TOM Group Limited

Incorporated in the Cayman Islands with Limited Liability
(Stock Code: 2383)

2017

ANNUAL REPORT

CONTENTS

Corporate Information

Board of Directors
Chairman
Frank John Sixt

Executive Directors
Yeung Kwok Mung
Mak Soek Fun, Angela

Non-executive Directors
Chang Pui Vee, Debbie
Ip Tak Chuen, Edmond*
Lee Pui Ling, Angelina

Independent Non-executive Directors
Cheong Ying Chew, Henry
James Sha
Ip Yuk-keung, Albert

Alternate Director
Lai Kai Ming, Dominic
(Alternate to Frank John Sixt)

Company Secretary
Mak Soek Fun, Angela

Authorised Representatives
Yeung Kwok Mung
Mak Soek Fun, Angela

Audit Committee
Cheong Ying Chew, Henry
(Committee Chairman)
James Sha
Lee Pui Ling, Angelina
Ip Yuk-keung, Albert

Remuneration Committee
Cheong Ying Chew, Henry
(Committee Chairman)
Frank John Sixt
Ip Yuk-keung, Albert
Lai Kai Ming, Dominic
(Alternate to Frank John Sixt)

Auditor
PricewaterhouseCoopers

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

Head Office and Principal Place of Business
Rooms 1601-05, 16/F
China Resources Building
26 Harbour Road
Wanchai
Hong Kong
Tel: (852) 2121 7838
Fax: (852) 2186 7711

Principal Share Registrar
Maples Corporate Services Limited
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Branch Share Registrar
Computershare Hong Kong Investor Services Limited
Rooms 1712–1716, 17/F.
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Principal Bankers
The Hongkong and Shanghai Banking Corporation Limited
Industrial and Commercial Bank of China (Asia) Limited
Bank of China (Hong Kong) Limited
DBS Bank Ltd., Hong Kong Branch
Citibank, N.A., Hong Kong Branch
United Overseas Bank Limited

Website Address
www.tomgroup.com

Stock Code
2383

** Mr. Ip Tak Chuen, Edmond resigned as Non-executive Director on 1 January 2017*

Corporate Profile and Financial Highlights

TOM Group Limited (stock code: 2383) is a media and technology company listed on the Main Board of the Stock Exchange of Hong Kong. In addition to its media businesses in Publishing and Advertising, TOM Group also has a technology platform with operations in E-Commerce, Social Network, Mobile Internet; and investments in Fintech and Advanced Data Analytics sectors. Headquartered in Hong Kong, the Group has regional headquarters in Beijing and Taipei with approximately 1,500 employees. TOM Group is a member of CK Hutchison Holdings Limited.

For the year ended 31 December

In HK$ Thousands	**2017**	2016	2015 (Restated)#	2014 (Restated)#	2013 (Restated)#
Results					
Revenue from continuing operations					
Technology Platform and Investments					
E-Commerce	**8,893**	4,947	9,537	3,366	27,030
Mobile Internet	**21,196**	24,894	38,477	89,264	287,546
Social Network	**75,995**	69,113	47,187	30,993	26,874
	106,084	98,954	95,201	123,623	341,450
Media Business					
Publishing	**763,106**	787,046	864,185	927,809	1,003,167
Advertising	**91,323**	148,606	291,909	422,780	533,891
	854,429	935,652	1,156,094	1,350,589	1,537,058
Total	**960,513**	1,034,606	1,251,295	1,474,212	1,878,508
(Loss)/profit before net finance costs and taxation from continuing operations	**(185,516)**	(183,992)	(110,664)	34,873	(344,431)
Loss attributable to equity holders of the Company (including discontinued operations)	**(242,274)**	(276,561)	(214,474)	(84,879)	(550,073)
Financial Position					
Total assets	**3,557,171**	3,181,700	3,506,859	3,812,013	3,986,234
Total liabilities	**(3,479,687)**	(3,281,672)	(3,266,196)	(3,281,012)	(3,358,917)
Total equity/(deficit)	**77,484**	(99,972)	240,663	531,001	627,317

\# In 2016, the Group had re-organised the business segments under two business streams, namely E-Commerce Group, Mobile Internet Group and Social Network Group of Technology Platform and Investments, and Publishing Group and Advertising Group of Media Business. By the end of 2016, the Group has ceased the television operations mainly engaged in advertising sales in relation to satellite television channel operations and production of broadcasting programmes. The consolidated financial information from 2013 to 2015 had been restated accordingly.

Chairman's Statement

In 2017, TOM Group continues to invest in sectors of high growth potential such as e-commerce, fintech and advanced data analytics. During the year, gross revenue from the Group's **Technology Platform and Investments** was HK$108 million, a 7% increase year-on-year. The Group's **Media Business**, represented by Publishing and Advertising business units, recorded gross revenue of HK$855 million, a 9% drop from the previous year. For the year ended 31 December 2017, the Group's consolidated revenue from continuing operations was HK$961 million. Including share of loss from associated companies of HK$104 million, and impairments of goodwill, certain outdoor media assets and an investment security totalling HK$68 million, the Group's loss before net finance costs and taxation was HK$186 million. Loss attributable to shareholders was HK$242 million.

Ule (www.ule.com), a joint venture with China Post, continued to deliver strong operational key performance metrics during the review period. Ule handled GMV of RMB90.3 billion for the year ended 31 December 2017, with 461,000 participating retail stores in rural China having joined Ule's e-commerce platform. This compares to GMV of RMB78.5 billion and 337,000 participating retail outlets at the end of 2016. In September 2017, Ule entered into platform service fees agreement with China Post, initiating its path to monetisation. Ule will expand its B2B business to drive revenue growth going forward.

Pixnet, the Group's Social Network business, is one of the top three social media portals in Taiwan according to the Alexa ranking with about 6 million members, and an average of 6 million unique visitors per day during the year. Gross revenue of Pixnet was HK$78 million and segment profit was HK$6 million during the review period.

The Publishing Group maintained its market leadership position in a difficult operating environment for publishers generally in Taiwan. During the review period, gross revenue was broadly maintained at HK$763 million with segment profit of HK$45 million. This Group is seeking to diversify revenue streams in order to mitigate challenges facing traditional advertising markets.

During the period, the Group accelerated its restructuring efforts in Outdoor Media businesses and exited from non-performing subsidiaries. Although the gross revenue of Outdoor Media business decreased 58%, its loss narrowed 28% to HK$27 million.

Going forward, TOM Group will maintain strict financial and operating discipline whilst continuing to invest in technology platforms to create value for shareholders.

I would like to take this opportunity to thank the management and all the staff of the Group for their hard work and dedication.

Frank John Sixt
Chairman

Hong Kong, 15 March 2018

Business Review

In 2017, TOM Group continued to make significant progress in its paradigm shift from traditional media business operations to technology centric investments. During the reporting period, our e-commerce operations and investments in fintech and advanced data analytics platforms continued to gather growth momentum. Our E-Commerce business has started monetisation. Gross revenue from the Group's **Technology Platform and Investments** amounted to HK$108 million, representing a 7% increase year-on-year.

Meanwhile, the Group accelerated efforts in restructuring its traditional media business and exited from several non-performing outdoor media subsidiaries. The Group's **Media Business** recorded gross revenue of HK$855 million, a 9% drop from a year earlier.

As several investments of the Group have successfully concluded their fundraising rounds, together with increase in fair value of other businesses across our portfolio, the Group recorded a revaluation surplus of HK$363 million for the year.

Technology Platform and Investments – impressive growth and expansion

During the year, the Group's investments recorded significant growth and rapid development.

In 2014, TOM Group invested in WeLab, a fast growing fintech company offering online and seamless mobile finance services in Hong Kong and China. In 2016, WeLab was named in a KPMG-sponsored report as one of the top 100 fintech companies in the world - #6 in China and #33 globally. In 2017, WeLab was ranked by Deloitte as #1 fastest growing tech company by revenue in Hong Kong and #4 in China. WeLab's user base grew significantly, reaching 27 million users at the end of 2017. In November 2017, WeLab announced that it has completed a Series B+ fundraising round, raising a total of US$220 million in strategic equity and debt from a group of world class investors.

Rubikloud, an intelligent decision automation platform for retail which TOM Group invested in January 2015, has continued to grow rapidly during the calendar year by more than doubling its revenue growth. In December 2017, the company raised a Series B round of US$37 million to accelerate its product roadmap and global expansion led by Intel Capital with participation from iNovia Capital and OTEAF along with previous investors. With its valuable data analytics and intelligence, Rubikloud is able to help its existing retail clients to make an average of around 30% improvements in inventory stockouts and forecasting revenue across all categories of goods. Going forward, Rubikloud will continue to grow its client base including partnerships with world renowned technology giants.

Ule, our E-Commerce joint venture with China Post, remained on course to deliver strong operating results. As at the end of 2017, there were about 461,000 participating rural retail stores on the Ule's e-commerce platform. Ule has been able to revolutionise retail business in rural China by connecting these retail stores into an advanced data-enabled, real-time responsive, and offline-to-online New Retail network. For store owners, Ule provides them with a wide selection of good quality authentic products at a lower price. For brand suppliers, Ule helps them reduce multi-layer distribution with better channel and inventory management. For consumers, Ule offers abundance of good quality and reasonably priced products.

Management's Discussion and Analysis

According to information provided by Ule, its GMV for the year was RMB90.3 billion as at the end of December in 2017. Benefitting from growth opportunities in the Mainland due to government policies directed towards the development of rural e-commerce and the rural economy, Ule has been growing rapidly and has commenced monetisation in September 2017. B2B business is an untapped market with huge potential for e-commerce players in China. During the review period, Ule saw progressive growth in its B2B GMV which is becoming a significant source of revenue. Going forward, Ule will continue to ramp up its B2B business and expand its network coverage across China whilst partnering with strategic players to offer various services, including rural finance and advanced data marketing analytics, to store and brand owners respectively.

During the review period, Pixnet, our Social Network business in Taiwan, reported gross revenue of HK$78 million, a 10% increase year-on-year. Segment profit reduced from HK$11 million to HK$6 million as Pixnet reinvested its profits to drive further growth for the business. Pixnet is currently amongst the top three social media portals in Taiwan with about 6 million members and an average of 6 million unique visitors per day during the year.

Media Business – maintain leadership in Taiwan Publishing; fast-track restructuring in Outdoor Media business

The Group's traditional Publishing business maintained its leadership position and continued to build resilience against a difficult operating environment for publishers generally in Taiwan. Gross revenue recorded a slight 3% drop to HK$763 million and segment profit decreased 28% to HK$45 million correspondingly. Going forward, this business group will continue to strengthen its presence in the digital publishing arena and leverage on the well-established "Business Weekly" and "Cite" brands with premium content resources to further expand revenue streams beyond traditional advertising.

During the year, our Outdoor Media business accelerated its restructuring efforts and exited from several non-performing units in Shandong and Henan. As a result, gross revenue of Outdoor Media business decreased 58% and its loss narrowed 28% to HK$27 million.

Concluding Remarks – unleashing value of investments

As the Group continued repositioning of existing businesses and embarking on its growth trajectory in technology sectors, it has started to unleash the value of its investments. For the year ended 31 December 2017, the Group's revenue from continuing operations was HK$961 million. Including share of loss from associated companies of HK$104 million, and impairments of goodwill, certain outdoor media assets and an investment security totalling HK$68 million, the Group's loss before net finance costs and taxation was HK$186 million. Loss attributable to shareholders was HK$242 million. The Group also recognised revaluation surplus in reserve, including share of associate's surplus, of HK$363 million on the Group's investment portfolio.

Going forward, the Group will continue to invest in growing its technology platform and businesses whilst remain vigilant in maintaining those media businesses with market leadership positions.

Management's Discussion and Analysis

Financial Review

TOM Group reports its results in five business segments under two business streams, namely E-Commerce Group, Mobile Internet Group and Social Network Group of Technology Platform and Investments, and Publishing Group and Advertising Group of Media Business.

Consolidated Revenue

The Group's consolidated revenue for the year ended 31 December 2017 amounted to HK$961 million, a 7% decrease from last year, with continual reconfiguring resources to strategically invest in the technology-centric businesses by the Group. The Group's revenue for the year has also been adversely affected by the tough traditional advertising market conditions in Mainland China and Taiwan.

Segmental Results

The segmental profit/loss refers to profit/loss before finance costs and taxation, provision for impairment of goodwill and other assets, recovery/deconsolidation gains and share of results of investments accounted for using the equity method.

The Group continued to focus on its investment in the e-commerce business in Mainland China through Ule Group, a material associate of the Group, which results were equity accounted for by the Group. The segment results of the E-Commerce Group were largely related to the subsidiaries which invest and support Ule Group.

Although the Mobile Internet Group reported 15% lower gross revenue to HK$21 million, segment loss was narrowed by 63% from HK$16 million last year to HK$6 million. This Group has realigned its priority in strategically investing in selected technology-centric businesses.

The Social Network Group continued to invest during the year to grow its business. It recorded a 10% revenue growth to reach gross revenue of HK$78 million. The segment profit is HK$6 million, a 44% year-on-year decrease, as a result of the re-investment as mentioned.

The Publishing Group maintained its market leadership position in Taiwan with reported gross revenue of HK$763 million and segment profit of HK$45 million, 3% and 28% lower than that of last year respectively, under the challenging operating environment of traditional publishing business.

The Advertising Group reported 38% lower gross revenue of HK$92 million. Segment loss narrowed by 37% from HK$40 million last year to HK$25 million, reflecting the Group's effort in optimising the traditional advertising business portfolio and exiting from certain non-performing outdoor media businesses.

Management's Discussion and Analysis

Share of Results of Investments Accounted for Using the Equity Method

The share of results substantially represented the Group's share of results of Ule associate under the E-Commerce Group, which continued to invest cautiously during the reporting period with primary focus in the development of rural e-commerce across Mainland China.

Loss before Net Finance Costs and Taxation

The Group's loss before net finance costs and taxation for the year amounted to HK$186 million, similar to last year's HK$184 million. Excluding the provision for impairment of goodwill and other assets of HK$68 million (2016: HK$16 million) and non-recurring gain from a recovery from an investment of HK$15 million (2016: gain on deconsolidation of a subsidiary of HK$10 million), the loss before finance costs and taxation was HK$133 million, narrowed by 25% from last year's HK$177 million.

The goodwill and other assets impairment of HK$68 million reflected management's conservative judgement as to the values of certain outdoor media operations facing deteriorating market conditions, C2C marketplace e-commerce business operated under competitive environment and an investment in a German-based peer-to-peer insurance platform.

Loss Attributable to Equity Holders of the Company

The Group's loss attributable to equity holders of the Company for the year amounted to HK$242 million, compared to last year's HK$277 million (which included the loss from discontinued operations of HK$56 million).

Investment Revaluation Reserve

In 2017, the Group recognised revaluation surplus in reserve, including share of associate's surplus, of HK$363 million on the Group's investment portfolio.

Liquidity and Financial Resources

As at 31 December 2017, TOM Group had cash and bank balances, excluding pledged deposits, of approximately HK$423 million. A total of HK$3,468 million financing facilities were available, of which HK$2,883 million, or 83%, had been utilised as at 31 December 2017, to finance the Group's investment, capital expenditures and for working capital purposes.

In December 2017, the Company had entered into a new facility agreement with six independent financial institutions for providing an aggregate principal amount of HK$3,200 million term and revolving loan facilities for a period of three years to finance the general corporate funding requirements of the Group (including to refinance the existing indebtedness and the provision of a source of funding to support the Group's investments).

The principal of the total borrowings of TOM Group amounted to approximately HK$2,883 million as at 31 December 2017, of which HK$2,687 million and HK$196 million equivalent is denominated in Hong Kong dollar and New Taiwan dollar respectively. The borrowings included long-term bank loans of approximately HK$2,844 million (including portion repayable within one year), and short-term bank loans of approximately HK$39 million. All bank loans bore floating interest rates. The gearing ratio (Total principal amount of bank borrowings/(Total principal amount of bank borrowings + Equity)) of TOM Group was 97% as at 31 December 2017, below 104% as at 31 December 2016.

As at 31 December 2017, the Group had net current assets of approximately HK$409 million, 3% higher than the balance of approximately HK$396 million as at 31 December 2016. As at 31 December 2017, the current ratio (Current assets/Current liabilities) of TOM Group was 1.62, slightly above 1.61 as at 31 December 2016.

In 2017, net cash generated from operating activities after interest and taxation paid increased to HK$25 million. Net cash outflow used in investing activities was HK$173 million, mainly included capital expenditures of HK$111 million and a share subscription in an associated company of HK$94 million; partially offset by net proceed on a recovery from an investment of HK$22 million and dividends received of HK$9 million. During the year, net cash inflow from financing activities amounted to HK$170 million, mainly included drawdown of bank loans, net of repayment, of HK$198 million, partially offset by payment of loan arrangement fee of HK$27 million and dividends paid to non-controlling interests of subsidiaries of HK$1 million.

Charges on Group Assets

As at 31 December 2017, the Group had restricted cash amounting to HK$7 million, being bank deposits mainly pledged in favour of certain publishing distributors as retainer fee for potential sales return, and banks as security for credit card and advance receipt, and quality assurance for government projects in Taiwan, and also the courts for legal proceedings in Mainland China.

Contingent Liabilities

As at 31 December 2017, the Group had no significant contingent liabilities.

Subsequent Events

There is no subsequent event after the reporting period which has material impact to the consolidated financial statements of the Group.

Foreign Exchange Exposure

The Group's operations principally locate in Mainland China and Taiwan, with transactions and related working capital denominated in Renminbi and New Taiwan dollar respectively. In general, it is the Group's policy for each operating entity to borrow in their local currencies, where necessary, to minimise currency risk. Overall, the Group is not exposed to significant foreign exchange risk; however, the Group will monitor this risk on an ongoing basis.

Management's Discussion and Analysis

Employee Information

As at 31 December 2017, TOM Group had approximately 1,500 full-time employees (excluding approximately 500 full-time employees of Ule, an associated company of TOM). Employee costs, excluding Directors' emoluments, totalled HK$365 million for the year. All of the TOM Group companies are equal opportunity employers, with the selection and promotion of individuals being based on suitability for the position offered. The salary and benefit levels of the Group's employees are kept at a competitive level and employees are rewarded on a performance related basis within the general framework of TOM Group's salary and bonus system, which is reviewed annually. A wide range of benefits including medical coverage and provident funds are also provided to employees. In addition, training and development programmes are provided on an ongoing basis throughout TOM Group. Social, sporting and recreational activities were arranged during the year for the employees on a Group-wide basis. Further information in relation to our employment and labour practices is set out in the "Environmental, Social and Governance Report" in this 2017 Annual Report.

Past Performance and Forward-looking Statements

The performance and the results of operations of the Group contained in this 2017 Annual Report are historical in nature, and past performance is no guarantee of the future results of the Group. Any forward-looking statements and opinions contained in this 2017 Annual Report are based on current plans, estimates and projections, and therefore involve risks and uncertainties. Actual results may differ materially from expectations discussed in such forward-looking statements and opinions. The Group, the Directors, employees and agents of the Group assume (a) no obligation to correct or update the forward-looking statements or opinions contained in this 2017 Annual Report; and (b) no liability in the event that any of the forward-looking statements or opinions do not materialise or turn out to be incorrect.

Disclaimer:

Non-GAAP measures

Certain non-GAAP (generally accepted accounting principles) measures, such as profit/(loss) before net finance costs and taxation including share of results of investments accounted for using the equity method and segment profit/(loss) excluding provision for impairment of goodwill and other assets, gain on recovery of an investment or deconsolidation of a subsidiary, are used for assessing the Group's performance. These non-GAAP measures are not expressly permitted measures under GAAP in Hong Kong and may not be comparable to similarly titled measures for other companies. Accordingly, such non-GAAP measures should not be considered as an alternative to operating income as an indicator of the operating performance of the Group or as an alternative to cash flows from operating activities as a measure of liquidity. The use of non-GAAP measures is provided solely to enhance the overall understanding of the Group's current financial performance. Additionally, since the Group has historically reported certain non-GAAP results to investors, it is considered the inclusion of non-GAAP measures provides consistency in the Group's financial reporting.

Directors' Profile

Frank John Sixt

aged 66, has been a Non-executive Director and the Chairman of the Company since 15 December 1999 and is a member of the Remuneration Committee of the Company. He is also an executive director, group finance director and deputy managing director of CKHH, an executive director of CK Infrastructure Holdings Limited ("CKI"), a director of Hutchison Telecommunications (Australia) Limited ("HTAL") and Husky Energy Inc., and alternate director of HTAL and HK Electric Investments Manager Limited as the trustee-manager of HK Electric Investments, and HK Electric Investments Limited. He is also a director of certain substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr. Sixt holds a Master's degree in Arts and a Bachelor's degree in Civil Law, and is a member of the Bar and of the Law Society of the Provinces of Quebec and Ontario, Canada.

Yeung Kwok Mung

aged 53, has been the Chief Executive Officer and an Executive Director of the Company since 26 March 2008. Prior to joining the Company, he was a director and chief executive officer of Horizons Ventures Limited and ChinaCare Investments Holdings Limited respectively, these companies are controlled by Ms. Chau Hoi Shuen and Cranwood Company Limited ("Cranwood"), the substantial shareholders of the Company within the meaning of Part XV of the SFO. Prior to that, Mr. Yeung worked at Mckinsey & Company, Inc. for over 6 years in Sydney, Melbourne and Hong Kong covering mainly the telecommunications, electronics and e-commerce industry sectors in the area of business strategy, business re-engineering and operational improvements. Mr. Yeung worked for Coca-Cola China Limited as director of Strategy for Coca-Cola Greater China. He also held management positions in business development and sales & marketing at General Electric. He holds a Bachelor of Science degree in Electrical Engineering and a Master of Science degree in Electrical Engineering and Computer Science from Massachusetts Institute of Technology.

Mak Soek Fun, Angela

aged 53, has been an Executive Director of the Company since 16 March 2006 and the Chief Financial Officer of the Company since 1 February 2008. She has also been re-appointed as the Company Secretary of the Company with effect from 28 July 2007. Ms. Mak holds a Bachelor of Commerce degree and a Bachelor of Laws degree from the University of New South Wales in Australia and has been admitted as a solicitor in New South Wales (Australia), England and Wales and Hong Kong. Ms. Mak is a fellow of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in England. Prior to joining the Company, she was a senior group legal counsel of HWL.

Directors' Profile

Chang Pui Vee, Debbie

aged 67, has been a Non-executive Director of the Company since 5 October 1999. She holds a Bachelor of Arts degree from Hunter College, New York City. She has been directing business development in Mainland China for a number of years and had served as a director of Beijing Oriental Plaza Company Limited. She is a director of Cranwood, Schumann International Limited and Handel International Limited, which are substantial shareholders of the Company within the meaning of Part XV of the SFO.

Cheong Ying Chew, Henry

aged 70, has been an Independent Non-executive Director of the Company since 21 January 2000. He is also the Chairman of the Audit Committee and the Chairman of the Remuneration Committee of the Company. He holds a Bachelor of Science degree in Mathematics and a Master of Science degree in Operational Research and Management. He is also an independent non-executive director of CK Asset Holdings Limited, CKI, CNNC International Limited, Greenland Hong Kong Holdings Limited, Hutchison Telecommunications Hong Kong Holdings Limited ("HTHKH"), New World Department Store China Limited, Skyworth Digital Holdings Limited and alternate director of HTHKH, all being listed in Hong Kong. He is also an independent director of BTS Group Holdings Public Company Limited, a company listed in Thailand, and an executive director and the deputy chairman of Worldsec Limited, a company listed in London. He was also previously a member of the Securities and Futures Appeals Tribunal, and member of the Advisory Committee of the Securities and Futures Commission.

Lee Pui Ling, Angelina

aged 69, was appointed as an Independent Non-executive Director of the Company on 28 January 2000. She has been re-designated as a Non-executive Director of the Company with effect from 4 August 2004 and is a member of the Audit Committee of the Company. She is also a non-executive director of CKI and Henderson Land Development Company Limited, and an independent non-executive director of Great Eagle Holdings Limited. She is active in public service and is currently a Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority and a Member of the Takeovers and Mergers Panel of the Securities and Futures Commission. She was previously a non-executive director of the Securities and Futures Commission. She is a practising solicitor, has a Bachelor of Laws degree and is a Fellow of the Institute of Chartered Accountants in England and Wales.

James Sha

aged 67, was appointed as a Non-executive Director of the Company on 12 May 2000. He has been re-designated as an Independent Non-executive Director of the Company with effect from 4 August 2004. He is also a member of the Audit Committee of the Company. He has held senior positions with a number of large Internet-related companies. Since November 1999, he has been a managing partner with Spring Creek Ventures, a partnership specialising in early stage venture investment and business consultation with Internet and infrastructure companies. He is currently serving on the board of directors of several start-up companies. His board memberships include Appstream, Armorize, E21, LiveABC, Optoplex and Mediostream. He also served as the chief executive officer for Sina.com. Prior to that, he was the senior vice president, Commerce Solutions, at Netscape Communications. He has also held senior positions with Actra Business Systems, Oracle's UNIX Product Division and the Advanced Systems Division of Wyse Technology. He holds a Master of Science degree in Electronic Engineering and Computer Science from the University of California, Berkeley, a Master of Business degree from Santa Clara University and a Bachelor of Science degree in Electronic Engineering from Taiwan University.

Ip Yuk-keung, Albert

aged 65, has been an Independent Non-executive Director of the Company since 24 June 2013. He is also a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Ip is an international banking executive with over 30 years of experience in the United States, Asia and Hong Kong. He was a Real Estate Senior Credit Officer of Citibank since 1989, providing credit initial for approvals of real estate loans originated in Hong Kong and was also involved in financing the acquisition of various hotel assets internationally. He was North Asia Real Estate Head, Hong Kong Corporate Bank Head, Transaction Banking Head – Hong Kong and Asia Investment Finance Head (Global Wealth Management) of Citigroup. He was formerly a Managing Director of Citigroup and Managing Director of Investments in Merrill Lynch (Asia Pacific). Mr. Ip is an executive director and chief executive officer of LHIL Manager Limited (Trustee-manager of Langham Hospitality Investments) and Langham Hospitality Investments Limited (stock code: 1270), and a non-executive director of the manager of the publicly listed trust, Champion Real Estate Investment Trust (stock code: 2778). He is also an independent non-executive director of Hopewell Highway Infrastructure Limited (stock code: 737), Hopewell Holdings Limited (stock code: 54), Lifestyle International Holdings Limited (stock code: 1212) and Power Assets Holdings Limited (stock code: 6), all of which are listed on the Main Board of the Stock Exchange of Hong Kong.

Directors' Profile

With a passion to serve in education, Mr. Ip is an Adjunct Professor of City University of Hong Kong, Hang Seng Management College, The Hong Kong Polytechnic University, Hong Kong University of Science and Technology and Adjunct Distinguished Professor in Practice at the University of Macau. He is an Honorary Professor of Lingnan University and a Council Member of The Hong Kong University of Science and Technology. He is also a Member of the Committee on Certification for Principalship (CCFP) of Education Bureau of Hong Kong, a Member of the International Advisory Committee at University of Macau and a Trustee of the Board of Trustee at Washington University in St. Louis. Mr. Ip holds a Bachelor of Science degree at Washington University in St. Louis (summa cum laude), and Master of Science degrees at Cornell University and Carnegie-Mellon University. He was an MBA lecturer at University of Pittsburgh, USA. Mr. Ip is an Honorary Fellow of Vocational Training Council and Vice Chairman of World Green Organisation Limited.

Lai Kai Ming, Dominic

aged 64, has been an Alternate Director to Mr. Frank John Sixt (Chairman) since 1 August 2016 and is an alternate to Mr. Frank Sixt, a member of the Remuneration Committee of the Company. He is an executive director and deputy managing director of CKHH, a non-executive director of HTHKH, a director of HTAL and an alternate director of HTHKH and HTAL. He is also a director of certain substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr. Lai has over 30 years of management experience in different industries. He holds a Bachelor of Science (Hons) degree and a Master's degree in Business Administration.

Report of the Directors

The Board has pleasure in submitting their report together with the audited consolidated financial statements for the year ended 31 December 2017.

Principal activities and geographical analysis of operations

The principal activity of the Company is investment holding. The activities of its principal subsidiaries and associated companies are set out on pages 174 to 178.

An analysis of the Group's performance for the year by operating and geographical segments is set out in the section headed "Management's Discussion and Analysis" on pages 5 to 10 and note 4 to the consolidated financial statements.

Results and appropriations

The results for the year are set out in the consolidated income statement on page 76.

The Board does not recommend the payment of a dividend.

Business review

The business review of the Group for the year ended 31 December 2017 is set out in the sections headed "Management's Discussion and Analysis", "Corporate Governance Report" and "Environmental, Social and Governance Report" on pages 5 to 10, pages 29 to 47 and pages 48 to 66 respectively.

Reserves

Details of the movements in the reserves of the Group and the Company during the year are set out in consolidated statement of changes in equity and note 37(b) to the consolidated financial statements respectively.

Fixed assets

Details of the movements in fixed assets of the Group are set out in note 13 to the consolidated financial statements.

Share capital

Details of the movements in share capital of the Company are set out in note 30 to the consolidated financial statements.

Report of the Directors

Directors

The Directors who held office during the year and up to the date of this report were:

Mr. Frank John Sixt * *(Chairman)*
Mr. Yeung Kwok Mung *(Chief Executive Officer)*
Ms. Mak Soek Fun, Angela
Ms. Chang Pui Vee, Debbie *
Mr. Ip Tak Chuen, Edmond * *(Resigned on 1 January 2017)*
Mr. Cheong Ying Chew, Henry #
Mrs. Lee Pui Ling, Angelina *
Mr. James Sha #
Mr. Ip Yuk-keung, Albert #
Mr. Lai Kai Ming, Dominic + *(Alternate Director to Mr. Frank John Sixt)*

* *Non-executive Director*
\# *Independent Non-executive Director*
\+ *Alternate Director*

In accordance with Article 116 of the Company's Articles of Association, Ms, Chang Pui Vee, Debbie, Mr. James Sha and Mr. Ip Yuk-keung, Albert, will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

Each of the Non-executive Directors (including the Independent Non-executive Directors) has entered into a letter of service with the Company for a term of 12-month ("Term"). The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the Term. All Directors (except Alternate Director) are subject to retirement by rotation at annual general meetings at least once every three years and, being eligible, offer themselves for re-election.

Directors' service contracts

None of the Directors being proposed for re-election at the forthcoming annual general meeting of the Company has entered into any service contract with any member of the Group (which is not determinable by the Company within one year without payment of compensation (other than statutory compensation)).

Confirmation of independence of Independent Non-executive Directors

The Company has received from each of Mr. Cheong Ying Chew, Henry, Mr. James Sha and Mr. Ip Yuk-keung, Albert an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company still considers the Independent Non-executive Directors to be independent.

Directors' profile

The Directors' profile is set out on pages 11 to 14.

Directors' emoluments

Details of the Directors' emoluments are set out in note 38(a) to the consolidated financial statements.

Share option scheme

The Company has no share option scheme as at the date of this report.

