



香港華信金融投資有限公司

CEFC HONG KONG FINANCIAL INVESTMENT COMPANY LIMITED

(於開曼群島註冊成立之有限公司)
(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code : 1520



2017 ANNUAL
REPORT
年報

Contents

目錄

		Page 頁次
Corporate information	公司資料	2
Financial Summary	財務概要	5
Chairman's Statement	主席報告書	6
Biographical Details and Directors and Senior Management	董事及高級管理層履歷詳情	9
Management Discussion and Analysis	管理層討論及分析	17
Corporate Governance Report	企業管治報告	28
Environment, Social and Governance Report	環境、社會及管治報告	41
Directors' Report	董事報告書	68
Independent Auditor's Report	獨立核數師報告	82
Consolidated Statement of Comprehensive Income	綜合全面收益表	90
Consolidated Statement of Financial Position	綜合財務狀況表	91
Consolidated Statement of Changes in Equity	綜合權益變動表	93
Consolidated Statement of Cash Flows	綜合現金流量表	94
Notes to the Financial Statements	財務報表附註	96

Corporate Information

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

GUO Lin (*Chairman*)
ZHANG Yu (*Chief Executive Director*)
JIANG Mingsheng
WANG Zhou
JIANG Tianqing
Hubert TIEN
LIU Chun Fai

INDEPENDENT NON-EXECUTIVE DIRECTORS

LU Hongbing
TANG Shu Pui Simon
HON Ming Sang
WU Fei

AUTHORISED REPRESENTATIVES

ZHANG Yu
WONG Ka Man

COMPANY SECRETARY

WONG Ka Man

AUDIT COMMITTEE

LU Hongbing (*Chairman*)
TANG Shu Pui Simon
HON Ming Sang

REMUNERATION COMMITTEE

LU Hongbing (*Chairman*)
GUO Lin
ZHANG Yu
TANG Shu Pui Simon
HON Ming Sang

董事會

執行董事

郭林 (主席)
張宇 (首席執行官)
姜明生
王洲
蔣恬青
田曉勃
廖晉輝

獨立非執行董事

呂紅兵
鄧澍焙
韓銘生
吳飛

授權代表

張宇
黃嘉雯

公司秘書

黃嘉雯

審核委員會

呂紅兵 (主席)
鄧澍焙
韓銘生

薪酬委員會

呂紅兵 (主席)
郭林
張宇
鄧澍焙
韓銘生

NOMINATION COMMITTEE

GUO Lin (*Chairman*)
ZHANG Yu
LU Hongbing
TANG Shu Pui Simon
HON Ming Sang

CORPORATE GOVERNANCE COMMITTEE

GUO Lin (*Chairman*)
ZHANG Yu
LU Hongbing
TANG Shu Pui Simon
HON Ming Sang

AUDITOR

BDO Limited

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited
DBS Bank (Hong Kong) Limited
Cathay Bank, Hong Kong Branch
The Hongkong and Shanghai Banking Corporation Limited
The Bank of East Asia, Limited

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 2101, 21/F
Convention Plaza Office Tower
1 Harbour Road
Wanchai
Hong Kong

提名委員會

郭林 (主席)
張宇
呂紅兵
鄧澍焙
韓銘生

企業管治委員會

郭林 (主席)
張宇
呂紅兵
鄧澍焙
韓銘生

核數師

香港立信德豪會計師事務所有限公司

主要往來銀行

中國建設銀行(亞洲)有限公司
星展銀行(香港)有限公司
國泰銀行香港分行
香港上海滙豐銀行有限公司
東亞銀行有限公司

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman KY1-1111
Cayman Islands

總辦事處及香港主要營業地點

香港
灣仔
港灣道1號
會展廣場辦公大樓
21樓2101室

Corporate Information

公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

WEBSITE

www.cefcfi.com.hk

STOCK CODE

1520

主要股份登記及過戶辦事處

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東 183 號
合和中心 22 樓

網頁

www.cefcfi.com.hk

股票代號

1520

Financial Summary

財務概要

Year ended 31 December
截至十二月三十一日止年度

Results	業績	2017 HK\$'000 千港元	Year ended 31 December 截至十二月三十一日止年度			
			2016 HK\$'000 千港元	2015 HK\$'000 千港元	2014 HK\$'000 千港元	2013 HK\$'000 千港元
Revenue	收入	325,445	368,857	371,725	379,715	360,707
Gross profit	毛利	95,589	94,079	92,819	94,087	84,941
(Loss)/Profit before income tax	除所得稅前 (虧損)/溢利	(13,875)	(17,768)	19,386	31,567	18,365
(Loss)/Profit attributable to the owners of the Company	本公司擁有人應佔 (虧損)/溢利	(15,632)	(18,769)	15,732	25,679	13,529

