



China Graphene Group Limited 中國烯谷集團有限公司

(Incorporated in Bermuda with limited liability) (於百慕達註冊成立之有限公司)
(Stock Code 股份代號 : 63)

2017

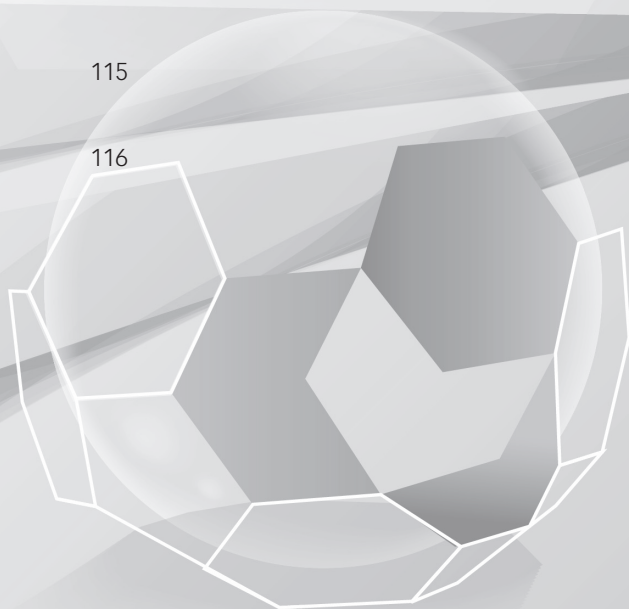
Annual Report

年報



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chen Meng
Mr. Zhou Chen

Non-executive Director

Mr. Li Feng Mao (*Chairman*)

Independent non-executive Directors

Mr. Wang Song Ling
Mr. Li Jing Bo
Mr. Li Wai Kwan

COMPANY SECRETARY

Mr. Zhou Chen

AUDITOR

RSM Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE IN HONG KONG

Rooms 1904–1916, 19th Floor,
Sun Hung Kai Centre
30 Harbour Road, Wanchai
Hong Kong

SHARE REGISTRAR

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

董事會

執行董事

陳猛先生
周晨先生

非執行董事

李丰茂先生(主席)

獨立非執行董事

王松岭先生
李景波先生
李偉君先生

公司秘書

周晨先生

核數師

中瑞岳華(香港)會計師事務所

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要辦事處

香港
灣仔港灣道30號
新鴻基中心
19樓1904–1916室

股份過戶登記處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

Corporate Information

公司資料

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

LISTING INFORMATION

Stock Code: 63, Hong Kong

WEBSITE

www.chn-graphene.com

股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東 183 號
合和中心 17M 樓

上市資料

股份代號：63，香港

網站

www.chn-graphene.com

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW AND PROSPECTS

During the year, the Group continued to engage in property related businesses, provision of horticultural services, money lending business, securities trading business, manufactures graphene and trading of graphene related products. The Group's revenue of the year was mainly derived from horticultural services.

In 2017, the Group changed its intention to hold The Icon, the developed property as investment properties. The Group was optimistic on the local investment property market especially residential rental market. The Directors believed that holding the developed properties for long term investment to generate rental income will enhance the Group's financial performance. Rental indices for Hong Kong domestic property market raised from 100 in 2010 to 180 in 2017 proved that leasing properties to earn rental income helps to gain attractive investment return for our Shareholders.

As a result of the change of accounting policy from "developed properties for sale" to "investment properties", the Group recorded a fair value gain of approximately HK\$110 million in 2017. This change established a new business segment of property investment in year 2017.

The Group recorded profit for the year of approximately HK\$51,898,000. Such increase is mainly attributable to fair value gain of investment properties.

The Group operates horticultural services business under the brand "Cheung Kee Garden", which has over forty years' history and sound reputation in the local market. This business segment has a long established customer base and remained a stable income stream to the Group during the year under review.

The Group started the new segment of graphene manufacturing and sales since last year. The joint venture partner, Graphene Platform, shall be obliged to construct the graphene production machinery and equipment and it is still in progress. The Directors expect that the construction process will be finished in 2018 and the production line will start from the fourth quarter of 2018. During the year, the Group purchased certain graphene product according to a customer's request and the sale of graphene was amounted to approximately HK\$63,000.

The net asset value of the Group per share as at 31 December 2017 was approximately HK\$0.10 (2016: HK\$0.08) based on the 2,819,102,084 (2016: 2,819,102,084) shares issued.

業務回顧及展望

年內，本集團繼續從事與物業相關之業務、提供園藝服務、放貸業務、證券交易業務、生產石墨烯及買賣石墨烯相關產品。本集團年度收益主要來自園藝服務。

二零一七年，本集團改變其意向，把持有之已發展物業The Icon改變為投資物業。本集團對本地投資物業市場(尤其是住宅租賃市場)持樂觀態度。董事相信持有已發展物業作長期投資以產生租金收入將可提升本集團財務表現。香港住宅物業市場的租金指數由二零一零年的100升至二零一七年的180，證明將物業出租賺取租金收入有助於為股東帶來更佳的投资回報。

由於會計政策將「持作出售已發展物業」改為「投資物業」的變動，本集團於二零一七年錄得公平值收益約1億1千萬港元，並於二零一七年成立投資物業新業務分類。

本集團錄得年內溢利約51,898,000港元。該升幅乃主要為投資物業公平值收益。

本集團經營以「張記花園」作品牌之園藝服務業務，該品牌已有四十多年歷史且於本地市場享有良好聲譽。此業務分類已建立長久的客戶基礎，且於回顧年度為本集團維持穩定的收入來源。

本集團自去年開始生產及銷售石墨烯之新業務分類。合營夥伴Graphene Platform須建設石墨烯生產機器及設備，有關機器及設備仍在建設中。董事預期建設工程將於二零一八年完成，且生產線將於二零一八年第四季投產。年內，本集團按客戶要求購入若干石墨烯產品，石墨烯銷售約達63,000港元。

根據2,819,102,084股(二零一六年：2,819,102,084股)已發行股份計算，本集團於二零一七年十二月三十一日之每股資產淨值約為0.10港元(二零一六年：0.08港元)。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

All the Group's funding and treasury activities are centrally managed and controlled at the corporate level. There is no significant change in respect of treasury and financing policies from the information disclosed in the Company's latest annual report. The Group's monetary assets and liabilities are denominated and the Group conducts its business transactions principally in Hong Kong dollars. In view of the business segment in Japan, the Group manages its foreign currency risk by closely reviewing the movement of the foreign currency rate and considers hedging significant foreign currency exposure should the need arise.

As at 31 December 2017, there was HK\$200,000,000 bank loans outstanding (2016: HK\$120,000,000). The Group's working capital requirements are funded by bank loans.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2017, the Group had a total of 41 employees (2016: 31).

Employees (including directors) are remunerated according to their duties and responsibilities, market conditions and performance of the Group. On top of basic salaries, discretionary bonus and share options may be granted to eligible employee by reference to the individual's performance. In addition, the Company also provides social security benefits to its staff such as mandatory provident fund scheme in Hong Kong.

流動資金及財務資源

本集團所有融資和財資活動均在集團層面由中央管理及控制。財資及融資政策與本公司最近期之年報所披露之資料並無重大變動。本集團主要以港元作為貨幣性資產及負債之結算單位及進行業務交易。鑒於本集團在日本設有業務分部，本集團透過緊密監察匯率變動以管理其外匯風險及考慮於有需要時對沖外匯風險。

於二零一七年十二月三十一日，有200,000,000港元之未償還銀行貸款(二零一六年：120,000,000港元)。本集團之營運資金需求以銀行貸款撥付。

僱員和薪酬政策

於二零一七年十二月三十一日，本集團合共有41名僱員(二零一六年：31名)。

僱員(包括董事)之薪酬乃按照彼等的職務及責任、市況及本集團的表現釐定。於基本薪金以外，亦可能會根據僱員個人表現，向合資格之僱員授出酌情花紅和購股權。此外，本公司亦為僱員提供社會保障福利，例如香港之強制性公積金計劃。

Directors' Report

董事會報告

The directors herein present their annual report together with the audited financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2017.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 20 to the financial statements.

BUSINESS REVIEW

Business review and prospects

A business review of the Group's and a discussion and analysis of the Group's performance during the year ended 31 December 2017, the financial position and an indication of likely future development in the Company's business are set out in section headed "Business Review and Prospects" on page 4 of this Annual Report.

Principal risks and uncertainties

The major risks facing the Group are summarized below.

Impact of local and international regulations

The business operation of the Group is also subject to government policy, relevant regulations and guidelines established by the regulatory authorities. Failure to comply with the rules and requirements may lead to penalties, amendments or suspension of the business operation by the authorities. The Group closely monitors changes in government policies, regulations and markets as well as conducting studies to assess the impact of such changes.

Third-party risk

The Group has been relying on third-party service providers in parts of business to improve performance and efficiency of the Group. While gaining the benefits from external service providers, the management realizes that such operational dependency may pose a threat of vulnerability to unexpected poor or lapses in service including reputation damage, business disruption and monetary losses. To address such uncertainties, the Group engages only reputed third-party providers and closely monitors their performance.

董事謹此提呈本公司及其附屬公司(「本集團」)截至二零一七年十二月三十一日止年度之年報及經審核財務報表。

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務之詳情載於財務報表附註20。

業務回顧

業務回顧及展望

截至二零一七年十二月三十一日止年度之本集團業務回顧及本集團討論及分析、財務狀況及本公司業務之可能未來發展陳述載於本年報第4頁「業務回顧及展望」一節。

主要風險及不確定因素

以下概述本集團面對的主要風險。

本地及國際規例的影響

本集團的業務營運亦受政府政策、相關規例及監管機構發出的指引所限。未能遵守規則及規定者，可被當局判處罰款、修訂或暫停業務營運。本集團密切監察政府政策、規例及市場的變動，並進行研究，以評估該等變動帶來的影響。

第三方風險

本集團在部份業務方面依賴第三方服務供應商，以改進本集團表現及效率。從外聘服務供應商得到利益的同時，管理層意識到該等營運依賴或會易受不可預期的差劣或失效服務的威脅，包括商譽受損、業務中斷及金錢損失。針對該等不確定因素，本集團僅與信譽良好的第三方供應商合作，並密切監察彼等的表現。

Directors' Report

董事會報告

BUSINESS REVIEW (CONTINUED)

Environmental policies and performance

The Company persistently strive to operate its business in an economic, social and environmentally sustainable manner. During the year, while seeking business growth, the Group assumed its corporate environmental and social responsibilities proactively by making constant progress towards sustainable development. The Group has developed and improved its environmental policies, optimised the efficiency in the use of energy and resources, advocated and promoted environmental protection and reduced the impact of its business development on the environment.

Details of the Company's environmental policy and performance are published in the separate Environmental, Social and Governance Report which will be available at the Company's website and the website of the Stock Exchange not later than 3 months after the publication of this annual report.

Compliance with laws and regulations

The incorporation places of the Company and its subsidiaries includes Bermuda, Hong Kong, the British Virgin Islands (the "BVI") and Japan. The Group's operations are carried out by the Company's subsidiaries in Hong Kong and Japan while the Company itself is listed on the Stock Exchange of Hong Kong Limited. Our establishment and operations accordingly shall comply with relevant laws and regulations of Bermuda, Hong Kong, the BVI and Japan. During the year ended 31 December 2017, we have complied with all the relevant laws and regulations in the statutory and business operation.

Key relationships with employees, customers and suppliers

The Group promoted people-oriented management cultures and emphasized the value of employees as it believed employees were important resources for enhancing the Company's productivity and core competency. To provide employees with competitive remunerations and opportunities to receive skill trainings is closely connected to the realization of employees' individual values as well as the Group's strategic goals.

The Group maintained good cooperation and communications with suppliers and ensured both sides were mutually benefited. The Group also paid close attention to customers' satisfaction and constantly enhanced service quality in order to maintain good reputation of the Company.

業務回顧 (續)

環境政策及表現

本公司力求在經濟、社會及環境方面採用可持續發展的方式經營業務。年內，本集團在尋求業務增長的同時，透過在可持續發展方面不斷取得進展，積極承擔企業環境及社會責任。本集團已制定並改進其環境政策，優化能源及資源的使用效率，提倡並推動環境保護，以及減低業務發展對環境的影響。

有關本公司的環保政策及表現詳情刊載於獨立環境、社會及管治報告內，該報告將於本年報刊發後不遲於三個月內刊登於本公司網站及聯交所網站。

遵守法律及法規

本公司及其附屬公司的註冊成立地點包括百慕達、香港、英屬處女群島(「英屬處女群島」)以及日本。本集團的業務由本公司位於香港及日本的附屬公司營運，而本公司本身於香港聯合交易所有限公司上市。因此，本公司之成立及營運須遵守百慕達、香港、英屬處女群島及日本相關法律及法規。於截至二零一七年十二月三十一日止年度，我們遵從法定及業務營運之所有相關法律及法規。

與僱員、客戶及供應商之主要關係

本集團推廣以人為本的管理文化，重視僱員價值，因為其認為僱員對增強本公司生產力和核心競爭力而言是重要財富。向僱員提供具有競爭優勢的薪酬及接受技能培訓的機會與實現僱員個人價值和本集團策略目標息息相關。

本集團與供應商保持良好合作和溝通，並確保雙方互惠互利。本集團亦密切關注客戶滿意度及持續提高服務質量，藉此保持本公司的良好聲譽。

Directors' Report

董事會報告

FINANCIAL STATEMENTS

The results and cash flows of the Group for the year ended 31 December 2017 and the state of affairs of the Company and the Group at that date are set out in the financial statements on pages 40 to 114.

DIVIDENDS

The directors do not recommend the payment of any dividend in respect of the year ended 31 December 2017.

SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on the page 116 of this Annual Report.

FIXED ASSETS

Details of movements in the fixed assets of the Group are set out in note 18 to the financial statements.

SHARE CAPITAL

Details of the Company's share capital during the year are set out in note 29 to the financial statements.

PRE-EMPTIVE RIGHTS

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 31 to the financial statements and in the consolidated statement of changes in equity respectively.

財務報表

本集團截至二零一七年十二月三十一日止年度之業績及現金流量及本公司與本集團於該日之財務狀況載於財務報表第40頁至第114頁。

股息

董事不建議就截至二零一七年十二月三十一日止年度派付任何股息。

財務資料概要

本集團最近五個財政年度之業績及資產、負債及非控股權益概要載於本年報第116頁。

固定資產

本集團固定資產之變動詳情載於財務報表附註18。

股本

年內本公司股本之詳情載於財務報表附註29。

優先購股權

本公司之公司細則或百慕達之法例均無規定本公司必須按比例向現有股東優先配售新股之優先購股權條文。

儲備

年內本公司及本集團之儲備變動詳情分別載於財務報表附註31及綜合權益變動表。

Directors' Report

董事會報告

DISTRIBUTABLE RESERVES

As at 31 December 2017, the Company's reserves available for distribution calculated in accordance with the provisions of the Companies Act 1981 of Bermuda (as amended) was Nil (2016: Nil).

CHARITABLE CONTRIBUTION

During the year, the Group made charitable contribution totaling JPY2,100,000.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for 38% (2016: 35%) of the total sales for the year and sales to the largest customer included therein amounted to 13% (2016: 17%).

Purchases from the Group's five largest suppliers accounted for 77% (2016: 94%) of the total purchases for the year and purchases from the largest supplier included therein amounted to 23% (2016: 83%).

As far as the directors are aware, neither the directors, their close associates, nor those shareholders which to the knowledge of the directors own more than 5% of the Company's issued shares had any interest in the five largest customers and suppliers.

DIRECTORS

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

Executive directors:

Mr. Chen Meng
Mr. Zhou Chen (Appointed on 1 February 2018)
Mr. Yuan Li Min (*Chief Executive Officer*)
(Resigned on 16 January 2018)
Mr. Mak Tin Sang (Resigned on 16 May 2017)

Non-executive director:

Mr. Li Feng Mao (*Chairman*)

可分派儲備

於二零一七年十二月三十一日，根據百慕達一九八一年公司法(經修訂)計算之本公司之可供分派儲備為零(二零一六年：零)。

慈善捐款

年內，本集團作出慈善捐款合共2,100,000日圓。

主要客戶及供應商

於回顧年度內，本集團之五個最大客戶所佔之銷售額佔全年總銷售額38%(二零一六年：35%)，而最大客戶所佔之銷售額佔13%(二零一六年：17%)。

本集團向五個最大供應商之購貨額佔全年購貨總額77%(二零一六年：94%)，而向最大供應商之購貨額佔23%(二零一六年：83%)。

就董事所知，董事及其緊密聯繫人，或持有本公司已發行股份逾5%之股東概無於五個最大客戶及供應商中擁有權益。

董事

於本年度及截至本報告日期止任職之董事為：

執行董事：

陳猛先生
周晨先生(於二零一八年二月一日獲委任)
原立民先生(*行政總裁*)
(於二零一八年一月十六日辭任)
麥天生先生(於二零一七年五月十六日辭任)

非執行董事：

李丰茂先生(*主席*)

Directors' Report

董事會報告

DIRECTORS (CONTINUED)

Independent non-executive directors:

Mr. Wang Song Ling (Appointed on 21 July 2017)
Mr. Li Jing Bo
Mr. Li Wai Kwan (Appointed on 1 February 2018)
Mr. Leung Po Hon (Resigned on 9 November 2017)
Mr. Shigeki Tanaka (Resigned on 2 May 2017)

In accordance with the Company's Bye-law 86(2), Mr. Zhou Chen, Mr. Wang Song Ling and Mr. Li Wai Kwan shall hold office only until the forthcoming annual general meeting, being eligible, will offer themselves for re-election as directors at the forthcoming annual general meeting.

Moreover, in accordance with the Company's Bye-law 87(1), Mr. Li Jing Bo will retire from office by rotation, being eligible, offer himself for re-election as director at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

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

INDEMNITY OF DIRECTORS

The Company has maintained appropriated directors and officers liability insurance and such permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the year.

董事(續)

獨立非執行董事：

王松岭先生(於二零一七年七月二十一日獲委任)
李景波先生
李偉君先生(於二零一八年二月一日獲委任)
梁寶漢先生(於二零一七年十一月九日辭任)
田中茂樹先生(於二零一七年五月二日辭任)

根據本公司細則第86(2)條，周晨先生、王松岭先生及李偉君先生將任職至應屆股東週年大會為止，且符合資格並願意於應屆股東週年大會上重選連任為董事。

此外，根據本公司細則第87(1)條，李景波先生將輪值退任，且符合資格並願意於應屆股東週年大會上重選連任為董事。

董事之服務合約

建議於應屆股東週年大會膺選連任之董事並無與本公司訂立不可由本公司於一年內無需支付賠償(法定賠償除外)而終止之服務合約。

董事之彌償

本公司一直有為董事及本公司主管人員購買適當的責任保險，而該惠及董事的獲准許的彌償條文於年內全年生效，且目前仍在生效中。

Directors' Report

董事會報告

DIRECTORS' INTERESTS IN SHARES

As at 31 December 2017, the interests or short positions of the Directors and chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

Long Positions in Shares and Underlying Shares of the Company:

Name of director	董事姓名	Nature of interest 權益性質	Number and class of shares held 所持股份數目及類別	Percentage 百分比
Li Feng Mao	李丰茂	Interest of controlled corporation 受控制法團權益	2,112,395,735 ordinary shares 股普通股	74.93%

Note:

Mr. Li Feng Mao ("Mr. Li") was deemed to have 2,112,395,735 shares held by HK Guoxin Investment Group Limited by virtue of it being wholly-owned by Mr. Li.

Save as disclosed above, as at 31 December 2017, none of the directors and the chief executive of the Company were, under Divisions 7 and 8 of Part XV of the SFO, taken to be interested or deemed to have any other interests or short positions in the shares, underlying shares or debentures of the Company, that were required to be entered into the register kept by the Company pursuant to section 352 of the SFO or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

董事之股份權益

於二零一七年十二月三十一日，本公司董事及最高行政人員以及彼等之聯繫人於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有本公司根據證券及期貨條例第352條須存置之登記冊所記錄之權益或淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所之權益或淡倉如下：

於本公司股份及相關股份之好倉：

附註：

李丰茂先生（「李先生」）被視為持有由香港國信興業投資集團有限公司的2,112,395,735股股份，乃由於該公司由李先生全資擁有。

除上文所披露者外，於二零一七年十二月三十一日，根據證券及期貨條例第XV部第7及8分部，概無本公司之董事及主要行政人員被當作或視作於本公司之股份、相關股份或債券中，擁有須於本公司根據證券及期貨條例第352條所存置之登記冊中記錄或根據標準守則須知會本公司及聯交所之任何其他權益或淡倉。

Directors' Report

董事會報告

SHARE OPTION SCHEME

Purpose of the scheme

The existing share option scheme (the "Scheme") of the Company was adopted on 25 June 2013 for the purposes of enabling the Group to provide incentives or rewards to eligible participants for their contribution to, and continuing efforts to promote the interests of the Group and to enable the Group to recruit and/or to retain high-calibre employees and attract human resources that are valuable to the Group.

Participants of the scheme

The directors of the Company are authorised, at their discretion, to invite eligible participants, including the directors or any employee (whether full time or part time) of the Group or an affiliate, and any consultant, agent, or advisor of the Group or an affiliate, to take up options (the "Option(s)") to subscribe for shares of the Company under the Scheme.

Total number of shares available for issue

On the adoption date of 25 June 2013, the total number of shares of the Company (the "Shares") available for issue under the Scheme were 263,165,208, representing 10% of the issued Shares of the Company as at the date of adoption of the Scheme.

On 27 May 2016, the ordinary resolution of refreshment of the Scheme limit was approved by shareholders at the annual general meeting of the Company. As at 31 December 2017, total number of Share available for further issue under the Scheme was 281,910,208, representing 10% of the issued shares of the Company.

During the year ended 31 December 2017, no Option had been granted, exercised, lapsed, or was cancelled under the Scheme.

Maximum entitlement of each participant

The maximum number of Shares in respect of which the Options may be granted to any one participant in any twelve-month period shall not exceed 1% of the total number of shares in issue from time to time.

購股權計劃

計劃之目的

本公司現有購股權計劃(「計劃」)乃於二零一三年六月二十五日採納，旨在令本集團鼓勵或嘉獎合資格參與者對本集團利益作出的貢獻及為此繼續努力及使本集團可招聘及／或挽留高才幹僱員，並吸引對本集團有所裨益之人才。

計劃之參與者

本公司董事獲授權酌情邀請合資格參與者，包括本集團或聯屬公司之董事或任何僱員(不論全職或兼職)及任何本集團或聯屬公司之諮詢人、代理人或顧問根據計劃承購購股權(「購股權」)認購本公司股份。

可供發行之股份總數

於採納日期(二零一三年六月二十五日)，本公司根據計劃可供發行的股份(「股份」)總數為263,165,208股，佔本公司於採納計劃當日已發行股份10%。

於二零一六年五月二十七日，一項更新計劃上限之普通決議案獲股東在本公司股東週年大會上批准。於二零一七年十二月三十一日，根據計劃可供進一步發行的股份總數為281,910,208股，佔本公司已發行股份10%。

於截至二零一七年十二月三十一日止年度，概無根據計劃授出、行使、失效或註銷之購股權。

各參與者之最高配額

於任何十二個月期內可授予任何一名參與者之購股權所涉及最高數目股份不得超過不時發行之股份總數1%。

Directors' Report

董事會報告

SHARE OPTION SCHEME (CONTINUED)

Time of exercise of option

The Options may be exercised in accordance with the terms of the Scheme at any time during a period as determined by the directors of the Company and not exceeding ten years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised.

Acceptance of offer

The offer of a grant of share options may be accepted within twenty-one days from the date of offer upon an initial payment of HK\$1 in total for each acceptance.

Basis of determining the exercise price

The exercise price of the Options is determined by the Board in its absolute discretion and shall not be less than whichever is the highest of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of the grant, which must be a business day;
- (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the grant; and
- (c) the nominal value of a Share.

Remaining life of the Scheme

The Scheme became effective on 25 June 2013 and will remain in force for a period of 10 years from that date.

購股權計劃(續)

行使購股權之時間

購股權可於本公司董事釐定之期間根據計劃之條款隨時行使，但不得超過自授出日期起計十年。並無訂明行使購股權前須持有之最短期限。

接納要約

授出購股權之要約可自要約日期後二十一日內於就每次接納初次支付合共1港元後獲接納。

釐定行使價之基準

購股權之行使價由董事會全權酌情釐定且不得低於以下最高者：

- (a) 於授出日期(必須為營業日)聯交所每日報價表所列股份之收市價；
- (b) 緊接授出日期前五個交易日聯交所每日報價表所列股份之平均收市價；及
- (c) 股份之賬面值。

計劃之餘下年期

計劃於二零一三年六月二十五日生效及將於該日起十年期間內維持有效。

Directors' Report

董事會報告

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 36 to the financial statements, no transaction, arrangement or contract of significance to which the company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a director of the company had a material interest, subsisted at the end of the year or at any time during the year.

DISCLOSURE OF INFORMATION ON DIRECTORS

Pursuant to rule 13.51B(1) of the Listing Rules, the changes of the information on director is as follows:

Mr. Zhou Chen was appointed as the Company Secretary of the Company with effect from 1 March 2018.

RELATED PARTY TRANSACTIONS

Details of transactions between the Group and parties regarded as "Related Parties" under applicable accounting principles are set out in note 36 to the financial statements. No transaction disclosed thereto constitutes connected transaction or continuing connected transaction of the Company subject to, among other things, reporting, announcement or independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2017, none of the Directors or any of their respective close associates (as defined in the Listing Rules) had any interest in a business that competes or may compete with the business of the Group.