Directors' interests and short positions in shares, underlying shares and debentures

As at 31 December 2017, the interests or short positions of the Directors and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the shares of the Company

		Number of shares of the Company					
Name of Director	Capacity	Personal interests	Family interests	Corporate interests	Other interests	Total	Approximate percentage of shareholding
Frank John Sixt	Beneficial owner	492,000	–	–	–	492,000	0.01%
Yeung Kwok Mung	Interest of spouse	–	30,000	–	–	30,000	Below 0.01%
Mak Soek Fun, Angela	Beneficial owner	44,000	–	–	–	44,000	Below 0.01%

Save as disclosed above, as at 31 December 2017, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

Interests and short positions of substantial shareholders

As at 31 December 2017, the persons or corporations (not being a Director or chief executive) who had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO or had otherwise notified to the Company were as follows:

Name	Capacity	No. of shares of the Company held	Approximate percentage of shareholding
CKHH	Interest of controlled corporations	1,430,120,545 (L) *(Notes 1, 2 & 3)*	36.73%
CKH	Interest of controlled corporations	1,430,120,545 (L) *(Notes 1, 2 & 3)*	36.73%
Cheung Kong Investment Company Limited	Interest of controlled corporations	476,341,182 (L) *(Note 1)*	12.23%
Cheung Kong Holdings (China) Limited	Interest of controlled corporations	476,341,182 (L) *(Note 1)*	12.23%
Sunnylink Enterprises Limited	Interest of a controlled corporation	476,341,182 (L) *(Note 1)*	12.23%
Romefield Limited	Beneficial owner	476,341,182 (L) *(Note 1)*	12.23%
CK Hutchison Global Investments Limited	Interest of controlled corporations	952,683,363 (L) *(Note 2)*	24.47%
HWL	Interest of controlled corporations	952,683,363 (L) *(Note 2)*	24.47%
Hutchison International Limited	Interest of a controlled corporation	952,683,363 (L) *(Note 2)*	24.47%
Easterhouse Limited	Beneficial owner	952,683,363 (L) *(Note 2)*	24.47%
Chau Hoi Shuen	Interest of controlled corporations	1,003,432,363 (L) *(Notes 4, 5 & 6)*	25.77%

Name	Capacity	No. of shares of the Company held	Approximate percentage of shareholding
Composers International Limited	Interest of controlled corporations	1,003,432,363 (L) *(Notes 4, 5 & 6)*	25.77%
Cranwood Company Limited	Beneficial owner & interest of controlled corporations	995,078,363 (L) *(Notes 4 & 6)*	25.55%
Schumann International Limited	Beneficial owner	580,000,000 (L) *(Notes 4 & 6)*	14.90%
Handel International Limited	Beneficial owner	348,000,000 (L) *(Notes 4 & 6)*	8.94%
Lin Tian Maw	Beneficial owner, interest of child under 18 and/or spouse & interest of controlled corporations	526,518,000 (L)	13.52%

(L) denotes a long position

Notes:

(1) Romefield Limited is a wholly-owned subsidiary of Sunnylink Enterprises Limited, which in turn is a wholly-owned subsidiary of Cheung Kong Holdings (China) Limited. Cheung Kong Holdings (China) Limited is a wholly-owned subsidiary of Cheung Kong Investment Company Limited, which in turn is a wholly-owned subsidiary of CKH. CKH is a wholly-owned subsidiary of CKHH.

By virtue of the SFO, CKHH, CKH, Cheung Kong Investment Company Limited, Cheung Kong Holdings (China) Limited and Sunnylink Enterprises Limited are all deemed to be interested in the 476,341,182 shares of the Company held by Romefield Limited.

(2) Easterhouse Limited is a wholly-owned subsidiary of Hutchison International Limited, which in turn is a wholly-owned subsidiary of HWL. HWL is a non wholly-owned subsidiary of CK Hutchison Global Investments Limited, which in turn is a wholly-owned subsidiary of CKHH. In addition, subsidiaries of CKH are entitled to exercise or control the exercise of more than one-third of the voting power at the general meetings of HWL.

By virtue of the SFO, CKHH, CKH, CK Hutchison Global Investments Limited, HWL and Hutchison International Limited are all deemed to be interested in the 952,683,363 shares of the Company held by Easterhouse Limited.

(3) A company Casaurina Investments Limited, an Associate of CKH, which in turn is a wholly-owned subsidiary of CKHH, holds 1,096,000 shares of the Company.

By virtue of the SFO, CKHH and CKH are all deemed to be interested in the 1,096,000 shares of the Company held by Casaurina Investments Limited.

(4) Schumann International Limited and Handel International Limited are companies controlled by Cranwood Company Limited ("Cranwood Company Limited (Liberia)", incorporated in Liberia), which in turn is a wholly-owned subsidiary of Composers International Limited. Composers International Limited is wholly owned by Ms. Chau Hoi Shuen.

By virtue of the SFO, Ms. Chau Hoi Shuen, Composers International Limited and Cranwood Company Limited (Liberia) are all deemed to be interested in the 580,000,000 and 348,000,000 shares of the Company held by Schumann International Limited and Handel International Limited respectively. Also, Ms. Chau Hoi Shuen and Composers International Limited are all deemed to be interested in 67,078,363 shares of the Company held by Cranwood Company Limited (Liberia) directly.

(5) A company Cranwood Company Limited ("Cranwood Company Limited (BVI)", incorporated in British Virgin Islands), a wholly-owned subsidiary of Composers International Limited, which in turn is wholly owned by Ms. Chau Hoi Shuen, holds 8,354,000 shares of the Company.

By virtue of the SFO, Ms. Chau Hoi Shuen and Composers International Limited are all deemed to be interested in 8,354,000 shares of the Company held by Cranwood Company Limited (BVI) directly.

(6) Cranwood Company Limited (Liberia), Schumann International Limited, Handel International Limited and Cranwood Company Limited (BVI) have charged 67,078,363, 580,000,000, 348,000,000 and 8,354,000 shares of the Company respectively in favour of CKHH on 21 December 2015.

Save as disclosed above, as at 31 December 2017, the Directors are not aware of any other person or corporation having an interest or short position in the shares and underlying shares of the Company representing 5% or more of the issued share capital of the Company.

Connected transactions

Significant related party transactions entered into by the Group during the year ended 31 December 2017 are disclosed in note 35 to the consolidated financial statements. The related party transactions which constitute connected transactions in the context of Listing Rules are summarised below.

Continuing connected transactions

(a) The Group will from time to time enter into with CKHH and its subsidiaries and such other companies in which CKHH is from time to time directly or indirectly interested so as to (i) exercise or control the exercise of 30% or more of the voting power at general meetings (other than the Group) or (ii) control the composition of a majority of the board of directors and such other companies' subsidiaries ("CKHH Group") transactions of a nature similar to the ongoing continuing connected transactions in relation to the provision of print, publishing, advertising and other services to the CKHH Group. On 20 January 2015, TOM Group International Limited ("TOM International") and Hutchison International Limited (a wholly-owned subsidiary of CKHH, which in turn is a substantial shareholder of the Company) entered into a services agreement for a term of three years commencing on 1 January 2015 ("2015 Services Agreement"), subject to the annual caps of HK$90,000,000, HK$92,000,000 and HK$95,000,000 for the years ended 31 December 2015, 2016 and 2017 respectively. Please refer to the Company's announcement dated 20 January 2015 for further details.

During the year ended 31 December 2017, HK$385,000 has been paid or became payable by CKHH Group to the Group under the 2015 Services Agreement.

(b) On 21 December 2015, the Company entered into four amendment and restatement deeds to amend certain terms of the term and revolving loan facilities of up to an aggregate principal amount of HK$2,900 million granted by four independent financial institutions ("2013 Loan Facilities"), including the revision of facility size to HK$2,400 million in aggregate and to terminate the guarantees granted by CKH and HWL (both being substantial shareholders of the Company) in respect of the Company's obligations under the 2013 Loan Facilities ("2015 Amendment and Restatement Deeds"). In consideration of CKHH (being a substantial shareholder of the Company) granting the guarantees in respect of the Company's obligations under (i) the four separate facility agreements as amended and restated by the four separate 2015 Amendment and Restatement Deeds as set out above; and (ii) the two separate term and revolving loan facilities of up to an aggregate principal amount of HK$800 million granted by two independent financial institutions (collectively, "2015 Facilities"), the Company entered into certain guarantee fee agreements with CKHH dated 21 December 2015 ("2015 Guarantee Fee Agreements"). Pursuant to the 2015 Guarantee Fee Agreements, the Company agreed to pay an aggregate guarantee fee in an amount equivalent to 0.5% per annum of the aggregate principal amount outstanding under the 2015 Facilities to CKHH payable quarterly in advance, subject to the annual caps of HK$500,000, HK$16,000,000, HK$16,000,000 and HK$16,000,000 for the years ending 31 December 2015, 2016, 2017 and 2018 respectively. Please refer to the Company's announcement dated 21 December 2015 for further details.

On 4 December 2017, the Company entered into a new facility agreement with six independent financial institutions (the "New Facility Agreement"), pursuant to which the term and revolving loan facilities of up to an aggregate principal amount of HK$3,200 million (the "New Facilities") are granted to the Company for a term of 3 years for the purposes of financing the general corporate funding requirements of the Group (including the repayment of the 2015 Facilities and the provision of a source of funding to support the Group's investments). It is a condition to the utilisation of the New Facilities that CKHH guarantees 100% of the Company's obligations under the New Facility Agreement pursuant to the terms of the relevant guarantee ("New CKHH Guarantee"). In consideration of CKHH agreeing to grant the New CKHH Guarantee, a guarantee fee agreement was entered into between the Company and CKHH on 4 December 2017 in respect of the payment of a guarantee fee to CKHH by the Company ("New CKHH Guarantee Fee Agreement"). Upon the signing of the New CKHH Guarantee Fee Agreement, the Company's obligations under the 2015 Guarantee Fee Agreements ceased.

Pursuant to the New CKHH Guarantee Fee Agreements, the Company agreed to pay an aggregate guarantee fee in an amount equivalent to 0.5% per annum of the aggregate principal amount outstanding under the New Facility Agreement to CKHH payable quarterly in advance, subject to the annual caps of HK$1,300,000, HK$16,000,000, HK$16,000,000 and HK$15,000,000 for the years ending 31 December 2017, 2018, 2019 and 2020 respectively. Please refer to the Company's announcement dated 4 December 2017 for further details.

During the year ended 31 December 2017, an aggregate amount of HK$12,244,000 and HK$448,000 as guarantee fee has been paid or became payable by the Company to CKHH under the 2015 Guarantee Fee Agreements and New CKHH Guarantee Fee Agreement respectively.

(c) On 21 December 2015, Guangdong Yangcheng Advertising Company Limited ("**Yangcheng Advertising**") entered into an advertising agency agreement with Guangdong Yangcheng Evening News Advertising Company ("**YCWB**", an Associate of Yangcheng Evening News Economic Development Company, which owns 20% of the equity interest in Yangcheng Advertising) for a term of 3 years commencing from 1 January 2016 to 31 December 2018 ("**Advertising Agency Agreement**"). Pursuant to the Advertising Agency Agreement, YCWB agreed to extend the appointment of Yangcheng Advertising as its advertising agent in respect of the placing of advertisements in the newspaper known as "羊城晚報" (Yangcheng Evening News). Under the Advertising Agency Agreement, Yangcheng Advertising will enter into contracts with advertising customers who place advertisements on Yangcheng Evening News, collect Advertising Payment from such advertising customers and then pay YCWB the Net Advertising Payment. If the aggregate amount of the Net Advertising Payment reaches a certain pre-agreed amount, Yangcheng Advertising will be entitled to a rebate from YCWB, being a certain percentage of the aggregate amount of the Net Advertising Payment to be agreed in separate agreements between the parties based on the then market rate and the historical performance of Yangcheng Advertising.

The annual caps for the Net Advertising Payment are RMB16,400,000, RMB17,200,000 and RMB18,000,000 for the years 2016, 2017 and 2018 respectively. Please refer to the Company's announcement dated 21 December 2015 for further details. During the year ended 31 December 2017, an aggregate amount of RMB5,500,000 as Net Advertising Payment has been paid or became payable by Yangcheng Advertising to YCWB.

"**Advertising Payment**" means advertising fees collected by Yangcheng Advertising from the advertising customer who advertises on Yangcheng Evening News for the years 2016 through to 2018.

"**Net Advertising Payment**" means Advertising Payment net of agency fees.

During the year, the Group has entered into the following continuing connected transaction as defined under the Listing Rules:

(d) The 2015 Services Agreement referred in (a) above was expired on 31 December 2017 and a new services agreement was executed on 20 December 2017 between TOM International and CKHH, under which TOM International agreed to provide, and/or to procure other members of the Group to provide the print, publishing, advertising and other services to CKHH Group at a fee to be determined in accordance with the Group's policy and with reference to the then market rate for a term of three years commencing on 1 January 2018 and expiring on 31 December 2020, subject to the annual caps of HK$5,000,000, HK$6,800,000 and HK$8,000,000 for the years ending 31 December 2018, 2019 and 2020 respectively. Please refer to the Company's announcement dated 20 December 2017 for further details.

Report of the Directors

The aforesaid continuing connected transactions of the Group ("**Continuing Connected Transactions**") have been reviewed by the Independent Non-executive Directors. The Independent Non-executive Directors have confirmed that the Continuing Connected Transactions have been entered into (a) in the ordinary and usual course of business of the Group; (b) either on normal commercial terms or better; and (c) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Continuing Connected Transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

Based on the work performed, the auditor of the Company has issued to the Board an unqualified letter with its following conclusions in relation to the Continuing Connected Transactions disclosed by the Group on pages 21 to 23 of the Annual Report: (a) nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Company's board of directors; (b) for transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group; (c) nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and (d) with respect to the aggregate amount of each of the Continuing Connected Transactions set out above, nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company. A copy of the auditor's said letter has been provided by the Company to the Stock Exchange.

Contractual Arrangements

During the year ended 31 December 2017, certain business activities of the Group such as advertising services, certain value-added telecommunications services and content production services which were initially/are categorised as restricted foreign investment businesses under the PRC laws and regulations ("**Restricted Businesses**") have been carried out by the Group (and certain of its associated companies) through Contractual Arrangements (as defined below). The Group has entered into a series of contractual agreements ("**Contractual Agreements**") with certain PRC nationals to control the relevant entities incorporated in the PRC ("**PRC Domestic Companies**") that carry out the Restricted Businesses, pursuant to which all economic benefits and risks arising from the business operation of such PRC Domestic Companies are transferred to the relevant subsidiaries of the Company ("**Contractual Arrangements**"). The identities of the principal PRC Domestic Companies that have the Contractual Agreements in place and the key provisions of the principal Contractual Agreements are set out in pages 177 to 178 (inclusive) of the consolidated financial statements.

Significance and financial contribution to the Group

The aggregate revenue from continuing operations and assets attributable to the Group generated through the Contractual Arrangements for 2017 represented about 7% and 7% of the Group's total revenue from continuing operations and total assets respectively.

Risks and mitigation relating to the Contractual Arrangements

Major risks associated with the Contractual Arrangements and measures taken to ensure the sound and effective implementation of the Contractual Arrangements are summarised below:

(i) Although the PRC legal advisors to the Company had expressed the view that the entering of the Contractual Arrangements is not in contravention of the relevant PRC laws and regulations, uncertainties however do exist regarding the interpretation and application of the PRC laws and regulations. If the PRC government determines that the Contractual Arrangements do not comply with the applicable laws and regulations of the PRC or issues further guidelines that impose stricter foreign ownership requirements in certain Restricted Businesses, the Group's relevant Restricted Businesses may be adversely affected. If that happens, the Company will seek other forms of contractual arrangements if then available to carry out the Restricted Businesses;

(ii) Under the option agreement of the Contractual Agreements, the relevant subsidiary of the Company ("**Intermediate Holding Company**") has the sole discretion to require the relevant PRC national to transfer his/her equity interest in the relevant PRC Domestic Company to it at the purchase price as set out in the relevant option agreement such as an amount being equal to the registered capital contributed by the relevant PRC national. The relevant PRC authorities may require the relevant PRC national to pay a substantial amount of individual income tax for the income from the ownership transfer which will be in turn borne by the Group if the purchase price is set below the market value. The exercise of the option to acquire the ownership of the PRC Domestic Companies may therefore be subject to substantial costs;

(iii) The PRC nationals being the shareholders of the PRC Domestic Companies may potentially have a conflict of interest with the Group and they may breach their contracts with the Group. If the Group fails to resolve this internally, it may have to resort to formal dispute resolution proceedings, which may be costly and time-consuming and which outcome is uncertain;

(iv) In the event of breach of any agreements under the Contractual Arrangements, the Group may be unable to enforce the Contractual Arrangements and the relevant Restricted Businesses conducted under the relevant PRC Domestic Companies with the relevant profit, if any, may be negatively affected;

(v) As part of the internal control measures, major issues arising from implementation of the Contractual Arrangements had been and will be reviewed by the management of the Group on a regular basis;

(vi) The relevant business units and operation divisions of the Group reported regularly to the management of the Group on the compliance and performance conditions under the Contractual Arrangements and other related matters; and

(vii) Legal advisors and/or other professionals had been and will continue to be retained to assist the Group to deal with specific issues arising from the Contractual Arrangements.

Despite the above, the Company is of the view that the entering of the Contractual Arrangements is not in contravention of the PRC laws currently in force. The Company will continue to monitor the relevant PRC laws and regulations relevant to the Contractual Arrangements and will take all necessary actions to protect the Company's interest in the PRC Domestic Companies.

Material changes
Save as disclosed in the above, as at the date of the Annual Report, there has not been any material change in the Contractual Arrangements and/or the circumstances under which they were adopted.

Unwinding of Contractual Arrangements
The restriction on foreign investment in e-commerce operations under the category of online data processing and transaction processing businesses was removed as promulgated by the Ministry of Industry and Information Technology of the People's Republic of China in June 2015. The Group's e-commerce operations have undergone restructuring so that it is now operated by the Group's associated companies rather than through Contractual Arrangements. In addition, discussion will from time to time be made with certain business partners on the possibility of abandonment of or unwinding of Contractual Arrangements for certain less active business activities.

Equity-linked agreements

No equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year ended 31 December 2017 or subsisted at the end of the year ended 31 December 2017.

Permitted indemnity provision

The Company's Articles of Association provides that every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him/her as a Director or other officer of the Company in defending any proceedings whether civil or criminal, in which judgment is given in his/her favour, or in which he is acquitted.

Directors' interests in transactions, arrangements or contracts

No transactions, arrangements or contracts of significance in relation to the Group's business to which the Company, its subsidiaries, its fellow subsidiaries or its holding company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2017.

Directors' interests in competing business

Mr. Frank John Sixt and Mr. Lai Kai Ming, Dominic, the Non-executive Chairman of the Company and an Alternate Director respectively, are executive directors of CKHH and directors of certain of its Associates (collectively referred to as "CKHH Group"). In addition, Mr. Frank John Sixt is an executive director of CKI and director of certain of its Associates (collectively referred to as "CKI Group"). Mr. Lai Kai Ming, Dominic is also a non-executive director and alternate director of HTHKH and director of certain of its Associates (collectively referred to as "HTHKH Group"). Mrs. Lee Pui Ling, Angelina, a Non-executive Director, is a non-executive director of CKI. CKHH Group is engaged in telecommunications, e-commerce, mobile Internet and information technology services. CKI Group is engaged in information technology, e-commerce or new technology where applicable. HTHKH Group operates mobile telecommunications services in Hong Kong and Macau. The Directors believe that there is a risk that such businesses may compete with those of the Group.

Save as disclosed above, none of the Directors or their respective Associates have any interests in a business which competes or may compete with the business of the Group during the year.

Management contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2017.

Major customers and suppliers

During the year ended 31 December 2017, the respective percentage of purchases attributable to the Group's five largest suppliers and the sales attributable to the Group's five largest customers, on a combined basis, was less than 30% of the total value of the Group's purchases and sales.

None of the Directors, their Associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's number of issued shares) had an interest in the major suppliers or customers noted above.

Report of the Directors

Pre-emptive rights

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

Subsequent events

There are no major subsequent events occurring during the period from 1 January 2018 to the date of this annual report.

Purchase, sale or redemption of shares

During the year ended 31 December 2017, neither the Company nor any of its subsidiaries purchased or sold any of the Company's listed shares. In addition, the Company has not redeemed any of its listed shares during the year.

Auditor

The consolidated financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

Public float

The Board confirms that the public float of the Company remains to be below the minimum 25% of the total issued share capital of the Company required to be held by the public pursuant to Rule 8.08(1)(a) of the Listing Rules.

As at the date of this report, based on information available to the Company and within the knowledge of the Directors, the issued share capital of the Company held by the public is approximately 23.955%, which is below the minimum public float percentage.

The Company is still in the process of considering steps to restore the public float to 25% so as to be in compliance with the Listing Rules.

By Order of the Board

Frank John Sixt
Chairman

Hong Kong, 15 March 2018

The Group is committed to high standards of corporate governance for the enhancement of shareholders' value and safeguarding interests of shareholders and other stakeholders. The Company believes that good corporate governance practices are in the interest of the Company as they are a reflection of the standard and quality of the management and operations of the Company and they also help sustain the long-term support of shareholders and stakeholders on which the Company's success is dependent upon.

The Group is committed to continuously improve these practices to instill an ethical corporate culture within the Group. The Company closely monitors corporate governance development in Hong Kong and overseas, and in line with this objective, it regularly reviews its corporate governance practices in light of experience and evolving regulatory requirements to ensure that the Company keeps abreast of shareholders' expectations. The principles of corporate governance adopted by the Group emphasise a quality Board, effective risk management, sound internal control, disclosure practices and transparency and accountability.

Corporate Governance Code ("Code")

The Company has complied with all the code provisions of the Code contained in Appendix 14 to the Listing Rules throughout the year ended 31 December 2017, save and except Code Provisions A.5 which is with respect to the nomination committee.

The Company has considered the merits of establishing a nomination committee but is of the view that it is in the best interests of the Company that the Board collectively reviews, deliberates on and approves the structure, size and composition of the Board and the appointment of any new Director. The Board is tasked with ensuring that it has a balanced composition of skills, experience and expertise appropriate for the requirements of the businesses of the Group, with due regard to the benefits of diversity on the Board, and that appropriate individuals with the relevant expertise and leadership qualities are appointed to the Board to complement the capabilities of the existing Directors. In addition, the Board as a whole is also responsible for reviewing the succession plan for the Directors.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as the Group's code of conduct regarding Directors' securities transactions. In response to specific enquiry made with the Directors, all Directors confirmed that they have complied with the required standard as set out in the Model Code during the year ended 31 December 2017.

Corporate Governance Report

The Board

The Board is accountable to shareholders for the long-term performance of the Company. In that connection, it is responsible for directing the strategic objectives of the Company and overseeing the corporate governance and management of the business.

The Board, led by the Chairman, is responsible for the formulation of Group-wide strategies and policies, including an oversight of the management of the Company ("**Management**"). Management is responsible for the day-to-day operations of the Group under the leadership of the Executive Directors. The Directors are charged with the task of promoting the success of the Group and making decisions in the best interests of the Group.

The Chairman's Statement, Report of the Directors and Management's Discussion and Analysis contain discussions and analyses of the Group's performance, the basis on which the Group generates or preserves value over the longer term and the basis on which the Group will execute its strategy for delivering the Group's objectives.

As at 31 December 2017, the Board comprised 8 Directors, including the Chairman (who is also a Non-executive Director), Chief Executive Officer, Chief Financial Officer, two Non-executive Directors and three Independent Non-executive Directors (but excludes one Alternate Director). At least one of the Independent Non-executive Directors has appropriate professional qualifications, or accounting or related financial management expertise. Biographical details of the Directors are set out in the "Directors' Profile" section on pages 11 to 14 and on the website of the Company (www.tomgroup.com). Independent Non-executive Directors are identified in all corporate communications.

A list of Directors setting out their roles and functions is available on the websites of the Company and Hong Kong Exchanges and Clearing Limited ("**HKEx**").

For a Director to be considered independent, the Board must be satisfied that the Director does not have any direct or indirect material relationship with the Group. In determining the independence of Directors, the Board follows the requirements of the Listing Rules. The Board has made an assessment of the independence of all the Independent Non-executive Directors of the Company and considers them to be independent having taken into account (a) an annual confirmation of independence as required under the Listing Rules made by each of the Independent Non-executive Directors, and (b) the absence of involvement in the day-to-day management of the Company or circumstances which would interfere with the exercise of their independent judgement. The Company has fully complied with the Listing Rules requirement that at least one-third of the Board members should be Independent Non-executive Directors.

The Directors' biographical information and the relationships among the Directors (if any) are set out on pages 11 to 14.

The position of the Chairman and the Chief Executive Officer are held by separate individuals. The role of the Chairman is separate from that of the Chief Executive Officer. Such division of responsibilities helps to reinforce their independence and accountability.

The Chairman is responsible for providing leadership to, and overseeing the functioning of the Board to ensure that it acts in the best interests of the Group and the Board meetings are planned and conducted effectively. The Chairman is primarily responsible for setting (with the assistance of the Company Secretary) and approving the agenda for each Board meeting, taking into account, where appropriate, any matters proposed by the Directors and Company Secretary for inclusion in the agenda. With the support of Executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly informed of issues arising at Board meetings and are able to receive adequate, sufficient and accurate relevant information in a timely manner. The Chairman promotes a culture of openness and also actively encourages Directors with different views to voice their concerns and to be fully engaged in the Board's affairs and contribute to the Board's functions. To this end, the Chairman holds meetings with the Non-executive Directors at least annually without the Executive Directors present. The Board, under the leadership of the Chairman, has adopted good corporate governance practices and procedures and taken appropriate steps to provide effective communication with shareholders.

The Chief Executive Officer is responsible for managing the businesses of the Group, attending to the formulation and successful implementation of Group policies and assuming full accountability to the Board for all Group operations. Acting as the principal manager of the Group's businesses, the Chief Executive Officer attends to developing strategic operating plans that reflect the longer-term objectives and priorities established by the Board and is directly responsible for maintaining the operational performance of the Group. Working with the Chief Financial Officer and senior management of each business unit, he presents annual budgets to the Board for consideration and approval, and ensures that the Board is fully apprised of the funding requirements of the businesses of the Group. With the assistance of the Chief Financial Officer, the Chief Executive Officer sees to it that the funding requirements of the businesses of the Group are met and closely monitors the operating and financial results of the businesses against plans and budgets, and takes remedial actions if necessary. Moreover, the Chief Executive Officer maintains ongoing dialogue with the Chairman and all Directors to keep them fully informed of all major business developments and issues. He is also responsible for building and maintaining an effective executive team to support him in his role.

Non-executive Directors (including Independent Non-executive Directors) are well aware of their functions and have been actively performing their functions including but not limited to bringing an independent judgement at the Board meetings, taking the lead where potential conflicts of interests arise and scrutinising the Company's performance. Non-executive Directors and Independent Non-executive Directors from time to time contribute to the Board their constructive and valuable advice in the development of the Company's strategy, in particular the internal controls of the Company. Non-executive Directors and Independent Non-executive Directors serve as members of Board Committee(s), details of which are set out in the subsections headed "Audit Committee" and "Remuneration Committee" below of this report.

Corporate Governance Report

The Board meets regularly, and at least 4 times a year with meeting dates scheduled prior to the beginning of the year. Between scheduled meetings, senior management of the Group provides information to Directors on a regular basis, monthly updates and other information with respect to the activities and performances of the businesses of the Group. Throughout the year, Directors participate in the consideration and approval of certain significant operational matter of the Company by way of circulating resolutions with supporting explanatory materials, supplemented by additional verbal and/or written information or notification from the Company Secretary and other executives as and when required. In the event a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter would be dealt with by a physical Board meeting rather than by way of circulating resolutions. Independent Non-executive Directors who have no material interest in the transaction would be present at such Board meeting. In case of material or notifiable transactions of subsidiaries and associated companies, details of the same will be provided to the Directors as appropriate. Whenever warranted, additional Board meetings will be held. Directors have full access to information on the Group and independent professional advice at all times whenever deemed necessary by the Directors and they are at liberty to propose appropriate matters for inclusion in Board agendas.

These regular meetings and information, updates together with all other materials that the Directors receive from time to time provide sufficient background information enabling each and every Director to make informed decisions for the best interest of the Company.

With respect to regular meetings of the Board, Directors receive written notice of the meeting generally about a month in advance and an agenda with supporting Board papers no less than three days prior to the meeting. For other meetings, Directors are given as much notice as is reasonable and practicable in the circumstances. Except for those circumstances permitted by the Articles of Association of the Company, a Director who has a material interest in any contract, transaction, arrangement or any other kind of proposal put forward to the Board for consideration declares his interest and abstains from voting on the relevant resolution and such Director is not counted for quorum determination purposes.

The Board held 4 meetings in 2017 with 90.6% attendance.

The attendance records of the meetings held in 2017 are set out below:

Name of Director	Board Meetings	General Meeting
Chairman		
Mr. Frank John Sixt	4/4	1/1
Executive Directors		
Mr. Yeung Kwok Mung *(Chief Executive Officer)*	4/4	1/1
Ms. Mak Soek Fun, Angela *(Chief Financial Officer)*	4/4	1/1
Non-executive Directors		
Ms. Chang Pui Vee, Debbie	3/4	0/1
Mr. Ip Tak Chuen, Edmond (Resigned on 1 January 2017)	0/0	0/0
Mrs. Lee Pui Ling, Angelina	3/4	0/1
Independent Non-executive Directors		
Mr. Cheong Ying Chew, Henry	4/4	1/1
Mr. James Sha	3/4	0/1
Mr. Ip Yuk-keung, Albert	4/4	1/1
Alternate Director		
Mr. Lai Kai Ming, Domanic	–	–

In addition to the regular Board meetings, a meeting between the Chairman, Non-executive Directors and Independent Non-executive Directors without the presence of Executive Directors was held once in 2017.

Each of the Non-executive Directors (including the Independent Non-executive Directors) has entered into a letter of service with the Company for a term of 12-month period. The appointment will be automatically renewed for successive 12-month periods unless terminated by either party in writing prior to the expiry of the term. In accordance with the Articles of Association of the Company, all Directors are subject to re-election by shareholders at annual general meetings and at least once every three years on a rotation basis. A retiring Director is eligible for re-election and re-election of retiring Directors at general meetings is dealt with by separate resolutions. Where vacancies arise at the Board, candidates are proposed and put forward to the Board for consideration and approval, having regard to the objective of appointing to the Board individuals with expertise in the businesses of the Group and leadership qualities so as to complement the capabilities of the existing Directors thereby enabling the Company to retain as well as improve its competitive position. Shareholders may propose a candidate for election as Director in accordance with the Articles of Association of the Company, the procedures of which are available on the website of the Company.

The Company has a Board diversity policy as it recognises the benefits of a diversified Board that possesses a balance of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the businesses of the Company. The Company maintains that Board appointment should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole, taking into account gender, age, professional experience and qualifications, cultural and educational background, and any other factors that the Board might consider relevant and applicable from time to time towards achieving a diverse Board. The Board will review and monitor from time to time to ensure its effectiveness that diversity of the Board is maintained.

Training and Commitment

Upon appointment to the Board, Directors receive a package of orientation materials on the Group and are provided with a comprehensive induction to the Group's business by senior executives.

The Company provides to Directors relevant reading material and opportunities to attend training offered by related companies or third party providers to help to ensure that they are apprised of the latest changes in the commercial, legal and regulatory environment in which the Group conducts its businesses and to refresh their knowledge and skills on the roles, functions and duties of a listed company director. In addition, attendance at external forums or briefing sessions (including delivery of speeches) on relevant topics counts toward continuous professional development. Directors disclose to the Company their interests as a director and other office in other public companies and organisations in a timely manner together with any subsequent changes thereto.

The individual training record of each current Director who held office during the year ended 31 December 2017 is set out below:

	Areas		
Name of Director	Legal, Regulatory and Corporate Governance	Group's Businesses	Directors' Roles, Functions and Duties
Chairman			
Mr. Frank John Sixt	✓	✓	✓
Executive Directors			
Mr. Yeung Kwok Mung *(Chief Executive Officer)*	✓	✓	✓
Ms. Mak Soek Fun, Angela *(Chief Financial Officer)*	✓	✓	✓
Non-executive Directors			
Ms. Chang Pui Vee, Debbie	✓	✓	✓
Mrs. Lee Pui Ling, Angelina	✓	✓	✓
Independent Non-executive Directors			
Mr. Cheong Ying Chew, Henry	✓	✓	✓
Mr. James Sha	✓	✓	✓
Mr. Ip Yuk-keung, Albert	✓	✓	✓

Board Committees

The Board is supported by two permanent Board committees: the Audit Committee and the Remuneration Committee, details of which are described later in this report. The terms of references of these committees are available on websites of the Company and HKEx.

Company Secretary

The Company Secretary, Ms. Angela Mak is responsible to the Board for ensuring that Board procedures are followed and Board activities are efficiently and effectively conducted. She ensures timely preparation and dissemination to Directors meeting agendas and papers. Minutes of all Board meetings and Board Committees are prepared and maintained by the Company Secretary to record in sufficient details the matters considered and decisions reached by the Board or Committees, including any concerns raised or dissenting views voiced by any Director. All draft and final minutes of Board and Board Committee meetings are sent to Directors or Board Committee members as appropriate for comments, approval and records. The minutes are available for inspection by any Director at any reasonable time and on reasonable notice.

Corporate Governance Report

The Company Secretary is responsible for ensuring that the Board is fully apprised of all legislative, regulatory and corporate governance developments relating to the Group and that it takes these into consideration when making decisions for the Group.