As at 31 December
於十二月三十一日

Financial position	財務狀況	2017 HK\$'000 千港元	As at 31 December 於十二月三十一日			
			2016 HK\$'000 千港元	2015 HK\$'000 千港元	2014 HK\$'000 千港元	2013 HK\$'000 千港元
Total assets	總資產	525,762	397,884	203,344	210,034	196,950
Interest-bearing borrowings	計息借貸	699	54,793	879	3,131	9,564
Total liabilities	總負債	79,431	133,732	67,587	87,265	99,685
Shareholders' equity	股東權益	446,331	264,152	135,757	122,769	97,265
Current ratio (note 1)	流動比率(附註1)	5.08	2.22	2.82	2.22	1.78
Quick ratio (note 2)	速動比率(附註2)	4.96	2.10	2.44	1.98	1.60
Return on assets (note 3)	資產回報率 (附註3)	(2.97%)	(4.7%)	7.8%	12.2%	6.9%
Return on equity (note 4)	股本回報率 (附註4)	(3.50%)	(7.1%)	11.6%	20.9%	13.9%
Gearing ratio (note 5)	資產負債比率 (附註5)	0.2%	20.7%	0.6%	2.6%	9.8%
Inventory turnover days (note 6)	存貨週轉天數 (附註6)	15 days/日	22 days/日	33 days/日	26 days/日	24 days/日
Trade receivables turnover days (note 7)	貿易應收款項週 轉天數(附註7)	48 days/日	60 days/日	63 days/日	57 days/日	72 days/日
Trade payables turnover days (note 8)	貿易應付款項週 轉天數(附註8)	37 days/日	50 days/日	47 days/日	67 days/日	78 days/日

Note:

- Current ratio = current assets/current liabilities
- Quick ratio = current assets less inventory/current liabilities
- Return on assets = (Loss)/Profit attributable to the owners of the Company for the year/total assets
- Return on equity = (Loss)/Profit attributable to the owners of the Company for the year/shareholders' equity
- Gearing ratio = Interest-bearing borrowings/shareholders' equity
- Inventory turnover days = Inventory balance/cost of sales for the year x number of days for the year
- Trade receivables turnover days = Trade receivables/revenue for the year x number of days for the year
- Trade payables turnover days = Trade payables/cost of sales for the year x number of days for the year

附註：

- 流動比率 = 流動資產 / 流動負債
- 速動比率 = 流動資產減存貨 / 流動負債
- 資產回報率 = 本公司擁有人應佔年度(虧損) / 溢利 / 總資產
- 股本回報率 = 本公司擁有人應佔年度(虧損) / 溢利 / 股東權益
- 資產負債比率 = 計息借貸 / 股東權益
- 存貨週轉天數 = 存貨結餘 / 年度銷售成本 x 年度天數
- 貿易應收款項週轉天數 = 貿易應收款項 / 年度收入 x 年度天數
- 貿易應付款項週轉天數 = 貿易應付款項 / 年度銷售成本 x 年度天數

Chairman's Statement

主席報告書

In 2017, CEFC Hong Kong Financial Investment Company Limited (“the Company”) and its subsidiaries (together to be referred to as the “Group”) experienced substantial changes in controlling shareholders and the composition of the board of directors (the “Board”). Following the issuance of 860,000,000 new shares of the Company in May 2017, CEFC China Energy Company Limited* (中國華信能源有限公司) (“CEFC China”) has become the parent company of the Company. CEFC China is a private collective enterprise with energy and financial services as its core business. Along with these changes, we stayed focused on our core business to embrace opportunities and face challenges.

There was steady growth in global economy and the economy regained momentum in 2017. We expect this momentum will continue in 2018. On the other hand, the market environment has become more dynamic and more complex. Facing the ever-changing market, the Group regularly examines and reviews its strategies to ensure that the Group remains competitive and has sustainable and healthy development in steady pace.

APPAREL OPERATION

Prevalence of e-commerce has changed the apparel industry profoundly and we expect this change will continue in the foreseeable future. Many big apparel brand owners and brick-and-mortar retailers were adversely affected by intensified competition from e-commerce retailers.

Apparel operation remained the largest contributor to the Group's business, accounting for 95.0% of total revenue. The revenue from apparel operation for 2017 was approximately HK\$309,068,000 (2016: HK\$368,116,000), declined by approximately 16.0%, mainly due to customers destocking and adopting more conservative buying strategies. The segment loss from apparel operation was approximately HK\$4,356,000 (2016: HK\$2,259,000), increased by approximately 92.8%.

