



SYMPHONY

# SYMPHONY

*Annual Report 2016*  
年度報告

SYMPHONY HOLDINGS LIMITED 新豐集團有限公司

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*Chairman and CEO's  
Statement*  
主席及首席執行官報告







2016 was an extraordinary year for the whole world. Internationally, frequent occurrences of Black Swan events such as Brexit and Donald Trump's victory in the U.S. presidential election, would have a profound effect on elections of other European countries during this year. The increase of interest rate by the U.S. Federal Reserve and the reduction of oil production will continue to impact the financial market. In Asia, Ms. Tsai Ing-wen was elected the President of Taiwan and Mr. Rodrigo Duterte took office in the Philippines, adding uncertainties to the Asian economic and political arena.

According to the data from the National Bureau of Statistics, China's GDP growth rate was 6.7% in 2016. Weak export figures, over-capacity, tightening of control over real estate, RMB depreciation and ongoing anti-corruption campaigns made corporations' investments plus personal consumption more prudent and rational. In the meantime, growth of the service sector stood at 7.8%, outperformed the overall GDP growth, reflecting the government's efforts in stimulating domestic consumption and structurally improving the adjustment in consumption and services sector.

2016年對於全球都是不平凡的一年。國際方面，英國脫歐、特朗普當選美國總統等黑天鵝事件頻發，並將對歐洲其他國家今年內的選舉產生深遠影響；美聯儲加息、石油減產等，將繼續擾動金融市場。亞洲方面，蔡英文當選台灣總統及菲律賓總統杜特爾特上任，將為亞洲的政治及經濟帶來更多不確定因素。

根據國家統計局數據，2016年中國的GDP增長為6.7%。出口疲弱、產能過剩、房地產調控繼續加強、人民幣貶值、及反腐形勢持續，無論是令企業投資及個人消費保持謹慎與理性。同時，第三產業增長7.8%高於總體增長GDP，反映政府刺激內部消費及加強消費與服務的結構性調控。

As an international city, Hong Kong's economy has always been closely related to the world and specifically impacted by the Chinese economy. The depreciation of RMB, continued slowdown in real estate investment, the decrease in the number of free individual travellers, and the threat brought forward by e-commerce, WeChat commerce, and overseas purchasing agent, all create challenges to the traditional retail industry.

Nevertheless, the Group has gradually built a solid foundation after its two years of successful transformation. Maximizing its competitive advantages, the Group is making forward move amidst the fast changing environment.

## REVIEW

### A) TRAVEL RETAIL

#### 1) *Outlet malls*

Shenyang Park Outlet has been improving its operational efficiency through strengthening its management and upgrading its product mix over the past few years. The results are steadily improving.

Building on a solid foundation, the Group introduced a new concept of outlet mall at the end of last year and took the lead in establishing the first community mall in Chongqing.

#### 2) *Duty-free business*

The tense cross-strait relations resulted in a decreasing number of mainland visitors to Taiwan, thus adversely affecting the duty-free business of the Group in Kinmen. However, the Group is actively pursuing different strategies to expand product categories, including taxable and duty-free goods, strengthening local procurement and management to boost efficiency.

香港作為國際化城市，經濟一向與世界息息相關，特別是受中國經濟的影響更大。人民幣貶值、房地產投資持續放緩、自由行人數減少、電子商貿、微信商貿及海外代購的衝擊等，仍是傳統零售業要面對的多重壓力。

儘管如此，本集團經過兩年的成功轉型已建立良好的基礎，並發揮自身優勢，在風雲變化中穩定求進，正逐漸取得成績。

## 回顧

### A) 旅遊零售

#### 1) 奧特萊斯

瀋陽奧特萊斯通過過去幾年堅持不懈地加強管理，並不斷優化產品結構，效益亦得到進一步的提升。

去年年底，集團在現有的穩定基礎上，正式切入社區商場的新概念，並率先於重慶建立了中國第一家社區商場。

#### 2) 免稅業務

兩岸關係遇冷，台灣旅遊人數減少對金門免稅業務難免產生消極影響。但本集團積極嘗試不同策略拓展產品種類，包括完稅及免稅商品、加強本地採購等及加強管理，以提升效益。

## **B) SPORTS BRANDS**

### **1) PONY**

The development of the licensing business has made steady progress and the Group will continue to proactively expand its branding business to Europe, South America, the Middle East and Asia. Simultaneously, the Group will also optimize its marketing strategy and upgrade the brand image.

### **2) Speedo**

Due to the changes in global strategy at Speedo headquarter, the Group has officially ended its cooperation with Speedo at the end of last year.

## **C) FINANCIAL INVESTMENT**

### **Financial Services**

In spite of unstable economic factors, the Group implemented a more robust strategy last year, adopting more prudent approach in lending and mortgage activities while maintaining an overall business direction of profiteering in stability.

## **D) PROPERTY INVESTMENT**

Our investment properties such as Junefield Plaza in Beijing and Island Place in Hong Kong continued to generate return to the Group through increased rental income and asset value appreciation.

The Group is pleased to achieve positive development through timely adjustment to a difficult and complex business environment in 2016. The Group remains confident that it could enhance business results through the experience and efforts of the management.

## **B) 運動品牌**

### **1) PONY**

特許經營業務的發展獲得了穩步進展，本集團將繼續積極將品牌業務拓展至歐洲、南美洲、中東及亞洲。同時亦會優化市場策略，豐富品牌內涵、提高品牌形象。

### **2) Speedo**

由於Speedo總部的全球策略轉變，本集團最終於去年底正式與Speedo結束合作關係。

## **C) 金融投資**

### **金融服務**

於不穩的經濟因素下，本集團去年採取更為穩健的策略，金融借貸、按揭方面更小心謹慎，總體業務方針持盈保泰。

## **D) 物業投資**

北京莊勝廣場以及香港港運城等物業持續為本集團帶來租金增收及升值回報。

本集團對2016年困難複雜的環境下所作的適時調整與優化，能夠獲得正面的發展感到欣慰，並有信心通過管理層的經驗與努力能繼續加強本集團業務的效益。

## OUTLOOK

### A) TRAVEL RETAIL

#### 1) Outlets

The Group's direction in 2017 is to maintain its foothold in China and at the same time expand into Asia. In travel retail, the Group is in active negotiation with international partners to develop more outlet malls in Asia such as Vietnam and Indonesia. In China, The Group is proactively discussing with a renowned listed company regarding the development of the Group's flagship outlet mall in Xiamen. The target opening date of this Xiamen flagship outlet is in October 2018. Given Xiamen's high living standard and as a tourist-heavy city, the opening of a flagship outlet marks another milestone for the Group.

Simultaneously, the Henan CITS Anyang City Park Outlet is scheduled to start operation in the second quarter of 2017, sharing management resources with Shenyang outlet thereby creating synergistic effect.

In addition, the community mall model will expand into Guangzhou and other strategic cities. The Group aims to upgrade the current mall portfolio.

#### 2) Duty free

For duty free business, the Group will fine-tune its business model responding to market conditions while strengthening its cooperation with strategic partners. Apart from Kinmen, the Group is in active discussion with potential international duty-free operators to extend our business to other countries.

## 展望

### A) 旅遊零售

#### 1) 奧特萊斯

新濠本集團在2017年之發展方向是為扎根立足中國，同時邁向擴展至亞洲。旅遊零售方面，本集團正探討積極與國際合作夥伴商論於亞洲地區，如越南及印尼等啟動發展更多奧特萊斯項目。在國內方面，本集團正積極與一知名上市公司商討在廈門合作發展旗艦奧特萊斯，並爭取於2018年10月正式開業。基於廈門的高生活水平及作為一旅遊重點城市，旗艦奧特萊斯之開業標誌本集團另一個里程碑。

同時，河南國旅安陽城奧特萊斯已定於2017年第二季度投入運營，並將與瀋陽奧特萊斯共享管理資源，產生協同效應。

另外，社區商場模式將拓展至廣州及其他戰略城市，本集團的目標為提升現有商場的組合。

#### 2) 免稅業務

免稅業務方面，本集團將因應形勢調整業務模式，並加強與戰略夥伴的合作，除金門外，本集團正積極與潛在國際免稅店營運者商討於其他國家擴展自身業務。



## **B) BRANDS**

### **1) International brands**

Apart from our current brands, the Group has successfully acquired the distribution rights of a renowned international brand, not only to enrich the Group's brand portfolio but also to generate business for its outlet malls at the same time.

### **2) Sports Brands**

Due to the market recognition of the operating team's experience in running swimming brands, the Group has reached an agreement with Arena Japan to start a joint-venture in Shanghai for developing the brand's business in China. Operations have officially commenced in 2017.

The Group is currently working with Arena's parent company Descente to develop Arena's China business hoping to make Arena the leading brand utilizing the opportunity made possible by the 2020 Tokyo Olympics. The Group is also reviewing with Descente non-Arena related business prospects.

In addition to continuous expansion into current licensing business in Japan, Korea and Europe and South America, ongoing efforts will be devoted towards enhancing PONY brand image.

## **C) FINANCIAL SERVICES**

With respect to the financial services business, the Group is actively negotiating with a potential strategic partner for consolidation, providing more services to its clients in an efficient manner while enhancing the investment return to the Group.

## **B) 品牌**

### **1) 國際品牌**

除現有品牌外，本集團已成功取得一知名國際品牌的分銷權，不僅充實本集團之品牌組合，亦可同時帶動奧特萊斯業務。

### **2) 運動品牌**

受惠於運作團隊對游泳品牌的運營經驗，本集團亦與日本Arena達成協議，於上海建立合資公司，發展中國業務，並於2017年正式開始。

本集團現正與Arena母公司Descente發展Arena之中國業務，希望藉2020年東京奧運會令Arena成為領先品牌。本集團亦正與Descente檢視Arena品牌以外之商機。

除現有日本、韓國、歐洲及南美之特許經營業務外，PONY會繼續提高其品牌形象。

## **C) 金融服務**

在金融服務業務方面，本集團正與一潛在策略伙伴積極商討整合優勢，提供更有效率的服务予客戶，以提高本集團之投資回報。

## D) E-COMMERCE

Regarding e-commerce, the Group is in the final stage of implementing a collaboration plan with an e-commerce partner in the beginning of 2017 to go with the times in the “Internet Plus” era and explore the e-commerce retail business opportunity, while leveraging the synergistic effect of the e-commerce platform to introduce a distributing channel with full potential for both its joint venture with brand partners or its role as distributor for renowned brands.

Conclusively speaking, the Group will continue to fine-tune the concept of travel retail, create more results while perfecting the structure. By continuing to strengthen its existing role both as a joint venture partner and brand distributor, the Group will progressively explore new branding opportunities so as to maximize branding effect and the economies of scale. The Group will continue develop the financial services business to generate profits. A formal dividend policy of the Company will be formulated and published by the Board in due course. The Group will continue to generate profits, hoping to create a highly adaptable, pressure resistant and sustainable business environment.

## APPRECIATION

I would take this opportunity to thank my fellow directors, our staff and stakeholders for their continuous support and contributions to the Group. I hope that in the midst of the complex business environment of 2017, management and all my colleagues will continue to make concerted efforts to support each other and contribute to the business and performance of the Group.

## D) 電商

電商方面，2017年初集團就落實與電商之合作計劃已進入最後階段，希望在這個「互聯網+時代」與時俱進，探索電商零售業務的同時，利用電商平台的協同效應為合資及代理的品牌增開一條具潛力的渠道。

綜合以上，集團將不斷優化旅遊零售概念，拓展並豐富板塊內涵，創造更多效益增長點及完善穩固的結構。在不斷強化現有合資及代理品牌的同時，再積極開拓更多品牌，以充分利用品牌與規模效應。集團亦將繼續鞏固金融服務的發展，亦為集團帶來收益。董事會將制定及於適當時候公佈正式股息政策。而本公司將繼續致力創造利潤，希望營造一個適應能力、抗壓能力及可持續的商業形態。

## 致謝

本人籍此機會感謝各位董事、本公司員工及各持份者一貫的支持及為本集團所作的貢獻。並期望在2017年裡管理層及全體同事能夠同心協力、互相支持，繼續在這複雜的營商環境中為集團的業務及效益出謀獻策。

# *Operation Review*

## 業務回顧







## Operation Review 業務回顧

The Group's turnover for the year ended 31 December 2016 of approximately HKD363.9 million was comparable to that of approximately HKD351.1 million for the year ended 31 December 2015. The gross margin remained stable at 74.7% and 75.6% respectively for the year ended 31 December 2016 and 2015. The decrease in turnover of the Retailing and sourcing and Outlet malls segments was compensated by the better than expected business volume of the Financial services, Duty free, Branding and Property investment and holding segments.

During the year ended 31 December 2015, the Group had a one off net gain of HKD194 million from the disposal of the trademarks and intellectual property relating to the "PONY" brand in the United States of America, Mexico and Canada. Similar transaction did not take place in the year ended 31 December 2016. As a result, the profit attributable to the owners of the Company decreased by 84.7%, from HKD180.8 million to HKD27.7 million.

本集團截至2016年12月31日止年度之營業額約為363.9百萬港元，與截至2015年12月31日止年度之營業額約為351.1百萬港元相約。截至2016年及2015年12月31日止年度之毛利率保持平穩，分別為74.7%及75.6%。零售及採購業務及奧特萊斯業務營業額下降則由勝於預期之金融服務業務、免稅業務量、品牌及物業投資及持有之業務所補足。

截至2015年12月31日止年度內，本集團於美國、墨西哥及加拿大出售「PONY」商標及知識產權獲得一次性淨收益194百萬港元，類似交易截至2016年12月31日止年度並無發生。因此，本公司擁有人應佔溢利由180.8百萬港元下降84.7%至27.7百萬港元。







The Group's non-current assets have increased from HKD2,266.7 million to HKD2,353.6 million mainly due to the combined effect of investment in joint ventures and the utilization of deferred tax assets. In addition, the Group's current assets decreased from HKD1,457.9 million to HKD1,041.6 million mainly due to the decrease in the year end outstanding loan amount from HKD629.2 million to HKD333.8 million under the money lending operation of the Financial services segment.

## MARKET INFORMATION

During the year, sales to the People's Republic of China, Hong Kong, Taiwan and other Asian countries comprised 96.5% (2015: 99.5%) of the total sales with the remaining 3.5% (2015: 0.5%) shared between United States of America and other countries.

本集團之非流動資產由2,266.7百萬港元增加至2,353.6百萬港元，主要由於投資於合營企業及採用遞延稅項之綜合效應。此外，本集團之流動資產由1,457.9百萬港元下降至1,041.6百萬港元，主要由於年度金融服務業務下放貸營運之現有貸款由629.2百萬港元下降至333.8百萬港元。

## 市場資訊

年內，中華人民共和國、香港、台灣及其他亞洲國家的銷售額佔總銷售額96.5%（2015年：99.5%），而餘下的3.5%（2015年：0.5%）則來自美國及其他國家。



## LIQUIDITY AND CAPITAL RESOURCES

As at 31 December 2016, the Group had bank balances and cash of HKD328,468,000 (2015: HKD470,025,000). The Group was offered banking facilities amounting to HKD719,491,000 (2015: HKD737,251,000). As at 31 December 2016, the Group obtained bank borrowings in the amount of HKD719,491,000 (2015: HKD737,251,000). The Group has variable interest rate bank loans which carry interest ranging from 2.0% to 3.0% (2015: 1.8% to 2.5%) per annum. The weighted average effective interest rate of the Group's bank loans is 2.7% (2015: 2.2%). Debt to total assets ratio stood at 21.2% (2015: 19.8%), based on total bank borrowings over total assets. The banking facilities are secured by corporate guarantees from the Company and certain of its subsidiaries. Bank loans are secured by certain land and buildings and investment properties of the Group.

## 流動資金及資本來源

於2016年12月31日，本集團的銀行結餘及現金為328,468,000港元（2015年：470,025,000港元）。銀行為本集團提供的融資額達719,491,000港元（2015年：737,251,000港元）。於2016年12月31日，本集團取得銀行借貸的金額為719,491,000港元（2015年：737,251,000港元）。本集團的浮動利率銀行貸款的每年利息為2.0%至3.0%（2015年：1.8%至2.5%）。本集團銀行貸款的加權平均實際利率為2.7%（2015年：2.2%）。債項總資產比率為21.2%（2015年：19.8%），乃按銀行借貸總額對比總資產比例計算。銀行融資額度乃由本公司及其若干附屬公司提供企業擔保作抵押。銀行貸款由本集團若干土地及樓宇以及投資物業作抵押。



## HUMAN RESOURCES

As at 31 December 2016, the total number of employees of the Group was 356. Employee costs (excluding directors emoluments) amounted to approximately HKD63,177,000 (2015: HKD72,651,000).

In addition to competitive remuneration packages, double pay and employee share options are awarded to eligible staff of the Group based on their performance and individual merits.

## SHARE OPTION SCHEME

On 10 June 2011, Shareholders have approved and adopted a share option scheme (the "Scheme") for the purpose of providing eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its Shareholders as a whole. All Directors, full-time employees and any other persons who, at the sole discretion of the Board of Directors, have contributed or will contribute to the Group are eligible to participate in the Scheme.

## 人力資源

於2016年12月31日，本集團的僱員總數為356人。僱員成本（不包括董事袍金）約為63,177,000港元（2015年：72,651,000港元）。

本集團合資格員工除享有具競爭力的薪酬外，亦可依據本集團業績及彼等的個人表現獲發年終雙糧及僱員購股權。

## 購股權計劃

於2011年6月10日，本公司股東批准及採納購股權計劃（「該計劃」），旨在提供機會予合資格參與者取得本公司的資本權益，並鼓勵參與者以本公司及其股東的整體利益為依歸，致力提高本公司及其股份的價值。所有董事、全職僱員及按董事會酌情認為已經或將會對本集團作出供獻的任何其他人士均符合資格參與該計劃。



Pursuant to the Scheme, shares which may be issued upon exercise of all options to be granted under the Scheme or any other share option scheme adopted by the Company must not in aggregate exceed 10% of the shares of the Company in issue on the date of adoption. The Company may renew this 10% limit with Shareholders' approval provided that each such renewal may not exceed 10% of shares in the Company in issue as at the date of the Shareholders' meeting.

The total number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme or any other share option scheme adopted by the Company must not exceed 30% of the shares in issue from time to time.

Unless approved by Shareholders, the total number of shares of the Company issued and to be issued upon the exercise of the options granted to each participant (including both exercised and unexercised options) under the Scheme or any other share option schemes adopted by the Company in any 12-month period must not exceed 1% of the shares of the Company in issue.

The period within which the options must be exercised will be specified by the Company at the time of grant. This period must expire no later than 10 years from the date of grant of the options. At the time of grant of the options, the Company may specify a minimum period for which an option must be held before it can be exercised. The offer of a grant of share options may be accepted within 14 days from the date on which the letter containing the offer is delivered to that participant and the amount payable on acceptance of an option is HKD1.00.

The subscription price for the shares of the Company to be issued upon exercise of the options shall be no less than the higher of (i) the closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share of the Company on the date of grant. The subscription price will be approved by the Board of Directors at the time the option is offered to the participants.

根據該計劃，因按該計劃行使或任何其他本公司已採納的購股權計劃而獲授出的所有購股權後可能發行的股份，合共不可超過本公司於採納日期的已發行股份的10%。倘獲得股東批准，本公司可更新此10%的限額，惟各有關更新不可超過本公司於股東大會日期批准的已發行股份的10%。

因行使所有該項計劃或任何其他本公司採納的購股權計劃而授予惟尚待行使的尚未行使購股權而可能發行的本公司股份總數，不可超過本公司不時已發行股份的30%。

除非獲本公司股東批准，本公司因行使按該項計劃或任何其他本公司採納的購股權計劃而授予各參與者的購股權（包括已行使及尚未行使的購股權）時已發行及將予發行的股份總數於任何12個月期間內不可超出本公司已發行股份的1%。

購股權必須行使的期限將由本公司在授出時指定。此期限必須由授出購股權當日起不遲於10年內屆滿。於授出購股權時，本公司可訂明購股權可獲行使前必須持有的最短期限。有關授出購股權的授予建議，參與者可於載有有關授權建議的函件的寄發日期起計14天內接受該建議，而每次接納購股權時應付款項1.00港元。

本公司於行使購股權時將予發行的股份認購價將不低於（以較高者為準）(i)於授出日期載列於聯交所刊發的每日報價表的本公司股份收市價；(ii)於緊接授出日期前的5個營業日載列於聯交所刊發的每日報價表的本公司股份平均收市價；及(iii)本公司股份於授出日期的面值。認購價將由董事會於建議授出購股權予參與者當日批准。



No options may be granted under the Scheme after the date of the tenth anniversary of the adoption of the Scheme.

於採納該項計劃日期起計10週年後，概無購股權可根據該項計劃授出。

Details of the movements of the share options granted under the Scheme during the year ended 31 December 2016 are as follows:

於截至2016年12月31日止年度內，根據該計劃授出的購股權變動詳情如下：

Participants	Date of grant	Exercise period	Exercise price per share (HKD) 每股行使價 (港元)	Number of share options 購股權數目				Outstanding as at 31 December 2016 於2016年12月31日尚未行使
				Outstanding as at 1 January 2016 於2016年1月1日尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	
Directors 董事	9/9/2013	9/9/2013 – 8/9/2016	0.406	-	-	-	-	-
		9/9/2014 – 8/9/2016	0.406	-	-	-	-	-
		9/9/2015 – 8/9/2016	0.406	-	-	-	-	-
	9/10/2013	9/10/2013 – 8/10/2016	0.402	-	-	-	-	-
		9/10/2014 – 8/10/2016	0.402	-	-	-	-	-
		9/10/2015 – 8/10/2016	0.402	-	-	-	-	-
	17/6/2014	17/6/2014 – 16/6/2017	0.550	6,000,000	-	(6,000,000)	-	-
4/12/2015	4/12/2015 – 3/12/2016	0.760	1,000,000	-	-	(1,000,000)	-	
Employees 僱員	9/9/2013	9/9/2013 – 8/9/2016	0.406	-	-	-	-	-
		9/9/2014 – 8/9/2016	0.406	-	-	-	-	-
		9/9/2015 – 8/9/2016	0.406	-	-	-	-	-
	9/10/2013	9/10/2013 – 8/10/2016	0.402	-	-	-	-	-
		9/10/2014 – 8/10/2016	0.402	350,000	-	(140,000)	(210,000)	-
		9/10/2015 – 8/10/2016	0.402	960,000	-	(870,000)	(90,000)	-
	4/12/2015	1/7/2016 – 31/12/2016	0.760	10,000,000	-	(1,000,000)	(9,000,000)	-
				18,310,000	-	(8,010,000)	(10,300,000)	-
Weighted average exercise price (HKD) 加權平均行使價 (港元)				0.666	N/A 不適用	0.558	0.750	N/A 不適用

Details of the movements of the share options granted under the Scheme during the year ended 31 December 2015 are as follows:

於截至2015年12月31日止年度內，根據該計劃授出的購股權變動詳情如下：

Participants	Date of grant	Exercise period	Exercise price per share (HKD)	Number of share options				Outstanding as at 31 December 2015
				Outstanding as at 1 January 2015	Granted during the year	Exercised during the year	Lapsed during the year	
參與人士	授予日期	行使期	每股行使價 (港元)	於2015年1月1日尚未行使	於年內授出	於年內行使	於年內失效	於2015年12月31日尚未行使
Directors 董事	9/9/2013	9/9/2013 – 8/9/2016	0.406	-	-	-	-	-
		9/9/2014 – 8/9/2016	0.406	7,000,000	-	(7,000,000)	-	-
		9/9/2015 – 8/9/2016	0.406	10,800,000	-	(3,900,000)	(6,900,000)	-
	9/10/2013	9/10/2013 – 8/10/2016	0.402	-	-	-	-	-
		9/10/2014 – 8/10/2016	0.402	-	-	-	-	-
		9/10/2015 – 8/10/2016	0.402	-	-	-	-	-
17/6/2014	17/6/2014 – 16/6/2017	0.550	6,000,000	-	-	-	6,000,000	
	4/12/2015	4/12/2015 – 3/12/2016	0.760	-	1,000,000	-	-	1,000,000
Employees 僱員	9/9/2013	9/9/2013 – 8/9/2016	0.406	-	-	-	-	-
		9/9/2014 – 8/9/2016	0.406	2,320,000	-	(2,320,000)	-	-
		9/9/2015 – 8/9/2016	0.406	12,000,000	-	(7,800,000)	(4,200,000)	-
	9/10/2013	9/10/2013 – 8/10/2016	0.402	540,000	-	(540,000)	-	-
		9/10/2014 – 8/10/2016	0.402	4,470,000	-	(4,120,000)	-	350,000
		9/10/2015 – 8/10/2016	0.402	4,470,000	-	(2,550,000)	(960,000)	960,000
	4/12/2015	1/7/2016 – 31/12/2016	0.760	-	10,000,000	-	-	10,000,000
			<u>47,600,000</u>	<u>11,000,000</u>	<u>(28,230,000)</u>	<u>(12,060,000)</u>	<u>18,310,000</u>	
Weighted average exercise price (HKD)			0.423	0.760	0.405	0.406	0.666	
加權平均行使價 (港元)								

As at 31 December 2016, no share options was outstanding. As at 31 December 2015, the number and weighted average exercise price of share options exercisable at the end of the reporting period were 8,310,000 shares and HKD0.552, respectively.

於2016年12月31日，並無尚未行使之購股權。於2015年12月31日，可行使購股權的數目為8,310,000股股份，而加權平均行使價為0.552港元。

The weighted average remaining contractual life for share options outstanding at the end of reporting period is nil (2015: 1.13 years). The weighted average share price at the date of exercise of options exercised during the year was HKD0.84 (2015: HKD0.83).

於報告期末尚未行使購股權的加權平均剩餘合約年期為無(2015年: 1.13年)。於年內已行使購股權行使日期的加權平均股價為0.84港元(2015年: 0.83港元)。

The total number of shares available for issue under the share option scheme as at 31 December 2016 was 811,726,074 shares (No outstanding share options had been granted but not yet lapsed or exercised) (2015: 809,323,074 shares (including options for 18,310,000 shares that have been granted but not yet lapsed or exercised)) which represented 30% (2015: 29.3%) of the issued share capital of the Company at 31 December 2016.

於2016年12月31日根據購股權計劃可供發行的股份總數為811,726,074股股份(並無已獲授出但尚未失效或獲行使的購股權)(2015年: 809,323,074股股份(包括已獲授出但尚未失效或獲行使的18,310,000股股份的購股權))，佔本公司於2016年12月31日已發行股本的30%(2015年: 29.3%)。

The estimated fair value of the options granted on 9 September 2013 was HKD0.1184 per option. The fair value was calculated using the Black-Scholes model with Binomial Tree method. The inputs into the model were as follows:

Share price at grant date	HKD0.400
Exercise price	HKD0.406
Expected volatility	43.526%
Expected life	3 years
Risk-free rate	0.693%
Expected dividend yield	0%

於2013年9月9日已向合資格人士授出購股權的估計公平價值為每份購股權0.1184港元。公平價值乃使用二叉樹法的柏力克－舒爾斯模式計算。該模式的輸入數據如下：

於授出日期的股價	0.400港元
行使價	0.406港元
預期波幅	43.526%
預期年期	3年
無風險利率	0.693%
預期股息率	0%

The estimated fair value of the options granted on 9 October 2013 was HKD0.1204 per option. The fair value was calculated using the Black-Scholes model with Binomial Tree method. The inputs into the model were as follows:

Share price at grant date	HKD0.400
Exercise price	HKD0.402
Expected volatility	44.015%
Expected life	3 years
Risk-free rate	0.545%
Expected dividend yield	0%

於2013年10月9日已向合資格人士授出購股權的估計公平價值為每份購股權0.1204港元。公平價值乃使用二叉樹法的柏力克－舒爾斯模式計算。該模式的輸入數據如下：

於授出日期的股價	0.400港元
行使價	0.402港元
預期波幅	44.015%
預期年期	3年
無風險利率	0.545%
預期股息率	0%

The estimated fair value of the options granted on 17 June 2014 was HKD0.1921 per option. The fair value was calculated using the Black-Scholes model with Binomial Tree method. The inputs into the model were as follows:

Share price at grant date	HKD0.550
Exercise price	HKD0.550
Expected volatility	51.087%
Expected life	3 years
Risk-free rate	0.771%
Expected dividend yield	0%

於2014年6月17日已向合資格人士授出購股權的估計公平價值為每份購股權0.1921港元。公平價值乃使用二叉樹法的柏力克－舒爾斯模式計算。該模式的輸入數據如下：

於授出日期的股價	0.550港元
行使價	0.550港元
預期波幅	51.087%
預計年期	3年
無風險利率	0.771%
預期股息率	0%



The estimated fair values of the options granted to eligible persons on 4 December 2015 were HKD0.1699 and HKD0.1707 per option. The fair value was calculated using the Black-Scholes model with Binomial Tree method. The inputs into the model were as follows:

Share price at grant date	HKD0.760
Exercise price	HKD0.760
Expected volatility	56.772%/54.938%
Expected life	1/1.08 years
Risk-free rate	0.09%/0.1077%
Expected dividend yield	0%

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over the last three years.

The share options granted on 9 September 2013 were subject to the following vesting schedule:

於2015年12月4日已向合資格人士授出購股權的估計公平價值分別為每份購股權0.1699港元及0.1707港元。公平價值乃使用二叉樹法的柏力克－舒爾斯模式計算。該模式的輸入數據如下：

於授出日期的股價	0.760港元
行使價	0.760港元
預期波幅	56.772%/54.938%
預計年期	1/1.08年
無風險利率	0.09%/0.1077%
預期股息率	0%

按預計股價回報的標準偏差計量的波幅假設乃根據過去三年每日股價的統計數據分析計算得出。

於2013年9月9日授出的購股權須受以下歸屬時間表規限：

Vesting schedule	歸屬時間表	Maximum number of share options exercisable 最多可行使購股權數目
From 9 September 2013 to 8 September 2014	2013年9月9日至2014年9月8日	40%
From 9 September 2014 to 8 September 2015	2014年9月9日至2015年9月8日	70%
From 9 September 2015 to 8 September 2016	2015年9月9日至2016年9月8日	100%

The share options granted on 9 October 2013 were subject to the following vesting schedule:

於2013年10月9日授出的購股權須受以下歸屬時間表規限：

Vesting schedule	歸屬時間表	Maximum number of share options exercisable 最多可行使購股權數目
From 9 October 2013 to 8 October 2014	2013年10月9日至2014年10月8日	40%
From 9 October 2014 to 8 October 2015	2014年10月9日至2015年10月8日	70%
From 9 October 2015 to 8 October 2016	2015年10月9日至2016年10月8日	100%

The share options granted to employees on 4 December 2015 were subject to the following vesting schedule:

於2015年12月4日授予僱員的購股權須受以下歸屬時間表規限：

Vesting schedule	歸屬時間表	Maximum number of share options exercisable 最多可行使購股權數目
From 1 July 2016 to 31 December 2016	2016年7月1日至2016年12月31日	100%

No vesting conditions were set for the share options granted to Directors on 17 June 2014 and 4 December 2015.

於2014年6月17日及2015年12月4日授予董事的購股權沒有設定歸屬時間限制。

The fair value of share options granted was recognised as an employee cost with a corresponding increase in share options reserve within equity over the relevant vesting periods.

已授出購股權的公平價值乃確認為僱員成本，而於相關歸屬期間權益中的購股權儲備亦相應增加。

The Group recognised an expense of approximately HKD1,481,000 (2015: HKD1,666,000) for the year ended 31 December 2016 in relation to share options granted by the Company.

截至2016年12月31日止年度，本集團就本公司授出的購股權確認開支約1,481,000港元（2015年：1,666,000港元）。

## EXECUTIVE DIRECTORS

**Mr. Cheng Tun Nei**, aged 53, Chairman and Chief Executive Officer (appointed on 15 December 2014 and elected as the Chairman on 23 December 2014)

Mr. Cheng was further appointed Chief Executive Officer on 30 September 2015.

He is an experienced investor in securities and also a seasoned businessman engaging in securities and financing, consultancy, hotel investment, real estate investment and development, import and export of cigarettes, perfume and cosmetic products business over many years. He is also a director of Goldsilk Capital Limited ("Goldsilk"). Goldsilk is a substantial shareholder of the Company under the Securities and Futures Ordinance.

**Mr. Chan Kar Lee Gary**, aged 61 (appointed on 2 January 2014)

Mr. Chan was further appointed Chief Operating Officer on 1 November 2014 overseeing all business units for the Group.

He possesses over 35 years of professional experience in marketing, sales, distribution and management in fast moving consumer goods with multi-national corporations such as LVMH, British American Tobacco and Imperial Tobacco Group.

Mr. Chan holds an EMBA degree awarded jointly by the HKUST Business School and the Kellogg School of Management of Northwestern University. He has also attended management courses at Stanford Law School, Harvard Business School, The Wharton School, Stanford-National University of Singapore, INSEAD/CEDEP and IMD.

## 執行董事

**鄭盾尼先生**，53歲，主席及首席執行官（於2014年12月15日獲委任，並於2014年12月23日獲選為主席）

鄭先生自2015年9月30日起擔任首席執行官。

彼為一名具有豐富投資證券經驗的投資者及資深商人，多年來從事證券金融、顧問服務、酒店投資、房地產投資發展及煙草、香水及化妝品出入口業務。鄭先生亦為GoldSilk Capital Limited（「GoldSilk」）的董事，根據證券及期貨條例，GoldSilk被視為本公司的主要股東。

**陳嘉利先生**，61歲（於2014年1月2日獲委任）

陳先生自2014年11月1日起擔任首席營運官，負責管理集團旗下所有業務部門。

他擁有逾35年的專業經驗，曾任職酷悅軒尼詩、英美煙草集團及帝國煙草集團等跨國公司，負責快速消費品之推廣、銷售、分銷及管理。

陳先生持有香港科技大學工商管理學院與美國西北大學凱洛格管理學院合辦之EMBA學位。彼亦曾於史丹福法學院、哈佛商學院、華頓商學院、史丹福-新加坡國立大學、歐洲工商管理學院管理發展中心及瑞士洛桑國際管理發展學院進修管理課程。



## NON-EXECUTIVE DIRECTOR

**Mr. Hong Kim Cheong**, aged 52 (appointed on 18 September 2015 and re-designated as executive director effective from 1 April 2017)

Mr. Hong holds a Bachelor of Arts degree in Economics and Geography from The University of Wilfred Laurier Ontario Canada. He possesses over 25 years of retailing experience gathered from fast moving consumer products to tobacco products. From 2015 to 2016, Mr. Hong served as a non-executive director of Italmenu, a joint venture between COOP Italia (one of the largest supermarket chain in Italy) and a group of private investors for the Asia market.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Shum Pui Kay**, aged 68 (appointed on 27 November 2013 and was re-elected on 10 June 2016)

He possesses over 30 years of experience in the retailing and distribution of luxurious goods. He was instrumental in the establishment and expansion of the renowned French leather good brand Longchamp in the Asia Pacific region and has served as the Chairman of the Asia Pacific region of the brand Longchamp since 1978.

**Mr. Wah Wang Kei Jackie**, aged 50 (appointed on 27 November 2013 and was re-elected on 10 June 2016)

He graduated from The University of Hong Kong in 1990 and was qualified as a solicitor in 1992. Up until 1997, Mr. Wah was a partner of a Hong Kong law firm. He is currently an executive director of G-Resources Group Limited (HKSE: 1051). Furthermore, he has also been appointed as an executive director of NetMind Financial Holdings Limited (HKSE: 985) with effect from 29 December 2016, the shares of which are listed on the main board of the Stock Exchange.

## 非執行董事

**方錦祥先生**，52歲（於2015年9月18日獲委任並自2017年4月1日起調任為執行董事）

方先生持有加拿大安大略省偉佛羅利亞大學頒發的經濟及地理文學士。彼擁有逾二十五年從事由快速消費品至煙草產品等方面之豐富經驗。自2015年至2016年期間，方先生亦為一合營公司 Italmenu 之非執行董事，該公司由 COOP Italia（意大利其中一所最大連鎖超市）與若干投資亞洲市場之私人公司合作營運。

## 獨立非執行董事

**沈培基先生**，68歲（於2013年11月27日獲委任及於2016年6月10日獲重選）

沈先生擁有逾30年從事高檔消費品零售及分銷的經驗。自1978年起沈先生擔任著名品牌 Longchamp 亞太區主席，對這個著名的法國皮革品牌於亞太區得以建立及發展具重要影響。

**華宏驥先生**，50歲（於2013年11月27日獲委任及於2016年6月10日獲重選）

華先生於1990年畢業於香港大學並於1992年取得律師資格。直至1997年止，華先生為香港一家本地律師行的合夥人。華先生現為國際資源集團有限公司的執行董事（股份代號：1051），該公司之股份在聯交所主板上市。此外，彼已獲委任為網智金控集團有限公司（股份代號：985）的執行董事，自2016年12月29日起生效，該公司之股份在聯交所主板上市。

**Board of Directors**  
**董事會**

**Mr. Chow Yu Chun Alexander**, aged 70 (appointed on 15 December 2014)

Mr. Chow is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. He possesses over 35 years of experience in commercial, financial and investment management in Hong Kong and Mainland China. He is currently also an independent non-executive director of Top Form International Limited (HKSE: 333), Playmates Toys Limited (HKSE: 869) and China Strategic Holdings Limited (HKSE: 235), all three companies are listed on the Stock Exchange. Furthermore, he has also been appointed as an independent non-executive director of Aquis Entertainment Limited (Australian Stock Code: ASX: AQS), a company listed on Australian Securities Exchange, on 7 September 2015.

**周宇俊先生**，70歲（於2014年12月15日獲委任）

周先生為香港會計師公會之執業會計師。彼擁有逾35年於香港及中國大陸之商業、財務及投資管理經驗。周先生現任黛麗斯國際有限公司（股份代號：333）、彩星玩具有限公司（股份代號：869）及中策集團有限公司（股份代號：235）之獨立非執行董事，該等公司股份在聯交所上市。同時，彼自2015年9月7日獲委任為Aquis Entertainment Limited（澳洲股份代號：ASX: AQS）之獨立非執行董事，該公司為澳洲證券交易所上市之公司。

## SENIOR MANAGEMENT

**Mr. Chan Stephen Yin Wai**, aged 54, joined the Group in May 2016.

Mr. Chan is the Chief Financial Officer of the Group and has over 20 years of experience in the fields of accounting, investment banking, corporate financial management, fundraising and property fund management. Mr. Chan held senior management roles at international investment banks and private equity real estate funds.

Mr. Chan holds a Bachelor of Science Degree in Civil Engineering from Columbia University, New York. Mr. Chan obtained his accounting qualification from the Institute of Chartered Accountants in England and Wales and is also a member of the Hong Kong Institute of Certified Public Accountants.

**Mr. Liu Kam Lung**, aged 53, has been working with the Group since October 2014.

He is the chief executive officer who oversees the compliance and business operation of the financial services unit acquired by the Group in 2014.

With over 25 years of experience in the financial industry, he currently serves as the non-executive director of Megalogic Technology Holdings Limited (HKSE: 8242), and the independent non-executive director of Pak Tak International Limited (HKSE: 2668) and Enterprise Development Holdings Limited (HKSE: 1808), all three companies are listed on the Stock Exchange.

## 高層管理人員

**陳賢偉先生**，54歲，於2016年5月加入本集團。

陳先生出任本集團之首席財務官。彼於會計、投資銀行、企業財務管理、籌組基金及房地產基金管理方面積逾20年經驗。陳先生曾於多間國際投資銀行及房地產私募基金公司擔任高層管理人員。

陳先生持有紐約哥倫比亞大學之土木工程理學士學位。陳先生取得英格蘭及威爾斯特許會計師公會之會計資格，亦為香港會計師公會會員。

**廖金龍先生**，53歲，自2014年10月起加入本集團。

廖先生為本集團於2014年所收購的金融業務之首席執行官，負責督辦該業務的合規職能和業務運作。

廖先生於金融業工作超過25年，現為宏創高科集團有限公司（股份代號：8242）之非執行董事，同時彼亦為百德國際有限公司（股份代號：2668）及企展控股有限公司（股份代號：1808）的獨立非執行董事，該等公司均在聯交所上市。



## Senior Management 高層管理人員

Mr. Liu is a fellow of the Association of Chartered Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants. At the same time, he is an associate of the Hong Kong Institute of Chartered Secretaries and admitted as an associate of the Institute of Chartered Secretaries and Administrators of the United Kingdom. He is also a full member of the Society of Registered Financial Planners and an associate of the Taxation Institute of Hong Kong.

Mr. Liu was awarded a Diploma of Business Administration from Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University).

**Ms. Chow So Ying Anna**, aged 53, has been working with the Group since June 2004.

She is the named company secretary of the Group.

Ms. Chow is a solicitor admitted in the Supreme Court of the Hong Kong Special Administrative Region and possesses over 15 years experience in legal and regulatory compliance. Her legal practice used to focus on the capital markets covering IPO, bank financing, securities and regulatory compliance, joint venture documentation and private equity investments.

Ms. Chow graduated from the University of Hong Kong with a Bachelor of arts degree.

廖先生為香港特許公認會計師公會資深會員及會計師公會會員，也是香港特許秘書公會會員、英國特許秘書及行政人員公會會員。他亦為註冊財務策劃師協會正式成員及香港稅務學會會員。

廖先生獲香港樹仁學院（現稱為香港樹仁大學）頒授工商管理文憑。

**周素瑛女士**，53歲，自2004年6月起受聘於本集團。

彼為本集團的公司秘書。

周女士乃香港特別行政區最高法院認可執業律師，並擁有逾15年法律及監管經驗。其執業範疇集中於資本市場包括首次公開招股及銀行融資亦就證券、監管合規、設立合營企業及私募股權投資提供法律意見。

周女士畢業於香港大學，獲頒文學士。

**Mr. Lee Cheung Ming**, aged 45, joined the Group in September 2014.

He is currently the Head of Real Estate division of the Group.

Mr. Lee accumulated over 14 years of experience in hotel and real estate development cum investment in Mainland China. He used to serve as the director of Megalogic Technology Holdings Limited (HKSE: 8242), a company listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Lee has completed his EMBA studies at Xiamen University. He also holds a graduate certificate in Business Administration from Beijing Economy Management College.

He is the brother-in-law of Mr. Cheng Tun Nei, the Chairman of the Company.

**Mr. Wong Keong Yiew**, aged 47, joined the Symphony Holdings Limited in June 2015 and currently serves as Head of Pony operation.

He has over 15 years of experience in general management, sales & marketing and key account management across different product categories including the fast moving consumer goods and perfume cosmetics industries.

Mr. Wong graduated with a Bachelor of Engineering degree from the National University of Singapore. He is an ASEAN Scholar and a Singapore Aerospace Scholar.

**李長銘先生**，45歲，於2014年9月加入本集團。

李先生為本集團產業部主管。

彼於中國內地酒店及物業發展及投資累積逾14年經驗，亦曾為宏創高科集團有限公司之執行董事（股份代號：8242），該公司於聯交所創業板上市。

李先生已修畢廈門大學EMBA課程，他同時持有北京經濟管理函授學院工商管理畢業證書。

李先生為本公司主席鄭盾尼先生配偶的弟弟。

**黃強耀先生**，47歲，於2015年6月加入新豐集團有限公司，現為PONY業務主管。

彼於不同產品類別（包括快速消費品及香水化妝品行業）之綜合管理、銷售與營銷及關鍵客戶管理方面擁有逾15年經驗。

黃先生畢業於新加坡國立大學，並獲得工學學士學位。彼曾獲東盟獎學金及新加坡航天獎學金。

## Senior Management 高層管理人員

**Mr. Mok Henry**, aged 55, joined the Group in April 2004.

Mr. Mok was appointed Vice President in November 2012, and is currently overseeing the Group's outlet mall operations in China.

He is a retail industry veteran with over 20 years of experience in the general consumer, as well as tourism, retailing business. His past working experience included DFS Hong Kong Ltd., a LVMH company and Victoria Mall, a CKH Shopping Mall, Reebok China and JFT Holdings Ltd.

He holds a Bachelor of Science degree in Architecture from North East London Polytechnic (Current name: University of East London) in the United Kingdom.

**Mr. Ng Yat Man Daniel**, aged 59, joined the Group in December, 2011.

Mr. Ng was appointed the Head of leasing of outlet mall division on 1 March 2015. In his new appointment, he is responsible for high-end brand recruitment for the Group's outlet malls.

He is a seasoned retailer with over 30 years of experience accumulated from working with Foxtown, Golden Eagle Shopping Centre and Sogo (HK).

Mr. Ng attended management courses at Foxtown Outlets, Lugano, Switzerland.

**莫子憲先生**，55歲，於2004年4月加入本集團。

莫先生自2012年11月起出任本公司副總裁，現負責集團在中國內地奧特萊斯業務之營運管理。

他具有超過20年之傳統零售及旅遊零售的管理經驗，包括曾任職酷悅軒尼詩旗下之DFS免稅店集團、長江集團之商場業務、銳步中國及JFT（日本豐田服裝業務）等品牌零售商之經驗。

莫先生持有東北倫敦理工學院（現稱東倫敦大學）之建築理學士學位。

**吳逸民先生**，59歲，於2011年12月加入本集團。

吳先生自2015年3月1日起調任為奧特萊斯部門的租務主管，負責國內高級品牌招商工作。

彼為一名具備超過30年零售業經驗的資深專才，曾任職於Foxtown、金鷹購物中心及崇光（香港）。

吳先生曾於瑞士盧加諾Foxtown Outlets修讀管理課程。



**Ms. Li Hua**, aged 51, joined the company in 2009.

Ms. Li has been focusing on brand marketing and leading the Speedo China operation from 1st March 2016 onwards.

She has worked with Henkel, Reckitt Benckiser and Wacoal during her 22 years in sales and marketing in FMCG and sports/fashion industries.

Ms. Li graduated from Jilin Normal University with a bachelor degree in English Literature.

**Ms. Fung Kim Wan Ewim**, aged 54 joined the Group on 1 July 2014.

Ms. Fung currently oversees the financial services business of the Group.

With over 30 years of experience in business administration, operational and customer relationship management, Ms. Fung has been one of the key management member of a leading tobacco and liquor company in Hong Kong, her main responsibilities include supervising and managing the distribution and duty-free business.

She graduated from the City College of Commerce in 1984 in the discipline of business studies.