董事於交易、安排及合約之權益

除財務報表附註36所披露者外，概無於年終或年內任何時間有效訂立本公司或其控股公司、附屬公司或同系附屬公司為訂約方及對彼等而言屬重大，且本公司董事擁有重大權益之交易、安排或合約。

董事資料披露

根據上市規則第13.51B(1)條，董事資料變動如下：

周晨先生獲委任為本公司公司秘書，自二零一八年三月一日起生效。

關連人士交易

本集團與適用會計原則下被視為「關連人士」各方之交易詳情載於財務報表附註36。於本報告披露的交易概無構成本公司關連交易或持續關連交易而須遵守(其中包括)上市規則第14A章下有關申報、公告或獨立股東批准的規定。

董事於競爭業務之權益

於二零一七年十二月三十一日，概無董事或彼等各自的緊密聯繫人(定義見上市規則)於與本集團業務構成競爭或可能構成競爭的業務中擁有任何權益。

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTEREST IN SHARES

As at 31 December 2017, the interests or short positions of the following substantial shareholders (other than persons who were directors and chief executive of the Company) in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:

Long positions in shares and underlying shares of the company:

主要股東之股份權益

於二零一七年十二月三十一日，下列主要股東（本公司董事及主要行政人員除外）於本公司之股份及相關股份，擁有本公司根據證券及期貨條例第336條之規定須存置之登記冊所記錄之權益或淡倉如下：

於本公司股份及相關股份之好倉：

Name of shareholders 股東名稱	Nature of interest 權益性質	Number and class of shares held 所持股份數目及類別	Percentage 百分比
HK Guoxin Investment Group Limited ("HK Guoxin") (Note 1) 香港國信興業投資集團有限公司 ("香港國信") (附註1)	Beneficial owner 實益擁有人	2,112,395,735 ordinary shares 普通股	74.93%
Clever Robust Limited ("Clever Robust") (Note 2) Clever Robust Limited ("Clever Robust") (附註2)	Person having a security interest in shares 於股份擁有證券權益的人士	2,112,395,735 ordinary shares 普通股	74.93%
Huarong Investment Stock Corporation Limited ("Huarong Inv. Stock") (Note 2) 華融投資股份有限公司("華融投資股份") (附註2)	Interest of a controlled corporation 受控制法團權益	2,112,395,735 ordinary shares 普通股	74.93%
Right Select International Limited ("Right Select") (Note 2) Right Select International Limited ("Right Select") (附註2)	Interest of a controlled corporation 受控制法團權益	2,112,395,735 ordinary shares 普通股	74.93%
China Huarong International Holdings Limited ("China Huarong Int'l") (Note 2) 中國華融國際控股有限公司 ("中國華融國際") (附註2)	Interest of a controlled corporation 受控制法團權益	2,112,395,735 ordinary shares 普通股	74.93%
中國華融資產管理股份有限公司 ("中國華融資產") (Note 2) 中國華融資產管理股份有限公司 ("中國華融資產") (附註2)	Interest of a controlled corporation 受控制法團權益	2,112,395,735 ordinary shares 普通股	74.93%

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTEREST IN SHARES (CONTINUED)

Long positions in shares and underlying shares of the company: (continued)

Notes:

- (1) The entire issued shares of HK Guoxin were owned by Mr. Li Feng Mao.
- (2) On 14 December 2017, the Company was notified by DION system, five DI notices were filed with the Stock Exchange pursuant to section 324 of Part XV of the Securities and Futures Ordinance from Clever Robust, Huarong Inv. Stock, Right Select, China Huarong Int'l and 中國華融資產。According to these notices, Clever Robust became having securities interest in 2,112,395,735 shares of the Company (the "Shares") which beneficially owned by HK Guoxin, the Shares were charged to Clever Robust on 11 December 2017, while Huarong Inv. Stock, Right Select, China Huarong Int'l and 中國華融資產 own corporate interests of the Shares through its interest in Clever Robust.
- (3) On 14 December 2017, the Company also was notified by received two DI notices pursuant to section 324 of Part XV of the Securities and Futures Ordinance from Zhongtai International Asset Management Limited ("Zhongtai Int'l") and Qilu International Funds SPC ("Qilu"). According to these notices, Zhongtai Int'l and Qilu ceased to have securities interest in the Shares. The charge of the Shares between Zhongtai and HK Guoxin was released on 12 December 2017.

Save as disclosed above, as at 31 December 2017, the Company had not been notified of any other persons (other than persons who were directors and chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

LOAN AGREEMENT WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDER

On 12 August 2016, the Company accepted a facility letter relating to a two-year term loan facility in an aggregate amount of HK\$200,000,000 (the "Facility") (the "Facility Letter") offered by a licensed bank in Hong Kong (the "Bank").

As one of the undertakings requested by the Bank in the Facility Letter, Mr. Li Feng Mao (the ultimate controlling shareholder of the Company), shall hold, directly or indirectly, over 50% controlling shares of the Company during the Facility period. A breach of the aforesaid undertaking may constitute an event of default and all amounts (including principal and interest) due or owing by the Company to the Bank shall become immediately due and payable by the Company.

主要股東之股份權益(續)

於本公司股份及相關股份之好倉：(續)

附註：

- (1) 香港國信全部已發行股份由李丰茂先生擁有。
- (2) 於二零一七年十二月十四日，本公司獲線上權益披露系統通知，Clever Robust、華融投資股份、Right Select、中國華融國際及中國華融資產根據證券及期貨條例第XV部第324條向聯交所提交五份權益披露通知書。根據該等權益披露通知書，Clever Robust已於2,112,395,735股由香港國信實益擁有之本公司股份(「股份」)中擁有證券權益，有關股份於二零一七年十二月十一日質押予Clever Robust，而華融投資股份、Right Select、中國華融國際及中國華融資產則透過其於Clever Robust之權益擁有股份之法團權益。
- (3) 於二零一七年十二月十四日，本公司亦接獲由中泰國際資產管理有限公司(「中泰國際」)及Qilu International Funds SPC(「Qilu」)根據證券及期貨條例第XV部第324條發出之兩份權益披露通知書。根據該等權益披露通知書，中泰國際及Qilu不再於股份中擁有證券權益。中泰與香港國信之間的股份押記已於二零一七年十二月十二日解除。

除上文所披露者外，於二零一七年十二月三十一日，本公司不知悉任何其他人士(本公司董事及主要行政人員除外)按照本公司根據證券及期貨條例第336條之規定所存置之登記冊所記錄於本公司之股份及相關股份擁有權益或淡倉。

附帶控股股東特定表現契約之貸款協議

於二零一六年八月十二日，本公司接納由一家香港持牌銀行(「該銀行」)授出，總額為200,000,000港元之兩年期定期貸款(「貸款」)之貸款協議(「貸款協議」)。

該銀行於貸款協議列出所要求之其中一項保證，是李丰茂先生(本公司之最終控股股東)須於貸款期間內直接或間接持續持有本公司超過50%的控制性股權。違反前述保證可構成一項違約事件，本公司可被要求即時償還本公司應付或結欠該銀行的所有尚未償還金額(包括本金及利息)。

Directors' Report

董事會報告

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2017.

PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the directors, as at the date of the report, the Company has maintained the prescribed public float under the Listing Rules.

AUDITORS

A resolution was approved by shareholders at the annual general meeting held on 27 May 2016, Crowe Horwath (HK) CPA Limited ("Crowe Horwath") was appointed as auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. But after taking into account several factors including the level of audit works required, the level of audit fees and its available internal resources, Crowe Horwath resigned as the auditor of the Company with effect from 12 May 2017.

Afterwards, a resolution was approved by the shareholders at the special general meeting of the Company held on 15 June 2017, RSM Hong Kong ("RSM HK") was appointed as the new auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

The consolidated financial statements of the Company for the year ended 31 December 2017 were audited by RSM HK. RSM HK shall retire as auditor of the Company at the forthcoming annual general meeting. A resolution for the re-appointment of RSM HK as auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Zhou Chen
Executive Director

Hong Kong, 29 March 2018

購買、出售或贖回本公司上市證券

截至二零一七年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

公眾持股量

根據本公司可公開獲得之資料，及據董事所知，於本報告日期本公司已維持上市規則規定之公眾持股量水平。

核數師

股東於二零一六年五月二十七日舉行的股東週年大會上批准一項決議案，國富浩華(香港)會計師事務所有限公司(「國富浩華」)獲委任為本公司核數師，任期直至本公司下屆股東週年大會結束為止，惟經考慮所需的審計工作量、審計費用及其可用的內部資源等數項因素後，國富浩華已辭任本公司核數師，自二零一七年五月十二日起生效。

其後，股東在本公司於二零一七年六月十五日舉行的股東特別大會上批准一項決議案，中瑞岳華(香港)會計師事務所(「中瑞岳華」)已獲委任為本公司之新核數師，任期直至本公司下屆股東週年大會結束為止。

本公司截至二零一七年十二月三十一日止年度之綜合財務報表由中瑞岳華審核。中瑞岳華將於應屆股東週年大會退任本公司核數師。於應屆股東週年大會上將提呈一項決議案重新委聘中瑞岳華為本公司核數師。

代表董事會

周晨
執行董事

香港，二零一八年三月二十九日

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company (the “Board”) believes that good corporate governance is crucial to improve the efficiency and performance of the Company and to safeguard the interests of the shareholders.

During the year ended 31 December 2017, the Company had applied the principles of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and complied with all the applicable code provisions of the Code, except that the Chairman of the Board was absent from the general meeting of the Company due to other important engagement at the relevant time.

The Company considers that sufficient measures have been taken to ensure that the Company’s corporate governance practices are no less exacting than the Code. The Company will periodically review and improve its corporate governance practices with reference to the latest development of corporate governance.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the code of conduct regarding directors’ securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) in Appendix 10 of the Listing Rules. Following specific enquiry by the Company, all directors confirmed that they have complied with the required standards as set out in the Model Code throughout the year.

BOARD OF DIRECTORS

Composition of the Board of Directors

The composition of the Board during the year of 2017 and up to the date of this Report was as follows:

Executive directors:

Mr. Chen Meng
Mr. Zhou Chen (Appointed on 1 February 2018)
Mr. Yuan Li Min (*Chief Executive Officer*)
(Resigned on 16 January 2018)
Mr. Mak Tin Sang (Resigned on 16 May 2017)

Non-executive director:

Mr. Li Feng Mao (*Chairman*)

企業管治常規

本公司董事會(「董事會」)相信良好的企業管治對提升本公司的效率及表現和保障股東的權益而言至為關鍵。

截至二零一七年十二月三十一日止年度，本公司已採用香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四所載的企業管治守則(「企業管治守則」)原則，並已遵守企業管治守則所有適用守則條文，惟董事會主席因須於相關時間處理其他重要公務而缺席本公司股東大會除外。

本公司認為已採取充足措施，確保本公司的企業管治常規不遜於企業管治守則。本公司將參考最新的企業管治發展，定期審閱及改善其企業管治常規。

董事證券交易

本公司已採納上市規則附錄10上市發行人董事進行證券交易的標準守則(「標準守則」)所載有關董事進行證券交易之操守守則。本公司經作出具體查詢後，所有董事確認，彼等於全年內一直遵守標準守則所載規定準則。

董事會

董事會的組成

於二零一七年及直至本報告日期的董事會成員如下：

執行董事：

陳猛先生
周晨先生(於二零一八年二月一日獲委任)
原立民先生(*行政總裁*)
(於二零一八年一月十六日辭任)
麥天生先生(於二零一七年五月十六日辭任)

非執行董事：

李丰茂先生(*主席*)

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (CONTINUED)

Composition Of the Board of Directors (continued)

Independent non-executive directors:

Mr. Wang Song Ling (Appointed on 21 July 2017)
 Mr. Li Jing Bo
 Mr. Li Wai Kwan (Appointed on 1 February 2018)
 Mr. Leung Po Hon (Resigned on 9 November 2017)
 Mr. Shigeki Tanaka (Resigned on 2 May 2017)

The following table shows the attendance of each individual member of the Board at the respective meetings of the Board and the respective Board Committees as well as the general meeting held during the year ended 31 December 2017:

Name of Directors	董事姓名	Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	General Meeting 股東大會
<i>Executive directors:</i>						
Mr. Chen Meng	陳猛先生	5/5	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Yuan Li Min ^(Note 1)	原立民先生 ^(附註1)	5/5	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Mak Tin Sang ^(Note 2)	麥天生先生 ^(附註2)	2/2	N/A 不適用	N/A 不適用	N/A 不適用	0/0
<i>Non-executive director:</i>						
Mr. Li Feng Mao	李丰茂先生	5/5	N/A 不適用	N/A 不適用	N/A 不適用	0/2
<i>Independent non-executive directors:</i>						
Mr. Wang Song Ling ^(Note 3)	王松岭先生 ^(附註3)	2/2	1/1	0/0	0/0	0/0
Mr. Li Jing Bo	李景波先生	4/5	1/2	1/1	1/1	2/2
Mr. Leung Po Hon ^(Note 4)	梁寶漢先生 ^(附註4)	5/5	2/2	1/1	1/1	2/2
Mr. Shigeki Tanaka ^(Note 5)	田中茂樹先生 ^(附註5)	0/1	0/1	0/1	0/1	0/0

Notes:

- Mr. Yuan Li Min resigned on 16 January 2018
- Mr. Mak Tin Sang resigned on 16 May 2017
- Mr. Wang Song Ling was appointed on 21 July 2017
- Mr. Leung Po Hon resigned on 9 November 2017
- Mr. Shigeki Tanaka resigned on 2 May 2017
- Mr. Zhou Chen and Mr. Li Wai Kwan were appointed as the directors of the Company on 1 February 2018, so that they did not participate in the meetings of the Company during the year of 2017.

董事會 (續)

董事會的組成 (續)

獨立非執行董事:

王松岭先生(於二零一七年七月二十一日獲委任)
 李景波先生
 李偉君先生(於二零一八年二月一日獲委任)
 梁寶漢先生(於二零一七年十一月九日辭任)
 田中茂樹先生(於二零一七年五月二日辭任)

下表載列董事會各個別成員出席於截至二零一七年十二月三十一日止年度舉行的各次董事會及董事委員會會議和股東大會的記錄:

附註:

- 原立民先生已於二零一八年一月十六日辭任
- 麥天生先生已於二零一七年五月十六日辭任
- 王松岭先生已於二零一七年七月二十一日獲委任
- 梁寶漢先生已於二零一七年十一月九日辭任
- 田中茂樹先生已於二零一七年五月二日辭任
- 周晨先生及李偉君先生乃於二零一八年二月一日獲委任為本公司董事，故此彼等並無參與本公司於二零一七年內舉行之會議。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (CONTINUED)

Functions of the Board

The Board supervises the management of the business and affairs of the Company and its subsidiaries (the "Group"). Apart from its statutory duties, the Board reviews and approves the Group's strategic plans, key operational initiatives, major investments and funding decisions, annual business plans, reviews the financial performance of the Group and evaluates the performance and compensation of senior management personnel.

Guidelines are established which specify certain material transactions that require the Board's approval which include mergers and acquisitions, divestments and major capital expenditure.

The Board has separate and independent access to management and the company secretary. Management provides the Board with reports of the Group's performance, financial position and prospects, and these are reviewed by the Board at Board meeting. Directors may obtain independent professional advice in furtherance of their duties at the Group's expense.

The Company has arranged for appropriate liability insurance for the Directors for indemnifying their liabilities arising out of corporate activities. The insurance coverage is reviewed on an annual basis.

Independent non-executive directors

In compliance with Rules 3.10(1) and 3.10A of the Listing Rules, there are three independent non-executive directors representing at least one-third of the Board. Among the three independent non-executive directors, one of them has appropriate professional qualifications in accounting or relevant financial management expertise as required by Rule 3.10(2) of the Listing Rules.

The Company has received from each independent non-executive director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Company considered all of them to be independent.

董事會(續)

董事會的職能

董事會監督本公司及其附屬公司(「本集團」)之業務及事務管理。除法定職責外，董事會亦負責審閱及批准本集團之策略規劃、主要營運措施、重大投資及融資決策、年度業務規劃、審閱本集團之財務表現，以及評估高級管理人員之表現及薪酬。

已制定列明必須經董事會批准之若干重大交易(包括合併及收購、撤資及重大資本開支)之指引。

董事會可分開及獨立地接觸管理層及公司秘書。管理層向董事會提供本集團之表現、財務狀況及前景之報告，該等報告由董事會於董事會會議時審閱。董事可就履行其職責獲取獨立專業意見，費用由本集團承擔。

本公司已為董事安排合適的責任保險，以彌償彼等因企業活動而產生的責任，並每年檢討保險保障。

獨立非執行董事

為遵守上市規則第3.10(1)及3.10A條的規定，董事會中有三名獨立非執行董事，最少佔董事會三分之一。根據上市規則第3.10(2)條，三名獨立非執行董事中，其中一名具備適合的會計專業資格或相關金融管理專長。

本公司已收到每位獨立非執行董事根據上市規則第3.13條作出之年度獨立性確認，本公司認為彼等均為獨立。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (CONTINUED)

Directors' continuous professional development

Directors are encouraged to participate in continuing professional development to develop and refresh their knowledge and skills.

During the year, all directors received briefings and updates on the Group's business, operations, risk management and corporate governance matters. Materials on new or changes to rules and regulations applicable to the Company were provided to them. The Company has received from each of Directors the confirmation on and training record of taking continuous professional training.

CHAIRMAN AND CHIEF EXECUTIVE

During the year of 2017, Mr. Li Feng Mao ("Mr. Li") performed the role of the Chairman of the Company and Mr. Yuan Li Min ("Mr. Yuan") performed the role of the Chief Executive Officer of the Company separately.

The aim of the separation of the roles of Chairman and the Chief Executive Officer of the Company is to delineate their respective areas of responsibility, power and authority. Mr. Li focuses on formulating the corporate direction and strategies of the Company. Mr. Yuan is responsible for the implementation of the strategic plans and policies adopted by the Board effectively.

NON-EXECUTIVE DIRECTORS

All the non-executive and independent non-executive directors have entered into letters of appointment with the Company for a term of three years subject to the requirements of the Listing Rules and the Bye-laws of the Company, including the requirement of retirement by rotation and re-election or standing for re-election at annual general meetings of the Company at least once every three years.

董事會(續)

董事持續專業發展

本公司鼓勵董事參與持續專業發展，以建立及更新彼等的知識及技術。

年內，全體董事獲發有關本集團業務、營運、風險管理及企業管治事宜的簡介及最新資料，亦獲提供有關本公司適用規則及法規的新發展或變動的材料。本公司接獲各董事就接受持續專業培訓發出的確認及培訓記錄。

主席及行政總裁

於二零一七年，李丰茂先生(「李先生」)與原立民先生(「原先生」)分別擔任本公司的主席及本公司的行政總裁。

本公司主席及行政總裁的角色分開乃旨在區分彼等各自在責任、權力及權限的範疇。李先生專注於制定本公司的企業方針及策略。原先生負責有效地執行董事會所採納的策略性規劃及政策。

非執行董事

全體非執行董事及獨立非執行董事已與本公司訂立委任函，為期三年，須遵守上市規則及本公司之公司細則的規定，包括至少每三年一次在本公司的股東週年大會上輪席退任並膺選連任或尋求重選連任的規定。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES

Audit committee

The Company established an audit committee (the "Audit Committee") with written terms of reference. The audit committee is responsible for reviewing and monitoring the financial reporting process and internal control system of the Company, and shall assist the Board to fulfill its responsibility over the audit process.

During the year of 2017 and up to the date of this Report, the Audit Committee comprises all independent non-executive directors of the Company, they are as follows:

Mr. Li Wai Kwan (*the Chairman of the Committee*)
(Appointed on 1 February 2018)

Mr. Li Jing Bo

Mr. Wang Song Ling (Appointed on 21 July 2017)

Mr. Leung Po Hon (Resigned on 9 November 2017)

Mr. Shigeki Tanaka (Resigned on 2 May 2017)

During the year ended 31 December 2017, the Audit Committee met two occasions with the presence of external auditors and discharged its responsibilities in its review of the interim and annual results. The work performed by the Audit Committee for the year ended 31 December 2017 included reviewing and discussion of the following:

- the consolidated financial statements for the year ended 31 December 2016 of the Group, with a recommendation to the Board for approval;
- the consolidated financial statements for the six months ended 30 June 2017 of the Group, with are recommendation to the Board for approval;
- the appointment of the external auditor, the remuneration and terms of engagement of external auditor, with a recommendation to the Board for approval;
- the risk management and internal control system of the Group;
- the audit process and its effectiveness, audit fees and independence and objectivity of the external auditors for the year ended 31 December 2017, with a recommendation to the Board for approval; and

董事委員會

審核委員會

本公司已成立審核委員會(「審核委員會」)，並制定書面職權範圍。審核委員會負責審閱及監察本公司的財務申報程序及內部監控系統，並須在審核過程中協助董事會履行其責任。

於二零一七年及直至本報告日期，審核委員會由本公司全體獨立非執行董事組成，包括：

李偉君先生(委員會主席)

(於二零一八年二月一日獲委任)

李景波先生

王松岭先生(於二零一七年七月二十一日獲委任)

梁寶漢先生(於二零一七年十一月九日辭任)

田中茂樹先生(於二零一七年五月二日辭任)

於截至二零一七年十二月三十一日止年度，審核委員會在外聘核數師在場的情況下舉行兩次會議，並已履行其審閱中期及全年業績的責任。審核委員會就截至二零一七年十二月三十一日止年度所履行的工作包括審閱及討論以下各項：

- 本集團截至二零一六年十二月三十一日止年度的綜合財務報表，並推薦董事會批准；
- 本集團截至二零一七年六月三十日止六個月的綜合財務報表，並推薦董事會批准；
- 委任外聘核數師以及委聘外聘核數師之薪酬及條款，並推薦董事會批准；
- 本集團的風險管理及內部監控系統；
- 截至二零一七年十二月三十一日止年度外聘核數師的審核程序及其有效性、審核費及獨立性和客觀性，並推薦董事會批准；及

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (CONTINUED)

Audit committee (continued)

- f. the compliance status of the Group with the Listing Rules and legal requirements in relation to financial reporting.

The Audit Committee has reviewed the consolidated financial statements for the year ended 31 December 2017 of the Group, with a recommendation to the Board for approval.

Remuneration committee

The Company established a remuneration committee (the "Remuneration Committee") with written terms of reference. The primary responsibilities of the Remuneration Committee are to review and make recommendations to the Board on the overall remuneration policy and structure relating to all directors and senior management of the Company.

During the year of 2017 and up to the date of this Report, the Remuneration Committee comprises all independent non-executive directors of the Company, they are as follows:

Mr. Li Jing Bo (*the Chairman of the Committee*)
Mr. Wang Song Ling (Appointed on 21 July 2017)
Mr. Li Wai Kwan (Appointed on 1 February 2018)
Mr. Leung Po Hon (Resigned on 9 November 2017)
Mr. Shigeki Tanaka (Resigned on 2 May 2017)

For the year ended 31 December 2017, the Remuneration Committee held one meeting and preformed the work included the followings:

- reviewing and discussing the then existing remuneration package of the directors of the Company; and
- making recommendation of new remuneration packages of the directors and communicating to the Board.

The remuneration of directors is determined with reference to their duties and responsibilities, market conditions and performance of the Group. Details of emoluments of directors for the year ended 31 December 2017 are set out in note 16 to the financial statements.

董事委員會 (續)

審核委員會 (續)

- f. 本集團就財務申報遵守上市規則及法律規定的情況。

審核委員會已審閱本集團截至二零一七年十二月三十一日止年度的綜合財務報表，並推薦董事會批准。

薪酬委員會

本公司已成立薪酬委員會(「薪酬委員會」)，並制定書面職權範圍。薪酬委員會的主要職責是審閱本公司全體董事及高級管理層的整體薪酬政策及架構，並向董事會作出推薦建議。

於二零一七年及直至本報告日期，薪酬委員會由本公司全體獨立非執行董事組成，包括：

李景波先生(委員會主席)
王松岭先生(於二零一七年七月二十一日獲委任)
李偉君先生(於二零一八年二月一日獲委任)
梁寶漢先生(於二零一七年十一月九日辭任)
田中茂樹先生(於二零一七年五月二日辭任)

於截至二零一七年十二月三十一日止年度，薪酬委員會曾舉行一次會議並進行包括以下各項在內的工作：

- 審閱及討論本公司董事的現有薪酬待遇；及
- 就董事的新薪酬待遇向董事會作出推薦建議，並與董事會溝通。

董事的薪酬乃參考彼等的職務及責任、市況及本集團的表現釐定。截至二零一七年十二月三十一日止年度的董事酬金詳情載於財務報表附註16。

Corporate Governance Report

企業管治報告

BOARD COMMITTEES (CONTINUED)

Nomination committee

The Company established a nomination committee (the "Nomination Committee") with written terms of reference. The primary responsibilities of the Nomination Committee are to review the structure, size, composition and diversity of the Board on a regular basis and to make recommendations to the Board the suitable candidates for directorship after consideration of the nominees' independence and quality in order to ensure fairness and transparency of all nominations.

During the year of 2017 and up to the date of this Report, the Nomination Committee comprises all independent non-executive directors of the Company, they are as follows:

Mr. Wang Song Ling (*the Chairman of the Committee*)
(Appointed on 21 July 2017)
Mr. Li Jing Bo
Mr. Li Wai Kwan (Appointed on 1 February 2018)
Mr. Leung Po Hon (Resigned on 9 November 2017)
Mr. Shigeki Tanaka (Resigned on 2 May 2017)

For the year ended 31 December 2017, the Nomination Committee held one meeting and preformed the work included the followings:

- reviewing the structure, size composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board;
- reviewing the re-appointment of retiring directors for re-election;
- assessing the independence of the Independent Non-Executive Directors; and
- making recommendation to the Board on the appointment of director.