二零一七年，香港華信金融投資有限公司（下稱「本公司」）及其附屬公司（統稱「本集團」）在控股股東及董事會組成（下稱「董事會」）方面發生了重大變化。繼二零一七年五月發行860,000,000股本公司的新股後，中國華信能源有限公司（下稱「中國華信」）成為本公司的母公司。中國華信是以能源和金融服務為主營業務的集體制民營企業。伴隨以上變化，我們持續專注於我們的核心業務，以擁抱機遇並面對挑戰。

二零一七年，全球經濟穩步增長，經濟復蘇勢頭強勁。我們預計二零一八年這一勢頭將會持續，另一方面，市場環境將會更為複雜多變。面對瞬息萬變的市場，本集團會定期檢討、審視策略，以確保本集團的競爭優勢，穩步持續健康發展。

服裝業務

電子商務的普及已深刻地改變了服裝行業，我們預計這種改變將在可預見的將來得到持續。許多大型服裝品牌商和實體零售商都受到電子商務零售商激烈競爭的不利影響。

服裝業務仍然為本集團業務的最大貢獻者，佔總收入的95.0%。二零一七年服裝業務收入約為309,068,000港元（二零一六年：368,116,000港元），同比下降約16.0%，主要由於客戶去庫存以及採取較保守的購買策略。服裝業務的分部虧損約為4,356,000港元（二零一六年：2,259,000港元），同比增加約92.8%。

MONEY LENDING OPERATION

Our money lending business primarily offers loans to individual consumers and small businesses in Hong Kong. During the year, our money lending business was benefited in the wake of steady economic growth in Hong Kong and we continued to increase our investment in money lending business. Our loans and interest receivables increased by approximately 85.0%, from HK\$80,465,000 as at 31 December 2016 to approximately HK\$148,881,000 as at 31 December 2017. The money lending business contributed approximately HK\$10,368,000 segment profit to the Group.

We will continue to grow our money lending business with a focus on the funding needs of individuals and small to medium sized companies. The money lending business will develop and expand with sound and flexible business strategies in order to adapt to market changes and to strike a balance between business growth and risk management.

FUTURE PROSPECTS

Looking ahead, benefitting from the economic recovery and improvement in Hong Kong, we believe our money lending business will continue to grow and develop in healthy progress. While staying focused to expand our money lending business, at the same time we will develop securities business and asset management business.

In 2017 we entered into sale and purchase agreements to acquire the entire share capital of Prior Securities Limited ("Prior Securities") and Prior Asset Management Limited ("Prior Asset"). Prior Securities is licensed to carry out type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance (the "SFO"). Prior Asset is licensed to carry out type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO. The acquisition is still in progress.

Management is optimistic that the combination of our current money lending business and securities business and asset management business will result in significant synergy. Whilst staying on course to become a full service wealth management firm, the Group should see strengthened business prospects amid deepening integration of the Hong Kong and China financial markets.

貸款融資業務

我們的貸款融資業務主要向香港個人消費者以及小型企業提供貸款。本年內，我們的貸款融資業務受益於香港經濟穩定增長，得到了持續的投資。應收貸款及應收利息由二零一六年十二月三十一日的80,465,000港元增加約85.0%至二零一七年十二月三十一日的約148,881,000港元。貸款融資業務共為本集團帶來約10,368,000港元的分部溢利。

我們將重點關注個人和中小企業的資金需求，從而繼續發展貸款融資業務。貸款融資業務將伴隨著健全而靈活的業務戰略而得到發展與壯大，以適應市場的變化，並實現業務增長與風險管理之間的平衡。

未來展望

展望未來，受惠於香港經濟復蘇及改善，我們堅信我們的貸款融資業務將持續增長及健康發展。在持續發展貸款融資業務的同時，我們也將會開展證券業務和資產管理業務。

我們於二零一七年訂立了收購昇悅證券有限公司（下稱「昇悅證券」）及昇悅資產管理有限公司（下稱「昇悅資產」）全部股本的買賣協議。根據證券及期貨條例（「證券及期貨條例」），昇悅證券獲准進行第1類（證券交易）受規管活動，昇悅資產獲准進行第4類（就證券提供意見）及第9類（資產管理）受規管活動。該收購正在進行中。

管理層對於我們現有的貸款融資業務與證券業務和資產管理服務業務相結合將帶來顯著的協同效應表示樂觀。在持續向成為提供全面服務的財富管理公司邁進的同時，本集團也看到了在中港兩地金融市場深化整合過程中的業務前景。

Chairman's Statement

主席報告書

However, there are challenges ahead. The apparel market will continue undergoing substantial changes and challenges posed by e-commerce retailers. Our apparel operation may also suffer some turbulence. Nevertheless, we will continue to steer our apparel business with prudent operation strategy.

APPRECIATION

Lastly, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our business partners and customers for their ongoing support. I am also grateful to all stakeholders for their continued support and to my colleagues for their dedication and diligence throughout this transformational year.