**李華女士**，51歲，自2009年加入本集團。

李女士自二零一六年三月一日以來一直專注於品牌推广及負責Speedo中國內地業務。

在彼22年之快速消費品及運動／時尚行業之銷售及營銷職業生涯中曾先後任職於Henkel、Reckitt Benckiser及Wacoal。

李女士畢業於吉林師範大學，並獲得英國文學學士學位。

**馮劍雲女士**，54歲，於2014年7月1日加入本集團。

馮女士目前監管本集團之金融服務業務。

馮女士在業務管理、營運及客戶關係管理方面擁有逾30年經驗，為香港首屈一指的煙酒公司的其中一名主要管理人員，主要責任包括監督及管理分銷及免稅業務。

彼於1984年畢業於城市商科學院，主修商學。

The Directors have pleasure in presenting the annual report and the audited consolidated financial statements for the year ended 31 December 2016.

### PRINCIPAL ACTIVITIES

Symphony Holdings Limited was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange. The address of the registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and the principal place of business of the Company is located on the 10th Floor of Island Place Tower, 510 King's Road, North Point, Hong Kong.

The principal activities of the Group are retailing and sourcing, outlet malls, duty free, branding, financial services, property investment and holding. The principal activities of the Company's principal subsidiaries are set out in Note 42.

### BUSINESS REVIEW

A fair review of the business of the Group including the challenges/uncertainties and ways to tackle them together with a discussion of the Group's future development are provided in the Chairman and CEO's Statement. An analysis of the Group's performance during the year is included in the Operation Review. A description of the financial risks are found in Note 34(b) to the consolidated financial statements.

### RESULTS AND FINAL DIVIDEND

The results of the Group for the year ended 31 December 2016 are set out in the consolidated statement of comprehensive income on pages 62 to 63 of the annual report.

No interim dividend was declared or paid during the year. For the year ended 31 December 2016, the Board recommends the payment of final dividend of HKD0.0038 (2015: HKD0.02) per Share to the Shareholders.

董事呈報截至2016年12月31日止年度的周年報告及經審核綜合財務報表。

### 主營業務

新豐集團有限公司於百慕達註冊成立為獲豁免有限責任公司，其股份於香港聯交所上市。本公司註冊辦事處為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，其主要營業地點為香港北角英皇道510號港運大廈10樓。

本集團的其他主要業務為零售與採購、奧特萊斯、免稅業務、品牌推廣、金融服務、物業投資及持有物業。本公司主要附屬公司的業務已載於本綜合財務報表附註42。

### 業務回顧

本集團的業務表現，包括挑戰／不確定因素與對策及未來發展的討論載於主席及首席執行官報告。本集團於年內的業績分析可參閱業務回顧一節。此外，有關金融風險的說明載於綜合財務報表附註34(b)。

### 業績及期末股息

本集團截至2016年12月31日止年度的業績已載於本年報第62頁至第63頁的綜合全面收益表。

年內，本公司並無宣派或派付中期股息。截至2016年12月31日止年度，董事會建議向股東派付期末股息每股0.0038港元（2015年：每股0.02港元）。

The proposed final dividend is expected to be paid on Wednesday, 5 July 2017 to Shareholders whose names appear on the Register of Members of the Company as at the close of business on 20 June 2017. The payment of dividend is subject to the approval of Shareholders at the Annual General Meeting to be held on Friday, 9 June 2017.

## **PROPERTY, PLANT AND EQUIPMENT**

The Group's leasehold land and buildings were revalued at 31 December 2016. The revaluation resulted in a surplus of approximately HKD26,620,000 which was credited directly to the properties revaluation reserve.

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

## **INVESTMENT PROPERTIES**

The Group's investment properties at 31 December 2016 were fair valued by an independent firm of professional property valuers base on comparable sales available in the market. The net increase in fair value of approximately HKD20,370,000 was credited directly to profit or loss.

Details of movements in the investment properties of the Group during the year are set out in Note 14 to the consolidated financial statements.

建議的期末股息預計於2017年7月5日星期三派發予於2017年6月20日營業時間結束時名列公司成員登記冊的股東。股息的派付須在於2017年6月9日星期五舉行的股東週年大會上經股東批准。

## **物業、廠房及設備**

於2016年12月31日，本集團的租賃土地及樓宇已獲重新估值，重新估值錄得重估盈餘約26,620,000港元，並已直接計入物業重估儲備。

年內，本集團的物業、廠房及設備的調撥詳情已載於本綜合財務報表附註13。

## **投資物業**

於2016年12月31日，本集團的投資物業已由一間獨立專業物業估值師公司按可得之可比較市場銷售準則進行公平價值重估，公平價值增加淨額約20,370,000港元已直接計入損益內。

本年度，本集團的投資物業變動詳情已載於本綜合財務報表附註14。

## SHARE CAPITAL

Details of share capital of the Company are set out in Note 29 to the consolidated financial statements.

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

For the year ended 31 December 2016, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## SHARE OPTION SCHEME

Particulars of the Company's share option scheme adopted on 10 June 2011 (the "Scheme") are set out in Note 30 to the consolidated financial statements.

## BONUS WARRANT

During the year, the Company resolved at the Special General Meeting held on 10 June 2016 to issue bonus Warrants to the Shareholders on the record date on the basis of one Warrant for every five existing issued shares of the Company. Details are set out in Note 31 to the consolidated financial statements.

## 股本

本公司股本變動詳情已載於本綜合財務報表附註29。

## 購買、出售或贖回本公司的已上市證券

截至2016年12月31日止年度，概無本公司或其任何附屬公司已購買、出售或贖回任何本公司的已上市證券。

## 購股權計劃

本公司於2011年6月10日採納之購股權計劃（「該計劃」）詳情載於綜合財務報表附註30。

## 紅利認股權證

年內，本公司於2016年6月10日舉行之股東特別大會上決議，於記錄日期向股東發行紅利認股權證，基準為本公司每五股現有已發行股份獲發一份認股權證。詳情載於綜合財務報表附註31。



## RESERVES

Details of movements in the reserves of the Company during the year are set out in Note 32 of the consolidated financial statements.

## DISTRIBUTABLE RESERVES OF THE COMPANY

The reserves of the Company available for distribution to shareholders as at 31 December 2016 were as follows:

Share premium	股份溢價
Contributed surplus	實繳盈餘
Retained profits	留存溢利

## 儲備

年內本公司儲備變動詳情載於綜合財務報表附註32。

## 本公司可分配儲備

於2016年12月31日，本公司可分配予本公司股東的儲備如下：

	2016 HKD'000 千港元	2015 HKD'000 千港元
Share premium	942,075	936,965
Contributed surplus	586,774	586,774
Retained profits	188,360	246,771
	<b>1,717,209</b>	<b>1,770,510</b>

Under the Companies Act 1981 of Bermuda (as amended), the balances in a company's contributed surplus and share premium accounts are available for distribution. However, the company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that:

- (a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of the assets of the Company would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

The Company's share premium account may be applied to pay up unissued Shares to be issued to the Shareholders as fully paid bonus shares.

按百慕達1981公司法(經修訂)，公司的實繳盈餘及股份溢價賬戶結餘均可供分配。惟倘有合理理由相信下列情況，公司將不能夠宣派或派付股息或以實繳盈餘進行分配：

- (a) 本公司不能夠或於派付股息後將不能夠償還已到期的債務；或
- (b) 本公司資產的可變現價值低於其負債及已發行股本與股份溢價賬的總和。

本公司之股份溢價賬可用作繳足將向股東發行作為繳足紅股之未發行股份。

## DIRECTORS

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

### EXECUTIVE DIRECTORS:

Mr. Cheng Tun Nei (*Chairman & Chief Executive Officer*)  
Mr. Chan Kar Lee Gary

### NON-EXECUTIVE DIRECTOR:

Mr. Hong Kim Cheong  
(re-designated as Executive Director on 1 April 2017)

### INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Shum Pui Kay  
Mr. Wah Wang Kei Jackie  
Mr. Chow Yu Chun Alexander

In accordance with the existing Bye-laws of the Company, Mr. Cheng Tun Nei, Mr. Chan Kar Lee Gary and Mr. Chow Yu Chun Alexander will retire as Directors by rotation and being eligible, offer themselves for re-election at the forthcoming annual general meeting.

None of the directors who is proposed for re-election at the forthcoming annual general meeting has a service contract with the Group which is not terminable by the Group within one year without payment of compensation (other than statutory compensation).

## 董事

於本年度及截至本報告日止，董事為：

### 執行董事：

鄭盾尼先生（主席及首席執行官）  
陳嘉利先生

### 非執行董事：

方錦祥先生  
(於2017年4月1日調任為執行董事)

### 獨立非執行董事：

沈培基先生  
華宏驥先生  
周宇俊先生

根據本公司細則，鄭盾尼先生、陳嘉利先生及周宇俊先生將輪值告退，惟其等符合資格，並願意於應屆股東週年大會予以重選連任。

概無董事與本集團訂立於1年後屆滿或僱主不得於1年內於毋須作出賠償（法定賠償除外）下將其終止的任何服務合約。

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2016, the interests and short positions of the Directors and the chief executives and their associates of the Company in the shares, underlying shares and debentures of the Company and its associated corporations as recorded in the register maintained by the Company pursuant to Section 352 of Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Code"), were as follows:

### LONG POSITIONS

Ordinary shares of HKD0.10 each in the Company: base on total shares as at 31 December 2016

## 董事和主要行政人員的權益及於股份與相關股份的短倉

根據證券及期貨條例(「證券及期貨條例」)第352條規定備存的登記冊所載,或根據聯交所上市公司董事進行證券交易的標準守則(「標準守則」)通知本公司及聯交所,於2016年12月31日,本公司董事及主要行政人員及其等關聯人士於本公司或其聯營公司的股份、相關股份及債券的權益或淡倉的載列如下:

### 長倉

本公司每股面值0.10港元的普通股份:根據於2016年12月31日之股份總數計算

Director	Notes	Beneficial owner	Number of ordinary shares held by 所持已發行普通股數量		Total number of ordinary shares	Percentage of the issued share capital of the Company 佔本公司 已發行 股本百分比	
			Spouse and/or children under 18	Controlled corporation			
董事	附註	受益人	配偶及/或 18歲以下子女	控股企業	普通股總數量		
Cheng Tun Nei ("Mr. Cheng")	鄭盾尼(「鄭先生」)	1	-	-	801,830,000	801,830,000	29.63%
Chan Kar Lee Gary	陳嘉利	6,000,000	-	-	6,000,000	6,000,000	0.22%
Shum Pui Kay ("Mr. Shum")	沈培基(「沈先生」)	2	-	-	10,000,000	10,000,000	0.37%

Notes:

- Mr. Cheng owns the entire issued share capital of Goldsilk Capital Limited ("Goldsilk"). As at 31 December 2016, Goldsilk was directly interested in 801,830,000 Shares and 160,366,000 Warrants. Mr. Cheng was thus deemed to be interested in 801,830,000 Shares and 160,366,000 Warrants.
- Tung Fai Holdings Company Limited ("Tung Fai") was directly interested in 10,000,000 Shares and 2,000,000 Warrants. Tung Fai was wholly-owned by Asian League Limited, which in turn was wholly-owned by Mr. Shum. Together with his direct interest as beneficial owner of 350,000 Warrants, Mr. Shum was thus deemed to be interested in 10,000,000 Shares and 2,350,000 Warrants.

附註:

- 鄭先生持有Goldsilk Capital Limited(「Goldsilk」)全部已發行股本。於2016年12月31日,GoldSilk直接持有801,830,000股股份及160,366,000份認股權證。因此,鄭先生被視為持有801,830,000股股份及160,366,000份認股權證。
- Tung Fai Holdings Company Limited(「Tung Fai」)直接持有10,000,000股股份及2,000,000份認股權證。Tung Fai由Asian League Limited全資擁有,而Asian League Limited則由沈先生全資擁有。連同沈先生作為實益擁有人直接擁有350,000份認股權證之權益,沈先生因此被視為持有10,000,000股股份及2,350,000份認股權證。

Save as disclosed above and in the section “Share Option Scheme”, none of the directors, chief executives nor their associates had any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2016.

## **ARRANGEMENTS TO PURCHASE OR REDEEM SHARES**

At no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. In addition, the Company has not redeemed any of its shares during the year.

## **DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE**

Save as the margin financing arrangement as disclosed under the heading of “Continuing Connected Transactions” from page 49 to 50 of the annual report, no Director had a material interest, either directly or indirectly, in any contract of significance to which the Company or any of its subsidiaries was a party subsisting during or at the end of the financial year under review.

## **DIRECTORS' REMUNERATION**

Details of the directors' remuneration are set out in Note 10 to the consolidated financial statements.

除上文及「購股權計劃」一節所述，於2016年12月31日，概無任何董事、主要行政人員或其等關聯人士於本公司或任何聯營企業持有任何股份、相關股份或債券的任何權益或淡倉。

## **購買或贖回股份的安排**

於本年度任何時間內，本公司或其任何附屬公司概無參與任何安排以使董事藉購入本公司或任何其他法人團體的股份或債券而獲得利益。另公司於年內未有贖回任何股份。

## **董事於重要合約的權益**

除於本年度報告第49頁至第50頁「持續關連交易」標題項下所披露之保證金融資安排外，概無董事直接或間接於本公司或其任何附屬公司在年內或截至回顧年終所訂立對本集團業務而言屬重大之主要合約中享有重大權益。

## **董事薪酬**

董事薪酬詳情載於綜合財務報表附註10。



## DIRECTORS' INTERESTS IN COMPETING BUSINESSES

None of the Directors or their respective close associates has any competing interests which need to be disclosed pursuant to Rule 8.10 of the Listing Rules.

## SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, as at 31 December 2016, the following shareholders had notified the Company of their relevant interests and short positions in the issued share capital of the Company:

### (1) LONG POSITIONS

Ordinary shares of HKD0.10 each of the Company

## 董事於競爭性業務的權益

董事及其各自的緊密聯繫人士並無在任何競爭性業務中，擁有根據上市規則第8.10條規定須予披露的權益。

## 主要股東

根據證券及期貨條例第336條規定本公司備存的主要股東登記冊所載，公司獲悉股東於2016年12月31日持有本公司已發行股本之相關權益及淡倉如下：

### (1) 長倉

本公司每股0.10港元的股份

Name of shareholder	Notes	Capacity	Number of issued ordinary shares held 已發行股份數量			Percentage of the issued share capital of the Company 佔本公司已發行股本百分比
			Direct interests 直接權益	Deemed interests 被視為持有權益	Total interests 總權益	
股東	附註	資格				
Mr. Cheng 鄭先生	1	Interest of controlled corporation 受控企業	-	801,830,000	801,830,000	29.63%
Ms. Li Wa Hei ("Madam Li") 李華熙女士(「李女士」)	1	Spouse 配偶	-	801,830,000	801,830,000	29.63%
Goldsilks	1	Beneficial owner 受益人	801,830,000	-	801,830,000	29.63%
Or Ching Fai ("Mr. Or") 柯清輝先生(「柯先生」)	2	Beneficial owner and spouse 受益人及配偶	350,000,000	120,000,000	470,000,000	17.37%
Wong Lai Ning ("Madam Wong") 黃麗寧女士(「黃女士」)	2	Beneficial owner and spouse 受益人及配偶	-	470,000,000	470,000,000	17.37%

Notes:

1. Mr. Cheng owns the entire issued share capital of Goldsilk. As at 31 December 2016, Goldsilk was directly interested in 801,830,000 Shares and 160,366,000 Warrants. Mr. Cheng was thus deemed to be interested in 801,830,000 Shares and 160,366,000 Warrants. Madam Li is the wife of Mr. Cheng and she was also deemed to be interested in 801,830,000 Shares and 160,366,000 Warrants.
2. As at 31 December 2016, Mr. Or was directly interested in 350,000,000 Shares and 70,000,000 Warrants. Mr. Or also held 120,000,000 Shares and 24,000,000 Warrants jointly with his spouse, Madam Wong. Therefore, Mr. Or and Madam Wong were deemed to be interested in 470,000,000 Shares and 94,000,000 Warrants.

The acquisition of 42% equity interest in Giant Eagle Enterprises Limited not already owned by the Company involves the issue of consideration shares under specific mandate and the application for whitewash waiver was approved by the shareholders of the Company and the Securities and Futures Commission at the special general meeting held on 3 March 2017. Completion took place on 8th March 2017 and 250,000,000 Shares were issued to Goldsilk. As at 8 March 2017, Goldsilk was directly interested in 1,051,830,000 shares (representing 35.59%) and 160,366,000 Warrants of the Company. Mr. Cheng, the beneficial owner of Goldsilk was deemed to be interested in 1,051,830,000 shares and 160,366,000 Warrants of the Company and so was his spouse, Madam Li.

## (2) SHORT POSITIONS

The Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 31 December 2016.

附註：

1. 鄭先生持有GoldSilk全部已發行股本。於2016年12月31日，GoldSilk直接持有801,830,000股股份及160,366,000份認股權證。因此，鄭先生被視為持有801,830,000股股份及160,366,000份認股權證。李女士為鄭先生的妻子，彼亦被視為持有801,830,000股股份及160,366,000份認股權證。
2. 截至2016年12月31日，柯先生直接持有350,000,000股股份及70,000,000份認股權證，其與配偶黃女士共同持有120,000,000股股份及24,000,000份認股權證。故此，柯先生及黃女士被視為各持有合共470,000,000股股份及94,000,000份認股權證。

收購本公司尚未擁有之Giant Eagle Enterprises Limited之42%股權涉及根據特別授權發行代價股份及申請清洗豁免已獲本公司股東及證券及期貨事務監察委員會於2017年3月3日舉行之股東特別大會上批准。完成於2017年3月8日作實及250,000,000股股份獲發行予Goldsilk。於2017年3月8日，Goldsilk直接持有本公司1,051,830,000股股份（相當於35.59%）及160,366,000份認股權證。鄭先生為Goldsilk之實益擁有人，被視為擁有本公司1,051,830,000股股份及160,366,000份認股權證，而其配偶李女士亦如是。

## (2) 短倉

於2016年12月31日，本公司概無獲通知任何其他本公司已發行股本的相關權益或淡倉。

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors independent.

## **DONATIONS**

During the year, the Group made charitable and other donations totalling approximately HKD1,000 (2015: HKD5,000).

## **EMOLUMENT POLICY**

The Group's employee emolument policy is set up and reviewed by the Board taking into account the qualifications and experience of the Group's employees.

The emoluments of the directors of the Company are reviewed and recommended by the Remuneration Committee and approved by the Board, as authorised by shareholders at the annual general meeting, taking into account the operating results of the Company, individual performance and prevailing market conditions.

The Remuneration Committee was set up in December 2005, advising the Board on the emoluments of the directors and senior management. The Company has adopted share option schemes as incentive to directors and eligible employees, details of the schemes are set out in Note 30 to the consolidated financial statements.

## **委任獨立非執行董事**

根據上市規則第3.13條規定，本公司已取得各本公司獨立非執行董事的年度確認書，以確定其獨立性。本公司相信所有獨立非執行董事均為獨立人士。

## **捐款**

於本年度，本集團作出的慈善及其他捐款合共約1,000港元（2015年：5,000港元）。

## **薪酬政策**

本集團的僱員薪酬政策乃由董事會經考慮本集團員工的資歷及能力而釐定及檢討。

本公司董事的薪酬經薪酬委員會檢視及推薦予董事會，並乃由股東於股東週年大會授權並經考慮本公司經營業績、個人表現及現行市場情況而批准。

薪酬委員會於2005年12月成立，負責就有關董事及高層管理人員的薪酬向董事會作出建議。本公司已採納一項購股權計劃，作為對董事及合資格僱員的獎勵措施，計劃詳情已載於本綜合財務報表附註30。

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2016.

## CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the Corporate Governance Report on pages 41 to 52 of this Annual Report.

## AUDITOR

The financial statements have been audited by BDO Limited who will retire, and being eligible, offer themselves for reappointment. A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint BDO Limited as auditor of the Company.

On behalf of the Board

*CHAIRMAN*  
**Cheng Tun Nei**

Hong Kong, 17 March 2017

## 優先購股權

本公司公司細則、或百慕達法律均無刊載有關優先購股權條文，以規定本公司須按比例向現有股東提呈發售新股。

## 充足公眾持股量

截至2016年12月31日止年度，本公司一直維持充足公眾持股量。

## 企業管治

本公司的企業管治原則及實務已載於本年報第41頁至第52頁的企業管治報告中。

## 核數師

於年內，核數師為香港立信德豪會計師事務所有限公司。在應屆股東周年大會上將提呈決議案重聘香港立信德豪會計師事務所有限公司為本公司核數師。

代表董事會

*主席*  
**鄭盾尼**

香港，2017年3月17日



The Company firmly believes in the value and importance of achieving high standard of corporate governance through transparency, as well as effective risk and internal control system. With the merger and acquisition of new business segments, the governance system is constantly reviewed and meticulously re-assessed, by the Board to ensure that shareholders' and stakeholders' interests are safeguarded. The Company has adopted and complied with the CG Code throughout the year ended 31 December 2016, except for the deviation from code provisions A.2.1 and A.4.1 of CG Code.

The Board continues to monitor and review the Company's corporate governance practices and makes necessary changes at appropriate times. Under the code provision A.2.1, the roles of the Chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Cheng Tun Nei currently serves as both the Chairman and Chief Executive Officer of the Company. In view of the evolving business environment in which our Group operates, the Board is of the view that vesting the roles of both the chairman and chief executive on Mr. Cheng Tun Nei will provide the Group with strong and consistent leadership while permitting more effective and timely business planning and decision-making process.

Under code provision A.4.1, non-executive Directors should be appointed for a specific term and are subject to re-election. All non-executive Directors of the Company were not appointed for specific term but are subject to retirement by rotation and re-election at annual general meeting in accordance with Bye-law 87 of the Bye-laws of the Company.

## BOARD OF DIRECTORS

The Board assumes leadership and control by providing overall strategic direction. As at 31 December 2016, the Board consisted of 6 Directors (including the Chairman of the Board), amongst which 2 are executive Directors and remaining are Non-executive Directors. Out of the 4 Non-executive Directors, 3 are independent.

The Company continuously seeks to improve the effectiveness of its Board and recognizes and embraces the benefits of diversity in the boardroom. Diversity is a wide concept and diversity of perspectives can be achieved through consideration of the following factors, including but not limited to skills, regional and industry experience, background, race, gender and other qualities. In assessing its perspective on diversity, the Company will take into account factors based on its own business model and specific needs from time to time.

本公司確信透過透明度及有效的風險與內部監控系統貫徹良好企業管治的價值和其重要性。隨著併購新業務的發展，董事會不時就保障股東及其他持分者利益而重新持續地檢視及詳盡地重新評估有關管治機制。截至2016年12月31日止整個年度，本公司一直遵守企業管治守則，惟僅偏離企業管治守則的守則條文第A.2.1條及第A.4.1條除外。

董事會將繼續監督及審視公司管治守則及不時於適當時間作出需要改動。根據守則條文第A.2.1條規定，主席及首席執行官之職責須有所區分，並不應由同一人出任。現時鄭盾尼先生同時擔任本公司主席及首席執行官之職務。由於本集團面對不時轉變之商業環境，董事會認為，賦予鄭盾尼先生主席及首席執行官之職責，可為本集團帶來強勢而貫徹之領導，並可更有效及迅速作出業務規劃和決定及執行長遠業務策略。

根據守則條文第A.4.1條規定，委任非執行董事須列明指定任期，並須予以重選連任。本公司全體非執行董事並無指定任期，惟本公司細則第87條訂明，董事須於股東週年大會上輪值告退及重選連任。

## 董事會

董事會擔當制定本集團的全面策略方針的領導及監控工作。於2016年12月31日，董事會由6名董事組成（包括董事會主席），當中2位為執行董事，餘下則為非執行董事，4名非執行董事當中，3名乃獨立非執行董事。

本公司一直積極改進其董事會效率，以及認定並確信董事會成員多元化的好處。多元化視為一個寬廣概念，要獲得多樣化的觀點與角度，可以從多方面的因素考慮：包括但不限於技能、區域和行業經驗、背景、種族、性別和其他特質。在實行其多元化的角度看，本公司亦將不時根據本身的業務模式及特定需要去考慮各種因素。

The Company has received, from each of the independent non-executive director (“INEDs”), an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all INEDs independent.

The Board has delegated the authority and responsibility for implementing business strategy and managing day-to-day administration and operations of the Group’s business to the Chief Operating Officer and the senior management. While allowing management with substantial autonomy to run and develop the business, the Board is proactive in reviewing the results of the delegated functions and work tasks.

The Company provides continuous professional development (“CPD”) training and relevant materials to Directors to help ensure that they are kept abreast of the latest changes in the commercial, legal and regulatory environment in which the Group conducts its business and to refresh their knowledge and skills on the roles, functions and duties of a listed company director.

本公司已獲各獨立非執行董事根據上市規則第3.13條規定就其等的獨立性發出的年度確認函，故相信其等均為獨立人士。

董事會已將本集團的業務策略之執行、日常管理及營運權力及職責交由首席營運官及高層管理人員負責。於營運及業務發展方面，管理層獲授予重大的自主權，董事會主動定期對該等授權及工作任務的成效進行檢討。

本公司為董事提供持續專業發展培訓與相關讀物，以助確保其獲悉本集團經營業務的商務、法律與規管環境的最新變化，並更新其對有關上市公司董事的角色、職能與職責的知識與技能。

Name 董事		Type of CPD programme* 專業發展培訓 的課程種類*
<b>Executive Directors</b>	<b>執行董事</b>	
Cheng Tun Nei	鄭盾尼	✓
Chan Kar Lee Gary	陳嘉利	✓
<b>Non-executive Director</b>	<b>非執行董事</b>	
Hong Kim Cheong	方錦祥	✓
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>	
Shum Pui Kay	沈培基	✓
Wah Wang Kei Jackie	華宏驥	✓
Chow Yu Chun Alexander	周宇俊	✓

\* including: briefings from business units, regular information updates, reading materials relating to regulatory updates, business visits

\* 包括業務單位的匯報、定期更新的資訊、閱讀有關法例的最新資料及商務探訪

All Directors have full, timely and direct access to the services and advice from the company secretary of the Company.

全體董事均可全面、即時及直接向本公司的公司秘書取得協助及建議。

During the year, the Board conducted 5 meetings, attendance of the Directors at the board meetings and general meetings is set out as follows:-

於本回顧年度，董事會共召開5次會議，董事於董事會及股東週年大會的會議出席紀錄如下表：

Name 董事		Number of meetings attended/eligible to attend 出席／合資格出席會議之次數		
		Board 董事會	Annual General Meeting 股東週年大會	Special General Meeting 股東特別大會
<b>Executive Directors</b>	<b>執行董事</b>			
Cheng Tun Nei	鄭盾尼	5/5	1/1	1/1
Chan Kar Lee Gary	陳嘉利	5/5	1/1	1/1
<b>Non-executive Director</b>	<b>非執行董事</b>			
Hong Kim Cheong	方錦祥	5/5	1/1	1/1
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>			
Shum Pui Kay	沈培基	5/5	1/1	1/1
Wah Wang Kei Jackie	華宏驥	4/5	1/1	1/1
Chow Yu Chun Alexander	周宇俊	5/5	1/1	1/1

## COMPANY SECRETARY

Ms. Chow So Ying Anna, the company secretary of the Company, is a full time employee of the Group. She reports to the Chairman of the Company. She has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules. Her biographical details are set out on page 26 of the annual report.

## 公司秘書

本公司之公司秘書周素瑛女士為本集團之全職僱員。周女士向本公司主席及董事總經理匯報。公司秘書已妥為遵守上市規則第3.29條下之相關專業培訓規定。公司秘書之詳細履歷載於本年度報告第26頁。

## REMUNERATION COMMITTEE

The remuneration committee of the Company (“Remuneration Committee”) was set up for the purpose of advising the Board on and reviewing the remuneration policy and other remuneration related matters for all Directors and senior management.

## MEMBERS OF REMUNERATION COMMITTEE

Mr. Wah Wang Kei Jackie (*Chairman*)  
Mr. Shum Pui Kay  
Mr. Chow Yu Chun Alexander

Remuneration package is performance-based and the recommended remuneration package includes salaries, discretionary bonus and share options. During the year under review, the Remuneration Committee considered the packages of the Directors. They made recommendation to the Board on the remuneration packages of individual directors, taking into account experience, qualifications, business performance, market practices and competitive market conditions. Non-executive Directors are compensated with the aim to fairly represent their efforts and time dedicated to the Board.

## AUDIT COMMITTEE

The audit committee of the Company (“Audit Committee”) was established with specific written terms of reference. The Audit Committee oversees the audit process and provides an independent review of the effectiveness of the financial reporting process and the internal control procedures.

## 薪酬委員會

本公司薪酬委員會（「薪酬委員會」）的成立，旨在向董事會建議及檢討所有董事與高級管理層的薪酬福利政策及與薪酬福利有關事項。

## 薪酬委員會成員

華宏驥先生（主席）  
沈培基先生  
周宇俊先生

薪酬待遇乃按個別人士的表現而釐定，建議的薪酬待遇包括工資、酌情考慮之花紅及購股權。於本回顧年度，薪酬委員會探討董事的待遇。參考經驗、資歷、業績表現、市場慣例及市場競爭情況，薪酬委員會向董事會建議各董事的福利待遇。非執行董事的酬金旨在合理公平地反映其等在董事會所付出的貢獻及時間。

## 審核委員會

本公司審核委員會（「審核委員會」）書面制定其職權範圍。審核委員會主要負責監管審計程序，並對財務報告及內部監控程序的成效提供獨立檢討。



## MEMBERS OF AUDIT COMMITTEE

Mr. Chow Yu Chun Alexander (*Chairman*)  
Mr. Shum Pui Kay  
Mr. Wah Wang Kei Jackie

For the year ended 31 December 2016, the Audit Committee reviewed with the external auditor and senior management the annual results of the Group as well as the accounting principles and practices being adopted and financial reporting matters.

Our Chief Financial Officer, senior management and the external auditor attended the meetings to respond to any queries raised by members of the Audit Committee.

An independent internal audit service provider was engaged to review the risk management and internal control systems of the Company on a half-yearly basis and no material findings had been identified.

## NOMINATION COMMITTEE

The nomination committee of the Company (“Nomination Committee”), consists of 3 members, out of which 2 are independent Non-executive Directors, was established with specific written terms of reference. During the year, it reviewed the structure, size and composition of the board and made recommendations on proposed changes to the Board; the independence of independent non-executive directors was also assessed. It further made recommendation to the Board for the appointment or re-appointment of Directors.

## MEMBERS OF NOMINATION COMMITTEE

Mr. Cheng Tun Nei (*Chairman*)  
Mr. Shum Pui Kay  
Mr. Wah Wang Kei Jackie

## 審核委員會成員

周宇俊先生 (*主席*)  
沈培基先生  
華宏驥先生

截至2016年12月31日止年度，審核委員會已連同外聘核數師和高級管理層審閱本集團的全年業績及其所採納的會計原則及慣例，並已討論內部監控及財務報告事宜。

本集團的首席財務官、高級管理層及外聘核數師均有參與會議以回應審核委員會成員的提問。

一名獨立內部審核服務供應商已獲委聘，每半年一次檢討本公司之風險管理及內部監控系統，並無識別有任何重大發現。

## 提名委員會

本公司提名委員會（「提名委員會」）有3名成員，其中2位乃獨立非執行董事，已書面制定其職權範圍。年內，其檢討董事會之架構、規模及組成並就建議董事會變動作出推薦；亦評估獨立非執行董事之獨立性。提名委員會進一步就委任或重新委任董事向董事會作出推薦。

## 提名委員會成員

鄭盾尼先生 (*主席*)  
沈培基先生  
華宏驥先生

## BOARD/COMMITTEES MEETINGS AND MINUTES

During the year under review, management provided information to the Directors and Board members in a timely manner to keep them abreast of the latest developments of the Company. The attendance of individual members of the Board and other Board Committees meetings during the financial year ended 31 December 2016 is set out in the table below:

Directors 董事		Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
<b>Executive Director</b> Cheng Tun Nei	<b>執行董事</b> 鄭盾尼	N/A 不適用	N/A 不適用	1/1
<b>Independent Non-executive Directors</b> Shum Pui Kay Wah Wang Kei Jackie Chow Yu Chun Alexander	<b>獨立非執行董事</b> 沈培基 華宏驥 周宇俊	2/2 2/2 2/2	2/2 2/2 2/2	1/1 1/1 N/A 不適用

Minutes of the Board meetings and Board Committees meetings have been recorded. Draft and final versions of minutes of the Board and other Board Committees were circulated to all Directors or Committees members for comments within a reasonable time after the meeting.

## NOMINATION OF DIRECTORS

Under the Bye-laws, one-third of the Directors (including INEDs) must retire, from office by rotation and every Director shall be subject to retirement by rotation at least once every three years. The retiring Director shall be eligible for re-election at each annual general meeting. Mr. Cheng Tun Nei ("Mr. Cheng"), Mr. Chan Kar Lee Gary ("Mr. Chan") and Mr. Chow Yu Chun Alexander ("Mr. Chow") will retire at the forthcoming annual general meeting and being eligible offer themselves for re-election at the forthcoming annual general meeting. Details of the biographies of Mr. Cheng, Mr. Chan and Mr. Chow are set out in the circular to be sent to the Shareholders.

## 董事會／委員會會議及會議紀錄

於本回顧年度，管理層已適時向董事及委員會成員提供資料，使其等能掌握本公司的最新發展。截至2016年12月31日止財政年度，各董事會及其他委員會成員的會議出席紀錄如下表：

董事會及委員會的會議已備充份紀錄。會議紀錄的草稿及最終版本均已於會議後的合理時間內寄發予所有董事或委員會成員傳閱及評論。

## 董事提名

根據章程細則，三分之一董事（包括獨立非執行董事）必須輪值告退而每位董事最少三年一次須輪值告退。告退董事可於每年股東週年大會准予重選。鄭盾尼先生（「鄭先生」）、陳嘉利先生（「陳先生」）及周宇俊先生（「周先生」）將會於應屆股東週年大會輪值告退並提出重選連任。鄭先生、陳先生及周先生的履歷詳情已載於本公司將派發予股東的通函內。

## CORPORATE GOVERNANCE, INTERNAL CONTROL, GROUP RISK MANAGEMENT

The Board has overall responsibility of the Group's system of internal control, corporate governance compliance and assessment and management of risks. Procedures are designed to identify and manage risks that might adversely impact the Group's business operations. Through the establishment of policies and internal guidelines such as the approval of detailed operational and financial reports, budgets and plans provided by the management of the business operations; inhouse code for the approval and control of expenditures; periodic review of actual results against budget or forecast; annual review by the Audit Committee of the ongoing work of the Group's internal audit and risk management functions, the effectiveness of the internal control systems is ensured. An independent service provider was appointed in March 2016 to assist the Board to monitor the effectiveness of the risk management and control system of the Group. The service provider conducted review of the procedures, systems and controls (including risk management, accounting and management systems) of the Company in accordance with "Internal Control Integrated Framework" and "Enterprise Risk Management Framework" ("ERM") issued by The Committee of Sponsoring Organizations of the Treadway Commission (COSO) on a 6 months basis. A Risk Management and Internal Control Review Report was submitted to the Audit Committee and the Board on a half-yearly basis so that appropriate follow-up actions can be taken by formalizing management policies to manage risk in a systematic manner.

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those with significant impact on the Group. As far as the Company is aware of, the Group has complied, in material respect, with the relevant rules and regulations promulgated by the relevant regulatory bodies to which the Group operates its business in and holds the relevant required licences for conducting certain licensed activities.

## PERMITTED INDEMNITY PROVISIONS

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the Company is currently in force throughout the year.

## 企業管治、內部監管、集團風險管理

董事會全權負責本集團的內部監管制度、企業管治合規，以及評估與管理風險。董事會透過制訂政策和程序以識別與管理可能對本集團實現業務目標有不利影響的風險。透過以下的程序及政策評估及管理風險：包括審批業務管理層提交的詳盡營運與財務報告、預算和業務計劃；內部守則審批及控制開支；按預算審閱實際業績；由審核委員會年度審閱本集團內部審核與風險管理職能的持續工作，內部監控制度的足夠性得以確保。一名獨立服務供應商已於2016年3月獲委任，以協助董事會監察本集團風險管理及監控系統的有效性。該服務供應商根據Committee of Sponsoring Organizations of the Treadway Commission(COSO)發佈的「內部監控整合框架」及「企業風險管理框架」按6個月基準對本公司的程序、系統及監控（包括風險管理、會計及管理系統）進行檢討。風險管理及內部監控審核報告已按半年度基準提交予審核委員會及董事會，以便規範管理政策以系統方式管理風險採取適當後續行動。

本集團已制定合規程序，以確保遵守（尤其是）對其產生重大影響之適用法例、規則及法規。據本公司所知，本集團已遵守，於重大層面，由其業務營運所在地的相關機構頒佈的相關規則及法規並持有進行若干受規管活動所需的牌照。

## 獲准許彌償條文

本公司已就其董事董事獲准許的彌償條文（定義見香港公司條例第469條）現時及於本財政年度生效。

## AUDITOR'S REMUNERATION

A summary of remuneration paid to the external auditor of the Company, BDO Limited, for audit services and non-audit services for the financial years ended 31 December 2016 is as follows:

## 核數師酬金

截至2016年12月31日止的財政年度，付予本公司獨立核數師香港立信德豪會計師事務所有限公司所提供的審核服務及非審核服務的酬金綜合如下：

		2016 HKD'000 千港元
<b>Nature of services</b>	<b>服務性質</b>	
Audit services	審計服務	1,860
Other services	其他服務	<u>360</u>

## SECURITIES TRANSACTION

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, each of them confirmed his compliance with the required standard set out in the Model Code for the financial year ended 31 December 2016. Relevant employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with guidelines on no less exacting terms than the Model Code.

## 證券交易

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》（「標準守則」）經向全體董事作出具體查詢後，各董事確認，彼等於截至2016年12月31日止年度內一直遵守標準守則所載之標準規定。可能擁有關於本集團尚未公開之股價敏感資料之有關僱員，同樣須遵守書面指引，其內容不比標準守則寬鬆。

## DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING

With the assistance of the finance department, the Directors acknowledge their responsibility for preparing the financial statements of the Group for the year ended 31 December 2016 and confirm that the financial statements contained herein give a true and fair view of the results and state of affairs of the Group for the period under review. The Directors consider that the financial statements have been prepared in conformity with the statutory requirements and the applicable accounting standards.

## 董事對財務報表之責任

在財務部之協助下，董事確認知悉彼等就編製本集團截至2016年12月31日止年度財務報表的責任，並確認本報告所載的財務報表真實公平地反映本集團於回顧期間的業績及事務狀況。董事認為，財務報表乃按照法規及適用會計準則而編製。



Further discussion and analysis of the Group's performance can be found in the Operation Review section of this annual report. Further explanation as to how the Company generates or preserves value over the longer term and the strategy for delivering the Company's objectives is found in the Chairman and CEO's Statement from page 4 to 9.

To maintain and promote better and effective control within the Group, the Directors have reviewed the soundness, adequacy and application of accounting, financial and other controls of the Company.

## CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2016, the Group entered into the following disclosed connected transactions with its connected persons:

- (i) under a margin financing agreement collectively signed by Mr. Cheng Tun Nei, Goldsilk Capital Limited and the subsidiary of the Company on 31 December 2015, the aggregate margin financing loan facility was set at HKD10,000,000 for term of three years; and
- (ii) under a margin financing agreement signed by Ms. Fung Kim Wan Ewim, a director of the subsidiary of the Company and the subsidiary of the Company on 31 December 2015, the aggregate margin financing loan facility was set at HKD10,000,000 for term of three years.

The independent non-executive directors of the Company believed that the above continuing connected transactions have been entered into: –

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

有關本集團表現的進一步的討論與分析請見本報告業務回顧一節。而有關本公司如何對長遠產生或保留價值的基礎及實現本公司所立目標之策略的敘述請見第4頁至第9頁的主席及行政總裁報告一節。

為確保本集團內維持及促進良好有效的監控，董事已審閱本公司對會計、財務及其他監控之穩建性、足夠性及運用性。

## 持續關連交易

於截至2016年12月31日止年度，本集團與其關連人士訂立以下已披露關連交易：

- (i) 根據鄭盾尼先生、Goldsilk Capital Limited及本公司之附屬公司於2015年12月31日共同簽訂之保證金融資協議，保證金融資貸款總融資額度定為10,000,000港元，為期三年；及
- (ii) 根據本公司一間附屬公司之董事馮劍雲女士與本公司之附屬公司於2015年12月31日簽訂之保證金融資協議，保證金融資貸款總融資額度定為10,000,000港元，為期三年。

本公司獨立非執行董事相信以上持續關連交易：—

- (a) 在本公司一般及日常業務過程中訂立；
- (b) 按正常商業條款訂立；及
- (c) 按屬公平合理並符合股東之整體利益之條款根據監管該交易之協議訂立。

BDO Limited, the Company's auditor, was engaged to report on the Group's disclosed continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. BDO Limited has issued its unqualified letter containing its findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

## SHAREHOLDERS' COMMUNICATION

The Board recognises the importance of maintaining an effective two-way communication with its stakeholders. Designated members of the management meet with institutional investors on an on-going basis providing them with the latest and comprehensive information about the corporate developments of the Group. In addition, stakeholders can click into the Company's website ([www.symphonyholdings.com](http://www.symphonyholdings.com)) to obtain updated information in a timely manner.

## SHAREHOLDERS' RIGHTS

Shareholders may convene a special general meeting in the following manner:

Shareholders holding not less than 10% of the paid up capital of the Company carrying the voting rights at general meetings of the Company shall at all times have the right, by written request to the Board or the company's secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such written request.

本公司核數師香港立信德豪會計師事務所有限公司已獲聘根據香港會計師公會頒佈的香港核證工作準則第3000號(經修訂)「審核或審閱歷史財務資料以外的核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的已披露持續關連交易作出報告。香港立信德豪會計師事務所有限公司已發出無保留意見函件，當中載有其對本集團按照上市規則第14A.56條於上文披露之持續關連交易的發現及結論。本公司已將核數師函件副本送呈聯交所。

## 股東通訊

本集團認同跟其持份者維持雙向溝通的重要性，並會指派管理人員定期與企業投資者會面，向其等提供本集團的最新消息及企業發展的全面資訊。除此以外，持份者可利用本公司網址[www.symphonyholdings.com](http://www.symphonyholdings.com)查詢本集團最新資訊。

## 股東權益

股東可依以下途徑召開特別股東大會：

持有本公司不少於百份之十的本公司已繳足股本而可於本公司股東大會投票權的股東，可隨時向董事會或公司秘書提交書面要求，要求董事會召開股東特別大會，處理書面要求內事項。

## PUBLIC FLOAT

The Company has maintained sufficient public float throughout the year ended 31 December 2016.

## ENVIRONMENTAL POLICIES AND PERFORMANCES

The Group promotes and implements green office policies through the following measures aiming to enhance environmental awareness:

- a) power saving: lights are turned off when not in use, computers are turned off during lunch break and over the weekend;
- b) paper saving: implement paperless office, use of email and online signature system for document review and approval; When the use of physical papers is required, double-sided printing or use of recycle paper is recommended and practised where applicable;
- c) administrative management: effective electronic office systems including speed dialing, tele-conferencing systems have been implemented to reduce the number of business trips whenever applicable, and hence reduce emissions. Staff in China operations are encouraged to commute to work utilizing public transportation and shuttle bus services are run between city centre and our outlet mall site.
- d) all paper for printing the Group's interim and annual report are FSC certified/recycled paper. The Group will continue to explore opportunities to develop its green purchasing practices in this area.

## 公眾持股量

截至2016年12月31日止年度內，本公司一直維持充足的公眾持股量。

## 環保政策及績效表現

本集團透過以下政策，推廣及實施綠色辦公室政策，旨在提高環保意識：

- a) 節能：並無使用時關閉燈具及於午飯休息及周末時關閉電腦；
- b) 節約用紙：實施無紙化辦公、使用電郵及網線簽名系統作文件審閱及批准；當需要使用實質紙張時，建議使用（倘適用）雙面打印或使用再生紙；
- c) 行政管理：實行之有效之電子辦公室系統（包括快速撥號、電話會議系統），減少出差次數（倘適用），進而減少排放。鼓勵中國業務之員工上下班時使用交通工具及在市中心與奧萊店舖之間運營區間巴士。
- d) 所有印製本集團的中期及全年業績報告的紙張均為FSC認證紙／再生紙。本集團將繼續在這方面探索機會去發展其綠色採購常規。

## KEY RELATIONSHIPS WITH EMPLOYEES

Human resources are considered valuable asset of the Group. Development and retention of human talent are considered vital.

The Group is committed to providing staff with a pleasant, safe and healthy working environment. Competitive remuneration package and share option incentive are provided to eligible employees.

## KEY RELATIONSHIPS WITH CUSTOMERS

We are committed to offer a broad and diverse range of life-style, value-for-money, good quality products with our brand to our customers. We stay connected with our customers through maintaining VIP database, ongoing communications, telephone, emails, marketing materials and social media. Training are also provided to sales personnel to provide quality and value-added customer services.

In addition, the Group will continue to widen the customer base by utilizing and maximizing current network.

## KEY RELATIONSHIPS WITH SUPPLIERS/ DISTRIBUTORS

We have developed long-standing relationships with our vendors and take great care to ensure that they share our commitment to quality and ethics. We carefully select and assess our vendors through track record, experience, reputation, ability to provide quality products.

We distribute certain products to end customers through third-party distributors. We work with our distributors like business partners and ensure that they also share our view for upholding brand value and customer services, specifically focusing on attracting and retaining customers in order to drive sales growth. We also monitor the financial position and repayment history of these distributors and their sales performance.

## 與僱員的主要關係

人力資源是本集團最具價值資產，培養及留聘人才對我們的成功至關重要。

本集團致力於為人才提供安全、舒適及健康的工作環境。本集團向合資格僱員提供有競爭力的薪酬待遇及購股權。

## 與客戶的主要關係

我們致力提供多元化、啟發靈感的、物有所值的品牌產品予我們的客戶。我們亦與客戶保持聯繫，通過維護VIP數據庫、電話、郵件、營銷材料及社交媒體等不同渠道與客戶保持溝通。我們亦提供培訓予其銷售人員，以提供優質及增值的客戶服務給我們的終端消費者。

此外，本集團將繼續利用已有的網絡拓展客戶基礎。

## 與供應商／分銷商的主要關係

我們已與多家供應商建立長期的合作關係，並盡力確保其遵守我們對質素及道德的承諾。我們審慎挑選供應商，並評估其往績記錄、經驗、聲譽及生產高質素產品的能力。

我們透過第三方分銷商向終端消費者分銷產品。我們與分銷商緊密合作開展業務，確保於提升我們的品牌價值及客戶服務方面，尤其是專注於吸引和維繫消費者促進銷售增長，達成一致觀點。我們亦會監督分銷商的財務狀況、支付記錄及其零售表現。





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**TO THE MEMBERS OF SYMPHONY HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

**致新濠集團有限公司股東**

*(於百慕達註冊成立的有限公司)*

**OPINION**

We have audited the consolidated financial statements of Symphony Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 62 to 206, which comprise the consolidated statement of financial position as at 31 December 2016, and 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 (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the “Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements” section of our report. We are independent of the Group in accordance with the HKICPA’s “Code of Ethics for Professional Accountants” (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**意見**

本核數師行已完成審核新濠集團有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)載於第62頁至第206頁的綜合財務報表。此綜合財務報表包括2016年12月31日的綜合財務狀況表，與截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

本核數師認為，此綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2016年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已符合香港《公司條例》的披露要求妥為編製。

**意見基礎**

本核數師已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。根據該等準則，本核數師的責任於本報告「核數師就審計綜合財務報表之責任」一節中進一步詳述。根據香港會計師公會之專業會計師道德守則(「該守則」)，本核數師獨立於 貴集團，並已遵循該守則履行其他道德責任。本核數師相信，本核數師所獲得之審核憑證能充足及適當地為本核數師的意見提供基礎。

## KEY AUDIT MATTERS

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

### FAIR VALUE OF INVESTMENT PROPERTIES AND BUILDINGS MEASURED AT LEVEL 3

Refer to Notes 13 and 14 to the consolidated financial statements and the accounting policies on page 85 and 88 respectively.