董事委員會 (續)

提名委員會

本公司已成立提名委員會(「提名委員會」)，並制定書面職權範圍。提名委員會的主要職責是定期審閱董事會的架構、人數、組成及多元化，並在考慮提名人的獨立性及資格後，就適當的董事候選人向董事會作出推薦建議，藉此確保所有提名公平及透明。

於二零一七年及直至本報告日期，提名委員會由本公司全體獨立非執行董事組成，包括：

王松嶺先生(委員會主席)
(於二零一七年七月二十一日獲委任)
李景波先生
李偉君先生(於二零一八年二月一日獲委任)
梁寶漢先生(於二零一七年十一月九日辭任)
田中茂樹先生(於二零一七年五月二日辭任)

於截至二零一七年十二月三十一日止年度，提名委員會曾舉行一次會議並進行包括以下各項在內的工作：

- 審閱董事會的架構、人數、組成及多元化(包括但不限於性別、年齡、文化及教育背景、專業經驗、技術、知識及服務年期)；
- 審閱參與重選的退任董事的重新委聘事宜；
- 評估獨立非執行董事的獨立性；及
- 就委任董事向董事會作出推薦建議。

Corporate Governance Report

企業管治報告

BOARD DIVERSITY POLICY

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

CORPORATE GOVERNANCE FUNCTIONS

The Company's corporate governance functions are carried out by the Board pursuant to the applicable code provisions of the CG Code which include:

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

The Board had reviewed the corporate governance matters of the Company for the year ended 31 December 2017, except for the deviation disclosed previously, the Company had complied with the principles and applicable code provisions of the CG Code and was not aware of any non-compliance to relevant applicable legal and regulatory requirements.

董事會多元化政策

建立多元化董事會可改善其運作質素，有關益處獲本公司認可及歡迎。候選人之選舉將基於廣泛多元化角度，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年限。最終決定將取決於獲選候選人將給予董事會之價值及貢獻。

企業管治職能

本公司之企業管治職能由董事會根據企業管治守則之適用守則條文而履行，當中包括：

- a. 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- b. 檢討及監察本公司董事及高級管理人員的培訓及持續專業發展；
- c. 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- d. 制定、檢討及監察適用於本公司僱員及董事之操守守則及合規手冊(如有)；及
- e. 檢討本公司遵守企業管治守則之情況及在企業管治報告內之披露。

董事會已檢討本公司截至二零一七年十二月三十一日止年度之企業管治事宜。除上文所披露之偏離者外，本公司已遵守企業管治守則之原則及適用守則條文，而並不知悉任何違反有關適用法律及法規要求之情況。

Corporate Governance Report

企業管治報告

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements for the financial year ended 31 December 2017, which give a true and fair view of the state of affairs of the Company and of the Group at the date and of the Group's results and cash flows for the year then ended and are properly prepared on the going concern basis in accordance with the statutory requirements and accounting standards. The directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The statement of the auditor of the Company about their reporting responsibilities on the financial statements of the Company is set out in the Independent Auditor's Report on pages 33 to 39 of the Annual Report 2017.

AUDITOR'S REMUNERATION

For the year ended 31 December 2017, the auditor of the Company and its subsidiaries would receive approximately HK\$705,000 (2016: HK\$570,000) for audit and audit related services, and HK\$60,000 (2016: HK\$72,000) for other services.

COMPANY SECRETARY

During the year of 2017, Ms. Yuen Wing Kwan ("Ms. Yuen") was the Company Secretary of the Company, who has complied with all the qualifications under the Listing Rules.

董事就財務報表須承擔之責任

董事確認其負責編製截至二零一七年十二月三十一日止財政年度之財務報表，該等財務報表真實而公平地反映本公司及本集團於該日之財務狀況，及截至該日止年度本集團之業績及現金流量，並根據法定規例及會計準則採用持續經營基準妥為編製。董事並不知悉任何重大不確定因素涉及事件或情況，從而可能對本集團的持續經營能力造成重大疑慮。

本公司核數師就其有關本公司財務報表之申報責任作出之聲明載於二零一七年年報第33頁至第39頁之獨立核數師報告。

核數師薪酬

於截至二零一七年十二月三十一日止年度，本公司及其附屬公司之核數師合共就審核及審核相關服務收取約705,000港元(二零一六年：570,000港元)，及就其他服務收取60,000港元(二零一六年：72,000港元)。

公司秘書

於二零一七年，袁詠筠女士(「袁女士」)為本公司的公司秘書。袁女士符合上市規則所有資格規定。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

Convening a special general meeting

Pursuant to the Bye-law 58 of the Company, a special general meeting may be convened by the Board upon requisition by any shareholder holding not less than one-tenth of the issued share capital of the Company and the securities being held carrying the right of voting at any general meetings of the Company. The shareholder shall make a written requisition to the Board or the Company Secretary of the Company at the principal place of business in Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal regarding any specified transaction/business and its supporting documents.

The Board shall arrange to hold such general meeting within two (2) months after the receipt of such written requisition. The Company shall serve requisite notice of the general meeting, including the time, place of meeting and particulars of resolutions to be considered at the meeting and the general nature of the business. If within twenty-one (21) days of the receipt of such written requisition, the Board fails to proceed to convene such special general meeting, the shareholder shall do so pursuant to the provisions of Section 74(3) of the Companies Act of Bermuda.

Putting enquiries to the board

Shareholders may send their enquiries and concerns in writing to the Board by addressing them to the Company Secretary at the principal place of business in Hong Kong and the Company Secretary shall then forward the same to the appropriate executives of the Company or members in the Board for further handling.

Putting forward proposals at shareholders' meeting

A shareholder shall make a written requisition to the Board or the Company Secretary of the Company at the principal place of business in Hong Kong, specifying the shareholding information of the shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

股東權利

應股東請求召開股東特別大會

根據本公司之公司細則第58條，倘持有不少於本公司已發行股本(附有於本公司任何股東大會上之投票權)及證券十分之一之股東提出請求，則董事會可召開股東特別大會。股東須將書面請求寄往本公司之香港主要營業地點，向本公司董事會或公司秘書提出請求。該書面請求須列明股東之持股資料、其聯絡詳情及有關任何指定事務/事項之建議及其支持文件。

董事會須於接獲有關書面請求後兩(2)個月內舉行該股東大會。本公司須送達所需之股東大會通告，當中註明會議舉行時間、地點及將於會上考慮之決議案內容以及該事項之一般性質。倘董事會未能於接獲該書面請求後二十一(21)日內召開該股東特別大會，則根據百慕達公司法第74(3)條之條文，該股東可召開該大會。

向董事會提出查詢

股東可以書面方式將其向董事會提出的查詢及關注事項郵寄至香港主要營業地點，註明公司秘書收，公司秘書其後會將有關查詢及關注事項轉交本公司適當的執行人員或董事會成員進一步跟進。

於股東大會上提出建議

股東可將書面呈請遞交至香港主要營業地點予本公司董事會或公司秘書，列明股東的持股資料、其聯絡資料及其擬於股東大會上就任何特定交易/事務提呈的建議和其支持文件。

Corporate Governance Report

企業管治報告

INVESTOR RELATIONS

The Directors meet and communicate with shareholders at the general meeting of the Company. The Chairman proposes separate resolutions for each issue to be considered and put each proposed resolution to the vote by way of a poll. Voting results are posted on the Company's website on the day of the general meeting.

Our Company's website which contains corporate information, corporate governance practice, interim and annual reports, announcements and circulars issued by the Company enables the Company's shareholders to have timely and updated information of the Company.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining appropriate and effective risk management and internal control systems for the Group. The systems are designed to manage the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Company has formulated a policy and procedures on disclosure of inside information (the "Policy") in accordance with Part XIVA of the Securities and Futures Ordinance, the Listing Rules and the Guidelines on Disclosure of Inside Information published by the Securities and Futures Commission. The policy applies to all employees of the Company. The Board will be responsible for adopting and periodically reviewing and updating the Policy.

Moreover, the Company has employed an external consultant to review and comment the Group's financial reporting procedures, system and internal controls for the year ended 31 December 2017. The consultant has provided to the Board a review report (the "Report") which contain recommendations to address the identified control design and implementation effectiveness. The Board has reviewed the Report and has made the improvement to the Company's risk management and internal control systems.

A year-end review of the effectiveness of the Company's and its subsidiaries risk management and internal control systems has been conducted annually and the systems are considered to be effective and adequate.

投資者關係

董事於本公司股東大會上與股東會面及溝通。主席就將予考慮之各項事宜提呈獨立決議案，並將每項提呈之決議案以投票方式進行表決。投票表決結果將於股東大會當日在本公司網站登載。

本公司之網址載有公司資料，企業管治常規、本公司所刊發的中期及年度報告、公佈及通函，以便本公司股東及時得悉本公司的最新消息。

風險管理及內部監控

董事會全權負責評估及釐定本集團達成策略目標時所願意接納的風險性質及程度，並維持本集團合適及有效的風險管理及內部監控系統。該等系統的設計為管理未能實現業務目標之風險；對重大錯誤陳述或損失，只能提供合理的，而不是絕對的保證。

本公司已根據證券及期貨條例第XIVA部、上市規則以及證券及期貨事務監察委員會頒佈的內幕消息披露指引，制定有關披露內幕消息的政策及程序（「該政策」）。該政策適用於本公司全體僱員。董事會將負責採納以及定期檢討及更新該政策。

另外，本公司已委聘一名外部顧問，以審閱本集團截至二零一七年十二月三十一日止年度的財務申報程序、系統及內部監控，並就此提出意見。顧問已為董事會提供審閱報告（「報告」），當中載有解決已識別監控設計及實施效能的推薦建議。董事會已審閱報告，並已改良本公司的風險管理及內部監控系統。

本公司及其附屬公司的風險管理及內部監控系統每年進行一次年終效能審閱，有關系統被視為有效及充足。

Directors' Biographies

董事履歷

EXECUTIVE DIRECTOR

Mr. Chen Meng, aged 45, was appointed as an executive director of the Company on 6 November 2015. Mr. Chen has abundance experience in corporate management, investment and capital management. Mr. Chan is currently the General Manager of Xin Tian Di Group Jilin Investment Company Limited and Xin Tian Di Investment Group Changchun Zhi Ye Company Limited. He was the general manager of Jilin Long Xin Asset Management Company from 2003 to 2006. Prior to that he was in charge of the Finance department of the Changchun office of China Petroleum Shares Company Limited. He is also a director of several subsidiaries of the Company.

Mr. Zhou Chen, aged 36, was appointed as an executive director of the Company on 1 February 2018. He then was appointed as the company secretary of the Company on 1 March 2018. Mr. Zhou has extensive experience in auditing, accounting, financial management and corporate finance. He was the chief treasury officer of the Company from June 2016 to January 2018, where he was in charge of the Group's accounting and corporate finance matters. Mr. Zhou has been the chief financial officer of Yamada Green Resources Limited (stock code: BJV), a company listed on the Singapore Exchange (the "SGX") since January 2018. From October 2015 to June 2016, Mr. Zhou was the chief financial officer and the company secretary of Asia Fashion Holdings Limited (stock code: BQI), a company listed on the Singapore Exchange. During the period from October 2013 to October 2015, he had been a general manager of investment and corporate finance of Bayon Airlines Holdings Limited, an enterprise risk manager and internal control manager of Tee International Limited (stock code: M1Z), a company listed on the SGX, and the finance manager of a Singapore private company where he was in charge of accounting and initial public offering process. Between 2008 and 2013, Mr. Zhou worked at Singapore local audit firms and was responsible for, amongst others, auditing companies incorporated in China and listed on the SGX.

Mr. Zhou is an affiliate of The Association of Chartered Certified Accountants (ACCA) and is a member of the Institute of Singapore Chartered Accountants. He also is an associate member of the Hong Kong Institute of Directors. He obtained an advanced diploma in accountancy from Xiamen University in December 2016. Mr. Zhou graduated from Oxford Brookes University in the United Kingdom with a bachelor of science degree in applied accounting in July 2008.

Mr. Zhou is currently an independent non-executive director of a company listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), namely Wuzhou International Holdings Limited (stock code: 1369) since December 2017. He is also a director of several subsidiaries of the Company.

執行董事

陳猛先生，45歲，於二零一五年十一月六日獲委任為本公司執行董事。陳先生在企業管理、投資及資產管理方面擁有豐富經驗。陳先生現亦為新天地集團吉林投資有限公司及新天地投資集團長春置業有限公司的總經理。彼曾於二零零三年至二零零六年擔任吉林龍信資產管理公司的總經理。在此之前，彼曾主管中國石油股份有限公司長春分公司財務部。彼亦為本公司若干附屬公司之董事。

周晨先生，36歲，於二零一八年二月一日獲委任為本公司執行董事。其後，彼於二零一八年三月一日獲委任為本公司公司秘書。周先生於審核、會計、財務管理及企業融資方面擁有豐富經驗。彼於二零一六年六月至二零一八年一月期間曾任本公司的庫務總監，專責本集團的會計及企業融資事宜。周先生自二零一八年一月起一直擔任新加坡證券交易所有限公司（「新交所」）上市公司 Yamada Green Resources Limited（股份代號：BJV）的財務總監。自二零一五年十月至二零一六年六月期間，周先生曾任新交所上市公司 Asia Fashion Holdings Limited（股份代號：BQI）的財務總監及公司秘書。於二零一三年十月至二零一五年十月，周先生曾任巴戎航空股份有限公司的投資及企業融資總經理及新交所上市公司 Tee International Limited（股份代號：M1Z）的企業風險管理師及內部監控經理，以及新加坡一家私營公司的財務經理，主要負責會計及首次公開發售程序。於二零零八年至二零一三年間，周先生效力新加坡當地數家審計事務所，專責（其中包括）對多家於中國註冊成立及新交所上市的公司進行審計工作。

周先生為特許公認會計師公會 (ACCA) 準會員，並為新加坡註冊會計師公會會員。彼亦為香港董事學會附屬會員。周先生於二零一六年十二月獲廈門大學頒授會計專業專科文憑。周先生於二零零八年七月畢業於英國 Oxford Brookes University，並獲頒授應用會計理學士學位。

周先生自二零一七年十二月起至今擔任一間香港聯合交易所有限公司（「聯交所」）主板上市公司，即五洲國際控股有限公司（股份代號：1369）之獨立非執行董事。彼亦為本公司若干附屬公司之董事。

Directors' Biographies

董事履歷

NON-EXECUTIVE DIRECTOR

Mr. Li Feng Mao, aged 48, was appointed as a non-executive director and the Chairman of the Company on 6 November 2015. Mr. Li is an entrepreneur who focused on investment holding and corporate management and has investments in various enterprises mainly located in the Jilin province, China. The business of these enterprises cover railroad communication & logistics, mining and refinery, natural resources, property development, banking, and financial leasing, etc. Mr. Li holds a Doctor of Philosophy Degree awarded by the Jilin University of China. Mr. Li is the sole owner of HK Guoxin Investment Group Limited, the controlling shareholder of the Company. He is also director of several subsidiaries of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wang Song Ling, aged 64, was appointed as an independent non-executive director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Company on 21 July 2017. Mr. Wang was the Chairman of the Board of China Jilin Province International Economic and Technological Cooperation Company (中國吉林省國際經濟技術合作公司) since 2004 until his retirement in 2011. Prior to that, he was the director of China Jilin Forest Industry Group Company (中國吉林省森林工業集團公司) and the director of China Jilin Forest Industry Group Co., Ltd. (吉林森林工業集團有限責任公司) of that group, which is listed on the Shanghai Stock Exchange in China and one of the four largest enterprises in the forestry industry in China. Mr. Wang was also the general manager and the first Chairman of Jilin Forestry Resources Development Company (吉林省林業資源開發公司) and Jilin Quanyangquan Drinks Company (吉林省泉陽泉飲品公司) respectively, and succeeded in developing the Quanyangquan mineral water (泉陽泉礦泉水) for its launching.

Mr. Wang is a postgraduate from Party School of Jilin Provincial Committee (吉林省委黨校), and graduated from its Economics and Management Department (經濟管理專業研究院) in 2004. He also graduated from the Institute of Education in Siping City (四平市教育學院) and the Agriculture and Mechanics College in Jilin Province (吉林省農業機械化學校) respectively. He has extensive experience in corporate planning and management.

非執行董事

李丰茂先生，48歲，於二零一五年十一月六日獲委任為本公司非執行董事及董事會主席。李先生為企業家，專注於投資控股及企業管理，投資主要分佈在中國吉林省的多家企業。企業業務涵蓋鐵路運輸及物流、採礦及提煉、自然資源、房地產開發、銀行及融資租賃等。李先生持有中國吉林大學頒發的哲學博士學位。李先生乃本公司控股股東香港國信興業投資集團有限公司的唯一擁有人。彼亦為本公司若干附屬公司之董事。

獨立非執行董事

王松嶺先生，64歲，於二零一七年七月二十一日獲委任為本公司獨立非執行董事、提名委員會主席以及審核委員會及薪酬委員會成員。王先生自二零零四年起出任中國吉林省國際經濟技術合作公司董事長直至二零一一年退休為止，在此之前出任中國吉林省森林工業集團公司之董事，並在該集團內兼任吉林森林工業集團有限責任公司之董事，該公司於中國上海證券交易所上市，為中國森林工業四大企業之一，王先生亦曾分別兼任吉林省林業資源開發公司以及吉林省泉陽泉飲品公司之總經理及首任董事長，並成功開發出泉陽泉礦泉水上市。

王先生持有吉林省委黨校研究生學歷，於二零零四年於該校經濟管理專科畢業，在此之前亦分別於四平市教育學院以及吉林省農業機械化學校畢業，彼於企業策劃及管理等方面擁有非常豐富經驗。

Directors' Biographies

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTOR (CONTINUED)

Mr. Li Jing Bo, aged 46, was appointed as an independent non-executive director of the Company on 6 November 2015 and then was appointed as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company on 27 November in the same year. Mr. Li has over 20 years of experience in finance industry. Mr. Li was a manager of the security management department of Fuyou Securities Brokerage Co, Ltd., and he worked for Soochow Securities Co., Limited as deputy general manager of online trading department and then became general manager of the Shanghai branch. He acted as deputy general manager of the human resource department of Essence Securities Co., Limited from 2006 to 2009. In January 2010, Mr. Li was appointed as general manager of Essence Futures Co., Limited and then has been serving as the director of Essence International Financial Holding Limited since April 2012.

Mr. Li Wai Kwan, aged 46, was appointed as an independent non-executive director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company on 1 February 2018. Mr. Li has many years of experience in finance and investment management. He has been the chief financial officer of Zhuhai Dahengqin Company Limited, which is principally engaged in primary land development, since December 2013. From March 2005 to September 2006, he worked for Esprit Holdings Limited (stock code: 330), which is listed on the main board of the Stock Exchange and principally engaged in retail and wholesale distribution of lifestyle products, and he served as a vice president of operational finance and a vice president of finance in Asia Pacific region from March 2005 to July 2006 and from August 2006 to September 2006 respectively, and he was responsible for finance and operational matters. From October 2006 to September 2010, he was a vice president of China Agri-Industries Holdings Limited (stock code: 606), which is listed on the main board of the Stock Exchange and principally engaged in processing on agricultural products, and he was responsible for finance and investment matters. He was a managing director of COFCO Agricultural Investment Fund Management Company Limited, which is principally engaged in asset management, from September 2010 to October 2011, and he was responsible for managing overall business and investment matters. He was a managing director of Origo Partners Plc, whose shares are listed on alternative investment market of the London Stock Exchange and principal business is private equity investment, from November 2011 to January 2013, and he was responsible for investment matters.

獨立非執行董事(續)

李景波先生，46歲，於二零一五年十一月六日獲委任為本公司獨立非執行董事，其後於同年十一月二十七日獲委任為本公司薪酬委員會主席，以及審核委員會及提名委員會成員。李先生於金融業擁有逾20年經驗。李先生曾為富友證券經紀有限責任公司的證券事務部經理，亦曾擔任東吳證券股份有限公司網上交易部的副總經理，其後成為上海分支的總經理。彼於二零零六年至二零零九年擔任安信證券股份有限公司人力資源部副總經理。於二零一零年一月，李先生獲委任為安信期貨有限責任公司的總經理，並自二零一二年四月起擔任安信國際金融控股有限公司的董事。

李偉君先生，46歲，於二零一八年二月一日獲委任為本公司獨立非執行董事、審核委員會主席以及薪酬委員會及提名委員會成員。李先生擁有多多年財務及投資管理的經驗。彼自二零一三年十二月起曾任珠海大橫琴股份有限公司之首席財務官，主要參與土地一級開發。於二零零五年三月至二零零六年九月，彼曾於聯交所主板上市公司思捷環球控股有限公司(股份代號：330)任職，主要參與時尚家品零售及批發，並於二零零五年三月至二零零六年七月及自二零零六年八月至二零零六年九月分別擔任營運財務副總裁及亞太區財務副總裁，負責財務及營運事項。於二零零六年十月至二零一零年九月，彼為聯交所主板上市公司中國糧油控股有限公司(股份代號：606)副總裁，該公司主要從事農產品加工，彼負責財務及投資事項。彼於二零一零年九月至二零一一年十月亦曾是中糧農業產業投資基金管理有限公司的董事總經理，主要業務為資產管理，彼負責整體業務管理及投資事項。彼於二零一一年十一月至二零一三年一月在Origo Partners Plc(其股份於倫敦證券交易所另類投資市場上市，主要業務為私募股權投資)擔任董事總經理，彼負責投資事項。

Directors' Biographies

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTOR (CONTINUED)

Mr. Li is an executive committee member and treasurer of the Hong Kong — ASEAN Economic Cooperation Foundation since 2015 and a committee member of Public Awareness Committee of Hong Kong Society of Financial Analysts since 2016, a director of the board of Chartered Professional Accountants of Canada — Hong Kong Chapter since 2017 and an honorary president (Hong Kong and Macau) of Certified Management Accountants Australia Hong Kong Branch since 2018. Mr. Li was a member of the general committee and the chairman of the investor relations committee of The Chamber of Hong Kong Listed Companies from 2008 to 2010. He was appointed as an honorary vice chairman of China Enterprise Reputation & Credibility Association (Overseas) in 2009. He was the chairman of the partnership and promotion committee of the Hong Kong Investor Relations Association from 2009 to 2010. He was a member of the Organising Committee of Directors of the Year Awards 2010 organised by the Hong Kong Institute of Directors. He was a member of finance committee of the Hong Kong Housing Authority from 2010 to 2012. Mr. Li was the guest lecturer of the Macau University of Science and Technology in 2016.

Mr. Li graduated from University of Toronto in Canada with a bachelor of commerce degree in November 1995. He further obtained a master of business administration degree from York University in Canada in November 1996.

Mr. Li was admitted as a chartered financial analyst of the Association for Investment Management and Research in September 2001, a certified member of the Certified General Accountants Association of Canada in October 2002 and a certified public accountant of the HKICPA in October 2004. In addition, he was admitted as an associate of the Institute of Chartered Accountant in England and Wales in June 2008, a fellow member of Association of Chartered Certified Accountants in April 2010 and a chartered professional accountant member of the Chartered Professional Accountants of British Columbia, Canada in June 2015, a member of Hong Kong Business Accountants Association in December 2015 and a fellow certified management accountant of the Institute of Certified Management Accountants in April 2016.

Mr. Li is currently an independent non-executive director of three companies listed on the Stock Exchange, namely K W Nelson Interior Design And Contracting Group Limited (stock code: 8411), Miricor Enterprises Holdings Limited (stock code: 8358) and Enterprise Development Holdings Limited (stock code: 1808) since November 2016, December 2016 and April 2017 respectively.

獨立非執行董事(續)

李先生由二零一五年起擔任香港 — 東盟經濟合作基金會的執行委員會成員及司庫，由二零一六年起擔任香港金融分析師協會之公眾意識委員會委員，由二零一七年起擔任加拿大特許專業會計師公會香港分會之董事會董事及由二零一八年起擔任澳洲管理會計師協會香港分會名譽會長(香港及澳門)。李先生於二零零八至二零一零年擔任香港上市公司商會常務委員會成員及投資者關係委員會主席。彼於二零零九年獲委任為中華(海外)企業信譽協會榮譽副會長。彼於二零零九年至二零一零年擔任香港投資者關係協會夥伴關係及促進委員會主席。彼曾為香港董事學會二零一零年度傑出董事獎組委會成員。彼於二零一零年至二零一二年擔任香港房屋委員會財務委員會成員。李先生於二零一六年擔任澳門科技大學客座講師。

李先生於一九九五年十一月在加拿大多倫多大學獲得商業學士學位，彼於一九九六年十一月在加拿大約克大學獲得工商管理碩士學位。

李先生於二零零一年九月成為投資管理研究協會之特許財務分析師及二零零二年十月獲認可成為加拿大註冊會計師協會之註冊會員，並於二零零四年十月成為香港會計師公會執業會計師。此外，彼於二零零八年六月獲認可為英格蘭及威爾士特許會計師公會會員，且於二零一零年四月成為特許公認會計師公會資深會員、於二零一五年六月成為加拿大英屬哥倫比亞特許專業會計師公會之特許專業會計師會員、於二零一五年十二月成為香港商界會計師協會成員，並於二零一六年四月成為澳洲註冊管理會計師公會資深註冊管理會計師。

李先生分別自二零一六年十一月、二零一六年十二月及二零一七年四月起至今擔任三間聯交所上市公司，包括K W Nelson Interior Design And Contracting Group Limited (股份代號：8411)、卓珈控股集團有限公司(股份代號：8358)及企展控股有限公司(股份代號：1808)，之獨立非執行董事。

Independent Auditor's Report

獨立核數師報告



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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF CHINA GRAPHENE GROUP LIMITED

(Incorporated in Bermuda with limited liability)

致中國烯谷集團有限公司各股東之獨立核數師報告

(於百慕達註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of China Graphene Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 40 to 114, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

我們已審核載於第40頁至第114頁中國烯谷集團有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，包括二零一七年十二月三十一日之綜合財務狀況報表及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於二零一七年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的規定妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審核。我們在該等準則下承擔的責任已在本報告「核數師就審核綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(「道德守則」)，我們獨立於貴集團，並已履行道德守則中的其他專業道德責任。我們相信，我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

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

Valuation of investment properties

Refer to note 19 to the consolidated financial statements, the fair values of the Group's investment properties as at 31 December 2017 amounted to HK\$358,400,000, representing 72% of the Group's total assets as at that date. The fair value gains recorded in the consolidated statement of profit or loss for the year ended 31 December 2017 amounted to HK\$110,081,000.