The Company Secretary is also directly responsible for the Group's compliance with all obligations of the Listing Rules and Codes on Takeovers and Mergers and Share Repurchases, including the preparation, publication and despatch of annual reports and interim reports within the time limits laid down in the Listing Rules, the timely dissemination to shareholders and the market of information relating to the Group.

Furthermore, the Company Secretary advises the Directors on their obligations for disclosure of interests in securities, connected transactions and inside information and ensures that the standards and disclosures required by the Listing Rules are observed and, where required, reflected in the annual report of the Company.

The appointment and removal of the Company Secretary is subject to Board approval in accordance with the Articles of Association of the Company. Whilst the Company Secretary reports to the Board through the Chairman, all members of the Board have access to the advice and service of the Company Secretary. Ms. Angela Mak has been appointed as the Company Secretary of the Company since 2000, and has the day-to-day knowledge of the Company's affairs. In response to specific enquiries made, the Company Secretary confirmed that she has complied with all the proposed qualifications, experience and training requirements of the Listing Rules throughout 2017.

Financial Reporting

The annual and interim results of the Company are published in a timely manner, within three months and two months respectively of the year end and the half year end.

The Directors acknowledge their responsibility for preparing the financial statements and annual report of the Company. With the assistance of the Finance Department which is under the supervision of the Chief Financial Officer, the Directors ensure the financial statements of the Company give a true and fair view and are prepared in accordance with the statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that the Group keeps accounting records which disclose the financial position of the Group upon which financial statements of the Group could be prepared in accordance with the Group's accounting policies. The Directors consider that in preparing the financial statements, the Group has applied appropriate accounting policies that are consistently adopted and made judgements and estimates that are reasonable and prudent in accordance with the applicable accounting standards. The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities within the Group. The Directors also ensure the publication of the consolidated financial statements of the Group is made in a timely manner. The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate for the Group to adopt the going concern basis in preparing the financial statements.

The statement of the auditor of the Company about their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 67 to 75.

Audit Committee

The Company has established the Audit Committee in January 2000. The Audit Committee currently consists of three Independent Non-executive Directors and one Non-executive Director. The Chairman of the Audit Committee has the appropriate professional qualifications, accounting or related financial management expertise. It is chaired by Mr. Cheong Ying Chew, Henry and the other members include Mr. James Sha, Mrs. Lee Pui Ling, Angelina and Mr. Ip Yuk-keung, Albert. Written terms of reference in compliance with the Listing Rules have been adopted for the Audit Committee.

The principal duties of the Audit Committee include, among other things, overseeing and reviewing the adequacy and effectiveness of the risk management and internal control systems, oversight of the relationship with external auditor, review of the Group's financial information and monitoring the corporate governance of the Group including compliance with statutory and Listing Rules requirements, reviewing of scope, extent and effectiveness of the activities of the Group's financial reporting system and internal audit function, engages independent legal and other advisors and conducting investigations as it so determines to be necessary.

The Audit Committee held 4 meetings in 2017 with 87.5% attendance.

The attendance records of the Audit Committee meetings held in 2017 are set out below:

Name of Members	Attended
Mr. Cheong Ying Chew, Henry *(Chairman)*	4/4
Mr. James Sha	3/4
Mrs. Lee Pui Ling, Angelina	3/4
Mr. Ip Yuk-keung, Albert	4/4

During the year, the Audit Committee performed the duties and responsibilities under the terms of reference and other duties as required under the Code.

The Audit Committee meets with the Chief Financial Officer and other senior management and the Company's internal and/or external auditor, where applicable to discuss their respective audit findings, the accounting principles and practices adopted by the Group, legal and regulatory compliance, internal control, risk management and financial reporting matters (including the interim and annual financial statements before recommending them to the Board for approval). In particular, the Audit Committee monitored the integrity of consolidated financial statements of the Group, the annual report and audited accounts, and interim review report and accounts of the Group, discussed such annual report and audited accounts, interim review report and accounts with Management and the external auditor, and considered significant financial reporting and judgements contained therein. In this regard, in reviewing such reports and accounts of the Company before submission to the Board, the Audit Committee focused particularly on:

(a) any changes in financial reporting and accounting policies and practices;

(b) major judgemental areas;

(c) significant adjustments resulting from audit;

(d) the going concern assumption and any qualifications;

(e) compliance with accounting standards; and

(f) compliance with the Listing Rules and any other legal requirements in relation to financial reporting.

The Audit Committee also meets with the Group's internal auditor separately without the presence of Management. The Audit Committee assists the Board in meeting its responsibilities for maintaining an effective system of risk management and internal control. It reviews the process by which the Group evaluates its control environment and risk management process, and the way in which business and control risks are managed. It reviews with the Group's internal audit the work plan for their audits together with their resource requirements and considers the report submitted by the Group's internal auditor to the Audit Committee on the effectiveness of risk management and internal controls in the Group business operations. In addition, where necessary, it seeks advice from the Head Corporate General Counsel on the Group's material litigation proceedings and compliance status on regulatory requirements. The Audit Committee will seek legal advice (internally or externally) as and when necessary when it makes its recommendation to the Board for approval of the consolidated financial statements for the year.

External Auditor

The Audit Committee reviews and monitors the external auditor's independence and objectivity and effectiveness of the audit process. It receives each year the letter from the external auditor confirming their independence and objectivity and holds meeting with representatives of the external auditor to consider the scope of its audit, approve its fees, and the scope and appropriateness of non-audit services, if any, to be provided by it. The Audit Committee also makes recommendations to the Board on the appointment and retention of the external auditor.

The Group's policy regarding the engagement of its external auditor, PricewaterhouseCoopers, for the various services is listed below:

- Audit services – include audit services provided in connection with the audit of the consolidated financial statements. All such services are to be provided by external auditor.

- Audit related services – include services that would normally be provided by an external auditor but not generally included in audit fees, for example, due diligence and accounting advice related to mergers and acquisitions and issuance of special audit reports for tax or other purposes. The external auditor is to be invited to undertake those services that it must or is best placed to undertake in their capacity as auditor.

- Taxation related services – include some tax compliance and tax planning services. All other significant taxation related work is undertaken by other parties as appropriate.

- General consulting services – the external auditor is not eligible to provide services involving general consulting work.

Corporate Governance Report

External Auditor's Remuneration

The amount of fees charged by the external auditor of the Company generally depends on the scope and volume of the auditor's work. For the year ended 31 December 2017, the remuneration to the external auditor of the Company (after adjustment to prior years' accrual) were approximately HK$5,255,000 for audit services and HK$35,000 for non-audit services comprising tax services.

Recommendation for Re-appointment of External Auditor

The Board and Audit Committee were satisfied with the external auditor's work, its independence, and its objectivity, and therefore recommended the re-appointment of PricewaterhouseCoopers (which has indicated its willingness to continue in office) as the Group's external auditor for the financial year of 2018 for Shareholders' approval at the 2018 annual general meeting.

Remuneration Committee

The Company has established the Remuneration Committee in March 2000. The Remuneration Committee currently consists of a Non-executive Director and two Independent Non-executive Directors. It is chaired by Mr. Cheong Ying Chew, Henry and the other members include Mr. Frank John Sixt and Mr. Ip Yuk-keung, Albert. Normally, the remuneration packages of Directors and senior management of the Group are approved by the written resolutions signed by all members of the Remuneration Committee at the end of each year. The Remuneration Committee will meet as and when required to consider remuneration related matters of Directors and senior management of the Group. The Remuneration Committee is able to access to independent professional advice, if necessary.

The Remuneration Committee assists the Board in achieving its objectives of attracting, retaining and motivating employees of high calibre and experience needed to shape and execute strategy across the Group's diverse operations. It assists the Group to develop and administer a fair and transparent procedure for setting policy on the remuneration of Directors and senior management of the Company and for determining their remuneration packages and is also responsible for the administration of the share option schemes adopted by the Company, if any. Whilst the Board retains its power to determine the remuneration of Non-executive Directors, the responsibility for reviewing and determining the remuneration packages of individual Executive Directors and certain senior management of the Group is delegated to the Remuneration Committee.

During the year, the Remuneration Committee reviewed background information on market data (including economic indicators and statistics), the Group's business activities and human resources issues, and headcount and staff cost. The Remuneration Committee had reviewed and approved the year-end bonus and 2018 remuneration package of Executive Directors and senior executives of the Group. The Executive Directors do not participate in the determination of their own remuneration.

The remuneration of Directors and senior executives is determined with reference to their expertise and experience in the industry, the performance and profitability of the Group as well as remuneration benchmarks from other local and international companies and prevailing market conditions. Directors and employees also participate in bonus arrangements which are determined in accordance with the performance of the Group and individual's performance.

The Remuneration Committee's written terms of reference are published on the Company's website, and are compliant with the Code Provisions set out in Appendix 14 of the Listing Rules.

The Remuneration Committee had 1 meeting in 2017 with 100% attendance.

The attendance of the Remuneration Committee meeting are set out below:

Name of Members	Attended
Mr. Cheong Ying Chew, Henry *(Chairman)*	1/1
Mr. Frank John Sixt	1/1
Mr. Ip Yuk-keung, Albert	1/1

During the year, the Remuneration Committee performed the duties and responsibilities under the terms of reference and other duties as required under the Code.

Details of Directors' emoluments for the year ended 31 December 2017 are set out in note 38(a) to the consolidated financial statements.

Risk Management and Internal Control

Overviews

The Group's risk management and internal control systems, being an integral part of the Group's operations, are systems of process effected by the Board and management team to provide reasonable but not absolute assurance on the effectiveness and efficiency of operations in achieving the established corporate objectives, safeguarding Group assets, providing reliable financial reporting, and complying with applicable laws and regulations.

The purpose of the risk management and internal control systems is to identify and manage the risks which are categorised as strategic, operational, compliance and financial risks of the Group so as to reduce, mitigate, transfer or avoid them. Whilst risk management and internal control systems are designed to identify and manage risks that could adversely impact the achievement of the Group's business objectives, they can only provide reasonable and not absolute assurance against material mis-statement, errors, losses or fraud.

Responsibility

The Board has the overall responsibility for the Group's system of risk management, internal control and corporate governance compliance.

In meeting such responsibility, the Board seeks to increase awareness of risk across the Group's business operations by charging the Executive Directors of the Company the responsibility to provide a framework for the identification and management of risk by putting in place policies and procedures such as parameters of delegated authority.

The Board evaluates and determines the nature and extent of the risk that the Company is willing to accept in pursuit of the Group's strategic and business objectives. It also reviews and monitors the effectiveness of the system of risk management and internal control on an ongoing basis. Reporting and review activities include the review and approval by the Board of detailed operational and financial reports, budgets and plans provided by management of business operations, review by the Board, on a monthly basis, of actual results against budget and against the same period of the immediate previous year, review by Audit Committee, with the internal auditor of the Company on a bi-yearly basis, of the ongoing work of the Group's internal audit and risk management functions, as well as regular business reviews by Executive Directors and the executive management team of each core business units.

Risk Management

On behalf of the Board, the Audit Committee regularly reviews corporate governance structure and practices within the Group and monitors compliance fulfillment on an ongoing basis.

To assist the Audit Committee to fulfill its responsibilities in managing risk, a risk management committee, facilitated by the Company's internal auditor, has been set up. The risk management committee has adopted an Enterprise Risk Management ("ERM") framework which is consistent with the COSO (the Committee of Sponsoring Organizations of the Treadway Commission) framework. This framework facilitates a systematic approach to the management of risk within the Group, coupled with an internal control environment, enabling the Group to identify, evaluate and manage the risk that it faces, be it strategic, financial, operational or compliance. The risk management committee, in undertaking the risk review and report exercise, adopts a "top-down and bottom-up" approach, involving input from each core business unit, discussions with the management teams of each core business unit as well as the Executive Directors, about current and emerging risks, their possible impact and mitigating measures. These measures also takes into account recommendations made by the Group's internal auditor, such as instituting additional controls and safeguards, with the view to transfer or minimise financial impact of risks to the Group's businesses.

During the year, the risk management committee reviewed key risk areas within the Group. Each core business unit is required to identify and assess the significant risks and have them recorded in the form of a risk register, which is the outcome from this "top-down and bottom-up" approach. Mitigation measures and plans are also registered to facilitate review and track its progress. The risk registers are considered by the Executive Directors who take a holistic view of all the significant and material risks the Group faces. The Company's internal auditor presents to Audit Committee, on a bi-yearly basis, reports on risk management which includes the risk register, reports on work undertaken by its team throughout the year, such as review of the business processes and activities including any action plans to address any identified control weaknesses. External auditor will also report on any control issues identified in the course of their audit work. The Audit Committee, on behalf of the Board, reviews all these reports to ensure that all significant and material risks are identified and appropriately managed and then approves of it before reporting to the Board. The Board will conclude its annual review and approve on the effectiveness of the risk management and internal control systems.

Taking a holistic approach, the Group has integrated the risk management and internal control systems into its business processes through reporting, review activities and planning. The Group's risk management and internal control systems include a comprehensive system for reporting information to the executive management teams of each core business unit and the Executive Directors.

Internal Control Environment

The Board has the overall responsibility of monitoring the operations of the businesses within the Group. Executive Directors are appointed to the boards of all material operating subsidiaries, joint ventures and associated companies for monitoring those companies, review and approval of business strategies, budgets and plans, and setting of key business performance targets. The executive management team of each core business unit is accountable for the conduct and performance of each business in the unit within the agreed strategies and similarly the management of each business is accountable for its conduct and performance.

Business plans and budgets are prepared annually by the management of individual businesses and subject to review and approval by both the executive management teams and the Executive Directors. When setting budgets and reforecasts, management identifies, evaluates and reports on the likelihood and potential financial impact of significant business risks.

The Executive Directors review monthly management reports on the financial results and key operating statistics of each significant and material businesses. The Chief Financial Officer has established guidelines and procedures for the approval and control of expenditures. Operating expenditures are subject to overall budget control and are controlled within each business unit with approval levels set by reference to the level of responsibility of each executive and officer. Capital expenditures are subject to overall control within the annual budget review and approval process, and more specific control and approval prior to commitment by the Directors are required for unbudgeted expenditures and material expenditures within the approved budget. Monthly reports of actual versus budgeted and approved expenditures are also reviewed.

The Group maintains a centralised cash management system for its unlisted subsidiary operations and the Group treasury function, and the Group's cash and liquid investments, borrowings and movements are reported to the Chief Financial Officer on a monthly basis.

In terms of review of the Group's internal control system, an internal control self-assessment process is in place, requiring the management team of each significant and material unit to review and evaluate the effectiveness of the controls over the operations and devise action plans to address the issues (if any). The Group's internal auditor provides independent assurance as to the existence and effectiveness of the risk management and internal control activities in the Group's business operations in different jurisdictions. Using risk assessment methodology and taking into account the dynamics of the Group's activities, internal audit devises its yearly audit plan which is reviewed by the Audit Committee and reassessed during the year as needed to ensure that adequate resources are deployed and the plan's objectives are met. Internal audit is responsible for assessing the Group's risk management and internal control systems, formulating an impartial opinion on the system, makes constructive recommendations to the relevant management for necessary actions, follows up on all reports to ensure that all issues have been satisfactorily resolved and reporting its findings to the Audit Committee and the Executive Directors. In addition, a regular dialogue with the Group's external auditor is maintained so that the external auditor is aware of the significant factors which may affect their scope of work.

Depending on the nature of business and risk exposure of individual business units, the scope of work performed by the internal audit function includes financial/information technology and operations reviews, recurring and surprise audits, fraud investigations and productivity efficiency reviews.

These assessment results, together with the Group's internal auditor's reports as mentioned above together with independent assessments by external auditor, form part of the basis on which the Audit Committee formulate their opinion on the Group's risk management and internal control systems.

Handling of Inside Information

With a view to identifying, handling and disseminating inside information in compliance with the SFO, the Group has set out its policy to regulate procedures and internal controls including pre-clearance on dealing in Group's securities by designated members of management, notification of regular blackout period and securities dealing restrictions to relevant Directors and employees, identification of project by code name and dissemination of information to stated purpose and on a need-to-know basis to guard against possible mishandling of inside information within the Group.

Corporate Governance

The Board is entrusted with the overall responsibility for developing and maintaining sound and effective corporate governance within the Group and is committed to ensuring that an effective governance structure is put in place to continuously review and improve the corporate governance practices within the Group in light of the evolving operating environment and regulatory requirements.

Under its terms of reference, the Audit Committee has been delegated the corporate governance function of the Board to monitor, procure and manage corporate governance compliance within the Group. To assist the Audit Committee in fulfilling its responsibilities, a governance working group chaired by the Chief Financial Officer comprising representatives from key departments of the Company was set up to continuously examine the corporate governance structure of the Group, provide updates, identify emerging matters of compliance, structure appropriate compliance mechanisms and monitor compliance fulfillment on an ongoing basis.

Review of Risk Management and Internal Control and Corporate Governance Compliance

The Board, through the Audit Committee, has conducted a review of the effectiveness of the Group's risk management and internal control for the year ended 31 December 2017 covering all material financial, operational and compliance controls and risk management functions, and is satisfied that such systems are effective and adequate. In addition, it has also reviewed and was satisfied with the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions.

Legal, Regulatory Compliance and Directors and Officers Liability Insurance

The Group's legal department has the responsibility of safeguarding the legal interests of the Group. The legal and company secretarial teams who report to the Chief Financial Officer and Company Secretary, are responsible for monitoring the legal affairs of the Group, including preparing, reviewing and approving legal and corporate secretarial documentation of the Group companies, working in conjunction with finance team on the review and co-ordination process. In addition, the legal department is also responsible for overseeing regulatory compliance matters of all Group companies. It analyses and monitors the regulatory framework within which the Group operates, including reviewing applicable laws and regulations and preparing and submitting response to relevant regulatory and/or government consultations. The legal department determines and approves the engagement of external legal advisors, ensuring the requisite professional standard are adhered to as well as most cost effective services are rendered. The legal department also oversees the procedures and internal controls for handling and dissemination of information of the Company. The Corporate Communications & Investor Relations Department with the support of the Group legal department has established and implemented procedures for responding to external enquiries about the Group's affairs.

Corporate Governance Report

During the year under review, the Company has not made any changes to its Memorandum and Articles of Association ("M&A"). An updated copy of the M&A is available on the websites of the Company and HKEx.

Directors and officers liability insurance is in place to protect Directors and officers against potential legal liabilities.

Code of Conduct

The Group places utmost importance on employees' ethical, personal and professional standards. Every employee is provided/has access to the Group's Employee Handbook which contains the Group's Code of Conduct booklet, and all employees are expected to adhere to the highest standards set out in the Code of Conduct including avoiding conflict of interest, discrimination or harassment and bribery etc. The employees are required to report any non-compliance with the Code of Conduct to the Management.

Investor Relations and Shareholders' Rights

The Group promotes investor relations and communications with the investment community when the financial results are announced.

The Board is committed to providing clear and full information of the Group to shareholders through the publication of notices, announcements, circulars, interim and annual reports. Additional information is also available to shareholders on the website of the Company.

The annual general meeting provides a useful forum for shareholders to raise comments and exchange views with the Board. Shareholders are encouraged to attend the annual general meetings for which the Company gives at least 20 clear business days' notice. The Chairman, Directors and external auditor are available to answer questions on the Group's businesses at the meeting.

Shareholders who fulfill the requisite requirements have statutory rights to call for extraordinary general meetings by serving written requisition to the Company and put forward agenda items for consideration by shareholders. Furthermore, shareholders who fulfil the requisite requirements may put forward proposals for consideration at a general meeting of the Company by sending a written request for such proposals in accordance with the relevant statutory requirements. Votes of shareholders at general meetings will be taken by poll and the results of the poll are published on the websites of the Company and HKEx. Financial and other information on the Group is available on the Company's website, which is updated regularly.

The Company values feedback from shareholders on its effort to promote transparency and foster investor relationships. Comments and suggestions are welcome and can be addressed to our Investor Relations Manager by mail or by e-mail at ir@tomgroup.com.

The latest shareholders' meeting of the Company was the 2017 annual general meeting which was held on 9 May 2017 at the Grand Ballroom II, 1st Floor, Harbour Grand Kowloon, 20 Tak Fung Street, Whampoa Garden, Hung Hom, Kowloon attended by external auditor and certain Directors including the Chairman of the Board, Chairman of the Remuneration Committee and Chairman of the Audit Committee. Resolutions were proposed at that meeting on each substantive issue and the percentage of votes cast in favour of such resolutions as disclosed in the announcement of the Company dated 9 May 2017 are set out below:

ORDINARY RESOLUTIONS		Number of Votes (Approx.%)
		For
1.	To consider and adopt the audited Financial Statements and the Reports of the Directors and the Independent Auditor for the year ended 31 December 2016.	2,672,570,776 (99.999252%)
2.	(a) To re-elect Mr. Yeung Kwok Mung as a Director.	2,672,566,776 (99.998952%)
	(b) To re-elect Mr. Cheong Ying Chew, Henry as a Director.	2,670,226,776 (99.911397%)
	(c) To re-elect Mrs. Lee Pui Ling, Angelina as a Director.	2,672,566,776 (99.998952%)
3.	To re-appoint PricewaterhouseCoopers as Auditor and authorise the Board to fix their remuneration.	2,672,574,776 (99.999252%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution.	2,669,908,776 (99.899498%)
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of this resolution.	2,672,570,776 (99.999252%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by the amount representing the aggregate nominal amount of the issued share capital of the Company repurchased by the Company.	2,669,904,776 (99.899498%)

By order of the Board

Angela Mak
Company Secretary

Hong Kong, 15 March 2018

Environmental, Social and Governance Report

Overview

This Report provides an annual update of the Group's Environmental, Social and Governance ("ESG") performance for the calendar year of 2017. The Group is committed to building a sustainable future for all our stakeholders and the communities in which we operate through promotion of our sustainability values and implementation of our environmental friendly and community investment programmes across all our businesses and all levels of our operations.

Reporting Scope

This Report covers the ESG impacts, policies and initiatives of the Group for the period from 1 January 2017 to 31 December 2017. Some indicators are partial and only relate to certain reportable operating segments of our Group, or activities as indicated in the text.

Reporting Reference

The Report is prepared in accordance with the "Environmental, Social and Governance Reporting Guide" (the "ESG Reporting Guide") under Appendix 27 to the Main Board Listing Rules of the Stock Exchange. Aspects and indicators that reflect the relevant environmental and social impacts from our businesses and operations in relation to environmental protection, employment and labour practices, operating practices and community investment are presented in the Report.

Content of this Report

The content of this Report is prepared based on the material and relevant ESG aspects of the Group and its stakeholders, and is linked to the Group's business objectives and strategies. The Group has gathered all relevant data and information from the human resources and administration, finance, legal, information technology, and operational teams, and presented them in this Report to the best of the Group's knowledge, in good faith and due care.

The data measurement techniques and calculation methods used for this Report are stated where appropriate. Past data and information for certain indicators have been stated with effects and reasons reflected and explained where appropriate.

Feedback to this Report

The Company welcomes stakeholders' feedback on the Group's environmental, social and governance approach and performance. Please share your views with us via email at ir@tomgroup.com.

Environmental, Social and Governance Report

General

TOM Group Limited is a media and technology company listed on the Main Board of the Stock Exchange of Hong Kong. In addition to its media businesses in publishing and advertising, TOM Group also has a technology platform with operations in e-commerce, social network, mobile Internet; and investments in fintech and advanced data analytics sectors. Being a responsible company, we are committed to maintain corporate social responsibility and continue to enhance our operational efficiencies and implement environmentally friendly measures with the view to minimising impact of our existing businesses on the environment.

The Group has been working towards achieving long-term sustainable growth of its businesses whilst safeguarding stakeholders' interests, and addressing social and environmental concerns.

I. Subject Area A: Environmental

TOM Group does not operate in an environmentally sensitive business and is predominantly service-oriented. However, the Group acknowledges that addressing environmental issues is a collective responsibility shared by every member of the community. To enhance its operational efficiencies and reduce the impact of its business on environment, the Group embraces the "Reduce, Reuse & Recycle" philosophy and applies to its operations with a view to minimise all types of waste, including general waste, production waste, electronic waste, regulated air emissions, and wastewater.

The Group has policies for the reduction of energy consumption and efficient use of resources so as to reduce the emission of greenhouse gas ("GHG") and other pollutants in relation to its operations carried out in all its business units' office and points of sale controlled and run by the Group, including switching off idle lightings, computers and electrical appliances, deployment of energy-saving lightings, using of recycled paper, monitoring water consumption, encouraging the use of public transport for local travelling to meetings and airports and using tele or video conferencing as an alternative to business travels.

As at 31 December 2017, 461,000 retail stores in rural China have joined the Ule e-commerce platform, run by our joint venture with China Post, offering offline-to-online concierge services for store owners and rural buyers, and sale of agricultural produce to urban customers, shaping the future of retail across rural and urban areas in Mainland China. Moving business on-line can reduce waste such as printed catalogue, retail space and the number of commuters for the suppliers and customers that are not in proximity to each other. In addition, the engagement of China Post as logistic partner for the goods sold on Ule's e-commerce platform enabling synchronised delivery of the said goods together with China Post's ordinary mails and parcels, and the use of rural outlets as consolidated delivery points for the goods sold on Ule's e-commerce platform can achieve optimal utilisation of resources without putting more vehicles on the road and creating incremental carbon impacts.

Further, through the provision of advanced data analytics services, Ule is able to assist those merchant customers using its services to have a more precise production/marketing plan based on the analysed information and data so as to reduce waste and the need for inventory and warehouse space which in turn reduce the use of resources.

In addition, with the Group's investment in fintech sector, the entire loan application and approval process can be conducted via our investee's online lending platform on a totally paperless basis. These innovations also save the customers from commuting in order to apply for loans and meet the lender face-to-face.

The publishing business of the Group's Media Business focuses on the development of its digital publishing business which will reduce the paper consumption. For the traditional media business, the Publishing sector has outsourced its publishing work to printing service providers with sound environmental protection devices and measures to minimise the impact on the environment. The key printers engaged by the Publishing sector during the reporting period are printing houses awarded with quality management system certificate and environmental system management certificate. They have been enhancing their production facilities to reduce the pollution and emission arising from the printing process.

In 2017, there were no confirmed non-compliance incidents in relation to gas emission, discharges into water and land and generation of hazardous and non-hazardous waste that have a significant impact on the Group.

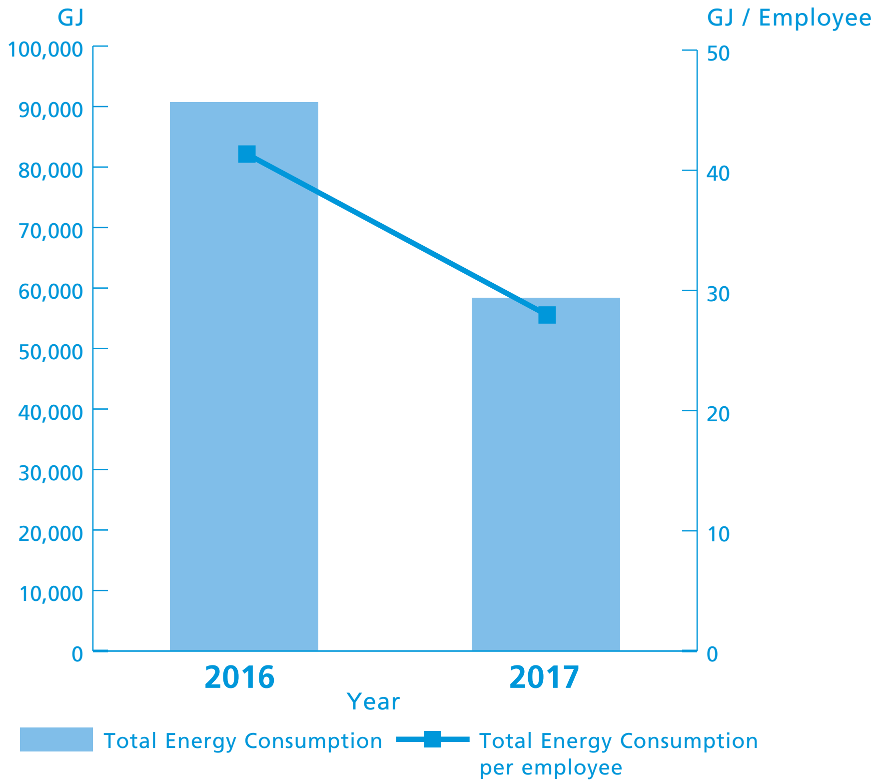
Energy Consumption and Greenhouse Gas Emission
In view of its business nature, the Group is a relatively small GHG emitter. Within the Group, electricity consumption accounts for a major part of its GHG emissions and energy consumption. Electricity consumption includes electricity used by (i) office facility/equipment at all offices of the Group's operations; (ii) points of sale of Publishing sector, (iii) outdoor media assets such as Neon signs, LED billboards and (iv) the Group's major IT systems for different operations under the Group's technology platform stored at different data centres which are owned and run by third parties. As data centres owners have not provided sub-meter for recording individual customer's consumption of electricity, the electricity consumption data of IT systems was an estimation based on the configuration of the IT equipment and the total number of racks rented for the storage of the IT systems. The computer systems used by the Group's technology platform in the Mainland China and Taiwan were a key source of energy consumption. To reduce GHG emission, the Group has taken various energy saving measures to improve energy efficiency and thus reduce energy consumption of the Group's operations.

The Group has been investing in energy saving initiatives to improve energy efficiency across all our existing operations as mentioned above. In addition to using energy saving lighting systems, we also encourage the use of natural sunlight as much as possible and activate energy saving mode for our office equipments. Our Publishing sector has installed heat blockage curtains in some of their offices in Taiwan in order to reduce the room temperature and hence minimising the use of air-conditioning.

During the review period, total energy consumption of the Group and the energy consumption per employee decreased by approximately 35.6% and 32.3% respectively as compared to the same period of the previous year.

The Group's energy consumption in 2016 and 2017 are as follow:

Total Energy Consumption



Note: 1) In view of its business nature, the Group's direct energy consumption represents an insignificant portion of the Group's total energy consumption. Direct energy consumption accounts for approximately 2.2% and 2.6% of the Group's total energy consumption in 2016 and 2017 respectively.

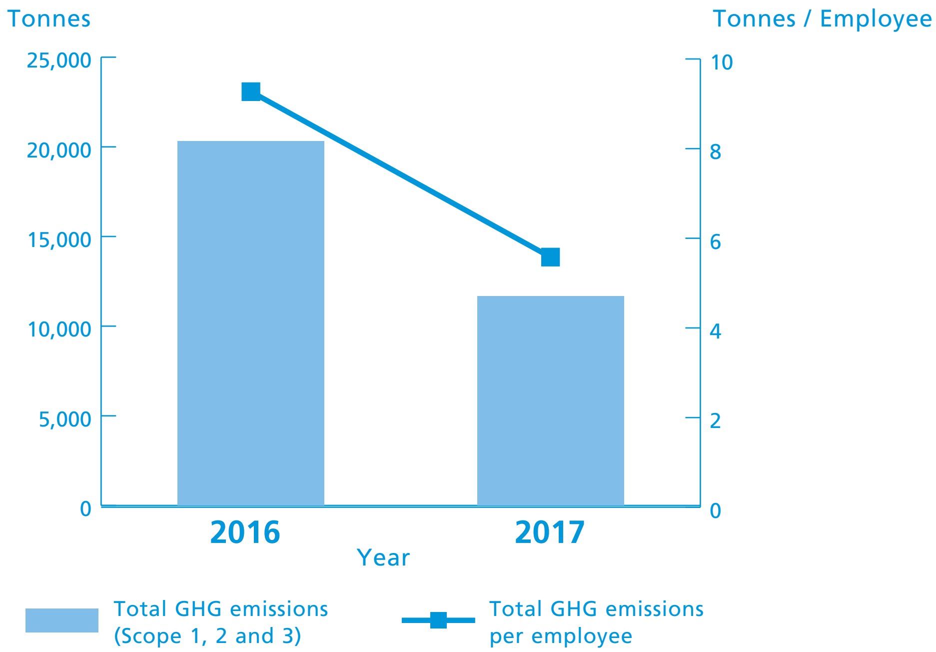
To reduce GHG emission (scope 1) and other air emissions, our business units have also been monitoring the corporate vehicles' monthly mileage in order to track and minimise usage. Further, the Group has introduced initiatives to reduce the GHG emissions related to air travels. These measures have been cascaded to all business units where business travels are currently kept to on a need basis. Cross-locations business meetings are conducted via tele or video conferencing whenever practicable.