As at 31 December 2016, certain of the Group's investment properties and buildings were measured at fair value of approximately HKD919,268,000 and HKD304,253,000 respectively. These were classified as level 3 for which the inputs used for determining the fair value were not largely based on observable market data.

Independent external valuations were obtained from independent firm of professional property valuers to support the fair value estimations.

Valuations of investment properties were determined by two separate methodologies, including direct comparison approach for the Shenyang properties and capitalisation of net income approach for the Beijing properties, which required significant judgement by taking into account of the properties characteristics, such as location, size, and time of comparable transactions for the Shenyang properties, and expected vacancy rates and rental growth rates for the Beijing properties respectively.

## 關鍵審計事項

根據本核數師的專業判斷，關鍵審計事項為本核數師審計本期間綜合財務報表中最為重要的事項。該等事項乃於本核數師審計整體綜合財務報表及達成本核數師對其的意見時進行處理，而本核數師不會對該等事項提供單獨的意見。

### 按第三級計量之投資物業及樓宇的公平價值

分別參閱綜合財務報表附註13及14以及第85及88頁的會計政策。

於2016年12月31日，貴集團的若干投資物業及樓宇按公平價值計量約分別為919,268,000港元和304,253,000港元。該等投資物業及樓宇分類為第三級，其用於釐定公平價值所用的輸入數據並非主要依賴可觀察市場數據。

本核數師已從獨立專業物業估值師行取得獨立外部估值，以證明公平價值估計。

投資物業估值乃有兩項獨立的方法釐定，包括直接比較法（就瀋陽物業而言）及收入淨額資本化法（就北京物業而言），須均分別計及物業特性，如可資比較物業的地點、規模及時間（就瀋陽物業而言）及預期空置率及租金增長率（就北京物業而言）後作出重大判斷。

## KEY AUDIT MATTERS (CONTINUED)

### FAIR VALUE OF INVESTMENT PROPERTIES AND BUILDINGS MEASURED AT LEVEL 3 (CONTINUED)

Valuations of buildings were estimated by using depreciated replacement cost approach based on the properties highest and best use, which does not differ from their actual use, in the absence of comparable sales evidence.

We identified the fair value estimations of these investment properties and buildings as a key audit matter because of the significant judgement involved in the valuations and, the significant amounts involve.

Our response:

- Evaluated the independent external valuers' competence, capabilities and objectivity;
- Assessed the appropriateness of the methodologies used and reasonableness of the key assumptions used in the valuations; and
- Checked, on a sample basis, the accuracy and relevance of the input data used in the valuations.

### IMPAIRMENT OF LOANS AND TRADE RECEIVABLES

Refer to Notes 21 and 23 to the consolidated financial statements and the accounting policies on page 100.

As at 31 December 2016, the Group's trade and other receivables and provision on impairment thereon amounted to HKD142,508,000 and HKD27,741,000 respectively. Loans receivable and provision on impairment thereon amounted to HKD333,810,000 and HKD8,000,000 respectively.

## 關鍵審計事項 (續)

### 按第三級計量之投資物業及樓宇的公平價值 (續)

在缺乏可資比較銷售證據的情況下，樓宇估值乃根據物業的最高及最佳用途（與實際用途並無差別），採用折舊重置成本法進行估計。

本核數師已將該等投資物業及樓宇的公平價值估計識別為重大審計事項，因估值涉及重大判斷及涉及大額金額。

本核數師的回應：

- 評估獨立外聘估值師的能力、才能及客觀性；
- 評估估值所用方法是否恰當及所用主要假設是否合理；及
- 按抽樣基準核對估值所用輸入數據的準確性及相關性。

### 應收貸款及貿易應收賬款減值

參閱綜合財務報表附註21及23以及第100頁的會計政策。

於2016年12月31日，貴集團的貿易及其他應收賬款及有關減值撥備分別為142,508,000港元及27,741,000港元。應收貸款及有關減值撥備分別為333,810,000港元及8,000,000港元。

## KEY AUDIT MATTERS (CONTINUED)

### IMPAIRMENT OF LOANS AND TRADE RECEIVABLES (CONTINUED)

The identification of impairment indicators and the determination of the amount of impairment loss of the Group's loans and trade receivables require the application of significant judgement by management, in particular, the timing and amount of estimated future cash flows.

We identified the impairment of loans and trade receivables as a key audit matter because of the significant judgement involved and the significance of the carrying amounts of loans and trade receivables to the Group's consolidated financial statements.

Our response:

- Tested the design and implementation of key controls over the impairment assessment, including those in respect of identifying impairment indicators;
- Challenged assumptions relating to the timing and recognition of impairment losses and corroborating them to underlying data such as settlement schedules agreed with the Group's customers; and
- Assessed the sufficiency of value of collaterals held by the Group as security for its loans receivable.

## 關鍵審計事項 (續)

### 應收貸款及貿易應收賬款減值 (續)

確定 貴集團應收貸款及貿易應收賬款的減值指標及釐定減值虧損金額需要管理層應用重大判斷，尤其是估計未來現金流量的時間及金額。

本核數師已將應收貸款及貿易應收賬款減值識別為關鍵審計事項，因涉及重大判斷及應收貸款及貿易應收賬款對 貴集團綜合財務報表的重要性。

本核數師的回應：

- 測試減值評估主要監控的設計及執行情況，包括有關識別減值指標；
- 質疑有關減值虧損的時間及確認的假設並對照 貴集團客戶協定的結算安排等相關數據證明有關假設；及
- 評估 貴集團持作其應收貸款的擔保的抵押品價值是否足夠。



## KEY AUDIT MATTERS (CONTINUED)

### IMPAIRMENT OF GOODWILL AND INTANGIBLE ASSETS

Refer to Notes 19 and 16 to the consolidated financial statements and the accounting policies on page 83 and 91 respectively.

As at 31 December 2016, the Group had goodwill and intangible assets with indefinite useful lives of approximately HKD35,590,000 and HKD146,417,000, respectively. As further described in Notes 4(e) and 4(j)(ii) to the consolidated financial statements, these assets are subject to annual impairment testing.

Management concluded that there was no impairment in respect of the goodwill and intangible assets. This conclusion was based on the determination of recoverable amounts of the cash generating units or the assets. The determination of recoverable amounts required significant judgement and assumptions made by management with respect to the underlying future cash flows dependent on factors such as future revenue growth and gross margins, and the applicable discount rate.

We identified the impairment of goodwill and intangible assets as a key audit matter because of the significant judgement involved in the determination of recoverable amounts and the significance of carrying amounts of these assets to the Group's consolidated financial statements.

Our response:

- Checked the arithmetic accuracy of the impairment testing;
- Assessed the reasonableness of discount rates and growth rates applied to the impairment testing;
- Challenged the reasonableness of other key assumptions based on our knowledge of the business and industry; and
- Checked input data to supporting evidence such as approved budgets and considering the reasonableness of these budgets.

## 關鍵審計事項 (續)

### 商譽及無形資產減值

分別參閱綜合財務報表附註19及16以及第83及91頁的會計政策。

於2016年12月31日，貴集團擁有無限使用年期的商譽及無形資產分別約為35,590,000港元及146,417,000港元。如綜合財務報表附註4(e)及4(j)(ii)所進一步闡述，該等資產須進行年度減值測試。

管理層得出的結論為商譽及無形資產並無出現減值。該結論乃以釐定現金產生單位或資產的可收回金額為依據。釐定可收回金額需管理層作出大量涉及相關未來現金流量的重大判斷及假設，而該等判斷及假設取決於未來收入增長及毛利以及適用貼現率等因素。

本核數師已將商譽及無形資產減值識別為關鍵審計事項，因釐定可收回金額涉及重大判斷及該等資產的賬面值對貴集團綜合財務報表的重要性。

本核數師的回應：

- 核對減值測試算術準確性；
- 評估減值測試所應用的貼現率及增長率是否合理；
- 基於對業務及行業的了解質疑其他關鍵假設是否合理；及
- 核對證明文件的輸入數據（如經批准預算）及考慮該等預算是否合理。

## **OTHER INFORMATION IN THE ANNUAL REPORT**

The directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

## **年報內的其他資料**

董事需對其他資料負責。其他資料包括刊載於貴公司年報內的資料，但不包括綜合財務報表及本核數師的核數師報告。

本核數師對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合本核數師對綜合財務報表的審計，本核數師的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或本核數師在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於本核數師已執行的工作，如果本核數師認為其他資料存在重大錯誤陳述，本核數師需要報告該事實。在這方面，本核數師沒有任何報告。

## **董事就綜合財務報表須承擔的責任**

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

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

董事亦負責監督貴集團的財務報告過程。審核委員會協助董事履行此方面的責任。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, 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 judgment and maintain professional skepticism throughout the audit. We also:

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

## **核數師就審計綜合財務報表之責任**

本核數師的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括本核數師意見的核數師報告。本核數師根據百慕達1981公司法第90條僅向全體股東報告我們的意見，除此以外，不可用作其他用途。本核數師概不就本報告書的內容，對任何其他人士負責或承擔責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，本核數師運用了專業判斷，保持了專業懷疑態度。本核數師亦：

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

## **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

## **核數師就審計綜合財務報表之責任 (續)**

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



## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

From the matters communicated with the directors, 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.

### **BDO Limited**

*Certified Public Accountants*

### **Shiu Hong NG**

Practising Certificate Number: P03752

Hong Kong, 17 March 2017

## 核數師就審計綜合財務報表之責任 (續)

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

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

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

### **香港立信德豪會計師事務所有限公司**

*執業會計師*

### **伍兆康**

執業證書編號：P03752

香港，2017年3月17日

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the year ended 31 December 2016  
截至2016年12月31日止年度

		Notes 附註	2016 HKD('000) 千港元	2015 HKD('000) 千港元
Revenue	營業額	6	363,856	351,067
Cost of sales	銷售成本		(91,998)	(85,779)
Gross profit	毛利		271,858	265,288
Other income and gains	其他收入及收益	9(a)	11,382	250,438
Distribution and selling expenses	分銷及銷售開支		(100,840)	(124,988)
Administrative expenses	行政開支		(135,141)	(170,771)
Finance costs	融資成本	7	(18,429)	(10,965)
Other expenses	其他開支	9(b)	(19,974)	(15,635)
Increase in fair value of investment properties	投資物業公平價值增加		20,370	3,443
Share of results of joint ventures	佔合營企業業績		964	(1,757)
Profit before income tax expenses	除所得稅支出前溢利		30,190	195,053
Income tax expenses	所得稅支出	8	(16,145)	(38,975)
Profit for the year	年度溢利	9(c)	14,045	156,078
<b>Other comprehensive income, net of tax</b>	<b>其他全面收入·除稅後</b>			
Items that will not be reclassified to profit or loss:	不會重新分類至損益的項目：			
Surplus arising on revaluation of properties	物業重估所產生之盈餘		29,222	14,149
Deferred tax liability arising on revaluation of properties	物業重估所產生之遞延稅項負債		-	(9,953)
			29,222	4,196
Items that may be reclassified subsequently to profit or loss:	其後將會重新分類至損益的項目：			
Fair value gain on available-for-sale investments	可供銷售投資公平價值收益		-	20,354
Release of investments revaluation reserve to profit or loss upon disposal of available-for-sale investments	於出售可供銷售投資時回撥至損益之投資重估儲備		-	(5,605)
Translation reserves released to profit or loss on disposal of subsidiaries	於出售附屬公司時回撥至損益之匯兌儲備		-	129
Translation reserves released to profit or loss on obtaining control of a joint venture	於取得合營企業控制時撥回至損益之匯兌儲備		-	(2,051)
Exchange differences arising on translation of foreign operations	換算海外業務所產生的匯兌差異		(96,390)	(101,239)
			(96,390)	(88,412)
Other comprehensive income for the year, net of tax	年度其他全面收入·除稅後		(67,168)	(84,216)
Total comprehensive income for the year	年度全面收入總額		(53,123)	71,862

**Consolidated Statement of Comprehensive Income**  
**綜合全面收益表**

For the year ended 31 December 2016  
截至2016年12月31日止年度

		Notes 附註	2016 HKD('000) 千港元	2015 HKD('000) 千港元
Profit for the year attributable to owners of the Company	本公司擁有人應佔年度溢利		27,746	180,822
Loss for the year attributable to non-controlling interests	非控股權益應佔年度虧損		<u>(13,701)</u>	<u>(24,744)</u>
			<u>14,045</u>	<u>156,078</u>
Total comprehensive income attributable to:	應佔全面收入總額：			
Owners of the Company	本公司擁有人		(21,377)	115,854
Non-controlling interests	非控股權益		<u>(31,746)</u>	<u>(43,992)</u>
			<u>(53,123)</u>	<u>71,862</u>
Earnings per share	每股盈利			
Basic (HK cents)	基本 (港仙)	12	<u>1.03</u>	<u>6.74</u>
Diluted (HK cents)	經攤薄 (港仙)		<u>1.03</u>	<u>6.72</u>

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2016  
於2016年12月31日

		Notes 附註	2016 HKD('000) 千港元	2015 HKD('000) 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	13	596,754	611,898
Investment properties	投資物業	14	1,155,268	1,190,423
Prepaid lease payments	預付租賃款項	15	234,213	254,248
Intangible assets	無形資產	16	146,417	146,417
Interests in joint ventures	合營企業之權益	17	156,254	–
Interest in an associate	聯營企業之權益	18	–	–
Loan to an associate	貸款予聯營企業	18	5,587	–
Goodwill	商譽	19	35,590	35,590
Deferred tax assets	遞延稅項資產	27	18,084	22,486
Club debenture	會所債券		1,876	1,876
Restricted bank deposit	受限制銀行存款	25(a)	3,337	3,538
Statutory deposits for financial services business	金融服務業務的法定存款		200	200
			<b>2,353,580</b>	<b>2,266,676</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	20	20,874	58,862
Trade and other receivables	貿易及其他應收賬款	21	142,508	115,842
Amount due from joint ventures	應收合營企業款項	17	53,069	–
Advance to customers in margin financing	提供予保證金融資客戶之墊款	22	119,656	126,050
Loan to non-controlling interests	貸款予非控股權益		1,668	–
Loans receivable	應收貸款	23	333,810	629,196
Prepaid lease payments	預付租賃款項	15	6,617	7,159
Trading securities	買賣證券	24	10,714	16,420
Restricted bank deposit	受限制銀行存款	25(a)	1,533	9,889
Bank balances and cash – held on behalf of customers	銀行結餘及現金 — 代客戶持有	25(b)	22,679	24,494
Bank balances and cash	銀行結餘及現金	25(c)	328,468	470,025
			<b>1,041,596</b>	<b>1,457,937</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款	26	258,836	265,611
Bank borrowings	銀行貸款	28	173,082	173,002
Tax payable	應付稅項		8,729	12,853
			<b>440,647</b>	<b>451,466</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>600,949</b>	<b>1,006,471</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>2,954,529</b>	<b>3,273,147</b>



**Consolidated Statement of Financial Position**  
**綜合財務狀況表**

As at 31 December 2016  
於2016年12月31日

		Notes 附註	2016 HKD('000) 千港元	2015 HKD('000) 千港元
Non-current liabilities	非流動負債			
Bank borrowings	銀行貸款	28	546,409	564,249
Loan from non-controlling interests	來自非控股權益貸款	43	153,254	153,254
Deferred tax liabilities	遞延稅項負債	27	87,556	85,930
			<b>787,219</b>	<b>803,433</b>
			<b>2,167,310</b>	<b>2,469,714</b>
Equity	權益			
Share capital	股本	29	270,575	269,775
Reserves	儲備	32	1,907,242	2,049,360
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>2,177,817</b>	2,319,135
Non-controlling interests	非控股權益		<b>(10,507)</b>	150,579
			<b>2,167,310</b>	<b>2,469,714</b>

The consolidated financial statements on pages 62 to 206 were approved and authorised for issue by the directors on 17 March 2017 and are signed on its behalf by:

載於第62頁至第206頁的綜合財務報表乃由本公司董事於2017年3月17日批核及授權刊發，並由下列董事代表簽署：

**Cheng Tun Nei**  
**鄭盾尼**  
Director  
董事

**Chan Kar Lee, Gary**  
**陳嘉利**  
Director  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 December 2016

截至2016年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔										Non-controlling interests 非控股權益		Total
		Share capital	Contributed surplus	Share premium	Properties revaluation reserve	Investments revaluation reserve	Share options reserve	Translation reserve	Statutory reserve	Retained profits	Total		Total	
		股本	實繳盈餘	股份溢價	物業重估儲備	投資重估儲備	購股權儲備	匯兌儲備	法定儲備	留存溢利	總計	非控股權益	總計	
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'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	千港元	千港元	千港元	千港元	
		(Note 29)	(Note 32)	(Note 32)	(Note 32)	(Note 32)	(Note 32)	(Note 32)	(Note 32)	(Note 32)	(Note 32)	(Note 43)	(Note 43)	
		(附註29)	(附註32)	(附註32)	(附註32)	(附註32)	(附註32)	(附註32)	(附註32)	(附註32)	(附註32)	(附註43)	(附註43)	
At 1 January 2015	於2015年1月1日	266,952	523,213	924,998	142,374	(14,749)	4,970	38,580	-	301,889	2,188,227	223,516	2,411,743	
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	180,822	180,822	(24,744)	156,078	
Surplus arising on revaluation of properties	物業重估所產生之盈餘	-	-	-	11,196	-	-	-	-	-	11,196	2,953	14,149	
Deferred tax liability arising on revaluation of properties	物業重估所產生之遞延稅項負債	-	-	-	(9,953)	-	-	-	-	-	(9,953)	-	(9,953)	
Fair value gain on available-for-sale investments	可供銷售投資公平價值收益	-	-	-	-	20,354	-	-	-	-	20,354	-	20,354	
Release to profit or loss upon disposal of available-for-sale investments	於出售可供銷售投資時撥回至損益	-	-	-	-	(5,605)	-	-	-	-	(5,605)	-	(5,605)	
Exchange differences arising on translation of foreign operations	海外業務所產生的匯兌折算差異	-	-	-	-	-	-	(79,038)	-	-	(79,038)	(22,201)	(101,239)	
Translation reserve released to profit or loss on obtaining control of joint ventures	於取得合營企業控制時撥回至損益之匯兌儲備	-	-	-	-	-	-	(2,051)	-	-	(2,051)	-	(2,051)	
Reserve released upon disposal of subsidiaries	出售附屬公司時已解除儲備	-	-	-	-	-	-	129	-	-	129	-	129	
Other comprehensive income for the year	年度其他全面收入	-	-	-	1,243	14,749	-	(80,960)	-	-	(64,968)	(19,248)	(84,216)	
Total comprehensive income for the year	年度全面收入總額	-	-	-	1,243	14,749	-	(80,960)	-	180,822	115,854	(43,992)	71,862	
Transfer to statutory reserve	轉至法定儲備	-	-	-	-	-	-	-	2,406	(2,406)	-	-	-	
Share-based payments	以股份支付	-	-	-	-	-	1,666	-	-	-	1,666	-	1,666	
Exercise of share options (Note 30)	行使購股權(附註30)	2,823	-	11,967	-	-	(3,357)	-	-	-	11,433	-	11,433	
Lapse of share options	購股權失效	-	-	-	-	-	(1,430)	-	-	1,430	-	-	-	
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	17	-	1,938	1,955	(29,806)	(27,851)	
Disposal of non-controlling interests (Note 44)	出售非控股權益(附註44)	-	-	-	-	-	-	-	-	-	-	861	861	
At 31 December 2015	於2015年12月31日	269,775	523,213	936,965	143,617	-	1,849	(42,363)	2,406	483,673	2,319,135	150,579	2,469,714	
Profit for the year	年度溢利	-	-	-	-	-	-	-	-	27,746	27,746	(13,701)	14,045	
Surplus arising on re-valuation of properties	物業重估所產生之盈餘	-	-	-	26,620	-	-	-	-	-	26,620	2,602	29,222	
Exchange differences arising on translation of foreign operations	海外業務所產生的匯兌折算差異	-	-	-	-	-	-	(75,743)	-	-	(75,743)	(20,647)	(96,390)	
Other comprehensive income for the year	年度其他全面收入	-	-	-	26,620	-	-	(75,743)	-	-	(49,123)	(18,045)	(67,168)	
Total comprehensive income for the year	年度全面收入總額	-	-	-	26,620	-	-	(75,743)	-	27,746	(21,377)	(31,746)	(53,123)	
Transfer to statutory reserve	轉至法定儲備	-	-	-	-	-	-	-	73	(73)	-	-	-	
Capital contribution from non-controlling interest	非控股權益資本注入	-	-	-	-	-	-	-	-	-	-	1,668	1,668	
Share-based payments	以股份支付	-	-	-	-	-	1,481	-	-	-	1,481	-	1,481	
Exercise of share options (Note 30)	行使購股權(附註30)	800	-	5,110	-	-	(1,445)	-	-	-	4,465	-	4,465	
Lapse of share options	購股權失效	-	-	-	-	-	(1,885)	-	-	1,885	-	-	-	
Acquisition of non-controlling interests	收購非控股權益	-	-	-	216	-	-	478	-	(72,607)	(71,913)	(131,008)	(202,921)	
Dividend paid	已付股息	-	-	-	-	-	-	-	-	(53,974)	(53,974)	-	(53,974)	
At 31 December 2016	於2016年12月31日	270,575	523,213	942,075	170,453	-	-	(117,628)	2,479	386,650	2,177,817	(10,507)	2,167,310	

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 December 2016  
截至2016年12月31日止年度

		2016 HKD'000 千港元	2015 HKD'000 千港元
OPERATING ACTIVITIES	經營活動		
Profit before income tax expenses	除所得稅支出前之溢利	30,190	195,053
Adjustments for:	調整：		
Interest income	利息收入	(3,814)	(6,719)
Finance costs	融資成本	18,429	10,965
Share of results of joint ventures	佔合營企業業績	(964)	1,757
Depreciation of property, plant and equipment	物業、廠房及設備折舊	34,779	40,396
Amortisation of prepaid lease payments	預付租賃款項攤銷	6,958	7,349
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備虧損／(收益)	10	(2)
Write off of property, plant and equipment	物業、廠房及設備撇賬	8	4,731
Translation reserve released to profit and loss on obtaining control of joint ventures	於取得合營企業控制時撥回至損益之匯兌儲備	-	(2,051)
Gain on disposal of subsidiaries	出售附屬公司收益	(38)	(4,470)
Fair value loss on re-measurement of equity interests in a joint venture	重新計量一合營企業之股權之公平價值虧損	-	20
Fair value loss on trading securities	買賣證券之公平價值虧損	1,630	114
Gain on disposal of available-for-sale investments	出售可供銷售投資收益	-	(5,605)
Increase in fair value of investment properties	投資物業公平價值增加	(20,370)	(3,443)
Bad debts written off	已撇銷壞賬	3,362	3,048
Reversal of allowance for inventories, net	存貨備抵撥回淨額	(3,308)	(9,998)
Gain on disposal of intangible assets	出售無形資產收益	-	(222,497)
Provision of allowance for bad and doubtful debts	呆壞賬撥備	11,874	6,000
Share-based payments	以股份支付	1,481	1,666
Operating cash flows before movements in working capital	營運資金變動前的經營現金流	80,227	16,314
Decrease/(increase) in inventories	存貨減少／(增加)	41,296	(7,079)
Increase in trade and other receivables	貿易及其他應收賬款增加	(31,918)	(16,445)
Decrease/(increase) in advances to customers in margin financing	提供予保證金融資客戶之墊款減少／(增加)	6,394	(75,706)
Decrease/(increase) in loans receivable	應收貸款減少／(增加)	287,386	(486,190)
Decrease/(increase) in bank balances and cash – held on behalf of customers	銀行結餘及現金—代客戶持有	1,815	(2,321)
Decrease in trade and other payables	貿易及其他應付賬款減少	(9,518)	(16,016)
Decrease/(increase) in trading securities	買賣證券減少／(增加)	4,076	(6,989)
Cash generated from/(used in) operations	來自／(用於)經營業務的現金	379,758	(594,432)
Overseas tax paid	已付海外稅項	(11,413)	(13,818)
Hong Kong profits tax paid	已付香港利得稅	(2,720)	(1,961)
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	來自／(用於)經營活動的現金淨額	365,625	(610,211)

## Consolidated Statement of Cash Flows 綜合現金流量表

For the year ended 31 December 2016  
截至2016年12月31日止年度

		2016 HKD'000 千港元	2015 HKD'000 千港元
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Acquisition of subsidiaries, net of cash acquired	收購附屬公司 (扣除所得之現金)	45	-
Acquisition of joint ventures, net of cash acquired	收購合營企業 (扣除所得之現金)	17	(157,639)
Advance to loan to an associate	墊予一聯營公司貸款	18	(5,587)
Advance to amount due from joint ventures	墊款予應收合營企業款項		(53,069)
Payment for acquisition of non-controlling interests	支付收購非控股權益		(202,921)
Purchase of club debenture	購買會所債券		-
Purchase of property, plant and equipment	購買物業、廠房及設備		(11,212)
Proceeds from disposal of available-for-sale investments	出售可供銷售投資收益		-
Decrease/(increase) in restricted bank deposits	受限制銀行存款減少/ (增加)		65,242
Interest received	已收利息		8,557
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備收益		3,682
Proceeds from disposal of intangible assets	出售無形資產收益		29
Disposal of subsidiaries, net of cash disposed of	出售附屬公司 (扣除所出售之現金)	44	-
		<b>38</b>	286,843
<b>NET CASH (USED IN)/FROM INVESTING ACTIVITIES</b>	<b>(用於) / 來自投資活動 現金淨額</b>	<b>(418,122)</b>	(6,920)
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Proceeds from issue of new shares under share option scheme	根據購股權計劃發行 新股份之收益		4,466
New bank loans obtained	籌集新銀行貸款		-
Repayment of bank loans	銀行貸款還款		(18,000)
Repayment to joint ventures	還款予合營企業		-
Dividend paid	已付股息		(53,974)
Interest paid	已付利息		(18,429)
<b>NET CASH (USED IN)/FROM FINANCING ACTIVITIES</b>	<b>(用於) / 來自融資活動 現金淨額</b>	<b>(85,937)</b>	11,433
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物減少淨額</b>	<b>(138,434)</b>	275,000
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<b>年初現金及現金等價物</b>	<b>470,025</b>	(2,755)
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	<b>外匯匯率變動對現金及 現金等價物之影響</b>	<b>(3,123)</b>	(6,221)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR, REPRESENTED BY BANK BALANCES AND CASH</b>	<b>年終現金及現金等價物， 即銀行結餘及現金</b>	<b>328,468</b>	-
		<b>328,468</b>	(10,965)
		<b>328,468</b>	266,492
		<b>328,468</b>	(90,905)
		<b>328,468</b>	562,362
		<b>328,468</b>	(1,432)
		<b>328,468</b>	470,025



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

### 1. GENERAL

Symphony Holdings Limited was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited. The address of the registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and the principal place of business of the Company is located on the 10th Floor of Island Place Tower, 510 King's Road, North Point, Hong Kong.

The principal activities of the Group remain to be provision of financial services (including securities brokerage, margin financing, underwriting and placing, consulting and money lending), property investment and holding, management and operation of outlet mall in the PRC, trademark rights licensing and trading and retailing. The principal activities of the Company's principal subsidiaries are set out in Note 42.

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### (A) ADOPTION OF NEW/REVISED HKFRSS – EFFECTIVE 1 JANUARY 2016

The Group has adopted the following amendments and interpretations, which are relevant to the Group's financial statements, for the first time for the current year's consolidated financial statements.

HKFRSs (Amendments)	Annual Improvements 2012-2014 Cycle
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations

The adoption of these amendments has no material impact on the Group's consolidated financial statements.

### 1. 一般資料

新豐集團有限公司於百慕達註冊成立為獲豁免有限責任公司，其股份於香港聯合交易所有限公司上市。本公司註冊辦事處為 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，其主要營業地點為香港北角英皇道510號港運大廈10樓。

本集團主要業務繼續為提供金融服務（包括證券經紀、保證金融資、包銷及配售、諮詢及放貸）、物業投資及持有物業、管理及經營於中國的奧特萊斯、提供商標特許權以及買賣和零售。本公司主要附屬公司的主要業務載於附註42。

### 2. 採納香港財務報告準則（「香港財務報告準則」）

#### (A) 採納新訂／經修訂香港財務報告準則—於2016年1月1日生效

本集團已於本年度的綜合財務報表首次採納下列與本集團財務報表有關之修訂及詮釋。

香港財務報告準則（修訂本）	2012年至2014年週期之年度改進
香港會計準則第1號的修訂本	披露主動性
香港會計準則第16號及香港會計準則第38號的修訂本	澄清折舊及攤銷之可接受方法
香港會計準則第27號的修訂本	獨立財務報表之權益法
香港財務報告準則第11號的修訂本	收購合營業務權益之會計處理

採納該等修訂本不會對本集團之綜合財務報表造成重大影響。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### (B) NEW/REVISED HKFRSS THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE

The following new/revised HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group’s current intention is to apply these changes on the date they become effective.

Amendments to HKAS 7	Disclosure Initiative <sup>1</sup>
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses <sup>1</sup>
Amendments to HKFRS 2	Classification and Measurement of Share-Based Payment Transactions <sup>2</sup>
HKFRS 9	Financial Instruments <sup>2</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>2</sup>
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15) <sup>2</sup>
HKFRS 16	Leases <sup>3</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</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> The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred/removed. Early application of the amendments of the amendments continue to be permitted.

## 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

### (B) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則

以下可能與本集團的財務報表有關的新訂／經修訂香港財務報告準則已予以頒佈，但尚未生效且本集團尚未提前採納。本集團目前擬於生效當日應用該等變動。

香港會計準則 第7號的修訂本	披露主動性 <sup>1</sup>
香港會計準則 第12號的修訂本	就未變現虧損確認遞延 稅項資產 <sup>1</sup>
香港財務報告準則 第2號的修訂本	以股份支付交易之 分類及計量 <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15號	客戶合約收入 <sup>2</sup>
香港財務報告準則 第15號的修訂本	客戶合約收入（香港 財務報告準則 第15號之澄清） <sup>2</sup>
香港財務報告準則 第16號	租賃 <sup>3</sup>
香港財務報告準則 第10號及香港 會計準則第28號 的修訂本	投資者與其聯營公司或 合營企業之間的 資產出售或投入 <sup>4</sup>

<sup>1</sup> 於2017年1月1日或之後開始的年度期間生效

<sup>2</sup> 於2018年1月1日或之後開始的年度期間生效

<sup>3</sup> 於2019年1月1日或之後開始的年度期間生效

<sup>4</sup> 該等修訂原定於2016年1月1日或之後開始之期間生效。生效日期現已被遞延／移除。提早應用該等修訂的修訂本仍獲准許。

**2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)**

**(B) NEW/REVISED HKFRSS THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (CONTINUED)**

*Amendments to HKAS 7 – Disclosure Initiative*

The amendments introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities.

*Amendments to HKAS 12 – Recognition of Deferred Tax Assets for Unrealised Losses*

The amendments relate to the recognition of deferred tax assets and clarify some of the necessary considerations, including how to account for deferred tax assets related to debt instruments measured of fair value.

*Amendments to HKFRS 2 – Classification and Measurement of Share-Based Payment Transactions*

The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

**2. 採納香港財務報告準則（「香港財務報告準則」）（續）**

**(B) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）**

*香港會計準則第7號的修訂本－披露主動性*

該等修訂引入其他披露，將使財務報表之使用者可評估融資活動所產生之負債變動。

*香港會計準則第12號的修訂本－就未變現虧損確認遞延稅項資產*

該等修訂與確認遞延稅項資產有關及澄清若干必需之考量，包括與按公平價值計量之債務工具相關之遞延稅項資產該如何入賬。

*香港財務報告準則第2號的修訂本－以股份支付交易之分類及計量*

該等修訂就歸屬及非歸屬條件對計量以下各項時之影響所作會計處理作出規定：以現金結算股份付款；預扣稅責任具有淨額結算特徵之以股份支付交易；及交易類別由現金結算變更為權益結算之以股份支付條款及條件之修訂。

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### (B) NEW/REVISED HKFRSS THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (CONTINUED)

#### *HKFRS 9 – Financial Instruments*

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at FVTOCI if the objective of the entity’s business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at FVTPL.

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

## 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

### (B) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）

#### *香港財務報告準則第9號－金融工具*

香港財務報告準則第9號引進有關金融資產分類及計量之新要求。按業務模式持有而目的為持有資產以收取合約現金流量之債務工具（業務模式測試）以及具備產生現金流量之合約條款且僅為支付本金及未償還本金利息之債務工具（合約現金流量特徵測試），一般按攤銷成本計量。倘該實體業務模式之目的為持有及收取合約現金流量以及出售金融資產，則符合合約現金流量特徵測試之債務工具按公平價值列入其他全面收益計量。實體可於初步確認時作出不可撤銷選擇，以計量並非按公平價值列入其他全面收益之持作買賣之股本工具。所有其他債務及股本工具按公平價值列入損益計量。

香港財務報告準則第9號包括就並非按公平價值列入損益計量之所有金融資產引入新預期虧損減值模式（取代香港會計準則第39號之已產生虧損模式）以及新一般對沖會計規定，以令實體於財務報表內更好地反映其風險管理活動。

香港財務報告準則第9號貫徹香港會計準則第39號有關金融負債之確認、分類及計量規定，惟指定為按公平價值列入損益之金融負債除外，該負債信貸風險變動應佔之公平價值變動金額於其他全面收益確認，除非此舉會導致或擴大會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認金融資產及金融負債之規定。



## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### (B) NEW/REVISED HKFRSS THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (CONTINUED)

#### *HKFRS 15 – Revenue from Contracts with customers*

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

HKFRS 15 requires the application of a 5 steps approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

## 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

### (B) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）

#### *香港財務報告準則第15號－客戶合約收入*

該新準則確立單一收入確認框架。該框架之核心原則為實體應確認收入，以顯示向客戶轉讓所承諾商品或服務之金額，該金額反映該實體預期有權就商品及服務交換所收取之代價。香港財務報告準則第15號取代現行收入確認指引（包括香港會計準則第18號收入、香港會計準則第11號建築合約及相關詮釋）。

香港財務報告準則第15號要求以五個步驟確認收入：

- 第一步：識別與客戶之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至各履約責任
- 第五步：於各履約責任完成時確認收入

香港財務報告準則第15號包含與特定收入相關事宜之特定指引，該等指引或會更改香港財務報告準則項下現時應用方法。該準則亦顯著提升與收入相關之質化與量化披露。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

### (B) NEW/REVISED HKFRSS THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (CONTINUED)

#### *Amendments HKFRS 15 – Revenue from Contracts with Customers (Clarifications to HKFRS 15)*

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

#### *HKFRS 16 – Leases*

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

## 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

### (B) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）

#### *香港財務報告準則第15號的修訂本－客戶合約收入（香港財務報告準則第15號之澄清）*

香港財務報告準則第15號的修訂本包括澄清對履行責任之識別；應用委託人或代理人；知識產權許可；及過渡規定。

#### *香港財務報告準則第16號－租賃*

香港財務報告準則第16號由生效當日起將取代香港會計準則第17號「租賃」及相關詮釋，其引入單一承租人會計處理模式，並規定承租人就為期超過12個月之所有租賃確認資產及負債，除非相關資產為低價值資產則作別論。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產（表示其有權使用相關租賃資產）及租賃負債（表示其有責任支付租賃付款）。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債之現金還款分類為本金部分及利息部分，以於現金流量表內呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可撤銷租賃付款，亦包括承租人合理地肯定將行使選擇權延續租賃或行使選擇權終止租賃之情況下，將於選擇權期間內作出之付款。此會計處理方法與承租人會計處理顯著不同，後者適用於根據舊準則香港會計準則第17號分類為經營租賃之租賃。

## **2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)**

### **(B) NEW/REVISED HKFRSs THAT HAVE BEEN ISSUED BUT ARE NOT YET EFFECTIVE (CONTINUED)**

#### ***HKFRS 16 – Leases (Continued)***

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

#### ***Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture***

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors’ interests in the joint venture or associate.

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations is expected to be in the period of initial application and the directors are not yet in a position to quantify the effects on the Group’s financial statements.

## **2. 採納香港財務報告準則（「香港財務報告準則」）（續）**

### **(B) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則（續）**

#### ***香港財務報告準則第16號－租賃（續）***

就出租人會計處理而言，香港財務報告準則第16號大致繼承香港會計準則第17號之出租人會計處理規定。因此，出租人繼續將其租賃分類為經營租賃或融資租賃，並對兩類租賃進行不同之會計處理。

#### ***香港財務報告準則第10號及香港會計準則第28號的修訂本－投資者與其聯營公司或合營企業之間的資產出售或投入***

該等修訂澄清實體向其聯營公司或合營企業出售或投入資產時，將予確認之收益或虧損程度。當交易涉及一項業務，則須悉數確認收益或虧損。反之，當交易涉及不構成一項業務之資產，則僅須就不相關投資者於合營企業或聯營公司之權益確認收益或虧損。

本集團正在評估該等修訂本、新訂準則及新訂詮釋於初步應用期間預期構成之影響，而董事未能量化對本集團財務報表之影響。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

### 3. BASIS OF PREPARATION

#### (A) STATEMENT OF COMPLIANCE

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

#### (B) BASIS OF MEASUREMENT

The consolidated financial statements have been prepared under the historical cost basis except for certain properties and financial instruments, which are measured at fair values as explained in the accounting policies set out below.

#### (C) FUNCTIONAL AND PRESENTATION CURRENCY

In prior years, the directors regarded United States dollars (“USD”) as the functional currency of the Company. However, following the acquisitions of various new businesses, and disposed of various old businesses in recent years, the transactions arising from the day to day operating, investing and financing activities of the Company and a number of its major group entities have increasingly been based on Hong Kong dollars. As such, effective from 1 January 2016, the Company has changed its functional currency from USD to HKD. The change in functional currency of the Company was applied prospectively from the date of change in accordance with HKAS 21 “The Effect of Changes in Foreign Exchange Rate”, and has no material impact on the Company’s financial statements as HKD is pegged to USD. The consolidated financial statements continue to be presented in HKD.

### 3. 編製基準

#### (A) 合規聲明

綜合財務報表乃根據所有適用的香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（以下統稱「香港財務報告準則」）以及香港公司條例的披露要求。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「上市規則」）之要求作披露。

#### (B) 計量基準

除以公平價值計量之若干物業及金融工具（於下文載列之會計政策闡述）外，綜合財務報表乃根據歷史成本基準而編製。

#### (C) 應用及呈列貨幣

於過往年度，董事將美元（「美元」）作為本公司應用貨幣。然而，近年來收購多項新業務、出售多項舊業務後，來自本公司及其多間主要集團實體日常經營、投資及融資活動的交易更多以港元計值。因此，自2016年1月1日起，本公司已將其應用貨幣由美元變更為港元。本公司應用貨幣之變更根據香港會計準則第21號「外幣匯率變動之影響」自變更日期起追溯應用，且由於港元與美元掛鈎，應用貨幣變更對本公司之財務報表並無重大影響。綜合財務報表繼續以港元呈列。



#### **4. SIGNIFICANT ACCOUNTING POLICIES**

##### **(A) BUSINESS COMBINATION AND BASIS OF CONSOLIDATION**

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (the “Group”). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group’s previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree’s identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

#### **4. 主要會計政策**

##### **(A) 業務合併及綜合基準**

本綜合財務報表包含本公司及其附屬公司（「本集團」）的財務報表。所有集團內公司間的交易及結餘以及未變現溢利已於編製綜合財務報表時全數對銷。未變現虧損亦予對銷，除非有證據顯示交易的獲轉讓資產出現減值，則虧損於損益中確認。

年內購置或出售的附屬公司的業績已於收購日期或截至出售日期止（倘適用）於綜合全面收益表內列賬。倘有需要，附屬公司的財務報表會作出調整，以切合本集團其他成員公司所採納的會計政策。

收購附屬公司或業務採用收購法入賬。收購成本乃按所轉讓資產、所產生負債及本集團（作為收購方）發行之股權於收購當日的公平價值總額計量。所收購的可識別資產及所承擔負債則主要按收購當日的公平價值計量。本集團先前所持被收購方的股權以收購當日的公平價值重新計量，而所產生的收益及虧損則於損益確認。本集團可按個別交易基準選擇按公平價值或按應佔被收購方可識別資產淨值的比例計量現時於附屬公司的擁有權益的非控股權益。除非香港財務報告準則另有規定計量基準，否則所有其他非控股權益均按公平價值計量。所產生的收購相關成本列作開支，除非該等成本乃於發行股本工具時產生，在該情況下，有關成本乃從權益中扣除。



#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(A) BUSINESS COMBINATION AND BASIS OF CONSOLIDATION (CONTINUED)**

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

#### **4. 主要會計政策 (續)**

##### **(A) 業務合併及綜合基準 (續)**

將由收購人轉讓的任何或然代價乃按收購日期之公平價值確認。倘有關收購日期公平價值的計量期間(最長為自收購日期起計12個月)所獲取新資料顯示調整,方會於收購成本中確認代價之其後調整。獲分類為資產或負債的或然代價所有其他其後調整乃於損益中確認。

當本集團喪失對附屬公司的控制權時,處置損益計算為(i)所收到的對價和任何保留權益的公平價值總額與(ii)附屬公司資產(包括商譽)和負債及任何非控股權益的原賬面金額之間的差額。以往於其他全面收益確認與附屬公司有關的金額,以相同方式入賬,猶如相關資產或負債已經出售。

收購後,現時於附屬公司的擁有權權益的非控股權益的賬面值為該等權益於初步確認時的款額加上有關非控股權益應佔權益其後變動的部分。即使會導致非控股權益出現虧絀結餘,全面收益總額乃歸屬於非控股權益。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(B) SUBSIDIARIES**

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

De-facto control exists in situations where the Company has the practical ability to direct the relevant activities of the investee without holding the majority of the voting rights. In determining whether de-facto control exists the Company considers all relevant facts and circumstances, including:

- The size of the Company's voting rights relative to both the size and dispersion of other parties who hold voting rights;
- Substantive potential voting rights held by the Company and other parties who hold voting rights;
- Other contractual arrangements; and
- Historic patterns in voting attendance.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

#### **4. 主要會計政策 (續)**

##### **(B) 附屬公司**

附屬公司乃指本公司可對其行使控制權的被投資方。以下三個因素全部滿足時即表示本公司控制一名被投資方：對被投資方的權力、來自被投資方可變回報的風險或權利及利用其權力影響該等可變回報的能力。當有事實或情況顯示任何該等控制因素可能出現變動時，控制權會被重新評估。

倘本公司擁有實際能力引導被投資方相關活動，而毋須持有大多數投票權，則存在實際控制權。釐定實際控制權是否存在時，本公司考慮所有相關事實及情況，包括：

- 相對其他持有投票權人士的數量及分散情況，本公司投票權的數量多少；
- 本公司及其他持有投票權人士所持有的實際潛在投票權；
- 其他合同安排；及
- 參與投票的歷史模式。

於附屬公司的投資已按成本減減值虧損（如有）計入本公司的財務狀況表。附屬公司的業績由本公司根據於呈報日期已收及應收股息基準列賬。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

## 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (C) JOINT ARRANGEMENTS

The Group is a party to a joint arrangement where there is a contractual arrangement that confers joint control over the relevant activities of the arrangement to the Group and at least one other party. Joint control is assessed under the same principles as control over subsidiaries.

The Group classifies its interests in joint arrangements as either:

- *Joint ventures*: where the Group has rights to only the net assets of the joint arrangement; or
- *Joint operations*: where the Group has both the rights to assets and obligations for the liabilities of the joint arrangement.

In assessing the classification of interests in joint arrangements, the Group considers:

- The structure of the joint arrangement;
- The legal form of joint arrangements structured through a separate vehicle;
- The contractual terms of the joint arrangement agreement; and
- Any other facts and circumstances (including any other contractual arrangements).

The Group accounts for its interests in joint ventures in the same manner as investments in associates (i.e. using the equity method – see note 4(d)).

## 4. 主要會計政策 (續)

### (C) 共同安排

倘一份合約安排賦予本集團及至少一名其他人士於相關安排活動的共同控制權，則本集團即為共同安排的一方。共同控制權的評估原則與附屬公司的控制權相同。

本集團將其於共同安排的權益分類為：

- *合營企業*：倘本集團僅有權享有共同安排的資產淨值；或
- *聯合經營*：倘本集團有權享有共同安排的資產及有義務承擔其負債。

於評估於共同安排權益的分類時，本集團會考慮：

- 共同安排的架構；
- 透過單獨工具構建的共同安排的法律形式；
- 共同安排協議的合約條款；及
- 任何其他事實及情況（包括任何其他合約安排）。

本集團以於聯營公司投資相同的方式（即採用權益法—見附註4(d)）計算其在合營企業中的權益。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(C) JOINT ARRANGEMENTS (CONTINUED)**

Any premium paid for an investment in a joint venture above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the investment in joint venture. Where there is objective evidence that the investment in a joint venture has been impaired the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

The Group accounts for its interests in joint operations by recognising its share of assets, liabilities, revenues and expenses in accordance with its contractually conferred rights and obligations.

The Company's interests in joint ventures are stated at cost less impairment losses, if any. Results of joint ventures are accounted for by the Company on the basis of dividends received and receivable.