The Group's investment properties are residential premises located in Hong Kong. The fair values of the Group's investment properties were assessed by the management based on independent valuations prepared by an external property valuer.

We identified valuation of the Group's investment properties as a key audit matter because of the significance of investment properties to the Group's consolidated financial statements and because the determination of the fair values involves significant judgment and estimation, including selecting the appropriate valuation methodology and comparable market transactions.

How our audit addressed the Key Audit Matter

Our audit procedures to assess the valuation of investment properties included the following:

- Assessing the competence, capability and objectivity of the external property valuer;
- Evaluating the valuation methodology used by the external property valuer;
- Discussing the valuations with the external property valuer and assessing the relevance and reasonableness of valuation techniques and comparable market transactions used by the valuer by comparing them with available market data.

關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期綜合財務報表的審核最為重要的事項。這些事項是在我們審核整體綜合財務報表及出具意見時處理，我們不會對這些事項個別提供意見。我們已識別的關鍵審核事項如下：

投資物業估值

請參閱綜合財務報表附註19。於二零一七年十二月三十一日，貴集團投資物業的公平值為358,400,000港元，相當於貴集團於該日之資產總值的72%。記錄於截至二零一七年十二月三十一日止年度綜合損益表的公平值收益為110,081,000港元。

貴集團的投資物業為位於香港的住宅物業。貴集團投資物業的公平值已經由管理層根據由外聘物業估值師編製的獨立估值進行評估。

由於投資物業對貴集團的綜合財務報表具有重要性，而且釐定公平值涉及重大的判斷和估計，包括選取合適的估值方法及可資比較市場交易，我們把貴集團的投資物業之估值列為關鍵審計事項。

我們的審核如何處理關鍵審核事項

我們就評估投資物業之估值的審計程序包括以下各項：

- 評估外聘物業估值師是否勝任、具備能力及其客觀性；
- 評估外聘物業估值師使用的估值方法；
- 與外聘物業估值師討論估值，透過與可用的市場數據作比較，評估估值師所用的估值技術及可資比較市場交易之相關性及合理性。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

Going Concern Assessment

Refer to note 2 to the consolidated financial statements, the Group had net current liabilities of HK\$144,586,000 as at 31 December 2017. In addition, the Group had net cash outflow from operating activities of HK\$94,089,000 during the year. These conditions increased the uncertainty about the Group's ability to continue as a going concern.

Notwithstanding the above, the Group's management considered that it was appropriate to prepare the consolidated financial statements on a going concern basis. Management also considered that there was not a material uncertainty in relation to going concern based on their assessment of the Group's cash position and expected liquidity requirements for the foreseeable future.

How our audit addressed the Key Audit Matter

Our procedures in relation to management's assessment of going concern included the following:

- We assessed the reasonableness of the assumptions adopted by management in the preparation of the cash flow forecasts based on the historical and latest performance of the businesses and our knowledge of the industry.
- We discussed with management their plans to control the Group's future operating costs and evaluated the reasonableness of the expenses included in the cash flow forecasts.
- We considered the impact of reasonably possible downside changes in the assumptions underlying the cash flow forecasts and assessed the possible mitigating actions identified by management.

關鍵審核事項 (續)

持續經營基準

請參閱綜合財務報表附註2，貴集團於二零一七年十二月三十一日錄得流動負債淨值144,586,000港元。另外，貴集團年內產生自經營業務之現金流出淨值為94,089,000港元。該等情況增加貴集團持續經營能力之不確定性。

儘管上述者，貴集團管理層認為以持續經營基準編製綜合財務報表屬恰當。管理層亦認為，基於彼等對貴集團現金狀況及於可預見未來預期流動資金需求之評估，有關持續經營並無重大不確定性。

我們的審核如何處理關鍵審核事項

有關管理層對持續經營評估之程序包括以下各項：

- 根據業務之過往及最新表現以及我們對行業之瞭解，我們評估管理層編製現金流預測所採用假設之合理性。
- 我們與管理層討論彼等控制貴集團未來經營成本之計劃及評估現金流預測所載開支之合理性。
- 我們考慮相關現金流量預測假設可能出現合理的下行變化之影響及評估管理層確認之可能緩解措施。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

The directors 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 FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資料

董事須對其他資料負責。其他資料包括年報內的所有資料，不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審核，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

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

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

審核委員會協助董事履行責任，監察 貴集團之財務申報程序。

Independent Auditor's Report

獨立核數師報告

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, in accordance with section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

核數師就審核綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具載有我們意見的核數師報告。根據百慕達一九八一年公司法第90條，我們僅向閣下（作為整體）報告我們的意見，除此之外別無其他目的。本核數師並不會就本報告內容對任何其他人士負責或承擔任何責任。

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

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及獲取充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

核數師就審核綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當作出有保留意見。我們的結論是基於核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責 貴集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

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

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

Independent Auditor's Report

獨立核數師報告

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

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

The engagement partner on the audit resulting in this independent auditor's report is Liu Eugene.

RSM Hong Kong

Certified Public Accountants

29th Floor, Lee Garden Two

28 Yun Ping Road, Causeway Bay,

Hong Kong

29 March 2018

核數師就審核綜合財務報表承擔的責任(續)

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

本獨立核數師報告的審計項目合夥人為廖於勤。

中瑞岳華(香港)會計師事務所

執業會計師

香港

銅鑼灣恩平道二十八號

利園二期二十九字樓

香港

二零一八年三月二十九日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

		Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Revenue	收益	8	4,446	5,442
Cost of sales	銷售成本		(703)	(894)
Gross profit	毛利		3,743	4,548
Other income	其他收入	9	10,667	7,321
Other gains and losses	其他收益及虧損	10	110,237	5,100
Operating and administrative expenses	經營及行政開支		(67,973)	(59,848)
Profit/(loss) from operations	經營溢利/(虧損)		56,674	(42,879)
Finance costs	融資成本	12	(4,553)	(1,068)
Share of losses of associates	應佔聯營公司虧損		(223)	-
Profit/(loss) before tax	除稅前溢利/(虧損)		51,898	(43,947)
Income tax expense	所得稅開支	13	-	-
Profit/(loss) for the year	年內溢利/(虧損)	14	51,898	(43,947)
Other comprehensive income	其他全面收益			
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益之項目：</i>			
Fair value changes of available-for-sale financial assets	可供出售金融資產之公平值變動		-	(200)
Reclassification of cumulative fair value gain attributable to disposal of available-for-sale financial assets to profit or loss	出售可供出售金融資產之累計公平值收益的重新分類至損益		-	(4,930)
Exchange differences on translating foreign operations	換算境外業務而產生的匯兌差額		815	(7,656)
Other comprehensive income for the year, net of tax	年內其他全面收益(除稅後)		815	(12,786)
Total comprehensive income for the year	年內全面收益總額		52,713	(56,733)
Profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔年內溢利/(虧損)		52,713	(56,733)
Total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年內全面收益總額		52,713	(56,733)
Earnings/(loss) per share	每股盈利/(虧損)	17		
Basic	基本		HK cents 1.84港仙	HK cents (1.56)港仙
Diluted	攤薄		HK cents 1.84港仙	HK cents (1.56)港仙

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2017 於二零一七年十二月三十一日
(Expressed in Hong Kong dollars) (以港元計值)

		Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	6,700	6,630
Investment properties	投資物業	19	358,400	–
Investments in associates	於聯營公司之投資	21	12,541	–
Pledged bank deposits	已抵押銀行存款	25	13,769	8,120
Prepayment for property, plant and equipment	物業、廠房及設備之 預付款項	23	37,442	–
			428,852	14,750
Current assets	流動資產			
Inventories	存貨	22	462	248,750
Trade and other receivables	貿易及其他應收賬項	23	7,466	29,083
Financial assets at fair value through profit or loss	透過損益按公平值列賬之 金融資產	24	737	581
Cash and cash equivalents	現金及現金等價物	25	57,422	75,587
			66,087	354,001
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬項	26	10,673	17,198
Bank borrowings	銀行借貸	27	200,000	120,000
			210,673	137,198
Net current (liabilities)/assets	流動(負債)/資產淨值		(144,586)	216,803
NET ASSETS	資產淨值		284,266	231,553
Capital and reserves	股本及儲備			
Share capital	股本	29	140,955	140,955
Reserves	儲備	31	143,311	90,598
TOTAL EQUITY	總權益		284,266	231,553

Approved by the Board of Directors on 29 March 2018 and are signed
on its behalf by:

已獲董事會於二零一八年三月二十九日批准，並
由下列董事代表簽署：

Chen Meng
陳猛
Director
董事

Zhou Chen
周晨
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

		Share capital	Share premium	Capital redemption reserve	Foreign currency translation reserve	Investment revaluation reserve	Retained profits	Total equity
		股本	股份溢價	股本 贖回儲備	外幣 匯兌儲備	投資重估 儲備	保留溢利	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2016	於二零一六年一月一日	140,955	26,770	121	-	5,130	115,310	288,286
Total comprehensive income for the year	年內全面收益總額	-	-	-	(7,656)	(5,130)	(43,947)	(56,733)
At 31 December 2016	於二零一六年 十二月三十一日	140,955	26,770	121	(7,656)	-	71,363	231,553
At 1 January 2017	於二零一七年一月一日	140,955	26,770	121	(7,656)	-	71,363	231,553
Total comprehensive income for the year	年內全面收益總額	-	-	-	815	-	51,898	52,713
At 31 December 2017	於二零一七年 十二月三十一日	140,955	26,770	121	(6,841)	-	123,261	284,266

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

		Note	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		附註		
Cash flows from operating activities	經營業務所得現金流量			
Profit/(loss) before tax	除稅前溢利/(虧損)		51,898	(43,947)
Adjustments for:	經以下調整：			
Deficit/(surplus) on revaluation of buildings	樓宇重估虧絀/(盈餘)	18	4	(1)
Amortisation of leasehold land	租賃土地攤銷	18	12	12
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	2,029	1,164
Fair value gain on investment properties	投資物業公平值收益	19	(110,081)	–
Interest income	利息收入	9	(1)	(1)
Finance costs	融資成本	12	4,553	1,068
Fair value gain on financial assets at fair value through profit or loss	透過損益按公平值列賬之 金融資產公平值收益	10	(156)	(48)
Net foreign exchange gain	外匯匯兌收益淨額		(1)	(816)
Allowance for trade receivables	貿易應收賬款撥備	23	191	–
Allowance for inventories	存貨撥備	14	149	–
Share of losses of associates	應佔聯營公司虧損	21	223	–
Gain on disposals of property, plant and equipment	出售物業、廠房及 設備收益	14	–	(121)
Gain on disposal of available-for-sale financial assets	出售可供出售金融資產之 收益	10	–	(4,930)
Operating loss before working capital changes	除營運資金變動前經營虧損：		(51,180)	(47,620)
Increase in inventories	存貨增加		(180)	(3,939)
Decrease in financial assets at fair value through profit or loss	透過損益按公平值列賬之 金融資產減少		–	15
(Increase)/decrease in trade and other receivables	貿易及其他應收賬項 (增加)/減少		(36,442)	14,971
(Decrease)/increase in trade and other payables	貿易及其他應付賬項 (減少)/增加		(6,287)	11,581
Cash used in operations	經營所用之現金		(94,089)	(24,992)
Income tax paid	已付所得稅		–	–
Net cash used in operating activities	經營業務使用之現金淨額		(94,089)	(24,992)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

		Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash flows from investing activities	投資活動所得現金流量			
Purchases of property, plant and equipment	購入物業、廠房及設備		(2,301)	(3,793)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項		–	121
Proceeds from disposals of available-for-sale financial assets	出售可供出售金融資產所得款項		–	6,300
Refund of/(payment for) escrow money	退還/(支付)託管金		20,844	(20,351)
Investments in associates	於聯營公司之投資		(12,764)	–
Increase in pledged bank deposits	已抵押銀行存款增加		(5,649)	(8,120)
Interest received	已收利息		1	1
Net cash generated from/(used in) investing activities	投資活動所得/(所用)之現金淨額		131	(25,842)
Cash flows from financing activities	融資活動所得現金流量			
Borrowings raised	借貸所得款項		80,000	120,000
Interest paid	已付利息		(4,389)	(919)
Net cash generated from financing activities	融資活動所產生之現金淨額		75,611	119,081
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物之(減少)/增加淨額		(18,347)	68,247
Effect of foreign exchange rate changes	匯率變動之影響		182	(3,678)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物		75,587	11,018
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物	25	57,422	75,587

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

1. GENERAL INFORMATION

China Graphene Group Limited (the “Company”) was incorporated in Bermuda with limited liability. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The address of its principal place of business is Rooms 1904–1916, 19/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong. The Company’s shares are listed on the Main Board of the The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 20 to the consolidated financial statements.

In the opinion of the Directors of the Company, HK Guoxin Investment Group Limited (“HK Guoxin”), a company incorporated in Hong Kong, is the immediate parent and Mr. Li Feng Mao, the sole beneficial owner of HK Guoxin and the director of the Company, is the ultimate controlling party of the Company.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

1. 一般資料

中國烯谷集團有限公司(「本公司」)為於百慕達註冊成立的有限公司。註冊辦事處地址為 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。主要營業地點則為香港灣仔港灣道30號新鴻基中心19樓1904–1916室。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為一間投資控股公司，其附屬公司之主要業務載於綜合財務報表附註20。

本公司董事認為，香港國信興業投資集團有限公司(「香港國信」，一間於香港註冊成立之公司)為直接母公司，而李丰茂先生(香港國信之唯一實益擁有人兼本公司董事)為本公司最終控制方。

2. 編製基準

該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)編製。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋。該等綜合財務報表亦已符合聯交所證券上市規則之適用披露規定，並已遵守香港公司條例第622章之披露規定。下文披露本集團所採納之主要會計政策。

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可供提早採納之新增及經修訂之香港財務報告準則。附註3載列於該等綜合財務報表反映有關本集團即期及過往會計期間因初步應用該等發展而導致會計政策之任何變動資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

2. BASIS OF PREPARATION (CONTINUED)

Going concern basis

The Group had net current liabilities of HK\$144,586,000 as at 31 December 2017 and had net cash outflow from operating activities of HK\$94,089,000 during the year. Notwithstanding this fact, the Directors consider it is appropriate to prepare the consolidated financial statements on a going concern basis as the Group is expected to have sufficient financial resources to meet its obligation as they fall due for at least the next twelve months based on its projected cash flow forecasts. The Group's management has reviewed the financial position of the Group as at 31 December 2017, including its working capital and bank and cash balances, together with the projected cash flow forecasts for the next twelve months and the Directors consider that the Group is financially viable to continue as a going concern.

In addition, the Group can also improve its financial position, immediate liquidity and cash flows, by adopting the following measures:

- (a) the Directors will take action to reduce costs;
- (b) the management will obtain/renew bank borrowings; and
- (c) the Directors will consider to sell certain investment properties if necessary.

Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets as current assets. The effects of these potential adjustments have not been reflected in the consolidated financial statements.

2. 編製基準(續)

持續經營基準

本集團於二零一七年十二月三十一日錄得流動負債淨值144,586,000港元及年內產生自經營業務之現金流出淨值94,089,000港元。儘管如此，董事認為以持續經營基準編製綜合財務報表屬恰當，原因為基於本集團之預計現金流量預測，預期本集團將擁有充足財務資源以應付未來最少十二個月到期之責任。本集團之管理層已審閱本集團於二零一七年十二月三十一日之財務狀況，包括其營運資金以及銀行及現金結餘連同未來十二個月之預計現金流量預測，且董事認為本集團在財務上能夠持持續經營基準繼續營運。

此外，本集團可透過採取下列措施，改善其財務狀況、即時流動資金及現金流量：

- (a) 董事將採取行動降低成本；
- (b) 管理層將取得／重續銀行借款；及
- (c) 如必要，董事將考慮出售若干投資物業。

倘本集團未能持續經營，將須對綜合財務報表作出調整，以將本集團資產價值調整至其可收回金額、就任何日後可能產生之更多負債計提撥備以及將非流動資產重新分類為流動資產。該等潛在調整之影響並無於綜合財務報表內反映。

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綜合財務報表附註

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Application of new and revised HKFRSs

The HKICPA has issued a number of new and revised HKFRSs that are first effective for annual periods beginning on or after 1 January 2017. None of these impact on the accounting policies of the Group. However, the Amendments to HKAS 7 Statement of Cash Flows: Disclosure Initiative require disclosure of changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The effect of the amendments on the Group's consolidated financial statements has been the inclusion of additional disclosures in note 32.

(b) New and revised HKFRSs in issue but not yet effective

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 January 2017. These new and revised HKFRSs include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

香港會計師公會已頒佈多項於二零一七年一月一日或之後開始的年度期間首次生效之新訂及經修訂香港財務報告準則。此等修訂對本集團會計政策概無影響。然而，香港會計準則第7號現金流量表：披露計劃之修訂要求披露融資活動產生之債務變動，包括現金流量產生的變動及非現金變動。修訂對本集團綜合財務報表之影響已於附註32載入額外披露。

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早採納於二零一七年一月一日開始之財政年度已頒佈但尚未生效之新訂及經修訂香港財務報告準則。該等或會與本集團相關之新訂及經修訂香港財務報告準則包括以下各項。

	Effective for accounting periods beginning on or after		於以下日期 或之後開始 之會計期間 生效
HKFRS 9 Financial Instruments	1 January 2018	香港財務報告準則第9號 金融工具	二零一八年一月一日
HKFRS 15 Revenue from Contracts with Customers	1 January 2018	香港財務報告準則第15號 來自客戶之合約收益	二零一八年一月一日
Amendments to HKAS 40 Investment Property: Transfers of investment property	1 January 2018	香港會計準則第40號之修訂 投資物業：轉讓投資物業	二零一八年一月一日
HKFRS 16 Leases	1 January 2019	香港財務報告準則第16號租賃	二零一九年一月一日
HK(IFRIC) 22 Foreign Currency Transactions and Advance Consideration	1 January 2018	香港(國際財務報告詮釋委員會) 第22號外幣交易及預付代價	二零一八年一月一日
HK(IFRIC) 23 Uncertainty over Income Tax Treatments	1 January 2019	香港(國際財務報告詮釋委員會) 第23號所得稅處理之不確定性	二零一九年一月一日

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) New and revised HKFRSs in issue but not yet effective (continued)

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. While the assessment has been substantially completed for HKFRS 9 and HKFRS 15, the actual impacts upon the initial adoption of the standards may differ as the assessment completed to date is based on the information currently available to the Group, and further impacts may be identified before the standards are initially applied in the Group's interim financial report for the six months ended 30 June 2018. The Group may also change its accounting policy elections, including the transition options, until the standards are initially applied in that interim financial report.

HKFRS 9 Financial Instruments

HKFRS 9 will replace HKAS 39 Financial Instruments: Recognition and Measurement. HKFRS 9 introduces new requirements for classification and measurement of financial assets, new rules for hedge accounting and a new impairment model for financial assets.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2018 on a retrospective basis. The Group plans to adopt the new standard on the required effective date and will not restate comparative information.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

本集團現正評估於初次應用該等修訂及新訂準則期間預期會對本集團帶來之影響。至目前為止，本集團已確認新訂準則的若干範疇可能對綜合財務報表產生重大影響。有關預期影響之進一步詳情將於下文討論。儘管就香港財務報告準則第9號及香港財務報告準則第15號進行之評估絕大部分已完成，首次採納該等準則之實際影響或會有所不同，因為迄今已完成之評估乃基於本集團目前可之資料進行，而於該等準則初次應用於本集團截至二零一八年六月三十日止六個月之中期財務報告前，可能會發現進一步影響。本集團亦可能會更改其會計政策選擇，包括過渡選擇，直至該等準則首次應用於中期財務報告內。

香港財務報告準則第9號金融工具

香港財務報告準則第9號將取代香港會計準則第39號金融工具：確認及計量。香港財務報告準則第9號引入分類及計量金融資產之新規定，對沖會計處理新規則及新金融資產減值模式。

香港財務報告準則第9號於二零一八年一月一日或以後開始之年度期間按追溯基準生效。本集團計劃於規定生效日期採納新準則且將不會重列比較資料。

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) New and revised HKFRSs in issue but not yet effective (continued)

HKFRS 9 Financial Instruments (continued)

Based on an analysis of the Group's financial assets and financial liabilities as at 31 December 2017 on the basis of the facts and circumstances that exist at that date, the Directors of the Company have assessed the impact of HKFRS 9 to the Group's consolidated financial statements as follows:

(a) Classification and measurement

The Group currently measures its listed equity securities at fair value and other financial assets at amortised cost, there will be no impact to the classification and measurement under HKFRS 9.

(b) Impairment

HKFRS 9 requires the Group to recognise and measure either a 12-month expected credit loss or lifetime expected credit loss, depending on the asset and the facts and circumstances. The Group expects that the application of the expected credit loss model will result in earlier recognition of credit losses. Based on a preliminary assessment, if the Group were to adopt the new impairment requirements at 31 December 2017, there will be no significant impact on the accumulated impairment loss at that date as compared with that recognised under HKAS 39.

(c) Hedge accounting

HKFRS 9 does not fundamentally change the requirements relating to measuring and recognising ineffectiveness under HKAS 39. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting. As the Group does not have any hedging arrangement, there will be no impact to the consolidated financial statements.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第9號金融工具(續)

根據對本集團於二零一七年十二月三十一日的金融資產及金融負債按照於該日存在的事實及情況作出的分析，下文載列本公司董事評估香港財務報告準則第9號對本集團綜合財務報表的影響：

(a) 分類及計量

本集團目前按公平值計量其上市股本證券及按攤銷成本計量其他金融資產，香港財務報告準則第9號項下的分類及計量將不受影響。

(b) 減值

香港財務報告準則第9號規定本集團確認及計量十二個月的預期信貸虧損或可使用年期內的預期信貸虧損，惟視乎資產、事實及情況而定。本集團預期應用預期信貸虧損模式將導致提早確認信貸虧損。根據初步評估，倘本集團於二零一七年十二月三十一日已採納新減值規定，對當日之累計減值虧損(與香港會計準則第39號項下所確認者相比)將不會造成重大影響。

(c) 對沖會計處理

香港財務報告準則第9號並無從根本上改變香港會計準則第39號項下有關計量及確認無效性的規定。然而，對符合對沖會計處理的交易類別已引入更大靈活性。由於本集團目前並無任何對沖安排，綜合財務報表將不會受到影響。

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) New and revised HKFRSs in issue but not yet effective (continued)

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. HKFRS 15 will replace the existing revenue standards, HKAS 18, Revenue, which covers revenue arising from sale of goods and rendering of services, and HKAS 11, Construction contracts, which specifies the accounting for revenue from construction contracts.

HKFRS 15 is effective for annual periods beginning on or after 1 January 2018. The standard permits either a full retrospective or a modified retrospective approach for the adoption. The Group intends to adopt the standard using the modified retrospective approach which means that the cumulative impact of the adoption will be recognised in retained earnings as of 1 January 2018 and that comparatives will not be restated.

Based on the assessment completed to date, the Group has identified the following areas which are expected to be affected:

(a) *Timing of revenue recognition*

Currently, revenue arising from sale of goods is generally recognised when the risks and rewards of ownership have passed to the customers and service income is recognised when the relevant services rendered.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號來自客戶之合約收益

香港財務報告準則第15號建立一個確認來自客戶合約收益的綜合框架。香港財務報告準則第15號將取代現有收益準則(即香港會計準則第18號收益,當中涵蓋自銷售貨品及提供服務產生的收益,以及香港會計準則第11號建築合約,當中訂明建築合約的收益會計處理)。

香港財務報告準則第15號於二零一八年一月一日或之後開始的年度期間生效。該準則容許以全面追溯方式或經修訂之追溯方式採納。本集團擬以經修訂之追溯方式採納該準則,即採納之累計影響將於截至二零一八年一月一日的保留盈利中確認,並且將不會重列比較數字。

根據迄今已完成之評估,本集團已識別下列預期會受到影響之範疇:

(a) *收益確認時間*

目前,銷售貨品所產生之收益一般在所有權風險及回報轉移予客戶時確認,而服務收入則於提供相關服務時確認。

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) New and revised HKFRSs in issue but not yet effective (continued)

HKFRS 15 Revenue from Contracts with Customers (continued)

(a) *Timing of revenue recognition (Continued)*

Under HKFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. HKFRS 15 identifies 3 situations in which control of the promised good or service is regarded as being transferred over time:

- (a) When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;
- (b) When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- (c) When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity's activities do not fall into any of these three situations, then under HKFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that will be considered in determining when the transfer of control occurs.