During the review period, the Group's GHG emission (scope 1, 2 and 3) and the GHG emission (scope 1, 2 and 3) per employee decreased by approximately 42.6% and 39.8% respectively as compared to the same period of the previous year. And the Group's nitrogen oxides ("NOx"), sulphur oxides ("SOx") and respiratory suspended particles ("PM") emissions decreased by approximately 42.2%, 41.3% and 48.4% respectively as compared to the same period of the previous year.

Environmental, Social and Governance Report

The charts below present total GHG Emissions and other Air Emissions in 2016 and 2017.

Total GHG Emissions (Scope 1, 2 and 3)



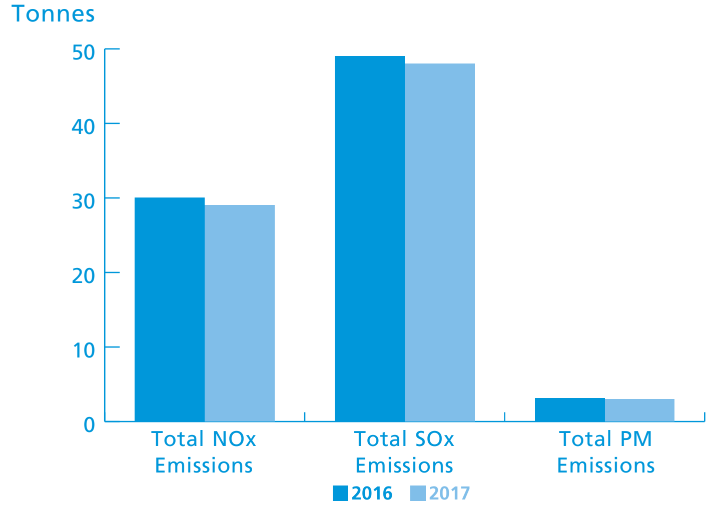
Note: 1) The calculation of GHG emissions data (scope 1) for using of the Group's fleet of vehicles was based on the fuel consumption and the emission factors for different type of vehicles and fuels provided in the Reporting Guidance on Environmental KPIs published by the Stock Exchange.

2) The calculation of GHG emissions data (scope 2) for electricity consumed by the Group in Hong Kong, Mainland China and Taiwan was made with reference to the amount of electricity consumed in the said respective region and emission factors provided by HK Electric, Ecometrica and Bureau of Energy, Ministry of Economic Affairs, Taiwan respectively.

3) GHG emissions data (scope 3) relating to business air travel of the Group's employees was calculated by using the International Civil Aviation Organization Carbon Emissions Calculator.

4) In view of its business nature, the Group's scope 1 and scope 3 GHG emissions represent an insignificant portion of the Group's total GHG emissions. Scope 1 and scope 3 GHG emissions account for approximately 2.3% and 3.3% of the Group's total GHG emissions in 2016 and 2017 respectively.

Air Emissions (NOx, SOx and PM)



Notes:

1) Air emissions data (including NOx, SOx and PM) includes emissions generated by the usage of Group's own fleet of vehicles and electricity consumed by the Group.

2) The calculation of air emissions data for using of the Group's fleet of vehicles was based on the relevant fuel consumed/distance travelled and the emission factors for different type of vehicles and fuels provided in the Reporting Guidance on Environmental KPIs published by Stock Exchange.

3) The calculation of air emissions data for the Group's electricity consumption in Hong Kong and Mainland China was made with reference to the electricity consumed and the emission factors for using electricity in Hong Kong and Mainland China respectively provided in "The Clean Air Charter – A Business Guidebook" published by Hong Kong General Chamber of Commerce and Hong Kong Business Coalition on the Environment.

4) Air emissions data for the Group's electricity consumption in Taiwan was calculated with reference to the electricity consumed and the emission factors for using electricity in Hong Kong as Taiwan Environmental Protection Administration does not have any information on electricity emission factors of NOx, SOx and PM for office-based facilities.

Environmental, Social and Governance Report

Paper Consumption

As one of the key players in the Greater China publishing market, TOM Group is committed to minimising our impact on the environment and upholding the responsible stewardship of the world's natural resources while producing physical publications for our customers.

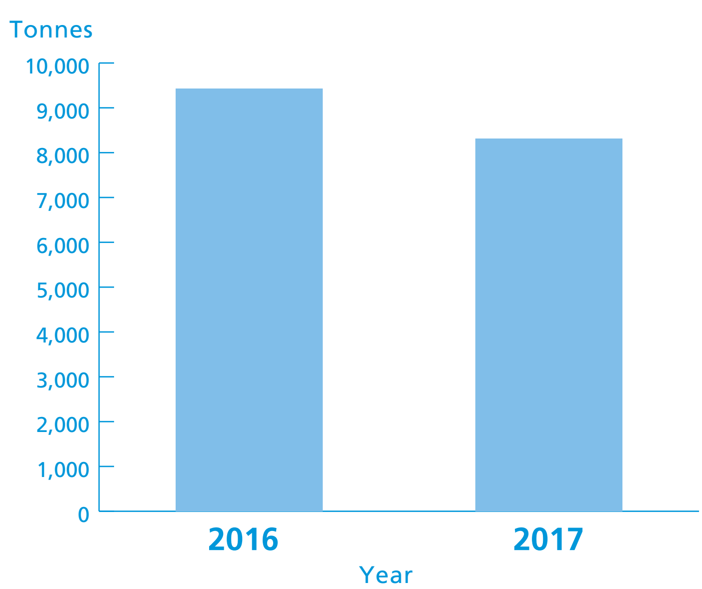
Recycled paper has not been used for the production of magazines and books etc. as the quality and nature of recycled paper does not satisfy the needs of the said products. The Group will continue to explore opportunities to develop its green purchasing practices in this area. To minimise the environmental impact, the Publishing sector has already taken into account the paper suppliers' environmental facilities/measures profile as one of the criteria for awarding of contract in accordance with its procurement policy. During the review period, the suppliers have adhered strictly to industry guidelines in order to minimise impact on the environment with strict measures to control air pollution and reduce water consumption during the manufacturing process. The suppliers have also been in compliance with the ISO 14001 Environmental Management System Standard.

The development in digital publishing business by the Publishing sector of the Group's Media Business in recent years has contributed to the reduction in paper consumption. In addition, our offices across business units have launched several paper saving initiatives including the use of electronic documents to minimise unnecessary printing, doubled-sided printing for both internal and external documents whenever possible, as well as "think before you print" campaign to minimise paper consumption.

During the review period, total paper consumption for publishing business and office usage decreased by approximately 12% as compared to the same period of the previous year. In 2017, approximately 45% of the office paper consumed was FSC certified/recycled paper.

Illustrated below is the total paper consumption of the Group in 2016 and 2017:

Total Paper Consumption



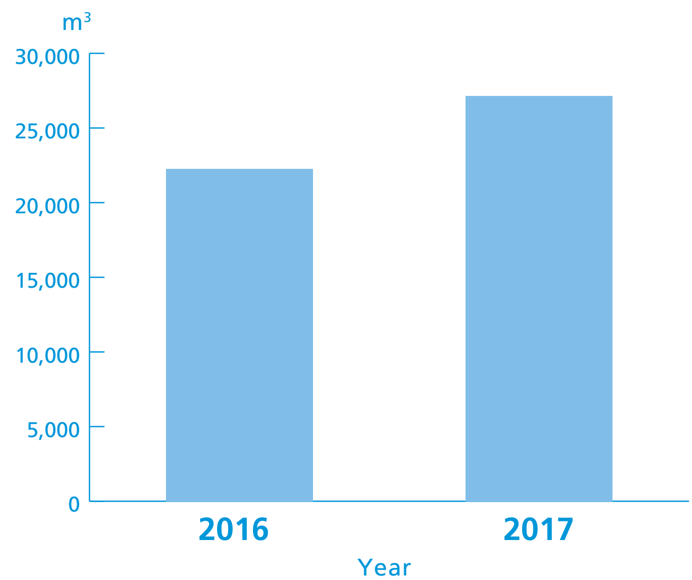
Water Consumption

Water consumed data was based on the information obtained from water bills available to the Group. However, certain operations of the Group have operated in leased office premises of which water supply is solely controlled by the respective property management which considered the provision of the breakdown showing water withdrawal data for individual occupants not feasible.

In 2017, water usage of our offices increased by approximately 22% as compared to the same period of the previous year, primarily caused by the increase of office size and the change of charging mechanism. The Group will continue to strive for improvements on water usage among all office locations including measures to suspend tap water supply during non-office hours as well as close cooperation with office building management to conduct regular maintenance on water pipes to avoid leakage.

Illustrated below are the total water consumption of the Group in 2016 and 2017:

Total Water Consumption



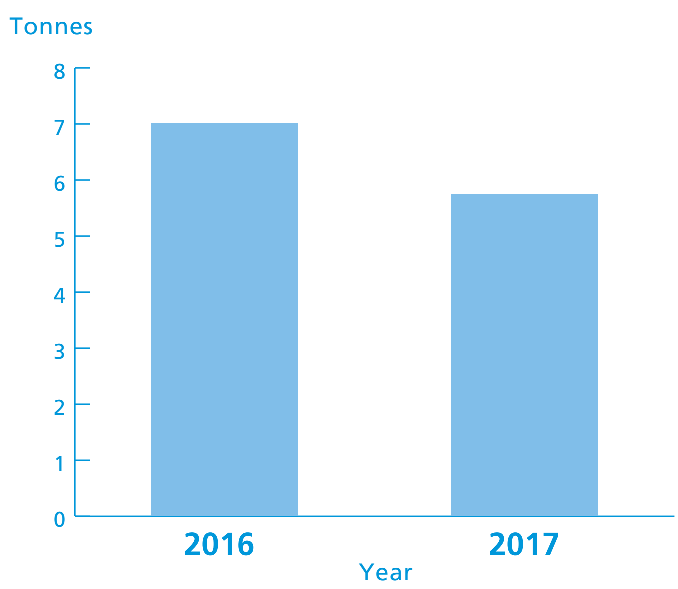
Waste Management

In view of its business nature, the Group does not generate any hazardous waste. General non-hazardous office waste generated was disposed through waste separation and recycling facilities provided by the property management companies of the office buildings in which our business units are located.

Waste paper generated during the printing process taken out by Publishing sector's printers was environmentally handled according to the requirements of Taiwan's Waste Disposal Act. And the packing materials used for packing the Publishing sector's books and magazines are degradable environmental protection materials. In 2017, the total packaging material consumption decreased by approximately 18.2% as compared to the same period of the previous year.

Illustrated below are the total packaging material used by the Group in 2016 and 2017:

Total Packaging Material Consumption



II. Subject Area B: Social

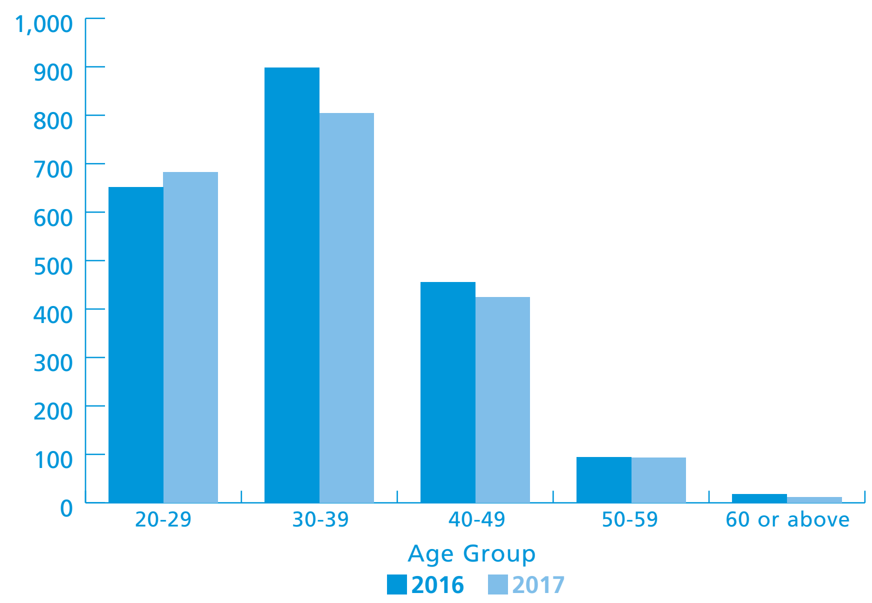
A. Employment and Labour Practices

Human resources are a valuable asset to the Group. The Group is committed to providing a safe and healthy environment for all staff, and takes reasonable steps to safeguard the health and safety of our employees. The Group also encourages career development and training, and promotes a healthy living style with work-life balance.

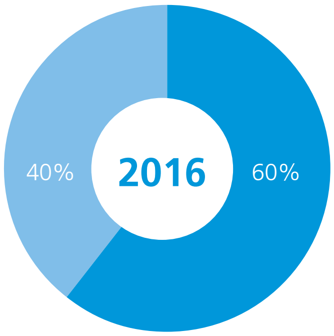
As of 31 December 2017, TOM Group employed approximately 2,000 full-time staffs and 70 part-time employees including approximately 500 Ule's full-time employees. The total number of employees of the Group in 2017 is substantially the same to that of 2016.

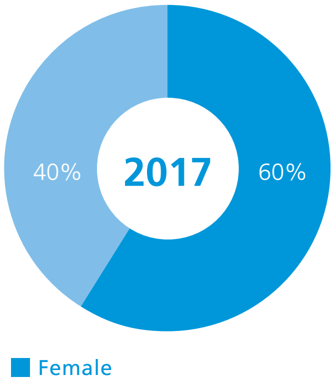
Below is the breakdown of our full-time employees by age group, gender and region:

Number of Full-time Employees by Age Group

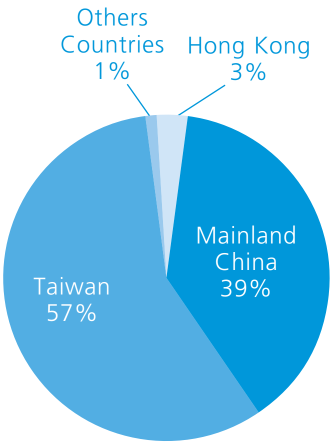


Number of Full-time Employees by Gender

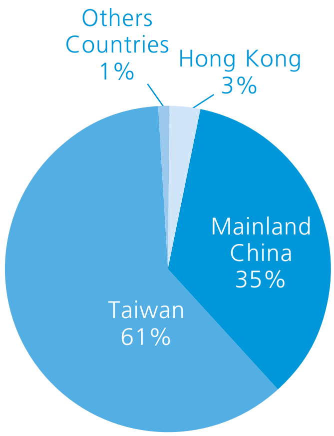




% of Full-time Employees by Region



2016



2017

Working Conditions

As equal opportunity employer, the Group is committed to providing a working environment that is free from discrimination on the basis of race, colour, creed, sex, age, religion, national origin, or disability. This includes employment practices, such as hiring, transfer, recruitment, training, promotion, discipline, rates of pay and benefits, in order to ensure employees and job applicants enjoy equal opportunities and fair treatment. The salary and benefit levels of the Group's employees are reviewed annually on a performance related basis within the general framework of TOM Group's salary system. A wide range of benefits including comprehensive medical, life and disability insurance coverage and retirement schemes are also provided to employees. Our publishing business of the Group's Media Business also employs the disabled personnel who can undertake desk jobs and sight impaired personnel provide staffs with massage services.

Aiming to promote camaraderie and work-life balance culture across the Group, the Group has in place a number of employee benefit and support programmes which we believe would enable our employees to perform to their full potential and maintain a healthy work-life balance at the same time. Our employees frequently come together to enjoy a number of cultural and sporting activities such as in-house functions and table tennis competition.

In 2017, there were no confirmed non-compliance incidents in relation to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare of any employment that have a significant impact on the Group.

Health and Safety

Our Group attaches great importance to employees' health and safety. During the review period, the Group recorded a drop of 25% of injury as compared to the same period of the previous year. No work-related fatal incidents occurred in both 2016 and 2017. Each injury case has been investigated and analysed by the Human Resources Department and preventive measures have been implemented to ensure the safety of our work places.

In 2017, there were no confirmed non-compliance incidents in relation to providing a safe working environment and protecting employees from occupational hazards that have a significant impact on the Group.

Labour Standard

The Group through Human Resources Department implemented the relevant local laws and regulations in relation to the avoidance of child and forced labour. Relevant policy in this regard was set out in the employment contract and/or Human Resources internal guidelines. Each employee's age recorded in the Employee Registry was reviewed and checked against his/her identity documents to ensure no employment below the age eligible to work under the laws was made. Further, forced labour is strictly prohibited.

In 2017, there were no confirmed non-compliance incidents in relation to human rights and labour practices that have a significant impact on the Group.

Development and Training

The Group aims to create an environment of continuous improvement in which our employees are encouraged to pursue excellence at work and career development. Customised training programmes are arranged for staffs members at different levels and from across its divisions on an ongoing basis throughout the Group. Induction programme was offered to new joiners to help them adapt to the new working environment. To stay abreast of best practices in the relevant business sectors, the business units have conducted different training courses including in-house training course and external course/seminar encompassing new technology such as advanced data and privacy data protection, and leadership and management skills as well as industry and market trends to enhance the overall professional and personal quality of its employees. Further, the publishing business has organised eLearning programmes for the staffs on an electronic platform developed by themselves.

The total number of hours of training received by employees in 2017 and average number of hours of training per employee increased by approximately 67.2% and 75.7% respectively as compared to the same period of the previous year.

B. Operating Practices

Supply Chain Management

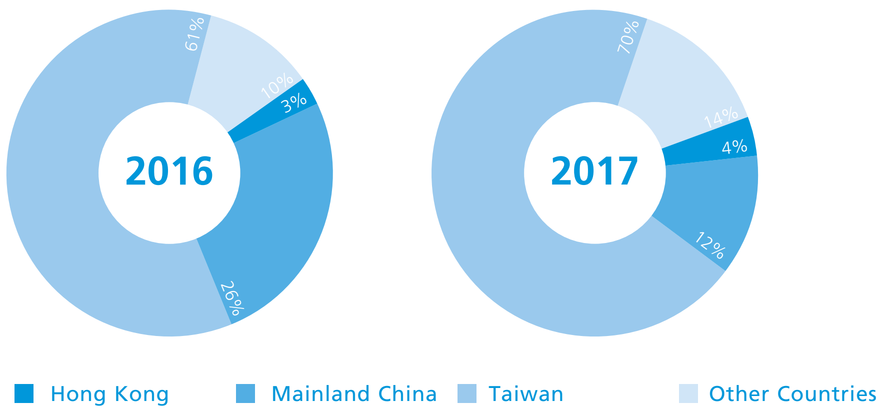
The Group considers our suppliers as strategic partners and contributors to our businesses and we strive to build long-term relationships with suppliers who share our values. The Group encourages suppliers, business partners and their associates to follow the same standards of integrity and transparency in doing business with us as we seek to apply in doing business with them.

The Group has a policy on procurement which set out criteria to evaluate our suppliers. The factors taken into account for selection of suppliers include: what kind of environmental protection facilities the potential supplier has set up, whether the potential supplier's environmental protection performance has been recognised by any well-recognised and legitimate organisation, such as ISO certification and whether the potential supplier has participated in any cultural preservation, charitable and/or community care activities. Further, the potential suppliers have to confirm and guarantee that no child labour and/or forced labour have/has been engaged. All procurement decisions go through a well-established procedure based on the level of authority (LOA) for approval. Such approval process is being practised by all business units within the Group.

In 2017, the number of key suppliers for our business operations (being suppliers of products and/or services whose total annual contract sum amounts to HK$100,000 or above), increased by approximately 45% as compared to the same period last year. Around 4%, 12% and 70% of our key suppliers were located in Hong Kong, Mainland China and Taiwan respectively, the remaining 14% of our key suppliers were sourced from other countries. Around 34% key suppliers are authors or copyright owners in relation to the publishing business.

Below are the detailed breakdown of the Group's key suppliers by region in 2016 and 2017:

% of Key Suppliers by Region



During the year, the Group was not aware that any key suppliers has any significant actual and potential negative impact on business ethics, environment protection, human rights and labour practices, nor any of them had any non-compliance incidents in respect of human rights issues.

Product Responsibilities

In 2017, the Group was not aware of any incidents of non-compliance with any laws and regulations concerning the provision and use of the Group's products and services, including but not limited to, product and service information and labelling, marketing communications including advertising and promotion events, intellectual property rights and consumer data protection that have a material and significant impact on the Group. The Group is committed to continue to strengthen its information security systems to protect data privacy of the Group's customers/services users in accordance with the relevant laws and regulations of the places where the Group's relevant operations are carried out.

During the reporting period, there was no reported case relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress that has a material adverse effect on the consolidated financials of the Group.

Environmental, Social and Governance Report

Anti-corruption

The Group is committed to achieving and maintaining openness, uprightness and accountability and all staff are expected to observe ethical, personal and professional conduct. In addition to the Staff Code of Conduct on anti-bribery and anti-corruption, the Group has adopted a whistle-blowing policy to provide a channel for employees and other stakeholders to report any suspected misconduct or malpractice within the Group in confidence and without fear of reprisal or victimisation and has conducted ongoing review of the effectiveness of the internal control systems on a regular basis. The whistle-blowing policy is available on the website of the Company.

In 2017, no report or complaint on bribery, extortion, fraud and money laundering was received by the Group that has a material adverse effect on the consolidated financials of the Group.

C. Community

As a good corporate citizen, the Group strives to improve society through community investment. We adhere to a well-established policy with specific guidelines on community involvements such as cash donations, community services, books donations, sponsored advertisements to charity organisations on the Group's print and online publications as well as provision of online donation platform for charity purpose.

In 2017, the Group worked closely with their local communities on a variety of initiatives ranging from fighting poverty to educating the next generation.

Giving Back to Society

In Hong Kong, the Group organises regular book donation activities to promote reading culture among people from different backgrounds since 2005. In 2017, the Group's volunteer visited S.K.H. St. Christopher's Nursery (Kwai Chung) and donated books to underprivileged children. During the out-reaching visit, the Group organised a story-telling programme and a planting workshop for all participating children to teach them how to grow mini-potted plants by using sustainable and environmental friendly substances. And each child received a book on environmental awareness as a gift. We hope that, in addition to showing care and concern to the underprivileged children, the event can instill the children's sense of environmental protection.

The Group's commitment and efforts in corporate social responsibility won public recognition and we have been named Caring Company by the Hong Kong Council of Social Service for 14 successive years since 2004.

Cité Publishing Group, our publishing business flagship in Taiwan, has actively participated in community projects by donating funds, books and advertising spaces to charities, hospitals, universities, etc. It also employs disabled personnel who can undertake desk jobs and sight impaired personnel provide staffs with massage services.

Cité Culture & Arts Foundation ("Foundation") was established in 2006 by Cité Publishing Group, to enhance the impact of philanthropy by developing a passion for reading and promoting healthy reading habits in the community, reducing illiteracy in children of need, and giving back to the society.

The Foundation, in co-operation with World Vision and Taiwan Fund for Children and Families, pioneered the launch of a "Coastline Academy for kids" platform in Taiwan since 2010 with a view to reducing illiteracy of needy children in coastal areas. Cité Publishing Group, established Coastline Academy for kids in Jiabin in Jiayi county and Mailiao in Yunlin county, provides some funding, donates books, computers and other equipment as well as staff volunteers reading books regularly on a weekly basis via audio-visual technology by computer to needy children in the coastal areas.

Apart from making monetary and resource donations, the Foundation lobbies for public participation with a view to raise public awareness and encourages community participation in contribution to the needy. Currently, 11 Coastline Academies for kids have been established in these regions with the co-operation and support from more than 30 organisations in Taiwan from wide-ranging backgrounds, e.g. charitable, religious, educational, business. The Foundation also participates and supports other charitable activities.

The Group's charitable donations and corporate sponsorships in 2017 is substantially the same level as that in 2016.

In Mainland China, our e-commerce joint venture with China Post Group, Ule, partners with local charitable organisations to engage in charitable and community services for the rural population. Ule has set up an online donation platform (http://cishan.ule.com/index.html) to allow the public to donate money for purchasing daily necessities to children and women living in the rural villages.

ESG Guide Content Index

Environmental		Page Number
Aspect A1: Emissions	General Disclosure Information on: a. the policies; and b. compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	49 to 56
	KPI A1.1 The types of emissions and respective emissions data.	52, 53
	KPI A1.2 Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	52
	KPI A1.3 Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	56
	KPI A1.4 Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	54 to 56
	KPI A1.5 Description of measures to mitigate emissions and results achieved.	50, 51
	KPI A1.6 Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	54 to 56
Aspect A2: Use of Resources	General Disclosure Policies on the efficient use of resources, including energy, water and other raw materials.	49 to 51, 54 to 56
	KPI A2.1 Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	51
	KPI A2.2 Water consumption in total and intensity (e.g. per unit of production volume, per facility).	55
	KPI A2.3 Description of energy use efficiency initiatives and results achieved.	50, 51
	KPI A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.	55
	KPI A2.5 Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	56

Environmental		Page Number
Aspect A3: The Environment and Natural Resources	General Disclosure Policies on minimising the issuer's significant impact on the environment and natural resources.	49 to 51, 54 to 56
	KPI A3.1 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	54 to 56
Social		
Employment and Labour Practices		
Aspect B1: Employment	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	57 to 60
Aspect B2: Health and Safety	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	59
Aspect B3: Development and Training	General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	60
Aspect B4: Labour Standards	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	59

Environmental, Social and Governance Report

Environmental		Page Number
Operating Practices		
Aspect B5: Supply Chain Management	General Disclosure Policies on managing environmental and social risks of the supply chain.	60 to 62
Aspect B6: Product Responsibility	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labeling and privacy matters relating to products and services provided and methods of redress.	61
Aspect B7: Anti-corruption	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	62
Community		
Aspect B8: Community Investment	General Disclosure Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	62, 63

pwc 羅兵咸永道

Independent Auditor's Report
To the Shareholders of TOM Group Limited
(incorporated in the Cayman Islands with limited liability)

Opinion

What we have audited
The consolidated financial statements of TOM Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 76 to 178, which comprise:

- the consolidated and Company statements of financial position as at 31 December 2017;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion
In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and of the Group as at 31 December 2017, and of its consolidated loss 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 accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com

Independent Auditor's Report

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence
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.

Key Audit Matters

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

Key audit matters identified in our audit are summarised as follows:

- Goodwill;
- Investments accounted for using the equity method; and
- Valuation of investment in available-for-sale financial assets

Key Audit Matter	How our audit addressed the Key Audit Matter
1. Goodwill	The procedures to evaluate the Group's assessments of goodwill included:
Refer to note 14 to the consolidated financial statements	For impairment assessments concluded based on value-in-use:
The Group has a significant amount of goodwill arising primarily from the acquisition of various businesses in prior years. As at 31 December 2017, goodwill, which amounted to HK$581 million, is related to E-Commerce, Social Network, Publishing and Advertising Groups.	• Assessing the appropriateness of the valuation methodologies used; • Assessing the reasonableness of key assumptions based on our knowledge of the relevant business and industry and with the involvement of our valuation specialists;
Goodwill with an indefinite useful life is subject to impairment assessments annually and when there is an indication of impairment.	• Testing source data to supporting evidence on a sample basis, such as approved budgets and available market data and considering the reasonableness of these budgets; and
In carrying out the impairment assessments on Social Network, Publishing and Advertising Groups, significant judgements are required to estimate the future cash flows and to determine the assumptions, including the growth rates used in the cash flow projections and the discount rates applied to bring the future cash flows back to their present values.	• Performing sensitivity analyses on the key assumptions where we flexed the growth rates and discount rates as these are the key assumptions to which the valuation models are the most sensitive. For impairment assessment concluded based on fair value less costs of disposal:
In carrying out the impairment assessment on E-Commerce Group, an independent external valuer was engaged by management to determine the fair value of the associated companies, which is a material asset of the E-Commerce Group.	• Obtaining the valuation report and discussing with the independent external valuer on the valuation methodology and key assumptions; • Assessing the competence, capability and objectivity of the independent external valuer;

Independent Auditor's Report

Key Audit Matter	How our audit addressed the Key Audit Matter
1. Goodwill (Continued) Based on the results of these impairment assessments conducted by the Group, it is believed that the impairment of goodwill of HK$45 million for the year ended 31 December 2017 is adequate. This conclusion is based on the recoverable amounts, being the higher of the fair value less costs of disposal and value-in-use, comparing with the carrying value of respective cash-generating unit including goodwill as at 31 December 2017. The significant assumptions are disclosed in note 14 to the consolidated financial statements.	• Involving our valuation specialists and assessing the valuation methodology and the reasonableness of the key assumptions used in the valuation of associated companies, based on our industry knowledge, research evidence of key assumptions and comparable market transactions for similar businesses, where applicable; • Testing source data to supporting evidence on a sample basis, such as approved budget and available market data and considering the reasonableness of this budget; and • Performing sensitivity analyses on the key assumptions where we flexed the growth rates and discount rates as these are the key assumptions to which the valuation model are the most sensitive. We found the assumptions adopted in relation to these impairment assessments to be supportable and reasonable based on available evidence.

Key Audit Matter	How our audit addressed the Key Audit Matter
2. Investments accounted for using the equity method *Refer to note 16 to the consolidated financial statements* The Group has significant investments in associated companies, which are accounted for using the equity method. As at 31 December 2017, investments in associated companies amounted to HK$1,334 million. The majority of these investments relates to the E-Commerce Group. Investments in associated companies are subject to impairment assessments when there is an indication of impairment. In carrying out the impairment assessment, an independent external valuer was engaged by management to determine the fair value of the associated companies of the E-Commerce Group. Based on the result of the impairment assessment conducted by the Group, it is believed that there is no impairment of the Group's investments in associated companies. This conclusion is based on recoverable amount, calculated under the fair value less costs of disposal model, which exceeds the carrying value of investments in associated companies as at 31 December 2017.	The procedures to evaluate the Group's assessments of investments in associated companies included: • We reviewed and evaluated management's assessments on impairment indicators; • Obtaining the valuation report and discussing with the independent external valuer on the valuation methodology and key assumptions; • Assessing the competence, capability and objectivity of the independent external valuer; • Involving our valuation specialists and assessing the valuation methodology and the reasonableness of the key assumptions used in the valuation of the associated companies, based on our industry knowledge, research evidence of key assumptions and comparable market transactions for similar businesses, where applicable; • Testing source data to supporting evidence on a sample basis, such as approved budget and available market data and considering the reasonableness of the budget; and • Performing sensitivity analyses on the key assumptions where we flexed the growth rates and discount rates as these are the key assumptions to which the valuation model is the most sensitive. In the context of the audit of the consolidated financial statements of the Group, we found the assumptions adopted in relation to the impairment assessment to be supportable and reasonable based on available evidence.

Independent Auditor's Report

Key Audit Matter	How our audit addressed the Key Audit Matter
3. Valuation of investment in available-for-sale financial assets *Refer to note 18 to the consolidated financial statements* The Group's investment in available-for-sale financial assets ("Investments") were subject to fair value revaluation at each reporting date when there is a reliable measurement. Majority of the Investments were valued by an independent external valuer based on the market approach. Remaining Investments were valued by management based on the asset-based approach. With reference to the respective valuations, management had estimated the fair value of the Investments at HK$358 million at year end. Changes in the fair values of available-for-sale financial assets during the year were recognised in other comprehensive income of HK$301 million. The valuation of the Group's available-for sale financial assets was a key area of audit focus due to their significance to the Group's non-current assets and other comprehensive income. The valuation involved significant judgements and estimates from management, including marketability discount, minority discount and probability of conversion scenario.	The procedures to evaluate the Group's assessments of available-for-sale financial assets included: • Obtaining the valuation reports and discussing with the respective independent external valuer on the valuation methodologies and key assumptions; • Assessing the competence, capability and objectivity of the respective independent external valuer; • Involving our valuation specialists and assessing the valuation methodologies and the reasonableness of the key assumptions used in the valuations performed by the respective independent external valuer, based on our research evidence of key assumptions and comparable market transactions for similar businesses, where applicable; • Assessing the appropriateness of the valuation methodologies performed by management; and • Testing, on a sample basis, the accuracy and relevance of input data used by the respective independent external valuer based on the subscription price of latest round of financing of the equity interests and disposal value with the transactions of similar assets. In the context of the audit of the consolidated financial statements of the Group, we found the assumptions adopted in relation to the valuations to be supportable and reasonable based on available evidence.