##### **(D) ASSOCIATES**

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

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

#### **4. 主要會計政策 (續)**

##### **(C) 共同安排 (續)**

就於一間合營企業的投資之已付任何溢價高於本集團應佔已收購可識別資產、負債及或然負債的公平價值乃撥充資本，計入合營企業的投資的賬面值內。當有客觀證據證明於一間合營企業的投資已出現減值，則用與其他非金融資產相同的方法對投資的賬面值進行減值測試。

本集團透過確認其根據合約獲賦予的權利及責任而應佔的資產、負債、收益及開支將其於聯合經營的權益入賬。

本公司於合營企業的權益按成本減減值虧損呈列（如有）。合營企業的業績根據本公司已收到股息及應收股息計算。

##### **(D) 聯營公司**

聯營公司為本集團對其擁有重大影響力的實體，既非附屬公司，亦非合營企業。重大影響力指有權力參與被投資方的財務及經營決策，但並非對該等政策擁有控制或聯合控制權。

聯營公司乃採用權益法入賬，據此聯營公司按成本初步確認，此後其賬面值於聯營公司的資產淨值內調整以反映本集團應佔收購後變動，惟超過本集團於聯營公司的權益的虧損不會確認，除非有責任彌補該等虧損。



## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016  
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#### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (D) ASSOCIATES (CONTINUED)

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

In the Company's statement of financial position, investments in associates are carried at cost less impairment losses, if any. The results of associates are accounted for by the Company on the basis of dividends received and receivable during the year.

##### (E) GOODWILL

Where the fair value of identifiable assets and liabilities exceed the aggregation of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

#### 4. 主要會計政策 (續)

##### (D) 聯營公司 (續)

本集團與其聯營公司之間的交易產生的損益僅於不相關投資者於聯營公司擁有權益時方會確認。該等交易產生的投資者分佔聯營公司溢利及虧損與聯營公司的賬面值對銷。倘未變現虧損證明資產轉移的減值，則即時於損益賬中確認。

聯營公司已付任何溢價高於本集團應佔已收購可識別資產、負債及或然負債的公平價值撥充資本，計入聯營公司的賬面值。倘客觀證據證明聯營公司投資有減值，則投資的賬面值與其他非金融資產相同方式進行減值測試。

本公司財務狀況表中，投資聯營公司按成本減減值虧損（如有）列賬。聯營公司的業績由本公司基於年內已收股息及應收股息入賬。

##### (E) 商譽

倘可識別資產、負債之公平價值高於所付代價之公平價值、於被收購方的任何非控股權益金額及收購方先前於被收購方持有的權益於收購日期的公平價值之總和，則超出部份於重估後於收購日期在損益確認。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(E) GOODWILL (CONTINUED)**

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see note 4(s)) and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset's carrying amount to below its fair value less cost of disposal (if measurable) or its value in use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

#### **4. 主要會計政策 (續)**

##### **(E) 商譽 (續)**

商譽乃按成本減減值虧損計量。就減值測試而言，收購產生之商譽分配至預期會受惠於收購協同效益之各相關現金產生單位。現金產生單位乃可識別之最小資產組合，其產生之現金流入基本獨立於其他資產或資產組合之現金流入。獲分配商譽之現金產生單位會每年透過比較其賬面值及其可收回金額（見附註4(s)）及於有跡象顯示該單位可能出現減值時進行減值測試。

就於某一財政年度進行收購所產生的商譽而言，已獲分配商譽的現金產生單位會於該財政年度完結之前進行減值測試。倘現金產生單位的可收回金額低於該單位的賬面值，則減值虧損初步先分配至撇減分配予該單位的任何商譽賬面值，其後根據該單位內每項資產的賬面值按比例分配至該單位內其他資產。任何商譽減值虧損均於損益中確認，且不會於往後期間予以撥回。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(F) REVENUE RECOGNITION**

Revenue is measured at the fair value of the consideration received or receivable and is net of estimated customer returns, discounts and sales related taxes.

Revenue from sales of goods is recognised on transfers of risks and rewards of ownership, which is at the time that goods are delivered and title has passed.

Service income is recognised when services are provided.

Commission income is recognised when the services on which the commissions are earned are provided in accordance with the agreed terms.

Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreements, which is in general on a straight-line basis over the life of the agreements.

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease, except for contingent rental income which is recognised when it arises.

Interest income from a financial asset is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Brokerage commission is recognised on a trade date basis when the relevant transactions are executed.

Underwriting fee and placing fee are recognised as income in accordance with the terms of the underwriting and placing agreements or deal mandate when the relevant significant acts have been completed.

#### **4. 主要會計政策 (續)**

##### **(F) 收益確認**

收益乃按已收或應收代價的公平價值計量及經扣除估計客戶退貨、扣減折扣及相關銷售稅項。

商品銷售收益於轉讓擁有權的風險及回報時(即商品交付及產權轉移時)予以確認。

服務收入乃於服務提供時獲確認。

佣金收入乃於提供服務時根據協定條款所賺取佣金時確認。

專利權收入根據相關協議的內容按累計基準確認，一般以直線基準於協議的年期內進行。

根據經營租賃的租金收入乃按直線法於相關租賃的年期確認，惟於產生時予以確認的或然租金收入除外。

金融資產所產生的利息收入乃參考未償還本金及所適用的實際利率按時間基準累計，實際利率乃將金融資產在預計年期內的估計未來現金收入貼現至該資產首次確認時的賬面淨值的利率。

經紀佣金乃於簽立相關交易時按交易日基準確認。

包銷費用及配售費用乃根據包銷及配售協議之條款或交易授權於相關重大行事完成時確認為收入。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(G) PROPERTY, PLANT AND EQUIPMENT**

Owner-occupied leasehold land and buildings are stated at valuation less accumulated depreciation. Revaluations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period. Increases in value arising on revaluation are recognised in other comprehensive income and accumulated in equity under the heading of properties revaluation reserve. Decreases in value arising on revaluation are first offset against increases on earlier valuations in respect of the same property and thereafter recognised in profit or loss. Any subsequent increases are recognised in profit or loss up to the amount previously charged and thereafter to the properties revaluation reserve.

Upon disposal, the relevant portion of the revaluation reserve realised in respect of previous valuations is released from the properties revaluation reserve to retained profits.

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

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

#### **4. 主要會計政策 (續)**

##### **(G) 物業、廠房及設備**

業主自用租賃土地及樓宇按估值減累計折舊列賬。重估會充足地定期進行，以確保賬面值不會與於報告期末使用公平價值釐定者存在重大差異。重估增值於其他全面收益確認並於權益的物業重估儲備項下累計。重估減值首先對銷同一物業先前的估值增值，其後於損益中確認。其後任何增值以先前已扣除的金額為限計入損益之內，其後計入物業重估儲備。

於出售時，就之前估值已變現的重估儲備相關部分獲解除由物業重估儲備轉撥至保留溢利。

其他物業、廠房及設備乃按成本減累計折舊及累計減值虧損列賬。

物業、廠房及設備的成本包括其購買價及收購該等項目直接應佔的成本。



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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (G) PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

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

Property, plant and equipment are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

The annual depreciation rates of property, plant and equipment are as follows:

Leasehold land in Hong Kong	Shorter of useful lives and the remaining lease term
Buildings	Shorter of useful lives and the remaining lease term
Leasehold improvements	Shorter of useful lives and the remaining lease term
Plant and machinery	9% – 45%
Furniture, fixtures and equipment	9% – 20%
Motor vehicles	16% – 20%
Vessel	10%

### 4. 主要會計政策 (續)

#### (G) 物業、廠房及設備 (續)

其後的成本僅會於與該項目有關的未來經濟利益可能流入本集團，而該項目成本能可靠計量的情況下計入資產的賬面值，或確認為一項獨立資產（倘適用）。所取代部份的賬面值會終止確認。所有其他維修及保養於產生的財政期間內於損益內作為開支確認。

物業、廠房及設備按於其估計可使用年期使用直線法折舊，以將其成本或估值（扣除預計剩餘價值）撇銷。於各報告期末，可使用年期、剩餘價值及折舊法會予以審閱及調整（如適合）。

物業、廠房及設備的折舊年率如下：

於香港的租賃土地	可使用年期及剩餘租賃年期的較短者
樓宇	可使用年期及剩餘租賃年期的較短者
租賃物業裝修	可使用年期及剩餘租賃年期的較短者
廠房及機器	9%–45%
傢俱、裝置及設備	9%–20%
汽車	16%–20%
船隻	10%

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(G) PROPERTY, PLANT AND EQUIPMENT (CONTINUED)**

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by an end of own-er-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in properties revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceed and the carrying amount of the asset and is recognised in profit or loss.

An item of property, plant and equipment is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

##### **(H) INVESTMENT PROPERTIES**

Investment properties are properties held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment property is measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

When the Group holds property interests under an operating lease to earn rental income, the Group classifies and accounts for these property interests as investment properties.

#### **4. 主要會計政策 (續)**

##### **(G) 物業、廠房及設備 (續)**

倘因項目擁有人的佔用期完結而改變用途，使一項物業、廠房及設備項目成為一項投資物業，該項目的賬面值與其公平價值之間的任何差額會在轉移日期於其他全面收益中確認，並於物業重估儲備中累計。於日後出售或報廢該資產時，相關的重估儲備將會直接轉移至保留溢利。

一項物業、廠房及設備於出售或預期繼續使用該資產不能產生未來經濟利益時，將取消確認。出售或報廢一項物業、廠房及設備而產生的任何收益或虧損乃釐定為銷售所得款項及資產面值之間的差額，並於損益中確認。

倘物業、廠房及設備項目的賬面值高於該資產的估計可收回金額，則即時將其撇減至其可收回金額。

##### **(H) 投資物業**

投資物業乃指持有以賺取租金或作資本增值用途或兩者兼有，但並非於日常業務過程中持作銷售、持作生產或供應貨品或服務或行政用途的物業。投資物業於初步確認時按成本計量，而後按公平價值計量，任何公平價值變動則於損益確認。

倘本集團以經營租賃持有物業權益以賺取租金收入，本集團將該等物業權益分類及入賬為投資物業。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (H) INVESTMENT PROPERTIES (CONTINUED)

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model, unless they are still in the course of construction or development at reporting date and their fair value cannot be reliably determined at that time. Gains or losses arising from changes in the fair value of investment property are included in profit or loss for the period in which they arise.

If an investment property becomes an item of property, plant and equipment because its use has changed as evidenced by commencement of owner-occupation, the property's deemed cost for subsequent accounting is its fair value at the date of change in use.

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

#### (I) LEASING

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### *The Group as lessor*

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

### 4. 主要會計政策 (續)

#### (H) 投資物業 (續)

投資物業首次以成本計量，包括任何直接應佔開支。首次確認以後，除非於報告日期投資物業仍在興建或開發中而其公平價值不能可靠計量，否則投資物業會以公平價值模式按公平價值計量。投資物業公平價值變動所產生的收益或虧損會在其產生的期間計入損益。

倘投資產物因有證據業主自用而變動其用途成為物業、廠房及設備，就其後入賬而言，被視為物業的成本為於用途變動日期之公平價值。

投資物業於出售或投資物業永久不再使用及預期不能由其出售獲取任何未來經濟利益時取消確認。因取消確認該投資物業而產生之任何損益（按出售所得款項淨額與資產賬面金額的差額計算）於取消確認該資產的期間計入損益。

#### (I) 租賃

租賃當租賃條款將所涉及擁有權的絕大部分風險及回報轉移予承租人時會被分類為融資租賃。所有其他租賃會被分類為經營租賃。

##### *本集團作為出租人*

經營租賃的租金收入乃按有關租賃年期以直線法於損益中確認。於磋商及安排經營租賃時產生的初步直接成本乃加入租賃資產的賬面值，並按租賃年期以直線法確認為開支。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(I) LEASING (CONTINUED)**

###### ***The Group as lessee***

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

###### ***Leasehold land and buildings***

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

#### **4. 主要會計政策 (續)**

##### **(I) 租賃 (續)**

###### ***本集團作為承租人***

經營租賃付款乃以直線基準，按租期確認為開支，但如另有系統性基準較時間性模式更具代表性，租賃資產的經濟效益據此被消耗則除外。經營租賃所產生的或然租金在產生當期作為開支確認。

倘訂立經營租賃可以獲得租賃優惠，該等優惠作為負債確認。優惠整體利益以直線法扣減租金開支。然而如另有系統性基準較時間性模式更具代表性，租賃資產的經濟效益據此被消耗則除外。

###### ***租賃土地及樓宇***

當租賃包括土地及樓宇部分，本集團根據對附於各部分所有權的絕大部分風險及回報是否已轉移本集團的評估，分別將各部分的分類獨立評估為融資或經營租賃，除非清楚顯示兩者均屬經營租賃，則整項租賃獲分類為經營租賃。具體而言，最低繳付租金（包括任何一筆過預付款項）於租約訂立時按租賃土地部分及樓宇部分中的租賃權益相對公平價值比例於土地與樓宇部分間分配。



#### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (I) LEASING (CONTINUED)

###### *Leasehold land and buildings (Continued)*

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model.

##### (J) INTANGIBLE ASSETS (OTHER THAN GOODWILL)

###### (i) *Acquired intangible assets*

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses and intangible assets with indefinite useful lives are carried at cost less accumulated impairment losses.

###### *Trademarks*

The trademarks are the intangible assets with indefinite useful lives that are carried at cost less any accumulated impairment losses. The trademarks have been granted for periods ranging between 7 to 15 years by the relevant government agency with the option of renewal when expire. The trademarks may be renewed indefinitely at little or no cost to the Group. The Group intends to renew the trademarks indefinitely and evidence support its ability to do so. As a result, the trademarks are assessed as having indefinite useful lives.

#### 4. 主要會計政策 (續)

##### (I) 租賃 (續)

###### *租賃土地及樓宇 (續)*

在租金能可靠分配的情況下，被列為經營租賃的租賃土地權益於綜合財務狀況表中呈列為「預付租賃款項」，並按租賃期以直線基準攤銷，除非其獲分類為並按公平價值模式作為投資物業入賬。

##### (J) 無形資產 (除商譽外)

###### (i) *所收購無形資產*

單獨收購的無形資產初步按成本確認。業務合併中所收購的無形資產的成本為收購日期的公平價值。其後，具有有限使用年期的無形資產按成本減累計攤銷及累計減值虧損入賬，而具無限使用年期的無形資產按成本減累計減值虧損列賬。

###### *商標*

商標是具無限使用年期的無形資產並按成本減累計減值虧損列賬。商標已獲相關政府機關授出，年期介乎七年至十五年，屆滿時可選擇續期。商標可無限期重續，對本集團而言費用不大甚至毋須費用。本集團擬無限期重續商標而事實證明其有能力重續商標。因此，商標評估為具有無限使用年期。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (J) INTANGIBLE ASSETS (OTHER THAN GOODWILL) (CONTINUED)

###### (ii) Impairments

Intangible assets with indefinite useful lives are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (see note 4(s)).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount; however, the carrying amount should not be increased above the lower of its recoverable amount and the carrying amount that would have resulted had no impairment loss been recognised for the asset in prior years. All reversals are recognised in the profit or loss immediately.

##### (K) FOREIGN CURRENCIES

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined.

#### 4. 主要會計政策 (續)

##### (J) 無形資產 (除商譽外) (續)

###### (ii) 減值

具無限使用年期的無形資產每年進行減值測試，不論是否有任何跡象顯示其可能出現減值。無形資產的減值測試乃透過將其賬面值與可收回金額作比較（見附註4(s)）。

倘資產的可收回金額估計低於其賬面值，則資產的賬面值會被減少至其可收回金額。

減值虧損即時確認為開支。

於其後撥回減值虧損時，資產之賬面值可增加至其可收回金額之經修訂估計數字，然而，增加後之賬面值不得超過其可收回金額與該資產倘於過往年度並無確認減值虧損所釐定之賬面值兩者之較低者。所有撥回立即於損益確認。

##### (K) 外幣

於編製各個別集團實體的財務報表時，以該實體的應用貨幣以外的貨幣（外幣）進行交易均會按交易日期所適用現行匯率換算為其應用貨幣（即該實體經營的主要經濟環境的貨幣）記賬。於報告期末，以外幣定值的貨幣項目均按當日現行匯率重新換算。按公平價值以外幣定值的非貨幣項目乃以公平價值釐定當日現行匯率重新換算。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(K) FOREIGN CURRENCIES (CONTINUED)**

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in equity and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HKD) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during that year, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (translation reserve).

#### **4. 主要會計政策 (續)**

##### **(K) 外幣 (續)**

以外幣的歷史成本價值計量的非貨幣項目則毋須重新換算。

結算以及重新換算貨幣項目所產生的匯兌差額於其產生期間在損益確認，惟構成本公司海外業務淨投資的貨幣項目所產生之匯兌差額則除外，此類匯兌差額於其他全面收益內確認並累計於股本，當出售海外業務時便將由股本重新分類至損益中。以公平價值入賬的非貨幣資產重新換算所產生的匯兌差額乃計入期間損益，惟重新換算非貨幣項目產生的匯兌差額除外，其收益及虧損乃至計入其他全面收益，於此等情況下，匯兌差額乃直接計入其他全面收益。

為呈列綜合財務報表，本集團的海外業務的資產及負債乃按報告期末的現行匯率換算為本集團的呈列貨幣（即港元），而其收入及開支乃按年度的平均匯率進行換算，除非年內匯率大幅波動，而在此情況下，乃使用交易日期的匯率。產生的匯兌差額（如有）會於其他全面收益中確認並累計於股本（匯兌儲備）中。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(K) FOREIGN CURRENCIES (CONTINUED)**

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation, of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the translation reserve.

#### **4. 主要會計政策 (續)**

##### **(K) 外幣 (續)**

出售海外業務時(即出售本集團海外業務的全部權益,或涉及出售包含外國業務的附屬公司而導致喪失其控制權,或部份出售於包含外國業務的共同安排或聯營公司的權益,其中保留權益為一項金融資產),與本公司擁有人應佔該業務累計於權益的所有匯兌差額重新分類至損益。此外,倘部份出售附屬公司並未導致本集團失去對該附屬公司的控制權,則按比例將累計匯兌差額重新分配至非控股權益,且不會於損益確認。就所有其他部分出售而言(即部分出售聯營公司或共同安排並無造成本集團失去重大影響力者),則按比例將累計匯兌差額重新分類至損益。

於2005年1月1日或以後,收購海外業務產生的有關所收購可識別資產的商譽及公平價值調整乃處理為該海外業務的資產及負債,並按於報告期末的現行匯率進行換算。產生的匯兌差額乃於匯兌儲備內確認。



#### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (L) BORROWING COSTS

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

##### (M) EMPLOYEE BENEFITS

###### (i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

###### (ii) Defined contribution retirement plans

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

###### (iii) Termination benefits

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

#### 4. 主要會計政策 (續)

##### (L) 借貸成本

因收購、建設或生產合資格資產(需於一段長時間方能達致其擬定用途或出售的資產)應佔直接成本乃加至該等資的成本中,而直至該等資產為大部分可用作為其擬定用途或出售的時間止。其開支有待計入合資格資產的特定借貸的短期投資所賺取的投資收益乃於合資格用作資本化的借貸中扣除。

所有其他借貸成本於產生時在期內損益表確認。

##### (M) 僱員福利

###### (i) 短期僱員福利

短期僱員福利乃,預計於僱員提供相關服務之年度報告期末後十二個月以前悉數結算之僱員福利(終止福利除外)。短期僱員福利於僱員提供相關服務之年度內確認。

###### (ii) 界定供款退休計劃

向界定供款退休計劃作出之供款於僱員提供服務時於損益內確認為開支。

###### (iii) 終止福利

終止福利於本集團不能撤回該等福利時以及本集團確認重組成本(涉及支付終止福利)時(以較早日期為準)確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (N) INCOME TAX

Income tax expenses represents the sum of the tax currently payable and deferred tax.

##### *Current tax*

The tax currently payable is based on taxable profit for the year. Taxable profit differs from “profit before income tax expenses” as reported in the consolidated statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

##### *Deferred tax*

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

#### 4. 主要會計政策 (續)

##### (N) 所得稅

所得稅開支指當期應付稅項及遞延稅項之和總額。

##### *本期稅項*

當期應付稅項乃年內應課稅溢利計算。應課稅溢利有別於綜合全面收益表中呈報的「除所得稅開支前溢利」，原因為其不包括在其他年度應課稅或可扣稅的收入或開支，其亦不包括從不需課稅及扣稅的項目。本集團的當期稅項負債乃按報告期末已實施或實質上已實施的稅率計算。

##### *遞延稅項*

遞延稅項乃就綜合財務報表中資產及負債的賬面值與計算應課稅溢利所用的相應稅基的差額而確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般就所有應課稅溢利有可能對銷可動用的該等可扣減暫時差額的情況下就所有可扣減暫時性差額予以確認。倘暫時差額乃產生自商譽或初步確認交易的其他資產及負債（業務合併除外），而該交易並非影響應課稅溢利及會計溢利時，該等遞延稅項資產及負債不獲確認。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(N) INCOME TAX (CONTINUED)**

###### *Deferred tax (Continued)*

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

#### **4. 主要會計政策 (續)**

##### **(N) 所得稅 (續)**

###### *遞延稅項 (續)*

遞延稅項負債就於附屬公司及合營企業之投資產生之應課稅暫時差額確認，惟本集團可控制暫時差額之撥回及暫時差額很大可能不會於可見將來撥回時除外。與該等投資相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之利益且預計於可見將來可以撥回時確認。

於報告期末，本集團會檢討遞延稅項資產的賬面值，並將其扣減致使其不再可能有足夠應課稅溢利以收回全部或部分資產為止。

遞延稅項資產及負債按預期負債償付或資產變現的期間內按稅率，並根據於報告期末已頒布或已實際頒布的稅率（及稅法）計量。

遞延稅項負債及資產的計量反映按照本集團預期於報告期末可收回或償付其資產及負債賬面值的方式計算所得稅務結果。遞延稅項於損益中確認，除非該稅項與於其他全面收益或直接於權益中確認的項目有關則除外，在此情況下，遞延稅項亦分別於其他全面收益或直接於權益中確認。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(N) INCOME TAX (CONTINUED)**

###### *Deferred tax (Continued)*

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

##### **(O) CLUB DEBENTURE**

Club debenture are carried at cost less any subsequent accumulated impairment loss.

##### **(P) INVENTORIES**

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

#### **4. 主要會計政策 (續)**

##### **(N) 所得稅 (續)**

###### *遞延稅項 (續)*

當投資物業根據香港會計準則第40號「物業投資」按公平價值列賬，乃釐定用於計量遞延稅項金額的合適稅率的一般規定的特別情況。除非假設被推翻，否則該等投資物業的遞延稅項金額乃按於報告日期應用於按其賬面值出售的該等投資物業的稅率計量。當投資物業可予折舊且其業務目的為隨時間（而非透過出售）實質消耗該項物業內含的全數經濟效益的業務模式中持有，則假設被推翻。

##### **(O) 會所債券**

會所債券乃按成本減任何其後累計減值虧損後列賬。

##### **(P) 存貨**

存貨初步按成本確認，其後按成本及可變現淨值兩者中之較低者確認。成本包括所有採購成本、轉換成本及將存貨送至現有地點及達致現有狀況所需之其他成本。成本按加權平均法計算。可變現淨值指日常業務過程中之估計售價減估計完工成本及進行銷售必要之估計成本。



## 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (Q) FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### (i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. The Group's financial assets are classified into the categories of financial assets at fair value through profit or loss and loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

#### *Financial assets at fair value through profit or loss*

These assets 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.

## 4. 主要會計政策 (續)

### (Q) 金融工具

金融資產及金融負債乃於一間集團實體成為該工具合約條文的訂約方時於綜合財務狀況表中確認。

金融資產及金融負債初步以公平價值計量。其收購或發行金融資產及金融負債(按公平價值計入損益的金融資產及金融負債則除外)的應佔直接交易成本乃於初步確認時加入或扣自金融資產或金融負債(倘情況適合)的公平價值。收購透過損益按公平價值計量的金融資產或金融負債的直接應佔交易成本會即時於損益中確認。

#### (i) 金融資產

本集團視乎收購資產之目的而於初步確認時將金融資產分類。本集團之金融資產分類為按公平價值列入損益之金融資產以及貸款及應收款項。所有一般金融資產買賣概於交易日予以確認及終止確認。一般買賣乃指按照市場規定或慣例訂定之時間內交付資產之金融資產買賣。

#### *透過損益按公平價值計量之金融資產*

該等資產包括持作買賣之金融資產。倘金融資產為於近期作出售目的而收購，則被分類為持作買賣之金融資產。

## 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (Q) FINANCIAL INSTRUMENTS (CONTINUED)

#### (i) Financial assets (Continued)

*Financial assets at fair value through profit or loss  
(Continued)*

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

#### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments, of which interest income is excluded in net gains or losses.

#### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including amount due from joint ventures, loan to non-controlling interest, trade and other receivables, advances to customers in margin financing, loans receivable, restricted bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

## 4. 主要會計政策 (續)

### (Q) 金融工具 (續)

#### (i) 金融資產 (續)

*透過損益按公平價值計量之  
金融資產 (續)*

於初步確認後，按公平價值列入損益賬之金融資產按公平價值計量，而公平價值變動則於其產生期間在損益內確認。

#### *實際利率法*

實際利率法指計算金融資產的攤銷成本及分配利息收入於相關期間的方法。實際利率指透過金融資產的預計年期或（倘適用）較短期間將估計未來現金收入（包括所有已付或已收且構成實際利率組成部分的費用、交易成本及其他溢價或折讓）貼現至其初步確認時的賬面淨值的利率。

利息收入按債務工具的實際利息基準確認，當中的利息收入並無計入淨盈利或虧損。

#### *貸款及應收款項*

貸款及應收款項指並非於活躍市場報價，但具有固定或可釐定付款之非衍生金融資產。於初步確認後，貸款及應收款項（包括應收合資企業款項、貸款予非控股權益、貿易及其他應收賬款、提供予保證金融資客戶之墊款、應收貸款、受限制銀行存款以及銀行結餘及現金）按攤銷成本減任何已識別減值虧損（見下文有關金融資產減值之會計政策）以實際利率法列賬。

## 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### (Q) FINANCIAL INSTRUMENTS (CONTINUED)

#### (i) Financial assets (Continued)

##### *Impairment of financial assets*

Financial assets, other than those at fair value through profit and loss, are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For all financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- breach of contract, such as default or delinquency in interest and principal payments;
- it becoming probable that the borrower will enter bankruptcy or financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

## 4. 主要會計政策 (續)

### (Q) 金融工具 (續)

#### (i) 金融資產 (續)

##### *金融資產減值*

不包括透過損益按公平價值計量的金融資產的金融資產於報告期末會被評估減值跡象。當有客觀證據顯示由於一項或多項於首次確認該金融資產後發生的事件，導致該金融資產的預計未來現金流量已受影響，則金融資產會被減值。

就所有金融資產而言，減值的客觀證據可能包括：

- 發行人或對手方出現重大財政困難；
- 違約、欠付或惡意拖欠利息及本金款項；
- 借款人有可能面臨破產或財務重組；或
- 金融市場因金融困境而喪失活躍市場。

## **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

### **(Q) FINANCIAL INSTRUMENTS (CONTINUED)**

#### **(i) Financial assets (Continued)**

For certain categories of financial assets, such as trade and loans receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 60 to 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade, loans and other receivables and advances to customers in margin financing, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade, loan or other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

## **4. 主要會計政策 (續)**

### **(Q) 金融工具 (續)**

#### **(i) 金融資產 (續)**

就若干類別之金融資產(如應收貿易賬款及貸款)而言,並未被個別評估為減值之資產其後將會彙集一併評估減值。應收賬款組合減值之客觀證據包括本集團過去收取付款之經驗、組合內延遲付款超過平均信貸期60至90日之數目增加、可觀察到與拖欠應收賬款相關之全國或區域性經濟狀況之改變。

就按攤銷成本入賬的金融資產而言,當有該資產減值的客觀跡象時,減值虧損即於損益表確認,並按資產的賬面金額與按金融資產原來的實際利率貼現估計日後現金流量現值兩者的差額計量。

所有金融資產的賬面金額直接按減值虧損削減,但貿易應收賬款除外,其賬面金額乃透過使用撥備賬削減。撥備賬賬面金額的變動於損益表中確認。當某項貿易應收賬款被認為無法收回,則於撥備賬內撇銷。隨後如收回之前已撇銷的金額,則計入損益。



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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (Q) FINANCIAL INSTRUMENTS (CONTINUED)

##### (i) Financial assets (Continued)

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

##### (ii) Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

### 4. 主要會計政策 (續)

#### (Q) 金融工具 (續)

##### (i) 金融資產 (續)

對於按攤銷成本計量的金融資產，如於其後期間該減值虧損減少，而減少與確認減值虧損後的某項事件存在客觀關係，則之前已確認的減值虧損透過損益撥回，惟資產於撥回減值日期的賬面金額不得超過倘並無確認減值的攤銷成本。

##### (ii) 金融負債及股本工具

集團實體發行的金融負債及股本工具乃按照所訂立的合約安排內容及金融負債及股本工具的定義而分類。

股本工具是證明某實體的資產（於扣除所有負債後）有剩餘權益的任何合約。

##### *實際利率法*

實際利率法是計算金融負債攤銷成本及將利息收入分配於有關期間的一種方法。實際利率是指於初步確認時將金融負債整個預計存在期（或如適用，較短期間）的估計日後現金收益準確貼現至淨賬面值的利率。

利息開支以實際利率基準確認。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(Q) FINANCIAL INSTRUMENTS (CONTINUED)**

###### **(ii) Financial liabilities and equity instruments (Continued)**

###### *Financial liabilities*

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred, as liabilities measured at amortised cost including trade and other payables, bank borrowings and loan from non-controlling interests. They are subsequently measured at amortised cost, using the effective interest method.

###### *Equity instruments*

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

###### **(iii) Derecognition**

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

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

#### **4. 主要會計政策 (續)**

##### **(Q) 金融工具 (續)**

###### **(ii) 金融負債及股本工具 (續)**

###### *金融負債*

本集團視乎負債產生之目的將金融負債分類為按攤銷成本計量之負債(包括貿易及其他應付款項、銀行貸款及來自非控股權益的貸款)，其後按攤銷成本以實際利率法計量。

###### *股本工具*

本公司發行之股本工具按所收取之所得款項扣除直接發行成本入賬。

###### **(iii) 終止確認**

當從資產收取現金流量的權利屆滿，或金融資產已予轉讓及本集團及本銀行已轉讓擁有金融資產的大部分風險及回報，金融資產則會取消確認。於取消確認金融資產時，資產的賬面值與已收及應收代價及已直接於其他全面收益內確認的累計收益或虧損總和的差額，於損益內確認。

當相關合約指定的債務被解除、註銷或屆滿時，金融負債則會取消確認。取消確認金融負債賬面值與已付及應付代價的差額，於損益內確認。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(R) SHARE-BASED PAYMENTS**

Where share options are awarded to employees and others providing similar services, the fair value of the options at the date of grant is recognised in profit or loss over the vesting period with a corresponding increase in the share options reserve within equity. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at the end of each reporting period so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also recognised in profit or loss over the remaining vesting period.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where the fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the Group obtains the goods or the counterparty renders the services. The fair value of goods or services received is recognised in profit or loss unless the goods or services qualify for recognition as assets. A corresponding increase in equity is recognised. For cash-settled share based payments, a liability is recognised for the goods or services acquired, measured initially at the fair value of the liability. At the end of each reporting period until the liability is settled, and at the date of settlement, the fair value of the liability is remeasured, with any changes in fair value recognised in profit or loss.

#### **4. 主要會計政策 (續)**

##### **(R) 以股份支付**

凡向僱員及提供類似服務之其他人士授出購股權，購股權於授出當日之公平價值於歸屬期間在損益內確認，並於權益內之購股權儲備中作相應增加。非市場歸屬條件會一併考慮方法為調整於各報告期末預期歸屬之股本工具數目，使於歸屬期間確認之累積數額，最終根據最後歸屬之購股權數目確認。市場歸屬條件為授出購股權之公平價值計算因素之一。只要符合所有其他歸屬條件，不論是否符合市場歸屬條件，均會作出扣除。累積開支不會因市場歸屬條件未能達成而調整。

凡在歸屬前修訂購股權之條款及條件，在緊接修訂前後計算之購股權公平價值之增加，亦於餘下歸屬期間內在損益中確認。

與除僱員以外之各方進行之以股本結算並以股份支付之交易乃按所收取貨品或服務之公平價值計量，惟當公平價值未能可靠估計時除外，於此情況下，乃以於本集團獲得商品或交易對方所提供之服務當日所授出之股本工具之公平價值計量。所收取貨品或服務之公平價值於損益確認，除非貨品或服務合資格確認為資產則作別論。權益亦會確認相應增加。至於現金結算之以股份支付，負債乃按所購入之貨品或服務確認，初步按負債之公平價值計量。於清償負債前之各報告期末及於清償當日，負債之公平價值重新計量，而公平價值之任何變動則於損益確認。

#### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

##### (S) IMPAIRMENT OF ASSETS (OTHER THAN FINANCIAL ASSETS)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment under cost model;
- prepaid lease payments;
- investments in subsidiaries, joint ventures and associate; and
- club debenture

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit (see note 4(e)), 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 or cash generating unit.

#### 4. 主要會計政策 (續)

##### (S) 資產之減值 (金融資產除外)

於各報告期末，本集團檢討以下資產之賬面值，以決定是否有任何跡象顯示該等資產蒙受減值損失或過去被確認的減值損失是否不再存在即可能被減少：

- 根據成本模型計算的物業、廠房及設備；
- 預付租賃款項；
- 於附屬公司、合營企業及聯營公司的投資；及
- 會所債券。

當某資產之可收回金額（即以公平價值減出售成本與使用價值之較高者為準）估計低於其賬面值時，則資產之賬面值乃調低至其可收回金額。減值虧損即時確認為開支。

倘減值虧損於隨後回撥，該資產的賬面值可調高至其重新釐定的可收回價值，惟該增加的賬面值不可高於該資產於過往年度確定未有確認減值虧損前的賬面值。回撥減值虧損會即時被確認為收入。

使用價值乃根據預期將自資產或現金產生單位（見附註4(e)）的估計未來現金流量釐定，按使用可反映金錢時間價值的現行市場評估以及對資產或現金產生單位屬特定風險的稅前貼現率貼現。



#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(T) PROVISIONS AND CONTINGENT LIABILITIES**

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

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

##### **(U) GOVERNMENT GRANTS**

Government grants are recognised when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as revenue in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### **4. 主要會計政策 (續)**

##### **(T) 撥備及或然負債**

當本集團因過往事件須承擔法定義務或推定義務，其將可能導致經濟利益流出，而可合理地估計時，為未確定時間或金額的負債確認撥備。

當可能毋須流出經濟利益時，或金額不可能被可靠地估計時，除非經濟利益流出的可能性極微，否則須披露該義務為或然負債。潛在義務的存在僅能以一項或數項未來事件的發生或不發生而證實者，除非經濟利益流出的可能性極微，否則亦須披露為或然負債。

##### **(U) 政府補助**

政府補助於合理假設將可收取及本集團將遵照所附有關條件時予以確認。就所產生的開支向本集團補償的補助，於開支產生期間有系統於損益中予以確認。以要求本集團購買、建造或收購非流動資產為主要條件的政府補助乃於綜合財務狀況表確認為遞延收入並按系統及合理基準於相關資產的可使用年期內轉撥至損益中。作為已產生開支或損失的補償或為給予本集團即時財務支援且無日後相關成本的應收政府補助，乃於其應收期間在損益確認。

#### **4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

##### **(V) RELATED PARTIES**

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).

#### **4. 主要會計政策 (續)**

##### **(V) 關連人士**

- (a) 一名人士或為該名人士的近親於以下情況為本集團的關連人士：
- (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本公司母公司的主要管理人員成員之一。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
- (i) 該實體與本集團屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
  - (ii) 一間實體為另一實體的聯營公司或合營企業（或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業）。
  - (iii) 兩間實體均為同一第三方的合營企業。
  - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
  - (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。
  - (vi) 實體受(a)所識別人士控制或受共同控制。

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### 4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### (V) RELATED PARTIES (CONTINUED)

(b) (Continued)

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

### 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

### 4. 主要會計政策 (續)

#### (V) 關連人士 (續)

(b) (續)

(vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

(viii) 為本集團及本集團母公司提供主要管理人員服務的實體或任何公司成員集團。

任何人士的近親是指與該實體交易時預期可影響該名人士或受該人士影響的家庭成員並包括：

- (i) 該名人士的子女及配偶或家庭夥伴；
- (ii) 該名人士的配偶或家庭夥伴的子女；及
- (iii) 該名人士或該名人士的配偶或家庭夥伴的受養人。

### 5. 主要會計判斷及估計不明朗因素的主要來源

在應用本集團之會計政策時，董事須對無法從其他途徑得知之資產及負債之賬面值進行判斷、估計及假設。估計及相關假設乃根據歷史經驗及其他認為相關之因素決定。實際結果與該等估計有別。

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

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

### (A) CRITICAL JUDGMENTS IN APPLYING ACCOUNTING POLICIES

#### (i) *Classification between investment properties and owner-occupied properties*

The Group has developed criteria which require judgements to determine whether a property qualifies as an investment property. 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. Owner-occupied properties generate cash flows that are attributable not only to property but also to other assets used and service provided. If an entity provides ancillary services to the occupants of a property it holds, an entity treats such a property as investment property only if the services are insignificant to the arrangement as a whole.

Included in the Group's prepaid lease payments and buildings of approximately HKD240,830,000 and HKD304,253,000 (2015: HK\$261,407,000 and HK\$319,634,000) are the land and building portions, respectively, of an outlet mall in the PRC. Based on the mode of operation of the outlet mall, in particular, that income earned is largely dependent on the performance of the retail business of the occupants and the Group has the power to make significant operating and financing decisions regarding the operation of the Property, management is of the opinion that the Property is in the nature of owner-occupied properties under existing use for accounting purposes.

## 5. 主要會計判斷及估計不明朗因素的主要來源 (續)

估計及相關假設乃以持續基準審閱。倘修訂會計估計僅影響某一期間，則於修訂有關估計之期間內確認修訂；倘修訂同時影響本期及未來期間，則於本期作出修訂及未來期間均須確認有關修訂。

### (A) 應用會計政策之主要判斷

#### (i) 投資物業與自用物業間的分類

本集團已制定釐定物業是否合資格作為投資物業所需判斷準則。投資物業為就賺取租金或資本增值或兩者兼得而持有之物業。因此，本集團認為，該物業能否產生現金流量，很大程度不受本集團持有之其他資產影響。業主自用物業所提供之現金流量不僅來自物業本身，同時亦來自所運用之其他資產及所提供之服務。倘實體為物業佔有人擁有輔助服務，僅於該等服務對整項安排而言並不重大時，實體可視該物業為投資物業。

本集團之預付租賃款項及樓宇分別約240,830,000港元及304,253,000港元(2015年：261,407,000港元及319,634,000港元)分別包括一個位於中國的名牌特價購物中心的土地及樓宇部份。根據名牌特價購物中心的經營模式，特別是賺取的收入主要依賴佔有人之零售業務表現，而本集團有能力對物業營運作出重大經營及融資決定，故管理層認為就會計目的而言，物業根據現時的用途，乃屬業主自用物業。



## **5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)**

### **(A) CRITICAL JUDGMENTS IN APPLYING ACCOUNTING POLICIES (CONTINUED)**

#### **(ii) Income and other taxes**

The Group is subject to income and other taxes in a number of jurisdictions. Significant judgement is required in determining the provision for income taxes. Transactions and calculations may exist for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax and deferred tax provisions in the period in which such determination is made.

#### **(iii) Deferred tax assets**

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

#### **(iv) Trademarks**

The trademarks have been registered for periods ranging between 7 to 15 years by the relevant government agency with the option of renewal when expire. The trademarks may be renewed indefinitely at little or no cost to the Group. The Group intends to renew the trademarks indefinitely and evidence support its ability to do so. As a result, the trademarks are assessed as having indefinite useful lives.

## **5. 主要會計判斷及估計不明朗因素的主要來源 (續)**

### **(A) 應用會計政策之主要判斷 (續)**

#### **(ii) 所得稅及其他稅項**

本集團須繳納多個司法區域之所得稅及其他稅項。在釐定所得稅撥備時須作出重大判斷。在日常業務過程中，可能存在最終稅項難以明確釐定的交易及計算。本集團須估計未來會否繳納額外稅項，從而確認對預期稅項事宜之責任。倘該等事宜之最終稅項結果與起初入賬之金額不同，該等差額將影響稅項釐定期內之稅項及遞延稅項撥備。

#### **(iii) 遞延稅項資產**

倘應課稅溢利可供扣減虧損，則會就所有未使用稅項虧損確認遞延稅項資產。為確定可予以確認之遞延稅項資產數額，須管理層根據可能出現未來應課稅溢利的時間及數額連同未來稅務規劃作出重大判斷。

#### **(iv) 商標**

商標已獲相關政府機關注冊，年期介乎7年至15年，屆滿時可選擇續期。商標可無限期重續，對本集團而言費用不大甚至毋須費用。本集團擬無限期重續商標而事實證明其有能力如此行事。因此，商標乃按無限使用年期評估。

## **5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)**

### **(A) CRITICAL JUDGMENTS IN APPLYING ACCOUNTING POLICIES (CONTINUED)**

#### **(v) *Determination of control of subsidiaries and joint arrangements***

Judgement is required to determine when the Group has control of subsidiaries or joint control of joint arrangements. This requires an assessment of the relevant activities and when the decisions in relation to those activities are under the control of the Group or require unanimous consent.

Judgement is also required in determining the classification of a joint arrangement between a joint venture or a joint operation through an evaluation of the rights and obligations arising from the arrangement.

Differing conclusions around these judgements, may materially impact how these businesses are presented in the consolidated financial statements – under the full consolidation method, equity method or proportionate consolidation method.

## **5. 主要會計判斷及估計不明朗因素的主要來源 (續)**

### **(A) 應用會計政策之主要判斷 (續)**

#### **(v) *釐定附屬公司控制權及共同安排***

當本集團對附屬公司擁有控制權或對共同安排擁有共同控制權時需要作出判斷。與該等活動有關的決策權由本集團控制或有關決策需要取得一致同意時需要對有關活動作出評估。

在透過評估安排所產生的權利及責任釐定共同安排應分類為合營企業或共同經營時，亦需要作出判斷。

有關該等判斷的不同結論可能對該等業務於綜合財務報表中的呈報方式(悉數合併法、權益法或比例合併法項下)造成重大影響。

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

### (B) KEY SOURCES OF ESTIMATION UNCERTAINTY

The following are 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:

#### (i) *Impairment of interests in joint ventures*

The determination of whether interests in joint ventures are impaired requires an estimation of the share of the Group's present value of the estimated future cash flows expected to be generated by the joint ventures and the proceeds on ultimate disposal of the interests, and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. Adequate impairment loss had been recognised to the extent that the recoverable amounts exceed the carrying amount of the interests in joint ventures.

#### (ii) *Fair value measurement*

A number of assets and liabilities included in the Group's consolidated financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's consolidated financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the "fair value hierarchy"):

## 5. 主要會計判斷及估計不明朗因素的主要來源 (續)

### (B) 估計不明朗因素的主要來源

對未来的主要假設及於報告期末估計不明朗因素的其他主要來源(涉及導致下個財政年度資產及負債的賬面值出現大幅調整的重大風險)載述如下:

#### (i) *於合營企業權益的減值*

確定於合營企業權益是否減值需要按估計本集團應佔預期合營企業未來所產生之現金流量的現值與最終出售該權益的收益,按合適貼現率計算其現值。倘實際未來現金流量少於預期,則可能產生重大減值虧損。若可收回金額超過於合營企業權益的賬面值,則須確認足夠的減值虧損。

#### (ii) *公平價值計量*

本集團綜合財務報表中的多項資產及負債以公平估值及/或披露。

本集團綜合財務及非財務資產及負債的公平價值計量於可行範圍內盡量使用市場可觀察輸入數據及數據。於釐定公平價值計量時使用的輸入數據,根據所運用估值技術中使用的輸入數據的可觀察程度,分類為不同層級(「公平價值層級」):

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

### (B) KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### (ii) Fair value measurement (Continued)

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures a number of items at fair value:

- Land and buildings within property, plant and equipment (Note 13);
- Investment properties (Note 14);
- Trading securities (Note 24); and
- Financial instruments (Note 34)

For more detailed information in relation to the fair value measurement of the items above, please refer to the applicable notes.

## 5. 主要會計判斷及估計不明朗因素的主要來源 (續)

### (B) 估計不明朗因素的主要來源 (續)

#### (ii) 公平價值計量 (續)

- 層級1：相同項目於活躍市場的報價（未作調整）；
- 層級2：直接或間接可觀察的輸入數據（不包括層級1輸入數據）；
- 層級3：不可觀察的輸入數據（即並非源自市場數據）。

項目於上述層級的分類乃根據所使用的對該項目之公平價值計量有重大影響的輸入數據的最低層級確定。項目在層級之間的轉移於發生期間確認。

本集團以公平價值計量以下項目：

- 物業、廠房及設備項下的土地及樓宇（附註13）；
- 投資物業（附註14）；
- 買賣證券（附註24）；及
- 金融工具（附註34）。

於上述項目公平價值計量的進一步詳情，請參照相關附註。



## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

### (B) KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### (iii) Provision for inventories

The Group reviews the carrying amounts of inventories at each reporting date to determine whether the inventories are carried at lower of cost and net realisable value in accordance with the accounting policy set out in Note 4(p). Management estimates the net realisable value based on the current market situation and historical experience on similar inventories. Any change in the assumptions would increase or decrease the amount of inventories write-down or the related reversals of write-down and affect the Group's profit and net asset value.

#### (iv) Trademarks

Trademarks that are acquired through business combination are capitalised on the consolidated statement of financial position. These trademarks are valued on acquisition using a discounted cash flow methodology and the Company's directors make assumptions and estimates regarding future revenue growth, prices, marketing costs and economic factors in valuing them. These assumptions reflect the directors' best estimates but these estimates involve inherent uncertainties, which may not be controlled by the directors.

## 5. 主要會計判斷及估計不明朗因素的主要來源 (續)

### (B) 估計不明朗因素的主要來源 (續)

#### (iii) 存貨撥備

本集團於各報告日期檢討存貨之賬面值，以釐定存貨是否按照附註4(p)所載的會計政策以成本及可變現淨值兩者中之較低者入賬。管理層根據現行市況及類似存貨的過往經驗估計可變現價值淨額。任何假設之改變將增加或減少存貨撇減值或撇減的相關撥回，並因此影響本集團的溢利及資產淨值。

#### (iv) 商標

透過業務合併收購之商標於綜合財務狀況表內資本化。該等商標於收購時使用折現現金流量法進行估值及本公司董事就於彼等估值之日後營業額增長、價格、市場推廣成本及經濟因素作出假設及估計。該等假設反映董事之最佳估計，但該等估計涉及內在不確定因素，而該等因素可能不受董事所控制。

## **5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)**

### **(B) KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)**

#### **(iv) Trademarks (Continued)**

Upon acquisition the directors assess the useful economic life of the trademarks. In arriving at the conclusion that a trademark has an indefinite life, the directors consider the fact that the Group is expected to hold and support the trademarks for an indefinite period, through spending on consumer marketing and promotional support, which is deducted in arriving at revenue. The trademarks are established over many years and continue to provide considerable economic benefits. The directors also consider factors such as the Group's ability to continue to protect the legal rights that arise from these trademarks indefinitely or the absence of any regulatory, economic or competitive factors that could truncate their lives.