The Group has assessed that the new revenue standard is not likely to have significant impact on how it recognises revenue from sale of goods and provision of service.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第15號來自客戶之合約收益(續)

(a) *收益確認時間(續)*

根據香港財務報告準則第15號，收益於客戶取得合約中承諾貨品或服務之控制權時確認。香港財務報告準則第15號確定了對承諾貨品或服務之控制被視為隨時間轉移之三種情況：

- (a) 當客戶於實體履約時同時接收及使用實體履約所提供之利益時；
- (b) 當實體履約創造或增強一項於資產被創造或增強時由客戶控制的資產(如在建工程)時；
- (c) 當實體履約並無創造一項供實體作替代用途的資產，且該實體對於迄今已完成之履約付款具可強制執行權時。

倘合約條款及實體活動並不屬於該三種情況中任何一種，則根據香港財務報告準則第15號實體於某一指定時間(即控制權已轉移時)銷售該貨品或服務時確認收益。所有權風險及回報的轉移僅為釐定控制權轉移發生時將予考慮的其中一項指標。

本集團已評估新收益準則不大可能對來自銷售貨品及提供服務的收益之確認方式產生重大影響。

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) New and revised HKFRSs in issue but not yet effective (continued)

HKFRS 16 Leases

HKFRS 16 replaces HKAS 17 Leases and related interpretations. The new standard introduces a single accounting model for lessees. For lessees the distinction between operating and finance leases is removed and lessees will recognise right-of-use assets and lease liabilities for all leases (with optional exemptions for short-term leases and leases of low value assets). HKFRS 16 carries forward the accounting requirements for lessors in HKAS 17 substantially unchanged. Lessors will therefore continue to classify leases as operating or financing leases.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

Based on a preliminary assessment, the standard will affect primarily the accounting for the Group's operating leases. The Group's office property leases are currently classified as operating leases and the lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term. Under HKFRS 16 the Group may need to recognise and measure a liability at the present value of the future minimum lease payments and recognise a corresponding right-of-use asset for these leases. The interest expense on the lease liability and depreciation on the right-of-use asset will be recognised in profit or loss. The Group's assets and liabilities will increase and the timing of expense recognition will also be impacted as a result.

As disclosed in note 35, the Group's future minimum lease payments under non-cancellable operating leases for its office properties amounted to HK\$4,589,000 as at 31 December 2017. These leases are expected to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The amounts will be adjusted for the effects of discounting and the transition reliefs available to the Group.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港財務報告準則第16號租賃

香港財務報告準則第16號取代香港會計準則第17號租賃及相關詮釋。該新訂準則引入有關承租人的單一會計處理模式。承租人無需區分經營及融資租賃，但需就所有租賃確認使用權資產及租賃負債(短期租賃及低價值資產之租賃可獲選擇性豁免)。香港財務報告準則第16號大致保留香港會計準則第17號有關出租人的會計處理規定。因此，出租人需繼續將租賃分類為經營或融資租賃。

香港財務報告準則第16號於二零一九年一月一日或之後開始的年度期間生效。本集團擬應用簡化過渡法且將不會就首次採納前年度重列比較金額。

根據初步評估，該準則將主要影響本集團經營租賃之會計處理。本集團之辦公物業租賃目前分類為經營租賃，而租賃款項(扣除來自出租人之任何優惠)於租期內按直線法確認為開支。根據香港財務報告準則第16號，本集團可能需就該等租賃按未來最低租賃付款之現值確認及計量負債，並確認其相應使用權資產。租賃負債之利息開支及使用權資產之折舊將於損益中確認。因此，本集團之資產及負債將增加且開支確認之時間亦會受到影響。

誠如附註35所披露，於二零一七年十二月三十一日，本集團辦公室物業之不可撤銷經營租賃項下之未來最低租賃付款為4,589,000港元。採納香港財務報告準則第16號後，該等租賃預期確認為租賃負債，並附帶相應使用權資產。有關金額將就貼現影響及本集團可用之過渡安排作出調整。

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3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (CONTINUED)

(b) New and revised HKFRSs in issue but not yet effective (continued)

HK(IFRIC) 23 Uncertainty over Income Tax Treatments

The interpretation of HKAS 12 Income Taxes sets out how to apply that standard when there is uncertainty about income tax treatments. Entities are required to determine whether uncertain tax treatments should be assessed separately or as a group depending on which approach will better predict the resolution of the uncertainties. Entities will have to assess whether it is probable that a tax authority will accept an uncertain tax treatment. If yes, the accounting treatment will be consistent with the entity's income tax filings. If not, however, entities are required to account for the effects of the uncertainty using either the most likely outcome or expected value method depending on which method is expected to better predict its resolution.

The Group is unable to estimate the impact of the interpretation on the consolidated financial statements until a more detailed assessment has been completed.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

香港(國際財務報告詮釋委員會)第23號 所得稅處理之不確定性

香港會計準則第12號所得稅之詮釋闡述了於所得稅處理存在不確定性時應用該準則之方式。實體須釐定是否應單獨還是整體評估不確定之稅項處理(視乎哪項方法能更好預測不確定性之解決方案而定)。實體將須評估稅務機構是否有可能接受不確定之稅項處理。倘接受,會計處理將與有關該實體之所得稅申報符合一致;然而,倘不接受,實體則須採用可能性最大之結果或預期價值法(視乎哪項方法預期能更好預測其解決方案而定)將不確定性之影響入賬。

本集團需於完成更為詳細之評估後方能估計有關詮釋對綜合財務報表之影響。

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4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. investment properties and certain financial instruments that are measured at fair value).

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

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

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

4. 主要會計政策

該等綜合財務報表乃按歷史成本法編製，惟下文會計政策另有所述者除外(例如按公平值計量之投資物業及若干金融工具)。

編製符合香港財務報告準則的財務報表需要採用若干關鍵會計估計。管理層亦須在應用本集團會計政策的過程中作出判斷。涉及高度判斷或極為複雜的範疇，或假設及估計對綜合財務報表而言屬重大的範疇均於附註5披露。

編製該等綜合財務報表時應用之重要會計政策載列如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司是由本集團控制的實體。倘本集團因參與實體的業務而可獲得或有權獲得可變回報，且有能力透過對實體行使權力而影響其回報，則對該實體擁有控制權。當本集團之現有權力賦予其目前能掌控有關業務(即大幅影響實體回報之業務)之能力時，則本集團對該實體擁有權力。

評估控制權時，本集團會考慮其潛在投票權以及由其他各方持有的潛在投票權。僅在持有人能實際行使潛在投票權之情況下方予以考慮該權利。

附屬公司在控制權轉移至本集團當日起綜合入賬。附屬公司在控制權終止當日起停止綜合入賬。

因出售附屬公司而導致失去控制權之盈虧乃指(i)出售代價公平值加上於該附屬公司之任何保留投資公平值與(ii)本公司應佔該附屬公司資產淨值加上任何餘下商譽以及任何與該附屬公司有關之累計外幣匯兌儲備兩者間之差額。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Consolidation (continued)

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(b) Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of the investment over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

4. 主要會計政策(續)

(a) 綜合賬目(續)

集團內公司間交易、結餘及未變現溢利均予以對銷。未變現虧損亦會予以對銷，除非該交易有證據顯示所轉讓資產出現減值則作別論。附屬公司之會計政策已按需要變更，以確保與本集團所採納政策貫徹一致。

於本公司之財務狀況表內，於附屬公司之投資乃按成本扣除減值虧損列賬，除非該投資被分類為持作出售(或計入分類為持作出售之出售組別)。

(b) 聯營公司

聯營公司為本集團對其有重大影響之實體。重大影響乃有權參與而非控制或共同控制有關實體之財務及營運政策決定。於評估本集團是否對另一實體有重大影響力時，將考慮是否存在目前可行使或可轉換的潛在投票權(包括由其他實體持有的潛在投票權)以及其影響。在評估潛在投票權有否構成重大影響時，不會考慮持有人行使或轉換該權力之意圖及財務能力。

於聯營公司之投資乃採用權益法於綜合財務報表內入賬，並初步按成本確認。所收購聯營公司之可識別資產及負債乃按其於收購當日之公平值計量。倘投資成本超出本集團應佔聯營公司之可識別資產及負債之公平淨值，則差額列作商譽。該商譽乃計入投資之賬面值，並於有客觀證據顯示投資出現減值時於各報告期末連同投資一併進行減值測試。倘本集團應佔可識別資產及負債之公平淨值超逾收購成本，則有關差額將於綜合損益內確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Associates (continued)

The Group's share of an associate's post-acquisition profits or losses and other comprehensive income is recognised in consolidated statement of profit or loss and other comprehensive income. When the Group's share of losses in an associate equals or exceeds its interest in the associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's entire carrying amount of that associate (including goodwill) and any related accumulated foreign currency translation reserve. If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

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

4. 主要會計政策(續)

(b) 聯營公司(續)

本集團應佔聯營公司收購後損益及其他全面收益於綜合損益表及其他全面收益表內確認。倘本集團應佔聯營公司虧損相等於或超逾其於聯營公司之權益(包括實際上構成本集團於該聯營公司投資淨額部份之任何長期權益)，則本集團不會進一步確認虧損，除非本集團已產生義務或已代聯營公司支付款項。倘聯營公司其後錄得溢利，則本集團僅於其應佔溢利等於其應佔未確認虧損後，才會恢復確認其應佔之該等溢利。

因出售聯營公司而導致其失去重大影響力之盈虧指(i)出售代價之公平值加任何保留於該聯營公司之任何保留投資公平值與(ii)本集團應佔該聯營公司全部賬面值(包括商譽)及任何有關累計外幣匯兌儲備兩者間之差額。倘於聯營公司之投資成為於合營企業之投資，本集團繼續採用權益法而不重新計量保留權益。

對銷本集團與其聯營公司間交易之未變現溢利乃以本集團於聯營公司之權益為限。未變現虧損亦會予以對銷，除非該交易有證據顯示所轉讓資產出現減值則作別論。聯營公司之會計政策已按需要變更，以確保與本集團所採納政策貫徹一致。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) 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 ("HKD"), which is the Company's functional and presentation currency.

(ii) *Transactions and balances in each entity's financial statements*

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

4. 主要會計政策(續)

(c) 外幣換算

(i) *功能及呈列貨幣*

本集團各實體之財務報表所列項目，均以該實體營運主要經濟環境所採用之貨幣(「功能貨幣」)計量。綜合財務報表乃以港元(「港元」)呈列，即本公司之功能及呈列貨幣。

(ii) *各實體財務報表之交易及結餘*

外幣交易於初步確認時按交易日期之適用匯率換算為功能貨幣。以外幣呈列之貨幣資產及負債按各報告期末之匯率換算。此換算政策所產生之盈虧於損益確認。

按公平值計量以外幣計值之非貨幣項目乃按釐定公平值當日之匯率換算。

倘非貨幣項目之盈虧於其他全面收益確認，則該盈虧之任何匯兌部份於其他全面收益確認。倘非貨幣項目之盈虧於損益確認，則該盈虧之任何匯兌部份於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Foreign currency translation (continued)

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- 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;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

4. 主要會計政策(續)

(c) 外幣換算(續)

(iii) 綜合賬目換算

所有功能貨幣有別於本公司呈列貨幣之本集團實體之業績及財務狀況須按以下方式換算為本公司之呈列貨幣：

- 各份財務狀況表內所列之資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及開支按期內平均匯率換算，除非此平均匯率不足以合理概約反映於交易日期適用匯率之累計影響，則在此情況下，收入及開支按交易日期之匯率換算；及
- 所有由此而產生之匯兌差額均於其他全面收益內確認及於外幣匯兌儲備內累計。

於綜合賬目時，因換算構成於海外實體投資淨額一部份之貨幣項目而產生之匯兌差額，於其他全面收益內確認及於外幣匯兌儲備內累計。當出售海外經營業務時，該等匯兌差額將重新分類至綜合損益作為出售盈虧之一部份。

因收購海外實體而產生之商譽及公平值調整，均被視作該海外實體之資產及負債處理，並按收市匯率換算。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Property, plant and equipment

Property, plant and equipment, including leasehold land (classified as finance leases), held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amounts do not differ materially from those that would be determined using fair values at the end of each reporting period.

Any revaluation increase arising on the revaluation of such land and buildings is recognised in other comprehensive income and accumulated in properties revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such land and buildings is recognised in profit or loss to the extent that it exceeds the balance, if any, held in the properties revaluation reserve relating to a previous revaluation of that asset.

Depreciation of revalued buildings is recognised in profit or loss. On the subsequent sale or retirement of a revalued property, the attributable revaluation surplus remaining in the properties revaluation reserve is transferred directly to retained earnings.

4. 主要會計政策(續)

(d) 物業、廠房及設備

物業、廠房及設備包括就生產或供應貨品或服務，或用作行政用途而持有之租賃土地(分類為融資租約)，乃按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表內列賬。

僅在與項目相關之未來經濟利益有可能流入本集團，以及能可靠計量項目成本之情況下，其後成本方會計入資產賬面值或確認為個別資產(如適用)。所有其他維修及保養於其產生期間在損益確認。

用作生產或供應貨品或服務或用作行政用途而持有之土地及樓宇之重估值(即重估當日之公平值)減去其後累計折舊及其後累計減值虧損於綜合財務狀況表內列賬。本集團會定期進行重估，使賬面值不會與各報告期末使用公平值所釐定者出現重大差異。

重估該等土地及樓宇所產生之任何重估增值均於其他全面收益內確認並累計於物業重估儲備，除非此項增值撥回就同一資產過往於損益確認的重估減值，於此情況下，重估之增值將計入損益內，惟以先前已扣除的減值為限。重估該等土地及樓宇所產生的賬面值減少乃於損益確認，惟以其超過於有關該資產過往重估之物業重估儲備中持有之結餘(如有)為限。

經重估樓宇之折舊於損益內確認。其後出售或棄用經重估物業時，物業重估儲備內剩餘之應佔重估盈餘將直接轉撥至保留盈利。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Property, plant and equipment (continued)

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost over the estimated useful lives on a straight-line basis. The principal annual rates are as follows:

Leasehold land	Over the term of the lease
Buildings	Over their estimated useful lives of 40 years
Leasehold Improvements	Over the lease terms
Furniture, equipment and motor vehicles	2 to 5 years

The useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

(e) Investment properties

Investment properties are land and/or buildings held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at its fair value. Gains or losses arising from changes in fair value of the investment property are recognised in profit or loss for the period in which they arise.

If an inventory becomes an investment property, any resulting difference between the carrying amount and the fair value of this item at the date of transfer is recognised in profit or loss.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

4. 主要會計政策(續)

(d) 物業、廠房及設備(續)

物業、廠房及設備以直線法根據估計可使用年期按足以撇銷其成本之比率計算折舊。主要年率如下：

租賃土地	按租約年期
樓宇	按其估計可使用年期40年
租賃裝修	按租約年期
傢俬、設備及汽車	2至5年

本集團會於各報告期末檢討及調整(如適用)可使用年期及折舊方法。

出售物業、廠房及設備之盈虧為出售所得款項淨額與相關資產之賬面值兩者間之差額，並於損益確認。

(e) 投資物業

投資物業乃就賺取租金及/或作資本增值持有之土地及/或樓宇。投資物業初步按其成本(包括物業應佔之所有直接成本)計量。

於初步確認後，投資物業按其公平值列值。投資物業之公平值變動所產生之盈虧於其產生期間之損益內確認。

倘某項存貨成為投資物業，該項目之賬面值與其轉撥當日之公平值兩者間之任何差額於損益確認。

出售投資物業之盈虧為出售所得款項淨額與該物業賬面值兩者間之差額，並於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Leases

The Group as lessee

(i) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

Prepaid land lease payments are stated at cost and subsequently amortised on the straight-line basis over the remaining term of the lease.

The Group as lessor

(i) Operating leases

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

(g) Inventories

(i) Horticultural plants

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

4. 主要會計政策(續)

(f) 租賃

本集團作為承租人

(i) 經營租約

資產所有權之所有風險及回報未實質上轉移至本集團之租賃，列為經營租賃。租賃款項(扣除自出租人收取之任何優惠)於租期內以直線法確認為開支。

預付土地租賃款項按成本列賬，其後於餘下租期內以直線法攤銷。

本集團作為出租人

(i) 經營租約

資產所有權之所有風險及回報未實質上轉移至承租人之租賃，列為經營租賃。經營租約之租金收入於相關租期內按直線法確認。

(g) 存貨

(i) 園藝植物

存貨按成本及可變現淨值兩者之較低者入賬。成本乃採用先進先出法釐定。製成品及在製品之成本包括原材料、直接工資及所有生產經常開支之適當比例以及(倘適用)分包開支。可變現淨值乃日常業務過程中之估計售價扣除估計完工成本及進行銷售所需之估計成本。

於出售存貨後，其賬面值計入相關收益確認之期間之費用。存貨撇減至可變現淨值之任何撇減金額和虧損之金額確認為撇銷或虧損發生之期間之費用。撥回就存貨撇減之任何金額乃於撥回產生之期間確認為已確認存貨之減值及列作一項開支。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Inventories (continued)

(ii) Properties under development and held for sale

Properties under development and held for sale are stated at the lower of cost and net realisable value. Costs include acquisition costs, prepaid land lease payments, construction costs, borrowing costs capitalised and other direct costs attributable to such properties. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

On completion, the properties are reclassified to properties held for sale at the carrying amount.

(h) Recognition and derecognition of financial instruments

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

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

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

4. 主要會計政策(續)

(g) 存貨(續)

(ii) 發展中及持作出售之物業

發展中及持作出售之物業均以成本及可變現淨值間之較低者列賬。成本包括收購成本、預付土地租賃款項、建築成本、資本化之借貸成本及其他應佔該等物業之直接成本。可變現淨值乃日常業務過程中之估計售價減竣工時之估計成本及銷售估計所須成本得出。

於竣工時，物業以其賬面值被重新分類為持作出售之物業。

(h) 確認及終止確認金融工具

當本集團成為金融工具合約條文之訂約方時，金融資產及金融負債於綜合財務狀況表內予以確認。

倘自資產收取現金流量之合約權利屆滿時；本集團轉移資產之絕大部分所有權風險及回報時；或本集團並無轉移或保留資產之絕大部分所有權風險及回報，亦無保留該資產之控制權時，則終止確認金融資產。於終止確認一項金融資產時，該資產之賬面值與已收代價及已於其他全面收益內確認之累計盈虧之總和兩者間之差額乃於損益確認。

倘有關合約所訂明之責任獲解除、取消或屆滿時，則終止確認金融負債。已終止確認之金融負債之賬面值與已付代價兩者間之差額於損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial assets within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

The Group classifies its financial assets in the following categories: at fair value through profit or loss, 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) *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are either financial assets classified as held for trading or designated as at fair value through profit or loss upon initial recognition. These financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these financial assets are recognised in profit or loss.

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. These assets are carried at amortised cost using the effective interest method (except for short-term receivables where interest is immaterial) minus any reduction for impairment or uncollectibility. Typically trade and other receivables, bank balances and cash are classified in this category.

4. 主要會計政策(續)

(i) 金融資產

倘金融資產乃根據合約買賣，且有關係款規定須於有關市場所制訂時限內交付金融資產時，則該金融資產以交易日期為基準確認及終止確認，並初步按公平值加直接應佔交易成本計量，惟按公平值計入損益之金融資產則除外。

本集團將其金融資產劃分為以下類別：按公平值計入損益、貸款及應收款項及可供出售。分類方法取決於收購金融資產之目的。管理層於初步確認時釐定其金融資產之分類。

(i) *按公平值計入損益之金融資產*

按公平值計入損益之金融資產乃於初步確認時分類為持作買賣或指定按公平值計入損益之金融資產。該等金融資產其後按公平值計量。該等金融資產之公平值變動所產生之盈虧於損益確認。

(ii) *貸款及應收款項*

貸款及應收款項為具有固定或可釐定付款而於活躍市場上並無報價之非衍生金融資產。該等資產按攤銷成本以實際利率法(利息並非重大之短期應收款項除外)減去任何減值或不可收回調減部份列賬。應收賬款及其他應收賬項、銀行結餘及現金通常分類為此類別。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Financial assets (continued)

(iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are not classified as loans and receivables, held-to-maturity investments or financial assets at fair value through profit or loss. Available-for-sale financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in other comprehensive income and accumulated in the investment revaluation reserve, until the investments are disposed of or there is objective evidence that the investments are impaired, at which time the cumulative gains or losses previously recognised in other comprehensive income are reclassified from equity to profit or loss. Interest calculated using the effective interest method and dividends on available-for-sale equity investments are recognised in profit or loss.

(j) Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. 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 allowance for impairment.

(k) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

4. 主要會計政策 (續)

(i) 金融資產 (續)

(iii) 可供出售金融資產

可供出售金融資產為不被分類為貸款及應收款項、持有至到期投資或按公平值計入損益之非衍生金融資產。可供出售金融資產其後按公平值計量。該等投資之公平值變動所產生之盈虧已於其他全面收益確認並於投資重估儲備內累計，直至投資被出售或有客觀證據顯示投資已減值後，以前於其他全面收益中已確認之累計盈虧由權益重新分類為損益。用實際利率法計算之利率及可供出售權益投資之股息已於損益中確認。

(j) 貿易及其他應收賬項

貿易應收賬款為在日常業務過程中就所售商品或所提供服務而應收客戶之款項。倘貿易及其他應收賬項預計將在一年或以內收回（或如屬更長時間，則在業務正常營運週期內），則分類為流動資產。否則，則呈列為非流動資產。

貿易及其他應收賬項初步按公平值確認，其後以實際利率法按攤銷成本扣除減值撥備計量。

(k) 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物乃指銀行及手頭現金、銀行及其他金融機構之活期存款以及可隨時兌換為已知數額之現金之短期高流動投資，該等投資所面對之價值變動風險並不重大。須於要求時償還以及構成本集團現金管理一部份之銀行透支，亦會列作現金及現金等價物之部份。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(m) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost 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 reporting period.

(n) Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(o) Equity instruments

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

(p) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that economic benefits will flow to the Group and the amount of revenue can be measured reliability.

Revenue from the sale of goods is recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

Service income is recognised as services are rendered.

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

Dividend income is recognised when the shareholders' rights to receive payment are established.

Rental income is recognised on a straight-line basis over the lease term.

4. 主要會計政策(續)

(l) 金融負債及股本工具

金融負債及股本工具乃按所訂立合約安排之內容及香港財務報告準則下金融負債及股本工具之定義分類。股本工具為任何能證明本集團扣除所有負債後於資產剩餘權益之合約。就特定金融負債及股本工具所採納之會計政策載列如下。

(m) 借貸

借貸初步按公平值扣除所產生交易成本確認，其後以實際利率法按攤銷成本計量。

除非本集團具有無條件權利將負債還款期遞延至報告期後至少12個月，否則借貸將被分類為流動負債。

(n) 貿易及其他應付賬款

貿易及其他應付賬款初步按公平值確認，其後以實際利率法按攤銷成本計量，除非貼現影響甚微，於此情況下，則按成本列賬。

(o) 股本工具

本公司發行之股本工具以已收所得款項扣除直接發行成本入賬。

(p) 收益確認

收益按已收或應收代價之公平值計量，並於經濟利益有可能流入本集團及收益金額能可靠地計量時予以確認。

貨品銷售之收益乃於所有權之重大風險及回報轉讓時確認，一般於貨品交付及所有權轉讓予客戶時確認。

服務收入於提供服務時確認。

利息收入採用實際利率法按時間比例基準確認。

股息收入於股東收取付款之權利確立時確認。

租金收入採用直線法按租約年期確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

The employees of the Group's subsidiaries registered in Japan are members of the pension scheme operated by the Japan local government. The subsidiaries in Japan are required to contribute certain pre-fixed amounts of contribution, according to the level of income for each employee to the pension scheme to fund the benefits. The only obligation of the Group in respect of the pension scheme is the required contributions under the pension scheme.