Guo Lin

Chairman

28 March 2018

然而，前方仍有挑戰。服裝市場將繼續遭受電子商務零售商帶來的重大變化和挑戰。我們的服裝業務也可能會面臨一些動盪。儘管如此，我們仍將繼續以謹慎的經營策略來開展我們的服裝業務。

致謝

最後，我謹代表董事會，借此機會向我們的業務合作夥伴和客戶對我們一如既往的支援表示衷心的感謝。我也感謝所有股東長久以來給予我們的支持，以及我的同事們在整個轉型期間的付出和努力。

郭林

主席

二零一八年三月二十八日

** For identification purpose only*

** 僅供識別*

Biographical Details of Directors and Senior Management

董事及高級管理層履歷詳情

EXECUTIVE DIRECTORS

Mr. GUO Lin, aged 43, was appointed as an executive director of the Company (the “Executive Director”) and also the Chairman of the Board on 5 June 2017. He provides leadership for Board. He is the Chairman of the Corporate Governance Committee of the Company as he takes primary responsibility for ensuring that good corporate governance practices and procedures are in place. He is also the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company.

Mr. Guo, who has over 21 years of experience in corporate management and business investment, has held managerial positions in business investment companies, large enterprises and securities companies, etc. and is responsible for the overall development, growth strategies and supervision of key management matters. Mr. Guo was previously the General Manager of the Shanghai Headquarter of China Minzu Securities Limited Company* (中國民族證券有限責任公司) from July 1997 to October 2008, the Vice General Manager of Shanghai Lujiazui Development (Group) Co., Ltd.* (上海陸家嘴(集團)有限公司) from November 2008 to March 2014, the Deputy General Manager of Taiping Asset Management Co., Ltd* (太平資產管理有限公司) from March 2014 to March 2016, and the Chairman of the Board of CEFC Shanghai Securities Limited* (上海華信證券有限責任公司) from April 2016 to early January 2018. Mr. Guo has been appointed as the Chairman of the Board (Executive Director) of New Seres Investment Co., Ltd* (新絲綢之路投資有限公司) since December 2016.

Mr. ZHANG Yu, aged 35, was appointed as an Executive Director and also the Chief Executive Officer of the Company on 23 November 2017. He is primarily responsible for the day-to-day management of the Company’s business. He is a member of each of the Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company. He also serves as a director of certain subsidiaries of the Company.

執行董事

郭林先生，43歲，於二零一七年六月五日獲委任為本公司執行董事（「執行董事」）兼董事長。郭先生領導董事會。彼為本公司企業管治委員會主席，肩負重要責任，確保本公司實踐並運行良好企業管治程序。彼亦為本公司提名委員會主席及薪酬委員會成員。

郭先生在企業管理及企業投資方面擁有超過21年經驗，彼曾於企業投資公司、大型企業及證券公司等擔任主要管理職位，負責整體發展、成長戰略及監管重大管理事項。郭先生自一九九七年七月至二零零八年十月擔任中國民族證券有限責任公司上海總部總經理，自二零零八年十一月至二零一四年三月擔任上海陸家嘴（集團）有限公司副總經理，自二零一四年三月至二零一六年三月擔任太平資產管理有限公司副總經理，及自二零一六年四月至二零一八年一月初擔任上海華信證券有限責任公司董事長。郭先生自二零一六年十二月至今任新絲綢之路投資有限公司董事長（執行董事）。

張宇先生，35歲，於二零一七年十一月二十三日獲委任為執行董事兼首席執行官。張先生主要負責本公司業務的日常管理，彼為本公司薪酬委員會、提名委員會及企業管治委員會的成員。彼亦為本公司若干附屬公司的董事。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

Before joining the Company, Mr. Zhang was the Deputy General Manager of Aeon Insurance Asset Management Co. Ltd.* (百年保險資產管理有限責任公司). After Mr. Zhang started his career, he gained extensive work experiences in a number of business segments in the banking industry and financial sector in China. During July 2004 to December 2013, Mr. Zhang worked in China Development Bank (國家開發銀行), Shanghai branch holding a range of strategic development and operational management positions as well as handling international transactions. Between December 2013 and July 2017, Mr. Zhang held senior executive positions with Taiping Asset Management Co. Ltd. (太平資產管理有限公司). He took up leadership role in various disciplines which also reflected his diverse experience base.

Mr. Zhang is a committee member of the Shanghai Financial Youth Federation* (上海市金融青年聯合會), a member of the Shanghai Youth Entrepreneurs Association* (上海市青年企業家協會) and a council member of the alumni association of Shanghai Advanced Institute of Finance of Shanghai Jiao Tong University (上海交通大學上海高級金融學院校友理事會理事).

Mr. JIANG Mingsheng, aged 57, was appointed as an Executive Director on 5 June 2017. He has over 20 years of experience in finance and banking industry. Mr. Jiang has held managerial positions at major banks in the People's Republic of China (the "PRC") and was responsible for strategic planning and business development. Mr. Jiang was previously the vice president of Guangzhou branch of China Merchants Bank* (招商銀行) from 1997 to 2000, the general manager of the banking department at the headquarters of China Merchants Bank from 2000 to 2002 and the president of the Shanghai branch of China Merchants Bank from 2002 to 2007. From 2007 to 2017, Mr. Jiang was the Executive Vice President and a director of Shanghai Pudong Development Bank* (上海浦東發展銀行) (stock code: 600000.SH), a company listed on the Shanghai Stock Exchange, for the period from April 2016 to January 2017. Mr. Jiang has been appointed as the Vice President of CEFC China Energy Company Limited* (中國華信能源有限公司) since February 2017.