A strategic decision to withdraw marketing support from trademarks or the weakening trademarks' appeal through changes in customer preferences might result in the directors concluding that the trademarks' lives had become finite. Were intangible assets to be assigned a definite life, a charge would be recorded that would reduce reported profit from operations and reduce the value of the assets reported in the consolidated statement of financial position.

## **5. 主要會計判斷及估計不明朗因素的主要來源 (續)**

### **(B) 估計不明朗因素的主要來源 (續)**

#### **(iv) 商標 (續)**

於收購時，董事對商標之使用年期進行評估。於達致商標具有不確定年期之結論時，董事認為本集團預期於不確定期間透過於消費者市場及營銷支持支出（其於達致時自營業額中扣除）持有及支持該等商標之情況。該等商標乃經過多年後方才享有聲譽及繼續提供可觀之經濟利益。董事亦認為，本集團能夠繼續無限期保護該等商標產生之合法權利或並無任何可以縮短該等商標年期之監管、經濟或競爭因素。

策略性決定撤銷對商標之市場推廣支持或透過改變消費者偏好而削弱商標之吸引力，可能導致董事得出商標年期變為確定之結論。倘無形資產被制定確定年期，則錄得之支出將減低所錄得經營活動之溢利並減低於綜合財務狀況表內錄得資產之價值。

## 5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

### (B) KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### (v) *Impairment of trade and other receivables*

The Group estimates the impairment allowances for trade and other receivables by assessing the recoverability based on credit history and prevailing market conditions. This requires the use of estimates and judgements. Allowances are applied to trade and other receivables where events or changes in circumstances indicate that the balances may not be collectible. Where the expectation is different from the original estimate, such difference will affect the carrying amounts of trade and other receivables and thus the impairment loss in the period in which such estimate is changed. The Group reassesses the impairment allowances at the end of each reporting period.

## 6. SEGMENT INFORMATION

Information reported to the chief operating decision-maker, being the directors of the Company, for the purpose of resources allocation and performance assessment focuses specifically on the assessment of operating performance in each operating unit, which is the basis upon which the Group is organised. Each operating unit is distinguished based on types of goods or services delivered or provided. No operating segments identified by the chief operating decision-maker have been aggregated in arriving at the reportable segments of the Group. Financial information on segment results and segment assets are regularly provided to the chief operating decision maker while no information of segment liabilities is provided.

## 5. 主要會計判斷及估計不明朗因素的主要來源 (續)

### (B) 估計不明朗因素的主要來源 (續)

#### (v) *貿易及其他應收款項減值*

本集團根據信貸記錄及現行市況評估貿易及其他應收款項的可收回性，從而估計貿易及其他應收款項的減值撥備。這須要作出估計及判斷。倘有事件或情況的轉變顯示餘款未能收回，則會就貿易及其他應收款項計提撥備。倘預期貿易及其他應收款項的可收回水平與原先估計不同，有關差額將會影響貿易及其他應收款項的賬面金額，從而影響估計變更期間的減值虧損。本集團於各報告期末重新評估減值撥備。

## 6. 分部資料

用以資源調配及評定表現而呈報予主要營運決策者（即本公司董事）的資料著重於每個組成本集團基礎要素的營運單位的經營表現評核，每個營運單位乃按商品或服務類別交付或提供而區分。在達致本集團的可報告分部時，並無彙集主要營運決策者所識別的經營分部。有關業績分部及資產分部的財務資料會定時向主要營運決策者提供，惟並不包括負債分部資料。

## 6. SEGMENT INFORMATION (CONTINUED)

The Group's reportable and operating segments under HKFRS 8 are as follows:

- Retailing and sourcing – retailing and provision of sourcing services for branded apparel, swimwear and accessories;
- Branding – development and management of “PONY” brand;
- Property investment and holding;
- Outlet malls;
- Financial services; and
- Duty free.

## 6. 分部資料 (續)

本集團根據香港財務報告準則第8號之可報告及經營分部如下：

- 零售及採購—品牌服裝、游泳服裝及配件零售並為其提供採購服務；
- 品牌推廣—發展及管理「PONY」品牌；
- 物業投資及持有物業；
- 奧特萊斯；
- 金融服務；及
- 免稅業務。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

For the year ended 31 December 2016  
截至2016年12月31日止年度

### 6. SEGMENT INFORMATION (CONTINUED)

#### (A) SEGMENT REVENUE AND RESULTS

The following is an analysis of the Group's revenue and results by reportable segment:

For the year ended 31 December 2016

### 6. 分部資料 (續)

#### (A) 分部營業額及業績

以下為按可報告分部呈列的本集團營業額及業績分析：

截至2016年12月31日止年度

		Retailing and sourcing 零售與採購	Branding 品牌推廣	Property investment and holding 物業投資及 持有物業	Outlet malls 奥特莱斯 (Note) (附註)	Financial services 金融服務	Duty free 免稅業務	Consolidated 綜合
		HKD('000) 千港元	HKD('000) 千港元	HKD('000) 千港元	HKD('000) 千港元	HKD('000) 千港元	HKD('000) 千港元	HKD('000) 千港元
<b>REVENUE</b>	<b>營業額</b>							
External sales	對外銷售	131,114	39,561	36,245	29,719	119,592	7,625	363,856
Inter-segment sales	分部間銷售	-	-	2,912	-	-	-	2,912
		<b>131,114</b>	<b>39,561</b>	<b>39,157</b>	<b>29,719</b>	<b>119,592</b>	<b>7,625</b>	<b>366,768</b>
Segment profit/(loss)	分部溢利/(虧損)	<b>2,554</b>	<b>8,969</b>	<b>35,176</b>	<b>(37,021)</b>	<b>51,396</b>	<b>(11,507)</b>	<b>49,567</b>
Unallocated income	未分配收入							
- Interest income	- 利息收入							3,814
- Others	- 其他							498
Central administrative costs	中央行政成本							(24,653)
Share of results of joint ventures	一佔合營企業業績							964
Profit before income tax expenses	除所得稅開支前溢利							<b>30,190</b>
<i>Note:</i>	<i>附註:</i>							
The revenue from outlet malls segment is analysed as follows:	奥特莱斯分部的收入分析如下:							
Gross revenue from concessionaire sales	特許權銷售總收入							<b>252,446</b>
Commission income from concessionaire sales	特許權銷售所得佣金收入							<b>29,719</b>

## 6. SEGMENT INFORMATION (CONTINUED)

## 6. 分部資料 (續)

### (A) SEGMENT REVENUE AND RESULTS (CONTINUED)

For the year ended 31 December 2015

### (A) 分部營業額及業績 (續)

截至2015年12月31日止年度

		Retailing and sourcing	Branding	Property investment and holding	Outlet malls	Financial services	Duty free	Consolidated
		零售與採購	品牌推廣	物業投資及 持有物業	奧特萊斯 (Note) (附註)	金融服務	免稅業務	綜合
		HKD('000) 千港元	HKD('000) 千港元	HKD('000) 千港元	HKD('000) 千港元	HKD('000) 千港元	HKD('000) 千港元	HKD('000) 千港元
<b>REVENUE</b>	<b>營業額</b>							
External sales	對外銷售	155,267	24,841	34,042	38,880	92,868	5,169	351,067
Inter-segment sales	分部間銷售	–	–	1,872	–	–	–	1,872
		<u>155,267</u>	<u>24,841</u>	<u>35,914</u>	<u>38,880</u>	<u>92,868</u>	<u>5,169</u>	<u>352,939</u>
Segment profit/(loss)	分部溢利/(虧損)	<u>24,663</u>	<u>193,938</u>	<u>23,506</u>	<u>(63,341)</u>	<u>58,720</u>	<u>(13,592)</u>	<u>223,894</u>
Unallocated income	未分配收入							
– Interest income	– 利息收入							6,719
– Translation reserve released to profit or loss on obtaining control of joint ventures	– 於取得合營企業控制 時撥回至損益之 匯兌儲備							2,051
– Gain on disposal of subsidiaries	– 出售附屬公司收益							155
– Other	– 其他							1,011
Central administrative costs	中央行政成本							(37,020)
Share of results of joint ventures	佔合營企業業績							(1,757)
Profit before income tax expenses	除所得稅開支前溢利							<u>195,053</u>
Note:	附註:							
The revenue from outlet malls segment is analysed as follows:	奧特萊斯分部的收入 分析如下:							
Gross revenue from concessionaire sales	特許權銷售總收入							<u>263,601</u>
Commission income from concessionaire sales	特許權銷售所得佣金收入							<u>38,880</u>

Segment profit/(loss) represents the profit earned or the loss incurred by each segment without allocation of central administrative costs, interest income, translation reserve released to profit or loss on obtaining control of joint ventures, gain on disposal of subsidiaries, and share of results of joint ventures. Such segment result is reported to the chief operating decision-maker for the purpose of resources allocation and performance assessment.

分部溢利/(虧損)指各分部在無分配中央行政成本、利息收入、於取得合營企業控制時撥回至損益之匯兌儲備、出售附屬公司收益及佔合營企業業績的情況下所賺取之溢利或所產生的虧損。有關分部業績乃呈報予主要營運決策者，用以分配資源及評估表現。

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**6. SEGMENT INFORMATION (CONTINUED)**

**(B) SEGMENT ASSETS**

The following is an analysis of the Group's assets by reportable segment:

**Segment assets**

		<b>2016</b>	2015
		<b>HKD('000)</b>	HKD('000)
		<b>千港元</b>	千港元
Retailing and sourcing	零售與採購	<b>47,335</b>	85,781
Branding	品牌推廣	<b>151,002</b>	159,169
Property investment and holding	物業投資及持有物業	<b>1,480,837</b>	1,463,242
Outlet malls	奧特萊斯	<b>583,560</b>	622,362
Financial services	金融服務	<b>547,123</b>	867,921
Duty free	免稅業務	<b>15,443</b>	18,324
<b>Total segment assets</b>	<b>分部資產總值</b>	<b>2,825,300</b>	3,216,799
Unallocated	未分配	<b>569,876</b>	507,814
<b>Consolidated assets</b>	<b>綜合資產</b>	<b>3,395,176</b>	3,724,613

For the purposes of monitoring segment performance and allocating resources between segments, all assets are allocated to reportable segments other than interests in joint ventures, loan to an associate, amount due from joint ventures, loan to non-controlling interests, deferred tax assets, club debenture, restricted bank deposits and bank balances and cash.

**6. 分部資料 (續)**

**(B) 分部資產**

以下為按可報告分部呈列的本集團資產分析：

**分部資產**

用以監察分部表現及於分部間分配資源，除於合營企業之權益、貸款予聯營企業、應收合營企業款項、貸款予非控股權益、遞延稅項資產、會所債券、受限制銀行存款及銀行結餘及現金外，所有資產會按可報告分部分配。

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**6. SEGMENT INFORMATION (CONTINUED)**

**6. 分部資料 (續)**

**(C) OTHER SEGMENT INFORMATION**

For the year ended 31 December 2016

**(C) 其他分部資料**

截至2016年12月31日止年度

	Retailing and sourcing	Branding	Property investment and holding	Outlet malls	Financial services	Duty free	Consolidated
	零售與採購	品牌推廣	持有物業	奧特萊斯	金融服務	免稅業務	綜合
	HKD('000)	HKD('000)	HKD('000)	HKD('000)	HKD('000)	HKD('000)	HKD('000)
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment profit/ (loss) or segment assets:	計入計量分部溢利/ (虧損)或分部資產的 款項:						
Capital expenditure (Note)	2,628	8	619	7,723	12	222	11,212
Depreciation of property, plant and equipment	3,508	378	8,896	17,978	528	3,491	34,779
Amortisation of prepaid lease payments	-	-	-	6,958	-	-	6,958
Increase in fair value of investment properties	-	-	20,370	-	-	-	20,370
Provision of allowance for bad and doubtful debts	-	3,874	-	-	8,000	-	11,874
Reversal of allowance for inventories, net	1,517	1,408	-	-	-	383	3,308
Interest income	-	-	-	-	89,924	-	89,924
Interest expense	-	-	18,429	-	-	-	18,429

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**6. SEGMENT INFORMATION (CONTINUED)**

**(C) OTHER SEGMENT INFORMATION (CONTINUED)**

For the year ended 31 December 2015

	Retailing and sourcing	Branding	Property investment and holding	Outlet malls	Financial services	Duty free	Consolidated
	零售與採購	品牌推广	持有物業	奧特萊斯	金融服務	免稅業務	綜合
	HKD('000)	HKD('000)	HKD('000)	HKD('000)	HKD('000)	HKD('000)	HKD('000)
	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Amounts included in the measure of segment profit/ (loss) or segment assets:	計入計量分部溢利/ (虧損)或分部資產的款項:						
Capital expenditure (Note)	3,904	329	33,042	24,592	2,993	7,252	72,112
Depreciation of property, plant and equipment	3,103	386	7,674	25,385	413	3,435	40,396
Amortisation of prepaid lease payments	-	-	-	7,349	-	-	7,349
Increase in fair value of investment properties	-	-	3,443	-	-	-	3,443
Provision of allowance for bad and doubtful debts	-	6,000	-	-	-	-	6,000
Reversal/(provision) of allowance for inventories, net	9,990	1,135	-	-	-	(1,127)	9,998
Gain on disposal of intangible assets	-	222,497	-	-	-	-	222,497
Interest income	-	-	-	-	63,902	-	63,902
Interest expense	-	-	10,965	-	-	-	10,965

Note: Capital expenditure includes additions to property, plant and equipment.

附註：資本開支包括添置物業、廠房及設備。

**6. 分部資料 (續)**

**(C) 其他分部資料 (續)**

截至2015年12月31日止年度



## 6. SEGMENT INFORMATION (CONTINUED)

### (D) GEOGRAPHICAL INFORMATION

The Group's revenue from external customers by geographical location of the delivery destinations and information about its non-current assets by geographical location of the assets are detailed below:

		Revenue from external customers 自外部客戶的收入		Non-current assets located (Note (ii)) 非流動資產所在地 (附註(ii))	
		2016 HKD('000) 千港元	2015 HKD('000) 千港元	2016 HKD('000) 千港元	2015 HKD('000) 千港元
The People's Republic of China	中華人民共和國	190,118	220,944	1,512,315	1,607,197
Taiwan	台灣	7,625	5,169	5,146	8,307
Hong Kong (Place of domicile)	香港 (原居地)	126,553	100,113	506,181	478,101
United States of America	美國	7,029	905	-	-
Other Asia countries (Note (i))	其他亞洲國家 (附註(i))	26,781	23,189	-	-
Others (Note (i))	其他 (附註(i))	5,750	747	146,676	147,047
		<b>363,856</b>	<b>351,067</b>	<b>2,170,318</b>	<b>2,240,652</b>

Notes:

- (i) The geographical information for the revenue attributed to each country is not available and the cost to capture such information would be excessive.
- (ii) Non-current assets exclude deferred tax assets, restricted bank deposit, interests in joint ventures and loan to an associate.

### (E) INFORMATION ABOUT MAJOR CUSTOMERS

No revenue from transactions with a single external customer amounted to 10% or more of the Group's revenue subsisted during the year ended 31 December 2016 and 2015.

## 6. 分部資料 (續)

### (D) 地區資料

本集團自外部客戶的收入按運送目的地地區分類及其非流動資產資料按資產所在地區分類的詳情如下：

		Revenue from external customers 自外部客戶的收入		Non-current assets located (Note (ii)) 非流動資產所在地 (附註(ii))	
		2016 HKD('000) 千港元	2015 HKD('000) 千港元	2016 HKD('000) 千港元	2015 HKD('000) 千港元
The People's Republic of China	中華人民共和國	190,118	220,944	1,512,315	1,607,197
Taiwan	台灣	7,625	5,169	5,146	8,307
Hong Kong (Place of domicile)	香港 (原居地)	126,553	100,113	506,181	478,101
United States of America	美國	7,029	905	-	-
Other Asia countries (Note (i))	其他亞洲國家 (附註(i))	26,781	23,189	-	-
Others (Note (i))	其他 (附註(i))	5,750	747	146,676	147,047
		<b>363,856</b>	<b>351,067</b>	<b>2,170,318</b>	<b>2,240,652</b>

附註：

- (i) 鑑於獲取有關資料的成本高昂，概無呈列每個國家應佔收入的地區資料。
- (ii) 非流動資產不包括遞延稅項資產、受限制銀行存款、於合營企業的權益及貸款予聯營公司的權益。

### (E) 有關主要客戶資料

截至2016年及2015年12月31日止年度，概無任何與單一外部客戶之交易收入佔本集團現存營業額10%或以上。

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**7. FINANCE COSTS**

**7. 融資成本**

	2016 HKD('000) 千港元	2015 HKD('000) 千港元
Interest on bank borrowings 銀行貸款利息	<b>18,429</b>	10,965

Bank borrowings amounting to HK\$173,082,000 (2015: HK\$173,002,000) are repayable within one year.

為數173,082,000港元(2015年: 173,002,000港元)的銀行貸款須於一年內償還。

**8. INCOME TAX EXPENSE**

**8. 所得稅支出**

The amount of income tax expenses in the consolidated statement of comprehensive income represents:

綜合全面收益表內的所得稅支出金額指：

	2016 HKD('000) 千港元	2015 HKD('000) 千港元
<b>Current tax</b> 香港		
– Profits tax		
– current year	<b>(6,084)</b>	(11,660)
– over provision in prior years	<b>49</b>	–
Other jurisdictions		
– Enterprise income tax		
– current year	<b>(2,852)</b>	(6,818)
– under provision in prior years	<b>(47)</b>	(5,081)
– Other		
– current year	<b>(1,015)</b>	(4,869)
	<b>(9,949)</b>	(28,428)
Deferred tax		
– current year	<b>(6,196)</b>	(10,547)
Income tax expenses	<b>(16,145)</b>	(38,975)

## **8. INCOME TAX EXPENSE (CONTINUED)**

### **HONG KONG TAX**

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profits for both years.

### **PRC TAX**

All group companies operating in the PRC are subject to the applicable tax rate of 25% during the years ended 31 December 2016 and 2015, except for an acquired subsidiary incorporated in Hong Kong and engaged in property investment in the PRC, which is subject to the applicable tax rate of 10% on its gross rental income earned in the PRC, based on the existing legislation, interpretation and practices in respect thereof.

Up to the date of these financial statements, the above acquired subsidiary has not filed the tax returns for corporate income tax in the PRC in respect of its income derived from the PRC. The PRC tax authority has the right to levy penalty for late filing of tax returns. The amount of such potential penalty cannot be reliably estimated as the range of which is wide and therefore no provision was made in these consolidated financial statements. However, for all new tenancy agreements signed between the Group and tenants, a new term has been added such that the tenants are required to pay PRC Enterprise Income Tax on behalf of the Group. Based on the experience of the Group's management and the above measures adopted during the year ended 31 December 2016, the amount of such penalty, if any, will not be material to the Group's consolidated financial statements. In addition, pursuant to the agreement in respect of acquisition of that subsidiary, the vendor has undertaken to indemnify the Group for any liability arising from the above late filing of tax returns prior to the completion date of the acquisition.

## **8. 所得稅支出 (續)**

### **香港稅項**

香港利得稅乃按兩個年度內估計應課稅溢利按稅率16.5%計算。

### **中國稅項**

截至2016年及2015年12月31日止年度，於中國經營的所有集團公司須按適用稅率25%繳納稅項，惟收購的於香港註冊成立並於中國從事物業投資的附屬公司除外，根據有關現行法規、詮釋及慣例，該公司須就其於中國賺取的租金收入總額按適用稅率10%繳納稅項。

直至此等財務報表日期，上述收購的附屬公司尚未就其於中國獲得的收入提交中國企業所得稅納稅申報單。因此，中國稅務機關有權就較晚提交納稅申報單處以罰款。有關潛在罰款金額因範圍廣泛而無法可靠估計，因此，並無於此等財務報表中作出撥備。然而，本集團與租戶簽訂的所有新租賃協議已增加一項新條款，因此租戶須代表本集團支付中國企業所得稅。根據本集團管理層的經驗及截至2016年12月31日止年度所採納的上述措施，有關罰款（如有）金額將對本集團的綜合財務報表而言並不重大。此外，根據有關收購該附屬公司的協議，賣方已承諾彌償本集團於收購事項完成日期前因上述較晚提交納稅申報單而引致的任何責任。

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**8. INCOME TAX EXPENSE (CONTINUED)**

**OTHERS**

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Income tax expense for the year can be reconciled to the profit before income tax expense per the consolidated statement of comprehensive income as follows:

**8. 所得稅支出 (續)**

**其他**

其他司法權區所產生的稅項，乃依相關司法權區的現行稅率計算。

年度所得稅支出可與綜合全面收益表中除所得稅支出前溢利對賬如下：

		2016 HKD'000 千港元	2015 HKD'000 千港元
Profit before income tax expenses	除所得稅支出前溢利	30,190	195,053
Tax expense calculated at Hong Kong Profits Tax rate of 16.5%	依香港利得稅稅率16.5%計算之稅務支出	(4,981)	(32,184)
Tax effect of expenses not deductible for tax purposes	不獲扣減稅項的開支之稅務影響	(3,772)	(10,107)
Tax effect of revenue not taxable for tax purposes	無須課稅的收入之稅務影響	7,868	8,612
Tax effect of share of results of joint ventures	佔合營企業業績之稅務影響	-	(290)
Tax effect of tax losses not recognised	未確認稅務虧損之稅務影響	(15,432)	-
Tax effect of deductible temporary difference not recognised	未確認可扣減暫時差額之稅務影響	(29)	-
Tax effect of utilisation of tax losses previously not recognised	動用過去未確認稅務虧損之稅務影響	124	2,011
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營的附屬公司不同稅率之影響	75	(1,936)
Over/(under) provision in respect of prior years	過往年度超額撥備／(撥備不足)	2	(5,081)
Income tax expenses	所得稅支出	<b>(16,145)</b>	<b>(38,975)</b>

In addition to the amount charged to profit or loss, deferred tax relating to the revaluation of the Group's properties has been charged or credited directly to other comprehensive income.

除自損益扣除的金額外，有關重估本集團物業的遞延稅項已直接自其他全面收益中扣除或計入。

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**9. PROFIT FOR THE YEAR**

**(A) OTHER INCOME AND GAINS**

**9. 年度溢利**

**(A) 其他收入及收益**

		2016 HKD('000) 千港元	2015 HKD('000) 千港元
Gain on disposal of subsidiaries	出售附屬公司收益	38	4,470
Bad debts recovery	壞賬回收	30	–
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	–	2
Gain on disposal of available-for-sale investments	出售可供銷售投資收益	–	5,605
Gain on disposal of intangible assets	出售無形資產收益	–	222,497
Interest income from bank deposits	來自銀行存款利息收入	1,839	6,719
Interest income from joint ventures	來自合營企業利息收入	1,975	–
Net gain on trading securities	交易證券的淨收益	–	161
Translation reserves released to profit or loss on obtaining control of joint ventures	於取得合營企業控制時 撥回至損益之匯兌儲備	–	2,051
Government grant*	政府補助*	1,801	1,695
Others	其他	5,699	7,238
		<b>11,382</b>	<b>250,438</b>

\* The Group received grants from the relevant PRC government authorities in support of the Group's retail business in the PRC. There were no unfulfilled conditions to receive the grants.

\* 本集團獲相關中國政府機關發放補助，以支持本集團於中國之零售業務。概無就收取補助而須達成之未達成條件。



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**9. PROFIT FOR THE YEAR (CONTINUED)**

**(B) OTHER EXPENSES**

**9. 年度溢利 (續)**

**(B) 其他開支**

	2016 HKD('000) 千港元	2015 HKD('000) 千港元
Bad debts written off	3,362	3,048
Loss on disposal of property, plant and equipment	10	–
Write off of property, plant and equipment	8	4,731
Provision of allowance for bad and doubtful debts, net – Trade and loans receivables	11,874	6,000
Net loss on trading securities	822	–
Fair value loss on re-measurement of equity interests in a joint venture	–	20
Others	3,898	1,836
	<b>19,974</b>	<b>15,635</b>

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**9. PROFIT FOR THE YEAR (CONTINUED)**

**9. 年度溢利 (續)**

**(C) PROFIT FOR THE YEAR HAS BEEN ARRIVED AT:**

**(C) 年度溢利達致：**

		2016 HKD('000) 千港元	2015 HKD('000) 千港元
After charging:	扣除：		
Directors' emoluments (Note 10(a))	董事袍金 (附註10(a))	5,425	6,393
Other employee costs	其他僱員成本	56,296	65,150
Retirement benefits schemes contributions, excluding Directors	退休福利計劃供款，不包括董事	6,881	7,501
		<u>68,602</u>	<u>79,044</u>
Auditor's remuneration	核數師酬金	1,860	1,710
Amortisation of prepaid lease payments	預付租賃款項攤銷	6,958	7,349
Cost of inventories recognised as expense	確認為開支的存貨成本	91,998	85,779
Depreciation of property, plant and equipment	物業、廠房及設備折舊	34,779	40,396
Exchange losses, net	匯兌虧損淨額	2,061	-
Write off of property, plant and equipment	物業、廠房及設備撇賬	8	4,731
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	10	-
After crediting:	及已計入：		
Reversal of allowance for inventories, net (Note)	存貨備抵撥回淨額 (附註)	3,308	9,998
Gross rental income from investment properties	投資物業租金收入總額	36,245	34,042
Less: direct operating expenses from investment properties that generate rental income	減：產生租金收入的投資物業直接經營開支	(597)	(595)
		<u>35,648</u>	<u>33,447</u>
Interest income from:	利息收入：		
Loans receivable and advances to customers in margin financing	來自應收貸款及提供予保證金融資客戶之墊款	89,924	63,902

Note: The reversal of allowance for inventories arising from an increase in net realisable value was caused by the increase in estimated scrap value.

附註：可變現淨值增加產生的存貨備抵撥回乃因估計殘值增加所致。

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### 10. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS

#### (A) DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' emoluments is disclosed as follows:

2016

	Chan Kar Lee, Gary	Chan Ting Chuen <sup>(1)</sup>	Chen Fang Mei <sup>(2)</sup>	Cheng Tun Nei (Chief Executive) 鄭盾尼 (主要行政人員)	Chow Yu Chun, Alexander	Ho Shing Chak <sup>(3)</sup>	Liu George Hong-chih <sup>(4)</sup>	Shum Pui Kay	Sze Sun Sun, Tony <sup>(5)</sup>	Wah Wang Kei Jackie	Hong Kim Cheong <sup>(6)</sup>	Total
	陳嘉利	陳庭川 <sup>(1)</sup>	陳芳美 <sup>(2)</sup>	鄭盾尼	周宇俊	何成澤 <sup>(3)</sup>	劉鴻志 <sup>(4)</sup>	沈培基	施新新 <sup>(5)</sup>	華宏驥	方錦祥 <sup>(6)</sup>	合共
	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'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	千港元	千港元	千港元	千港元
Fees	-	-	-	-	170	-	-	160	-	170	180	680
Other emoluments:												
Salaries and other benefits	1,962	-	-	2,382	-	-	-	-	-	-	-	4,344
Bonus (Note)	165	-	-	200	-	-	-	-	-	-	-	365
Contributions to retirement benefits schemes	18	-	-	18	-	-	-	-	-	-	-	36
Share-based payments	-	-	-	-	-	-	-	-	-	-	-	-
Total emoluments	2,145	-	-	2,600	170	-	-	160	-	170	180	5,425

2015

	Chan Kar Lee, Gary	Chan Ting Chuen <sup>(1)</sup>	Chen Fang Mei <sup>(2)</sup>	Cheng Tun Nei (Chief Executive) 鄭盾尼 (主要行政人員)	Chow Yu Chun, Alexander	Ho Shing Chak <sup>(3)</sup>	Liu George Hong-chih <sup>(4)</sup>	Shum Pui Kay	Sze Sun Sun, Tony <sup>(5)</sup>	Wah Wang Kei Jackie	Hong Kim Cheong <sup>(6)</sup>	Total
	陳嘉利	陳庭川 <sup>(1)</sup>	陳芳美 <sup>(2)</sup>	鄭盾尼	周宇俊	何成澤 <sup>(3)</sup>	劉鴻志 <sup>(4)</sup>	沈培基	施新新 <sup>(5)</sup>	華宏驥	方錦祥 <sup>(6)</sup>	合共
	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'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	千港元	千港元	千港元	千港元
Fees	120	-	-	-	96	120	-	96	-	96	-	528
Other emoluments:												
Salaries and other benefits	1,573	-	-	1,712	-	-	-	-	1,710	-	-	4,995
Bonus (Note)	138	-	-	150	-	-	-	-	150	-	-	438
Contributions to retirement benefits schemes	83	-	-	89	-	-	-	-	90	-	-	262
Share-based payments	-	-	-	-	-	-	-	-	-	-	170	170
Total emoluments	1,914	-	-	1,951	96	120	-	96	1,950	96	170	6,393

Note: (1), (2), (3), (4), (5) retired/resigned in 2015

附註：(1)、(2)、(3)、(4)及(5)於2015年退休／辭任

(6) appointed in 2015

(6)於2015年獲委任

The bonus is based on the performance of individuals and the entity.

花紅按個別人士及公司的表現而發放。

## **10. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (CONTINUED)**

### **(A) DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (CONTINUED)**

There are no payments for the loss of office paid to Directors in connection with the management of affairs of the Group during the years ended 31 December 2016 and 2015.

No retirement benefit was paid to or receivable by Directors for management of affairs of the Group during 31 December 2016 and 2015.

During the year ended 31 December 2015, certain Directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in Note 30 to the financial statements. The fair value of such options, which was recognised in profit or loss in the consolidated statement of comprehensive income over the vesting period, was determined as at the date of grant and the amounts included in the financial statements for both years are included in the above Directors' and chief executive's emoluments disclosures.

## **10. 董事袍金及僱員薪酬 (續)**

### **(A) 董事及主要行政人員薪酬 (續)**

截至2016年及2015年12月31日止年度，概無董事因解除與本集團管理事務有關的職務而獲支付款項。

截至2016年及2015年12月31日止，概無董事因與本集團管理事務有關的職務而獲支付或應收退休福利。

截至2015年12月31日止年度內，若干董事根據本公司之購股權計劃就其向本集團提供之服務獲授購股權，有關進一步詳情載於財務報表附註30。有關購股權之公平價值（於歸屬期間綜合全面收益表之損益內確認）乃於授出日期釐定及於兩個年度計入財務報表之金額乃計入上文董事及主要行政人員薪酬之披露內。

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For the year ended 31 December 2016  
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**10. DIRECTORS' EMOLUMENTS AND  
 EMPLOYEES' EMOLUMENTS  
 (CONTINUED)**

**(B) EMPLOYEES' EMOLUMENTS**

During the years ended 31 December 2016 and 2015, the five highest paid individuals of the Group included the Chief Executive and one Director (2015: the Chief Executive and two Directors) whose emoluments are disclosed in Note 10(a) above. The emoluments of the remaining three (2015: two) individuals are as follows:

		2016 HKD'000 千港元	2015 HKD'000 千港元
Salaries and other benefits	薪金及其他福利	3,695	3,101
Retirement benefits schemes contributions	退休福利計劃供款	45	88
		<b>3,740</b>	<b>3,189</b>

Their emoluments were within the following bands:

		2016 No. of employees 僱員人數	2015 No. of employees 僱員人數
HKD1,000,001 to HKD1,500,000	1,000,001港元至 1,500,000港元	3	-
HKD1,500,001 to HKD2,000,000	1,500,001港元至 2,000,000港元	-	2
		<b>-</b>	<b>2</b>

**10. 董事袍金及僱員薪酬 (續)**

**(B) 僱員薪酬**

截至2016年及2015年12月31日止年度，本集團最高薪酬的5名人士，包括最高行政人員及1名董事（2015年：最高行政人員及2名董事），彼等的薪酬已於上文附註10(a)披露。其餘3名（2015年：2名）人士的薪酬如下：

彼等的薪酬乃在下列範圍內：



## 10. DIRECTORS' EMOLUMENTS AND EMPLOYEES' EMOLUMENTS (CONTINUED)

### (B) EMPLOYEES' EMOLUMENTS (CONTINUED)

The emoluments paid or payable to members of senior management were within the following bands:

		2016 No. of employees 僱員人數	2015 No. of employees 僱員人數
Nil to HKD1,000,000	零至1,000,000港元	2	4
HKD1,000,001 to HKD1,500,000	1,000,001港元至 1,500,000港元	3	2
HKD1,500,001 to HKD2,000,000	1,500,001港元至 2,000,000港元	—	2
		<b>—</b>	<b>—</b>

## 11. DIVIDENDS

		2016 HKD('000) 千港元	2015 HKD('000) 千港元
2015 final dividend of HKD0.02 per ordinary share paid during the year (2014: Nil)	已派付2015年期末股息每股普通股0.02港元 (2014年: 無)	53,974	—

No interim dividend was declared or paid during the years ended 31 December 2016 and 2015. For the year ended 31 December 2016, the Board recommends the payment of final dividend of HKD0.0038 (2015: HKD0.02) per ordinary share to the shareholders of the Company.

## 10. 董事袍金及僱員薪酬 (續)

### (B) 僱員薪酬 (續)

已付或應付高級管理人員的薪酬乃在下列範圍內:

## 11. 股息

截至2016年及2015年12月31日止年度均無宣派或派付中期股息。截至2016年12月31日止年度，董事會建議向本公司股東派付期末股息每股普通股0.0038港元 (2015年: 每股0.02港元)。

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For the year ended 31 December 2016  
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### 12. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

#### EARNINGS

		<b>2016</b>	2015
		<b>HKD('000)</b>	HKD('000)
		<b>千港元</b>	千港元
Profit for the year attributable to the owners of the Company	本公司擁有人應佔年度溢利	<b>27,746</b>	180,822

		<b>2016</b>	2015
		<b>Number of shares</b>	Number of shares
		<b>股份數目</b>	股份數目
		<b>('000)</b>	('000)
		<b>(千股)</b>	(千股)
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用以計算每股基本盈利的普通股加權平均數	<b>2,700,487</b>	2,681,411
Effect of diluted potential ordinary shares (Note):	潛在攤薄普通股之影響 (附註):		
– Options	– 購股權	<b>1,126</b>	9,530
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	<b>2,701,613</b>	2,690,941
<b>Earnings per share</b>	<b>每股盈利</b>		
Basic earnings per share (HK cents)	每股基本盈利 (港仙)	<b>1.03</b>	6.74
Diluted earnings per share (HK cents)	每股攤薄盈利 (港仙)	<b>1.03</b>	6.72

Note: The Company's warrants as at 31 December 2016 did not give rise to any dilution effect to the earnings per share because the exercise price of the Company's warrants issued during the year ended 31 December 2016 was higher than the average market price of the Company shares for the period.

### 12. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃依下列數據計算：

#### 盈利

		<b>2016</b>	2015
		<b>HKD('000)</b>	HKD('000)
		<b>千港元</b>	千港元
Profit for the year attributable to the owners of the Company	本公司擁有人應佔年度溢利	<b>27,746</b>	180,822

		<b>2016</b>	2015
		<b>Number of shares</b>	Number of shares
		<b>股份數目</b>	股份數目
		<b>('000)</b>	('000)
		<b>(千股)</b>	(千股)

<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用以計算每股基本盈利的普通股加權平均數	<b>2,700,487</b>	2,681,411
Effect of diluted potential ordinary shares (Note):	潛在攤薄普通股之影響 (附註):		
– Options	– 購股權	<b>1,126</b>	9,530

Weighted average number of ordinary shares for the purpose of diluted earnings per share	用以計算每股攤薄盈利之普通股加權平均數	<b>2,701,613</b>	2,690,941
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<b>Earnings per share</b>	<b>每股盈利</b>		
Basic earnings per share (HK cents)	每股基本盈利 (港仙)	<b>1.03</b>	6.74
Diluted earnings per share (HK cents)	每股攤薄盈利 (港仙)	<b>1.03</b>	6.72

附註：本公司於2016年12月31日認股權證未有攤薄每股盈利，因截至2016年12月31日止年度本公司的認股權證之行使價較本期間本公司股份平均市場價高。

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Leasehold land and buildings in Hong Kong 於香港的租賃土地及樓宇 HKD'000 千港元	Leasehold land and buildings in the PRC 於中國的租賃土地及樓宇 HKD'000 千港元	Buildings 樓宇 HKD'000 千港元	Leasehold improvements 租賃物業裝修 HKD'000 千港元	Plant and machinery 廠房及機器 HKD'000 千港元	Furniture, fixtures and equipment 傢俱、裝置及設備 HKD'000 千港元	Motor vehicles 汽車 HKD'000 千港元	Vessel 船隻 HKD'000 千港元	Total 總額 HKD'000 千港元
<b>Cost or valuation</b>	<b>成本或估值</b>									
At 1 January 2015	於2015年1月1日	147,282	-	329,051	86,498	25,858	24,624	6,033	-	619,346
Exchange realignment	匯兌重列	-	(1,609)	(17,976)	(2,603)	(23)	(1,405)	6	-	(23,610)
Additions	添置	-	28,523	8,555	27,629	131	2,645	1,707	2,922	72,112
Transfer from investment properties	轉自投資物業	62,718	-	-	-	-	-	-	-	62,718
Surplus arising on revaluation	重估產生的盈餘	-	-	4	-	-	-	-	-	4
Disposal of subsidiaries (Note 44)	出售附屬公司(附註44)	-	-	-	(7,915)	(10,010)	(3,765)	(675)	-	(22,365)
Write off	撇賬	-	-	-	(13,112)	(15,154)	(1,448)	(1,071)	-	(30,785)
Disposals	出售	-	-	-	-	-	(18)	(1,871)	-	(1,889)
At 31 December 2015	於2015年12月31日	210,000	26,914	319,634	90,497	802	20,633	4,129	2,922	675,531
Comprising:	包含:									
At cost	成本	-	-	-	90,497	802	20,633	4,129	2,922	118,983
At valuation - 2015	估值-2015年	210,000	26,914	319,634	-	-	-	-	-	556,548
		210,000	26,914	319,634	90,497	802	20,633	4,129	2,922	675,531
Exchange realignment	匯兌重列	-	(1,535)	(18,132)	(4,694)	(323)	(490)	(401)	-	(25,575)
Additions	添置	-	-	4,138	6,269	-	340	457	8	11,212
Surplus arising on revaluation	重估產生的盈餘	15,000	-	-	-	-	-	-	-	15,000
Write off	撇賬	-	-	-	-	-	(29)	-	-	(29)
Disposals	出售	-	-	-	(562)	-	(82)	(35)	-	(679)
At 31 December 2016	於2016年12月31日	225,000	25,379	305,640	91,510	479	20,372	4,150	2,930	675,460
Comprising:	包含:									
At cost	成本	-	-	-	91,510	479	20,372	4,150	2,930	119,441
At valuation - 2016	估值-2016年	225,000	25,379	305,640	-	-	-	-	-	556,019
		225,000	25,379	305,640	91,510	479	20,372	4,150	2,930	675,460
<b>Depreciation</b>	<b>折舊</b>									
At 1 January 2015	於2015年1月1日	-	-	-	44,693	25,049	15,427	3,578	-	88,747
Exchange realignment	匯兌重列	-	-	(373)	(1,066)	(2)	(2,191)	(64)	-	(3,696)
Provided for the year	年度準備	6,030	244	8,244	19,156	145	5,463	944	170	40,396
Write back on revaluation	重估後回撥	(6,030)	(244)	(7,871)	-	-	-	-	-	(14,145)
Disposal of subsidiaries (Note 44)	出售附屬公司(附註44)	-	-	-	(7,289)	(9,578)	(3,063)	(334)	-	(20,264)
Write off	撇賬	-	-	-	(9,399)	(15,154)	(699)	(802)	-	(26,054)
Eliminated on disposal	出售時抵銷	-	-	-	-	-	(13)	(1,338)	-	(1,351)
At 31 December 2015	於2015年12月31日	-	-	-	46,095	460	14,924	1,984	170	63,633
Exchange realignment	匯兌重列	-	(11)	(585)	(3,100)	(321)	(444)	(360)	-	(4,821)
Provided for the year	年度準備	6,882	414	8,909	14,905	133	2,506	737	293	34,779
Write back on revaluation	重估後回撥	(6,882)	(403)	(6,937)	-	-	-	-	-	(14,222)
Write off	撇賬	-	-	-	-	-	(21)	-	-	(21)
Eliminated on disposal	出售時抵銷	-	-	-	(560)	-	(75)	(7)	-	(642)
At 31 December 2016	於2016年12月31日	-	-	1,387	57,340	272	16,890	2,354	462	78,706
<b>Carrying value</b>	<b>賬面值</b>									
At 31 December 2016	於2016年12月31日	225,000	25,379	304,253	34,170	207	3,482	1,796	2,467	596,754
At 31 December 2015	於2015年12月31日	210,000	26,914	319,634	44,402	342	5,709	2,145	2,752	611,898

### **13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)**

The Group's buildings located in Shenyang and Shanghai, the PRC and the leasehold land and buildings located in Hong Kong were valued on 31 December 2016 by Prudential Surveyors (Hong Kong) Limited, an independent firm of professional property valuers not connected to the Group. The fair value of the leasehold land and buildings in Hong Kong and Shanghai, the PRC of approximately HKD250,379,000 as at 31 December 2016 (2015: HKD236,914,000) is a level 2 recurring fair value measurement and the buildings in Shenyang, the PRC of approximately HKD304,253,000 as at 31 December 2016 (2015: HKD319,634,000) is a level 3 recurring fair value measurement. There were no transfers into or out of level 3 during the year.

The valuations of leasehold land and buildings in Hong Kong adopted a direct comparison approach with reference to market comparable sales evidence available in the market. The valuations of buildings in the PRC adopted the depreciated replacement cost approach in the absence of comparable sales evidence.

### **13. 物業、廠房及設備 (續)**

於2016年12月31日，本集團於中國瀋陽及上海的樓宇及於香港的租賃土地及樓宇已由與本集團並無關連之獨立專業物業估價師行測建行(香港)有限公司進行估值。於2016年12月31日，於香港及中國上海的租賃土地及樓宇約250,379,000港元(2015年：236,914,000港元)的公平價值乃為第二級經常性公平價值計量，而於2016年12月31日，於中國沈陽的樓宇約304,253,000港元(2015年：319,634,000港元)的公平價值則為第三級經常性公平價值計量。年內概無轉撥至或轉撥自第三級。

對於香港的租賃土地及樓宇的估值乃採納直接比較法，乃參照在市場上的市場可比較銷售數據而釐定，而對於中國的樓宇的估值在缺乏可比較銷售數據之情況下乃採納折舊重置成本法而釐定。

### 13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

### 13. 物業、廠房及設備 (續)

A reconciliation of the opening and closing level 3 fair value balance is provided below.

年初及年終第三級公平價值結餘對賬如下。

		2016 HKD'000 千港元	2015 HKD'000 千港元
Opening balance (level 3 recurring fair value)	年初結餘 (第三級經常性公平價值)	319,634	329,051
Additions	添置	4,138	8,555
Exchange realignment	匯兌重列	(17,547)	(17,603)
Depreciation	折舊	(8,909)	(8,244)
Gain on revaluation of properties held for own use included in other comprehensive income	計入其他全面收入的持作自用的物業的重估收益	6,937	7,875
Closing balance (level 3 recurring fair value)	年末結餘 (第三級經常性公平價值)	304,253	319,634

#### INFORMATION ABOUT FAIR VALUE MEASUREMENTS USING SIGNIFICANT UNOBSERVABLE INPUTS

#### 有關使用重大不可觀察輸入數據的公平價值計量的資料

Properties 物業	Valuation approach 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍
The PRC 中國	Depreciated replacement cost approach 折舊重置成本法	Construction costs (HKD/sq. meter) 建造成本 (港元/平方米)	2016 HKD 6,785 – 8,564 2015 HKD 7,431 – 9,200

A significant increase/(decrease) in construction costs would result in a significant increase/(decrease) in fair value of the buildings.

建造成本的顯著增加/(減少)將導致樓宇的公平價值顯著增加/(減少)。

There were no changes to the valuation techniques during the year.

年內，估值方法概無出現變動。



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## 13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

Had the land and buildings not been revalued, they would have been included in these consolidated financial statements at historical cost less accumulated depreciation in the amount of approximately HKD389,076,000 (2015: HKD412,917,000).

Certain property, plant and equipment are pledged to a bank to secure the bank borrowings and general banking facilities granted to the Group (Note 28).

## 13. 物業、廠房及設備 (續)

公平價值計量乃以上述物業之最高及最佳用途(與實際用途並無差別)為基準。

倘土地及樓宇並無重新估值,將會以歷史成本扣減累計折舊值,約389,076,000港元(2015年:412,917,000港元)計入綜合財務報表。

若干物業、廠房及設備已抵押予某銀行以擔保授予本集團的銀行貸款及一般銀行信貸融通(附註28)。

## 14. INVESTMENT PROPERTIES

## 14. 投資物業

Group	本集團	Investment properties under construction 興建中的投資物業 HKD'000 千港元	Completed investment properties 已完成投資物業 HKD'000 千港元	Total 總金額 HKD'000 千港元
FAIR VALUE	公平價值			
At 1 January 2015	於2015年1月1日	462,177	843,540	1,305,717
Transfer to property, plant and equipment	轉至物業、廠房及設備	–	(62,718)	(62,718)
Increase in fair value recognised in profit or loss	於損益確認的公平價值增加	193	3,250	3,443
Exchange realignment	匯兌重列	(25,254)	(30,765)	(56,019)
At 31 December 2015	於2015年12月31日	437,116	753,307	1,190,423
Increase in fair value recognised in profit or loss	於損益確認的公平價值增加	2,974	17,396	20,370
Exchange realignment	匯兌重列	(25,104)	(30,421)	(55,525)
At 31 December 2016	於2016年12月31日	414,986	740,282	1,155,268

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### 14. INVESTMENT PROPERTIES (CONTINUED)

### 14. 投資物業 (續)

Notes:

- (a) All of the Group's leasehold interests in land and buildings held under operating leases to earn rentals or for capital appreciation purposes are classified and accounted for as investment properties and are measured using the fair value model.
- (b) As at 31 December 2015, the fair value of the commercial and industrial properties in Hong Kong and Beijing, the PRC of approximately HKD753,307,000 was a level 2 recurring fair value measurement. During the year ended 31 December 2016, the fair value of commercial properties in Beijing, the PRC of approximately HKD504,282,000 (2015: fair value of HKD532,308,000) was transferred from level 2 fair value measurement to level 3 fair value measurement (2015: no transfer). Other investment properties in Shenyang, the PRC of approximately HKD414,986,000 as at 31 December 2016 (2015: HKD437,116,000) is a level 3 recurring fair value measurement in both years. A reconciliation of the opening and closing level 3 fair value balance is provided below.