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

(r) Borrowing costs

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

4. 主要會計政策(續)

(q) 僱員福利

(i) 僱員應享假期

僱員可享有之年假及長期服務假期權利乃於僱員應享有時確認。本集團已就截至報告期末止僱員已提供之服務而產生之年假及長期服務假期之估計負債作出撥備。

僱員可享有之病假及產假於提取假期時方予確認。

(ii) 退休金責任

本集團根據香港強制性公積金計劃條例對於香港僱用條例管轄範圍內僱用之僱員執行強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立受託人管理之界定供款退休計劃。根據強積金計劃，僱主及僱員各自須按僱員有關收入之5%向該計劃供款，且每月有關收入上限為30,000港元。該計劃之供款乃即時歸屬。

本集團於日本註冊的附屬公司的僱員均為由日本地方政府營辦的退休金計劃的成員。於日本的附屬公司須按每名僱員的收入水平向退休金計劃作出預設金額供款，以支付有關福利。本集團對退休金計劃的唯一責任是作出退休金計劃所需之供款。

(iii) 離職福利

離職福利於本集團不能撤回提供該等福利時及本集團確認重組成本並涉及支付離職福利時(以較早者為準)確認。

(r) 借貸成本

所有其他借貸成本於其產生期間在損益確認。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

4. 主要會計政策(續)

(s) 稅項

所得稅為即期稅項與遞延稅項之總和。

即期應付稅項乃按年內應課稅溢利計算。由於其他年度之應課稅收入或可扣減之收支項目及毋須課稅或不可扣減之項目，應課稅溢利與損益中確認之溢利不同。本集團即期稅項乃按報告期末前已頒佈或實質頒佈之稅率計算。

遞延稅項乃按綜合財務報表中資產及負債之賬面值與用作計算應課稅溢利之相應稅基間之差額確認。遞延稅項負債通常會就所有應課稅暫時性差異予以確認，而遞延稅項資產乃於應課稅溢利將可能抵銷可扣減暫時性差額、未動用稅項虧損或未動用稅項抵免時方會確認。倘因商譽或於一項交易中其他資產及負債之初步確認(業務合併除外)而產生之暫時性差額不影響應課稅溢利及會計溢利，則不會確認該等資產及負債。

遞延稅項負債就投資於附屬公司及聯營公司而產生之應課稅暫時性差額確認，除非本集團能控制撥回暫時性差額以及暫時性差額可能在可見將來不會被撥回。

遞延稅項資產之賬面值於各報告期末均會作出檢討，並在可能不再有足夠應課稅溢利作抵銷全部或部份將予收回之資產時扣減。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Taxation (continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model of the Group whose business objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. If the presumption is rebutted, deferred tax for such investment properties are measured based on the expected manner as to how the properties will be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4. 主要會計政策(續)

(s) 稅項(續)

遞延稅項乃以預期於負債清償或資產變現期間適用之稅率計量，並以於報告期末已頒佈或大致頒佈之稅率為基準。遞延稅項會於損益確認，倘遞延稅項與已於其他全面收益或直接於權益中確認之項目有關則除外，在此情況下，遞延稅項亦會於其他全面收益或直接於權益中予以確認。

遞延稅項資產及負債之計量反映按本集團預計於報告期末收回或清償其資產及負債之賬面值之稅務後果。

就採取公平值模式計量之投資物業之遞延稅項而言，該等物業之賬面值被假設可透過銷售予以收回，除非假設被推翻。當投資物業可予折舊，並以商業目標為隨著時間流逝而非透過銷售消耗投資物業所包含絕大部分經濟利益之商業模式持有，則此假設即被推翻。倘假設被推翻，該等投資物業之遞延稅項按物業可被收回之預計方式予以計量。

遞延稅項資產及負債於有合法強制執行權利將即期稅項資產與即期稅項抵銷，且兩者與同一稅務機構徵收之所得稅有關，而本集團有意按淨額基準結算即期稅項資產及負債之情況下，方予以抵銷。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

4. 主要會計政策(續)

(t) 非金融資產減值

非金融資產之賬面值於各報告日期檢討有無減值跡象，倘資產出現減值，則作為開支透過綜合損益表撇減至其估計可收回金額，惟有關資產按重估值列賬除外，在此情況下，減值虧損視為重估減值處理。可收回金額乃按個別資產釐定，除非資產並無產生現金流入，且在頗大程度上獨立於其他資產或資產組別，在此情況下，可收回金額就資產所屬之現金產生單位釐定。可收回金額為個別資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按稅前貼現率計算，其可反映貨幣時間價值及資產／現金產生單位(已計量減值)之特定風險。

現金產生單位減值虧損首先就該單位之商譽進行分配，然後按比例在現金產生單位其他資產間進行分配。因估計轉變而導致其後可收回金額之增加將計入損益，惟以撥回減值金額為限，除非有關資產按重估金額列賬，在此情況下，減值虧損之撥回視為重估增值。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) Impairment of financial assets

At the end of each reporting period, the Group assesses whether its financial assets (other than those at fair value through profit or loss) are impaired, based on objective evidence that, as a result of one or more events that occurred after the initial recognition, the estimated future cash flows of the (group of) financial asset(s) have been affected.

For trade receivables that are assessed not to be impaired individually, the Group assesses them collectively for impairment, based on the Group's past experience of collecting payments, an increase in the delayed payments in the portfolio, observable changes in economic conditions that correlate with default on receivables, etc.

Only for trade receivables, the carrying amount is reduced through the use of an allowance account and subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For all other financial assets, the carrying amount is directly reduced by the impairment loss.

For financial assets measured at amortised cost, if the amount of the impairment loss decreases in a subsequent period and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed (either directly or by adjusting the allowance account for trade receivables) through profit or loss. However, the reversal must not result in a carrying amount that exceeds what the amortised cost of the financial asset would have been had the impairment not been recognised at the date the impairment is reversed.

4. 重要會計政策(續)

(u) 金融資產減值

於各個報告期末，本集團會根據客觀證據(即(一組)金融資產之估計未來現金流量因初步確認後發生之一項或多項事件而受到影響)評估其金融資產(按公平值計入損益者除外)有否出現減值。

就單獨評估並無減值之貿易應收款而言，本集團將根據本集團之過往收款經驗、投資組合延遲還款情況增加、與應收款項違約情況有連帶關係之經濟狀況出現明顯改變等共同評估有否減值。

僅貿易應收款之賬面值會使用撥備賬扣減，而其後收回先前已撇銷之金額乃計入撥備賬。撥備賬之賬面值變動於損益內確認。

就所有其他金融資產而言，賬面值會直接按減值虧損作出扣減。

就按攤銷成本計量之金融資產而言，倘減值虧損之金額於隨後期間減少，而該減少可客觀地與確認減值後發生之事件有關連時，則先前已確認之減值虧損透過損益撥回(直接或通過調整應收貿易賬項之撥備賬)。然而，撥回不得導致賬面值高於倘並無確認減值時該項金融資產於撥回減值當日原應之攤銷成本。

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4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(v) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(w) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. 重要會計政策(續)

(v) 撥備及或然負債

本集團因過往事件須承擔現有法定或推定責任，而履行責任時有可能導致經濟利益流出並能可靠估計責任金額的情況下，則會對此等不確定時間或金額之負債確認撥備。倘貨幣之時間價值重大，則撥備按預期履行責任之支出現值列賬。

倘不大可能需要流出經濟利益，或責任金額無法可靠估計，則責任乃披露為或然負債，除非經濟利益流出之可能性極低則另作別論。僅透過日後出現或不出現一項或多項事件確定其存在與否之潛在責任，亦披露為或然負債，除非經濟利益流出之可能性極低則另作別論。

(w) 報告期後事項

提供有關本集團於報告期末狀況之額外資料之報告期後事項均屬於調整事項，並於綜合財務報表內反映。並非調整事項之重大報告期後事項則於綜合財務報表附註中披露。

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5. CRITICAL JUDGMENTS AND KEY ESTIMATES

Critical judgments in applying accounting policies

In the process of applying the accounting policies, the Directors have made the following judgments that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

(a) Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon certain measures taken by the Directors to improve the Group's financial position, immediate liquidity, cash flows, profitability and operations as explained in note 2 to the consolidated financial statements.

(b) Deferred tax for investment properties

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the Directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the Directors have adopted the presumption that investment properties measured using the fair value model are recovered through sale.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

5. 重大判斷及關鍵估計

應用會計政策之重大判斷

於應用會計政策之過程中，董事已作出以下對於綜合財務報表中確認之數額具最大影響之判斷(於下文處理涉及估計者除外)。

(a) 持續經營基準

該等綜合財務報表乃按持續經營基準編制，其有效性取決於董事為改善本集團之財務狀況、即時流動資金、現金流量、盈利能力及營運(如綜合財務報表附註2所闡述)而採取之若干措施。

(b) 投資物業之遞延稅項

就採用公平值模型計量之投資物業之遞延稅項而言，董事已審閱本集團之投資物業組合，並得出結論認為本集團之投資物業並非以目標為隨著時間流逝而非透過銷售消耗投資物業所包含絕大部分經濟利益之商業模式而持有。因此，在釐定本集團投資物業之遞延稅項時，董事已採納按公平值模式計量之投資物業可透過銷售予以收回之假設。

估計不確定因素之主要來源

下文討論有關未來之主要假設及於報告期末估計不確定因素之其他主要來源，而該等假設及不確定因素來源具有導致資產及負債賬面值於下一財政年度內作出大幅調整之重大風險。

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5. CRITICAL JUDGMENTS AND KEY ESTIMATES (CONTINUED)

Key sources of estimation uncertainty (continued)

(a) Property, plant and equipment and depreciation

The Group determines the estimated useful lives and related depreciation charges for the Group's property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned.

The carrying amount of property, plant and equipment as at 31 December 2017 was HK\$6,700,000 (2016: HK\$6,630,000).

(b) Fair value of investment properties

The Group appointed an independent professional valuer to assess the fair value of the investment properties. In determining the fair value, the valuer has utilised a method of valuation which involves certain estimates. The Directors have exercised their judgment and are satisfied that the method of valuation and inputs used are reflective of the current market conditions.

The carrying amount of investment properties as at 31 December 2017 was HK\$358,400,000 (2016: Nil).

(c) Impairment loss for bad and doubtful debts

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts, in particular of a loss event, requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

As at 31 December 2017, accumulated impairment losses for bad and doubtful debts amounted to HK\$191,000 (2016: Nil).

5. 重大判斷及關鍵估計 (續)

估計不確定因素之主要來源 (續)

(a) 物業、廠房及設備以及折舊

本集團釐定其物業、廠房及設備之估計可使用年期及相關折舊費用。該估計乃基於性質及功能相若之物業、廠房及設備之實際可使用年期之過往經驗作出。倘可使用年期與先前估計者不同，則本集團將修訂折舊費用，或將撇銷或撇減已棄用之技術上過時或非策略性之資產。

於二零一七年十二月三十一日，物業、廠房及設備之賬面值為6,700,000港元(二零一六年：6,630,000港元)。

(b) 投資物業之公平值

本集團已委聘獨立專業估值師評估投資物業之公平值。釐定公平值時，估值師採用涉及若干估計之估值方法。董事已行使其判斷，並信納所用估值方法及輸入資料可反映當前市況。

於二零一七年十二月三十一日，投資物業之賬面值為358,400,000港元(二零一六年：零)。

(c) 呆壞賬減值虧損

本集團乃根據貿易及其他應收賬項可收回性之評估(包括各債務人之目前信譽及過往還款記錄)作出呆壞賬減值虧損。倘發生任何事件或情況出現變動顯示餘額可能無法收回時會出現減值。識別呆壞賬需要作出判斷及估計，特別是虧損事件。倘實際結果與原來估計不同，則該等差額將會影響有關估計出現變動年度之貿易及其他應收賬項之賬面值以及呆賬開支。

於二零一七年十二月三十一日，呆壞賬累計減值虧損為191,000港元(二零一六年：零)。

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5. CRITICAL JUDGMENTS AND KEY ESTIMATES (CONTINUED)

Key sources of estimation uncertainty (continued)

(d) Income tax

Determining income tax provisions involves judgment on the future tax treatment of certain transactions. The management evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised, the management's judgment is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

As at and for the year ended 31 December 2017, no provisions for current tax and deferred tax were made (2016: Nil).

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, price risk, credit risk, liquidity risk and interest rate 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.

(a) Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities, including HKD and Japanese Yen ("JPY"). The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

5. 重大判斷及關鍵估計 (續)

估計不確定因素之主要來源 (續)

(d) 所得稅

釐定所得稅撥備涉及對某些交易未來稅務處理的判斷。管理層評估各項交易的稅務影響，並計提相應的稅項撥備。本集團定期重新考慮這些交易的稅務處理，以及稅務法規的所有修訂。遞延稅項資產是就未利用稅損和可抵扣暫時差異而確認。由於遞延稅項資產只限在很可能獲得能利用該遞延稅項資產來抵扣的未來應課稅利潤時才會確認，所以需要管理層判斷獲得未來應稅利潤的可能性。本集團不斷審閱管理層的評估，如果很可能獲得能利用遞延稅項資產的未來應稅利潤，便會確認遞延稅項資產。

於及截至二零一七年十二月三十一日止年度，並無提計即期稅項及遞延稅項(二零一六年：無)。

6. 財務風險管理

本集團業務使其面對多種財務風險：外匯風險、價格風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃專注於金融市場之不可預測性，並力求將其對本集團財務表現之潛在不利影響減至最低。

(a) 外匯風險

由於本集團之大部分業務交易、資產及負債主要以本集團實體之功能貨幣(包括港元及日圓(「日圓」))計值，故本集團所承受之外匯風險甚微。本集團目前並無就外幣交易、資產及負債設立外匯對沖政策。本集團密切監察其外匯風險，並將於需要時考慮對沖重大外匯風險。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

(b) Price risk

The Group is exposed to equity price risk mainly through its investment in equity securities. The Directors of the Company monitor the price risk and will consider other necessary actions when significant price risks is anticipated. The Group's equity price risk is mainly concentrated on equity securities quoted on the Stock Exchange.

The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period.

If equity prices had been 5% higher/lower (2016: 5% higher/lower), profit after tax for the year ended 31 December 2017 would increase/decrease by HK\$31,000 (2016: increase/decrease by HK\$24,000). This is mainly due to the changes in fair value of held-for-trading investments.

(c) Credit risk

The Group's credit risk is primarily attributable to its trade receivables and other receivables. In order to minimise credit risk, the Directors have delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, the Directors review the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

It has policies in place to ensure that sales are made to customers with an appropriate credit history.

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

6. 財務風險管理 (續)

(b) 價格風險

本集團主要因其於股本證券投資承受股本價格風險。本公司董事監察價格風險，並於預料到重大價格風險時考慮採取其他必要行動。本集團的股本價格風險主要集中於聯交所所報股本證券。

以下敏感度分析乃根據報告期末股本價格風險釐定。

倘股本價格上升／下跌5% (二零一六年：上升／下跌5%)，截至二零一七年十二月三十一日止年度的除稅後溢利將上升／下跌31,000港元 (二零一六年：上升／下跌24,000港元)。此乃主要由於持作買賣投資之公平值變動所致。

(c) 信貸風險

本集團之信貸風險主要來自其貿易應收賬款及其他應收賬項。為盡量降低信貸風險，董事已委派團隊負責釐定信貸限額、信用審批及其他監察程序。此外，董事定期審閱各項個別貿易債務之可收回金額，以確保就不可收回債務確認足夠減值虧損。就此而言，董事認為本集團之信貸風險大幅降低。

本集團已落實政策確保向具有良好信用記錄之客戶進行銷售。

由於對手方為國際信貸評級機構評定為具有高信貸評級之銀行，故現金及銀行結餘之信貸風險有限。

(d) 流動資金風險

本集團之政策乃定期監察目前及預期之流動資金需求以確保其維持充足現金儲備，滿足其短期及長期之流動資金需求。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

(d) Liquidity risk (continued)

The maturity analysis based on contractual undiscounted cash flows of the Group's non-derivative financial liabilities is as follows:

		Less than 1 year or on demand 少於一年 或按要求 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 兩至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2017	於二零一七年 十二月三十一日					
Bank borrowings (note)	銀行借貸(附註)	204,478	-	-	-	204,478
Trade and other payables	貿易及其他應付賬項	10,432	-	-	-	10,432
At 31 December 2016	於二零一六年 十二月三十一日					
Borrowings (note)	借貸(附註)	125,283	-	-	-	125,283
Trade and other payables	貿易及其他應付賬項	17,076	-	-	-	17,076

Note:

Bank borrowings with a repayment on demand clause are included in the 'on demand or less than 1 year' time band in the above maturity analysis. As at 31 December 2017 and 31 December 2016, the aggregate undiscounted principal amounts of these bank borrowings amounted to HK\$80,000,000 and HK\$120,000,000 respectively. Taking into account the Group's financial position, the Directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The Directors believe that such bank borrowings will be repaid one year after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to HK\$82,576,000.

6. 財務風險管理(續)

(d) 流動資金風險(續)

本集團非衍生金融負債按合約未折扣現金流量進行之到期日分析如下：

附註：

附有按要求償還條文之銀行借貸計入上述到期日分析「按要求或少於一年」時段。於二零一七年十二月三十一日及二零一六年十二月三十一日，該等銀行借貸未貼現金總額分別為80,000,000港元及120,000,000港元。考慮到本集團之財務狀況，董事認為銀行未必會行使酌情權要求即時還款。董事相信，有關銀行借貸將根據貸款協議所載的預定還款日期於報告期末後一年償還。屆時，本金總額及利息現金流出將為82,576,000港元。

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6. FINANCIAL RISK MANAGEMENT (CONTINUED)

(e) Interest rate risk

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's HKD denominated borrowing.

At 31 December 2017, if interest rates had been 100 basis points lower with all other variables held constant, consolidated profit for the year would have been HK\$2,000,000 (2016: HK\$1,200,000) higher, arising mainly as a result of lower interest expense on bank borrowings. If interest rates had been 100 basis points higher, with all other variables held constant, consolidated profit for the year would have been HK\$2,000,000 (2016: HK\$1,200,000) lower, arising mainly as a result of higher interest expense on bank borrowings.

(f) Categories of financial instruments at 31 December 2017

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets at fair value through profit or loss:	按公平值計入損益之金融資產：		
Equity securities	股本證券	737	581
Loans and receivables (including cash and cash equivalents)	貸款及應收賬項(包括現金及現金等價物)	76,231	110,212
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	210,432	137,076

(g) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

6. 財務風險管理(續)

(e) 利率風險

本集團現金流量利率風險主要集中於本集團以港元計值借貸所產生之香港銀行同業拆息的波動。

於二零一七年十二月三十一日，倘利率下跌100個基點而其他所有可變因素維持不變，則年內綜合溢利將增加約2,000,000港元(二零一六年：1,200,000港元)，主要是由於銀行借貸利息開支減少。倘利率上升100個基點而其他所有可變因素維持不變，則年內綜合溢利將減少約2,000,000港元(二零一六年：1,200,000港元)，主要是由於銀行借貸利息開支增加。

(f) 於二零一七年十二月三十一日之金融工具類別

(g) 公平值

於綜合財務狀況表所反映之本集團金融資產及金融負債之賬面值與彼等各自之公平值相若。

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7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

7. 公平值計量

公平值乃指市場參與者之間於計量日期進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格。以下為使用公平值層級之公平值計量披露，有關層級將用以計量公平值之估值方法之輸入數據分為三個層級：

第一級輸入數據：本集團於計量日期可取得相同資產或負債於活躍市場之報價（未經調整）。

第二級輸入數據：資產或負債之直接或間接可觀察輸入數據（第一級包括的報價除外）。

第三級輸入數據：資產或負債之不可觀察輸入數據。

本集團之政策為於導致轉撥之事件或情況出現變動當日確認自三個層級中的任何一個層級之轉入及轉出。

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7. FAIR VALUE MEASUREMENTS (CONTINUED)

7. 公平值計量(續)

(a) Disclosures of level in fair value hierarchy at 31 December 2017:

(a) 於二零一七年十二月三十一日之公平值層級水平披露：

Description 項目		Fair value measurements using: 公平值計量採用之層級：			Total 總計
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Recurring fair value measurements:	經常性公平值計量：				
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產				
— Listed equity securities	— 上市股本證券	737	—	—	737
Property, plant and equipment	物業、廠房及設備				
Building held for own use	持作自用之樓宇				
— Hong Kong	— 香港	—	—	90	90
Investment properties	投資物業				
Residential units — Hong Kong	住宅單位 — 香港	—	358,400	—	358,400
Total	總計	737	358,400	90	359,227

Description 項目		Fair value measurements using: 公平值計量採用之層級：			Total 總計
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Recurring fair value measurements:	經常性公平值計量：				
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產				
— Listed equity securities	— 上市股本證券	581	—	—	581
Property, plant and equipment	物業、廠房及設備				
Building held for own use	持作自用之樓宇				
— Hong Kong	— 香港	—	—	97	97
Total	總計	581	—	97	678

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7. FAIR VALUE MEASUREMENTS (CONTINUED)

(b) Reconciliation of assets measured at fair value based on level 3:

Description 項目		2017 二零一七年 Buildings held for own use - Hong Kong 持作 自用之樓宇 - 香港 HK\$'000 千港元	2016 二零一六年 Buildings held for own use - Hong Kong 持作 自用之樓宇 - 香港 HK\$'000 千港元
At 1 January	於一月一日	97	99
Depreciation charge for the year	年度折舊費用	(3)	(3)
(Deficit)/surplus on revaluation (#)	重估(虧絀)/盈餘(#)	(4)	1
At 31 December	於十二月三十一日	90	97
(#) Include gains or losses for assets held at end of reporting period	(#) 包括於報告期末持有資產之盈虧	(4)	1

The total gains or losses recognised in profit or loss including those for assets held at end of reporting period are presented in other gains and losses in the consolidated statement of profit or loss.

7. 公平值計量(續)

(b) 根據第三級按公平值計量之資產對賬：

	2017 二零一七年 Buildings held for own use - Hong Kong 持作 自用之樓宇 - 香港 HK\$'000 千港元	2016 二零一六年 Buildings held for own use - Hong Kong 持作 自用之樓宇 - 香港 HK\$'000 千港元
At 1 January	97	99
Depreciation charge for the year	(3)	(3)
(Deficit)/surplus on revaluation (#)	(4)	1
At 31 December	90	97
(#) Include gains or losses for assets held at end of reporting period	(4)	1

於報告期末在損益中確認之盈虧總額(包括持有資產之盈虧)乃於綜合損益表內的其他收益及虧損呈列。

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7. FAIR VALUE MEASUREMENTS (CONTINUED)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2017:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The financial controller reports directly to the Board of Directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the Board of Directors at least once a year.

For level 3 fair value measurements, the Group will normally engage external valuation experts with the recognised professional qualifications and recent experience to perform the valuations.

Key unobservable inputs used in level 3 fair value measurements are mainly:

— **Cost of construction**

Cost per square feet to completion was estimated based on the type of building structure and taking into account market data on current construction costs for similar properties.

— **Estimated depreciation**

Deducting all sources of depreciation by straight-line method over the estimated useful life, including physical deterioration and functional and economic obsolescence and adjusting by the physical condition of the building.

Level 2 fair value measurements

第二級公平值計量

Description 項目	Valuation technique 估值方法	Inputs 輸入數據	Fair value 公平值			
			2017 二零一七年 HK\$'000 千港元		2016 二零一六年 HK\$'000 千港元	
			Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
Residential units located in Hong Kong 位於香港之住宅單位	Direct comparison approach 直接比較法	Comparable sales transaction 可比較銷售交易				
		Capitalised net rental income 資本化租金收入淨額	358,400	-	-	-

7. 公平值計量(續)

(c) 於二零一七年十二月三十一日，本集團使用之估值程序以及公平值計量所採用估值方法及輸入數據之披露：

本集團財務總監負責就財務報告進行所需的資產及負債之公平值計量，包括第三級公平值計量。財務總監直接向董事會匯報此等公平值計量。財務總監與董事會每年至少進行一次估值程序及結果之討論。

就第三級公平值計量而言，本集團將通常聘請具備獲認可專業資格及最近進行估值經驗之外部估值專家。

第三級公平值計量所採用之主要不可觀察輸入數據主要是：

— **建築成本**

估值師按類似用途的建築物結構類別並計及現時建築成本的市場數據估計的每平方米落成成本。

— **估計折舊**

估計折舊應用直線法將樓宇在預計可使用年期內扣減各來源的折舊，包括實質損耗及功能性及經濟陳舊，並按樓宇實際狀況而作出調整。

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7. FAIR VALUE MEASUREMENTS (CONTINUED)

7. 公平值計量(續)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2017: (Continued)

(c) 於二零一七年十二月三十一日，本集團使用之估值程序以及公平值計量所採用估值方法及輸入數據之披露：(續)

Level 3 fair value measurements 第三級公平值計量

Description	Valuation technique	Unobservable inputs	Effect on fair value for increase of inputs	Fair value			
				2017 二零一七年 HK\$'000 千港元		2016 二零一六年 HK\$'000 千港元	
項目	估值方法	不可觀察輸入數據	輸入數據增加對公平值之影響	Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
Building held for own use — Hong Kong 持作自用之樓宇 — 香港	Based on net replacement cost 淨重置成本法	Cost of construction of HK\$1,294 (2016: HK\$1,036) per square feet 建築成本為每平方呎1,294港元 (二零一六年：1,036港元)	Increase 增加				
		Estimated depreciation over the useful life of 58 years (2016: 58 years) 於可使用年期58年 (二零一六年：58年)的估計折舊	Decrease 減少	90	—	97	—

During the two years, there were no changes in the valuation techniques used.