加入本公司前，張先生為百年保險資產管理有限責任公司副總經理。張先生在開展事業後，分別於中國銀行業及金融業多個業務範疇獲得廣泛的工作經驗。於二零零四年七月至二零一三年十二月，張先生在國家開發銀行上海市分行工作，並擔任一系列戰略發展及經營管理職位，以及處理國際交易等事務。於二零一三年十二月至二零一七年七月，張先生在太平資產管理有限公司擔任高級行政職位。彼於各領域發揮領導作用，亦反映了彼豐富的經驗基礎。

張先生為上海市金融青年聯合會委員、上海市青年企業家協會會員及上海交通大學上海高級金融學院校友理事會理事。

姜明生先生，57歲，於二零一七年六月五日獲委任為本公司執行董事。彼在金融及銀行業擁有超過20年經驗，曾在中華人民共和國（「中國」）多間主要銀行擔任管理職位，負責戰略規劃及業務拓展。姜先生自一九九七年至二零零零年曾擔任招商銀行廣州分行副行長，自二零零零年至二零零二年擔任招商銀行總行銀行部總經理，並自二零零二年至二零零七年擔任招商銀行上海分行行長。自二零零七年至二零一七年，姜先生擔任上海浦東發展銀行（股份代號：600000.SH）（上海證券交易所上市公司）執行副行長，自二零一六年四月至二零一七年一月任董事。自二零一七年二月至今，姜先生任中國華信能源有限公司副總裁。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

Mr. WANG Zhou, aged 36, was appointed as an Executive Director on 5 June 2017. He has over 14 years of experience in finance and banking industry. Mr. Wang has held various managerial roles at the different branches and subbranches of Agricultural Bank of China Limited* (中國農業銀行股份有限公司) from July 2003 to February 2016, including the position as the vice president of the Shanghai Luwan branch* (中國農業銀行股份有限公司上海盧灣支行), where he was responsible for business and investment opportunities and general banking matters. Since March 2017, Mr. Wang has been appointed as the general manager of CEFC Shanghai International Group Finance Co., Ltd.* (上海華信國際集團財務有限責任公司).

Mr. JIANG Tianqing, aged 33, was appointed as an Executive Director on 5 June 2017. He has over 12 years of experience as a finance professional in the accounting and investment field and has held various managerial roles in international accounting firm and major investment management companies in the PRC, in the area of control and supervision of investment development. Mr. Jiang was previously an auditor and manager at KPMG Advisory (China) Limited from November 2005 to May 2011, a Vice President for risk management at Haitong Innovation Capital Management Co., Ltd.* (海通創新資本管理有限公司) from May 2011 to September 2013, and the investment director at ORIZA FOF Investment Management* (蘇州工業園區元禾辰坤股權投資基金管理中心(有限合夥)) who was responsible for overseas investment from September 2013 to June 2016. Mr. Jiang was the General Manager of CEFC Capital Co., Ltd.* (上海華信資本投資有限公司) from July 2016 to December 2017. Mr. Jiang has been appointed as a director of New Seres International Asset Management (Cayman) Limited since January 2017 and as a director of New Seres Investment Co., Ltd.* since April 2017.

王洲先生，36歲，於二零一七年六月五日獲委任為執行董事。王先生在金融及銀行業擁有超過14年經驗。自二零零三年七月至二零一六年二月，王先生在中國農業銀行股份有限公司多間分支行擔任不同管理職位，曾任中國農業銀行股份有限公司上海盧灣支行副行長，負責業務及投資機會及日常銀行事務。自二零一七年三月起，王先生獲委任為上海華信國際集團財務有限責任公司總經理。

蔣恬青先生，33歲，於二零一七年六月五日獲委任為執行董事。彼在會計及投資業擔任財務專業人員已有超過12年經驗，曾在國際會計師事務所及中國主要的投資管理公司任不同管理職務，負責控制並監控投資發展。自二零零五年十一月至二零一一年五月在畢馬威顧問(中國)有限公司擔任核數師及經理，自二零一一年五月至二零一三年九月在海通創新資本管理有限公司擔任風險管理部副總裁，自二零一三年九月至二零一六年六月在蘇州工業園區元禾辰坤股權投資基金管理中心(有限合夥)負責海外投資，並擔任投資總監。自二零一六年七月至二零一七年十二月，蔣先生獲委任為上海華信資本投資有限公司總經理。蔣先生自二零一七年一月起獲委任為New Seres International Asset Management (Cayman) Limited董事及自二零一七年四月起獲委任為新絲綢之路投資有限公司董事。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷詳情

Mr. Hubert TIEN, aged 49, was appointed as an Executive Director on 19 June 2013. Mr. Tien is one of the founders of the Group. He is responsible for overseeing the apparel operation of the Group in design, manufacturing and trading business. Mr. Tien has about 20 years of experience in garment trading, manufacturing and marketing in the United States, Australian and Canadian markets. Mr. Tien also serves as a director of certain subsidiaries of the Company.