附註：

- (a) 本集團按經營租賃作租金收入或資本增值用途的所有土地及樓宇的租賃權益，乃分類及以投資物業入賬，並以公平價值模式計量。
- (b) 於2015年12月31日，於香港及中國北京的商業及工業物業約753,307,000港元的公平價值乃為第二級經常性公平價值計量，於中國北京的商業物業約504,282,000港元（2015年：公平價值532,308,000港元）乃由第二級公平價值計量轉至第三級公平價值計量（2015年：並無轉撥）。於2016年12月31日，於中國瀋陽的其他投資物業約414,986,000港元（2015年：437,116,000港元）為兩個年度的第三級經常性公平價值計量。年初及年終第三級公平價值結餘對賬如下。

		2016 HKD'000 千港元	2015 HKD'000 千港元
Opening balance (level 3 recurring fair value)	年初結餘（第三級經常性公平價值）		462,177
Increase in fair value recognised in profit or loss	於損益確認的公平價值增加	437,116	193
Transfer from level 2	轉自第二級	504,282	-
Exchange realignment	匯兌重列	(25,104)	(25,254)
Closing balance (level 3 recurring fair value)	年末結餘 （第三級經常性公平價值）	919,268	437,116

The fair values of the Group's investment properties in Beijing, the PRC, at 31 December 2016, was arrived at on the basis of valuations carried out on that date by Knight Frank Petty Limited, an independent firm of professional property valuer not connected to the Group. Fair value is determined by applying the capitalisation of net income approach, using the discounted cash flow method, based on the estimated rental value of the property. The valuation takes account of expected vacancy rates and rental growth rates of the properties. The discount rates have been adjusted for the condition and location of the buildings. The valuation also includes the estimated terminal value and made provisions for reversionary income potential at the end of the projection period. In prior years, the fair value of these investment properties was determined by using the market approach. The change in valuation technique in the current year was a result of more tenancy agreements being renewed which in the view of the valuer had made the use of income approach is more appropriate.

The fair values of the Group's investment properties in Beijing, the PRC, at 31 December 2015, and other investment properties at 31 December 2016 and 2015, were arrived at on the basis of valuations carried out on those dates by Prudential Surveyors (Hong Kong) Limited, an independent firm of professional property valuers not connected to the Group. The valuations of investment properties were arrived with reference to market comparable sales evidence available in the market.

於2016年12月31日，本集團於中國北京的投資物業的公平價值乃由與本集團並無關連之獨立專業物業估值師行萊坊測計師行有限公司按該日進行的估值為基準計算。公平價值乃根據物業的估計出租價值，採用貼現現金流量法，應用收入淨額資本化法釐定。估計計及物業的預期空置率及租金增長率。貼現率已就樓宇的條件及地點作出調整。估值亦包括估計最終價值並就預測期末潛在復歸收入作出撥備。於過往年度，該等投資物業的公平價值乃採用市場法釐定。本年度估值技術的變動乃因重續更多租賃協議所致，而估值師認為對該等協議利用收入法屬更為恰當。

於2015年12月31日本集團於中國北京的投資物業及於2016年及2015年12月31日其他投資物業的公平價值乃由與本集團並無關連之獨立專業物業估值師行測建行（香港）有限公司按進行重估當日的基準計量，投資物業之估值乃參考市場可得之可比較市場銷售憑證而釐定。

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### 14. INVESTMENT PROPERTIES (CONTINUED)

### 14. 投資物業 (續)

Notes: (Continued)

附註：(續)

(b) (Continued)

(b) (續)

Information about fair value measurements using significant unobservable inputs

有關使用重大不可觀察輸入數據的公平價值計量的資料

Properties 物業	Valuation approach 估值方法	Notes 附註	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍	
				2016	2015
Shenyang, the PRC 中國沈陽	Direct comparison approach 直接比較法	(i)	(Discount)/premium on characteristics of the properties 物業特性的(折讓)/溢價	-3% to 10%	-10% to 4%
Beijing, the PRC 中國北京	Term and reversionary method 年期及復歸法	(ii)	Term yield Reversionary yield 年期收益復歸收益	5.9%	N/A 不適用
			Reversionary yield 復歸收益	5.5%	N/A 不適用
			Market unit rent (HKD/sq. meter) 市場單位租金(港元/平方米)	232	N/A 不適用
	Direct comparison approach 直接比較法	(i)	(Discount)/premium on characteristics of the properties 物業特性的(折讓)/溢價	N/A 不適用	-10% to 4%

Notes:

附註：

(i) The valuations take into account the characteristics of the properties which included the location, size, and time of the comparable transactions.

(i) 估值考慮物業特性，包括可比較交易之地點、規模及時間。

A significant increase/(decrease) in the discount on characteristics of the properties, or a significant (decrease)/increase in the premium on characteristics of the properties would result in a significant (decrease)/increase in fair value of the investment properties.

物業特性折讓的顯著增加/(減少)或物業特性溢價的顯著(減少)/增加會導致投資物業公平價值的顯著(減少)/增加。

(ii) Term and reversionary method measures the fair value of the properties by taking into account the rental income derived from the existing leases with due allowance for the reversionary income potential of the leases, which are then capitalised into the value at appropriate rates.

(ii) 年期及復歸法計及現有租賃所得的租金收入，並對潛在復歸收入作出適當準備，隨後按適當比例資本化為估值後，計量物業的公平價值。

A significant increase/(decrease) in term yield and reversionary yield of the properties, or a significant (decrease)/increase in market unit rent of the properties would result in a significant (decrease)/increase in fair value of the investment properties.

物業的年期收益及復歸收益的顯著增加/(減少)或物業市場單位租金的顯著(減少)/增加會導致投資物業公平價值的顯著(減少)/增加。

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

公平價值計量乃以上述物業之最高及最佳用途(與實際用途並無差別)為基準。

As at 31 December 2016 and 2015, a large portion of the completed investment properties were rented out under operating leases. Details of operating lease arrangements are set out in Note 36.

於2016年及2015年12月31日，大部分已建成投資物業已按經營租賃出租。經營租賃安排詳情載於附註36。

## 14. INVESTMENT PROPERTIES (CONTINUED)

Notes: (Continued)

- (c) Certain investment property is pledged to a bank to secure the bank borrowings and general banking facilities granted to the Group (Note 28).
- (d) The Group has not yet obtained formal title to its interest in a parcel of land as at 31 December 2016 and 2015 with a carrying amount of approximately HKD210,291,000 (2015: HKD221,542,000). In the opinion of the Directors, the absence of formal title of this land interest has not impaired its value to the Group as the Group had paid the full purchase consideration to the local land bureau and will promptly apply for the registration of formal title once the Group has fulfilled the relevant conditions. The Directors regard the probability of being deprived from the use of the land on the ground of lack of formal title is remote.

## 14. 投資物業 (續)

附註：(續)

- (c) 若干投資物業已抵押予某銀行以擔保銀行貸款及授予本集團的一般銀行信貸融通(附註28)。
- (d) 本集團尚未獲授予一幅地塊權益的正式業權，其賬面值於2016年及2015年12月31日約為210,291,000港元(2015年：221,542,000港元)。董事認為，該土地的價值不會因欠缺該土地權益的正式業權而減值，因本集團已就該土地權益向當地土地局悉數繳付地價，並且本集團將於達成相關條件後立即申請註冊正式業權。董事認為因欠缺正式業權而失去土地使用權的可能性甚低。

## 15. PREPAID LEASE PAYMENTS

## 15. 預付租賃售款項

		2016 HKD'000 千港元	2015 HKD'000 千港元
At 1 January	於1月1日	261,407	284,766
Amortisation	攤銷	(6,958)	(7,349)
Exchange adjustment	匯兌調整	(13,619)	(16,010)
		<u>240,830</u>	<u>261,407</u>
At 31 December	於12月31日		
Analysed for reporting purposes as:	為報告目的而分析為：		
Current asset	流動資產	6,617	7,159
Non-current asset	非流動資產	234,213	254,248
		<u>240,830</u>	<u>261,407</u>

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**16. INTANGIBLE ASSETS**

**16. 無形資產**

Group	本集團	Trading rights 交易權 HKD'000 千港元	Trademarks 商標 HKD'000 千港元	Total 總額 HKD'000 千港元
<b>Cost:</b>	<b>成本：</b>			
At 1 January 2015	於2015年1月1日	599	209,946	210,545
Disposals	出售	–	(64,346)	(64,346)
Exchange realignment	匯兌重列	–	218	218
		<u>599</u>	<u>145,818</u>	<u>146,417</u>
At 31 December 2015 and 2016	於2015年及2016年 12月31日	<u>599</u>	<u>145,818</u>	<u>146,417</u>
<b>Accumulated impairment:</b>	<b>累計減值：</b>			
At 31 December 2016 and 2015	於2016年及2015年 12月31日	–	–	–
		<u>–</u>	<u>–</u>	<u>–</u>
<b>Net book value:</b>	<b>賬面淨值：</b>			
At 31 December 2016	於2016年12月31日	<u>599</u>	<u>145,818</u>	<u>146,417</u>
At 31 December 2015	於2015年12月31日	<u>599</u>	<u>145,818</u>	<u>146,417</u>

The trademarks are in respect of the “PONY” brand and the trading rights are those in Hong Kong Exchanges and Clearing Limited (the “Exchange”) which allow the Group to trade securities on or through the Exchange. They are considered by management of the Group as having an indefinite useful life because they are expected to contribute net cash inflows to the Group indefinitely. They have been tested for impairment annually and considered to be not impaired at the end of reporting period.

該等商標與「PONY」品牌有關及交易權為該等於香港交易及結算所有限公司（「港交所」）允許本集團透過各交易買賣證券之交易權。本集團的管理層認為，由於該等商標預期將無限為本集團貢獻現金流入淨額，故該等商標的使用年期為無限。該等商標每年進行減值測試且於報告期末被視為無減值。



## 16. INTANGIBLE ASSETS (CONTINUED)

For the purposes of the impairment test in respect of the “PONY” brand, its recoverable amount was determined based on fair value less cost of disposal, using a discounted cash flow method, covering a detailed 10-year budget plan plus an extrapolated cash flow projections by applying a long term growth rate subsequent to this 10-year plan, with a post-tax discount rate of 20.0% (2015: 20.0%).

The key assumptions used in the budget plan during the years ended 31 December 2016 and 31 December 2015 are:

- i. Cash flow beyond the 10-year period are extrapolated using an estimated 3% (2015: 3%) growth rate.
- ii. That gross margins will be maintained at its current level throughout the 10-year (2015: 10-year) budget plan.

The Group management’s key assumptions have been determined based on past performance and its expectations for the market’s development. The discount rate used is post-tax and reflect specific risks relating to the relevant business.

The Directors concluded that the fair value less cost of disposal is sufficient to justify the carrying value of the “PONY” brand and hence no impairment of the “PONY” brand is necessary as at 31 December 2016 and 2015.

## 16. 無形資產 (續)

有關「PONY」品牌之減值測試而言，其可收回金額乃根據採用貼現現金流量法按公平價值減出售成本釐定，（涵蓋詳細的10年預算計劃，加上於該10年計劃後採用長期增長率推算之現金流預測釐定，稅前貼現率為20.0%（2015年：20.0%）。

截至2016年12月31日及2015年12月31日止年度之預算計劃使用的主要假設如下：

- i. 超過10年期間之現金流乃使用估計3%（2015年：3%）之增長率推算。
- ii. 於整個10年（2015年：10年）預算計劃期間，毛利率將維持現有水平。

本集團管理層之主要假設乃根據過往表現及其對市場發展之預期釐定。貼現率為除稅前利率，反映與相關業務有關之具體風險。

董事認為，公平價值減出售成本足以證明「PONY」品牌賬面值，因此於2016年及2015年12月31日毋須就「PONY」品牌作出減值。

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**17. INTERESTS IN JOINT VENTURES/  
AMOUNT DUE FROM JOINT VENTURES**

**17. 合營企業權益／應收合營企業款項**

		2016 HKD'000 千港元	2015 HKD'000 千港元
Share of net assets other than goodwill	佔資產(商譽除外)淨值	89,085	—
Goodwill	商譽	67,169	—
		<b>156,254</b>	—

At 31 December 2016, the Group had interests in the following joint ventures:

於2016年12月31日，本集團持有以下主要合營企業權益：

Joint venture 合營企業	Place of incorporation 註冊地點	Class of share 股份類別	Proportion of ownership interest held by the Group 本集團持有的 擁有權益百分比		Principal activities 主營活動	Principal place of business 主要營業地點
			2016	2015		
武漢喬尚實業發展有限公司 (Note i) (附註i)	The PRC 中國	Ordinary 普通股	25%	N/A 不適用	Investment holding 投資控股	The PRC 中國
安陽喬尚尚柏奧萊商業管理 有限公司 (Note i) (附註i)	The PRC 中國	Ordinary 普通股	50%	N/A 不適用	Operation and management of outlet malls 經營及管理奧萊商城	The PRC 中國
安陽國旅尚柏奧萊置業 有限公司 (Note i) (附註i)	The PRC 中國	Ordinary 普通股	50%	N/A 不適用	Property investment 物業投資	The PRC 中國
Aggressive Resources Limited (Note ii and iii) (附註ii及iii)	The British Virgin Islands 英屬處女群島	Ordinary 普通股	60%	N/A 不適用	Investment holding 投資控股	N/A 不適用

## 17. INTERESTS IN JOINT VENTURES/ AMOUNT DUE FROM JOINT VENTURES (CONTINUED)

Notes:

- (i) The contractual arrangements provide the Group with only the rights to the net assets of the joint arrangements. The rights to the assets and obligation for the liabilities of the joint arrangements rest primarily with the above joint ventures. Under HKFRS 11, these joint arrangements are classified as joint ventures and have been included in the consolidated financial statements using the equity method. The Group directly holds a 50% equity interest in each of 安陽喬尚尚柏奧萊商業管理有限公司 and 安陽國旅尚柏奧萊置業有限公司, and a wholly-owned subsidiary of 武漢喬尚實業發展有限公司, holds the remaining 50% equity interest in each of 安陽喬尚尚柏奧萊商業管理有限公司 and 安陽國旅尚柏奧萊置業有限公司。
- (ii) This entity is not consolidated although the Group holds more than 50% of its voting rights, as the Group only has joint control of the entity by virtue of the terms of the shareholder agreement amongst the joint venture partners.
- (iii) According to the Sales and Purchase Agreement of Aggressive Resources Limited, the vendor guaranteed the Group that the net profit after tax shall be at least HK\$10,000,000 and HK\$11,000,000 for the years 2017 and 2018 respectively. In the view of directors, the fair value of the vendor guaranteed is minimal.

### AGGREGATE FINANCIAL INFORMATION OF THE JOINT VENTURE THAT ARE NOT INDIVIDUALLY MATERIAL

		2016 HKD'000 千港元	2015 HKD'000 千港元
The Group's share of loss for the year	本集團分佔年度虧損	964	(1,757)
The Group's share of other comprehensive income	本集團分佔其他全面收入	<u>(2,349)</u>	<u>14</u>
The Group's share of total comprehensive income	本集團分佔全面收入總額	<u>(1,385)</u>	<u>(1,743)</u>

## 17. 合營企業權益／應收合營企業款項 (續)

附註：

- (i) 合約安排令本集團僅享有合營安排資產淨值之權利。享有合營安排資產之權利及負責之義務主要取決於上述合營企業。根據香港財務報告準則第11號，該等合營安排被分類為合營企業，並已採用權益法於綜合財務報表入賬。本集團直接持有安陽喬尚尚柏奧萊商業管理有限公司及安陽國旅尚柏奧萊置業有限公司50%股權，而武漢喬尚實業發展有限公司之一間全資附屬公司持有安陽喬尚尚柏奧萊商業管理有限公司及安陽國旅尚柏奧萊置業有限公司之餘下50%股權。
- (ii) 儘管本集團持有該實體50%之投票權，該實體並無綜合入賬，原因為本集團根據合營夥伴之間訂立之股東協議條款僅擁有該實體之共同控制權。
- (iii) 根據Aggressive Resources Limited之買賣協議，賣方向本集團擔保截至2017年及2018年之稅後純利至少為10,000,000港元及11,000,000港元。董事認為，所擔保之賣方公平價值屬微乎其微。

### 個別而言並非重大之合營企業的合計 財務資料

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#### 17. INTERESTS IN JOINT VENTURES/ AMOUNT DUE FROM JOINT VENTURES (CONTINUED)

##### AGGREGATE FINANCIAL INFORMATION OF THE JOINT VENTURE THAT ARE NOT INDIVIDUALLY MATERIAL (CONTINUED)

		2016 HKD'000 千港元	2015 HKD'000 千港元
Amount due from joint ventures	應收合營企業款項	53,069	—

The above stated amount due from joint ventures were unsecured, interest-bearing at 5% per annum and repayable on demand.

#### 17. 合營企業權益／應收合營企業款項 (續)

##### 個別而言並非重大之合營企業的合計 財務資料 (續)

上文所述應收合營企業款項為無抵押、按每年5%計息及須按要求償還。

#### 18. INTEREST IN AN ASSOCIATE/LOAN TO AN ASSOCIATE

		2016 HKD'000 千港元	2015 HKD'000 千港元
Interest in an associate	聯營企業之權益	—	—
Loan to an associate (note)	貸款予聯營企業 (附註)	5,587	—
		5,587	—

Note: The loan is unsecured and repayable upon mutual agreement by both parties. Loan amount of HK\$3,911,000 bears interest at 5.4% per annum and the remaining balance of HKD1,676,000 is non-interest bearing.

#### 18. 聯營企業之權益／貸款予聯營企業

附註：該貸款為無抵押及須應訂約方相互協定後償還。貸款金額3,911,000港元按每年5.4%計息及餘額1,676,000港元為不計息。

## 18. INTEREST IN AN ASSOCIATE/LOAN TO AN ASSOCIATE (CONTINUED)

Detail of the Group's associate is as follows.

Associate 聯營企業	Place of incorporation 註冊地點	Proportion of ownership interest held by the Group 本集團持有的 擁有權權益百分比		Principal activities 主營活動	Principal place of business 主要營業地點
		2016	2015		
Just Dawn Limited	The British Virgin Islands 英屬處女群島	30%	N/A 不適用	Investment holding 投資控股	N/A 不適用

## 19. GOODWILL

Goodwill of approximately HKD35,590,000 was allocated to the cash-generating unit of financial services for impairment testing.

For the purposes of the goodwill impairment test, its recoverable amount was determined based on a value-in-use calculation, covering a detailed 5-year budget plan plus an extrapolated cash flow projections by applying a long term growth rate subsequent to this 5-year plan, with a pre-tax discount rate of 19.5% (2015: 19.5%).

The key assumptions used in the budget plan during the year ended 31 December 2016 and 31 December 2015 are:

- Cash flows beyond the five-year period are extrapolated using an estimated zero (2015: zero) growth rate.
- That gross margins will be maintained at its current level throughout the 5-year (2015: 5-year) budget plan.

The Group management's key assumptions have been determined based on past performance and its expectations for the market's development. The discount rate used is pre-tax and reflect specific risks relating to the relevant business.

## 18. 聯營企業之權益／貸款予聯營企業 (續)

本集團聯營企業之詳情如下。

## 19. 商譽

商譽約35,590,000港元，被分配至金融服務之現金產生單位，以進行減值測試。

就商譽減值測試而言，其可收回金額乃根據使用價值計算（涵蓋詳細的5年預算計劃，加上於該5年計劃後採用長期增長率推算之現金流預測）釐定，稅前貼現率為19.5%（2015年：19.5%）。

截至2016年12月31日及2015年12月31日止年度之預算計劃使用的主要假設如下：

- 超過五年期間之現金流乃使用估計零增長率推算（2015年：零）。
- 於整個5年預算計劃期間，毛利率將維持現有水平（2015年：5年）。

本集團管理層之主要假設乃根據過往表現及其對市場發展之預期釐定。貼現率為除稅前利率，反映與相關業務有關之具體風險。



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**19. GOODWILL (CONTINUED)**

The Directors concluded that the cash-generating unit demonstrates sufficient cashflows that justify the carrying value of the goodwill and hence no impairment of goodwill is necessary as at 31 December 2016 and 2015.

**19. 商譽 (續)**

董事認為，現金產生單位表明可產生足夠的現金流量證明商譽賬面值，因此於2016年及2015年12月31日毋須就商譽作出減值。

**20. INVENTORIES**

Finished goods

製成品

**20. 存貨**

	2016 HKD'000 千港元	2015 HKD'000 千港元
Finished goods	<b>20,874</b>	58,862

**21. TRADE AND OTHER RECEIVABLES**

Trade receivables

– Other than financial services segment  
 – Financial services segment

貿易應收賬款

– 金融服務分部除外  
 – 金融服務分部

Total trade receivables

Less: allowance for doubtful debts

Other receivables, deposits and prepayments

Less: allowance for doubtful debts  
 – other receivables

Total trade and other receivables

貿易應收賬款總額

減：呆賬撥備

其他應收賬款、訂金及  
 預付款項

減：呆賬撥備—其他應收賬款

貿易及其他應收賬款總額

**21. 貿易及其他應收賬款**

	2016 HKD('000) 千港元	2015 HKD('000) 千港元
Trade receivables		
– Other than financial services segment	<b>48,971</b>	44,433
– Financial services segment	<b>20,483</b>	31,264
Total trade receivables	<b>69,454</b>	75,697
Less: allowance for doubtful debts	<b>(23,664)</b>	(19,790)
	<b>45,790</b>	55,907
Other receivables, deposits and prepayments	<b>100,795</b>	64,012
Less: allowance for doubtful debts – other receivables	<b>(4,077)</b>	(4,077)
	<b>96,718</b>	59,935
Total trade and other receivables	<b>142,508</b>	115,842

## 21. TRADE AND OTHER RECEIVABLES (CONTINUED)

### TRADE RECEIVABLES FROM SEGMENTS OTHER THAN FINANCIAL SERVICES SEGMENT

The Group allows an average credit period ranging from 60 to 90 days to its trade customers. Allowance for doubtful debts of HK\$23,664,000 at 31 December 2016 (2015: HK\$19,790,000) was solely in respect of trade receivable of the others than financial services segment. Before accepting a new customer, the Group assesses the potential customer's credit quality and grants a credit limit to the customer. Credit limits and score attributed to customers are reviewed twice a year. Approximately 86% (2015: 59%) of the trade receivables that are neither past due nor impaired have no default payment history. The Group does not hold any collateral over these balances.

### TRADE RECEIVABLES FROM FINANCIAL SERVICES SEGMENT

## 21. 貿易及其他應收賬款 (續)

### 來自除金融服務分部以外分部的貿易 應收賬款

本集團為其貿易客戶提供為期60日至90日不等的平均信貸期。於2016年12月31日之呆賬備抵23,664,000港元(2015年: 19,790,000港元)僅為金融服務分部以外的貿易應收賬款。於接納新客戶前,本集團會評估該準客戶信貸質素,並釐定該客戶的信貸限額。客戶的信貸限額及分數會每年進行兩次檢討,大約86%(2015年: 59%)非逾期或減值的貿易應收賬款並無拖欠付款記錄。本集團並無就該等結餘持有任何抵押。

### 來自金融服務分部的貿易應收賬款

		2016 HKD('000) 千港元	2015 HKD('000) 千港元
Trade receivables arising from ordinary course of business of dealing in securities:	於證券買賣一般業務過程產生的貿易應收賬款:		
Cash clients	現金客戶	158	239
Clearing house	結算行	-	22,315
Trade receivables arising from ordinary course of business of provision of:	提供下列各項一般業務過程產生的貿易應收賬款:		
Money lending	放貸	20,313	8,633
Insurance brokerage	保險經紀	12	77
		<b>20,483</b>	<b>31,264</b>

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## 21. TRADE AND OTHER RECEIVABLES (CONTINUED)

### TRADE RECEIVABLES FROM FINANCIAL SERVICES SEGMENT (CONTINUED)

Save for the credit period allowed by the Group, the trade receivables shall be due on the settlement date of the respective securities contract transaction. In view of the fact that such receivables relate to a number of diversified customers, there is no significant concentration of credit risk. Overdue receivables from cash clients of approximately HKD86,000 as at 31 December 2016 (2015: HKD190,000) bear interest at interest rates with reference to the Hong Kong dollar prime rate ("Prime Rate") plus 6%.

The following is an aged analysis of the Group's trade receivables net of allowance for doubtful debts presented based on the invoice date or transaction date (where applicable) at the end of the reporting period:

		2016 HKD('000) 千港元	2015 HKD('000) 千港元
0 to 30 days	0至30天	37,251	41,810
31 to 60 days	31至60天	2,603	1,891
61 to 90 days	61至90天	1,209	2,023
Over 90 days	逾90天	4,727	10,183
		<b>45,790</b>	<b>55,907</b>

Trade receivables disclosed above include amounts (see below for aged analysis) which are past due at the end of the reporting period for which the Group has not recognised an allowance for doubtful debts because there has not been a significant change in credit quality and the amounts are still considered recoverable.

## 21. 貿易及其他應收賬款 (續)

### 來自金融服務分部的貿易應收賬款 (續)

除本集團允許的信貸期外，貿易應收賬款將於各證券合約交易的結算日到期。鑑於有關應收賬款涉及若干不同客戶，故並無重大集中信貸風險。於2016年12月31日，逾期應收現金客戶的款項約為86,000港元(2015年：190,000港元)，參考按港元最優惠利率(「最優惠利率」)加6%之利率計息。

於報告期末，本集團以發票日期或交易日期(倘適用)為基準呈列的貿易應收賬款扣除呆賬撥備的賬齡分析如下：

上文披露的貿易應收賬款包括於報告期末已逾期的款項(賬齡分析見下文)，而本集團並無就此確認呆賬撥備，原因是信貸質素並無重大變動，且該等金額仍被視為可收回。

**21. TRADE AND OTHER RECEIVABLES  
(CONTINUED)**

**AGING OF TRADE RECEIVABLES WHICH ARE PAST  
DUE BUT NOT IMPAIRED**

Over 90 days 逾90天

**21. 貿易及其他應收賬款 (續)**

**並無減值的逾期貿易應收賬款的賬齡**

	2016 HKD('000) 千港元	2015 HKD('000) 千港元
	<u>4,727</u>	<u>10,183</u>

**MOVEMENT IN THE ALLOWANCE FOR DOUBTFUL  
DEBTS – TRADE RECEIVABLES**

Balance at beginning of the year 年初結餘  
Impairment losses recognised 已確認的減值虧損  
  
Balance at end of the year 年末結餘

**呆賬撥備變動—貿易應收賬款**

	2016 HKD('000) 千港元	2015 HKD('000) 千港元
	<u>19,790</u>	13,790
	<u>3,874</u>	<u>6,000</u>
	<u>23,664</u>	<u>19,790</u>

The above provision for impairment of trade receivables represents a provision for an impaired trade receivable with a carrying amount before provision of approximately HKD23,664,000 (2015: HKD25,188,000). This impaired receivable related to a customer that is slow in settlement and management assessed that only a portion or none of the balance is expected to be recovered.

以上貿易應收賬款減值撥備是指於撥備前賬面值約為23,664,000港元(2015年: 25,188,000港元)的已減值貿易應收賬款撥備。這已減值應收賬款涉及結算較慢的客戶,而管理層評估僅有一部份或概無結餘預期可予收回。

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**21. TRADE AND OTHER RECEIVABLES  
 (CONTINUED)**

**MOVEMENT IN THE ALLOWANCE FOR DOUBTFUL  
 DEBTS – OTHER RECEIVABLES**

Balance at beginning and end of the year	年初及年末結餘
------------------------------------------	---------

The above provision for impairment of other receivables represents a provision for an impaired other receivable with a carrying amount before provision of approximately HKD4,077,000 (2015: HKD4,077,000). This impaired receivable relates to a debtor that is slow in settlement and management assessed that only a portion or none of the balance is expected to be recovered.

**21. 貿易及其他應收賬款 (續)**

**呆賬撥備變動 – 其他應收賬款**

2016 HKD('000) 千港元	2015 HKD('000) 千港元
<u>4,077</u>	<u>4,077</u>

以上其他應收賬款減值撥備是指於撥備前賬面值約為4,077,000港元(2015年: 4,077,000港元)的已減值其他應收賬款撥備。這已減值應收賬款涉及結算較慢的應收賬款,而管理層評估僅有一部份或概無結餘預期可予收回。

**22. ADVANCES TO CUSTOMERS IN MARGIN  
 FINANCING**

Directors and their associates	董事及其聯繫人士
Other margin clients	其他保證金客戶
Balance at end of the year	年末結餘

**22. 提供予保證金融資客戶之墊款**

2016 HKD('000) 千港元	2015 HKD('000) 千港元
133	2,698
<u>119,523</u>	<u>123,352</u>
<u>119,656</u>	<u>126,050</u>



## 22. ADVANCES TO CUSTOMERS IN MARGIN FINANCING (CONTINUED)

Advances to customers in margin financing are repayable on demand and carry interest ranging from Prime Rate to Prime Rate plus 3% per annum. Margin clients are required to pledge securities collateral to the Group in order to obtain credit facilities for securities trading. The amount of credit facilities granted to them is determined by the discounted value of securities accepted by the Group. At 31 December 2016, the total market value of securities pledged as collateral in respect of the loan to margin clients was approximately HKD531,318,000 (2015: HK\$699,241,000). The Group is allowed to dispose of the collateral in settlement of the customers' obligations to maintain the agreed level of margin and any other liability of the customers due to the Group.

No aging analysis is disclosed for advances to customers in margin financing as, in the opinion of the Directors, an aging analysis is not meaningful in view of the business nature of margin financing.

## 22. 提供予保證金融資客戶之墊款 (續)

提供予保證金融資客戶之墊款須按要求償還，按介乎於最優惠利率至最優惠利率加每年3%計息。保證金客戶須向本集團質押證券抵押品以取得證券買賣信貸融資。授予有關客戶之信貸融資金額由本集團所接受證券之貼現值釐定。於2016年12月31日，就提供予保證金客戶之貸款所抵押作為抵押品的證券總市值約為531,318,000港元（2015年：699,241,000港元）。本集團可出售抵押品以履行客戶維持協定保證金水平之責任及清償客戶結欠本集團之任何其他負債。

鑑於保證金融資之業務性質，董事認為賬齡分析並無意義，因此並無就提供予保證金融資客戶之墊款披露賬齡分析。

## 23. LOANS RECEIVABLE

## 23. 應收貸款

		2016 HKD('000) 千港元	2015 HKD('000) 千港元
Secured	有擔保	341,810	629,196
Less: allowance for doubtful debts	減：呆賬撥備	<u>(8,000)</u>	<u>—</u>
		<b><u>333,810</u></b>	<b><u>629,196</u></b>

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**23. LOANS RECEIVABLE (CONTINUED)**

**MOVEMENT IN THE ALLOWANCE FOR DOUBTFUL DEBTS – LOANS RECEIVABLE**

Balance at beginning of the year	年初結餘
Impairment loss recognised	確認之減值虧損
Balance at end of the year	年末結餘

The loans receivable are secured by charges over the borrowers' properties and/or financial assets, interest bearing at 5%-24% per annum (2015: 12%-36% per annum) and repayable between one month to one year from the date of advance.

Customers giving rise to loans receivable are obliged to settle the amounts according to the terms set out in relevant contracts. Interest rates are offered based on the assessment of a number of factors including the borrowers' creditworthiness and repayment ability, collaterals as well as the general economic trends.

The Directors consider the fair values of loans receivable which are expected to be recovered within one year are not materially different from their carrying amounts because the balances have short maturity periods at inception.

**23. 應收貸款 (續)**

**呆賬撥備變動－應收貸款**

2016 HKD('000) 千港元	2015 HKD('000) 千港元
–	–
<u>8,000</u>	–
<u>8,000</u>	–

應收貸款乃由借款人的物業及／或金融資產的質押作擔保，自墊款日期起，按年利率5%至24%（2015年：年利率12%至36%）計息及須於一個月至一年內支付。

產生應收貸款之客戶須根據相關合約所載條款還款。利率乃根據對多項因素之評估而提供，該等因素包括借款人之信用及還款能力、抵押品以及整體經濟趨勢。

董事認為，應收貸款之公平價值預期一年內收回，與其賬面值並無重大差異，原因為結餘於初始時的到期期限短。

## 24. TRADING SECURITIES

## 24. 交易證券

		2016 HKD('000) 千港元	2015 HKD('000) 千港元
Equity securities listed in Hong Kong, at fair value	於香港上市之股本證券， 按公平價值	<b>10,714</b>	16,420

The above equity securities are classified as held for trading, and upon initial recognition, designated as financial assets at fair value through profit or loss.

上述股本證券分類為持作買賣，及於首次確認時指定為按公平價值列入損益之金融資產。

## 25. RESTRICTED BANK DEPOSIT AND BANK BALANCES AND CASH

## 25. 受限制銀行存款以及銀行結餘及現金

### (A) RESTRICTED BANK DEPOSIT

The balance of HKD3,337,000 (2015: HKD3,538,000) is denominated in RMB and carries a fixed interest at 4.75% (2015: 1.75%) per annum. The use of the bank deposit requires the consent from one of the occupants of the Group's outlet mall in the PRC.

The balance of HKD1,533,000 (2015: HKD1,515,000) is denominated in New Taiwan Dollar ("NTD") and carries a fixed interest at 0.326% (2015: 1.345%) per annum. The use of the bank deposit requires the consent from the landlord and suppliers. A balance of HKD8,374,000 as at 31 December 2015 was denominated in RMB and carried a fixed interest at 4.75% per annum. The use of the bank deposit required the consent from the supplier of the Group's retail segment in the PRC.

### (A) 受限制銀行存款

該結餘3,337,000港元(2015年：3,538,000港元)以人民幣計值，以固定年利率4.75%(2015年：1.75%)計息。動用銀行存款須本集團中國零售業務的供應商同意方可作實。

結餘1,533,000港元(2015年：1,515,000港元)以新台幣計值，以固定年利率1.345%(2015年：1.345%)計息。動用銀行存款須業主及供應商同意。於2015年12月31日的結餘8,374,000港元以人民幣計值，以固定年利率4.75%計息。動用銀行存款須本集團於中國零售分部供應商同意方可作實。

## 25. RESTRICTED BANK DEPOSIT AND BANK BALANCES AND CASH (CONTINUED)

### (B) BANK BALANCES AND CASH – HELD ON BEHALF OF CUSTOMERS

The Group maintains segregated trust accounts with authorised institutions to hold clients' monies arising from its normal course of business. The Group classifies the clients' monies as bank and cash balance held on behalf of customers under the current assets section of the consolidated statement of financial position and recognised the balances of the trust accounts (Note 26) as amounts due to respective clients on the grounds that the Group is liable for any loss or misappropriation of clients' monies. The cash held on behalf of customers is restricted and governed by the Securities and Futures (Client Money) Rules under the Securities and Futures Ordinance. The Group is allowed to retain some or all of the interest on the clients' monies, but is not allowed to use the clients' monies to settle its own obligations.

### (C) BANK BALANCES AND CASH

It included time deposits of approximately HKD94,167,000 (2015: HKD106,906,000) which carried fixed interest rates ranging from 0.02% to 4.80% (2015: 0.10% to 4.07%) per annum. The remaining balance represents bank balances which carried interest at prevailing market rates which ranged from 0.01% to 0.35% (2015: 0.01% to 0.35%) per annum during the year.

As at 31 December 2016, cash and bank balances (including restricted bank deposit) denominated in RMB and held in the PRC amounted to approximately HKD65,203,000 (2015: HKD101,977,000). RMB is not freely convertible into foreign currencies in the PRC. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks authorised to conduct foreign exchange business.

## 25. 受限制銀行存款、已抵押銀行存款以及銀行結餘及現金 (續)

### (B) 銀行結餘及現金—代客戶持有

本集團於認可機構開設獨立信託賬戶，以存置於一般業務過程中產生之客戶款項。本集團將此等客戶款項分類為綜合財務狀況表中流動資產項下代客戶持有之銀行及現金結餘，並根據本集團須就客戶款項之任何損失或挪用負上責任之基礎，確認信託賬戶之餘額（附註26）為應付相關客戶賬款。代客戶持有之現金受證券及期貨條例項下證券及期貨（客戶款項）規則所限制及規管。本集團獲准許保留於客戶款項之部份或全部權益，但未被准許使用客戶款項償還其負債。

### (C) 銀行結餘及現金

銀行結餘及現金包括以固定年利率0.02%至4.80%（2015年：0.10%至4.07%）計息的定期存款約94,167,000港元（2015年：106,906,000港元）。餘下結餘指年內按現行市場年利率0.01%至0.35%（2015年：0.01%至0.35%）計息的銀行結餘。

於2016年12月31日，以人民幣計值在中國持有的現金及銀行結餘（包括受限制銀行存款及已抵押銀行存款）達約65,203,000港元（2015年：101,977,000港元）。人民幣於中國不能自由兌換為外幣。根據中國《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲許通過獲授權經營外匯業務的銀行，將人民幣兌換為外幣。

## 26. TRADE AND OTHER PAYABLES

## 26. 貿易及其他應付賬款

		2016 HKD('000) 千港元	2015 HKD('000) 千港元
Trade and bills payables	貿易及應付票據	36,422	32,761
Accounts payable from financial services segment	應付金融服務分部賬款	32,218	16,426
Other payables, temporary receipts, accruals and receipts in advance	其他應付賬款、臨時收款、應計賬款以及墊款	<u>190,196</u>	<u>216,424</u>
Total trade and other payables	貿易及其他應付賬款總額	<u><b>258,836</b></u>	<u>265,611</u>

The following is an aged analysis of trade and bills payables presented based on the invoice date or transaction date (where applicable) at the end of the reporting period:

於報告期末，以發票日期或交易日期（倘適用）為基準呈列的貿易及應付票據的賬齡分析如下：

		2016 HKD('000) 千港元	2015 HKD('000) 千港元
0 to 30 days	0至30天	17,490	16,572
31 to 60 days	31至60天	15,088	11,358
61 to 90 days	61至90天	2,358	2,761
Over 90 days	逾90天	<u>1,486</u>	<u>2,070</u>
		<u><b>36,422</b></u>	<u>32,761</u>

The average credit period on purchases of goods is 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

購貨的平均信貸期為90天，本集團已制定財務風險管理政策以確保所有應付賬款均於信貸期限內結算。



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## 26. TRADE AND OTHER PAYABLES (CONTINUED)

### ACCOUNTS PAYABLE FROM FINANCIAL SERVICES SEGMENT

## 26. 貿易及其他應付賬款 (續)

### 來自金融服務分部應付賬款

		2016 HKD('000) 千港元	2015 HKD('000) 千港元
Accounts payable arising from ordinary course of business of dealing in securities (Note):	證券交易日常業務過程產生的應付賬款(附註):		
Cash clients	現金客戶	11,560	7,336
Margin clients	保證金客戶	16,491	8,995
Clearing house	結算所	4,155	-
		<b>32,206</b>	16,331
Accounts payable arising from ordinary course of business of provision of:	提供以下各項日常業務過程產生的應付賬款:		
Insurance brokerage	保險經紀	12	95
		<b>32,218</b>	16,426

The settlement term of accounts payable attributable to dealing in securities are two trading days after the trade date.

No aging analysis is disclosed for payables to margin clients as, in the opinion of the Directors, an aging analysis is not meaningful in view of the business nature of securities dealing and margin financing.

*Note:* The balances represent accounts payable to clients and other institutions in respect of trust and segregated bank balances received and held for clients and other institutions in the course of the conduct of regulated activities.

證券買賣應付賬款之結算期為交易日期後兩個交易日。

鑑於證券買賣及保證金融資的業務性質，董事認為，就應付保證金客戶款項賬齡分析並無意義，因此並無披露賬齡分析。

*附註：* 該等結餘指應付客戶及其他機構賬款，涉及於進行受規管活動過程中代客戶及其他機構收取及持有之信託及獨立銀行結餘。

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**27. DEFERRED TAXATION**

The following table is the analysis of the deferred tax balances for financial reporting purposes:

		<b>2016</b>	2015
		<b>HKD'000</b>	HKD'000
		<b>千港元</b>	千港元
Deferred tax assets	遞延稅項資產	<b>(18,084)</b>	(22,486)
Deferred tax liabilities	遞延稅項負債	<b>87,556</b>	85,930
		<b>69,472</b>	63,444

**27. 遞延稅項**

藉以財務報告用途的遞延稅項結餘分析如下表：

The following table shows the major deferred tax liabilities/(assets) recognised by the Group and movements thereon during the current and prior years:

本集團已確認的主要遞延稅項負債／(資產)及其等於本年度及過往年度的變動情況如下表：

		Revaluation of freehold and leasehold land and buildings	Revaluation of investment properties	Accelerated tax depreciation	Undistributed earnings of PRC subsidiaries	Tax losses	Fair value adjustment on intangible assets	Total
		永久業權與租賃土地及樓宇重估	投資物業重估	加速稅項折舊	中國附屬公司未分派盈利	稅項虧損	無形資產之公平價值調整	總額
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2015	於2015年1月1日	63,982	7,122	10,233	73	(45,699)	7,366	43,077
Exchange realignment	匯兌重列	-	(133)	-	-	-	-	(133)
Charge/(credit) to profit or loss	扣減/(計入)損益	-	(577)	573	-	10,551	-	10,547
Charge to other comprehensive income	扣減其他全面收入	9,953	-	-	-	-	-	9,953
At 31 December 2015	於2015年12月31日	73,935	6,412	10,806	73	(35,148)	7,366	63,444
Exchange realignment	匯兌重列	-	(166)	(2)	-	-	-	(168)
Charge/(credit) to profit or loss	扣減/(計入)損益	-	3,361	(1,298)	-	4,133	-	6,196
At 31 December 2016	於2016年12月31日	73,935	9,607	9,506	73	(31,015)	7,366	69,472

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### 27. DEFERRED TAXATION (CONTINUED)

At 31 December 2016, the Group had unused tax losses of approximately HKD579,873,000 (2015: HKD556,204,000) available to offset against future profits. Tax losses to the extent of approximately HKD187,970,000 (2015: HKD213,018,000) in respect of which a deferred tax asset has been recognised. The Group had utilised deferred tax assets of HKD4,133,000 (2015: HKD2,325,000) and written off HKD nil (2015: HKD8,226,000) during the year. Management has prepared a robust business plan based on a sound business model and is confident that the Group will be able to generate taxable profits from the companies in which these tax losses arose. As a result, management believes that these losses will be utilised in the foreseeable future. No deferred tax asset has been recognised in respect of the remaining unused tax losses of approximately HKD391,903,000 (2015: HKD343,186,000) due to the unpredictability of future profit streams. All the tax losses may be carried forward indefinitely except for those arising from the PRC which may be carried forward for five years.

### 27. 遞延稅項 (續)

於2016年12月31日，本集團有未動用稅項虧損約579,873,000港元（2015年：556,204,000港元）可供抵銷未來溢利。為數約187,970,000港元（2015年：213,018,000港元）之稅項虧損已獲確認為遞延稅項資產。年內，本集團利用遞延稅項資產4,133,000港元（2015年：2,325,000港元）及已撇賬零港元（2015年：8,226,000港元）管理層已根據健全之業務模式編製一份穩健之業務計劃及相信本集團將能自產生該等稅項虧損之集團內公司間產生應課稅溢利。因此，管理層相信該等虧損將會於可見未來內獲動用。由於不可預期未來的盈利趨勢，故並無就餘下未動用稅項虧損391,903,000港元（2015年：343,186,000港元）確認遞延稅項資產。所有稅項虧損可無限期結轉，惟該等來自中國並可結轉五年的稅項虧損則除外。

### 28. BANK BORROWINGS

### 28. 銀行貸款

		2016 HKD'000 千港元	2015 HKD'000 千港元
<b>Current</b>	<b>流動</b>		
Carrying amount of variable interest-rate bank loans repayable within one year	須於一年內償付浮動利率的銀行貸款賬面值		
– unsecured	– 無抵押	155,082	155,002
– secured	– 有抵押	18,000	18,000
		<b>173,082</b>	173,002
<b>Non-current</b>	<b>非流動</b>		
Carrying amount of secured variable interest-rate bank loans that are not repayable:	毋須償付浮動利率的已抵押銀行貸款的賬面值：		
– more than one year, but not exceeding two years	– 多於1年但未超過2年	236,245	18,000
– more than two year, but not exceeding five years	– 多於2年但未超過5年	155,082	236,245
– After five years	– 5年後	155,082	310,004
		<b>546,409</b>	564,249
		<b>719,491</b>	737,251

## **28. BANK BORROWINGS (CONTINUED)**

The Group has variable interest-rate bank loans which carry interest ranging from 2.00% to 2.97% (2015: 1.84% to 2.47%). The weighted average effective interest rate of the Group's bank loans is 2.71% (2015: 2.16%).

No undrawn borrowing facilities were available for future operating activities and to settle capital commitments in both years.

The Group had pledged certain of its leasehold land and buildings and completed investment properties, as set out in Notes 13 and 14, with carrying values of approximately HKD225,000,000 and HKD709,282,000 (2015: HKD210,000,000 and HKD722,308,000) respectively, to secure bank borrowings granted to the Group of which approximately HKD564,409,000 (2015: HKD582,249,000).