兩年內所用估值方法並無變動。

8. REVENUE

8. 收益

An analysis of the Group's revenue for the year is as follows:

年內本集團收益之分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Provision of property management services	來自提供物業管理服務之收益	201	121
Sale of plants and provision of horticultural services	來自銷售植物及提供園藝服務之收益	4,122	4,830
Loan interest income	貸款利息收入	60	491
Sale of graphene	石墨烯銷售	63	—
		4,446	5,442

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9. OTHER INCOME

9. 其他收入

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest income on bank deposits	銀行存款利息收入	1	1
Dividends income from equity investments	股本投資所得之股息收入	26	27
Rental income	租金收入	10,126	6,953
Others	其他	514	340
		10,667	7,321

10. OTHER GAINS AND LOSSES

10. 其他收益及虧損

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Gain on disposals of available-for-sale financial assets	出售可供出售金融資產之收益	-	4,930
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之收益	-	121
Surplus on revaluation of buildings	樓宇重估盈餘	-	1
Fair value gain on investment properties	投資物業之公平值收益	110,081	-
Fair value gain on financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產之公平值收益	156	48
		110,237	5,100

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11. SEGMENT INFORMATION

The Group has seven operating segments as follows:

- Property development – develops and sells properties
- Property investment – engages in leasing out residential properties
- Money lending – provides loan financing to corporate entities and individuals
- Horticultural services – provides horticultural services
- Graphene manufacturing and sales – manufactures and sells graphene and graphene-related products
- Property management and other related services – provides building management services
- Securities trading – engages in trading of securities

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include unallocated administrative expenses, share of losses of associates, other income, other gains and losses, finance costs and income tax expense. Segment assets do not include pledged bank deposits, interests in associates and unallocated corporate assets. Segment liabilities do not include bank borrowings and unallocated corporate liabilities.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

11. 分類資料

本集團有七個經營分類如下：

- 物業發展 – 物業發展及銷售
- 物業投資 – 從事住宅物業出租
- 借貸 – 向公司實體及個人提供貸款融資
- 園藝服務 – 提供園藝服務
- 石墨烯生產及銷售 – 生產及銷售石墨烯及石墨烯相關產品
- 物業管理及其他相關服務 – 提供樓宇管理服務
- 證券交易 – 從事證券交易

本集團報告分類指提供不同產品及服務之策略性業務單位，並由於各業務所需之技術及營銷策略有別，故有關業務會分開管理。

經營分類之會計政策與綜合財務報表附註4所述者相同。分類溢利或虧損並不包括未分配行政開支、應佔聯營公司虧損、其他收入、其他收益及虧損、融資成本以及所得稅開支。分類資產並不包括已抵押銀行存款、於聯營公司之權益及未分配公司資產。分類負債並不包括銀行借貸及未分配公司負債。

本集團將分類間銷售及轉讓列賬，猶如有關銷售及轉讓乃向第三方(即按現時市價)作出。

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11. SEGMENT INFORMATION (CONTINUED)

Information about operating segment profit or loss, assets and liabilities

11. 分類資料(續)

有關經營分類損益、資產及負債之資料

		Property development	Property investment	Money lending	Horticultural services	Graphene manufacturing and sales	Property management and other related services	Securities trading	Total
		物業發展 HK\$'000 千港元	物業投資 HK\$'000 千港元	借貸 HK\$'000 千港元	園藝服務 HK\$'000 千港元	石墨烯 生產及銷售 HK\$'000 千港元	物業管理及 其他相關服務 HK\$'000 千港元	證券交易 HK\$'000 千港元	總計 HK\$'000 千港元
Year ended 31 December 2017	截至二零一七年十二月三十一日止年度								
Revenue from external customers	來自對外客戶之收益	-	-	60	4,122	63	201	-	4,446
Intersegment revenue	分類間收益	-	-	-	121	-	-	-	121
Segment profit/(loss)	分類溢利/(虧損)	(20,012)	110,081	60	(1,960)	(16,881)	184	156	71,628
Depreciation	折舊	-	-	-	-	945	-	-	945
Additions to segment non-current assets	添置分類非流動資產	-	-	-	-	2,275	-	-	2,275
As at 31 December 2017	於二零一七年十二月三十一日								
Segment assets	分類資產	9,031	358,400	-	2,584	62,526	876	737	434,154
Segment liabilities	分類負債	4,745	-	-	527	2,055	43	-	7,370
			Property development	Money lending	Horticultural services	Sale and manufacturing of graphene	Property management and other related services	Securities trading	Total
			物業發展 HK\$'000 千港元	借貸 HK\$'000 千港元	園藝服務 HK\$'000 千港元	銷售及 生產石墨烯 HK\$'000 千港元	物業管理及 其他相關服務 HK\$'000 千港元	證券交易 HK\$'000 千港元	總計 HK\$'000 千港元
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度								
Revenue from external customers	來自對外客戶之收益	-	-	491	4,830	-	121	-	5,442
Intersegment revenue	分類間收益	-	-	-	80	-	-	-	80
Segment profit/(loss)	分類溢利/(虧損)	-	(23,526)	491	(2,025)	(5,581)	95	48	(30,498)
Depreciation	折舊	-	-	-	-	122	-	-	122
Additions to segment non-current assets	添置分類非流動資產	-	-	-	-	3,075	-	-	3,075
As at 31 December 2016	於二零一六年十二月三十一日								
Segment assets	分類資產	-	251,554	2,344	2,296	49,548	873	581	307,196
Segment liabilities	分類負債	-	5,163	-	197	1,059	27	-	6,446

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11. SEGMENT INFORMATION (CONTINUED)

11. 分類資料(續)

Reconciliations of segment revenue and profit or loss

分類收益及損益之對賬

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Revenue	收益		
Total revenue of reportable segments	報告分類之總收益	4,567	5,522
Elimination of intersegment revenue	抵銷分類間收益	(121)	(80)
Consolidated revenue	綜合收益	4,446	5,442
Profit or loss	損益		
Total profit or loss of reportable segments	報告分類之損益總額	71,628	(30,498)
Elimination of intersegment profits	抵銷分類間溢利	(121)	(80)
Share of losses of associates	應佔聯營公司虧損	(223)	-
Unallocated amounts:	未分配款項：		
– Depreciation of property, plant and equipment	– 物業、廠房及設備之折舊	(1,096)	(1,176)
– Finance costs	– 融資成本	(4,553)	(1,068)
– Other gains and losses	– 其他收益及虧損	612	5,299
– Unallocated corporate expenses	– 未分配公司開支	(14,349)	(16,424)
Consolidated profit/(loss) before tax	除稅前綜合溢利/(虧損)	51,898	(43,947)

Reconciliations of segment assets and liabilities

分類資產及負債之對賬

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Assets	資產		
Total assets of reportable segments	報告分類之總資產	434,154	307,196
Investments in associates	於聯營公司之投資	12,541	-
Unallocated:	未分配：		
– Pledged bank deposits	– 已抵押銀行存款	13,769	8,120
– Cash and cash equivalents	– 現金及現金等價物	31,185	47,145
– Other assets	– 其他資產	3,290	6,290
Consolidated total assets	綜合資產總額	494,939	368,751

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11. SEGMENT INFORMATION (CONTINUED)

Reconciliations of segment assets and liabilities (continued)

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Liabilities	負債		
Total liabilities of reportable segments	報告分類之總負債	7,370	6,446
Unallocated:	未分配：		
– Bank borrowings	– 銀行借貸	200,000	120,000
– Other liabilities	– 其他負債	3,303	10,752
Consolidated total liabilities	綜合負債總額	210,673	137,198

Apart from the above, the totals of other material items disclosed in the segment information are the same as the consolidated totals.

Geographical information:

The Group's revenue from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

11. 分類資料(續)

分類資產及負債之對賬(續)

除上述者外，分類資料披露之其他重大項目總額與綜合總額相同。

地區資料：

按經營所在地劃分之本集團對外客戶收益及按資產所在地劃分之非流動資產之資料詳述如下：

		Revenue 收益		Non-current assets 非流動資產	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Hong Kong	香港	4,383	5,442	361,326	4,000
Japan	日本	63	–	41,216	2,630
Consolidated total	綜合總計	4,446	5,442	402,542	6,630

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12. FINANCE COSTS

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest on bank borrowings	銀行借貸利息	4,553	1,068

13. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax has been made in the financial statements since the Group has sufficient tax losses brought forward to set off against current year's assessable profit.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

The reconciliation between the income tax expense and the product of profit before tax multiplied by the Hong Kong Profits Tax is as follows:

12. 融資成本

13. 所得稅開支

由於本集團之承前稅項虧損足以抵銷本年度之應課稅溢利，故並無於財務報表計提香港利得稅撥備。

其他國家之應課稅溢利之稅項費用已按本集團經營業務所在國家之現行稅率及依據當地之現行法例、詮釋及慣例計算。

所得稅開支與除稅前溢利乘以香港利得稅稅率之乘積對賬如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Profit/(loss) before tax	除稅前溢利／(虧損)	51,898	(43,947)
Tax at the domestic income tax rate of 16.5% (2016:16.5%)	按本地所得稅率 16.5% (二零一六年：16.5%) 計算之稅項	8,563	(7,251)
Tax effect of expenses that are not deductible	不可扣減開支之稅務影響	3,870	203
Tax effect of income that is not taxable	非應課稅收入之稅務影響	(18,163)	(839)
Tax effect of unused tax losses not recognised	未確認之未使用稅項虧損之 稅務影響	8,496	8,665
Tax effect of utilisation of tax losses not previously recognised	動用過往未確認之稅項虧損之 稅務影響	(12)	(3)
Tax effect of temporary differences not recognised	未確認暫時差額的稅務影響	161	46
Effect of different tax rate of subsidiaries	附屬公司稅率差異之影響	(2,915)	(821)
Income tax expense	所得稅開支	-	-

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14. PROFIT/(LOSS) FOR THE YEAR

The Group's profit/(loss) for the year is stated after charging/
(crediting) the following:

14. 年內溢利/(虧損)

本集團之年內溢利/(虧損)經扣除/(計入)
下列各項後列賬：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Amortisation of leasehold land	租賃土地攤銷	12	12
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,029	1,164
Gain on disposals of property, plant and equipment	出售物業、廠房及設備之 收益	-	121
Fair value gain on investment properties	投資物業之公平值收益	(110,081)	-
Operating lease charges	經營租約開支		
— Land and buildings	— 土地及樓宇	5,773	4,564
Research and development expenditure	研發支出	147	-
Auditor's remuneration	核數師薪酬		
— Current	— 即期	705	570
— Under-provision in prior year	— 上年度撥備不足	250	-
Cost of inventories sold	已售存貨成本	703	894
Allowance for inventories (included in cost of sales)	存貨撥備 (已計入銷售成本)	149	119
Allowance for trade receivables	貿易應收賬款撥備	191	-

15. EMPLOYEE BENEFITS EXPENSE

15. 僱員福利開支

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Employee benefits expense:	僱員福利開支：		
Salaries, bonuses and allowances	薪金、花紅及津貼	18,320	12,007
Retirement benefit scheme contributions	退休福利計劃供款	819	418
		19,139	12,425

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15. EMPLOYEE BENEFITS EXPENSE (CONTINUED)

Five highest paid individuals

The five highest paid individuals in the Group during the year included three (2016: four) directors whose emoluments are reflected in the analysis presented in note 16. The emoluments of the remaining two (2016: one) individuals are set out below:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	3,801	1,002
Retirement benefit scheme contributions	退休福利計劃供款	132	19
		3,933	1,021

The emoluments fell within the following band:

酬金介乎以下範圍：

		Number of individuals 人數	
		2017 二零一七年	2016 二零一六年
Nil to HK\$1,000,000	零至1,000,000港元	-	-
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1
HK\$1,500,001 to HK\$3,000,000	1,500,001港元至3,000,000港元	1	-

15. 僱員福利開支(續)

五名最高薪酬人士

年內，本集團五名最高薪酬人士包括三名(二零一六年：四名)董事，其酬金已於附註16呈列之分析中反映。餘下兩名(二零一六年：一名)人士之酬金載列如下：

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16. BENEFITS AND INTERESTS OF DIRECTORS

16. 董事之利益及權益

(a) Directors' emoluments

The remuneration of every director is set out below:

(a) 董事酬金

各董事之薪酬載列如下：

		Fees	Salaries and allowances	Discretionary bonuses	Retirement scheme contributions	Total
		袍金	薪金及津貼	酌情花紅	退休計劃供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive directors:	執行董事：					
Chen Meng	陳猛	-	3,000	-	18	3,018
Mak Tin Sang (i)	麥天生(i)	-	1,180	-	7	1,187
Yuan Li Min, Chief Executive Officer (ii)	原立民，行政總裁(ii)	-	8,000	-	18	8,018
		-	12,180	-	43	12,223
Non-executive director:	非執行董事：					
Li Feng Mao, Chairman	李丰茂，主席	-	10,000	-	18	10,018
Independent non-executive directors:	獨立非執行董事：					
Leung Po Hon (iii)	梁寶漢(iii)	344	-	-	-	344
Li Jing Bo	李景波	360	-	-	-	360
Shigeki Tanaka (iv)	田中茂樹(iv)	122	-	-	-	122
Wang Song Ling (v)	王松岭(v)	161	-	-	-	161
		987	10,000	-	18	11,005
Total for 2017	二零一七年總計	987	22,180	-	61	23,228

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16. BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

16. 董事之利益及權益 (續)

(a) Directors' emoluments (continued)

(a) 董事酬金 (續)

		Fees	Salaries and allowances	Discretionary bonuses	Retirement scheme contributions	Total
		袍金	薪金及津貼	酌情花紅	退休計劃供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive directors:	執行董事：					
Chen Meng	陳猛	-	3,000	-	18	3,018
Mak Tin Sang	麥天生	-	3,000	-	18	3,018
Yuan Li Min, Chief Executive Officer	原立民，行政總裁	-	8,000	-	18	8,018
		-	14,000	-	54	14,054
Non-executive director:	非執行董事：					
Li Feng Mao, Chairman	李丰茂，主席	-	10,000	-	18	10,018
Independent non-executive directors:	獨立非執行董事：					
Leung Po Hon	梁寶漢	400	-	-	-	400
Li Jing Bo	李景波	360	-	-	-	360
Shigeki Tanaka	田中茂樹	360	-	-	-	360
		1,120	10,000	-	18	11,138
Total for 2016	二零一六年總計	1,120	24,000	-	72	25,192

None of the Directors waived any remuneration during the year ended 31 December 2017 (2016: Nil).

概無董事於截至二零一七年十二月三十一日止年度放棄任何薪酬(二零一六年：無)。

During the year ended 31 December 2017, there was no emoluments have been paid to the Directors as an inducement to join or upon joining the Group; or as compensation for loss of office (2016: Nil).

於截至二零一七年十二月三十一日止年度，概無向董事支付任何作為吸引彼等加入或於加入本集團時之獎勵；或作為離任之補償的酬金(二零一六年：無)。

Notes: (i) Mr. Mak Tin Sang resigned on 16 May 2017.

(ii) Mr. Yuan Li Min resigned on 16 January 2018.

(iii) Mr. Leung Po Hon resigned on 9 November 2017.

(iv) Mr. Shigeki Tanaka resigned on 2 May 2017.

(v) Mr. Wang Song Ling was appointed on 21 July 2017.

附註：(i) 麥天生先生已於二零一七年五月十六日辭任。

(ii) 原立民先生已於二零一八年一月十六日辭任。

(iii) 梁寶漢先生已於二零一七年十一月九日辭任。

(iv) 田中茂樹先生已於二零一七年五月二日辭任。

(v) 王松嶺先生於二零一七年七月二十一日獲委任。

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16. BENEFITS AND INTERESTS OF DIRECTORS (CONTINUED)

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

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

17. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the profit attributable to the owners of the Company of HK\$51,898,000 (2016: loss of HK\$43,947,000) and the weighted average number of approximately 2,819,102,000 (2016: 2,819,102,000) ordinary shares in issue during the year.

(b) Diluted earnings/(loss) per share

Diluted earnings/(loss) per share for the year ended 31 December 2017 and 2016 were same as the basic earnings/(loss) per share.

16. 董事之利益及權益 (續)

(b) 董事於交易、安排或合約中之重大權益

本公司董事及董事關連方概無就於年末或年內任何時間存續以本公司作為訂約方，且與本集團業務有關之重大交易、安排及合約中擁有重大權益(不論直接或間接)。

17. 每股盈利/(虧損)

(a) 每股基本盈利/(虧損)

每股基本盈利/(虧損)乃根據年內本公司擁有人應佔溢利51,898,000港元(二零一六年: 43,947,000港元虧損)及已發行普通股之加權平均數約2,819,102,000股(二零一六年: 2,819,102,000股)股份計算。

(b) 每股攤薄盈利/(虧損)

截至二零一七年及二零一六年十二月三十一日止年度每股攤薄盈利/(虧損)與每股基本盈利/(虧損)相同。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

	Interests in leasehold land held for own use under finance leases 於根據融資租約持作自用租賃土地之權益 HK\$'000 千港元	Buildings held for own use carried at fair value 以公平值列賬之持作自用樓宇 HK\$'000 千港元	Furniture and equipment 傢俬及設備 HK\$'000 千港元	Leasehold improvements 租賃裝修 HK\$'000 千港元	Motor Vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
Cost or valuation:	成本或估值：						
At 1 January 2016	於二零一六年一月一日	600	99	1,419	1,172	2,097	5,387
Additions	添置	-	-	718	-	3,075	3,793
Disposals	出售	-	-	-	-	(260)	(260)
Surplus on revaluation	重估盈餘	-	1	-	-	-	1
Exchange differences	匯兌差額	-	-	-	-	(324)	(324)
Elimination of accumulated depreciation	累積折舊對銷	-	(3)	-	-	-	(3)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及二零一七年一月一日	600	97	2,137	1,172	4,588	8,594
Additions	添置	-	-	278	2,023	-	2,301
Disposals	出售	-	-	(237)	-	-	(237)
Deficit on revaluation	重估虧絀	-	(4)	-	-	-	(4)
Exchange differences	匯兌差額	-	-	(1)	(4)	-	(5)
Elimination of accumulated depreciation	累積折舊對銷	-	(3)	-	-	-	(3)
At 31 December 2017	於二零一七年十二月三十一日	600	90	2,177	3,191	4,588	10,646

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18. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

18. 物業、廠房及設備(續)

	Interests in leasehold land held for own use under finance leases	Buildings held for own use carried at fair value	Furniture and equipment	Leasehold improvements	Motor Vehicles	Total	
	於根據融資 租約持作自 用租賃土地 之權益	以公平值 列賬之持作 自用樓宇	傢俬及設備	租賃裝修	汽車	總計	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Accumulated depreciation and amortization:	累計折舊及攤銷：						
At 1 January 2016	於二零一六年 一月一日	243	–	244	–	565	1,052
Charge for the year	本年度支出	12	3	341	391	429	1,176
Disposals	出售	–	–	–	–	(260)	(260)
Exchange differences	匯兌差額	–	–	–	–	(1)	(1)
Elimination on revaluation	重估時對銷	–	(3)	–	–	–	(3)
At 31 December 2016 and 1 January 2017	於二零一六年 十二月三十一日 及二零一七 年一月一日	255	–	585	391	733	1,964
Charge for the year	本年度支出	12	3	445	542	1,039	2,041
Disposals	出售	–	–	(237)	–	–	(237)
Exchange differences	匯兌差額	–	–	–	–	181	181
Elimination on revaluation	重估時對銷	–	(3)	–	–	–	(3)
At 31 December 2017	於二零一七年 十二月三十一日	267	–	793	933	1,953	3,946
Carrying amount:	賬面淨值：						
At 31 December 2017	於二零一七年 十二月三十一日	333	90	1,384	2,258	2,635	6,700
At 31 December 2016	於二零一六年 十二月三十一日	345	97	1,552	781	3,855	6,630

At 31 December 2017 the leasehold land of HK\$333,000 (2016: HK\$345,000) and the buildings of HK\$90,000 (2016: HK\$97,000) are pledged as security for the Group's bank borrowings amounted to HK\$423,000 (2016: HK\$442,000).

於二零一七年十二月三十一日，333,000港元(二零一六年：345,000港元)的租賃土地及90,000港元(二零一六年：97,000港元)之樓宇已抵押作為本集團423,000港元(二零一六年：442,000港元)銀行借貸之抵押品。

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18. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The Group's buildings held for own use were revalued at 31 December 2017 and 2016 on net replacement cost approach by DTZ Cushman & Wakefield Limited, an independent firm of chartered surveyors.

If the buildings held for own use were stated on the historical cost basis, their carrying amounts would be as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cost	成本	780	780
Accumulated depreciation	累計折舊	(444)	(424)
		336	356

18. 物業、廠房及設備(續)

本集團持作自用之樓宇由獨立特許測量師行戴德梁行有限公司於二零一七年及二零一六年十二月三十一日按淨重置成本法進行重估。

倘持作自用之樓宇按歷史成本基準列賬，其賬面值如下：

19. INVESTMENT PROPERTIES

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 January	於一月一日	-	-
Transfer from inventories	由存貨轉入	248,319	-
Fair value gains	公平值收益	110,081	-
At 31 December	於十二月三十一日	358,400	-

Investment properties were transferred from inventories on 31 December 2017. Investment properties were revalued as at 31 December 2017 on the direct comparison approach by reference to market evidence of recent transactions for similar properties by DTZ Cushman & Wakefield Limited, an independent firm of chartered surveyors.

At 31 December 2017, the carrying amount of investment properties pledged as security for the Group's bank borrowings amounted to HK\$358,400,000 (2016: Nil).

19. 投資物業

投資物業於二零一七年十二月三十一日自存貨轉入。投資物業由獨立特許測量師行戴德梁行有限公司經參考類似物業近期交易的市場憑證，於二零一七年十二月三十一日按直接比較法進行重估。

於二零一七年十二月三十一日，已抵押作為本集團銀行借貸之抵押品之投資物業的賬面值為358,400,000港元(二零一六年：無)。

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20. PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 December 2017 are as follows:

20. 主要附屬公司

於二零一七年十二月三十一日主要附屬公司之詳情載列如下：

Name 名稱	Place of incorporation and operation 註冊成立及營業地點	Particulars of issued and paid-up capital 已發行及繳足股本詳情	Percentage of ownership interests 擁有權權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
China Graphene Holdings Limited	British Virgin Islands 英屬處女群島	100 ordinary shares of US\$1 each 每股面值1美元之100股普通股	100%	–	Investment Holding 投資控股
Century Elegant Limited 進加有限公司	Hong Kong 香港	1 ordinary share 1股普通股	–	100%	Provision of property management services 提供物業管理服務
Cheung Kee Garden Limited 張記花園有限公司	Hong Kong 香港	100 ordinary shares and 450,000 non-voting deferred shares 100股普通股及450,000股無投票權遞延股	–	100%	Provision of horticultural services 提供園藝服務
Donwin Property Limited 棟榮置業有限公司	Hong Kong 香港	2 ordinary shares 2股普通股	–	100%	Property holding 物業持有
Sui Chong Finance Limited 瑞昌財務有限公司	Hong Kong 香港	2 ordinary shares 2股普通股	–	100%	Provision of financing and management services, money lending and trading of securities 提供融資及管理服務、借貸業務及證券交易
Sui Chong International Resources Limited 瑞昌國際資源有限公司	Hong Kong 香港	1,000 ordinary shares 1,000股普通股	–	100%	Provision of property management and project management services 提供物業管理及項目管理服務
Super Homes Limited	Hong Kong 香港	100 ordinary shares and 100 non-voting deferred shares 100股普通股及100股無投票權遞延股	–	100%	Property development 物業發展

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20. PRINCIPAL SUBSIDIARIES (CONTINUED)

20. 附屬公司(續)

Name 名稱	Place of incorporation and operation 註冊成立及 營業地點	Particulars of issued and paid-up capital 已發行及繳足 股本詳情	Percentage of ownership interests 擁有權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
WI Capital Co., Limited ("WI Capital")	Japan 日本	JPY800,000,000 800,000,000 日圓	–	100%	Investment Holding 投資控股
WI Graphene Co., Limited ("WI Graphene")	Japan 日本	JPY384,000,000 384,000,000 日圓	–	100%	Manufacturing and sale of graphene and graphene — related products 生產及銷售石墨烯及 石墨烯相關產品

The above list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

Note:

On 15 September 2016, WI Capital entered into a shareholders' agreement (the "Shareholders' Agreement") with Graphene Platform Corporation ("GP") pursuant to which both parties agreed to form a joint venture for manufacturing of graphene and related products in Japan. The joint venture namely WI Graphene Co., Limited ("WI Graphene") was incorporated on 24 October 2016. According to the Shareholders' Agreement, WI Capital and GP shall own 80% and 20% equity interest of WI Graphene respectively and the Group shall make its capital contribution by cash and GP shall make its capital contribution by way of granting WI Graphene the right of using certain patents. WI Capital paid its capital contribution of JPY384 million (equivalent to HK\$29,687,000) in cash which represented the entire 100% paid up and issued capital of WI Graphene. On 13 January 2017, WI Graphene and GP signed a license agreement pursuant to which GP granted WI Graphene the right for using of certain patents. Up to the date of approval of these financial statements, the procedures for allotment of shares to GP are still in progress. Given that WI Capital is able to control the joint venture, the joint venture has been classified as a subsidiary of the Group.

上表載列對本集團業績、資產或負債構成主要影響之附屬公司詳情。

附註：

於二零一六年九月十五日，WI Capital與Graphene Platform Corporation(「GP」)訂立股東協議(「股東協議」)，據此，訂約雙方同意成立於日本製造石墨烯及相關產品的合營企業。合營企業(即WI Graphene Co., Limited)(「WI Graphene」)於二零一六年十月二十四日成立。根據股東協議，WI Capital及GP將分別擁有WI Graphene之80%及20%股權，及本集團將以現金注資及GP將通過向WI Graphene授出若干專利使用權之方式注資。WI Capital已以現金繳付其注資384,000,000日元(相當於29,687,000港元)，相當於WI Graphene全部100%已繳足已發行股本。於二零一七年一月十三日，WI Graphene與GP簽立特許協議，據此GP向WI Graphene授出若干專利使用權。截至該等財務報表批准日期，向GP配發股份之程序仍然進行中。考慮到WI Capital能控制合營企業，合營企業分類為本集團附屬公司。

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21. INVESTMENTS IN ASSOCIATES

21. 於聯營公司之投資

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Unlisted investments:	非上市投資：		
Share of net assets	應佔資產淨值	12,541	-

Details of the Group's associates at 31 December 2017 are as follows:

本集團於二零一七年十二月三十一日於聯營公司之投資詳情如下：

Name 名稱	Place of incorporation/ registration 註冊成立/ 註冊地點	Issued and paid up capital 已發行及 繳足股本	Percentage of ownership interest/voting power/profit sharing 擁有權權益/投票權/ 利潤分攤之百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Five Color Stone Technology Corporation	The Cayman Islands 開曼群島	30,000,000 ordinary shares 30,000,000 股普通股	28%	-	Investment holding 投資控股
台灣烯谷應材股份有限公司	Taiwan 台灣	Registered capital of TWD1,000,000 註冊資本 1,000,000 新台幣	-	28%	investment holding 投資控股
Taiwan Mutron Applied Materials Limited 台灣美創應材股份有限公司	Taiwan 台灣	Registered capital of TWD1,000,000 註冊資本 1,000,000 新台幣	-	22.4%	Manufacturing and sale of graphene and graphene-related products 生產及銷售石墨烯及石墨烯相關產品

The following table shows information on the associates that is material to the Group. These associates are accounted for in the consolidated financial statements using the equity method. The summarised financial information presented is based on the HKFRS financial statements of the associates.