Other Information

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

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

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

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

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and that comply with 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

Independent Auditor's Report

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

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

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Cheng Woon Yin, Michael.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 15 March 2018

Consolidated Income Statement

For the year ended 31 December 2017

	Note	2017 *HK$'000*	2016 *HK$'000*
Continuing operations			
Revenue	4	**960,513**	1,034,606
Cost of sales		**(588,122)**	(646,473)
Selling and marketing expenses		**(154,872)**	(154,515)
Administrative expenses		**(106,804)**	(110,690)
Other operating expenses		**(148,764)**	(164,804)
Other gains/(losses), net		**24,575**	(6,074)
		(13,474)	(47,950)
Gain on deconsolidation of a subsidiary	32(c)	**–**	9,632
Provision for impairment of goodwill and other assets	5	**(67,608)**	(16,203)
		(81,082)	(54,521)
Share of profits less losses of investments accounted for using the equity method	16	**(104,434)**	(129,471)
Loss before net finance costs and taxation	6	**(185,516)**	(183,992)
Finance income		**3,250**	3,912
Finance costs		**(63,573)**	(37,464)
Finance costs, net	7	**(60,323)**	(33,552)
Loss before taxation		**(245,839)**	(217,544)
Taxation	8	**(8,419)**	(13,044)
Loss for the year from continuing operations		**(254,258)**	(230,588)
Discontinued operations			
Loss for the year from discontinued operations	9	**–**	(56,177)
Loss for the year		**(254,258)**	(286,765)

Consolidated Income Statement
For the year ended 31 December 2017

	Note	2017 *HK$'000*	2016 *HK$'000*
Loss for the year attributable to:			
– Non-controlling interests		**(11,984)**	(10,204)
– Equity holders of the Company		**(242,274)**	(276,561)
		(254,258)	(286,765)
Loss for the year attributable to equity holders of the Company			
– From continuing operations		**(242,274)**	(220,310)
– From discontinued operations		**–**	(56,251)
		(242,274)	(276,561)
Loss per share attributable to equity holders of the Company during the year			
Basic and diluted	11		
– From continuing operations		**HK(6.22) cents**	HK(5.66) cents
– From discontinued operations		**–**	HK(1.44) cents
		HK(6.22) cents	HK(7.10) cents

Consolidated Statement of Comprehensive Income

For the year ended 31 December 2017

	Note	2017 HK$'000	2016 HK$'000
Loss for the year		**(254,258)**	(286,765)
Item that will not be reclassified subsequently to income statement:			
Remeasurement of defined benefit plans		**6,292**	(5,056)
Items that may be subsequently reclassified to income statement:			
Revaluation surplus of available-for-sale financial assets	18	**301,488**	–
Recycle of available-for-sale financial assets reserve		**(9,883)**	–
Share of revaluation surplus through other comprehensive income from an associated company	16	**103,966**	–
Exchange translation differences		**32,574**	(42,981)
		428,145	(42,981)
Other comprehensive income/(expense) for the year, net of tax		**434,437**	(48,037)
Total comprehensive income/(expense) for the year		**180,179**	(334,802)
Total comprehensive income/(expense) for the year attributable to:			
– Non-controlling interests		**42,241**	(12,208)
– Equity holders of the Company		**137,938**	(322,594)
Total comprehensive income/(expense) for the year attributable to equity holders of the Company:			
– From continuing operations		**137,938**	(270,981)
– From discontinued operations		**–**	(51,613)
		137,938	(322,594)

Consolidated Statement of Financial Position
As at 31 December 2017

	Note	2017 HK$'000	2016 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Fixed assets	13	**46,547**	65,508
Goodwill	14	**580,556**	621,064
Other intangible assets	15	**129,651**	75,829
Investments accounted for using the equity method	16	**1,333,592**	1,242,609
Available-for-sale financial assets	18	**357,642**	79,671
Advance to an investee company	19	**–**	2,191
Deferred tax assets	29(a)	**39,999**	36,980
Other non-current assets	20	**3,497**	9,323
		2,491,484	2,133,175
Current assets			
Inventories	21	**121,490**	107,077
Trade and other receivables	22	**513,641**	556,780
Restricted cash	23	**7,099**	7,488
Cash and cash equivalents	24	**423,457**	377,180
		1,065,687	1,048,525
Current liabilities			
Trade and other payables	25	**559,101**	541,990
Taxation payable		**19,317**	19,416
Long-term bank loans – current portion	27	**39,195**	62,293
Short-term bank loans	26	**39,195**	28,517
		656,808	652,216
Net current assets		**408,879**	396,309
Total assets less current liabilities		**2,900,363**	2,529,484

Consolidated Statement of Financial Position
As at 31 December 2017

	Note	2017 HK$'000	2016 HK$'000
Non-current liabilities			
Deferred tax liabilities	29(b)	**8,566**	8,833
Long-term bank loans – non-current portion	27	**2,782,835**	2,579,013
Pension obligations	28(a)	**31,478**	41,610
		2,822,879	2,629,456
Net assets/(liabilities)		**77,484**	(99,972)
EQUITY			
Equity attributable to the Company's equity holders			
Share capital	30	**389,328**	389,328
Deficits		**(659,796)**	(797,709)
Own shares held	31	**(6,244)**	(6,244)
		(276,712)	(414,625)
Non-controlling interests		**354,196**	314,653
Total equity/(deficit)		**77,484**	(99,972)

Yeung Kwok Mung
Director

Mak Soek Fun, Angela
Director

Consolidated Statement of Changes in Equity
For the year ended 31 December 2017

	Attributable to equity holders of the Company												
	Share capital HK$'000	Own shares held HK$'000	Share premium HK$'000	Capital reserve HK$'000	Capital redemption reserve HK$'000	General reserve HK$'000	Available-for-sale financial assets reserve HK$'000	Exchange reserve HK$'000	Other reserve HK$'000	Accumulated losses HK$'000	Total shareholders' deficits HK$'000	Non-controlling interests HK$'000	Total equity/(deficit) HK$'000
Balance at 1 January 2017	389,328	(6,244)	3,625,981	(75,054)	776	158,410	11,017	695,323	6,096	(5,220,258)	(414,625)	314,653	(99,972)
Comprehensive income:													
Loss for the year	–	–	–	–	–	–	–	–	–	(242,274)	(242,274)	(11,984)	(254,258)
Other comprehensive income:													
Remeasurement of defined benefit plans	–	–	–	–	–	–	–	–	–	6,000	6,000	292	6,292
Revaluation surplus on available-for-sale financial assets	–	–	–	–	–	–	269,650	–	–	–	269,650	31,838	301,488
Recycle of available-for-sale financial assets reserve	–	–	–	–	–	–	(9,883)	–	–	–	(9,883)	–	(9,883)
Share of revaluation surplus through other comprehensive income from an associated company	–	–	–	–	–	–	93,571	–	–	–	93,571	10,395	103,966
Exchange translation differences	–	–	–	–	–	–	–	20,874	–	–	20,874	11,700	32,574
Total comprehensive income/(expense) for the year ended 31 December 2017	–	–	–	–	–	–	353,338	20,874	–	(236,274)	137,938	42,241	180,179
Transactions with equity holders:													
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	–	–	–	(840)	(840)
Disposal of subsidiaries (note 32(b))	–	–	–	–	–	–	–	–	–	–	–	(1,883)	(1,883)
Acquisition of additional interests in a subsidiary	–	–	–	(25)	–	–	–	–	–	–	(25)	25	–
Transfer to general reserve	–	–	–	–	–	3,258	–	–	–	(3,258)	–	–	–
Transactions with equity holders	–	–	–	(25)	–	3,258	–	–	–	(3,258)	(25)	(2,698)	(2,723)
Balance at 31 December 2017	389,328	(6,244)	3,625,981	(75,079)	776	161,668	364,355	716,197	6,096	(5,459,790)	(276,712)	354,196	77,484

Consolidated Statement of Changes in Equity
For the year ended 31 December 2017

	Attributable to equity holders of the Company												
	Share capital HK$'000	Own shares held HK$'000	Share premium HK$'000	Capital reserve HK$'000	Capital redemption reserve HK$'000	General reserve HK$'000	Available-for-sale financial assets reserve HK$'000	Exchange reserve HK$'000	Other reserve HK$'000	Accumulated losses HK$'000	Total shareholders' deficits HK$'000	Non-controlling interests HK$'000	Total equity/(deficit) HK$'000
Balance at 1 January 2016	389,328	(6,244)	3,625,981	(124,596)	776	155,774	11,017	737,064	–	(4,936,769)	(147,669)	388,332	240,663
Comprehensive income:													
Loss for the year	–	–	–	–	–	–	–	–	–	(276,561)	(276,561)	(10,204)	(286,765)
Other comprehensive income:													
Remeasurement of defined benefit plans	–	–	–	–	–	–	–	–	–	(4,292)	(4,292)	(764)	(5,056)
Exchange translation differences	–	–	–	–	–	–	–	(41,741)	–	–	(41,741)	(1,240)	(42,981)
Total comprehensive expense for the year ended 31 December 2016	–	–	–	–	–	–	–	(41,741)	–	(280,853)	(322,594)	(12,208)	(334,802)
Share of other reserve of an investment accounted for using the equity method	–	–	–	–	–	–	–	–	6,096	–	6,096	677	6,773
Transactions with equity holders:													
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	–	–	–	(5,946)	(5,946)
Deconsolidation of a subsidiary (note 32(c))	–	–	–	–	–	–	–	–	–	–	–	(4,165)	(4,165)
Contribution from non-controlling interests	–	–	–	–	–	–	–	–	–	–	–	1,830	1,830
Acquisition of additional interests in subsidiaries	–	–	–	49,542	–	–	–	–	–	–	49,542	(53,867)	(4,325)
Transfer to general reserve	–	–	–	–	–	2,636	–	–	–	(2,636)	–	–	–
Transactions with equity holders	–	–	–	49,542	–	2,636	–	–	–	(2,636)	49,542	(62,148)	(12,606)
Balance at 31 December 2016	389,328	(6,244)	3,625,981	(75,054)	776	158,410	11,017	695,323	6,096	(5,220,258)	(414,625)	314,653	(99,972)

Consolidated Statement of Cash Flows
For the year ended 31 December 2017

	Note	2017 HK$'000	2016 HK$'000
Cash flows from operating activities			
Net cash inflow from operations	32(a)	76,366	52,680
Interest paid		(39,594)	(32,659)
Overseas taxation paid		(11,576)	(18,590)
Net cash from operating activities		25,196	1,431
Cash flows from investing activities			
Capital expenditures		(111,036)	(116,009)
Share subscription in an associated company	16	(94,218)	–
Capital investment in an available-for-sale financial asset	18	–	(17,040)
Acquisition of additional interests in subsidiaries		–	(4,325)
Proceeds from disposal of fixed assets		197	635
Recovery from an investment		22,255	–
Recovery of a receivable previously written off		–	10,844
Disposal of subsidiaries	32(b)	862	–
Disposal of a former subsidiary		–	3,361
Deconsolidation of a subsidiary	32(c)	–	(17,227)
Dividends received		8,740	3,932
Net cash used in investing activities		(173,200)	(135,829)
Cash flows from financing activities			
New bank loans	32(d)	3,009,804	926,380
Loan repayments	32(d)	(2,811,781)	(832,620)
Loan arrangement fee paid		(27,222)	(29,020)
Dividends paid to non-controlling interests		(840)	(5,946)
Decrease in restricted cash	23	5	181
Net cash from financing activities		169,966	58,975
Increase/(decrease) in cash and cash equivalents		21,962	(75,423)
Cash and cash equivalents at 1 January		377,180	466,728
Exchange adjustment		24,315	(14,125)
Cash and cash equivalents at 31 December	24	423,457	377,180

Notes to the Consolidated Financial Statements

1 Principal accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

The consolidated financial statements of the Company and its subsidiaries (together the "Group") have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The consolidated financial statements have been prepared under the historical cost convention except that available-for-sale financial assets are stated at fair value unless fair value cannot be reliably measured as set out in note 1(f) below, and investments accounted for using the equity method, of which the retained interests are remeasured to the fair value at the date when the Group lost control in the subsidiaries which became investments accounted for using the equity method of the Group, as stated in note 1(c) below.

The preparation of consolidated financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 3.

Notwithstanding its net assets position as at 31 December 2017, the Group also has undrawn banking facilities guaranteed by one of its substantial shareholders. In preparing these consolidated financial statements, the Group has taken into account all information that could reasonably be expected to be available and has ascertained that the Group has obtained adequate financial resources to support the Group to continue in operational existence for the foreseeable future. Accordingly, the Group has prepared these consolidated financial statements on a going concern basis.

In the current year, the Group has adopted all the amendments to standards issued by the HKICPA that are relevant to the Group's operations and mandatory for annual periods beginning 1 January 2017.

The adoption of these amendments to standards does not have a material impact to the Group's results of operations or financial position.

1 Principal accounting policies (Continued)

(a) Basis of preparation (Continued)

At the date of the authorisation of these financial statements, the following standards and amendments to standards were in issue, and applicable to the Group's financial statements for annual periods beginning on or after 1 January 2018, but not yet effective and have not been early adopted by the Group:

Improvements to HKFRSs (1)	Annual Improvements to 2014-2016 Cycle
Improvements to HKFRSs (2)	Annual Improvements to 2015-2017 Cycle
HKAS 28 (Amendments) (2)	Long-term Interests in Associates and Joint Ventures
HKFRS 2 (Amendments) (1)	Classification and Measurement of Share-based Payment Transactions
HKFRS 9 (1) and HKFRS 9 (Amendments) (2)	Financial Instruments
HKFRS 10 and HKAS 28 (Amendments) (3)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture
HKFRS 15 and HKFRS 15 (Amendments) (1)	Revenue from Contracts with Customers
HKFRS 16 (2)	Leases
HK (IFRIC)-Int 22 (1)	Foreign Currency Transactions and Advance Consideration
HK (IFRIC)-Int 23 (2)	Uncertainty over Income Tax Treatments

(1) Effective for the Group for annual periods beginning 1 January 2018

(2) Effective for the Group for annual periods beginning 1 January 2019

(3) The original effective date of 1 January 2016 has been postponed until further announcement by the HKICPA

The Group has commenced assessments of the impact of adoption of the new standards and amendments to standards effective for annual periods beginning 1 January 2018. Based on preliminary assessment, the major impact of adoption of these standards and amendments to standards are as follows:

HKFRS 9 Financial Instruments

HKFRS 9 Financial Instruments addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

The Group's equity investment currently classified as available-for-sale financial assets will be reclassified to financial assets at fair value through profit or loss or fair value through other comprehensive income ("FVOCI"), and the Group is considering which treatment to adopt. Based on the fair value assessments undertaken to date, the Group does not expect material impact on the consolidated financial statements.

1 Principal accounting policies (Continued)

(a) Basis of preparation (Continued)

HKFRS 9 Financial Instruments (Continued)

HKFRS 9 replaces the 'incurred loss' impairment model in HKAS 39 with a forward-looking 'expected credit loss' model. The new impairment model will apply to financial assets classified at amortised cost, debt instruments measured at FVOCI, contract assets under HKFRS 15 Revenue from Contracts with Customers, lease receivables, loan commitments and certain financial guarantee contracts. The Group does not expect the new impairment model to have a significant impact on the Group's accounting.

The Group will elect to apply the transition exemptions. The comparative information for prior periods with respect to classification and measurement (including impairment) changes is not restated and differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of HKFRS 9 will generally be recognised as an adjustment to the opening balance of retained profit (or other component of equity, as appropriate) in the year of adoption, i.e. as at 1 January 2018.

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 Revenue from Contracts with Customers establishes a framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including HKAS 18 Revenue, HKAS 11 Construction Contracts, and the related Interpretations when it becomes effective.

The Group will use the modified retrospective approach for transition to the new revenue standard. The comparative information for prior periods is not restated. The Group recognises the cumulative effect of initially applying the guidance as an adjustment to the opening balance of retained profit (or other component of equity, as appropriate) in the year of adoption; and elect to apply the new standard only to contracts that are not completed contracts at 1 January 2018.

The Group does not expect the new guidance to have a significant impact on the Group's accounting.

Except for the above assessments, the Group has commenced an assessment of the impact of adoption of the new standards and amendments to standards applicable to the Group's financial statements for annual periods beginning on or after 1 January 2018, but not yet effective and have not been early adopted by the Group, but is not in a position to state whether these new standards and amendments to standards would have a significant impact to its results of operations or financial position.

1 Principal accounting policies (Continued)

(b) Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries (including those directly or indirectly held or held through Contractual Arrangements) made up to 31 December and also incorporate the Group's interests in associated companies on the basis set out in note 1(d) below. Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identified net assets.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, carrying value of the acquirer's previously held equity interest in the acquiree at the acquisition date is remeasured to fair value at the acquisition date; any gains or losses arising from such remeasurement are recognised in profit and loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

1 Principal accounting policies (Continued)

(b) Consolidation (Continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

Intra-group transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from intra-group transactions that are recognised in assets and liabilities are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

In the Company's statement of financial position, investments in subsidiaries are accounted for at cost less impairment (note 1(i)). Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

PRC laws and regulations limit foreign ownership for enterprises engaging in certain business activities categorised as restricted foreign investment businesses ("Restricted Businesses"). The Group (and certain of its associated companies) operates certain business activities, such as advertising services, certain value-added telecommunications services and content production services which were initially/are classified as Restricted Businesses, by means of setting up domestic companies incorporated in the PRC by certain PRC nationals ("PRC Domestic Companies") through entering into a series of contractual agreements ("Contractual Agreements", the key provisions of the principal Contractual Agreements are set out in pages 177 to 178 (inclusive) of the consolidated financial statements), pursuant to which all economic benefits and risks arising from the business operation of such PRC Domestic Companies are transferred to the relevant subsidiaries of the Company ("Contractual Arrangements"). The Group does not have legal ownership in equity of these PRC Domestic Companies. Nevertheless, under the Contractual Agreements entered into among the relevant subsidiaries of the Company, PRC Domestic Companies and the PRC nationals who are the legal owners of PRC Domestic Companies, the Group is able to effectively control, recognise and receive substantially all the economic benefit of the businesses and operations of PRC Domestic Companies.

1 Principal accounting policies (Continued)

(b) Consolidation (Continued)

In summary, the Contractual Arrangements provide the Group through PRC Domestic Companies with, among other things:

- power to direct the relevant activities of the PRC Domestic Companies unilaterally;
- rights to variable returns from its involvement; and
- ability to use its power to affect its returns.

As a result, the Company regards the PRC Domestic Companies as subsidiaries of the Group under HKFRS. The Group has included the results of operations and financial position of the PRC Domestic Companies in the consolidated financial statements.

(c) Transactions with non-controlling interests

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interest are also recorded in equity.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. The amounts previously recognised in other comprehensive income are reclassified to profit or loss.

1 Principal accounting policies (Continued)

(d) Associated companies

Associated companies are all entities over which the Group has significant influence but not control or joint control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associated companies are accounted for using the equity method of accounting. Under the equity method of accounting, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investments in associated companies includes goodwill identified and intangible assets recognised on acquisition, net of accumulated amortisation of intangible assets other than goodwill and impairment losses, if any. Upon the acquisition of the ownership interest in an associated company, any difference between the cost of the associated company and the Group's share of the net fair value of the associated company's identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associated company is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the consolidated income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associated company equals or exceeds its interest in the associated company, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associated company.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associated company is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associated company and its carrying value and recognises the amount adjacent to "share of profits less losses of investments accounted for using the equity method" in the consolidated income statement.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in associated companies. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associated companies have been changed where necessary to ensure consistency with the policies adopted by the Group.

1 Principal accounting policies (Continued)

(d) Associated companies (Continued)

Gain and losses on dilution of equity interest in associated companies are recognised in the consolidated income statement.

(e) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographic area of operations.

When an operation is classified as discontinued, a single amount is presented in the consolidated income statement, which comprises the post-tax profit or loss of the discontinued operations.

(f) Financial assets

The Group classifies its financial assets in the following categories: loans and receivables, and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period, which are classified as non-current assets. The Group's loans and receivables comprise "trade and other receivables", "advance to an investee company", "cash and cash equivalents" and "restricted cash" in the consolidated statement of financial position.

(ii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

1 Principal accounting policies (Continued)

(f) Financial assets (Continued)

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method. Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss and other changes in carrying amount are recognised in other comprehensive income. Translation differences on non-monetary securities are recognised in other comprehensive income. Changes in the fair value of monetary and non-monetary securities classified as available-for-sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement as gains or losses from available-for-sale financial assets.

Interest on available-for-sale financial assets calculated using the effective interest method is recognised in the consolidated income statement. Dividends on available-for-sale equity investments are recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

The fair value of quoted investments is based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, or discounted cash flow analysis refined to reflect the issuer's specific circumstances. Investment in equity instruments that do not have a quoted market price in an active market and those fair values cannot be reliably measured, are measured at cost less impairment.

1 Principal accounting policies (Continued)

(f) Financial assets (Continued)

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit and loss – is removed from equity and recognised in the consolidated income statement. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. Impairment testing of trade receivables is described in note 1(l).

(g) Fixed assets

Fixed assets are stated at historical cost less depreciation and any impairment loss. Properties include leasehold land and buildings. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation of fixed assets is provided at rates calculated to write off their costs over their estimated useful lives on a straight-line basis at the following annual rates:

Properties	over the shorter of the unexpired term of land lease or estimated useful lives of 50 years
Leasehold improvements	over the shorter of the lease terms or their useful lives of 5 years
Computer equipment	20% – $33^1/_3$%
Outdoor media assets	10% – 20%
Other assets	10% – $33^1/_3$%

1 Principal accounting policies (Continued)

(g) Fixed assets (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 charged to the consolidated income statement during the financial period in which they are incurred.

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 1(i)).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other gains/losses, net in the consolidated income statement.

(h) Intangible assets

(i) Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred over the Group's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGUs containing the goodwill is compared to the recoverable amount, which is the higher of value-in-use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

1 Principal accounting policies (Continued)

(h) Intangible assets (Continued)

(ii) Other intangible assets

Other intangible assets include concession rights, publishing rights, programme and film rights, trademarks and domain names. Cost of other intangible assets are initially recognised and measured at cost. Other intangible assets with definite useful lives are amortised on a straight-line basis over the respective period of the operating right.

Principal annual rates are as follows:

Concession rights	5% – 14.3%
Publishing rights	6.7% – 20% or on an individual basis based on the volumes published in proportion to management's estimated total publishing volumes in respect of the publishing rights
Trademarks and domain names	12.5% – 20%

Programme and film rights are amortised on the first and second showing of individual programme and film rights.

(i) Impairment of investments in subsidiaries and non-financial assets

Assets that have an indefinite useful life, for example, goodwill are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

(j) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the consolidated income statement on a straight-line basis over the period of the lease.

1 Principal accounting policies (Continued)

(k) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs are calculated on the weighted average basis. Net realisable value is determined on the basis of anticipated sales proceeds less estimated selling expenses.

(l) Trade and other receivables

Trade and other receivables are classified as current assets if collection is expected in one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments (more than one year overdue) are considered indicators that the receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred), discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in other operating expenses in the consolidated income statement. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amount previously written off are credited against other operating expenses in the consolidated income statement.

(m) Employee benefits

(i) Pension obligations

The Group operates various post-employment schemes, including both defined contribution and defined benefit pension plans, and the assets of which are generally held in separate trustee-administered funds. The pension plans are generally funded by payments from employees and by the relevant group companies, taking into account of the recommendations of independent qualified actuaries.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan.

1 Principal accounting policies (Continued)

(m) Employee benefits (Continued)

(i) Pension obligations (Continued)

For defined contribution plan, the contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the consolidated statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

The current service cost of the defined benefit plan reflects the increase in the defined benefit obligation results from employee service in the current year, benefit changes, curtailments and settlements.

Past service costs are recognised immediately in income statement.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Notes to the Consolidated Financial Statements

1 Principal accounting policies (Continued)

(m) Employee benefits (Continued)

(ii) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present values.

(n) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and security exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

(o) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

1 Principal accounting policies (Continued)

(o) Current and deferred income tax (Continued)

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries and associated companies, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries and associated companies only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Notes to the Consolidated Financial Statements

1 Principal accounting policies (Continued)

(p) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

(q) Trade payables

Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(r) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

Contingent assets are not recognised but are disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

1 Principal accounting policies (Continued)

(s) Revenue recognition

Revenue from advertising is recognised over the period when the advertisement is placed.

Revenue from sale of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has passed. Sales are recorded net of estimated returns at the time of sale. Accumulated experience is used to estimate and provide for the returns.

Revenue from sale of services is recognised when the services are rendered. Revenue from provision of mobile Internet services is recorded based on the gross amounts billed to the mobile phone users given that the Group is the primary obligor to the users with respect to such services.

Interest income is recognised on a time proportion basis using the effective interest method.

Dividend income is recognised when the right to receive payment is established.

(t) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated income statement.

Translation differences on non-monetary financial assets, such as equities classified as available-for-sale, are included in other comprehensive income.

1 Principal accounting policies (Continued)

(t) Foreign currency translation (Continued)

(iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

(1) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;

(2) income and expenses for each income statement are translated at average exchange rates; and

(3) all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity on or after 1 January 2005 are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income. For those acquisitions made prior to 1 January 2005, goodwill and fair value adjustments arising on the acquisition are expressed in the acquiring company's functional currency.

(iv) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, 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 disposal involving loss of significant influence over an associated company that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associated companies that do not result in the Group losing significant influence) the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

1 Principal accounting policies (Continued)

(u) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker, who is the chief executive officer of the Group. The chief operating decision-maker is responsible for allocating resources, assessing performance of the operating segments and making strategic decisions.

Segment profit/loss excludes other material items, such as deconsolidation gains, provision for impairment, share of profits less losses of investments accounted for using the equity method and unallocated expenses. Unallocated expenses represent corporate expenses, including finance costs, and depreciation and amortisation.

Segment assets consist primarily of fixed assets, goodwill and other intangible assets, available-for-sale financial assets, other non-current assets, inventories, trade and other receivables and cash and cash equivalents. Segment liabilities comprise operating liabilities and pension obligations but exclude current and deferred taxation and all borrowings. Capital expenditure comprises additions to fixed assets and other intangible assets.

Sales are based on the country in which the business is operated. Total assets and capital expenditure are based on the location of the assets.

(v) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

(w) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs and the related income tax effects) is included in equity attributable to the Company's equity holders.

2 Financial risk management

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including cash flow interest rate risk, foreign currency risk and price risk). The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

The Group's treasury function operates as a centralised service for managing financial risks and for providing cost efficient funding to the Group. For performing this function, the Group may collect funding from cash generating subsidiaries and provide funding to those subsidiaries that require cash for their business operation.

(i) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables and deposits placed with banks. The Group has no significant concentrations of credit risk. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Sales of products and services are made to customers with appropriate credit history. For credit exposures to customers, management assesses the credit quality of the customers, taking into account its financial position, past experience and other factors. For banks and financial institutions, deposits are only placed with banks with good credit ratings to mitigate the risk arising from banks.

(ii) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants (if any), to ensure the maintenance of sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet the Group's liquidity requirements in the short and longer term.

2 Financial risk management (Continued)

(a) Financial risk factors (Continued)

(ii) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groups based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts, as the impact of discounting is not significant.

	Less than 1 year *HK$'000*	Between 1 and 2 years *HK$'000*	Between 2 and 5 years *HK$'000*
At 31 December 2017			
Bank borrowings, including interest payable	**122,164**	**120,602**	**2,764,221**
Trade and other payables excluding non-financial liabilities	**422,258**	**–**	**–**
At 31 December 2016			
Bank borrowings, including interest payable	136,599	2,576,696	48,937
Trade and other payables excluding non-financial liabilities	409,469	–	–

(iii) Cash flow interest rate risk

Cash flow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The key exposure of the Group to this risk originates from the interest-bearing borrowings and interest-bearing bank deposits. Borrowings issued at variable rates and bank deposits placed at variable rates expose the Group to cash flow interest rate risk.

At 31 December 2017, if interest rates on all borrowings had been 100 basis points higher/lower with all other variables held constant, pre-tax loss for the year would have been HK$28,830,000 higher/lower (2016: HK$26,698,000 higher/lower on pre-tax loss) due to higher/lower interest expense on floating rate borrowings.

2 Financial risk management (Continued)

(a) Financial risk factors (Continued)

(iii) Cash flow interest rate risk (Continued)

At 31 December 2017, if interest rates on all interest-bearing bank deposits had been 100 basis points higher/lower with all other variables held constant, pre-tax loss for the year would have been HK$4,294,000 lower/higher (2016: HK$3,834,000 lower/higher on pre-tax loss) due to higher/lower interest income earned on market interest rates.

Management monitors the interest rate risk exposure on a continuous basis and adjusts the portfolio of borrowings where necessary.

(iv) Foreign currency risk

The Group mainly operates in the Greater China region and is exposed to foreign currency exchange risk arising from various foreign currencies, primarily Renminbi ("RMB") and New Taiwan dollar ("NT$"). Foreign exchange risk on net investments in foreign currencies is managed primarily through borrowings denominated in the relevant foreign currencies.

Since Hong Kong dollar ("HK$") is pegged to United States dollar ("US$"), management considers that there is no significant foreign currency risk between these two currencies to the Group. A sensitivity analysis on the foreign currency exposure of HK$/US$ against RMB and NT$ is set out below.

For companies with HK$ as their functional currency

At 31 December 2017, if RMB had weakened/strengthened by 5% against HK$ with all other variables held constant, pre-tax loss for those companies for the year would have been HK$8,000 higher/lower (2016: HK$252,000 lower/higher on pre-tax loss), mainly as a result of foreign exchange losses/gains on translation of RMB denominated cash and bank balances, trade and other receivables, and trade and other payables. Opposite effect in 2017 as compared to 2016 is because the amount of RMB denominated trade and other payables held by the operating companies in Hong Kong decreased in a greater proportion than cash and bank balances, and trade and other receivables.

2 Financial risk management (Continued)

(a) Financial risk factors (Continued)

(iv) Foreign currency risk (Continued)

For companies with RMB as their functional currency

At 31 December 2017, if HK$/US$ had weakened/strengthened by 5% against RMB with all other variables held constant, pre-tax loss for those companies for the year would have been HK$1,049,000 higher/lower (2016: HK$851,000 higher/lower on pre-tax loss), mainly as a result of foreign exchange losses/gains on translation of HK$/US$ denominated cash and bank balances and trade and other receivables. Loss in 2017 is more sensitive to movement in currency exchange rate than that in 2016 because the amount of HK$/US$ denominated cash and bank balances and trade and other receivables held by operating companies in the PRC had increased.

For companies with NT$ as their functional currency

At 31 December 2017, if HK$/US$ had weakened/strengthened by 5% against NT$ with all other variables held constant, pre-tax profit for those companies for the year would have been HK$33,000 lower/higher (2016: HK$55,000 lower/higher on pre-tax profit), mainly as a result of foreign exchange losses/gains on translation of HK$/US$ denominated cash and bank balances. Profit in 2017 is less sensitive to movement in currency exchange rate than that in 2016 because the amount of HK$/US$ denominated cash and bank balances held by operating companies in Taiwan had decreased.

(v) Price risk

The Group is exposed to equity securities price risk, which arises from investments held by the Group and classified as available-for-sale financial assets in the consolidated statement of financial position.

At 31 December 2017, if the price of the equity securities had been 100 basis points higher/lower with all other variables held constant, the Group's equity would have been approximately HK$4,807,000 (2016: Nil) higher/lower due to higher/lower fair value of available-for-sale financial assets.

(vi) Market risks sensitivity analysis

For the presentation of market risks (including interest rate risk, foreign currency risk and price risk) above, HKFRS 7 "Financial Instruments: Disclosures" requires disclosure of a sensitivity analysis for each type of market risks that shows the effects of a hypothetical change in the relevant market risk variable to which the Group is exposed at the end of the reporting period in income statement and total equity.