## **28. 銀行貸款 (續)**

本集團的銀行貸款附有浮動息率，利息乃介乎於2.00%至2.97%（2015年：1.84%至2.47%）。本集團銀行貸款之有效加權平均利率為2.71%（2015年：2.16%）。

於兩個年度內，概無尚未提取的借款融資可供用於未來營運活動及清償資本承擔。

誠如於附註13及14所載，本集團已抵押若干租賃土地及樓宇以及已竣工投資物業（賬面值分別約為225,000,000港元及709,282,000港元（2015年：210,000,000港元及722,308,000港元）），以擔保授予本集團的銀行貸款約564,409,000港元（2015年：582,249,000港元）。

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### 29. SHARE CAPITAL

### 29. 股本

		Number of shares 股份數目 (‘000) (千股)	Nominal value 面值 HKD’000 千港元
Authorised:	法定:		
<i>Ordinary shares of HKD0.10 each (2015: HKD0.10 each)</i>	<i>每股面值0.10港元的普通股 (2015年: 每股面值 0.10港元)</i>		
At 1 January 2015 and 31 December 2015 and 31 December 2016	於2015年1月1日及 2015年12月31日及 2016年12月31日	20,000,000	2,000,000
Issued and fully paid:	已發行及繳足:		
<i>Ordinary shares of HKD0.10 each (2015: HKD0.10 each)</i>	<i>每股面值0.10港元的普通股 (2015年: 每股面值 0.10港元)</i>		
At 1 January 2015	於2015年1月1日	2,669,514	266,952
Exercise of share options ( <i>Note</i> )	行使購股權 ( <i>附註</i> )	28,230	2,823
At 31 December 2015	於2015年12月31日	2,697,744	269,775
Exercise of share options ( <i>Note</i> )	行使購股權 ( <i>附註</i> )	8,010	800
At 31 December 2016	於2016年12月31日	2,705,754	270,575

*Note:* During the year, share options were exercised to subscribe for 8,010,000 (2015: 28,230,000) ordinary shares of the Company at a cash consideration, before expenses, of approximately HKD4,465,000 (2015: HKD11,433,000), of which HKD800,000 (2015: HKD2,823,000) was credited to share capital and the balance of approximately HKD3,665,000 (2015: HKD8,610,000) was credited to the share premium account. An amount of approximately HKD1,445,000 (2015: HKD3,357,000) was transferred from the share option reserve to the share premium account upon the exercise of the share options.

*附註:* 於年內, 行使購股權以認購8,010,000 (2015年: 28,230,000) 股本公司普通股, 現金代價(扣除開支前) 為約4,465,000港元 (2015年: 11,433,000港元), 其中800,000港元 (2015年: 2,823,000港元) 乃計入股本及餘下約3,665,000港元 (2015年: 8,610,000港元) 乃計入股份溢價賬。為數約1,445,000港元 (2015年: 3,357,000港元) 乃於行使購股權時自購股權儲備轉撥至股份溢價賬。

All shares issued by the Company ranked pari passu with the then existing shares in all respects.

所有由本公司發行的股份在所有方面均與當時存在的現有股份享有同等地位。



### 30. SHARE OPTION SCHEME

On 10 June 2011, shareholders of the Company have approved and adopted a share option scheme (the "Scheme") for the purpose of providing eligible participants with the opportunity to acquire proprietary interests in the Company and to encourage participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its Shareholders as a whole. All Directors, full-time employees and any other persons who, at the sole discretion of the Board of Directors, have contributed or will contribute to the Group are eligible to participate in the Scheme.

Pursuant to the Scheme, shares which may be issued upon exercise of all options to be granted under the Scheme or any other share option scheme adopted by the Company must not in aggregate exceed 10% of the shares of the Company in issue on the date of adoption. The Company may renew this 10% limit with Shareholders' approval provided that each such renewal may not exceed 10% of shares in the Company in issue as at the date of the shareholders' meeting.

The total number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme or any other share option scheme adopted by the Company must not exceed 30% of the shares in issue from time to time.

Unless approved by shareholders of the Company, the total number of shares of the Company issued and to be issued upon the exercise of the options granted to each participant (including both exercised and unexercised options) under the Scheme or any other share option schemes adopted by the Company in any 12-month period must not exceed 1% of the shares of the Company in issue.

### 30. 購股權計劃

於2011年6月10日，本公司股東批准及採納購股權計劃（「該計劃」），旨在提供機會予合資格參與者取得本公司的資本權益，並鼓勵參與者以本公司及其股東的整體利益為依歸，致力提高本公司及其股份的價值。所有董事、全職僱員及按董事會酌情認為已經或將會對本集團作出供獻的任何其他人士均符合資格參與該計劃。

根據該計劃，因按該計劃行使或任何其他本公司已採納的購股權計劃而獲授出的所有購股權後可能發行的股份，合共不可超過本公司於採納日期的已發行股份的10%。倘獲得股東批准，本公司可更新此10%的限額，惟各有關更新不可超過本公司於股東大會日期批准的已發行股份的10%。

因行使所有該項計劃或任何其他本公司採納的購股權計劃而授予惟尚待行使的尚未行使購股權而可能發行的本公司股份總數，不可超過本公司不時已發行股份的30%。

除非獲本公司股東批准，本公司因行使按該項計劃或任何其他本公司採納的購股權計劃而授予各參與者的購股權（包括已行使及尚未行使的購股權）時已發行及將予發行的股份總數於任何12個月期間內不可超出本公司已發行股份的1%。

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### 30. SHARE OPTION SCHEME (CONTINUED)

The period within which the options must be exercised will be specified by the Company at the time of grant. This period must expire no later than 10 years from the date of grant of the options. At the time of grant of the options, the Company may specify a minimum period for which an option must be held before it can be exercised. The offer of a grant of share options may be accepted within 14 days from the date on which the letter containing the offer is delivered to that participant and the amount payable on acceptance of an option is HKD1.00.

The subscription price for the shares of the Company to be issued upon exercise of the options shall be no less than the higher of (i) the closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant; (ii) the average closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share of the Company on the date of grant. The subscription price will be approved by the Board of Directors at the time the option is offered to the participants.

No options may be granted under the Scheme after the date of the tenth anniversary of the adoption of the Scheme.

### 30. 購股權計劃 (續)

購股權必須行使的期限將由本公司在授出時指定。此期限必須由授出購股權當日起不遲於10年內屆滿。於授出購股權時，本公司可訂明購股權可獲行使前必須持有的最短期限。有關授出購股權的授予建議，參與者可於載有有關授權建議的函件的寄發日期起計14天內接受該建議，而每次接納購股權時應付款項1.00港元。

本公司於行使購股權時將予發行的股份認購價將不低於（以較高者為準）(i)於授出日期載列於聯交所刊發的每日報價表的本公司股份收市價；(ii)於緊接授出日期前的5個營業日載列於聯交所刊發的每日報價表的本公司股份平均收市價；及(iii)本公司股份於授出日期的面值。認購價將由董事會於建議授出購股權予參與者當日批准。

於採納該項計劃日期起計10週年後，概無購股權可根據該項計劃授出。

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**30. SHARE OPTION SCHEME (CONTINUED)**

**30. 購股權計劃 (續)**

Details of the movements of the share options granted under the Scheme during the year ended 31 December 2016 are as follows:

於截至2016年12月31日止年度內，根據該計劃授出的購股權變動詳情如下：

Name of participants	Date of grant	Exercise period	Exercise price per share (HKD)	Number of share options				Outstanding as at 31 December 2016
				Outstanding as at 1 January 2016	Granted during the year	Exercised during the year	Lapsed during the year	
參與人士	授予日期	行使期	每股行使價 (港元)	於2016年1月1日尚未行使	於年內授出	於年內行使	於年內失效	於2016年12月31日尚未行使
Directors 董事	9/9/2013	9/9/2013 – 8/9/2016	0.406	–	–	–	–	–
		9/9/2014 – 8/9/2016	0.406	–	–	–	–	–
		9/9/2015 – 8/9/2016	0.406	–	–	–	–	–
	9/10/2013	9/10/2013 – 8/10/2016	0.402	–	–	–	–	–
		9/10/2014 – 8/10/2016	0.402	–	–	–	–	–
		9/10/2015 – 8/10/2016	0.402	–	–	–	–	–
17/6/2014	17/6/2014 – 16/6/2017	0.550	6,000,000	–	(6,000,000)	–	–	
4/12/2015	4/12/2015 – 3/12/2016	0.760	1,000,000	–	–	(1,000,000)	–	
Employees 僱員	9/9/2013	9/9/2013 – 8/9/2016	0.406	–	–	–	–	–
		9/9/2014 – 8/9/2016	0.406	–	–	–	–	–
		9/9/2015 – 8/9/2016	0.406	–	–	–	–	–
	9/10/2013	9/10/2013 – 8/10/2016	0.402	–	–	–	–	–
		9/10/2014 – 8/10/2016	0.402	350,000	–	(140,000)	(210,000)	–
		9/10/2015 – 8/10/2016	0.402	960,000	–	(870,000)	(90,000)	–
	4/12/2015	9/10/2015 – 8/10/2016	0.402	10,000,000	–	(1,000,000)	(9,000,000)	–
		1/7/2016 – 31/12/2016	0.760	–	–	–	–	–
				18,310,000	–	(8,010,000)	(10,300,000)	–
Weighted average exercise price (HKD) 加權平均行使價 (港元)				0.666	N/A 不適用	0.558	0.750	N/A 不適用

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### 30. SHARE OPTION SCHEME (CONTINUED)

Details of the movements of the share options granted under the Scheme during the year ended 31 December 2015 were as follows:

Name of participants	Date of grant	Exercise period	Exercise price per share (HKD) 每股行使價 (港元)	Number of share options 購股權數目				Outstanding as at 31 December 2015 於2015年12月31日尚未行使
				Outstanding as at 1 January 2015 於2015年1月1日尚未行使	Granted during the year 於年內授出	Exercised during the year 於年內行使	Lapsed during the year 於年內失效	
Directors 董事	9/9/2013	9/9/2013 – 8/9/2016	0.406	–	–	–	–	–
		9/9/2014 – 8/9/2016	0.406	7,000,000	–	(7,000,000)	–	–
		9/9/2015 – 8/9/2016	0.406	10,800,000	–	(3,900,000)	(6,900,000)	–
	9/10/2013	9/10/2013 – 8/10/2016	0.402	–	–	–	–	–
		9/10/2014 – 8/10/2016	0.402	–	–	–	–	–
		9/10/2015 – 8/10/2016	0.402	–	–	–	–	–
17/6/2014	17/6/2014 – 16/6/2017	0.550	6,000,000	–	–	–	6,000,000	
4/12/2015	4/12/2015 – 31/12/2016	0.760	–	1,000,000	–	–	1,000,000	
Employees 僱員	9/9/2013	9/9/2013 – 8/9/2016	0.406	–	–	–	–	–
		9/9/2014 – 8/9/2016	0.406	2,320,000	–	(2,320,000)	–	–
		9/9/2015 – 8/9/2016	0.406	12,000,000	–	(7,800,000)	(4,200,000)	–
	9/10/2013	9/10/2013 – 8/10/2016	0.402	540,000	–	(540,000)	–	–
		9/10/2014 – 8/10/2016	0.402	4,470,000	–	(4,120,000)	–	350,000
		9/10/2015 – 8/10/2016	0.402	4,470,000	–	(2,550,000)	(960,000)	960,000
	4/12/2015	1/7/2016 – 31/12/2016	0.760	–	10,000,000	–	–	10,000,000
				<b>47,600,000</b>	<b>11,000,000</b>	<b>(28,230,000)</b>	<b>(12,060,000)</b>	<b>18,310,000</b>
Weighted average exercise price (HKD) 加權平均行使價 (港元)			0.423	0.760	0.405	0.406	0.666	

As at 31 December 2016, no share options was outstanding. As at 31 December 2015, the number and weighted average exercise price of share options exercisable at the end of the reporting period were 8,310,000 shares and HKD0.552, respectively.

The weighted average remaining contractual life for share options outstanding at the end of reporting period is nil (2015: 1.13 years). The weighted average share price at the date of exercise of options exercised during the year was HKD0.84 (2015: HKD0.83).

### 30. 購股權計劃 (續)

於截至2015年12月31日止年度內，根據該計劃授出的購股權變動詳情如下：

於2016年12月31日，並無尚未行使之購股權。於2015年12月31日，可行使購股權的數目為8,310,000股股份，而加權平均行使價為0.552港元。

於報告期末尚未行使購股權的加權平均剩餘合約年期為無(2015年：1.13年)。於年內已行使購股權行使日期的加權平均股價為0.84港元(2015年：0.83港元)。

### 30. SHARE OPTION SCHEME (CONTINUED)

The total number of shares available for issue under the share option scheme as at 31 December 2016 was 811,726,074 shares (No outstanding share options had been granted but not yet lapsed or exercised) (2015: 809,323,074 shares (including options for 18,310,000 shares that have been granted but not yet lapsed or exercised)) which represented 30% (2015: 29.3%) of the issued share capital of the Company at 31 December 2016.

The estimated fair value of the options granted on 9 September 2013 was HKD0.1184 per option. The fair value was calculated using the Black-Scholes model with Binomial Tree method. The inputs into the model were as follows:

Share price at grant date	HKD0.400
Exercise price	HKD0.406
Expected volatility	43.526%
Expected life	3 years
Risk-free rate	0.693%
Expected dividend yield	0%

The estimated fair value of the options granted on 9 October 2013 was HKD0.1204 per option. The fair value was calculated using the Black-Scholes model with Binomial Tree method. The inputs into the model were as follows:

Share price at grant date	HKD0.400
Exercise price	HKD0.402
Expected volatility	44.015%
Expected life	3 years
Risk-free rate	0.545%
Expected dividend yield	0%

### 30. 購股權計劃 (續)

於2016年12月31日根據購股權計劃可供發行的股份總數為811,726,074股股份(並無已獲授出但尚未失效或獲行使的購股權)(2015年: 809,323,074股股份(包括已獲授出但尚未失效或獲行使的18,310,000股股份購股權),佔本公司於2016年12月31日已發行股本的30%(2015年: 29.3%)。

於2013年9月9日已向合資格人士授出購股權的估計公平價值為每份購股權0.1184港元。公平價值乃使用二叉樹法的柏力克-舒爾斯模式計算。該模式的輸入數據如下:

於授出日期的股價	0.400港元
行使價	0.406港元
預期波幅	43.526%
預期年期	3年
無風險利率	0.693%
預期股息率	0%

於2013年10月9日已向合資格人士授出購股權的估計公平價值為每份購股權0.1204港元。公平價值乃使用二叉樹法的柏力克-舒爾斯模式計算。該模式的輸入數據如下:

於授出日期的股價	0.400港元
行使價	0.402港元
預期波幅	44.015%
預期年期	3年
無風險利率	0.545%
預期股息率	0%



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### 30. SHARE OPTION SCHEME (CONTINUED)

The estimated fair value of the options granted on 17 June 2014 was HKD0.1921 per option. The fair value was calculated using the Black-Scholes model with Binomial Tree method. The inputs into the model were as follows:

Share price at grant date	HKD0.550
Exercise price	HKD0.550
Expected volatility	51.087%
Expected life	3 years
Risk-free rate	0.771%
Expected dividend yield	0%

The estimated fair values of the options granted to eligible persons on 4 December 2015 were HKD0.1699 and HKD0.1707 per option. The fair value was calculated using the Black-Scholes model with Binomial Tree method. The inputs into the model were as follows:

Share price at grant date	HKD0.760
Exercise price	HKD0.760
Expected volatility	56.772%/54.938%
Expected life	1/1.08 years
Risk-free rate	0.09%/0.1077%
Expected dividend yield	0%

The volatility assumption, measured at the standard deviation of expected share price returns, is based on a statistical analysis of daily share prices over the last three years.

The share options granted on 9 September 2013 were subject to the following vesting schedule:

#### Vesting schedule

From 9 September 2013 to 8 September 2014
From 9 September 2014 to 8 September 2015
From 9 September 2015 to 8 September 2016

#### 歸屬時間表

2013年9月9日至2014年9月8日
2014年9月9日至2015年9月8日
2015年9月9日至2016年9月8日

#### Maximum number of share options exercisable 最多可行使 購股權數目

40%
70%
100%

### 30. 購股權計劃 (續)

於2014年6月17日已向合資格人士授出購股權的估計公平價值為每份購股權0.1921港元。公平價值乃使用二叉樹法的柏力克-舒爾斯模式計算。該模式的輸入數據如下：

於授出日期的股價	0.550港元
行使價	0.550港元
預期波幅	51.087%
預計年期	3年
無風險利率	0.771%
預期股息率	0%

於2015年12月4日已向合資格人士授出購股權的估計公平價值分別為每份購股權0.1699港元及0.1707港元。公平價值乃使用二叉樹法的柏力克-舒爾斯模式計算。該模式的輸入數據如下：

於授出日期的股價	0.760港元
行使價	0.760港元
預期波幅	56.772%/54.938%
預計年期	1/1.08年
無風險利率	0.09%/0.1077%
預期股息率	0%

按預計股價回報的標準偏差計量的波幅假設乃根據過去三年每日股價的統計數據分析計算得出。

於2013年9月9日授出的購股權須受以下歸屬時間表規限：

### 30. SHARE OPTION SCHEME (CONTINUED)

The share options granted on 9 October 2013 were subject to the following vesting schedule:

Vesting schedule	歸屬時間表	Maximum number of share options exercisable 最多可行使 購股權數目
From 9 October 2013 to 8 October 2014	2013年10月9日至2014年10月8日	40%
From 9 October 2014 to 8 October 2015	2014年10月9日至2015年10月8日	70%
From 9 October 2015 to 8 October 2016	2015年10月9日至2016年10月8日	100%

The share options granted to employees on 4 December 2015 are subject to the following vesting schedule:

Vesting schedule	歸屬時間表	Maximum number of share options exercisable 最多可行使 購股權數目
From 1 July 2016 to 31 December 2016	2016年7月1日至2016年12月31日	100%

No vesting conditions were set for the share options granted to Directors on 17 June 2014 and 4 December 2015.

於2013年10月9日授出的購股權須受以下歸屬時間表規限：

於2015年12月4日授予僱員的購股權須受以下歸屬時間表規限：

於2014年6月17日及2015年12月4日授予董事的購股權沒有設定歸屬時間限制。

The fair value of share options granted was recognised as an employee cost with a corresponding increase in share options reserve within equity over the relevant vesting periods.

已授出購股權的公平價值乃確認為僱員成本，而於相關歸屬期間權益中的購股權儲備亦相應增加。

The Group recognised an expense of approximately HKD1,481,000 (2015: HKD1,666,000) for the year ended 31 December 2016 in relation to share options granted by the Company.

截至2016年12月31日止年度，本集團就本公司授出的購股權確認開支1,481,000港元（2015年：1,666,000港元）。

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### 31. BONUS WARRANTS

On 18 March 2016, the Company announced a proposed bonus issue of warrants on the basis of one warrant for every five Shares held on the record date (i.e. 17 June 2016). On 6 July 2016, 539,732,716 units of warrants were issued. Each warrant entitles the holder thereof to subscribe in cash for one share at the initial subscription price of HKD1.00 per share (subject to adjustments). The warrants are exercisable at any time during a period of three years commencing from the date of issue of the warrants (i.e. 6 July 2016). Details of the bonus warrants are disclosed in the Company's circular dated 29 April 2016. No warrants were exercised during the year.

### 32. RESERVES

Company	本公司	Share premium 股份溢價 HKD'000 千港元	Contributed surplus 實繳盈餘 HKD'000 千港元	Share options reserve 購股權儲備 HKD'000 千港元	Retained profits 留存溢利 HKD'000 千港元	Total 總計 HKD'000 千港元
At 1 January 2015	於2015年1月1日	924,998	586,774	4,970	257,596	1,774,338
Share-based payment	以股份支付	-	-	1,666	-	1,666
Exercise of share options (Note 30)	行使購股權 (附註30)	11,967	-	(3,357)	-	8,610
Lapse of share options	購股權失效	-	-	(1,430)	1,430	-
Loss for the year	年度虧損	-	-	-	(14,104)	(14,104)
At 31 December 2015	於2015年12月31日	936,965	586,774	1,849	244,922	1,770,510
Share-based payment	以股份支付	-	-	1,481	-	1,481
Exercise of share options (Note 30)	行使購股權 (附註30)	5,110	-	(1,445)	-	3,665
Lapse of share options	購股權失效	-	-	(1,885)	1,885	-
Loss for the year	年度虧損	-	-	-	(4,473)	(4,473)
Dividend paid	已付股息	-	-	-	(53,974)	(53,974)
At 31 December 2016	於2016年12月31日	942,075	586,774	-	188,360	1,717,209

### 31. 紅利認股權證

於2016年3月18日，本公司公告建議按於記錄日期（即2016年6月17日）每持有五股股份獲發一份認股權證之基準發行紅利認股權證。於2016年7月6日發行539,732,716份認股權證。每份認股權證賦予其持有人權利，以現金認購每股初步認購價1.00港元之認股權證股份（須予調整）。認股權證可自首次發行認股權證日期起（即2016年7月6日）三年內隨時行使。有關紅利認股權證詳情於本公司日期為2016年4月29日之通函披露。年內概無認股權證獲行使。

### 32. 儲備

## 32. RESERVES (CONTINUED)

The following describes the nature and purpose of each reserve within owners' equity of the Group:

Reserve	Description and purpose
Contributed surplus	Contributed surplus of approximately HKD63,561,000 represents the excess of the fair value of the shares of the subsidiaries acquired and the nominal amount of the Company's shares issued for the acquisition at the time of the group reorganisation on 9 February 1995. The remaining balance of approximately HKD523,213,000 represents the implementation of capital reduction in 2012 pursuant to which the par value of each existing share if HKD0.50 each in the issued capital of the Company were reduced by HKD0.40 each.
Share premium	Amount subscribed for share capital in excess of nominal value.
Properties revaluation reserve	Gains/losses arising on the revaluation of properties (other than investment properties). The balance of this reserve is wholly undistributable.
Investments revaluation reserve	Gains/losses arising on the revaluation of available-for-sale investments. The balance of this reserve is wholly undistributable.
Share options reserve	Cumulative expenses recognised on the granting of share options to the employee over the vesting period.

## 32. 儲備 (續)

下文說明本集團權益擁有人權益內各儲備的性質及目的：

儲備	說明及目的
實繳盈餘	實繳盈餘約63,561,000港元乃指已收購附屬公司的股份公平價值超出於1995年2月9日集團重組之時因收購而發行的本公司股份賬面值的差額。剩餘結餘約523,213,000港元乃指於2012年實施股本削減，據此，倘本公司已發行股本中每股面值0.50港元，則每股現有股份面值每股削減0.40港元。
股份溢價	認購股本金額超出面值的款項。
物業重估儲備	物業（投資物業除外）重估產生的收益／虧損。本儲備全部結餘均為不可分派。
投資重估儲備	可供銷售投資重估產生的收益／虧損。本儲備全部結餘均為不可分派。
購股權儲備	於歸屬期後授予僱員之購股權確認之累計開支。

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### 32. RESERVES (CONTINUED)

Reserve	Description and purpose
Translation reserve	Gains/losses arising on retranslating the net assets of foreign operations into presentation currency.
Statutory reserve	Appropriation of profits of the a Taiwan subsidiary to non-distributable reserve fund account as required by the relevant Taiwan statute.
Retained profits	Cumulative net gains and losses recognised in profit or loss.

### 33. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debts, which include trade and other payables, bank borrowings, loan from non-controlling interests, net of bank balances and cash, restricted bank deposits and equity attributable to owners of the Company, comprising issued share capital and various reserves.

### 32. 儲備 (續)

儲備	說明及目的
匯兌儲備	換算海外業務資產淨值為呈列貨幣產生的收益／虧損。
法定儲備	根據相關台灣法令所規定，將台灣附屬公司的溢利轉撥至不可分配儲備基金賬戶。
保留盈利	於損益內確認的累計收益及虧損淨額。

### 33. 資本風險管理

本集團管理其資本以保證本集團的實體可以持續經營，並優化負債及股權的平衡以最佳化利益相關者回報。本集團所有政策相比往年並無變更。

本集團的資本結構包括債務淨額，其中包括貿易及其他應付賬款、銀行貸款、來自非控股權益貸款、銀行結餘及現金淨額、受限制銀行存款及本公司擁有人應佔權益，包括已發行股本及各項儲備。



### 33. CAPITAL RISK MANAGEMENT (CONTINUED)

The Directors review the capital structure regularly. As part of this review, the Directors consider the cost of capital and the risks associated the share capital. The Group will balance its overall capital structure through new share issues as well as the issue of new debts or the redemption of existing debts.

The net debts-to-equity ratios at 31 December 2016 and 2015 were as follows:

### 33. 資本風險管理 (續)

董事定期審閱本集團資本架構。作為審閱的一部分，董事會考慮與股本相關的資本成本及風險。本集團將通過發行新股及發行新債務或贖回現有債務，平衡其整體資本架構。

於2016及2015年12月31日止年度債務權益淨值情況如下表：

		2016 HKD'000 千港元	2015 HKD'000 千港元
Trade and other payables	貿易及其他應付賬款	258,836	265,611
Bank borrowings	銀行貸款	719,491	737,251
Loan from non-controlling interests	來自非控股權益貸款	153,254	153,254
		<u>1,131,581</u>	<u>1,156,116</u>
Less: Bank balances and cash	減：銀行結餘及現金	(328,468)	(470,025)
Restricted bank deposits	受限制銀行存款	(4,870)	(13,427)
Net debts	負債淨值	<u>798,243</u>	<u>672,664</u>
Equity	權益	<u>2,177,817</u>	<u>2,319,135</u>
Net debts to equity ratio	債務權益淨值	<u>37%</u>	<u>29%</u>

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**34. FINANCIAL INSTRUMENTS**

**(A) CATEGORIES OF FINANCIAL INSTRUMENTS**

**34. 金融工具**

**(A) 金融工具類別**

		2016		2015	
		Carrying amount 賬面值 HKD'000 千港元	Fair value 公平價值 HKD'000 千港元	Carrying amount 賬面值 HKD'000 千港元	Fair value 公平價值 HKD'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Fair value through profit or loss (held for trading)	計入損益的公平價值 (持作買賣)				
- Trading securities	- 買賣證券	10,714	10,714	16,420	16,420
<b>Loans and receivables</b>	<b>貸款及應收賬款</b>				
- Bank balances and cash	- 銀行結餘及現金	351,147	(note) (附註)	494,519	(note) (附註)
- Amount due from joint ventures	- 應收合營企業款項	53,069	(note) (附註)	-	(note) (附註)
- Loan to non-controlling interest	- 貸款予非控股權益	1,668	(note) (附註)	-	(note) (附註)
- Restricted bank deposits	- 受限制銀行存款	4,870	(note) (附註)	13,427	(note) (附註)
- Trade and other receivables	- 貿易及其他應收賬款	129,060	(note) (附註)	94,068	(note) (附註)
- Advances to customers in margin financing	- 提供予保證金融資 客戶之墊款	119,656	(note) (附註)	126,050	(note) (附註)
- Loans receivables	- 應收貸款	333,810	(note) (附註)	629,196	(note) (附註)
Financial liabilities measured at amortised cost	金融負債按攤銷成本計量				
- Trade and other payables	- 貿易及其他應付賬款	99,601	(note) (附註)	108,874	(note) (附註)
- Bank borrowings	- 銀行貸款	719,491	(note) (附註)	737,251	(note) (附註)
- Loan from non-controlling interests	- 來自非控股權益貸款	153,254	(note) (附註)	153,254	(note) (附註)

*Note:* The Directors consider that the carrying amounts of these categories approximate to their fair value on the grounds that either their maturities are short or their effective interest rates approximate the discount rates as at the end of the reporting period.

*附註:* 董事認為，於報告期末，該等類別之賬面值與其公平價值相若，原因為其於短時間內到期或其實際利率與折現率相若。

### 34. FINANCIAL INSTRUMENTS (CONTINUED)

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include amounts due from joint ventures, loan to non-controlling interest, trading securities, trade and other receivables, advances to customers in margin financing, loans receivable, bank balances and cash, restricted bank deposits, trade and other payables, bank borrowings and loan from non-controlling interests. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include currency risk, interest rate risk, credit risk, liquidity risk and equity price risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

##### (i) Currency risk

Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk.

At the end of the reporting period, the carrying amounts of the Group's monetary assets and monetary liabilities that were denominated in a currency other than the functional currency of the relevant group entities were as follows:

		Liabilities 負債		Assets 資產	
		2016 HKD'000 千港元	2015 HKD'000 千港元	2016 HKD'000 千港元	2015 HKD'000 千港元
HKD	港元	475,414	478,587	637,716	1,064,758

### 34. 金融工具 (續)

#### (B) 金融風險管理目標及政策

本集團的主要金融工具包括應收合營企業款項、貸款予非控股權益、交易證券、貿易及其他應收賬款、提供予保證金融資客戶之墊款、應收貸款、銀行結餘及現金、受限制銀行存款、貿易及其他應付賬款、銀行貸款及來自非控股權益貸款。以上金融工具的詳情載於相關附註。與此等金融工具相關的風險包括貨幣風險、利率風險、信貸風險、流動資金風險及股本價格風險。減輕此等風險的政策已載列於下文。管理層透過管理及監控此等風險，確保可及時有效地採取適當措施。

##### (i) 貨幣風險

本公司的若干附屬公司的外幣銷售及購買令本集團承受外幣風險。

於報告期末，本集團以相關集團實體的功能貨幣以外的貨幣結算的本集團貨幣資產及貨幣負債的賬面值如下：

## **34. FINANCIAL INSTRUMENTS (CONTINUED)**

### **(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

#### **(i) Currency risk (Continued)**

##### *Sensitivity analysis*

The Group is mainly exposed to the fluctuation in USD/HKD exchange rate. However, the foreign currency risk is not significant as HKD is pegged to USD.

#### **(ii) Interest rate risk**

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank deposits and loans receivable. The Directors consider the Group's exposure to fair value interest rate risk is not significant as interest bearing bank deposits and loans receivable are within short maturity periods.

The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank deposits, advances from customers in margin financing and bank borrowings. It is the Group's policy to keep its deposits at floating rate of interest so as to minimise the fair value interest rate risk.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate arising from the Group's USD denominated bank deposits and HKD and USD denominated bank loans.

## **34. 金融工具 (續)**

### **(B) 金融風險管理目標及政策 (續)**

#### **(i) 貨幣風險 (續)**

##### *敏感度分析*

本集團主要承受美元／港元匯率波動風險。然而，由於港元跟美元掛鈎，故外幣風險並不顯著。

#### **(ii) 利率風險**

本集團就定息銀行存款及貸款予一合營企業而承擔公平價值利率風險。董事認為，由於計息銀行存款為短期性，故本集團承擔的公平價值利率風險並不顯著。

本集團亦因可變利率銀行存款與銀行貸款而面對現金流量利率風險。本集團的政策乃就其存款採用浮動利率以減低公平價值利率風險。

本集團的現金流利率風險主要集中在香港銀行同業拆息的波動，產生自本集團以美元計價的銀行存款和港元及美元計價的銀行貸款。

## 34. FINANCIAL INSTRUMENTS (CONTINUED)

### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### (ii) Interest rate risk (Continued)

##### *Sensitivity analysis*

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. The analysis is prepared assuming these financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates on bank deposits and advances to customers in margin financing had been 50 basis points (2015: 50 basis points) higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2016 would increase/decrease by HKD1,029,000 (2015: profit for the year increase/decrease by HKD2,269,000) attributable to the Group's exposure to interest rates on its variable-rate bank deposits and advances to customers in margin financing. In addition, if interest rates on bank borrowings had been 50 basis points (2015: 50 basis points) higher/lower and all other variables were held constant, the Group's profit for the year ended 31 December 2016 would decrease/increase by HKD3,004,000 (2015: profit for the year decrease/increase by HKD3,078,000) attributable to the Group's exposure to interest rates on its variable-rate bank borrowings.

## 34. 金融工具 (續)

### (B) 金融風險管理目標及政策 (續)

#### (ii) 利率風險 (續)

##### *敏感度分析*

以下敏感度分析主要基於在報告期末非衍生工具的利率風險承擔而釐定。於報告期末，本分析乃假設該等未兌現的金融工具於全年均並未兌現而編製。本集團內部向主要管理人員匯報利率風險會採納50基點上升及下跌為基準，此亦代表管理層對利率的合理可能變動的評估。

倘銀行存款利率及提供予保證金融資客戶之墊款上升/下降50基點(2015年: 50基點)，及所有其他可變因數維持不變，則本集團截至2016年12月31日止年度的溢利將會增加/減少1,029,000港元(2015年: 年內溢利增加/減少2,269,000港元)。此乃由於本集團來自浮動利息銀行存款及提供予保證金融資客戶之墊款所產生利率風險所致。此外，倘銀行貸款利率上升/下跌50基點(2015年: 50基點)，而所有其他可變因數維持不變，則本集團截至2016年12月31日止年度的溢利將減少/增加3,004,000港元(2015年: 年內溢利減少/增加3,078,000港元)，乃由於本集團的浮動利息銀行貸款所面對的利率風險所致。



## **34. FINANCIAL INSTRUMENTS (CONTINUED)**

### **(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

#### **(iii) Credit risk**

The credit risk of these segments is primarily attributable to its trade and other receivables, advances to customers in margin financing and loans receivable. In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

#### *Segments other than financial services segment*

The Group had a concentration of credit risk in relation to trade receivables of these segments as 17% (2015: 22%) and 57% (2015: 44%) of these segments' total trade receivables were due from their largest customer and the five largest customers respectively. These receivables were mainly within the branding, retailing and sourcing segments.

## **34. 金融工具 (續)**

### **(B) 金融風險管理目標及政策 (續)**

#### **(iii) 信貸風險**

該等分部之信貸風險主要由於貿易及其他應收賬款、提供予保證金融資客戶之墊款及應收貸款所致。為將信貸風險減至最低，本集團的管理層已指派一隊人員負責釐定信貸限額、信貸批核及其他監控程序，以確保採取跟進行動以收回過期貸款。此外，本集團亦會於報告期末檢討各項貿易債項的可收回金額，以確保已就無法收回的金額作出足夠的減值虧損。就此而言，董事認為本集團的信貸風險已大幅減少。

#### *除金融服務分部以外分部*

本集團亦承受該等分部之貿易應收賬款的集中信貸風險，因該等分部之最大客戶及5大客戶的貿易應收賬款分別佔該等分部之貿易應收賬款總額的17% (2015年：22%) 及57% (2015年：44%)。該等應收賬款主要在品牌推廣、零售及採購分部內。

## 34. FINANCIAL INSTRUMENTS (CONTINUED)

### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### (iii) Credit risk (Continued)

##### *Financial services segment*

This segment has put in place a well-established credit policy governing the granting of credit limit to customers. Customers are generally required to deposit their securities, properties or other appropriate assets with the Group as collateral to their borrowings. The credit risks of customers are regularly monitored with reference to the realisable values of the collateral.

The Group had a concentration of credit risk in relation to trade receivables, advances to customers in margin financing and loans receivable of this segment as 16% (2015: 21%) and 53% (2015: 57%) of this segment's total receivables were due from their largest customer and the five largest customers respectively.

The credit risk of the Group's other financial assets, which comprise amount due from joint ventures, loan to non-controlling interests, bank balances, bank balances held on behalf of customers, restricted bank deposits, trading securities, arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

#### (iv) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the operations of the Group and mitigate the effects of fluctuations in cash flows. For the Group's financial services segment, there is a constant need of funding for the settlement of securities transactions and for the provision of financing and loans to the customers.

## 34. 金融工具 (續)

### (B) 金融風險管理目標及政策 (續)

#### (iii) 信貸風險 (續)

##### *金融服務分部*

該分部已實行穩固之信貸政策監管給予客戶之信貸額度。客戶一般須向本集團存置其證券、物業或其他適當的資產作為其貸款之抵押。定期監察客戶之信貸風險一般參考抵押品之可變現價值。

本集團亦承受該分部之貿易應收賬款、提供予保證金融資客戶之墊款及應收貸款的集中信貸風險，因該分部之最大客戶及5大客戶的應收賬款分別佔該分部之應收賬款總額的16% (2015年：21%) 及53% (2015年：57%)。

本集團其他金融資產 (包括應收合營企業款項、貸款予非控股權益、銀行結餘、代客戶持有之銀行結餘、受限制銀行存款、交易證券) 之信貸風險均由於對方拖欠所產生，其最大風險等同該等工具之賬面值。

#### (iv) 流動資金風險

於管理流動資金風險方面，本集團監控及維持管理層認為足夠為本集團經營提供資金及減輕現金流波動影響的現金及現金等價物水平。就本集團金融服務分部而言，用作證券交易結算及提供融資及貸款予客戶之資金需求不斷。

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### 34. FINANCIAL INSTRUMENTS (CONTINUED)

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### (iv) Liquidity risk (Continued)

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities according to the earliest date on which the Group can be required to pay. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows.

Liquidity and interest risk tables

2016	2016年	Weighted average interest rate	On demand	1-3 months	3-12 months	More than 1 year	Total undiscounted cash flows	Carrying amount at 31.12.2016
			or less than 1 month					
		利率加權平均值	見票即付或少於1個月	1-3個月	3-12個月	多於一年	未貼現現金流總額	於2016年12月31日之賬面值
		%	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Trade and other payables	貿易及其他應付款項	-	99,601	-	-	-	99,601	99,601
Bank borrowings – variable interest-rate	銀行貸款 – 浮動利率	2.71	156,685	2,537	11,524	605,793	776,539	719,491
Loan from non-controlling interests	來自非控股權益的貸款	-	-	-	-	153,254	153,254	153,254
			<b>256,286</b>	<b>2,537</b>	<b>11,524</b>	<b>759,047</b>	<b>1,029,394</b>	<b>972,346</b>

### 34. 金融工具 (續)

#### (B) 金融風險管理目標及政策 (續)

##### (iv) 流動資金風險 (續)

下表詳述本集團根據商定的還款日期的非衍生金融負債尚餘合約年期，該表乃基於金融負債的未貼現現金流量及按本集團須最早償付的日期而載列。具體來說，具有即時還款條款的銀行貸款會列為最早時段償付，不論銀行選擇行使其權利的機率。其他非衍生金融負債到期日乃根據商定的還款日期。本表格包括利率及本金現金流。

流動資金及利率風險表

### 34. FINANCIAL INSTRUMENTS (CONTINUED)

### 34. 金融工具 (續)

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### (B) 金融風險管理目標及政策 (續)

##### (iv) Liquidity risk (Continued)

##### (iv) 流動資金風險 (續)

Liquidity and interest risk tables (Continued)

流動資金及利率風險表 (續)

2015	2015年	Weighted average interest rate	On demand or less than 1 month	1-3 months	3-12 months	More than 1 year	Total undiscounted cash flows	Carrying amount at 31.12.2015
		利率加權平均值 %	見票即付或少於1個月 HKD'000 千港元	1-3個月 HKD'000 千港元	3-12個月 HKD'000 千港元	多於一年 HKD'000 千港元	未貼現現金流總額 HKD'000 千港元	12月31日之賬面值 HKD'000 千港元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Trade and other payables	貿易及其他應付款項	-	108,874	-	-	-	108,874	108,874
Bank borrowings - variable interest-rate	銀行貸款-浮動利率	2.16	156,311	2,086	9,476	628,147	796,020	737,251
Loan from non-controlling interests	來自非控股權益的貸款	-	-	-	-	153,254	153,254	153,254
			265,185	2,086	9,476	781,401	1,058,148	999,379

##### (v) Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group was exposed to equity price risk arising from individual equity investments classified as financial assets at fair value through profit or loss as at 31 December 2016 and 2015.

The following table demonstrates the sensitivity to every 5% change in the fair values of the Group's 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.

##### (v) 股本價格風險

股本價格風險是指股本指數水平及個別證券價值變動而導致的股本證券公平價值下跌的風險。於2016年及2015年12月31日，本集團所面對的股本價格風險源自分類為透過損益按公平價值計量的金融資產的個別股本投資。

下表列示本集團之股本投資之公平價值對每5%變動之敏感度（所有其他變數保持不變及不計任何稅項影響），按其於報告期完結日之賬面值計算。

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## 34. FINANCIAL INSTRUMENTS (CONTINUED)

### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

#### (v) Equity price risk (Continued)

## 34. 金融工具 (續)

### (B) 金融風險管理目標及政策 (續)

#### (v) 股本價格風險 (續)

		Increase/ (decrease) in fair value 公平價值之 增加/(減少) %	Increase/ (decrease) in profit before tax 除稅前溢利之 增加/(減少) HKD'000 千港元	Increase/ (decrease) in equity 權益之增加/ (減少) HKD'000 千港元
<b>2016</b>	<b>2016年</b>			
Investments listed in Hong Kong – Trading securities	於香港上市之投資 – 買賣證券	<b>5%</b>	<b>536</b>	<b>–</b>
<b>2015</b>	<b>2015年</b>			
Investments listed in Hong Kong – Trading securities	於香港上市之投資 – 買賣證券	<b>5%</b>	<b>821</b>	<b>–</b>



### 34. FINANCIAL INSTRUMENTS (CONTINUED)

### 34. 金融工具 (續)

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### (vi) Offsetting financial assets and financial liabilities

The following tables present details of the Group's financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements.

#### (B) 金融風險管理目標及政策 (續)

##### (vi) 抵銷金融資產及金融負債

下表呈列本集團可予抵銷之金融工具、可強制執行之總淨額結算安排及類似協議之詳情。

		Financial assets subject to offsetting 可予抵銷之金融資產					
		Gross amount of recognised financial assets	Net amount of financial assets presented in the statement of financial position	Financial instruments other than cash collateral	Cash collateral received	Net amount	
		已確認金融資產總額	於財務狀況表抵銷已確認金融負債總額	現金抵押品以外之金融工具	已收現金抵押品	淨額	
		HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	
At 31 December 2016	於2016年12月31日						
Type of financial assets	金融資產類別						
Trade receivable from HKSCC	來自香港結算之貿易應收賬款	31,520	(31,520)	-	-	-	
At 31 December 2015	於2015年12月31日						
Type of financial assets	金融資產類別						
Trade receivable from HKSCC	來自香港結算之貿易應收賬款	35,402	(13,087)	22,315	-	22,315	

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**34. FINANCIAL INSTRUMENTS (CONTINUED)**

**(B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

**(vi) Offsetting financial assets and financial liabilities (Continued)**

**32. 金融工具 (續)**

**(B) 金融風險管理目標及政策 (續)**

**(vi) 抵銷金融資產及金融負債 (續)**

Financial liabilities subject to offsetting  
可予抵銷之金融負債

		Related amounts not offset in the statement of financial position 概無於財務狀況表抵銷之相關金額					
		Gross amount of recognised financial assets	Net amount of financial liabilities presented in the statement of financial position	Financial instruments other than cash collateral	Cash collateral received	Net amount	
		Gross amount of recognised financial liabilities	offset in the statement of financial position	presented in the statement of financial position	現金抵押品以外之金融工具	已收現金抵押品	
		已確認金融負債總額	抵銷已確認金融資產總額	於財務狀況表呈列之金融負債淨額	HKD'000	HKD'000	
		HKD'000	HKD'000	HKD'000	千港元	千港元	
		千港元	千港元	千港元	千港元	千港元	
At 31 December 2016	於2016年12月31日						
Type of financial liabilities	金融負債類別						
Trade payable from HKSCC	來自香港結算之貿易應付賬款	35,675	(31,520)	4,155	-	4,155	
At 31 December 2015	於2015年12月31日						
Type of financial liabilities	金融負債類別						
Trade payable from HKSCC	來自香港結算之貿易應付賬款	13,087	(13,087)	-	-	-	

### 34. FINANCIAL INSTRUMENTS (CONTINUED)

### 34. 金融工具 (續)

#### (B) FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

##### (vi) Offsetting financial assets and financial liabilities (Continued)

The tables below reconcile the amounts of trade and other receivables and trade and other payables of the Group as presented in the consolidated statement of financial position:

##### Trade and other receivables

		2016 HKD'000 千港元	2015 HKD'000 千港元
Net amount of trade receivables from HKSCC	來自香港結算之貿易應收賬款淨額	–	22,315
Trade and other receivables not in the scope of offsetting disclosure	不在抵銷披露範圍之貿易及其他應收賬款	<u>142,508</u>	<u>93,527</u>
Trade and other receivables as disclosed in the consolidated statement of financial position	綜合財務狀況表所披露之貿易及其他應收賬款	<u>142,508</u>	<u>115,842</u>

##### Trade and other payables

		2016 HKD'000 千港元	2015 HKD'000 千港元
Net amount of trade payables from HKSCC	來自香港結算之貿易應付賬款淨額	4,155	–
Trade and other payables not in the scope of offsetting disclosure	不在抵銷披露範圍之貿易及其他應付賬款	<u>254,681</u>	<u>265,611</u>
Trade and other payables as disclosed in the consolidated statement of financial position	綜合財務狀況表所披露之貿易及其他應付賬款	<u>258,836</u>	<u>265,611</u>

#### (B) 金融風險管理目標及政策 (續)

##### (vi) 抵銷金融資產及金融負債 (續)

下表為於綜合財務狀況表所呈列本集團之貿易及其他應收賬款與貿易及其他應付賬款金額之對賬：

##### 貿易及其他應收賬款

	2016 HKD'000 千港元	2015 HKD'000 千港元
Net amount of trade receivables from HKSCC	–	22,315
Trade and other receivables not in the scope of offsetting disclosure	<u>142,508</u>	<u>93,527</u>
Trade and other receivables as disclosed in the consolidated statement of financial position	<u>142,508</u>	<u>115,842</u>

##### 貿易及其他應付賬款

	2016 HKD'000 千港元	2015 HKD'000 千港元
Net amount of trade payables from HKSCC	4,155	–
Trade and other payables not in the scope of offsetting disclosure	<u>254,681</u>	<u>265,611</u>
Trade and other payables as disclosed in the consolidated statement of financial position	<u>258,836</u>	<u>265,611</u>

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### 34. FINANCIAL INSTRUMENTS (CONTINUED)

#### (C) FAIR VALUE

The fair value of financial assets and financial liabilities are determined as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities, the fair value of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices (level 1).
- Level 2 – inputs other than quoted prices included with in Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3 – inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The directors consider that the carrying amounts of financial assets and liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

### 34. 金融工具 (續)

#### (C) 公平價值

金融資產及金融負債的公平價值乃按下列因素釐定：

- 層級1—根據於交投活躍市場中可辨認資產或負債的報價(未經調整)·附有一般條款及條件並於活躍流動市場交易的金融資產的公平價值乃參考市場所報的買入價及賣出價(層級1)而釐定。
- 層級2—層級1所包括之報價以外·可就資產或負債直接(即價格)或間接(即從價格推算)觀察得出之輸入數據。
- 層級3—並非根據可觀察市場數據得出之資產或負債輸入數據(無法觀察輸入數據)。

董事認為·於綜合財務報表按攤銷成本入賬的金融資產及金融負債的賬面值與其等的公平價值相若。

### 34. FINANCIAL INSTRUMENTS (CONTINUED)

#### (C) FAIR VALUE (CONTINUED)

*Fair value measurements recognised in the consolidated statement of financial position*

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, all grouped into Level 1, based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements. Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets.

		2016 HKD'000 千港元	2015 HKD'000 千港元
<b>Level 1</b> Fair value through profit or loss financial assets - listed	<b>第一級別</b> 按公平價值列入損益之 金融資產－上市	<b>10,714</b>	<b>16,420</b>

### 35. CONTINGENT LIABILITIES

Details of potential tax liabilities in connection with the potential penalty arising from the late filing of PRC tax returns, if any, are detailed in Note 8.