Mr. LIU Chun Fai, aged 30, was appointed as an Executive Director on 24 November 2016. Mr. Liu received education in Canada. Mr. Liu has over seven years of working experience in both legal and finance sectors. Mr. Liu is a member of the Racing Club of the Hong Kong Jockey Club and Hong Kong United Youth Association Limited. Mr. Liu also is a director of Jiangxi Overseas Friendship Association.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LU Hongbing, aged 51, was appointed as an independent non-executive director of the Company (“INED”) on 5 June 2017. He is the chairman of the Audit Committee and Remuneration Committee of the Company. He is also a member of the Corporate Governance Committee and Nomination Committee of the Company.

Mr. Lu has been a qualified lawyer in the PRC since 1991 and has over 26 years of experience in the legal industry in the PRC. Mr. Lu has been an attorney-at-law and partner at Grandall Law Firm (Shanghai)* (國浩律師(上海)事務所) since July 1993 and has also become a partner and chief executive partner at the same firm since June 1998. Currently, Mr. Lu is the Vice Chairman of the All-China Lawyers Association and a committee member of The 13th National Committee of the Chinese People’s Political Consultative Conference.

Mr. Lu is an independent non-executive director of Shimao Property Holdings Limited (stock code 813), a company listed on the Stock Exchange, since November 2004 and ZTE Corporation (stock code: 763 and 000063.SZ), a company listed on both of the Stock Exchange and Shenzhen Stock Exchange, since July 2015. Mr. Lu is also an independent director of Shandong Airlines Co. Ltd. (山東航空股份有限公司) (200152.SZ), a company listed on the Shenzhen Stock Exchange, since March 2016 and Shanghai Shentong Metro Co., Ltd. (600834.SH), a company listed on the Shanghai Stock Exchange, since May 2014.

田曉勃先生，49歲，於二零一三年六月十九日獲委任為本公司執行董事。田先生為本集團創辦人之一，負責監督本集團服裝業務之設計、生產及貿易事務。田先生於美國、澳洲及加拿大市場的服裝貿易、生產及營銷領域擁有約20年經驗。田先生亦為本公司若干附屬公司之董事。

廖晉輝先生，30歲，於二零一六年十一月二十四日獲委任為執行董事。廖先生於加拿大接受教育。廖先生在法律和金融行業有七年以上的工作經驗。廖先生是香港賽馬會賽馬競駿會之會員及香港青年聯會之會員。廖先生亦是江西省海外聯誼會理事。

獨立非執行董事

呂紅兵先生，51歲，於二零一七年六月五日獲委任為獨立非執行董事。彼為本公司審核委員會及薪酬委員會主席。彼亦為本公司企業管治委員會及提名委員會成員。

自一九九一年起，呂先生成為中國合資格律師，並在法律業擁有超過26年經驗。自一九九三年七月起，呂先生為國浩律師(上海)事務所律師及合夥人，並自一九九八年六月起成為該律師所合夥人及首席執行合夥人。呂先生目前為中華全國律師協會副會長及第十三屆全國政協委員。

呂先生自二零零四年十一月起為世茂房地產控股有限公司(股份代號: 813)(聯交所上市公司)的獨立非執行董事，自二零一五年七月起為中興通訊股份有限公司(股份代號: 763及000063.SZ)(聯交所及深圳證券交易所上市公司)的獨立非執行董事。呂先生亦自二零一六年三月起為山東航空股份有限公司(200152.SZ)(深圳證券交易所上市公司)的獨立董事，自二零一四年五月起為上海申通地鐵股份有限公司(600834.SH)(上海證券交易所上市公司)的獨立董事。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

Mr. TANG Shu Pui Simon, aged 53, was appointed as an INED on 22 August 2016. He is a member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company.

Mr. Tang is a solicitor and an accredited mediator with the Hong Kong International Arbitration Centre. Mr. Tang is a partner of P. C. Woo & Co., solicitors, a solicitors firm with over 70 years of service in Hong Kong. Mr. Tang is a member of the Appeal Tribunal of the Hong Kong Federation of Insurers, Honorary Legal Advisor to the General Agents and Managers Association of Hong Kong, Founding Member and Vice President of the Hong Kong Institute Patent Attorneys, Honorary Senior Legal Adviser of the Hong Kong Brands Protection Alliance, Founding Member, Board Member and Honorary legal Counsel of Hong Kong-ASEAN Economic Cooperation Foundation, member of the Standing Committee on Standards and Development of the Law Society of Hong Kong, member of Sichuan Committee of The Chinese People's Political Consultative Conference, Honorary Legal Advisor of the Kitchee Foundation Limited, fellow member of the Hong Kong Institute of Directors and Board Member of Monte Jade Science and Technology Association of Hong Kong.