2 Financial risk management (Continued)

(a) Financial risk factors (Continued)

(vi) Market risks sensitivity analysis (Continued)

The effect that is disclosed assumes that (a) a hypothetical change of the relevant risk variable had occurred at the end of the reporting period and had been applied to the relevant risk variable in existence on that date; and (b) the sensitivity analysis for each type of market risks does not reflect inter-dependencies between risk variables, e.g. the interest rate sensitivity analysis does not take into account of the impact of changes in interest rates would have on the relative strengthening and weakening of the currency with other currencies.

The preparation and presentation of the sensitivity analysis on market risk is solely for compliance with HKFRS 7 disclosure requirements in respect of financial instruments. The sensitivity analysis measures changes in the fair value and/or cash flows of the Group's financial instruments from hypothetical instantaneous changes in one risk variable (e.g. functional currency rate or interest rate), the amount so generated from the sensitivity analysis are what-if forward-looking estimates. The sensitivity analysis is for illustration purposes only and it should be noted that in practice market rates rarely change in isolation. Actual results in the future may differ materially from the sensitivity analyses due to developments in the global markets which may cause fluctuations in market rates (e.g. exchange or interest rate) to vary and therefore it is important to note that the hypothetical amounts so generated do not represent a projection of likely future events and losses.

(b) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid, raise or repay bank borrowings, issue new shares or sell assets to reduce debts.

The Group monitors capital on the basis of the gearing ratio. The ratio is calculated as principal of total borrowings divided by total capital. Total capital includes principal of total borrowings and total equity/(deficit) as shown in the consolidated statement of financial position. Principal of total borrowings include short-term bank loans and long-term bank loans as shown in notes 26 and 27 respectively to the consolidated statement of financial position.

2 Financial risk management (Continued)

(b) Capital risk management (Continued)

The gearing ratios as at 31 December 2017 and 2016 were as follows:

	2017	2016
	HK$'000	*HK$'000*
Short-term bank loans (note 26)	**39,195**	28,517
Long-term bank loans (note 27)	**2,843,780**	2,641,306
Principal of total borrowings	**2,882,975**	2,669,823
Total equity/(deficit)	**77,484**	(99,972)
Total capital	**2,960,459**	2,569,851
Gearing ratio	**97%**	104%

The decrease in the gearing ratio in 2017 resulted primarily from the increase in investment revaluation reserve, being partially offset by increase in accumulated losses and bank loans.

(c) Fair value estimation

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at the end of each reporting period. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, or discounted cash flow analysis refined to reflect the issuer's specific circumstances.

The carrying value less impairment provision of trade and other receivables, and trade and other payables are assumed to approximate their fair values. The fair value of long-term financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market rate that is available to the Group for similar financial instruments.

2 Financial risk management (Continued)

(c) Fair value estimation (Continued)

The financial instruments that are measured at fair value require disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the Group's assets and liabilities that are measured at fair value:

	Level 1	Level 2	Level 3	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
At 31 December 2017				
Assets				
Available-for-sale financial assets				
– Equity securities	–	–	357,642	357,642
Total assets	–	–	357,642	357,642
Total liabilities	–	–	–	–
At 31 December 2016				
Assets				
Available-for-sale financial assets				
– Equity securities	14,879	–	–	14,879
Total assets	14,879	–	–	14,879
Total liabilities	–	–	–	–

There were no transfers among Level 1, Level 2 and Level 3 during the year. The Group's policy is to recognise transfers into/out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

3 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom exactly equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities related to defined benefit retirement obligations are contained in note 28 to the consolidated financial statements. Other key sources of estimation uncertainty are as follows:

(a) Critical accounting estimates and assumptions

(i) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in note 1(i). The recoverable amounts of the CGUs have been determined based on higher of value-in-use or fair value less costs of disposal. These calculations require the use of estimates (note 14).

Goodwill impairment charges of HK$45,097,000 arose in CGUs of the Advertising Group and the E-Commerce Group during the year (2016: HK$16,203,000 arose in CGUs of the Advertising Group), resulting in the carrying amounts of those CGUs being written down to their recoverable amounts. For sensitivity analysis, if a 1% annual sales growth rate is reduced from the original discounted cash flow assumption under the value-in-use calculations, the Group would have recognised a further impairment charge of HK$2,623,000. A reasonably possible change in a key assumption would not cause the recoverable amount to fall below the carrying value of the respective CGU.

(ii) Estimated impairment of investments in associated companies

The Group tests whether investments in associated companies have suffered any impairment, when there is an indication of impairment, in accordance with the accounting policy stated in note 1(d). The Group's share of recoverable amounts of the associated companies has been determined based on fair value less costs of disposal calculations. These calculations require the use of estimates such as annual sales growth rates, gross margin, growth rates, discount rates and discount for lack of marketability.

No impairment charge arose in the investments in associated companies during the year.

3 Critical accounting estimates and judgements (Continued)

(a) Critical accounting estimates and assumptions (Continued)

(iii) Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit 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 income tax and deferred tax assets and liabilities in the period in which such determination is made.

Deferred tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the consolidated financial statements. Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax losses and tax credits can be utilised, based on all available evidence. Recognition primarily involves judgement regarding the future financial performance of the particular legal entity or tax group. A variety of other factors are also evaluated in considering whether there is convincing evidence that it is probable that some portion or all of the deferred tax assets will ultimately be realised, such as the existence of taxable temporary differences, group relief, tax planning strategies and the periods in which estimated tax losses can be utilised. The carrying amount of deferred tax assets and related financial models and budgets are reviewed at the end of the reporting period and to the extent that there is insufficient convincing evidence that sufficient taxable profits will be available within the utilisation periods to allow utilisation of the deductible temporary differences and the carry forward of unutilised tax losses and tax credits, the asset balance will be reduced and charged to the consolidated income statement.

(iv) Provision for sales return

Revenue is stated net of sales return provision. Sales return provision is made by the Group upon the delivery of goods to the customers when the significant risks and rewards of ownership of the goods are transferred to the customers. As at 31 December 2017, the provision for sales return of the Group amounted to HK$28,988,000 (2016: HK$29,912,000). This provision is recognised by the Group based on the best estimates by management with reference to past experience and other relevant factors. Any difference between this estimate and the actual return will impact the Group's results in the period in which the actual return is determined.

3 Critical accounting estimates and judgements (Continued)

(a) Critical accounting estimates and assumptions (Continued)

(v) Provision for impairment of trade and other receivables

The policy for provision for impairment of trade and other receivables of the Group is based on the evaluation of collectability and ageing analysis of accounts and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer. The amount of provision made as at 31 December 2017 was HK$63,177,000 (2016: HK$62,937,000). If the financial conditions of customers of the Group were to change, resulting in an impairment or improvement in their abilities to make payments, either additional provision or reversal of previously made provision may be required.

(b) Critical judgements in applying the Group's accounting policy

(i) Consolidation of PRC Domestic Companies under Contractual Arrangements

Regarding the consolidation of PRC Domestic Companies under Contractual Arrangements, the directors of the Company assessed whether or not the Group has control over the PRC Domestic Companies based on whether or not the Group has power to direct the relevant activities of PRC Domestic Companies unilaterally, rights to variable returns from its involvement, and has the ability to use its power to affect its returns. In making their judgement, the directors of the Company considered the Contractual Agreements. The key provisions of the principal Contractual Agreements are set out in pages 177 to 178 (inclusive) of the consolidated financial statements.

The directors of the Company, after consulting legal opinion, are of the view that the terms of the Contractual Agreements under the Contractual Arrangements have in substance enabled the Group to exercise full control over and enjoy all economic benefits of the PRC Domestic Companies, despite the absence of formal legal equity interest held by the Group therein. Accordingly, PRC Domestic Companies are accounted for as subsidiaries of the Group.

The Company is of the view that entering of the Contractual Arrangements is not in contravention of the relevant PRC laws and regulations currently in force. However, uncertainties in the PRC legal system could cause the Group's current contractual arrangement structure to be found in violation of any existing and/or future PRC laws or regulations and could limit the relevant subsidiaries of the Company's ability to enforce the rights under the Contractual Arrangements.

4 Segment information

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are set out on pages 174 to 178.

The following revenue is recognised during the year:

	2017 *HK$'000*	2016 *HK$'000*
Continuing operations		
– Provision of services to users using the mobile and Internet-based marketplace and provision of technical services for e-commerce operations	**8,893**	4,947
– Provision of mobile Internet services, online advertising and commercial enterprise solutions	**21,196**	24,894
– Provision of services of online community and social networking websites and related online advertising	**75,995**	69,113
– Magazine and book circulation, sales of publication advertising and other related products	**763,106**	787,046
– Advertising sales of outdoor media assets and provision of outdoor media services; provision of media sales, event production and marketing services	**91,323**	148,606
	960,513	1,034,606
Discontinued operations		
– Advertising sales in relation to satellite television channel operations and production of broadcasting programmes	**–**	8,718
Consolidated revenue	**960,513**	1,043,324

4 Segment information (Continued)

In 2016, the Group was re-positioned as a media and technology company, which resulted in some changes of reportable operating segments. The provision of services of online community and social networking websites and related online advertising were separately reported as an operating segment, namely Social Network Group. The advertising sales of outdoor media assets and provision of outdoor media services; provision of media sales, event production and marketing services were aggregated and reported as an operating segment, namely Advertising Group.

By the end of 2016, the Group ceased the television operations which were classified as the discontinued operations for the year ended 31 December 2016. Further details of the cessation of the television operations are set out in note 9 to the consolidated financial statements.

The Group has five reportable operating segments:

Continuing operations

- E-Commerce Group – provision of services to users using the mobile and Internet-based marketplace and provision of technical services for e-commerce operations.

- Mobile Internet Group – provision of mobile Internet services, online advertising and commercial enterprise solutions.

- Social Network Group – provision of services of online community and social networking websites and related online advertising.

- Publishing Group – magazine and book circulation, sales of publication advertising and other related products.

- Advertising Group – advertising sales of outdoor media assets and provision of outdoor media services; provision of media sales, event production and marketing services.

Discontinued operations

- Television Operations – advertising sales in relation to satellite television channel operations and production of broadcasting programmes.

Sales between segments are carried out at arm's length.

4 Segment information (Continued)

The segment results for the year ended 31 December 2017 are as follows:

	Year ended 31 December 2017							
	Technology Platform and Investments				Media Business			
	E-Commerce Group HK$'000	Mobile Internet Group HK$'000	Social Network Group HK$'000	Sub-total HK$'000	Publishing Group HK$'000	Advertising Group HK$'000	Sub-total HK$'000	Total HK$'000
Gross segment revenue	8,893	21,196	77,550	107,639	763,124	92,028	855,152	962,791
Inter-segment revenue	–	–	(1,555)	(1,555)	(18)	(705)	(723)	(2,278)
Net revenue from external customers	8,893	21,196	75,995	106,084	763,106	91,323	854,429	960,513
Segment profit/(loss) before amortisation and depreciation	2,160	(4,710)	8,489	5,939	155,761	(14,352)	141,409	147,348
Amortisation and depreciation	–	(1,295)	(2,060)	(3,355)	(110,905)	(11,128)	(122,033)	(125,388)
Segment profit/(loss)	2,160	(6,005)	6,429	2,584	44,856	(25,480)	19,376	21,960
Other material items:								
Provision for impairment of goodwill and other assets	(20,441)	(12,243)	–	(32,684)	–	(34,924)	(34,924)	(67,608)
Share of profits less losses of investments accounted for using the equity method	(108,040)	1,207	–	(106,833)	2,399	–	2,399	(104,434)
	(128,481)	(11,036)	–	(139,517)	2,399	(34,924)	(32,525)	(172,042)
Finance costs:								
Finance income (note a)	4	1,960	26	1,990	4,974	826	5,800	7,790
Finance expenses (note a)	–	–	(38)	(38)	(3,227)	–	(3,227)	(3,265)
	4	1,960	(12)	1,952	1,747	826	2,573	4,525
Segment profit/(loss) before taxation	(126,317)	(15,081)	6,417	(134,981)	49,002	(59,578)	(10,576)	(145,557)
Unallocated corporate expenses								(100,282)
Loss before taxation								(245,839)
Expenditure for operating segment non-current assets	–	2,691	2,112	4,803	153,049	30	153,079	157,882
Unallocated expenditure for non-current assets								24
Total expenditure for non-current assets								157,906

Note (a):

Inter-segment interest income and inter-segment interest expenses amounted to HK$4,553,000 and HK$38,000 were included in the finance income and finance expenses respectively.

4 Segment information (Continued)

The segment assets and liabilities at 31 December 2017 are as follows:

	As at 31 December 2017							
	Technology Platform and Investments				Media Business			
	E-Commerce Group *HK$'000*	Mobile Internet Group *HK$'000*	Social Network Group *HK$'000*	Sub-total *HK$'000*	Publishing Group *HK$'000*	Advertising Group *HK$'000*	Sub-total *HK$'000*	Total *HK$'000*
Segment assets	85,181	629,769	45,344	760,294	1,249,684	166,177	1,415,861	2,176,155
Investments accounted for using the equity method	1,322,629	6,063	–	1,328,692	4,900	–	4,900	1,333,592
Unallocated assets								47,424
Total assets								3,557,171
Segment liabilities	23,736	61,342	19,279	104,357	354,443	59,542	413,985	518,342
Unallocated liabilities:								
Corporate liabilities								72,237
Current taxation								19,317
Deferred taxation								8,566
Borrowings								2,861,225
Total liabilities								3,479,687

4 Segment information (Continued)

The segment results for the year ended 31 December 2016 are as follows:

	Year ended 31 December 2016									
	Continuing Operations								Discontinued Operations	
	Technology Platform and Investments				Media Business				Television Operations	
	E-Commerce Group HK$'000	Mobile Internet Group HK$'000	Social Network Group HK$'000	Sub-total HK$'000	Publishing Group HK$'000	Advertising Group HK$'000	Sub-total HK$'000	Total HK$'000	HK$'000	Total HK$'000
Gross segment revenue	4,947	24,894	70,759	100,600	787,046	149,008	936,054	1,036,654	8,718	1,045,372
Inter-segment revenue	–	–	(1,646)	(1,646)	–	(402)	(402)	(2,048)	–	(2,048)
Net revenue from external customers	4,947	24,894	69,113	98,954	787,046	148,606	935,652	1,034,606	8,718	1,043,324
Segment profit/(loss) before amortisation and depreciation	(5,047)	(14,300)	13,473	(5,874)	175,769	(23,340)	152,429	146,555	(21,611)	124,944
Amortisation and depreciation	–	(1,925)	(2,087)	(4,012)	(113,775)	(17,044)	(130,819)	(134,831)	(2,674)	(137,505)
Segment profit/(loss)	(5,047)	(16,225)	11,386	(9,886)	61,994	(40,384)	21,610	11,724	(24,285)	(12,561)
Other material items:										
Provision for impairment of goodwill	–	–	–	–	–	(16,203)	(16,203)	(16,203)	–	(16,203)
Provision for impairment of fixed assets	–	–	–	–	–	–	–	–	(2,836)	(2,836)
Provision for impairment of other intangible assets	–	–	–	–	–	–	–	–	(843)	(843)
Provision for closure costs	–	–	–	–	–	–	–	–	(7,636)	(7,636)
Gain on deconsolidation of a subsidiary	–	–	–	–	–	9,632	9,632	9,632	–	9,632
Share of profits less losses of investments accounted for using the equity method	(131,606)	861	–	(130,745)	1,274	–	1,274	(129,471)	–	(129,471)
	(131,606)	861	–	(130,745)	1,274	(6,571)	(5,297)	(136,042)	(11,315)	(147,357)
Finance costs:										
Finance income (note a)	7	2,717	7	2,731	5,211	747	5,958	8,689	–	8,689
Finance expenses (note a)	–	–	(100)	(100)	(3,177)	–	(3,177)	(3,277)	(20,577)	(23,854)
	7	2,717	(93)	2,631	2,034	747	2,781	5,412	(20,577)	(15,165)
Segment profit/(loss) before taxation	(136,646)	(12,647)	11,293	(138,000)	65,302	(46,208)	19,094	(118,906)	(56,177)	(175,083)
Unallocated corporate expenses										(98,638)
Loss before taxation										(273,721)
Expenditure for operating segment non-current assets	–	158	1,676	1,834	113,316	147	113,463	115,297	692	115,989
Unallocated expenditure for non-current assets										20
Total expenditure for non-current assets										116,009

Note (a):

Inter-segment interest income and inter-segment interest expenses amounted to HK$4,843,000 and HK$100,000 were included in the finance income and finance expenses from continuing operations respectively.

Inter-segment interest expenses amounted to HK$18,747,000 were included in the finance expenses from discontinued operations.

4 Segment information (Continued)

The segment assets and liabilities at 31 December 2016 are as follows:

	As at 31 December 2016									
	Continuing Operations								Discontinued Operations	
	Technology Platform and Investments				Media Business				Television Operations	
	E-Commerce Group HK$'000	Mobile Internet Group HK$'000	Social Network Group HK$'000	Sub-total HK$'000	Publishing Group HK$'000	Advertising Group HK$'000	Sub-total HK$'000	Total HK$'000	HK$'000	Total HK$'000
Segment assets	99,745	369,078	36,951	505,774	1,149,376	242,412	1,391,788	1,897,562	3,797	1,901,359
Investments accounted for using the equity method	1,234,130	4,686	–	1,238,816	3,793	–	3,793	1,242,609	–	1,242,609
Unallocated assets								37,732	–	37,732
Total assets								3,177,903	3,797	3,181,700
Segment liabilities	23,873	65,741	17,983	107,597	321,190	62,603	383,793	491,390	10,265	501,655
Unallocated liabilities:										
Corporate liabilities								81,945	–	81,945
Current taxation								19,372	44	19,416
Deferred taxation								8,833	–	8,833
Borrowings								2,669,823	–	2,669,823
Total liabilities								3,271,363	10,309	3,281,672

The unallocated assets represent the corporate assets. The unallocated liabilities represent the corporate liabilities in addition to operating segment taxation payable, deferred tax liabilities and borrowings which are managed on a central basis.

Notes to the Consolidated Financial Statements

4 Segment information (Continued)

The Group's businesses are operated in three main geographical areas:

Hong Kong – Mobile Internet Group and Publishing Group

Mainland China – E-Commerce Group, Mobile Internet Group, Publishing Group and Advertising Group

Taiwan and other Asian country – Social Network Group and Publishing Group

Revenue analysis:

	Year ended 31 December 2017			Year ended 31 December 2016		
	Continuing operations *HK$'000*	Discontinued operations *HK$'000*	Total *HK$'000*	Continuing operations *HK$'000*	Discontinued operations *HK$'000*	Total *HK$'000*
Hong Kong	54,964	–	54,964	–	–	–
Mainland China	123,329	–	123,329	180,922	8,718	189,640
Taiwan and other Asian country	782,220	–	782,220	853,684	–	853,684
	960,513	–	960,513	1,034,606	8,718	1,043,324

Assets analysis:

	2017 *HK$'000*	2016 *HK$'000*
Hong Kong	4,189	14,376
Mainland China	1,408,688	1,458,849
Taiwan and other Asian country	677,469	622,970
	2,090,346	2,096,195

Revenue is allocated based on the country in which the business is operated and non-current assets other than financial instruments and deferred tax assets are allocated based on the location of the assets. There are no significant sales between the geographical segments.

5 Provision for impairment of goodwill and other assets

	2017 *HK$'000*	2016 *HK$'000*
Under continuing operations, provision for impairment in respect of:		
Goodwill (note a)	**45,097**	16,203
An available-for-sale financial asset (note b)	**12,243**	–
Fixed and intangible assets (note c)	**10,268**	–
	67,608	16,203

Notes:

(a) The provision for impairment of goodwill made for the year ended 31 December 2017 was related to certain outdoor media operations under the Advertising Group and the customer-to-customer ("C2C") marketplace business under the E-Commerce Group (2016: outdoor media operations under the Advertising Group). The provision for impairment of goodwill was made with reference to the reduced estimated recoverable values of certain cash-generating units in the above-mentioned segments. The estimated recoverable values were determined based on higher of value-in-use calculation according to financial budgets approved by management or fair value less costs of disposal calculation.

(b) The provision for impairment of an available-for-sale financial asset held by the Mobile Internet Group for the year ended 31 December 2017 (2016: Nil) was made with reference to the reduced estimated recoverable value. The estimated recoverable value was determined based on the fair value less costs of disposal of the relevant asset.

(c) The provision for impairment of certain fixed and intangible assets of an outdoor media operation under the Advertising Group for the year ended 31 December 2017 (2016: Nil) was made with reference to the reduced estimated recoverable value of the relevant cash-generating unit. The estimated recoverable value was determined based on the fair value less costs of disposal.

Notes to the Consolidated Financial Statements

6 Loss before net finance costs and taxation

Loss before net finance costs and taxation is stated after charging/crediting the following:

	2017			2016		
	Continuing operations *HK$'000*	Discontinued operations *HK$'000*	Total *HK$'000*	Continuing operations *HK$'000*	Discontinued operations *HK$'000*	Total *HK$'000*
Charging:						
Mobile operators and revenue sharing costs	1,294	–	1,294	2,383	–	2,383
Depreciation (note 13)	26,203	–	26,203	34,711	1,838	36,549
Amortisation of other intangible assets (note 15)	101,216	–	101,216	102,269	836	103,105
Cost of inventories sold (note 21)	442,576	–	442,576	489,940	–	489,940
Staff costs (including directors' emoluments) (note 12)	376,406	–	376,406	374,066	9,412	383,478
Operating leases in respect of:						
– Land and buildings	34,639	–	34,639	36,225	3,425	39,650
– Other assets	14,076	–	14,076	40,762	18,913	59,675
Auditors' remuneration						
– Audit and audit related work						
– PricewaterhouseCoopers	5,255	–	5,255	6,436	206	6,642
– Other auditors	783	–	783	674	28	702
– Non-audit work						
– PricewaterhouseCoopers	35	–	35	35	–	35
– Other auditors	530	–	530	508	–	508
Provision for impairment of goodwill (notes 5 and 14)	45,097	–	45,097	16,203	–	16,203
Provision for impairment of fixed assets (note 13)	10,013	–	10,013	–	2,836	2,836
Provision for impairment of other intangible assets (note 15)	255	–	255	–	843	843
Provision for impairment of an available-for-sale financial asset (notes 5 and 18)	12,243	–	12,243	–	–	–
Provision for impairment of trade receivables, net (note 22(c))	4,100	–	4,100	10,858	2,845	13,703
Provision for inventories	20,017	–	20,017	16,612	–	16,612
Provision for closure costs (note 9)	–	–	–	–	7,636	7,636
Write off of other receivables	2,273	–	2,273	139	358	497
Loss on disposal of fixed assets	29	–	29	1,577	–	1,577
Exchange loss, net	–	–	–	9,282	952	10,234

6 Loss before net finance costs and taxation (Continued)

Loss before net finance costs and taxation is stated after charging/crediting the following (Continued):

	2017			2016		
	Continuing operations *HK$'000*	Discontinued operations *HK$'000*	Total *HK$'000*	Continuing operations *HK$'000*	Discontinued operations *HK$'000*	Total *HK$'000*
Crediting:						
Write back of trade and other payables	17,831	–	17,831	6,975	8,749	15,724
Dividend income from available-for-sale financial assets	1,406	–	1,406	1,424	–	1,424
Dividend income from a former subsidiary	4,789	–	4,789	–	–	–
Recovery of an investment (note a)	14,805	–	14,805	–	–	–
Gain on disposal of subsidiaries (note b) (note 32(b))	1,895	–	1,895	–	–	–
Gain on disposal of a former subsidiary (note c)	–	–	–	3,361	–	3,361
Reversal of over-accrued provision for closure costs (note 9)	1,573	–	1,573	–	–	–
Exchange gain, net	136	–	136	–	–	–

Notes:

(a) The amount represented the cash recovery of an investment in December 2017, net of the carrying value of the investment. After the recovery, the carrying value of that investment became nil.

(b) In March 2017, a subsidiary of the Advertising Group entered into an agreement to dispose its entire interests in two subsidiaries engaging in outdoor media business in Shandong, at a consideration of RMB1,000,000 (approximately HK$1,130,000). Upon the disposal of equity interests in the two subsidiaries, a consideration payable of RMB2,500,000 (approximately HK$2,825,000) was written back. As a result, a gain on disposal amounting to approximately HK$1,186,000 (include the write-back of consideration payable) was recognised in the consolidated income statement for the year ended 31 December 2017.

In December 2017, a subsidiary of the Publishing Group entered into an agreement to dispose its 80% interest in a subsidiary engaging in online games platform business in Taiwan, at a consideration of NT$15,000,000 (approximately HK$3,920,000). Upon completion of the partial disposal of the subsidiary, that subsidiary became an associated company of the Group. A gain on partial disposal amounting to approximately HK$709,000 was recognised in the consolidated income statement for the year ended 31 December 2017.

(c) In January 2016, the Group recognised a gain upon completion of the disposal of its entire equity interest in a former subsidiary (deconsolidated in 2013) at a consideration of RMB3,060,000 (approximately HK$3,611,000).

7 Finance costs, net

	2017			2016		
	Continuing operations *HK$'000*	Discontinued operations *HK$'000*	Total *HK$'000*	Continuing operations *HK$'000*	Discontinued operations *HK$'000*	Total *HK$'000*
Interest and borrowing costs on bank loans	(63,573)	–	(63,573)	(56,211)	–	(56,211)
Interest on other loans	–	–	–	–	(1,830)	(1,830)
Bank interest income	3,250	–	3,250	3,912	–	3,912
Interest income/(expenses) on inter-company loans (note)	–	–	–	18,747	(18,747)	–
	(60,323)	–	(60,323)	(33,552)	(20,577)	(54,129)

Note:

For the year ended 31 December 2016, interest income and interest expenses amounted to HK$18,747,000 and HK$18,747,000 between the continuing operations and discontinued operations were eliminated on consolidation.

8 Taxation

Hong Kong profits tax has been provided for at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits for the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries in which the Group operates.

The amount of taxation charged to the consolidated income statement represents:

	2017 *HK$'000*	2016 *HK$'000*
Overseas taxation	**8,767**	12,592
Under-provision in prior years	**820**	67
Deferred taxation (note 29(c))	**(1,168)**	385
Taxation charge	**8,419**	13,044

No taxation was incurred by discontinued operations for the year ended 31 December 2017 (2016: Nil).

8 Taxation (Continued)

Taxation on the Group's loss before taxation differs from the theoretical amount that would arise using the applicable taxation rate of the home country of the Group is as follows:

	2017 *HK$'000*	2016 *HK$'000*
Loss before taxation		
– From continuing operations	**(245,839)**	(217,544)
– From discontinued operations	**–**	(56,177)
	(245,839)	(273,721)
Calculated at a taxation rate of 16.5% (2016: 16.5%)	**(40,563)**	(45,164)
Effect of different applicable taxation rates in other countries	**575**	987
Income not subject to taxation	**(13,475)**	(12,893)
Expenses not deductible for taxation purposes	**24,926**	7,484
Utilisation of previously unrecognised tax losses	**(1,692)**	(846)
Recognition of previously unrecognised temporary differences	**(1,808)**	(2,360)
Tax losses not recognised	**18,114**	39,729
Temporary differences not recognised	**546**	202
Tax effect of results of investments accounted for using the equity method	**17,232**	21,363
Withholding tax	**3,744**	4,475
Under-provision in prior years	**820**	67
Taxation charge	**8,419**	13,044

9 Discontinued operations

In view of the television advertising market downturn and the tough regulatory environment, the Group ceased the television operations which were mainly engaged in advertising sales in relation to satellite television channel operations and production of broadcasting programmes in Mainland China by the end of 2016. Accordingly, provision for closure costs of HK$7,636,000 was made in December 2016, of which HK$4,408,000 and HK$1,573,000 was utilised and written back respectively during the year ended 31 December 2017.

(i) Analysis of the results of discontinued operations for the year ended 31 December 2016 is as follows:

	HK$'000
Revenue (note 4)	8,718
Operating costs	(33,003)
Provision for closure costs	(7,636)
Provision for impairment of fixed assets (note 13)	(2,836)
Provision for impairment of other intangible assets (note 15)	(843)
Finance costs (note 7)	(20,577)
Loss before taxation from discontinued operations	(56,177)
Taxation	–
Loss for the year from discontinued operations	(56,177)
Attributable to:	
Non-controlling interests	74
Equity holders of the Company	(56,251)
	(56,177)

9 Discontinued operations (Continued)

(ii) Net cash flows from discontinued operations for the year ended 31 December 2016 are as follows:

	HK$'000
Net cash outflows from operating activities	(32,604)
Net cash outflows from investing activities	(692)
Net cash inflows from financing activities (note)	31,568
Total net cash outflows	(1,728)

Note:

For the year ended 31 December 2016, inter-company loans amounted to HK$31,565,000 provided by the continuing operations to the discontinued operations were included.

10 Dividends

No dividends had been paid or declared by the Company during the year (2016: Nil).

11 Loss per share

(a) Basic

Continuing operations

The calculation of basic loss per share is based on consolidated loss from continuing operations attributable to equity holders of the Company of HK$242,274,000 (2016: HK$220,310,000) and the weighted average of 3,893,270,558 (2016: 3,893,270,558) ordinary shares in issue during the year.

Discontinued operations

The calculation of basic loss per share is based on consolidated loss from discontinued operations attributable to equity holders of the Company of HK$Nil (2016: HK$56,251,000) and the weighted average of 3,893,270,558 (2016: 3,893,270,558) ordinary shares in issue during the year.

(b) Diluted

Diluted loss per share is equal to the basic loss per share for the year ended 31 December 2017 (2016: Same).

12 Staff costs, including directors' emoluments

	2017			2016		
	Continuing operations *HK$'000*	Discontinued operations *HK$'000*	Total *HK$'000*	Continuing operations *HK$'000*	Discontinued operations *HK$'000*	Total *HK$'000*
Wages and salaries	**358,199**	**–**	**358,199**	355,052	8,438	363,490
Pension costs - defined contribution plans	**15,916**	**–**	**15,916**	15,907	974	16,881
Pension costs - defined benefit plans (note 28(b))	**2,291**	**–**	**2,291**	3,107	–	3,107
	376,406	**–**	**376,406**	374,066	9,412	383,478

Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2016: two) directors whose emoluments are reflected in the analysis shown in note 38(a). The emoluments payable to the remaining three (2016: three) individuals during the year are as follows:

	2017 *HK$'000*	2016 *HK$'000*
Basic salaries, housing allowances, other allowances and benefits in kind	**5,032**	4,329
Discretionary bonuses	**1,113**	2,541
Contributions to retirement benefit schemes	**135**	52
	6,280	6,922

The emoluments of these three (2016: three) individuals fell within the following bands:

	Number of individuals 2017	2016
Emolument bands		
HK$1,500,001 - HK$2,000,000	**2**	1
HK$2,000,001 - HK$2,500,000	**–**	1
HK$2,500,001 - HK$3,000,000	**1**	1

13 Fixed assets

	Properties HK$'000	Leasehold improve-ments HK$'000	Computer equipment HK$'000	Outdoor media assets HK$'000	Other assets HK$'000	Construction in progress HK$'000	Total HK$'000
Cost							
At 1 January 2016	22,397	29,236	422,051	152,196	69,328	3,726	698,934
Exchange adjustment	(1,343)	(966)	(18,120)	(9,764)	(1,854)	(375)	(32,422)
Additions	–	2,552	9,365	–	527	–	12,444
Transfer between categories	–	–	–	75	–	(75)	–
Disposals and write-offs	–	(1,414)	(123,900)	(13,977)	(4,681)	(473)	(144,445)
Deconsolidation of a subsidiary (note 32(c))	–	–	(156)	–	(896)	–	(1,052)
At 31 December 2016	21,054	29,408	289,240	128,530	62,424	2,803	533,459
At 1 January 2017	21,054	29,408	289,240	128,530	62,424	2,803	533,459
Exchange adjustment	1,615	1,210	18,944	6,264	1,641	176	29,850
Additions	–	3,306	10,555	–	637	23	14,521
Disposals and write-offs	–	(8,176)	(22,645)	(55,849)	(34,512)	–	(121,182)
Disposal of subsidiaries (note 32(b))	–	(240)	(2,583)	(3,631)	(3,747)	–	(10,201)
At 31 December 2017	22,669	25,508	293,511	75,314	26,443	3,002	446,447
Accumulated depreciation and impairment losses							
At 1 January 2016	11,017	16,859	395,736	113,845	64,012	–	601,469
Exchange adjustment	(762)	(730)	(18,654)	(7,776)	(1,781)	–	(29,703)
Depreciation charge for the year	883	5,319	14,084	14,078	2,185	–	36,549
Impairment charge for the year	–	1,504	433	–	899	–	2,836
Disposals and write-offs	–	(797)	(123,858)	(13,048)	(4,530)	–	(142,233)
Deconsolidation of a subsidiary (note 32(c))	–	–	(148)	–	(819)	–	(967)
At 31 December 2016	11,138	22,155	267,593	107,099	59,966	–	467,951
At 1 January 2017	11,138	22,155	267,593	107,099	59,966	–	467,951
Exchange adjustment	760	910	17,346	5,750	1,515	–	26,281
Depreciation charge for the year	916	4,378	10,658	9,239	1,012	–	26,203
Impairment charge for the year	–	67	26	9,871	49	–	10,013
Disposals and write-offs	–	(8,158)	(22,559)	(55,744)	(34,495)	–	(120,956)
Disposal of subsidiaries (note 32(b))	–	(182)	(2,376)	(3,295)	(3,739)	–	(9,592)
At 31 December 2017	12,814	19,170	270,688	72,920	24,308	–	399,900
Net book value							
At 31 December 2017	9,855	6,338	22,823	2,394	2,135	3,002	46,547
At 31 December 2016	9,916	7,253	21,647	21,431	2,458	2,803	65,508

14 Goodwill

	2017 HK$'000	2016 HK$'000
Net book value, at 1 January	**621,064**	641,612
Exchange adjustment	**4,589**	(4,345)
Provision for impairment (note 5)	**(45,097)**	(16,203)
Net book value, at 31 December	**580,556**	621,064
At 31 December:		
Cost	**4,288,456**	4,291,210
Accumulated amortisation and impairment	**(3,707,900)**	(3,670,146)
Net book value	**580,556**	621,064

Impairment test for goodwill

Goodwill is allocated to the Group's CGUs identified according to business and geographical segments.