### 34. 金融工具 (續)

#### (C) 公平價值 (續)

*確認於綜合財務狀況表的公平價值計量*

下表為金融工具在首次以公平價值確認之後而計量(所有均按其公平價值計量之輸入數據顯著的等級及重大公平價值計量輸入數據而歸類為層級1)的分析。層級1公平價值計量乃根據可辨認資產於交投活躍的市場中報價(未經調整)所得。

### 35. 或然負債

就與提交最近期中國報稅表所產生之潛在罰金(如有)相關的潛在稅務責任之詳情於附註8詳述。



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**36. OPERATING LEASES**

**THE GROUP AS LESSEE**

The Group made the following minimum lease payments during the year as follows:

		2016 HKD'000 千港元	2015 HKD'000 千港元
Operating lease rentals in respect of:	以下項目的經營租賃租金：		
Minimum lease payments:	最低租賃款項：		
– offices	– 辦公室	669	1,741
– staff quarters	– 員工宿舍	258	–
– retail shops	– 零售店	5,294	3,677
Contingent rentals	或然租金	<u>6,150</u>	<u>5,202</u>
		<u>12,371</u>	<u>10,620</u>

At the end of the reporting period, the Group had commitments for future minimum lease payments for offices, warehouses, staff quarters and retail shops under non-cancellable operating leases which fall due as follows:

		2016 HKD'000 千港元	2015 HKD'000 千港元
Within one year	一年內	16,003	4,968
In the second to fifth year, inclusive	第二年至第五年 (包括首尾兩年)	<u>1,602</u>	<u>1,864</u>
		<u>17,605</u>	<u>6,832</u>

Operating lease payments represent rental payable by the Group for certain of its retail shops. Leases are negotiated for lease terms of one to three years.

**36. 經營租賃**

**本集團為承租人**

本集團於年內作出以下最低租賃款項：

		2016 HKD'000 千港元	2015 HKD'000 千港元
Operating lease rentals in respect of:	以下項目的經營租賃租金：		
Minimum lease payments:	最低租賃款項：		
– offices	– 辦公室	669	1,741
– staff quarters	– 員工宿舍	258	–
– retail shops	– 零售店	5,294	3,677
Contingent rentals	或然租金	<u>6,150</u>	<u>5,202</u>
		<u>12,371</u>	<u>10,620</u>

於報告期末，本集團承擔支付被歸類為不可取消的經營租賃的辦公室、倉庫、員工宿舍及零售商舖的未來最低租賃款項，其到期日的分析如下：

		2016 HKD'000 千港元	2015 HKD'000 千港元
Within one year	一年內	16,003	4,968
In the second to fifth year, inclusive	第二年至第五年 (包括首尾兩年)	<u>1,602</u>	<u>1,864</u>
		<u>17,605</u>	<u>6,832</u>

經營租賃款項乃指本集團應付其若干零售商舖的租金。租約經協商定為一至三年不等。

### 36. OPERATING LEASES (CONTINUED)

#### THE GROUP AS LESSEE (CONTINUED)

The above lease commitments represent basic rents only and do not include contingent rents payable in respect of certain retail shops leased by the Group. In general, these contingent rents are calculated with reference to the relevant retail shops' turnover using pre-determined formulae. It is not possible to estimate in advance the amount of such contingent rent payable.

#### THE GROUP AS LESSOR

Property rental income earned during the year was HKD36,245,000 (2015: HKD34,042,000). Investment properties held for rental purposes have committed tenants for the next two to three years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

### 36. 經營租賃 (續)

#### 本集團為承租人 (續)

上述租賃承擔僅指基本租金，但不包括本集團租賃的若干零售商舖的應付或然租金。一般而言，該等或然租金乃參考相關零售商舖的營業額使用預先釐定的程式計算，事先估計應付有關或然租金的金額並不可行。

#### 本集團為出租人

年內，所獲物業出租收入為36,245,000港元（2015年：34,042,000港元）。於未來兩至三年，持作租賃用途的投資物業已有訂約租戶。

於報告期末，本集團與租戶訂立未來最低租賃款項合約如下：

		2016 HKD'000 千港元	2015 HKD'000 千港元
Within one year	一年內	24,532	32,587
In the second to fifth year, inclusive	第二年至第五年 (包括首尾兩年)	<u>18,147</u>	<u>36,603</u>
		<u>42,679</u>	<u>69,190</u>

### 37. CAPITAL COMMITMENTS

**Contracted for but not provided**  
– Capital expenditure in respect of the establishment of a joint venture

**有關已訂立合約惟並未撥備**  
– 有關成立合營企業之  
資本開支

### 37. 資本承擔

		2016 HKD'000 千港元	2015 HKD'000 千港元
		<u>3,893</u>	<u>32,437</u>

### **38. UNDERWRITING AND SUB-UNDERWRITING COMMITMENTS**

The Group guaranteed to purchase the securities in underwriting amounted to Nil (2015: HKD14,998,000) being offered by sales of securities, at an agreed-upon price between the Group and issuer of securities, regardless of whether or not the securities could be sold to investors in the future. In the opinion of the directors of the Group, the fair values of the underwriting and sub-underwriting arrangements were insignificant to the Group.

### **39. RETIREMENT BENEFITS SCHEME**

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") for all its qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, under the control of trustees. The Group contributes 5% or HKD1,500 in maximum of relevant payroll costs to the MPF Scheme, which contribution is matched by employees.

The subsidiaries of the Company in the PRC are members of the state-managed retirement benefits scheme operated by the government of the PRC. The retirement scheme contributions, which are based on a certain percentage of the salaries of the relevant subsidiaries' employees, are charged to the consolidated statement of comprehensive income in the period to which they relate and represent the amount of contributions payable by these subsidiaries to the scheme.

The Group also participates in defined contribution retirement schemes organised by the relevant local government authorities in other jurisdictions where the Group operates. Certain employees of the Group eligible for participating in the retirement schemes are entitled to retirement benefits from the schemes. The Group is required to make contributions to the retirement schemes up to the time of retirement of the eligible employees, excluding those employees who resigned before their retirements, at a percentage that is specified by the local governments.

### **38. 包銷及分包銷承諾**

本集團保證按本集團與證券發行人協定的票面價格購買銷售證券所提呈的包銷金額為零(2015年: 14,998,000港元)的證券, 而不論證券能否於未來銷售予投資者。本集團董事認為, 包銷及分包銷安排之公平價值對本集團而言並不重大。

### **39. 退休福利計劃**

本集團為所有於香港的合資格僱員執行一項強制性公積金計劃(「強積金計劃」)。強積金計劃的資產與本集團的資產分開管理, 並由信託人控制的基金持有。本集團會將相關的工資成本的5%或最高1,500港元作為強積金計劃供款, 而僱員亦須繳納相等的供款。

本公司於中國的附屬公司為中國政府經營的國家管理退休福利計劃成員。此退休計劃供款乃按相關附屬公司僱員的工資的若干百分比計量, 並於有關期內將此等附屬公司的應付退休計劃供款計入綜合全面收益表。

本集團亦參與本集團經營業務的其他司法權區的相關地方政府部門的界定供款退休計劃。本集團符合資格參加退休計劃的若干僱員有權享有該等計劃的退休福利。本集團須按當地政府規定的百分比率向該等退休計劃作出供款, 直至合資格僱員退休為止, 不包括於退休前辭任的有關僱員。

## 40. RELATED PARTY DISCLOSURES

### (A) RELATED PARTY TRANSACTIONS

During the year, the Group entered into the following transactions with Mr. Cheng Tun Nei, the Director:

Nature	性質	2016 HKD'000 千港元	2015 HKD'000 千港元
Commission income	佣金收入	63	216
Interest income	利息收入	241	219
Purchase of property, plant and equipment	購買物業、廠房及設備	–	2,896
Entertainment expenses	業務招待費	321	–
Management fee expenses	管理費開支	50	–
Rental expenses	租金開支	324	–
Total amount of margin financing facilities granted as at the year end date (Note)	於年末日授予保證金融資安排之總金額(附註)	10,000	10,000
Maximum amount of margin financing	保證金融資最高金額	4,556	11,633

Note: Advances to the Director in margin financing are repayable on demand, carry interest at Prime Rate plus 3% per annum, and are secured by securities collateral for both years. These transactions constitute connected transactions as defined under the Listing Rules, and those that are not exempted from disclosures in accordance with the Listing Rules are set out in the section headed "Continuing Connected Transactions" in the Corporate Governance Report.

附註：於兩個年度內，就保證金融資向董事作出之墊款須於要求時償還，按最優惠利率每年加3%計息，並以證券抵押品作為擔保。該等交易構成上市規則項下所界定之關連交易，而根據上市規則不獲豁免作出披露之交易載於企業管治報告「持續關連交易」一節。

### (B) COMPENSATION OF KEY MANAGEMENT PERSONNEL

The remuneration of the Directors and other members of key management during the year was as follows:

		2016 HKD'000 千港元	2015 HKD'000 千港元
Short-term benefits	短期福利	10,640	14,645
Post-employment benefits	終止僱用後福利	110	555
		10,750	15,200

The remuneration of the Directors and key executives is determined by the Board of Directors having regard to the performance of the individuals and market trends.

董事及主要管理人員的薪酬乃由董事會按個別表現及市場趨勢而釐定。

## 40. 關連人士披露

### (A) 關連人士交易

年內，本集團與其董事，鄭盾尼先生進行以下交易：

	2016 HKD'000 千港元	2015 HKD'000 千港元
Commission income	63	216
Interest income	241	219
Purchase of property, plant and equipment	–	2,896
Entertainment expenses	321	–
Management fee expenses	50	–
Rental expenses	324	–
Total amount of margin financing facilities granted as at the year end date (Note)	10,000	10,000
Maximum amount of margin financing	4,556	11,633

附註：於兩個年度內，就保證金融資向董事作出之墊款須於要求時償還，按最優惠利率每年加3%計息，並以證券抵押品作為擔保。該等交易構成上市規則項下所界定之關連交易，而根據上市規則不獲豁免作出披露之交易載於企業管治報告「持續關連交易」一節。

### (B) 主要管理人員薪酬

年內，董事及其他主要管理人員的薪酬如下：

	2016 HKD'000 千港元	2015 HKD'000 千港元
Short-term benefits	10,640	14,645
Post-employment benefits	110	555
	10,750	15,200

董事及主要管理人員的薪酬乃由董事會按個別表現及市場趨勢而釐定。

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## 41. HOLDING COMPANY STATEMENT OF FINANCIAL POSITION

## 41. 控股公司的財務狀報表

		Notes 附註	2016 HKD'000 千港元	2015 HKD'000 千港元
Non-current assets	非流動資產			
Investments in subsidiaries	投資於附屬公司		988	988
Amounts due from subsidiaries	應收附屬公司賬款		2,316,199	2,287,359
			<b>2,317,187</b>	<b>2,288,347</b>
Current assets	流動資產			
Other receivables	其他應收款項		1,861	636
Bank balances and cash	銀行結餘及現金		152,294	233,820
			<b>154,155</b>	<b>234,456</b>
Current liabilities	流動負債			
Amounts due to subsidiaries	應付附屬公司款項		16,703	16,702
Other payables	其他應付賬款		1,609	810
Bank borrowings	銀行借貸		155,082	155,002
			<b>173,394</b>	<b>172,514</b>
Net current (liabilities)/assets	流動(負債)/資產淨值		<b>(19,239)</b>	<b>61,942</b>
Non-current liabilities	非流動負債			
Bank borrowings	銀行貸款		310,164	310,004
Net assets	資產淨值		<b>1,987,784</b>	<b>2,040,285</b>
Equity	權益			
Share capital	股本	29	270,575	269,775
Reserves	儲備	32	1,717,209	1,770,510
			<b>1,987,784</b>	<b>2,040,285</b>



## 42. INTERESTS IN SUBSIDIARIES

Details of the Company's principal subsidiaries at 31 December 2016 and 2015 are as follows:

## 42. 於附屬公司的權益

於2016年及2015年12月31日，本公司的主要附屬公司詳情如下：

Subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Paid up issued/registered share capital 已繳足/發行/登記股本	Effective interest in issued/ registered capital held by the Company 本公司持有已發行/ 登記股本有效權益		Principal activities 主營活動		
			2016 Directly 直接	Indirectly 間接	2015 Directly 直接	Indirectly 間接	
Cosmo Group Holdings Limited	The British Virgin Islands 英屬處女群島	Ordinary USD10,000 普通股10,000美元	100%	-	100%	-	Investment holding 投資控股
Misto Worldwide Limited	The British Virgin Islands 英屬處女群島	Ordinary USD1 普通股1美元	-	100%	-	100%	Investment holding 投資控股
Power Plus Limited	The British Virgin Islands 英屬處女群島	Ordinary USD1 普通股1美元	-	100%	-	100%	Investment holding 投資控股
Premier Ever Group Limited	The British Virgin Islands 英屬處女群島	Ordinary USD63,068,127 普通股63,068,127美元	-	100%	-	62.5%	Investment holding 投資控股
Rivergold International Limited	The British Virgin Islands 英屬處女群島	Ordinary USD78,364,080 普通股78,364,080美元	-	100%	-	70%	Investment holding 投資控股
瀋陽奧特萊斯房地產開發有限公司	The PRC (Wholly owned foreign enterprise) 中國(外商獨資企業)	Registered capital USD70,766,000 註冊資本70,766,000美元	-	100%	-	70%	Property investment 物業投資

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### 42. INTERESTS IN SUBSIDIARIES (CONTINUED)

### 42. 於附屬公司的權益 (續)

Subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Paid up issued/registered share capital 已繳足/發行/登記股本	Effective interest in issued/ registered capital held by the Company 本公司持有已發行/ 登記股本有效權益		Principal activities 主營活動		
			2016 Directly 直接	Indirectly 間接	2015 Directly 直接	Indirectly 間接	
China Rise Capital Co., Limited 華晉資本有限公司	Hong Kong 香港	Ordinary HKD5,000,000 普通股5,000,000港元	-	100%	-	100%	Provision of insurance, brokerage services and portfolio management 提供保險、經紀服務 和投資組合管理 的服務
China Rise Finance Co., Limited 華晉財務有限公司	Hong Kong 香港	Ordinary HKD10,000 普通股10,000港元	-	100%	-	100%	Provision of money lending services 提供借貸服務
China Rise Finance Group Company Limited 華晉金融集團有限公司	Hong Kong 香港	Ordinary HKD10,000 普通股10,000港元	-	100%	-	100%	Investment holding 投資控股
China Rise Securities Asset Management Company Limited 華晉證券資產管理有限公司	Hong Kong 香港	Ordinary HKD100,000,000 普通股100,000,000港元	-	100%	-	100%	Dealing and advising in securities 提供證券交易及 顧問服務
沈陽尚柏百貨有限公司	The PRC (Wholly owned foreign enterprise) 中國(外商 獨資企業)	Registered capital USD9,800,000 註冊資本9,800,000美元	-	100%	-	62.5%	Operation and management of outlet malls 奧特萊斯營運及管理
瀋陽建新聯合置業有限公司	The PRC (Wholly owned foreign enterprise) 中國(外商 獨資企業)	Registered capital USD42,500,000 註冊資本42,500,000美元	-	58%	-	58%	Property investment 物業投資
瀋陽建灃置業有限公司	The PRC (Wholly owned foreign enterprise) 中國(外商 獨資企業)	Registered capital USD18,300,000 註冊資本18,300,000美元	-	58%	-	58%	Property investment 物業投資

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**42. INTERESTS IN SUBSIDIARIES  
(CONTINUED)**

**42. 於附屬公司的權益 (續)**

Subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Paid up issued/registered share capital 已繳足/發行/登記股本	Effective interest in issued/ registered capital held by the Company 本公司持有已發行/ 登記股本有效權益		Principal activities 主營活動		
			2016 Directly Indirectly 直接 間接	2015 Directly Indirectly 直接 間接			
JFT Holdings Limited 解放豐通控股有限公司	Hong Kong 香港	Ordinary HKD316,000,000 普通股316,000,000港元	-	100%	-	100%	Provision of IT, corporate services and portfolio management 提供信息技術、企業 服務和投資組合 管理的服務
Kwan Tai Resources Limited 君泰資源有限公司	Hong Kong 香港	Ordinary HKD10 普通股10港元	-	100%	-	100%	Property investment 物業投資
Smart Shine Industries Limited	The British Virgin Islands 英屬處女群島	Ordinary USD 2 普通股2美元	-	100%	-	100%	Investment holding 投資控股
SYM Development Limited	Hong Kong 香港	Ordinary HKD2 普通股2港元	-	100%	-	100%	Property investment 物業投資
Trillion Earning Limited	The British Virgin Islands 英屬處女群島	Ordinary USD1 普通股1美元	-	100%	-	100%	Investment holding 投資控股
Worldwide Properties Limited 華聯置業有限公司	Hong Kong 香港	Ordinary HK\$10,000 普通股10,000港元	-	100%	-	100%	Property investment 物業投資
新矜步(上海)國際貿易 有限公司	The PRC (Wholly owned foreign enterprise) 中國(外商 獨資企業)	Ordinary USD3,000,000 普通股3,000,000美元	-	100%	-	100%	Property investment 物業投資
金寶來大飯店股份有限公司	Taiwan 台灣	Ordinary NTD50,000,000 普通股新台幣50,000,000	-	100%	-	100%	Operation and management of Duty-Free Shops 經營及管理免稅品店

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**42. INTERESTS IN SUBSIDIARIES**  
**(CONTINUED)**

**42. 於附屬公司的權益 (續)**

Subsidiary 附屬公司	Place of incorporation/ registration and operation 註冊成立/ 登記及經營地點	Paid up issued/registered share capital 已繳足/發行/登記股本	Effective interest in issued/ registered capital held by the Company 本公司持有已發行/ 登記股本有效權益		Principal activities 主營活動		
			2016 Directly 直接	Indirectly 間接	2015 Directly 直接	Indirectly 間接	
Arena (Shanghai) Industrial Co. Limited 阿瑞娜(上海)實業有限公司	The PRC 中國	Ordinary RMB30,000 普通股人民幣30,000元	-	70%	-	-	Trading, retailing and distribution of swimming apparel and accessories 貿易、零售及分銷游泳用品及配飾
Perfect Day Ventures Limited	The British Virgin Islands 英屬處女群島	Ordinary USD 30,000 普通股30,000美元	-	100%	-	-	Investment holding 投資控股
Pony International Limited	Hong Kong 香港	Ordinary HKD2 普通股2港元	-	100%	-	100%	Sub-licensing of trademark rights, trading and wholesales 轉授商標權、貿易及批發
Super Jumbo Holdings Limited	The British Virgin Islands 英屬處女群島	Ordinary USD1 普通股1美元	-	100%	-	100%	Development and management of "PONY" brand 發展及管理「PONY」品牌
南寧駿灃服飾有限公司	The PRC (Wholly owned foreign enterprise) 中國(外商獨資企業)	Ordinary USD14,080,000 普通股14,080,000美元	-	100%	-	100%	Trading, retailing and distribution of swimming apparel and accessories 貿易、零售及分銷游泳用品及配飾
Giant Eagle Enterprises Limited	The British Virgin Islands 英屬處女群島	Ordinary USD50,000 普通股50,000美元	-	58%	-	58%	Investment holding 投資控股

## 42. INTERESTS IN SUBSIDIARIES (CONTINUED)

None of the subsidiaries had issued any debt security at the end of the year or at any time during the year.

The above table lists the subsidiaries of the Company which, in the opinion of the Directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

## 43. NON-CONTROLLING INTERESTS

### A. PREMIER EVER GROUP LIMITED

Due to the acquisition of remaining equity interest in Premier Ever Group Limited (“Premier Ever”) during the year ended 31 December 2016, Premier Ever became a wholly-owned subsidiary of the Group and the relevant non-controlling interests became nil. The non-controlling interests of all other subsidiaries that are not 100% owned by the Group are considered to be immaterial.

Summarised financial information in relation to the non-controlling interests of Premier Ever before intra-group eliminations as at 31 December 2015 is presented below:

		HKD'000 千港元
<b>Current</b>	<b>非流動</b>	
Assets	資產	22,077
Liabilities	負債	(56,439)
		<u>(34,362)</u>
<b>Non-current</b>	<b>流動</b>	
Assets	資產	615,753
Liabilities	負債	(42,700)
		<u>573,053</u>
Net assets	資產淨值	<u>538,691</u>
Accumulated non-controlling interests	累計非控股權益	<u>153,307</u>

## 42. 於附屬公司的權益 (續)

於本年度末或本年度任何時間內，概無附屬公司已發行任何債務股份。

董事認為，上表所列的本公司附屬公司為主要影響本集團業績或資產的公司。董事認為倘提供其他附屬公司的詳細資料會導致附屬公司資料部分過於冗長。

## 43. 非控股權益

### A. PREMIER EVER GROUP LIMITED

由於截至2016年12月31日止年度內收購Premier Ever Group Limited (「Premier Ever」)之餘下股權，Premier Ever成為本集團之全資附屬公司及相關非控股權益為零。而並非由本集團全資擁有之所有其他附屬公司之非控股權益乃視為並非重大。

於2015年12月31日，有關Premier Ever之非控股權益之財務資料概要(未作集團內公司間抵銷)乃於下文呈列：



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**43. NON-CONTROLLING INTERESTS**  
**(CONTINUED)**

**A. PREMIER EVER GROUP LIMITED**  
**(CONTINUED)**

*Summarised statement of comprehensive income of Premier Ever for the year ended 31 December 2015*

**43. 非控股權益 (續)**

**A. PREMIER EVER GROUP LIMITED (續)**

*截至2015年12月31日止年度Premier Ever之全面收益表概要*

		HKD'000 千港元
Revenue	營業額	<u>29,322</u>
Loss before income tax expenses	除所得稅開支前虧損	<u>(53,702)</u>
Income tax expenses	所得稅開支	<u>-</u>
Loss for the year	年度虧損	<u>(53,702)</u>
Other comprehensive income	其他全面收入	<u>(26,266)</u>
Total comprehensive income for the year	年度全面收入總額	<u>(79,968)</u>
Loss allocated to non-controlling interests	分配予非控股權益之虧損	<u>(19,443)</u>

The information above shows amounts before inter-company eliminations.

上述資料顯示未作集團內公司間抵銷之金額。

### 43. NON-CONTROLLING INTERESTS (CONTINUED)

#### A. PREMIER EVER GROUP LIMITED (CONTINUED)

Summarised statement of cash flows of Premier Ever  
for the year ended 31 December 2015

		HKD'000 千港元
Cash generated from operations	來自經營業務的現金	6,143
Income tax paid	已付所得稅	—
Net cash from operating activities	來自經營活動的現金淨額	<u>6,143</u>
<b>Cash flow from investing activities</b>	<b>來自投資活動之現金流量</b>	
Net cash used in investing activities	用於投資活動的現金淨額	<u>(23,836)</u>
<b>Cash flow from financing activities</b>	<b>來自融資活動的現金流量</b>	
Net cash used in financing activities	用於融資活動的現金淨額	<u>(307)</u>
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(18,000)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	34,208
Effect of exchange rate changes on cash and cash equivalents	匯率變更對現金及現金等價物之影響	<u>(2,498)</u>
Cash and cash equivalents at end of year	年末現金及現金等價物	<u>13,710</u>

#### B. LOAN FROM NON-CONTROLLING INTERESTS

Save as aforesaid, there is a loan from non-controlling interest which amounted to approximately HKD153,254,000 (2015: HKD153,254,000) as at 31 December 2016. The loan is being unsecured, interest-free and with no fixed terms of repayment. The non-controlling interest has agreed not to demand repayment of the loan from the Group within the next twelve months from the end of the reporting period. Accordingly, the Directors believe that the Group has an unconditional right to defer settlement of the loan for at least twelve months after the end of the reporting period and classified the loan as a non-current liability.

### 43. 非控股權益 (續)

#### A. PREMIER EVER GROUP LIMITED (續)

截至2015年12月31日止年度Premier Ever之現金流量表概要

#### B. 來自非控股權益貸款

除上述者外，於2016年12月31日，來自非控股權益的貸款約為153,254,000港元（2015年：153,254,000港元）。該貸款為無擔保、不附利息及無固定償款期限。於自報告期末起未來十二個月內，非控股權益同意不要求償還該貸款。故此，董事認為，本集團有無條件權利遞延該貸款並將該金額分類為非流動負債。

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**44. DISPOSAL OF SUBSIDIARIES**

- (a) On 18 September 2015, the Group disposed of the subsidiary, Grand Golden Enterprises Limited (“Grand Golden”), to an independent third party for a cash consideration of HKD20. The net liabilities of Grand Golden and its subsidiaries at the date of disposal were as follows:

**44. 出售附屬公司**

- (a) 於2015年9月18日，本集團以現金代價20港元向獨立第三方出售其附屬公司Grand Golden Enterprises Limited (「Grand Golden」)。Grand Golden及其附屬公司於出售日期之負債淨額如下：

		HKD'000 千港元
<hr/>		
Net liabilities disposed of:	出售負債淨額：	
Tax recoverable	可收回稅項	52,314
Prepayments and other receivables	預付賬款及其他應收賬款	8
Bank balances and cash	銀行結餘及現金	1,653
Other payables	其他應付賬款	(1,817)
Tax payable	應付稅項	(52,313)
Shareholders' loan	股東貸款	<u>(97,626)</u>
		<u>(97,781)</u>
<hr/>		
		HKD'000 千港元
Consideration	代價	-
Less: Shareholders' loan assigned to the buyer	減：轉讓予買方的股東貸款	(97,626)
Net liabilities disposed of	出售負債淨額	<u>97,781</u>
		<hr/>
Gain on disposal of subsidiaries	出售附屬公司收益	<u>155</u>

#### 44. DISPOSAL OF SUBSIDIARIES (CONTINUED)

(a) (Continued)

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of Grand Golden and its subsidiaries was as follows:

		HKD'000 千港元
Cash consideration	現金代價	-
Bank balances and cash disposed of	出售銀行結餘及現金	(1,653)
		<u>(1,653)</u>

(b) During the year ended 31 December 2015, the Group disposed/deemed to have disposed of some other subsidiaries for a cash consideration of HKD1,125,000. The net liabilities of these subsidiaries at the date of disposal were as follows:

		HKD'000 千港元
Net liabilities disposed of:	出售負債淨額：	
Property, plant and equipment	物業、廠房及設備	2,101
Club debenture	會所債券	1,124
Trade and other receivables	貿易及其他應收賬款	10,571
Bank balances and cash	銀行結餘及現金	6,392
Trade and other payables	貿易及其他應付賬款	(24,368)
		<u>(4,180)</u>
Non-controlling interests	非控股權益	861
		<u>(3,319)</u>

#### 44. 出售附屬公司 (續)

(a) (續)

有關出售Grand Golden及其附屬公司之現金及現金等價物流出淨額分析如下：

(b) 於截至2015年12月31日止年度內，本集團出售／被視作已出售若干其他附屬公司，現金代價為1,125,000港元。該等附屬公司於出售日期之負債淨額如下：

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**44. DISPOSAL OF SUBSIDIARIES  
(CONTINUED)**

(b) (Continued)

		HKD'000 千港元
Consideration	代價	1,125
Net liabilities disposed of	出售負債淨額	3,319
Release of translation reserves	解除匯兌儲備	<u>(129)</u>
Gain on disposal of subsidiaries	出售附屬公司收益	<u>4,315</u>

An analysis of the net outflow of cash and cash equivalents in respect of the disposal of these subsidiaries was as follows:

有關出售該等附屬公司之現金及現金等價物流出淨額分析如下：

		HKD'000 千港元
Cash consideration	現金代價	1,125
Bank balances and cash disposed of	出售銀行結餘及現金	<u>(6,392)</u>
		<u>(5,267)</u>



## 45. ACQUISITION OF SUBSIDIARIES

On 28 April 2015, the Group completed the acquisition of the remaining 50% equity interest in the joint venture, Smart Shine Industrial Limited (“Smart Shine”), for a cash consideration of HKD22,900,000. The Directors considered this acquisition as an acquisition of assets and liabilities because Smart Shine did not constitute a business at the acquisition date.

Upon completion of the acquisition, the Group’s 50% interest in the joint venture already held was treated as being disposed of at a fair value of HKD22,900,000 on the date of acquisition. As a result, a fair value loss on remeasurement of equity in a joint venture of approximately HKD20,000 was recognised and included in other expenses in of the consolidated statement of comprehensive income.

An analysis of the net outflows of cash and cash equivalents in respect of this acquisition was as follows:

## 45. 收購附屬公司

於2015年4月28日，本集團完成收購合營企業 Smart Shine Industrial Limited (「Smart Shine」) 餘下50%股權，現金代價為22,900,000港元。董事認為該收購屬於收購資產及負債，因 Smart Shine 於收購日期未有任何業務。

於收購完成後，本集團於合營企業已持有之 50%權益被視為於收購日期以22,900,000 港元公平價值出售。因此，重新計量一合營 企業之股權之公平價值虧損約20,000港元 已確認並列入綜合全面收益表之其他開支。

有關該收購之現金及現金等價物流出淨額 分析如下：

		HKD'000 千港元
Net cash inflow arising on acquisition:	收購產生之現金流入淨額：	
Cash consideration	現金代價	22,900
Bank balances and cash acquired	所收購銀行結餘及現金	<u>(33,054)</u>
		<u>(10,154)</u>

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### 46. EVENTS AFTER THE REPORTING PERIOD

- (a) On 13 December 2016, the Company announced the proposed acquisition of a 42% equity interest in Giant Eagle Enterprises Limited (“Giant Eagle”) and an application for whitewash waiver (together as the “Proposed Acquisition”) whereby on 9 December 2016, Cosmo Group Holdings Limited, an indirect wholly-owned subsidiary of the Company (“Cosmo”), and Goldsilk Capital Limited (“Goldsilk”), entered into an agreement, pursuant to which Cosmo had conditionally agreed to purchase and Goldsilk had conditionally agreed to sell (i) the 42% of the issued share capital of Giant Eagle, being an indirect 58%-owned subsidiary of the Company; and (ii) the entire debt owed by Giant Eagle group to Goldsilk and any of its affiliates immediately before completion on any account whatsoever and whether or not due for payment at an aggregate consideration of HK\$215,300,000.

The consideration to be satisfied on completion was made up as to (i) HK\$15,300,000 in cash payable by Cosmo to Goldsilk; and (ii) HK\$200,000,000 by the allotment and issuance of 250,000,000 consideration shares by the Company to Goldsilk or its nominee, credited as fully paid, at the issue price of HK\$0.80 per consideration share. Upon completion, Giant Eagle would change to an indirect wholly-owned subsidiary of the Company.

As at 8 March 2017, the Proposed Acquisition was fully completed. Details of the Proposed Acquisition are disclosed in the Company’s announcements dated 13 December 2016, 3 January 2017 and 8 March 2017 and circular dated 15 February 2017.

### 46. 報告期後事項

- (a) 於2016年12月13日，本公司宣佈建議收購Giant Eagle Enterprises Limited (「Giant Eagle」)之42%股權並申請清洗豁免(統稱「建議收購事項」)，而於2016年12月9日，Cosmo Group Holdings Limited (本公司之間接全資附屬公司，「Cosmo」)與Goldsilk Capital Limited (「Goldsilk」)訂立協議，據此，Cosmo已有條件地同意購買而Goldsilk已有條件地同意出售(i) Giant Eagle (即本公司間接擁有58%權益之附屬公司)之42%已發行股本；及(ii) Giant Eagle集團於緊接完成前就任何賬目結欠Goldsilk及其任何聯屬公司之全部債務而不論是否已到期付款，總代價為215,300,000港元。

代價須於完成時按以下方式支付：(i) 15,300,000港元由Cosmo向Goldsilk以現金支付；及(ii) 200,000,000港元由本公司按發行價每股代價股份0.80港元向Goldsilk或其代名人配發及發行入賬列作繳足之250,000,000股代價股份支付。於完成時，Giant Eagle將變為本公司間接全資附屬公司。

建議收購事項於2017年3月8日悉數完成。建議收購事項之詳情披露於本公司日期為2016年12月13日、2017年1月3日及2017年3月8日之公告以及日期為2017年2月15日之通函。

## **46. EVENTS AFTER THE REPORTING PERIOD (CONTINUED)**

- (b) On 24 January 2017, the Company announced the acquisition of an 80% equity interest in Kingxin International Investment Limited (“KX”) (the “KX Acquisition”) whereby on 15 December 2016, State Key Limited, an indirect wholly-owned subsidiary of the Company (“State Key”), and Mr. Zeng Huan Huang, the vendor (“KX Vendor”), entered into an agreement (the “KX Agreement”), pursuant to which State Key agreed to purchase, and the KX Vendor agreed to sell, the KX shares, representing 80% of the issued share capital of Kingxin, at a cash consideration of RMB76,000,000 (equivalent to approximately HK\$85,100,000). The principal asset of the Kingxin group is a commercial property situated in Chongqing, the PRC and the principal liability of the Kingxin group is the debt with principal amount of RMB200,000,000 owed by Chongqing Yuntai Meijia Commercial Operation Management Limited to a financial institution which is a third party independent of the Company and its connected persons as at the date of the KX Agreement.

The KX Acquisition was completed on 12 January 2017 and Kingxin became an indirect 80%-owned subsidiary of the Company. Details of the KX Acquisition are disclosed in the Company's announcement dated 24 January 2017.

## **46. 報告期後事項 (續)**

- (b) 於2017年1月24日，本公司宣佈收購金鑫國際投資有限公司（「金鑫」）80%股權（「金鑫收購事項」），而於2016年12月15日，國建有限公司（本公司之間接全資附屬公司，（「國建」））與賣方（「金鑫賣方」）曾煥煌先生訂立協議（「金鑫協議」），據此，國建已同意收購，而金鑫賣方已同意出售金鑫股份（相當於金鑫已發行股本之80%），代價為人民幣76,000,000元（相等於約85,100,000港元）。於金鑫協議日期，金鑫集團之主要資產為位於中國重慶之商業物業，而金鑫集團之主要負債則為重慶雲太美每家商業運營管理有限公司結欠一間獨立於本公司及其關連人士之第三方金融機構，本金為人民幣200,000,000元之債務。

金鑫收購事項於2017年1月12日完成，而金鑫已成為本公司間接擁有80%權益之附屬公司。金鑫收購事項之詳情披露於本公司日期為2017年1月24日之公告。

## Notes to the Consolidated Financial Statements

### 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

#### 46. EVENTS AFTER THE REPORTING PERIOD (CONTINUED)

- (c) On 20 February 2017, Majestic City (Hong Kong) Limited, a wholly-owned subsidiary of the Company, successfully won the tender for the land located at the north crossroad of Haixiang Avenue and Tianshui Road, Jimei District, Xiamen, Fujian Province, the PRC (the “Land”) and entered into a confirmation letter with the Xiamen Land Bureau. The aggregate site area of the Land is approximately 60,273 sqm, with a maximum permissible gross floor area of approximately 54,800 sqm. The total consideration payable for the acquisition is RMB302,703,000 (equivalent to approximately HKD342,054,390), comprising: (i) the price for the land use rights of the Land; (ii) related land transaction taxes; and (iii) a performance bond equivalent to 20% of the price of the Land. Details of the acquisition of the land are disclosed in the Company’s announcement dated 21 February 2017.

#### 46. 報告期後事項 (續)

- (c) 於2017年2月20日，本公司之全資附屬公司雄城（香港）有限公司成功競得位於中國福建省廈門市集美區海翔大道與天水路交叉口北側之土地（「該土地」），並與廈門國土局簽訂成交確認書。該土地之總地塊面積約為60,273平方米，最高許可樓面面積約為54,800平方米。該收購應付之總代價為人民幣302,703,000元（相等於約342,054,390港元），包括(i)該土地之土地使用權價格；(ii)相關土地之交易稅款；及(iii)相等於該土地價格百分之二十之履約保證金。收購該土地之詳情披露於本公司日期為2017年2月21日之公告。

		Year ended 31 December 截至12月31日止年度				
		2016 HKD'000 千港元	2015 HKD'000 千港元	2014 HKD'000 千港元	2013 HKD'000 千港元 (Restated) (已重列)	2012 HKD'000 千港元
<b>RESULTS</b>	<b>業績</b>					
Revenue	營業額	<b>363,856</b>	351,067	263,831	219,165	149,335
Profit/(loss) before income tax (expenses)/credit	除所得稅(開支)/ 抵免前溢利/(虧損)	<b>30,190</b>	195,053	(30,531)	(187,533)	(175,869)
Income tax (expenses)/credit	所得稅(開支)/抵免	<b>(16,145)</b>	(38,975)	2,133	2,079	(2,387)
Profit/(loss) for the year from continuing operations	來自持續經營業務之 年度溢利/(虧損)	<b>14,045</b>	156,078	(28,398)	(185,454)	(178,256)
Profit/(loss) for the year from discontinued operations, after tax	來自已終止經營 業務之年度溢利/ (虧損)·除稅後	<b>-</b>	-	28,604	176,870	(46,090)
Profit/(loss) for the year	年度溢利/(虧損)	<b>14,045</b>	156,078	206	(8,584)	(224,346)
Profit/(loss) attributable to:	應佔溢利/(虧損)					
- Owners of the Company	- 本公司擁有人	<b>27,746</b>	180,822	19,095	15,454	(214,346)
- Non-controlling interests	- 非控股權益	<b>(13,701)</b>	(24,744)	(18,889)	(24,038)	(10,000)
		<b>14,045</b>	156,078	206	(8,584)	(224,346)

		As at 31 December 於12月31日				
		2016 HKD'000 千港元	2015 HKD'000 千港元	2014 HKD'000 千港元	2013 HKD'000 千港元	2012 HKD'000 千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	資產總值	<b>3,395,176</b>	3,724,613	3,488,416	2,965,602	3,021,107
Total liabilities	負債總值	<b>(1,227,866)</b>	(1,254,899)	(1,076,673)	(904,060)	(1,209,723)
		<b>2,167,310</b>	2,469,714	2,411,743	2,061,542	1,811,384
Equity attributable to owners of the Company	本公司擁有人 應佔權益	<b>2,177,817</b>	2,319,135	2,188,227	1,788,849	1,491,488
Non-controlling interests	非控股權益	<b>(10,507)</b>	150,579	223,516	272,693	319,896
		<b>2,167,310</b>	2,469,714	2,411,743	2,061,542	1,811,384



## Particulars of Major Properties 主要物業資料

### (A) PROPERTIES HELD AS PROPERTY, PLANT AND EQUIPMENT

### (A) 分類為物業，廠房及設備的物業

Location 地點		Lease term 租賃期	Area 面積 (sq.ft.) 平方尺	Site area 地塊面積 (sq.m.) 平方米	Use 用途	Effective % held 持有 實際比率
Unit Nos. 1 to 10 on the 10/F of Island Place Tower, No. 510 King's Road, North Point, Hong Kong	香港 北角英皇道510號 港運大廈10樓 1至10號單位	Medium 中期	13,812 (saleable) (可銷售)	N/A 不適用	Commercial 商業	100
Lot No. Shenbei 2008-050 North Puheda Road Hushi Tai Development Zone, Shenyang, Liaoning Province, PRC	中華人民共和國 遼寧省瀋陽市 虎石台發展區 蒲河大道北 瀋北2008-050號	Medium 中期	N/A 不適用	100,146	Commercial 商業	100
Lots No. Shenbei (G) 2008-017 North Puheda Road, Hushi Tai Development Zone, Shenyang, Liaoning Province, PRC	中華人民共和國 遼寧省瀋陽市 虎石台發展區 蒲河大道北 瀋北(G) 2008-017號	Medium 中期	N/A 不適用	45,166	Industrial 工業	100
Units 1 and 2 6/F Jiuge Business Centre No. 2301 Yi Shan Lu, Shanghai, PRC	中華人民共和國 上海市宜山路 2301號 九歌商務中心 6樓1至2號單位	Long 長期	8,053.34 (gross floor) 建築	N/A 不適用	Commercial 商業	100

### (B) PROPERTIES HELD AS INVESTMENT PROPERTIES

### (B) 分類為投資物業的物業

Location 地點		Lease term 租賃期	Area 面積 (sq.ft.) 平方尺	Site area 地塊面積 (sq.m.) 平方米	Use 用途	Effective % held 持有 實際比率
Unit Nos. 1 to 10 on the 3/F of Island Place Tower, No. 510 King's Road, North Point, Hong Kong	香港 北角 英皇道510號 港運大廈3樓 1至10號單位	Medium 中期	13,812 (saleable) (可銷售)	N/A 不適用	Commercial 商業	100
Portion B on 5/F, No. 32 Hung To Road, Kwun Tong, Kowloon	香港 九龍觀塘 鴻圖道32號 5樓B部分單位	Medium 中期	4,462 (saleable) (可銷售)	N/A 不適用	Industrial 工業	100

**Particulars of Major Properties**  
**主要物業資料**

Location 地點		Lease term 租賃期	Area 面積 (sq.ft.) 平方尺	Site area 地塊面積 (sq.m.) 平方米	Use 用途	Effective % held 持有 實際比率
Unit C, 2/F, Hop Ming Factory Building, No. 8 On Yip Street, Chai Wan, Hong Kong	香港 柴灣 安業街8號 合明工廠大廈 2樓C單位	Long 長期	4,345 (saleable) (可銷售)	N/A 不適用	Industrial 工業	100
Site No. 88, North Puheda Road, Daoyi Development Zone, Shenbei New District, Shenyang, Liaoning Province, PRC	中華人民共和國 遼寧省瀋陽市 瀋北新區 道義發展區 蒲河大道北 88號地塊	Medium 中期	N/A 不適用	44,237	Commercial/ Residential 商業/住宅	58
Site No. 89 North Puheda Road, Daoyi Development Zone, Shenbei New District, Shenyang, Liaoning Province, PRC	中華人民共和國 遼寧省瀋陽市 瀋北新區 道義發展區 蒲河大道北 89號地塊	Medium 中期	N/A 不適用	55,101	Commercial 商業	58
Site No. 124 North Puheda Road, Daoyi Development Zone, Shenbei New District Shenyang, Liaoning Province, PRC	中華人民共和國 遼寧省瀋陽市 瀋北新區 道義發展區 蒲河大道北 124號地塊	Long 長期	N/A 不適用	94,450	Commercial/ Residential 商業/住宅	58
12th, 14th, 16th and 18th Floors, Beijing Junefield Plaza, 10th Building, Nos. 6, 8, 10, 12, 16, 18 Xuan Wu Men Outer Street Xuan Wu District, Beijing, PRC	中華人民共和國 北京宣武區 宣武門外大街6、8、 10、12、16及18號 10號樓、12、14、16 及18層	Medium 中期	N/A 不適用	10,471	Commercial 商業	100
A site on West of Zhonghau Road, North of Anbao Main Road, South of Wenyi Street, at Baoliensi Zhen, Wenfeng District, Anyang, Henan Province, PRC	中華人民共和國 河南省安陽文峰區 寶蓮寺鎮中華路 以西、安寶大道 以北及文藝街 以南之土地	Medium 中期	N/A 不適用	100,098	Commercial 商業	57

## SHAREHOLDERS' MEETING

Details of the Annual General Meeting are set out in the Notice of Annual General Meeting to be despatched to Shareholders together with a proxy form.

Date: Friday, 9 June 2017  
Time: 10:00 a.m.  
Venue: 10th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong

## ANNUAL REPORT

The Annual Report containing financial statements and notes to the financial statements for the year ended 31 December 2016 has been published on both the websites of the Company ([www.symphonyholdings.com](http://www.symphonyholdings.com)) and the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)).

## REGISTERED OFFICE

Address: Clarendon House, 2 Church Street, Hamilton HM11 Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Address: 10th Floor, Island Place Tower, 510 King's Road, North Point, Hong Kong  
Email: [info@symphonyholdings.com](mailto:info@symphonyholdings.com)

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Name: Conyers Corporate Services (Bermuda) Limited  
Address: Clarendon House, 2 Church Street, Hamilton HM11 Bermuda

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Name: Tricor Tengis Limited  
Address: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong  
Telephone: (852) 29801333  
Facsimile: (852) 28108185

## 股東大會

股東週年大會有關詳情連同代表委任表格寄發予股東的股東週年大會通告內。

日期: 2017年6月9日星期五  
時間: 上午10時正  
地點: 香港北角英皇道510號港運大廈10樓

## 年報

載有截至2016年12月31日止年度的本公司財務報表及財務報表附註的年報，分別以英文及中文編製，已於下列網頁刊載：  
新豐：[www.symphonyholdings.com](http://www.symphonyholdings.com)  
聯交所：[www.hkex.com.hk](http://www.hkex.com.hk)

## 註冊辦事處

地址: Clarendon House, 2 Church Street, Hamilton HM11 Bermuda

## 總辦事處及香港主要營業地點

地址: 香港北角英皇道510號港運大廈10樓  
電郵: [info@symphonyholdings.com](mailto:info@symphonyholdings.com)

## 主要股份過戶登記處

名稱: Conyers Corporate Services (Bermuda) Limited  
地址: Clarendon House, 2 Church Street, Hamilton HM11 Bermuda

## 股份過戶登記處香港分處

名稱: 卓佳登捷時有限公司  
地址: 香港皇后大道東183號合和中心22樓  
電話: (852) 29801333  
傳真: (852) 28108185

“Annual General Meeting” 「股東週年大會」	the annual general meeting of the Company to be held on Friday 9th June 2017 at 10:00 a.m. or any adjournment thereof 本公司謹訂於2017年6月9日星期五上午十時正召開的股東週年大會或其任何續會
“Board” 「董事會」	the board of Directors of the Company 本公司董事會
“CG Code” 「企業管治守則」	Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則附錄14所載的企業管治守則
“Company” 「本公司」	Symphony Holdings Limited, a company incorporated in Bermuda with limited liability, the shares and warrants of which are listed on the Main Board of the Stock Exchange (Stock code: 1223 and Warrant code: 1537) 新豐集團有限公司，一間於百慕達註冊成立之有限公司，其股份及認股權證於聯交所主板上市（股份代號：1223及認股權證代號：1537）
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“Group” 「本集團」	the Company and its subsidiaries 本公司及其附屬公司
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區
“HKD” 「港元」	Hong Kong dollar, the lawful currency of Hong Kong 港元，香港的法定貨幣
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“PRC” 「中國」	The People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan 中華人民共和國，就本公告而言，不包括香港特別行政區、澳門特別行政區及台灣
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 人民幣，中國的法定貨幣

## GLOSSARY

### 詞彙

“Share(s)” 「股份」	ordinary share(s) of HK\$0.1 each in the share capital of the Company 本公司股本中每股面值0.1港元之普通股
“Shareholder(s)” 「股東」	holder(s) of the issued share(s) of the Company 本公司之已發行股份持有人
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Warrant(s)” 「認股權證」	the warrant(s) issued by the Company which carries(carry) the right to subscribe for Share(s) at the subscription price of HK\$1.00 per Share, subject to adjustments 本公司發行之認股權證，其附帶權利可按每股股份1.00港元之認購價（可予調整）認購股份





SYMPHONY