下表列示對本集團而言屬重大之聯營公司資料。該等聯營公司以權益法於綜合財務報表列賬。財務資料概要乃基於聯營公司之香港財務報告準則財務報表呈列。

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21. INVESTMENTS IN ASSOCIATES (CONTINUED)

21. 於聯營公司之投資(續)

		2017 二零一七年 HK\$'000 千港元
At 31 December:	於十二月三十一日：	
Non-current assets	非流動資產	29,898
Current assets	流動資產	39,434
Non-current liabilities	非流動負債	(43)
Current liabilities	流動負債	(24,500)
Net assets	資產淨值	44,789
Group's share of carrying amount of interests	本集團應佔權益 賬面值	12,541
Year ended 31 December:	截至十二月三十一日止年度：	
Revenue	收益	-
Loss from continuing operations	持續經營業務虧損	(548)
Loss after tax from discontinued operations	已終止經營業務之除稅後虧損	-
Other comprehensive income	其他全面收益	(247)
Total comprehensive income	全面收益總額	(795)
Dividends received from associate	已收聯營公司股息	-

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22. INVENTORIES

22. 存貨

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Horticultural plants	園藝植物	462	431
Completed properties held for sale	持作出售完工物業	-	248,319
		462	248,750

As at 31 December 2017, the properties were transferred from completed properties held for sale to investment properties, the differences between the fair values and carrying amounts upon transfer, amounting to HK\$110,081,000 (2016: Nil), were recognised in profit or loss as fair value gain on investment properties.

At 31 December 2016, the carrying amount of completed properties held for sale pledged as security for the Group's bank borrowings amounted to HK\$248,319,000.

於二零一七年十二月三十一日，物業由持作出售已落成物業轉撥至投資物業，其於轉撥時公平值與賬面值之間之差額為110,081,000港元(二零一六年：無)已於損益中確認為投資物業之公平值收益。

於二零一六年十二月三十一日，已抵押作本集團銀行借貸之抵押品之持作出售完成物業之賬面值為248,319,000港元。

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23. TRADE AND OTHER RECEIVABLES

23. 貿易及其他應收賬項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade receivables	貿易應收賬款	958	1,064
Allowance for doubtful debts	呆賬撥備	(191)	-
		767	1,064
Prepayments for property, plant and equipment (Note (i))	物業、廠房及設備之預付款項 (附註(i))	37,442	-
Other prepayments	其他預付款項	2,426	2,579
Rental and other deposits	租金及其他按金	2,386	1,499
Escrow money receivable (Note (i))	應收託管款項(附註(i))	-	20,351
Loan receivables	應收貸款	-	2,344
Other receivables	其他應收賬項	1,887	1,246
		44,908	29,083
Analysed as:	按下列各項分析：		
Current assets	流動資產	7,466	29,083
Non-current assets	非流動資產	37,442	-
		44,908	29,083

The credit term is generally 30 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the Directors.

信貸期一般為30日。本集團致力嚴緊監控未付之應收款項。逾期未付之結餘由董事定期審閱。

The aging analysis of trade receivables based on the invoice date, and net of allowance, is as follows:

按發票日期計算之貿易應收賬款(扣除撥備)之賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 to 90 days	0至90日	705	830
91 to 180 days	91至180日	60	234
181 to 365 days	181至365日	2	-
		767	1,064

As at 31 December 2017, an allowance was made for estimated irrecoverable trade receivables of approximately HK\$191,000 (2016: Nil).

於二零一七年十二月三十一日，對估計無法收回之貿易應收賬款約191,000港元(二零一六年：零)已作出撥備。

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23. TRADE AND OTHER RECEIVABLES (CONTINUED)

Reconciliation of allowance for trade receivables:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 January	於一月一日	-	-
Allowance for the year	年內撥備	191	-
At 31 December	於十二月三十一日	191	-

As of 31 December 2017, trade receivables of HK\$296,000 (2016: HK\$582,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Up to 3 months	直至3個月	234	347
3 to 6 months	3個月至6個月	60	235
6 to 12 months	6個月至12個月	-	-
Over 1 year	1年以上	2	-
		296	582

The carrying amounts of the Group's trade receivables are denominated in HKD.

Note:

- (i) On 19 September 2016, WI Capital entered into an escrow agreement with GP pursuant to which WI Capital paid escrow money of JPY300 million (equivalent to HK\$20,351,000) to an escrow agent for intention of purchasing of a plant from GP by WI Graphene. On 13 January 2017, WI Graphene entered into a plant sale and purchase agreement with GP to purchase the Graphene Production Machinery and Equipment with production capacity at a consideration of JPY700 million (equivalent to HK\$47,500,000). GP shall be obliged to complete the construction of the machinery and equipment. On 16 and 17 January 2017, WI Graphene paid JPY300 million and JPY240 million (equivalent to HK\$37,442,000 in total) respectively to GP as the prepayment for the purchase. On 21 December 2017, the escrow money of JPY300 million was returned to WI Capital from the escrow agent. Upon the date of approval of these consolidated financial statements, the construction of the machinery and equipment is still in progress.

23. 貿易及其他應收賬項(續)

貿易應收賬款之撥備對賬如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 January	-	-
Allowance for the year	191	-
At 31 December	191	-

於二零一七年十二月三十一日，296,000港元之貿易應收賬款(二零一六年：582,000港元)已逾期但未減值。該等貿易應收賬款涉及多個近期並無拖欠記錄之獨立客戶。該等貿易應收賬款之賬齡分析如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Up to 3 months	234	347
3 to 6 months	60	235
6 to 12 months	-	-
Over 1 year	2	-
	296	582

本集團之貿易應收賬款賬面值以港元計值。

附註：

- (i) 於二零一六年九月十九日，WI Capital與GP訂立託管協議，據此WI Capital就WI Graphene擬向GP購買一間廠房而向一名託管代理支付託管金300,000,000日元(相當於20,351,000港元)。於二零一七年一月十三日，WI Graphene與GP訂立一份廠房買賣協議，以按700,000,000日元(相當於47,500,000港元)代價購買具產能的石墨烯生產機器及設備。GP須負責完成機器及設備之建設。於二零一七年一月十六日及十七日，WI Graphene向GP分別支付300,000,000日元及240,000,000日元(相當於合共37,442,000港元)以作為購買之預付款項。於二零一七年十二月二十一日，託管代理人已向WI Capital退還300,000,000日元託管金。截至該等財務報表批准日期，機器及設備之建設仍然進行中。

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24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

24. 按公平值計入損益之金融資產

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Equity securities, at fair value Listed in Hong Kong	股本證券，按公平值 香港上市	737	581
Analysed as: Current assets	按下列分析： 流動資產	737	581
The carrying amounts of the above financial assets are classified as follows: Held for trading	上述金融資產之賬面值 分類如下： 持作買賣	737	581

The fair values of listed securities are based on current bid prices.

上市證券之公平值乃按現行買入價進行計算。

25. PLEDGED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

25. 已抵押銀行存款以及現金及現金等價物

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash at bank and on hand	銀行及手頭現金	71,191	83,707
Less: Pledged bank deposits	減：已抵押銀行存款	(13,769)	(8,120)
Cash and cash equivalents	現金及現金等價物	57,422	75,587

The Group's pledged bank deposits represented deposits pledged to bank to secure bank borrowings granted to the Group as set out in note 27 to the consolidated financial statements.

本集團已抵押銀行存款指已抵押予銀行作為授予本集團銀行借貸的抵押，詳情載於綜合財務報表附註27。

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綜合財務報表附註

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

26. TRADE AND OTHER PAYABLES

26. 貿易及其他應付賬項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade payables	應付貿易賬項	150	605
Other payables and accrued charges	其他應付賬項及應計開支	8,618	7,321
Amount due to a director	應付一名董事款項	1,664	9,150
Receipt-in-advance	預取收益	241	122
		10,673	17,198

The aging analysis of trade payables, based on the date of receipt of goods, is as follows:

貿易應付賬款按收取貨品日期劃分之賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 to 90 days	0至90日	150	605

The carrying amounts of the Group's trade payables are denominated in HKD.

本集團之貿易應付賬款賬面值以港元計值。

The amount due to a director is unsecured, interest-free and repayable on demand.

應付一名董事款項為無抵押、免息及須按要
求償還。

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For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元計值)

27. BANK BORROWINGS

27. 銀行借貸

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank loans	銀行貸款	200,000	120,000

The bank borrowings are classified as current liabilities as they contain a repayment on demand clause. According to the repayment schedule, the bank borrowings are repayable as follow:

由於銀行借貸載有按要求償還條款，故分類為流動負債。根據償還時間表，銀行借貸將按以下期間償還：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 1 year	在一年內	120,000	-
After 1 year but within 2 years	一年後但兩年內	80,000	120,000
		200,000	120,000

The carrying amounts of the Group's bank borrowings are denominated in HKD.

本集團之銀行借貸賬面值以港元計值。

The interest rate of the Group's bank borrowings as at 31 December 2017 and 2016 was 2% per annum over one-month HIBOR or 2% per annum below HKD prime rate, whichever is lower.

於二零一七年及二零一六年十二月三十一日，本集團銀行借貸按一個月香港銀行同業拆息加2%之年利率或港元最優利率減2%之年利率(以較低者為準)計息。

The bank loans are arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

銀行借款按浮動利率作安排，因此本集團面臨現金流量利率風險。

Bank loans of HK\$200,000,000 (2016: HK\$120,000,000) are secured by (i) the investment properties of HK\$358,400,000 as disclosed in note 19 to the consolidated financial statements, (ii) the land and buildings of HK\$423,000 as disclosed in note 18 to the consolidated financial statements, (iii) bank deposits of not less than HK\$6,000,000 and (iv) assignment of rental income from properties to a designated bank account which is charged to the bank.

銀行借貸200,000,000港元(二零一六年：120,000,000港元)以下列各項作抵押：(i)綜合財務報表附註19所披露投資物業358,400,000港元，(ii)綜合財務報表附註18所披露土地及樓宇423,000,000港元，(iii)銀行存款不少於6,000,000港元及(iv)轉讓物業的租金收入至質押予銀行的指定銀行賬戶。

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28. DEFERRED TAXATION

(a) Deferred tax liabilities not recognised:

The Group had no material unprovided deferred tax liabilities as at 31 December 2017 and 2016.

(b) Deferred tax assets not recognised

At 31 December 2017, the Group has not recognised deferred tax assets in respect of cumulative tax losses of HK\$399,921,000 (2016: HK\$364,865,000) as it is not probable that future taxable profits against which the tax losses can be utilised will be available in the relevant taxation authority and the relevant entity. The tax losses of HK\$380,403,000 (2016: HK\$359,475,000) that are available for offsetting against future profits do not expire under current tax legislation. The tax loss of HK\$19,519,000 (2016: HK\$5,390,000) attributable to the continuing operations in Japan are available for offsetting against future profits that may be carried forward for nine years for Japan income tax purpose.

29. SHARE CAPITAL

		2017 二零一七年		2016 二零一六年	
		Number of shares	Amount	Number of shares	Amount
		股份數目	金額	股份數目	金額
		'000	HK\$'000	'000	HK\$'000
		千股	千港元	千股	千港元
Ordinary shares, issued and fully paid:	普通股，已發行及繳足：				
At 1 January and 31 December	於一月一日及十二月三十一日	2,819,102	140,955	2,819,102	140,955

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Total debt comprises bank borrowings. Adjusted capital comprises all components of equity (i.e. share capital, retained profits and other reserves).

28. 遞延稅項

(a) 未經確認之遞延稅項負債：

本集團於二零一七年及二零一六年十二月三十一日概無任何未作撥備的重大遞延稅項負債。

(b) 未經確認之遞延稅項資產

於二零一七年十二月三十一日，本集團並無就399,921,000港元(二零一六年：364,865,000港元)之累計稅項虧損確認遞延稅項資產，因為有關之稅務機構及相關實體不大可能產生未來應課稅溢利以作稅項虧損抵銷之用。根據現行稅務法規，該等可用作抵銷將來溢利的稅項虧損380,403,000港元(二零一六年：359,475,000港元)並未到期。用作抵銷將來溢利的應佔日本持續經營業務的稅項虧損19,519,000港元(二零一六年：5,390,000港元)，可就日本利得稅結轉9年。

29. 股本

本集團管理資本之目標旨在保障本集團持續經營之能力，透過優化債務與權益之平衡，為擁有人帶來最大回報。

本集團按債務對調整後資本比率之基準監察資本。該比率按債務淨額除以經調整後資本計算。債務總額包括銀行借貸。經調整後資本包括權益之所有組成部分(即股本、保留溢利及其他儲備)。

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29. SHARE CAPITAL (CONTINUED)

The Group's long-term policy, which was unchanged from 2016, is that net debt should be in the range of 16% to 45% of adjusted capital. This policy aims to ensure that the Group secures access to finance at a reasonable cost and lowers its net of tax weighted average cost of capital. The debt-to-adjusted capital ratios at 31 December 2017 and at 31 December 2016 were as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Total debt	債務總額	200,000	120,000
Less: pledged bank deposits	減：已抵押銀行存款	(13,769)	(8,120)
Less: cash and cash equivalents	減：現金及現金等價物	(57,422)	(75,587)
Net debt	債務淨額	128,809	36,293
Total equity	總權益	284,266	231,553
Debt-to-adjusted capital ratio	債務對調整後資本比率	45%	16%

The increase in the debt-to-adjusted capital ratio during 2017 resulted primarily from increase of bank borrowings.

The externally imposed capital requirements for the Group are: (i) in order to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares; and (ii) to meet financial covenants attached to the interest-bearing borrowings.

The Group receives a report from the share registrars weekly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year. As at 31 December 2017, 25.07% (2016: 25.07%) of the shares were in public hands.

Breaches in meeting the financial covenants would permit the bank to immediately call borrowings. There have been no breaches in the financial covenants of any interest-bearing borrowing for the years ended 31 December 2017 and 2016.

29. 股本(續)

本集團之長期政策與二零一六年相同，指債務淨額應在經調整資本之16%至45%範圍內。此政策旨在確保本集團成功以合理成本獲得融資，並降低其除稅後加權平均資本成本淨額。於二零一七年十二月三十一日及二零一六年十二月三十一日債務對經調整資本比率如下：

於二零一七年，債務對調整後資本比率增加主要是由於銀行借貸增加所致。

本集團受限於以下外部施加的資本規定：(i) 為了維持於聯交所之上市地位，其公眾持股量至少維持25%之股份；及(ii) 履行計息借貸所附之財務契諾。

本集團每週接獲股份過戶登記處發出列示非公眾人士持有主要股份權益之報告，該報告顯示本集團於整個年度內一直遵守25%之最低公眾持股量規定。於二零一七年十二月三十一日，股份之公眾持股量為25.07% (二零一六年：25.07%)。

倘違反履行財務契諾，銀行可即時催還借貸。截至二零一七年及二零一六年十二月三十一日止年度，並無違反任何計息借貸之財務契諾。

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(Expressed in Hong Kong dollars) (以港元計值)

30. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

30. 本公司財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司財務狀況表

		As at 31 December 於十二月三十一日	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	Note 附註		
Non-current assets	非流動資產		
Investment in a subsidiary	於一間附屬公司之投資	7,813	7,813
Pledged bank deposits	已抵押銀行存款	13,769	8,120
		21,582	15,933
Current assets	流動資產		
Other receivables	其他應收賬項	146	242
Due from subsidiaries	應收附屬公司款項	261,908	227,819
Cash and cash equivalents	現金及現金等價物	27,436	41,482
		289,490	269,543
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付賬項	681	1,127
Bank borrowings	銀行借貸	200,000	120,000
		200,681	121,127
Net current assets	流動資產淨值	88,809	148,416
NET ASSETS	資產淨值	110,391	164,349
Capital and reserves	股本及儲備		
Share capital	股本	140,955	140,955
Reserves	儲備	(30,564)	23,394
TOTAL EQUITY	總權益	110,391	164,349

Approved by the Board of Directors on 29 March 2018 and are signed on behalf by:

於二零一八年三月二十九日經董事會批准，並由下列董事代表簽署：

Chen Meng
陳猛

Zhou Chen
周晨

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30. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

(b) Reserve movement of the Company:

		Share premium	Capital redemption reserve	Contributed surplus	Investment revaluation reserve	Accumulated losses	Total
		股份溢價	股本贖回儲備	繳入盈餘	投資重估儲備	累計虧損	小計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2016	於二零一六年一月一日	26,770	121	234,897	5,130	(161,017)	105,901
Total comprehensive income for the year	年內全面收益總額	-	-	-	(5,130)	(77,377)	(82,507)
At 31 December 2016	於二零一六年十二月三十一日	26,770	121	234,897	-	(238,394)	23,394
At 1 January 2017	於二零一七年一月一日	26,770	121	234,897	-	(238,394)	23,394
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	(53,958)	(53,958)
At 31 December 2017	於二零一七年十二月三十一日	26,770	121	234,897	-	(292,352)	(30,564)

30. 本公司財務狀況表及儲備變動(續)

(b) 本公司儲備之變動如下：

31. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium reserve

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share. The application of the share premium account is governed by the Company Act 1981 of Bermuda.

(ii) Capital redemption reserve

The application of the capital redemption reserve is governed by the Company Act 1981 of Bermuda.

(iii) Contributed surplus

The contributed surplus of the Company represents the difference between the nominal value of the shares issued by the Company and the aggregate of the share capital and the share premium accounts of the subsidiaries acquired. Under the Company Act 1981 of Bermuda, the Company may make distributions to its members out of contributed surplus in certain circumstances.

31. 儲備

(a) 本集團

本集團之儲備金額及其變動於綜合損益及其他全面收益表以及綜合權益變動表內呈列。

(b) 儲備之性質及目的

(i) 股份溢價

股份溢價指因按超過每股面值之價格發行股份所產生之溢價。股份溢價賬之應用乃受百慕達一九八一年公司法所規管。

(ii) 資本贖回儲備

資本贖回儲備之應用乃受百慕達一九八一年公司法所規管。

(iii) 繳入盈餘

本公司繳入盈餘指本公司已發行股份之面值與所收購附屬公司之股本及股份溢價賬總額之差額。根據百慕達一九八一年公司法，本公司於若干條件下可向其成員公司分配繳入盈餘。

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31. RESERVES (CONTINUED)

(b) Nature and purpose of reserves (Continued)

(iv) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(c) to the consolidated financial statements.

(v) Investment revaluation reserve

The investment revaluation reserve comprises the cumulative net change in the fair value of available-for-sale financial assets held at the end of the reporting period and is dealt with in accordance with the accounting policy in note 4(i)(iii) to the consolidated financial statements.

32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	1 January 2017	Actual Cash flows	Interest expenses/ finance lease charges	31 December 2017
	於二零一七年 一月一日	實際現金流量	利息開支/ 融資租約支出	於二零一七年 十二月 三十一日
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Bank borrowings (note 27) 銀行借貸(附註27)	120,000	75,611	4,553	200,164

31. 儲備(續)

(b) 儲備之性質及目的(續)

(iv) 外幣匯兌儲備

外幣匯兌儲備包括所有因換算海外業務財務報表產生之匯兌差額。該儲備乃根據綜合財務報表附註4(c)所列會計政策處理。

(v) 投資重估儲備

投資重估儲備包括於報告期末持有之可供出售金融資產之累計公平值變動淨值，並根據綜合財務報表附註4(i)(iii)之會計政策處理。

32. 綜合現金流量表附註

融資活動產生之負債對賬

下表載列有關本集團融資活動所產生之負債變動詳情，包括現金及非現金變動。融資活動所產生負債之現金流量為已經或將於本集團綜合現金流量表內分類為融資活動產生之現金流量。

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33. CONTINGENT LIABILITIES

In previous years, a subsidiary of the Group sold a property to a buyer. The buyer alleged that the subsidiary made certain representations in selling of the property. The buyer filed a claim with the High Court in Hong Kong claiming the repayment of consideration of approximately HK\$9.8 million paid in purchasing the property and rescission of the contract together with related costs, interests and damages. The subsidiary filed a defense against the claim. The Directors of the Company are of the view that the buyer's claim is based on unreasonable and invalid grounds and therefore unfounded. In view of the inherent uncertainties of the legal proceedings, the outcome of which cannot be estimated reliably at this stage, the Directors of the Company considered that no specific provision should be made in the financial statements.

34. CAPITAL COMMITMENTS

Capital commitments contracted for at the end of the reporting period but not yet incurred are as follows:

33. 或然負債

過往年度，本集團一間附屬公司出售一間物業予買方。買方聲稱附屬公司於出售物業時作出若干聲明。買方入稟香港高等法院，要求償還購買該物業所付約9,800,000港元之代價，及撤銷合約並支付相關成本、利息及損失。該附屬公司提交答辯書應對申索。本公司董事認為買方申索乃基於不合理及無效理據且因此無事實依據。鑒於法律訴訟之內在不確定性，訴訟結果於本階段無法可靠預計，本公司董事認為不應於財務報表中作出具體撥備。

34. 資本承擔

於報告期末，已簽訂但仍未產生之資本承擔如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	13,867	—

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35. LEASE COMMITMENTS

The Group as lessee

At 31 December 2017 the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	4,589	4,155
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	-	3,881
		4,589	8,036

Operating lease payments represent rentals payable by the Group for certain of its offices. Leases are negotiated for an average term of two years and rentals are fixed over the lease terms and do not include contingent rentals.

The Group as lessor

Property rental income earned during the year was HK\$10,126,000 (2016: HK\$6,953,000). All of the Group's investment properties are held for rental purposes. They are expected to generate rental yields of 3% on an ongoing basis.

At 31 December 2017 the total future minimum lease payments under non-cancellable operating leases are receivable as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	6,760	6,531
In the second to fifth years inclusive	第二至第五年(包括首尾兩年)	111	3,055
		6,871	9,586

35. 租約承擔

本集團作為承租人

於二零一七年十二月三十一日，根據不可撤銷經營租約項下日後應付之最低租約款項總額如下：

經營租約款項指本集團就其若干辦公室之應付租金。租約之租期經磋商後平均為期兩年，租約期內租金不變，且不包括或然租金。

本集團作為出租人

本年度所賺取之物業租金收入為10,126,000港元(二零一六年：6,953,000港元)。本集團之所有投資物業均為持作租賃用途。預計該等物業將持續產生3%之租金收益率。

於二零一七年十二月三十一日，根據不可撤銷經營租約項下日後應收之最低租約款項總額如下：

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36. RELATED PARTY TRANSACTIONS

(a) Key management personnel remuneration

The remuneration for key management personnel of the Group, including amounts paid to the Company's Directors as disclosed in note 26 and certain of the highest paid employees as disclosed in note 15, is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	26,968	26,122
Retirement benefits scheme contributions	退休福利計劃供款	193	91
		27,161	26,213

(b) Material balances with related parties:

The Group had the following material balances with related parties:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Name of related party	關連人士名稱		
Amount due to a director — Li Feng Mao	應付董事款項 – 李丰茂	1,664	9,150

36. 關連人士交易

(a) 主要管理層人員薪酬

本集團主要管理層人員之酬金(包括附註26所披露之支付予本公司董事金額及附註15所披露之若干最高薪酬僱員)如下:

(b) 與關連人士之重大結餘

本集團與關連人士之重大結餘如下:

Group Properties

集團物業

Particulars of the Group's major properties held for sale as at 31 December 2017 are as follows:

本集團於二零一七年十二月三十一日持作出售之主要物業詳情如下：

Location 地點	Existing Use 現在用途	Gross floor area 總建築面積 sq. m. 平方米	Percentage interest attributable to the Group 本集團應佔權益 百分比
30 units of THE ICON, 38 Conduit Road, Mid-levels, Hong Kong 香港半山干德道38號 THE ICON的30個單位	Residential 住宅	1,953	100%

Summary Financial Information

財務資料概要

The following is a summary of the published results and of the assets and liabilities of the Group prepared on the bases set out in the note below:

本集團按下列附註所載之基準編制之已公佈業績與資產及負債之概要如下：

		Year ended 31 December 截至十二月三十一日止年度				
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
RESULTS	業績					
Revenue	收益	4,446	5,442	12,210	5,351	4,880
Profit/(loss) before tax	除稅前溢利/(虧損)	51,898	(43,947)	(26,469)	(24,043)	(37,144)
Income tax expense	所得稅開支	-	-	-	-	-
Profit/(loss) for the year	年內溢利/(虧損)	51,898	(43,947)	(26,469)	(24,043)	(37,144)
Attributable to owners of the Company	本公司擁有人應佔	51,898	(43,947)	(26,469)	(24,043)	(37,144)
		As at 31 December 於十二月三十一日				
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Non-current assets	非流動資產	428,852	14,750	10,835	4,545	3,568
Current assets	流動資產	66,087	354,001	282,919	295,316	328,433
Current liabilities	流動負債	(210,673)	(137,198)	(5,468)	(9,415)	(19,147)
Non-current liabilities	非流動負債	-	-	-	-	-
Net assets	資產淨值	284,266	231,553	288,286	290,446	312,854
Total equity	權益總額	284,266	231,553	288,286	290,446	312,854