A segment level goodwill allocation is presented as below:

	2017			2016		
	Mainland China HK$'000	Taiwan and other Asian country HK$'000	Total HK$'000	Mainland China HK$'000	Taiwan and other Asian country HK$'000	Total HK$'000
E-Commerce Group	46,334	–	46,334	62,839	–	62,839
Social Network Group	–	7,753	7,753	–	7,201	7,201
Publishing Group	–	501,898	501,898	–	501,852	501,852
Advertising Group	24,571	–	24,571	49,172	–	49,172
	70,905	509,651	580,556	112,011	509,053	621,064

The recoverable amounts of Social Network Group, Publishing Group and Advertising Group as at 31 December 2017 are determined based on value-in-use calculations (2016: CGUs under all segments). These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the business segments in which the CGUs operate.

14 Goodwill (Continued)

Impairment test for goodwill (Continued)

The Group prepared the financial budgets reflecting current and prior year performances as well as market development expectations. There are a number of assumptions and estimates involved for the preparation of the budgets, the cash flow projections for the period covered by the approved budgets and the estimated terminal value at the end of the budget period. Key assumptions include annual sales growth rates, gross margin, growth rates and discount rates.

The growth rates and discount rates used for the value-in-use calculations for the CGUs are:

	E-Commerce Group		Social Network Group		Publishing Group		Advertising Group	
	2017	2016	2017	2016	2017	2016	2017	2016
Growth rate[1]	Not applicable[3]	5%	1%	1%	1%	1%	1%	1%
Discount rate[2]	Not applicable[3]	8%-20%	10%	9%	8%	8%	8%-11%	8%-10%

1 Weighted average growth rate used to extrapolate cash flows beyond the five-year budget period

2 Pre-tax discount rate applied to the cash flow projections

3 The recoverable amount as at 31 December 2017 is determined based on fair value less costs of disposal ("FVLCOD") of the underlying assets

The weighted average growth rates used are consistent with the forecasts. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

The recoverable amount of E-Commerce Group as at 31 December 2017 is determined based on the FVLCOD of the underlying assets. The FVLCOD is mainly based on the valuation of the associated companies, Ule Holdings Limited ("Ule Holdings") and its subsidiaries ("Ule Holdings Group"), which is a material asset of the E-Commerce Group, performed by an independent external valuer using level 3 inputs (as defined above).

The valuation utilises the cash flow projection based on the latest approved financial budgets for 3 years and extrapolated forecasts for 5 years, which is discounted to present value at a pre-tax rate of 25% and the cash flows beyond the eight-year period have been extrapolated using a growth rate of 3% per annum. Other significant unobservable level 3 inputs used in the valuation include annual sales growth rates, gross margin and discount for lack of marketability.

Notes to the Consolidated Financial Statements

15 Other intangible assets

	Concession rights HK$'000	Publishing rights HK$'000	Programme and film rights HK$'000	Trademarks and domain names HK$'000	Total HK$'000
Cost					
At 1 January 2016	18,606	163,569	51,179	4,682	238,036
Exchange adjustment	(1,240)	4,779	(2,441)	(256)	842
Additions	–	102,880	685	–	103,565
Disposals and write-offs	–	(92,615)	–	–	(92,615)
At 31 December 2016	17,366	178,613	49,423	4,426	249,828
At 1 January 2017	17,366	178,613	49,423	4,426	249,828
Exchange adjustment	692	24,688	2,142	285	27,807
Additions	–	143,385	–	–	143,385
Disposals and write-offs	–	(144,571)	(51,565)	–	(196,136)
Disposals of subsidiaries (note 32(b))	(7,401)	–	–	–	(7,401)
At 31 December 2017	10,657	202,115	–	4,711	217,483
Accumulated amortisation and impairment losses					
At 1 January 2016	13,797	94,773	50,183	4,196	162,949
Exchange adjustment	(968)	3,392	(2,439)	(268)	(283)
Amortisation charge for the year	941	101,253	836	75	103,105
Impairment charge for the year	–	–	843	–	843
Disposals and write-offs	–	(92,615)	–	–	(92,615)
At 31 December 2016	13,770	106,803	49,423	4,003	173,999
At 1 January 2017	13,770	106,803	49,423	4,003	173,999
Exchange adjustment	654	9,766	2,142	254	12,816
Amortisation charge for the year	296	100,840	–	80	101,216
Impairment charge for the year	255	–	–	–	255
Disposals and write-offs	–	(144,571)	(51,565)	–	(196,136)
Disposals of subsidiaries (note 32(b))	(4,318)	–	–	–	(4,318)
At 31 December 2017	10,657	72,838	–	4,337	87,832
Net book value					
At 31 December 2017	–	129,277	–	374	129,651
At 31 December 2016	3,596	71,810	–	423	75,829

Of the total amortisation charge, HK$101,136,000 (2016: HK$103,030,000) and HK$80,000 (2016: HK$75,000) were included in "cost of sales" and "other operating expenses" respectively.

16 Investments accounted for using the equity method

The amounts recognised in the consolidated statement of financial position are as follows:

	2017 HK$'000	2016 HK$'000
Associated companies, as at 31 December	**1,333,592**	1,242,609

The share of net losses recognised in the consolidated income statement are as follows:

	2017 HK$'000	2016 HK$'000
Associated companies, for the year ended 31 December	**(104,434)**	(129,471)

Interests in associated companies

Movements in interests in associated companies during the year:

	2017 HK$'000	2016 HK$'000
At 1 January	**1,242,609**	1,372,311
Share subscription in an associated company	**94,218**	–
Fair value of retained interest in an associated company after partial disposal of a subsidiary	**803**	–
Share of profits less losses	**(104,434)**	(129,471)
Share of revaluation surplus through other comprehensive income from an associated company	**103,966**	–
Share of other reserve of an associated company	**–**	6,773
Dividend paid	**(2,545)**	(2,508)
Advance to an associated company	**93**	440
Exchange adjustment	**(1,118)**	(4,936)
At 31 December	**1,333,592**	1,242,609

16 Investments accounted for using the equity method (Continued)

Interests in associated companies (Continued)

Notes:

(i) The Group had a commitment up to RMB155 million for providing marketing resources to Ule Holdings Group, for development and promotion of the business and services of the associated company, in particular its mobile business and services. Except for the above, there are no material contingent liabilities relating to the Group's interests in these associated companies and no material contingent liabilities of the entities themselves.

(ii) The Group considered Ule Holdings Group as material associated companies. Ule Holdings Group is a strategic investment for the Group's e-commerce business development and investment.

Set out below are the summarised financial information of Ule Holdings Group which is accounted for using the equity method:

Summarised consolidated statement of financial position as at 31 December

	2017 *HK$'000*	2016 *HK$'000*
Current		
Cash and cash equivalents	**279,874**	309,237
Other current assets	**149,839**	73,466
Total current assets	**429,713**	382,703
Financial liabilities (excluding trade payables)	**(378,608)**	(344,174)
Other current liabilities	**(219,901)**	(112,185)
Total current liabilities	**(598,509)**	(456,359)
Non-current		
Assets	**315,360**	90,093
Net assets	**146,564**	16,437

16 Investments accounted for using the equity method (Continued)

Interests in associated companies (Continued)

Notes (Continued):

(ii) Set out below are the summarised financial information of Ule Holdings Group which is accounted for using the equity method (Continued):

Summarised consolidated statement of comprehensive income for the year ended 31 December

	2017	2016
	HK$'000	*HK$'000*
Revenue	**121,011**	56,725
Depreciation and amortisation	**(18,816)**	(16,024)
Interest income	**1,306**	2,464
Loss and post-tax loss from continuing operations	**(232,872)**	(288,754)
Other comprehensive income/(expense)	**238,931**	(8,449)
Total comprehensive income/(expense)	**6,059**	(297,203)
Dividend received from associated companies	**–**	–

16 Investments accounted for using the equity method (Continued)

Interests in associated companies (Continued)

Notes (Continued):

(ii) Set out below are the summarised financial information of Ule Holdings Group which is accounted for using the equity method (Continued):

In June 2016, the shareholders of Ule Holdings, a material associated company of the Group, resolved the launch of share incentive options of Ule Holdings ("Ule Share Incentive Options"). Under the Ule Share Incentive Options, a total of 100,000,000 ordinary shares (based on the current par value of US$0.00001 each) were reserved, of which 43.71% of the Ule Share Incentive Options representing 43,711,860 shares ("Ule Major Shareholder Options") were approved to be granted to one of Ule Holdings' major shareholders ("Ule Major Shareholder"), subject to the completion of a deed ("Deed") signed by Ule Holdings and all of its shareholders, and the remaining 56.29% of the Ule Share Incentive Options representing 56,288,140 shares ("Ule Other Options") were approved to be granted to directors, employees and consultants of Ule and such other persons contributing to Ule, subject to determination of the details of Ule Other Options by the Ule remuneration committee ("Ule Committee").

As at 31 December 2017, as if the Ule Share Incentive Options are all granted, fully vested and exercised, Ule Holdings would be held as to 43.08%, 38.75%, 13.18% and 4.99% by Ule Major Shareholder, a non-wholly owned subsidiary of the Group, certain investors and holders of Ule Other Options respectively on a fully diluted basis.

In June 2016, the Deed was signed by Ule Holdings, the Ule Major Shareholder and remaining shareholders of Ule Holdings, under which it was mutually agreed that Ule Holdings granted Ule Major Shareholder Options to the Ule Major Shareholder for its contributions to Ule's business over the past years. The Ule Major Shareholder Options granted to the Ule Major Shareholder are only exercisable upon the completion of a qualified initial public offering ("Qualified IPO") of Ule Holdings. The exercise price of each Ule Major Shareholder Option is at the par value of each share on the exercise date. The Deed will be terminated if the Qualified IPO of Ule Holdings is not completed within 10 years from the date of the Deed. During the year ended 31 December 2016, Ule Holdings recognised the share-based compensation expense in relation to the Ule Major Shareholder Options of approximately RMB13,784,000. The Group's share of this expense amounted to approximately HK$6,773,000. As at 31 December 2017 and 2016, Ule Major Shareholder Options are not yet exercisable as the Qualified IPO has not occurred.

In October 2017, a total of 4,765,000 options under the Ule Other Options were granted. The options that were granted carried a Qualified IPO performance of Ule Holdings and service condition that affect vesting. As at 31 December 2017, the Qualified IPO performance condition is yet to be satisfied. As the options only vest upon a Qualified IPO, Ule Holdings did not recognise any share-based compensation expense for the year then ended. No outstanding options granted under the Ule Other Options were vested as at 31 December 2017. All the outstanding options will be expired in October 2027.

16 Investments accounted for using the equity method (Continued)

Interests in associated companies (Continued)
Notes (Continued):

(ii) Set out below are the summarised financial information of Ule Holdings Group which is accounted for using the equity method (Continued):

Reconciliation of summarised financial information

Reconciliation of summarised financial information presented to the carrying amount of the Group's interests in Ule Holdings Group:

	2017 *HK$'000*	2016 *HK$'000*
Net assets as at 1 January	**16,437**	297,513
Increase in share capital of an associated company	**124,068**	–
Loss for the year	**(232,872)**	(288,754)
Revaluation surplus on available-for-sale financial assets	**244,511**	–
Share-based compensation reserve	**–**	16,127
Exchange adjustment	**(5,580)**	(8,449)
Net assets as at 31 December	**146,564**	16,437
Interests in associated companies (42.52%) (2016: 42.00%)	**62,319**	6,904
Fair value adjustments	**1,289,133**	1,246,657
Accumulated amortisation of other intangible assets	**(40,901)**	(30,752)
Carrying value as at 31 December	**1,310,551**	1,222,809

(iii) Set out below are the aggregated financial information of the Group's share of the remaining associated companies:

	2017 *HK$'000*	2016 *HK$'000*
Carrying values	**23,041**	19,800
Profit from continuing operations	**3,710**	1,977
Other comprehensive income/(expense)	**1,180**	(718)
Total comprehensive income	**4,890**	1,259

The list of the principal associated companies of the Group at 31 December 2017 is set out on pages 174 to 178.

17 Financial instruments by category

	Loans and receivables HK$'000	Available-for-sale financial assets HK$'000	Total HK$'000
Assets as per consolidated statement of financial position			
31 December 2017			
Available-for-sale financial assets (note 18)	–	357,642	357,642
Long-term receivables (note 20)	3,497	–	3,497
Trade and other receivables excluding prepayments	484,536	–	484,536
Cash and cash equivalents (note 24)	423,457	–	423,457
Restricted cash (note 23)	7,099	–	7,099
	918,589	357,642	1,276,231
31 December 2016			
Available-for-sale financial assets (note 18)	–	79,671	79,671
Long-term receivables (note 20)	2,027	–	2,027
Trade and other receivables excluding prepayments	510,177	–	510,177
Advance to an investee company (note 19)	2,191	–	2,191
Cash and cash equivalents (note 24)	377,180	–	377,180
Restricted cash (note 23)	7,488	–	7,488
	899,063	79,671	978,734

17 Financial instruments by category (Continued)

	Other financial liabilities *HK$'000*
Liabilities as per consolidated statement of financial position	
31 December 2017	
Short-term bank loans (note 26)	**39,195**
Long-term bank loans (note 27)	**2,822,030**
Trade and other payables excluding non-financial liabilities	**423,463**
	3,284,688
31 December 2016	
Short-term bank loans (note 26)	28,517
Long-term bank loans (note 27)	2,641,306
Trade and other payables excluding non-financial liabilities	409,801
	3,079,624

18 Available-for-sale financial assets

	2017 *HK$'000*	2016 *HK$'000*
At 1 January	**79,671**	66,480
Exchange adjustment	**3,605**	(3,849)
Capital investment	**–**	17,040
Net revaluation gains transferred to equity	**301,488**	–
Impairment recognised in profit or loss (note 5)	**(12,243)**	–
Write off of an available-for-sale financial asset	**(14,879)**	–
At 31 December	**357,642**	79,671
Less: Non-current portion	**(357,642)**	(79,671)
Current portion	**–**	–

18 Available-for-sale financial assets (Continued)

The Group's available-for-sale financial assets include the following:

	2017 *HK$'000*	2016 *HK$'000*
Unlisted equity securities	357,642	79,671

Available-for-sale financial assets are denominated in the following currencies:

	2017 *HK$'000*	2016 *HK$'000*
US$	322,719	42,360
Euro	4,260	16,037
NT$	30,663	6,395
HK$	–	14,879
	357,642	79,671

Certain available-for-sale financial assets of HK$322,719,000 have been fair valued as at 31 December 2017 by an independent external valuer. As at 31 December 2017, the respective fair value of those available-for-sale financial assets was arrived by reference to the subscription price of latest round of financing of equity interests.

As at 31 December 2016, certain unlisted equity securities with carrying amount of approximately HK$64,792,000 were stated at cost because they did not have the quoted market price and the fair value could not be measured reliably.

Management had no intention on disposal of these unlisted equity securities.

During the year ended 31 December 2017, except for an amount of HK$12,243,000 of an available-for-sale financial asset, none of the available-for-sale financial assets are impaired (2016: Nil).

19 Advance to an investee company

	2017 *HK$'000*	2016 *HK$'000*
Advance to an investee company	–	2,191

The advance to an investee company as at 31 December 2016 was interest-free, unsecured and repayable on demand. The carrying amount of that advance to an investee company was denominated in HK$ and approximated its fair value.

The maximum exposure to credit risk at the reporting date was its carrying value.

20 Other non-current assets

	2017 *HK$'000*	2016 *HK$'000*
Long-term receivables	3,497	2,027
Deferred expenses	–	7,296
	3,497	9,323

The maximum exposure to credit risk on long-term receivables at the reporting date is their carrying values.

21 Inventories

	2017 *HK$'000*	2016 *HK$'000*
Merchandise	14,699	14,158
Finished goods	91,515	83,249
Work in progress	15,276	9,670
	121,490	107,077

The cost of inventories recognised as an expense and included in the cost of sales amounted to HK$442,576,000 (2016: HK$489,940,000).

22 Trade and other receivables

	2017 *HK$'000*	2016 *HK$'000*
Trade receivables (note c)	**246,964**	266,280
Prepayments, deposits and other receivables (note d)	**266,677**	290,500
	513,641	556,780

(a) The Group has established credit policies for customers in each of its businesses. The average credit period granted for trade receivables ranges from 30 to 180 days. The Group's turnover is determined in accordance with terms specified in the contracts governing the relevant transactions. The carrying values of trade and other receivables approximate their fair values.

(b) The carrying amounts of trade and other receivables are denominated in the following currencies:

	2017 *HK$'000*	2016 *HK$'000*
HK$	**14,180**	20,340
RMB	**251,485**	277,520
NT$	**247,976**	258,920
	513,641	556,780

22 Trade and other receivables (Continued)

(c) As at 31 December 2017 and 2016, the ageing analyses of the Group's trade receivables were as follows:

	2017 *HK$'000*	2016 *HK$'000*
Current	82,812	100,774
31 – 60 days	77,891	62,527
61 – 90 days	41,310	42,622
Over 90 days	108,128	123,294
	310,141	329,217
Less: Provision for impairment	(63,177)	(62,937)
	246,964	266,280
Represented by:		
Receivables from related companies	–	50
Receivables from third parties	246,964	266,230
	246,964	266,280

As at 31 December 2017, there are no trade receivables from related companies (2016: HK$50,000 due from related companies beneficially owned by a substantial shareholder of the Company, CK Hutchison Holdings Limited ("CKHH")). The trade receivable balance of 2016 was related to sales of goods and services.

The Group has assessed if there is any impairment on an individual customer basis based on ageing analysis of trade receivables balance, historical bad debt rates, repayment patterns, customer creditworthiness and industry trend analysis. As at 31 December 2017, the amount of the provision for impairment of trade receivables was HK$63,177,000 (2016: HK$62,937,000).

22 Trade and other receivables (Continued)

(c) (Continued)

As at 31 December 2017, trade receivables of HK$44,951,000 (2016: HK$60,357,000) were past due but not impaired. These related to a number of independent customers for whom there is no recent history of default. The ageing analyses of these trade receivables were as follows:

	2017 *HK$'000*	2016 *HK$'000*
Overdue by:		
Up to 3 months	**36,347**	41,377
Over 3 months	**8,604**	18,980
	44,951	60,357

Movements in the provision for impairment of trade receivables were as follows:

	2017 *HK$'000*	2016 *HK$'000*
Balance as at 1 January	**62,937**	66,081
Provision for receivable impairment, net (note 6)	**4,100**	13,703
Amounts written off during the year	**(3,100)**	(857)
Disposal of subsidiaries	**(3,969)**	–
Deconsolidation of a subsidiary	**–**	(12,806)
Exchange adjustment	**3,209**	(3,184)
Balance as at 31 December	**63,177**	62,937

As at 31 December 2017 and 2016, the ageing analyses of the Group's impaired trade receivables were as follows:

	2017 *HK$'000*	2016 *HK$'000*
Over 90 days	**63,177**	62,937

The creation of provision for impaired receivables has been included in other operating expenses in the consolidated income statement. Amounts charged to the allowance account are written off when there is no expectation of recovering additional cash.

22 Trade and other receivables (Continued)

(c) (Continued)

The other classes within trade and other receivables do not contain impaired assets.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any collateral as security.

(d) The Group's prepayments, deposits and other receivables as at 31 December 2017 included amounts due from associated companies and related companies of HK$190,103,000 (2016: HK$177,306,000) and HK$14,888,000 (2016: HK$21,659,000) respectively. The amounts due from related companies included the balances due from the substantial shareholders of the Company, CKHH and Cranwood Company Limited ("Cranwood"), and related companies beneficially owned by these substantial shareholders amounted to HK$3,693,000 (2016: HK$3,451,000) in aggregate, and the balances due from non-controlling interests of subsidiaries of the Group amounted to HK$11,195,000 (2016: HK$18,208,000).

The balances due from associated companies and related companies represent advance/prepayment to or expenses paid on behalf of these companies. These balances are unsecured, interest-free and repayable on demand.

The Group does not hold any collateral as security.

23 Restricted cash

At 31 December 2017, NT$23,972,000 (approximately HK$6,264,000) (2016: NT$28,806,000 (approximately HK$6,991,000)) was pledged in favour of certain publishing distributors as retainer fee for potential sales return, and banks as security for credit card and advance receipt, and quality assurance for government projects in Taiwan, and RMB702,000 (approximately HK$835,000) (2016: RMB444,000 (approximately HK$497,000)) was pledged in favour of the courts for legal proceedings in Mainland China.

The maximum exposure to credit risk at the reporting date is its carrying value.

24 Cash and cash equivalents

	2017 *HK$'000*	2016 *HK$'000*
Cash on hand	1,201	1,271
Cash at bank	422,256	375,909
	423,457	377,180

Cash and cash equivalents are denominated in the following currencies:

	2017 *HK$'000*	2016 *HK$'000*
HK$	42,472	12,895
US$	9,162	9,528
RMB	202,460	203,551
NT$	169,199	150,994
Others	164	212
	423,457	377,180
Maximum exposure to credit risk	422,256	375,909

25 Trade and other payables

	2017 *HK$'000*	2016 *HK$'000*
Trade payables (note b)	142,251	102,080
Other payables and accruals, and receipts in advance (note c)	416,850	439,910
	559,101	541,990

25 Trade and other payables (Continued)

(a) The carrying values of trade and other payables approximate their fair values.

(b) As at 31 December 2017 and 2016, the ageing analyses of the Group's trade payables were as follows:

	2017	2016
	HK$'000	*HK$'000*
Current	**45,917**	39,301
31 – 60 days	**16,745**	15,747
61 – 90 days	**7,290**	4,898
Over 90 days	**72,299**	42,134
	142,251	102,080
Represented by:		
Payables to third parties	**142,251**	102,080

(c) The Group's other payables and accruals as at 31 December 2017 included amounts due to associated companies and related companies of HK$1,299,000 (2016: HK$1,133,000) and HK$53,878,000 (2016: HK$56,330,000) respectively. The amounts due to related companies included the balances due to related companies beneficially owned by the substantial shareholders of the Company, CKHH and Cranwood amounted to HK$51,660,000 (2016: HK$54,243,000) in aggregate and the balances due to non-controlling interests of subsidiaries of the Group amounted to HK$2,218,000 (2016: HK$2,087,000).

The amounts due to associated companies represent expenses paid on behalf of the Group by these companies and the amounts due to related companies arose from purchases of goods and services. These balances are unsecured, interest-free and repayable on demand.

(d) The carrying amounts of the Group's trade and other payables, and receipts in advance are denominated in the following currencies:

	2017	2016
	HK$'000	*HK$'000*
HK$	**77,135**	80,228
RMB	**142,422**	162,909
NT$	**339,544**	298,853
	559,101	541,990

26 Short-term bank loans

	2017 HK$'000	2016 HK$'000
Unsecured	39,195	28,517

The bank loans are denominated in NT$.

These short-term bank loans are interest-bearing at prevailing market rates. Their carrying amounts approximate their fair values.

27 Long-term bank loans

	2017 HK$'000	2016 HK$'000
Unsecured	2,843,780	2,641,306
Less: Transaction costs arising on bank facility	(21,750)	–
	2,822,030	2,641,306
Less: Current portion	(39,195)	(62,293)
	2,782,835	2,579,013
The principal amount of bank loans are repayable:		
Within one year	39,195	62,293
In the second year	78,390	2,532,293
In the third to fifth year	2,726,195	46,720
Wholly repayable within 5 years	2,843,780	2,641,306
The principal amount of bank loans are denominated in the following currencies:		
HK$	2,687,000	2,470,000
NT$	156,780	171,306
	2,843,780	2,641,306

These long-term bank loans are interest-bearing at prevailing market rates ranging from Hong Kong Interbank Offered Rate ("HIBOR") plus 0.6% to Taiwan Two Years General Time Deposit Floating Rate of Bank of Taiwan plus 0.635% (2016: HIBOR plus 0.85% to Taiwan Two Years Time Savings Index Rate of ChungHwa Post Co., Ltd. plus 0.745%) per annum. Their carrying amounts approximate their fair values.

28 Pension assets and obligations

The Group operates certain defined benefit pension plans in Hong Kong and Taiwan. These pension plans are either final salary defined benefit plans or with minimum guaranteed return rate on plan assets. The assets of the funded plans are generally held independently of the Group's assets in separate trustee-administered funds. The Group's major plans are valued by qualified actuaries annually using the projected unit credit method. Defined benefit plans in Hong Kong and Taiwan are valued by Towers Watson Hong Kong Limited and KPMG Advisory Services Co., Ltd. respectively.

(a) The pension assets/obligations recognised in the consolidated statement of financial position are determined as follows:

	2017	2016
	HK$'000	*HK$'000*
Present value of funded obligations (note c)	**79,202**	78,641
Fair value of plan assets (note d)	**(47,724)**	(37,031)
Pension obligations recognised in the consolidated statement of financial position	**31,478**	41,610
Remeasurement of defined benefit plans recognised in the consolidated statement of comprehensive income ("SOCI") during the year	**(6,292)**	(5,056)
Cumulative remeasurement of defined benefit plans recognised in the SOCI	**(14,169)**	(7,877)

(b) The amounts recognised in the consolidated income statement are as follows:

	2017	2016
	HK$'000	*HK$'000*
Current service cost	**2,644**	2,456
Net interest on net defined benefit liability	**636**	639
Others	**(989)**	12
Total, included in staff costs (note 12)	**2,291**	3,107

28 Pension assets and obligations (Continued)

(c) Movements in present value of the funded obligations in current year are as follows:

	2017 *HK$'000*	2016 *HK$'000*
At 1 January	**78,641**	69,783
Exchange adjustment	**2,802**	1,238
Current service cost	**2,644**	2,456
Interest cost	**1,097**	1,203
Actuarial (gain)/loss:		
– experience adjustment	**(470)**	950
– financial assumption changes	**(2,863)**	4,006
– demographic assumption changes	**4**	–
Payment from plan	**(2,653)**	(995)
At 31 December (note a)	**79,202**	78,641

(d) Movements in fair value of the plan assets in current year are as follows:

	2017 *HK$'000*	2016 *HK$'000*
At 1 January	**37,031**	34,940
Exchange adjustment	**779**	521
Interest income	**461**	564
Return on plan assets, excluding amounts included in interest income	**2,963**	(100)
Contribution by employer	**9,154**	2,113
Payment from plan	**(2,653)**	(995)
Others	**(11)**	(12)
At 31 December (note a)	**47,724**	37,031

The estimated contribution by the Group for 2018 will amount to approximately HK$2,055,000.

28 Pension assets and obligations (Continued)

(e) Fair value of the plan assets is analysed as follows:

	2017 *Percentage*	2016 *Percentage*
Equity instruments		
Consumer markets and manufacturing	**6%**	6%
Energy and utilities	**3%**	3%
Financial institutions and insurance	**6%**	6%
Telecommunications and information technology	**9%**	7%
Others	**10%**	11%
	34%	33%
Debt instruments		
US Treasury notes	**1%**	1%
Government and government guaranteed notes	**4%**	6%
Financial institutions notes	**2%**	2%
Others	**3%**	3%
	10%	12%
Cash and cash equivalents	**56%**	55%
	100%	100%

The debt instruments are analysed by issuers' credit rating as follows:

	2017 *Percentage*	2016 *Percentage*
Aaa/AAA	**11%**	43%
Aa1/AA+	**43%**	10%
Aa2/AA	**3%**	1%
Aa3/AA-	**1%**	2%
A1/A+	**3%**	4%
A2/A	**6%**	5%
Other investment grades	**32%**	28%
No investment grades	**1%**	7%
	100%	100%

28 Pension assets and obligations (Continued)

(e) Fair value of the plan assets is analysed as follows (Continued):

The fair value of the above equity instruments and debt instruments are determined based on quoted market price.

The principal actuarial assumptions used are as follows:

	2017	2016
Discount rate	1.625% – 1.8%	1.0% – 1.375%
Rate of salary increases	3.0% – 4.0%	3.0% – 4.0%

There is no immediate requirement for the Group to fund the deficit between the fair value of defined benefit plan assets and the present value of the defined benefit plan obligations disclosed as at 31 December 2017. Contributions to fund the obligations are based upon the recommendations of independent qualified actuaries for each of the Group's pension plans to fully fund the relevant schemes on an ongoing basis. The realisation of the deficit is contingent upon the realisation of the actuarial assumptions made which is dependent upon a number of factors including the market performance of plan assets.

The long term strategic asset allocations of the plans are set and reviewed from time to time by the plans' trustees taking into account the membership and liability profile, the liquidity requirements of the plans.

The weighted average duration of the defined benefit obligations is 14.0 years.

Expected maturity analysis of undiscounted pension benefits is as follows:

At 31 December 2017	Within next 5 years *HK$'000*	Beyond 5 years but within 10 years *HK$'000*	Beyond 10 years but within 15 years *HK$'000*	Beyond 15 years but within 20 years *HK$'000*	Beyond 20 years *HK$'000*	Total *HK$'000*
Pension benefits	22,217	28,128	25,404	25,612	13,515	114,876

28 Pension assets and obligations (Continued)

(f) The sensitivity of the defined benefit obligations to changes in the weighted principal assumptions is:

	Impact on defined benefit obligations		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.25%	Decrease by 2.4%	Increase by 2.5%
Rate of salary increases	0.25%	Increase by 2.0%	Decrease by 2.0%

The above sensitivity analysis is based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some assumptions may be correlated. When calculating the sensitivity of the defined benefit obligations to significant actuarial assumptions, the same method (present value of the defined benefit obligations calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

29 Deferred taxation

(a) Deferred tax assets

	2017	2016
	HK$'000	*HK$'000*
At 1 January	**36,980**	35,678
Exchange adjustment	**2,771**	1,013
Credited to consolidated income statement (note c)	**248**	289
At 31 December	**39,999**	36,980
Amount to be recovered after more than one year	**842**	577

29 Deferred taxation (Continued)

(b) Deferred tax liabilities

	2017 HK$'000	2016 HK$'000
At 1 January	**8,833**	8,318
Exchange adjustment	**653**	(159)
(Credited)/charged to consolidated income statement (note c)	**(920)**	674
At 31 December	**8,566**	8,833
Amount to be payable after more than one year	**8,566**	8,833

(c) Deferred taxation credited/(charged) to consolidated income statement

	2017 HK$'000	2016 HK$'000
Deferred tax assets (note a)	**248**	289
Deferred tax liabilities (note b)	**920**	(674)
Deferred taxation credited/(charged) to consolidated income statement (note 8)	**1,168**	(385)

29 Deferred taxation (Continued)

(d) Movements in deferred tax assets and liabilities (prior to offsetting of balances within the same tax jurisdiction) during the year

Deferred tax assets

	Provisions		Others		Total	
	2017	2016	**2017**	2016	**2017**	2016
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
At 1 January	**36,403**	34,986	**577**	692	**36,980**	35,678
Exchange adjustment	**2,729**	1,008	**42**	5	**2,771**	1,013
Credited/(charged) to consolidated income statement	**25**	409	**223**	(120)	**248**	289
At 31 December	**39,157**	36,403	**842**	577	**39,999**	36,980

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax losses as at 31 December 2017 of HK$1,045,406,000 (2016: HK$3,186,715,000) that can be carried forward against future taxable income. Losses amounting to HK$556,160,000 will be expired from 2018 to 2027, and HK$489,246,000 has no expiry terms.