Mr. Tang was first appointed as an INED on 22 November 2013. He retired on 3 December 2015 as an INED in order to devote more time for his other personal pursuits during that period. He was re-appointed as an INED on 22 August 2016. Other than the directorship of the Company, in the past three years, Mr. Tang was also a former non-executive director of Bestway International Holdings Limited (stock code: 718), a company listed on the Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange").

Mr. HON Ming Sang, aged 39, was appointed as an INED on 2 November 2016. He is a member of each of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Company. Mr. Hon obtained an honor degree of Professional Accountancy in the School of Accountancy from The Chinese University of Hong Kong. Mr. Hon is a chartered CFA. He is also a member of The Hong Kong Society of Financial Analysts, a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate member of The Hong Kong Institute of Chartered Secretaries and an associate member of the Institute of Chartered Secretaries and Administrators.

鄧澍培先生，53歲，於二零一六年八月二十二日獲委任為獨立非執行董事。彼為本公司審核委員會、薪酬委員會、提名委員會及企業管治委員會成員。

鄧先生為香港執業事務律師及香港國際仲裁中心認可調解員。鄧先生為香港胡百全律師事務所合夥人，該所為香港貢獻法律服務超過70年。鄧先生並為香港保險業聯會上訴裁決處委員、香港人壽保險經理協會名譽法律顧問、香港專利師協會創辦成員及副主席、香港工商品牌保護陣綫榮譽常務法律顧問、香港-東盟經濟合作基金會理事及義務法律顧問、香港律師會專業水準及發展常務委員會委員、四川省政協委員、傑志基金有限公司名譽法律顧問、香港董事學會資深會員和香港玉山科技協會理事。

鄧先生於二零一三年十一月二十二日首次獲委任為獨立非執行董事。因為其他個人事務投放更多時間，彼於二零一五年十二月三日辭任獨立非執行董事。彼於二零一六年八月二十二日再次獲委任為獨立非執行董事。在過去的三年時間內，除擔任本公司董事之外，鄧先生亦曾擔任百威國際控股有限公司（股份代號：718）的非執行董事（一間於香港聯合交易所有限公司（「香港聯交所」）上市之公司）。

韓銘生先生，39歲，於二零一六年十一月二日獲委任為獨立非執行董事。彼為本公司審核委員會、薪酬委員會、提名委員會及企業管治委員會成員。韓先生獲得香港中文大學會計學院專業會計榮譽學位。韓先生為特許財務分析師。彼亦為香港財經分析師學會會員、香港會計師公會會員、英國特許公認會計師公會資深會員、香港特許秘書公會會員以及英國特許秘書及行政人員公會會員。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

Mr. Hon has previously worked in an international audit firm and has several years of working experience in listed companies and financial institutions. He has extensive experience in corporate finance, merger and acquisition, investment and financial management and compliance services. Mr. Hon is an executive director and company secretary of SFund International Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 1367). He was the company secretary of China Smarter Energy Group Holdings Limited (“China Smarter Energy”, a company listed on the Main Board of the Stock Exchange, stock code: 1004) from 31 December 2012 to 9 February 2017 and was an executive director of China Smarter Energy from 31 December 2012 to 16 August 2017.

Professor WU Fei, aged 46, was appointed as an INED on 5 June 2017. He is currently an Associate Professor at Shanghai Advanced Institute of Finance (“SAIF”), Shanghai Jiao Tong University, China (上海交通大學上海高級金融學院).

Before joining SAIF, Professor Wu was a Professor for the period from November 2010 to October 2013; and also an Associate Dean at the International Institute for Financial Studies (金融管理國際研究院) between March 2012 and June 2013, at Jiangxi University of Finance and Economics, China (江西財經大學). Prior to that, he was a Senior Lecturer in Finance, at the Department of Economics & Finance at the College of Business at Massey University, New Zealand.

Professor Wu has become an independent director of Fujian Raynen Technology Co., Ltd.* (福建睿能科技股份有限公司) (stock code: 603933.SH), a company listed on the Shanghai Stock Exchange, since 30 December 2016.