Deferred tax liabilities

	Unremitted earnings		Others		Total	
	2017	2016	**2017**	2016	**2017**	2016
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
At 1 January	**4,353**	3,524	**4,480**	4,794	**8,833**	8,318
Exchange adjustment	**365**	155	**288**	(314)	**653**	(159)
(Credited)/charged to consolidated income statement	**(920)**	674	**–**	–	**(920)**	674
At 31 December	**3,798**	4,353	**4,768**	4,480	**8,566**	8,833

29 Deferred taxation (Continued)

(e) Deferred income tax liabilities of HK$38,023,000 (2016: HK$37,767,000) have not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of certain subsidiaries. Such amounts are to be reinvested. Unremitted earnings totalled HK$709,249,000 as at 31 December 2017 (2016: HK$707,868,000).

30 Share capital

Company – Authorised

	Ordinary shares of HK$0.1 each	
	No. of shares	*HK$'000*
At 31 December 2017 and 2016	5,000,000,000	500,000

Company – Issued and fully paid

	Ordinary shares of HK$0.1 each	
	No. of shares	*HK$'000*
At 31 December 2017 and 2016	3,893,270,558	389,328

31 Own shares held

	No. of shares	*HK$'000*
At 1 January 2016 and 31 December 2016	3,043,771	6,244
At 1 January 2017 and 31 December 2017	3,043,771	6,244

32 Notes to the consolidated statement of cash flows

(a) Reconciliation of loss before taxation to net cash inflow from operations

	2017 *HK$'000*	2016 *HK$'000*
Loss before taxation		
Continuing operations	**(245,839)**	(217,544)
Discontinued operations	**–**	(56,177)
	(245,839)	(273,721)
Continuing operations		
Interest expenses and borrowing costs on bank loans	**63,573**	56,211
Bank interest income	**(3,250)**	(3,912)
Amortisation and depreciation	**127,419**	136,980
Dividend income on available-for-sale financial assets	**(1,406)**	(1,424)
Dividend income from a former subsidiary	**(4,789)**	–
Share of profits less losses of investments accounted for using the equity method	**104,434**	129,471
Provision for impairment of goodwill (note 14)	**45,097**	16,203
Provision for impairment of an available-for-sale financial asset (notes 5 and 18)	**12,243**	–
Provision for impairment of fixed assets (note 13)	**10,013**	–
Provision for impairment of other intangible assets (note 15)	**255**	–
Provision for impairment of trade receivables, net	**4,100**	10,858
Provision for inventories	**20,017**	16,612
Write off of other receivables	**2,273**	139
Write back of trade and other payables	**(17,831)**	(6,975)
Loss on disposal of fixed assets	**29**	1,577
Recovery of an investment (note 6(a))	**(14,805)**	–
Gain on disposal of subsidiaries (note b)	**(1,895)**	–
Gain on disposal of a former subsidiary (note 6(c))	**–**	(3,361)
Gain on deconsolidation of a subsidiary (note c)	**–**	(9,632)
Reversal of over-accrued provision for closure costs (note 9)	**(1,573)**	–

Notes to the Consolidated Financial Statements

32 Notes to the consolidated statement of cash flows (Continued)

(a) Reconciliation of loss before taxation to net cash inflow from operations (Continued)

	2017 HK$'000	2016 HK$'000
Discontinued operations		
Interest expenses on other loans	–	1,830
Amortisation and depreciation	–	2,674
Provision for impairment of fixed assets (note 13)	–	2,836
Provision for impairment of other intangible assets (note 15)	–	843
Provision for impairment of trade receivables, net	–	2,845
Provision for closure costs (note 9)	–	7,636
Write off of other receivables	–	358
Write back of trade and other payables	–	(8,749)
Adjusted operating profit before working capital changes	**98,065**	79,299
(Increase)/decrease in long-term receivables	**(1,470)**	2,483
Increase in inventories	**(34,635)**	(17,373)
Decrease in trade and other receivables	**22,176**	29,518
Decrease in trade and other payables	**(3,769)**	(41,112)
(Decrease)/increase in pension obligations	**(3,840)**	1,711
Exchange adjustment	**(161)**	(1,846)
Net cash inflow from operations	**76,366**	52,680

32 Notes to the consolidated statement of cash flows (Continued)

(b) Disposal of subsidiaries

For the year ended 31 December 2017	*HK$'000*
Net assets disposed of:	
Fixed assets (note 13)	609
Other intangible assets (note 15)	3,083
Inventories	205
Trade and other receivables	8,982
Restricted cash	384
Cash and bank balances	4,188
Trade and other payables	(7,147)
Taxation payable	(1,211)
Non-controlling interests	(1,883)
Exchange reserve	(3,252)
	3,958
Gain on disposal of subsidiaries (note a)	1,895
	5,853
Represented by:	
Fair value of retained interest in an associated company	803
Cash	5,050
	5,853
Analysis of net cash inflow in respect of disposal of subsidiaries:	
Cash received	5,050
Cash and bank balances disposed of	(4,188)
Net cash inflow in respect of disposal of subsidiaries	862

32 Notes to the consolidated statement of cash flows (Continued)

(c) Deconsolidation of a subsidiary

For the year ended 31 December 2016	*HK$'000*
Net assets deconsolidated of:	
Fixed assets (note 13)	85
Trade and other receivables	50,679
Cash and bank balances	17,227
Trade and other payables	(12,950)
Taxation payable	(6,649)
Non-controlling interests	(4,165)
Exchange reserve	(9,511)
Net asset value written off	34,716
Write back of amounts due to the subsidiary	(39,748)
Write back of consideration payable	(4,600)
Gain on deconsolidation of a subsidiary (note a)	(9,632)
Analysis of net cash outflow in respect of deconsolidation of a subsidiary:	
Cash and bank balances deconsolidated of	17,227

For the year ended 31 December 2016, due to the deconsolidation of a subsidiary of the Advertising Group engaging in outdoor media business, the net asset value of that subsidiary was written off and the amounts due to that subsidiary and relevant consideration payable were written back.

32 Notes to the consolidated statement of cash flows (Continued)

(d) Analysis of changes in financing during the year

	2017 HK$'000	2016 HK$'000
Bank loans		
At 1 January	2,669,823	2,570,310
New bank loans	3,009,804	926,380
Loan repayments	(2,811,781)	(832,620)
	198,023	93,760
Exchange adjustment	15,129	5,753
At 31 December	2,882,975	2,669,823

33 Pledge of assets

Save as disclosed in note 23, the Group had no pledge of assets as at 31 December 2017 (2016: Nil).

34 Commitments

(a) Capital commitments

The Group's maximum capital commitments as at 31 December 2017 are as follows:

	2017 HK$'000	2016 HK$'000
Capital injection for an investment		
– Contracted but not provided for	121	263

34 Commitments (Continued)

(b) Commitments under operating leases

At 31 December 2017, the Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

	2017		2016	
	Land and buildings *HK$'000*	Other assets *HK$'000*	Land and buildings *HK$'000*	Other assets *HK$'000*
No later than one year	31,236	5,939	31,860	15,900
Later than one year and no later than five years	68,497	11,612	68,289	22,522
Later than five years	–	9	2,970	3,399
	99,733	17,560	103,119	41,821

35 Related party transactions

A summary of significant related party transactions, in addition to those disclosed in notes 22 and 25 to the consolidated financial statements, is set out below:

(a) Sales of goods and services

	2017 *HK$'000*	2016 *HK$'000*
Sales to		
– A subsidiary and an associated company of CKHH	385	3,054
– Associated companies	10,741	4,935
– A subsidiary of non-controlling interests of a subsidiary	272	–

All the transactions with related parties were entered into in accordance with terms agreed by the relevant parties.

Year-end balances due from these related companies arising from sales of goods and services are shown in note 22(d).

35 Related party transactions (Continued)

(b) Purchase of goods and services

	2017 *HK$'000*	2016 *HK$'000*
Purchase of services payable to		
– Non-controlling interests of a subsidiary and their subsidiaries	**6,975**	8,278
Rental payable to		
– Non-controlling interests of subsidiaries and their subsidiaries	**1,168**	1,844
Service fees payable to		
– CKHH and its subsidiaries	**3,856**	4,226
Interest expenses payable to		
– Non-controlling interests of a subsidiary	**–**	1,830

In December 2015, the Company had entered into amendment and restatement deeds to amend certain term and revolving loan facilities and new facility agreements with several independent financial institutions for total loan facilities amounting to HK$3,200 million. A substantial shareholder of the Company granted guarantees to the Company at a guarantee fee equivalent to 0.5% per annum for aggregate principal amount outstanding under these loan facilities. During the year, guarantee fee amounted to approximately HK$12,244,000 was paid by the Company (2016: HK$12,281,000) to the substantial shareholder.

In December 2017, the Company had entered into a new facility agreement with six independent financial institutions for the term and revolving loan facilities amounting to HK$3,200 million. A substantial shareholder of the Company granted guarantee to the Company at a guarantee fee equivalent to 0.5% per annum for aggregate principal amount outstanding under this loan facility. During the year, guarantee fee amounted to approximately HK$448,000 was paid by the Company (2016: Nil) to the substantial shareholder.

All the transactions with related parties were entered into in accordance with terms agreed by the relevant parties.

Year-end balances due to these related companies arising from purchase of goods and services are shown in note 25(c).

(c) Key management compensation

Management considers remuneration to all key management of the Group has already been disclosed in note 38(a).

Notes to the Consolidated Financial Statements

36 Subsequent events

There is no subsequent event after the reporting period which has material impact to the consolidated financial statements of the Group.

37 Statement of financial position of the Company

(a) Statement of financial position of the Company

	Note	2017 HK$'000	2016 HK$'000
ASSETS AND LIABILITIES			
Non-current assets			
Interests in subsidiaries	c	1,648,893	1,423,941
Other non-current assets	d	–	7,296
		1,648,893	1,431,237
Current assets			
Amounts due from subsidiaries	c	1,321,833	1,615,138
Other receivables	e	3,734	10,800
Cash and cash equivalents	f	22,970	478
		1,348,537	1,626,416
Current liabilities			
Amounts due to subsidiaries	c	788,368	1,025,566
Other payables	g	1,568	4,656
		789,936	1,030,222
Net current assets		558,601	596,194
Total assets less current liabilities		2,207,494	2,027,431

37 Statement of financial position of the Company (Continued)

(a) Statement of financial position of the Company (Continued)

	Note	2017 HK$'000	2016 HK$'000
Non-current liabilities			
Long-term bank loans	h	**2,665,250**	2,470,000
Net liabilities		**(457,756)**	(442,569)
EQUITY			
Equity attributable to the Company's equity holders			
Share capital	30	**389,328**	389,328
Deficits	b	**(840,840)**	(825,653)
Own shares held	31	**(6,244)**	(6,244)
Total deficit		**(457,756)**	(442,569)

Yeung Kwok Mung
Director

Mak Soek Fun, Angela
Director

Notes to the Consolidated Financial Statements

37 Statement of financial position of the Company (Continued)

(b) Movement of reserve of the Company

	Share premium HK$'000	Contributed surplus HK$'000	Capital redemption reserve HK$'000	Accumulated losses HK$'000	Total HK$'000
At 1 January 2016	4,100,475	23,565	776	(4,139,406)	(14,590)
Loss for the year	–	–	–	(811,063)	(811,063)
At 31 December 2016	4,100,475	23,565	776	(4,950,469)	(825,653)
At 1 January 2017	**4,100,475**	**23,565**	**776**	**(4,950,469)**	**(825,653)**
Loss for the year	**–**	**–**	**–**	**(15,187)**	**(15,187)**
At 31 December 2017	**4,100,475**	**23,565**	**776**	**(4,965,656)**	**(840,840)**

The loss of the Company is HK$15,187,000 (2016: HK$811,063,000) and is included in determining the loss attributable to equity holders of the Company in the consolidated income statement.

As at 31 December 2017, the Company has no distributable reserves (which include share premium, contributed surplus and accumulated losses) as calculated under the Companies Law of the Cayman Islands (2016: Nil).

(c) Interests in subsidiaries

	2017 *HK$'000*	2016 *HK$'000*
Investments at cost – unlisted shares	**2,259,451**	2,259,451
Less: Provision for impairment	**(610,558)**	(835,510)
	1,648,893	1,423,941

The amounts due from subsidiaries are unsecured, interest-free and repayable on demand.

The amounts due to subsidiaries are unsecured, interest-free and repayable on demand except HK$689,865,000 (2016: HK$723,192,000) bearing the effective interest rate of 0.59% (2016: 0.65%) per annum for the year ended 31 December 2017.

The carrying values of the amounts due from and to subsidiaries approximate their fair values.

The list of the principal subsidiaries of the Company at 31 December 2017 is set out on pages 174 to 178.

37 Statement of financial position of the Company (Continued)

(d) Other non-current assets

	2017 HK$'000	2016 HK$'000
Deferred expenses	–	7,296

(e) Other receivables

(i) The carrying values of the Company's other receivables approximate their fair values.

(ii) The carrying amounts of the Company's other receivables are denominated in HK$.

(f) Cash and cash equivalents

	2017 HK$'000	2016 HK$'000
Cash at bank	22,970	478

Cash and cash equivalents are denominated in the following currencies:

	2017 HK$'000	2016 HK$'000
HK$	22,553	56
US$	417	422
	22,970	478
Maximum exposure to credit risk	22,970	478

37 Statement of financial position of the Company (Continued)

(g) Other payables

(i) The carrying values of the Company's other payables approximate their fair values.

(ii) The carrying amounts of the Company's other payables are denominated in the following currencies:

	2017 *HK$'000*	2016 *HK$'000*
HK$	1,568	1,856
RMB	–	2,800
	1,568	4,656

(h) Long-term bank loans

	2017 *HK$'000*	2016 *HK$'000*
Unsecured	2,687,000	2,470,000
Less: Transaction costs arising on bank facility	(21,750)	–
	2,665,250	2,470,000
Less: Current portion	–	–
	2,665,250	2,470,000
The principal amount of bank loans are repayable:		
In the second year	–	2,470,000
In the third to fifth year	2,687,000	–
Wholly repayable within 5 years	2,687,000	2,470,000

The principal amount of bank loans are denominated in HK$.

These long-term bank loans are interest-bearing at prevailing market rates of Hong Kong Interbank Offered Rate ("HIBOR") plus 0.6% (2016: ranging from HIBOR plus 0.85% to HIBOR plus 1.03%) per annum. Their carrying amounts approximate their fair values.

37 Statement of financial position of the Company (Continued)

(i) Financial instruments by category

	Loans and receivables	
	2017	2016
	HK$'000	*HK$'000*
Assets as per statement of financial position		
Cash and cash equivalents (note f)	**22,970**	478
Other receivables excluding prepayments	**3,182**	10,236
Amounts due from subsidiaries (note c)	**1,321,833**	1,615,138
	1,347,985	1,625,852

	Other financial liabilities	
	2017	2016
	HK$'000	*HK$'000*
Liabilities as per statement of financial position		
Long-term bank loans (note h)	**2,665,250**	2,470,000
Other payables (note g)	**1,568**	4,656
Amounts due to subsidiaries (note c)	**788,368**	1,025,566
	3,455,186	3,500,222

37 Statement of financial position of the Company (Continued)

(j) Financial risk factor

Liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groups based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts, as the impact of discounting is not significant.

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years
	HK$'000	*HK$'000*	*HK$'000*
At 31 December 2017			
Bank borrowings, including interest payable	**40,728**	**39,537**	**2,723,667**
Amounts due to subsidiaries	**788,368**	**–**	**–**
Other payables	**377**	**–**	**–**
At 31 December 2016			
Bank borrowings, including interest payable	42,619	2,511,632	–
Amounts due to subsidiaries	1,025,566	–	–
Other payables	4,366	–	–

38 Benefits and interests of directors

(a) Directors' emoluments

The remuneration of each director for the year ended 31 December 2017 is set out below:

	Fees HK$'000	Basic salaries, housing allowances, other allowances and benefits in kind HK$'000	Discretionary bonuses HK$'000	Contributions to retirement benefit schemes HK$'000	Total HK$'000
Executive directors					
Mr. Yeung Kwok Mung	50	5,390	–	367	5,807
Ms. Mak Soek Fun, Angela	50	4,268	–	282	4,600
Independent non-executive directors and members of Audit Committee					
Mr. Cheong Ying Chew, Henry	100	–	–	–	100
Mr. James Sha	100	–	–	–	100
Mr. Ip Yuk-keung, Albert	100	–	–	–	100
Non-executive director and member of Audit Committee					
Mrs. Lee Pui Ling, Angelina	100	–	–	–	100
Non-executive directors					
Mr. Frank John Sixt	50	–	–	–	50
Ms. Chang Pui Vee, Debbie	50	–	–	–	50
Total	600	9,658	–	649	10,907

38 Benefits and interests of directors (Continued)

(a) Directors' emoluments (Continued)

The remuneration of each director for the year ended 31 December 2016 is set out below:

	Fees	Basic salaries, housing allowances, other allowances and benefits in kind	Discretionary bonuses	Contributions to retirement benefit schemes	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Executive directors					
Mr. Yeung Kwok Mung	50	5,390	–	367	5,807
Ms. Mak Soek Fun, Angela	50	4,268	–	282	4,600
Independent non-executive directors and members of Audit Committee					
Mr. Cheong Ying Chew, Henry	100	–	–	–	100
Mr. James Sha	100	–	–	–	100
Mr. Ip Yuk-keung, Albert	100	–	–	–	100
Non-executive director and member of Audit Committee					
Mrs. Lee Pui Ling, Angelina	100	–	–	–	100
Non-executive directors					
Mr. Frank John Sixt	50	–	–	–	50
Ms. Chang Pui Vee, Debbie	50	–	–	–	50
Mr. Ip Tak Chuen, Edmond	50	–	–	–	50
Total	650	9,658	–	649	10,957

During the year, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for the loss of office (2016: Nil).

There has been no arrangement under which a director has waived or agreed to waive any emoluments for the year ended 31 December 2017 (2016: Nil).

38 Benefits and interests of directors (Continued)

(b) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements or contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2016: Nil).

39 Approval of financial statements

The financial statements were approved and authorised for issue by the Board of Directors on 15 March 2018.

Principal Subsidiaries and Associated Companies

	Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued and fully paid up share capital/registered capital	Effective interest held
	tom.com enterprises Limited	British Virgin Islands ("BVI"), limited liability company	Holding of the trademarks and domain name	1 ordinary share of US$1 each	100%
	TOM Group International Limited	Hong Kong, limited liability company	Management of strategic investments of the Group in Greater China	Ordinary shares HK$10	100%
	E-Commerce Group				
	Shanghai Eachnet Network Technology Services Co. Ltd.	Mainland China, limited liability company	Operation of a mobile and Internet-based C2C marketplace in Mainland China	Registered capital US$35,263,334	90.002%
#	Shanghai Ule Network Technology Co., Ltd.	Mainland China, limited liability company	Owning and operating a mobile and Internet-based e-marketplace in Mainland China	Registered capital US$70,165,000	38.27%
	TOM E-Commerce Limited	BVI, limited liability company	Investment holding in Mainland China	1 ordinary share of US$1 each	90.002%
#	Ule Holdings Limited	BVI, limited liability company	Investment holding	867,471,000 ordinary shares of US$0.00001 each 144,577,000 series A-1 and 16,382,423 series A-2 preferred shares of US$0.00001 each	38.27%
#	Ule International Co., Limited	Hong Kong, limited liability company	Investment holding, owning and operating a website of www.ule.com.hk	Ordinary shares HK$2	38.27%
#	China Post (Anhui) Network Technology Co., Ltd.	Mainland China, limited liability company	Owning and operating a website of www.ulenp.com, which is an e-marketplace specifically for agricultural products in Mainland China	Registered capital RMB15,000,000	38.27%
	Mobile Internet Group				
@	Beijing Huan Jian Shu Meng Network Technology Limited	Mainland China, limited liability company	Provision of mobile and Internet content services in Mainland China	Registered capital RMB1,000,000	90.002%
@	Beijing Lei Ting Wan Jun Network Technology Limited	Mainland China, limited liability company	Provision of Internet content services, online advertising services and telecom value-added services in Mainland China	Registered capital RMB100,000,000	90.002%

Principal Subsidiaries and Associated Companies

	Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued and fully paid up share capital/registered capital	Effective interest held
	Mobile Internet Group (Continued)				
@	Beijing Lei Ting Wu Ji Network Technology Company Limited	Mainland China, limited liability company	Provision of wireless Internet services in Mainland China	Registered capital RMB10,000,000	90.002%
@	Beijing LingXun Interactive Science Technology and Development Company Limited	Mainland China, limited liability company	Provision of wireless Internet services in Mainland China	Registered capital RMB10,000,000	90.002%
	Beijing Super Channel Network Limited	Mainland China, limited liability company	Provision of management services in Mainland China	Registered capital US$13,000,000	90.002%
	ECLink Electronic Network Systems (Shenzhen) Co., Ltd.	Mainland China, limited liability company	Software, electronics and computer network system development in Mainland China	Registered capital US$3,000,000	100%
@	Shenzhen Freenet Information Technology Company Limited	Mainland China, limited liability company	E-mail service provider and provision of wireless Internet services in Mainland China	Registered capital RMB23,000,000	90.002%
	TOM Big Data Analytics Investments Company Limited	Hong Kong, limited liability company	Investment holding	Ordinary share HK$1	90.002%
	TOM Online Inc.	Cayman Islands, limited liability company	Investment holding	4,259,654,528 ordinary shares of HK$0.01 each	90.002%
	TOM Online Payment Investments Company Limited	BVI, limited liability company	Investment holding	1 ordinary share of US$1 each	90.002%
	Social Network Group				
	Pixnet Digital Media Corporation Limited	Taiwan, limited liability company	Supply service of online community and social networking websites in Taiwan	4,413,644 ordinary shares of NT$10 each	82.03%
	Publishing Group				
	Bookworm Club Co., Ltd.	Taiwan, limited liability company	Distribution and retailing of books and magazines in Taiwan	2,015,000 ordinary shares of NT$10 each	82.87%
	Cite (H.K.) Publishing Group Limited	Hong Kong, limited liability company	Retailing and distribution of books and magazines in Hong Kong	Ordinary shares HK$4,200,000	69.07%
	Cite (Malaysia) SDN. BHD.	Malaysia, limited liability company	Publishing and distribution of books and magazines in Malaysia	400,000 ordinary shares of RM1 each	73.14%

Principal Subsidiaries and Associated Companies

	Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued and fully paid up share capital/registered capital	Effective interest held
	Publishing Group (Continued)				
	Cité Publishing Holding Limited	BVI, limited liability company	Investment holding in Taiwan	4,979,402 ordinary shares of US$0.01 each	82.89%
	Cité Publishing Limited	Taiwan, limited liability company	Publishing of books and magazines in Taiwan	85,289,205 ordinary shares of NT$10 each	82.87%
	Home Media Group Ltd.	Cayman Islands, limited liability company	Investment holding, advertising sales and distribution of publications in Taiwan	986,922,602 ordinary shares of US$0.00001 each	82.87%
	Nong Nong Magazine Co., Ltd.	Taiwan, limited liability company	Publishing and distribution of magazines and advertising sales in Taiwan	2,500,000 ordinary shares of NT$10 each	66.30%
	Advertising Group				
@	Changchun TOM New Star Media Company Limited	Mainland China, limited liability company	Advertising sales in Mainland China	Registered capital RMB3,000,000	60%
	Fujian TOM Seeout Media Company Limited	Mainland China, limited liability company	Advertising sales in Mainland China	Registered capital RMB5,000,000	70%
	Kunming TOM-Fench Media Company Limited	Mainland China, limited liability company	Advertising sales in Mainland China	Registered capital RMB11,000,000	100%
@	Shenyang TOM Sano Media Company Limited	Mainland China, limited liability company	Advertising sales in Mainland China	Registered capital RMB3,000,000	60%
	Sichuan TOM Southwest Outdoor Media Company Limited	Mainland China, limited liability company	Advertising sales in Mainland China	Registered capital RMB3,000,000	70%
	Xiamen TOM Bomei Advertising Company Limited	Mainland China, limited liability company	Advertising sales in Mainland China	Registered capital RMB10,000,000	60%
	Xiamen TOM Bomei Shiji Advertising Company Limited	Mainland China, limited liability company	Advertising sales in Mainland China	Registered capital RMB1,500,000	60%
@	Guangdong Yangcheng Advertising Company Limited	Mainland China, limited liability company	Advertising services, event management and media buying business in Mainland China	Registered capital RMB5,000,000	80%
	YCP Advertising Limited	Hong Kong, limited liability company	Advertising services, event management and media buying business in Mainland China and Hong Kong	Ordinary shares HK$10	80%

Associated company
@ PRC Domestic Companies under Contractual Arrangements (Note)

Note:

As mentioned in note 1(b) to the consolidated financial statements, the Company regards the PRC Domestic Companies under the Contractual Arrangements as subsidiaries of the Group under HKFRS.

The Contractual Agreements principally comprise of (i) Option Agreements, (ii) Loan Agreements, (iii) Exclusive Technical and Consultancy Services Agreements, (iv) Equity Pledge Agreements, (v) Business Operation Agreements and (vi) Irrevocable Power of Attorneys.

Key provisions of the principal Contractual Agreements are as follows:

(i) Option Agreements – Certain subsidiaries of the Company ("Intermediate Holding Companies") entered into option agreements with the PRC Domestic Companies and the PRC nationals under which the relevant PRC nationals have granted exclusive options to the relevant Intermediate Holding Companies to purchase all or part of the relevant PRC nationals' interests in the relevant PRC Domestic Companies concerned exercisable at the discretion of the relevant Intermediate Holding Companies to the extent permitted by PRC laws at the purchase price as set out in the relevant option agreements such as an amount equivalent to the registered capital contributed to the relevant PRC Domestic Companies.

(ii) Loan Agreements – Pursuant to the loan agreements between the relevant Intermediate Holding Companies and the relevant PRC nationals, the relevant Intermediate Holding Companies have provided long-term loans to the relevant PRC nationals to be invested exclusively in the relevant PRC Domestic Companies. The loans will become due and payable only in the form of transfer of all of the relevant PRC nationals' equity interests in the relevant PRC Domestic Companies to the relevant Intermediate Holding Companies or their nominee(s), including in the circumstances when (i) current restrictions on foreign ownership in the PRC Domestic Companies are lifted under the PRC laws; (ii) the relevant PRC nationals resign from or are removed by the relevant Intermediate Holding Companies or its affiliated entities from office; (iii) the relevant PRC nationals commit a criminal offence; (iv) any third party raises against the relevant PRC nationals a claim over RMB500,000; or (v) the relevant PRC nationals die or become incapacitated.

(iii) Exclusive Technical and Consultancy Services Agreements – The PRC Domestic Companies have entered into exclusive technical and consultancy services agreements with certain subsidiaries of the Company ("Service Providers") pursuant to which the relevant PRC Domestic Companies agreed to engage the relevant Service Providers to provide certain technical and consultancy services to the relevant PRC Domestic Companies on an exclusive basis (unless otherwise allowed under such contract) in exchange for service fees, which amount to substantially all of the net profit of the PRC Domestic Companies.

Principal Subsidiaries and Associated Companies

(iv) Equity Pledge Agreements – Pursuant to the equity pledge agreements between the relevant Service Providers and the relevant PRC nationals, the relevant PRC nationals have pledged to the relevant Service Providers all their respective interest in the relevant PRC Domestic Companies for the performance of the payment obligations of such PRC Domestic Companies under the relevant Exclusive Technical and Consultancy Services Agreements with such Service Providers mentioned in paragraph (iii) above. No consideration is payable under each of the equity pledge agreements.

(v) Business Operation Agreements – Pursuant to the business operation agreements between the relevant PRC Domestic Companies, the relevant Service Providers and the relevant PRC nationals, the relevant Service Providers have agreed to act as guarantors for any obligations undertaken by the relevant PRC Domestic Companies and, in return, the relevant PRC Domestic Companies have agreed to pledge all of their respective accounts receivables and assets in favour of the relevant Service Providers. In addition, the relevant PRC Domestic Companies and the relevant PRC nationals have agreed to appoint individuals designated by the Service Providers to the management team of the relevant PRC Domestic Companies and to refrain from, unless with the prior written consent of the relevant Service Providers or their nominees, taking certain actions that may materially affect the operations of the relevant PRC Domestic Companies, including lending or assuming any obligation from any their party or sell or transfer any assets to any their parties. No consideration is payable under each of the business operations agreements.

(vi) Irrevocable Power of Attorneys – Pursuant to the relevant irrevocable Power of Attorneys, the relevant PRC nationals have granted the authorisations to a representative designated by the Company to exercise all of the shareholders' right with respect to the shareholders' interests in the PRC Domestic Companies.

The above table lists out the principal subsidiaries and associated companies of the Group as at 31 December 2017 which, in the opinion of the directors of the Company, either principally affect the results and net assets of the Group or provide potential opportunities to the business development of the Group. To give a complete list of the particulars of all the subsidiaries and associated companies of the Group would, in the opinion of the directors of the Company, be of excessive length.

Except for tom.com enterprises Limited, TOM Group International Limited and TOM Online Inc. which are directly held by the Company, the interests in the remaining subsidiaries and associated companies are held indirectly.

Definitions

"Associates"	has the meaning ascribed to it in the Listing Rules
"Board"	means the board of Directors
"China Post"	means China Post Group Limited, a state-owned enterprise of the PRC, and its subsidiaries (its subsidiary Telpo Philatelic Company Limited is the entity that is the shareholder of Ule)
"CKH"	means Cheung Kong (Holdings) Limited, a company incorporated in Hong Kong with limited liability, whose listing status on the Stock Exchange was replaced by CKHH on 18 March 2015
"CKHH"	means CK Hutchison Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange on 18 March 2015 (Stock Code: 0001)
"Company" or "TOM"	means TOM Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2383)
"Corporate Governance Code"	means the Code sets out in Appendix 14 to the Listing Rules
"Director(s)"	means the director(s) of the Company
"GMV"	means Gross Merchandise Value, the total value of all orders handled or processed through Ule Group's platform which include multiple websites, mobile applications and PC applications, regardless of whether the orders are consummated, goods and services returned or not
"Group" or "TOM Group"	means the Company and its subsidiaries
"HWL"	means Hutchison Whampoa Limited, a company incorporated in Hong Kong with limited liability, whose shares ceased to be listed on the Stock Exchange on 3 June 2015
"Listing Rules"	means the Rules Governing the Listing of Securities on the Stock Exchange
"Main Board"	means the main board of the Stock Exchange

Definitions

"Mainland" or "PRC"	means The People's Republic of China, excluding Hong Kong, Macau and Taiwan
"Media Business"	means two reportable operating segments of Publishing Group and Advertising Group
"Model Code"	means Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules
"Rubikloud"	means Rubikloud Technologies Inc., a corporation incorporated in Canada
"SFO"	means the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Stock Exchange"	means The Stock Exchange of Hong Kong Limited
"Technology Platform and Investments"	means three reportable operating segments of E-Commerce Group, Social Network Group and Mobile Internet Group; and investments in Fintech and advanced data analytics sectors
"Ule"	means Ule Holdings Limited
"Ule Group"	means Ule and its subsidiaries, a material associate of the Company which undertakes an e-Commerce business in PRC and from time to time raises funds for its growing business
"WeLab"	means WeLab Holdings Limited, a BVI business company incorporated in the British Virgin Islands with limited liability

TOM Group Limited

Rooms 1601-05, 16/F
China Resources Building
26 Harbour Road
Wanchai, Hong Kong

Tel : (852) 2121 7838
Fax : (852) 2186 7711

www.tomgroup.com