韓先生曾任職一所國際審計事務所及擁有多於於上市公司及金融機構工作之經驗，彼於企業融資、收購合併、投資及金融管理及法規服務擁有廣泛經驗。韓先生現為廣州基金國際控股有限公司（一間於聯交所主板上市之公司，股份代號：1367）之執行董事兼公司秘書。彼自二零一二年十二月三十一日至二零一七年二月九日為中國智慧能源集團控股有限公司（「中國智慧能源」，一間於聯交所主板上市之公司，股份代號：1004）之公司秘書，並於二零一二年十二月三十一日至二零一七年八月十六日擔任中國智慧能源的執行董事。

吳飛教授，46歲，於二零一七年六月五日獲委任為獨立非執行董事。吳教授現為中國上海交通大學上海高級金融學院（「上海高級金融學院」）副教授。

在加入上海高級金融學院前，吳教授在中國江西財經大學於二零一零年十一月至二零一三年十月期間為教授；及於二零一二年三月至二零一三年六月期間為該校的金融管理國際研究院副院長。在此之前，彼為新西蘭梅西大學商學院經濟與金融系高級講師。

吳教授自二零一六年十二月三十日起出任上海證券交易所上市公司福建睿能科技股份有限公司（股份代號：603933.SH）的獨立董事。

Biographical Details of Directors and Senior Management

董事及高級管理層履歷詳情

SENIOR MANAGEMENT

Mr. CHEUNG Ka Lung, aged 42, was appointed as the Deputy Chief Executive Officer of the Company on 1 May 2017. Mr. Cheung is primarily responsible for the business operations and corporate transactions of the Group. Mr. Cheung graduated with a Bachelor of Business Administration (Finance) from The Hong Kong University of Science and Technology. He is a holder of Chartered Financial Analyst. He is also a member of The Hong Kong Society of Financial Analysts and a member of The Hong Kong Institute of Directors.

Mr. Cheung has about 20 years of working experience in the banking and finance industry. He previously worked for a number of investment banks and has extensive experience in handling various corporate transactions such as IPOs, mergers & acquisitions, reverse takeovers, restructuring, fund raising, etc. During his career, he also had worked in the field of private equity investment for over 10 years including a senior position in the private equity arm of Ichigo Inc. (formerly known as Asset Managers Co., Ltd.), a company listed on the Tokyo Stock Exchange First Section (stock code: 2337.T) in which he managed a portfolio with assets under management over USD300 million in the Greater China region. Currently, he is a non-executive director of Stemcell United Limited (stock code: ASX:SCU), a company listed on the Australian Securities Exchange.

Ms. TIN Yuen Sin Carol, aged 52, is the director of Delta Wealth Finance Limited, a wholly-owned subsidiary of the Company. Ms. Tin is an entrepreneur operating business including money lending business and fine dining business. Ms. Tin also has extensive experience in trading business in Hong Kong and China. Ms. Tin was an executive director of Carnival Group International Holdings Limited ("Carnival") (formerly known as Oriental Ginza Holding Limited and CASH Retail Management Group Limited) (stock code: 996) for the period from 2005 to 2011. Ms. Tin also served as the chairperson of Carnival from 2006 to 2011 and was responsible for the overall strategic planning and policy making.

高級管理層

張家龍先生，42歲，於二零一七年五月一日獲委任為本公司的副首席執行官。張先生主要負責本集團的業務運營和企業項目。張先生畢業於香港科技大學，取得工商管理（財務）學士學位。彼為特許財務分析師，並為香港財經分析師學會會員及香港董事學會會員。

張先生於銀行及金融行業擁有約20年工作經驗。彼曾於多家投資銀行工作，並在處理各種企業項目（如首次公開發售、併購、反收購、重組、集資等）擁有豐富經驗。在其職業生涯中，彼亦曾於私募股權投資領域工作逾10年時間，包括於Ichigo Inc.（前稱為Asset Managers Co., Ltd.，一間於東京證券交易所一部上市的公司（股份代號：2337.T））私募股權業務部門擔任高級職位，負責管理大中華地區資產管理規模超過3億美元的投資組合。當前，彼於Stemcell United Limited（股份代號：ASX:SCU，一間於澳大利亞證券交易所上市的公司）擔任非執行董事。

田琬善女士，52歲，為本公司全資附屬公司融富財務有限公司之董事。田女士為經營包括貸款融資業務及高級餐廳業務之企業家。田女士亦於中港貿易業務擁有豐富經驗。田女士自二零零五年至二零一一年期間曾擔任嘉年華國際控股有限公司（「嘉年華」）（前稱東方銀座控股有限公司及時惠環球控股有限公司）（股份代號：996）之執行董事。田女士自二零零六年至二零一一年亦曾擔任嘉年華之主席並負責整體策略規劃及政策制訂。

Biographical Details of Directors and Senior Management 董事及高級管理層履歷詳情

Mr. Farzad GOZASHTI, aged 52, is responsible for overseeing the design, sales and marketing activities of the apparel operation of the Group. Mr. Gozashti graduated with a Bachelor of Science in business administration (marketing) from San Francisco State University in California of USA in May 1989. Mr. Gozashti has about 20 years of experience in design and product development. Mr. Gozashti serves as a director of certain subsidiaries of the Company.

Mr. CHAN Ka Yu, aged 38, is the Chief Financial Officer of the Company. He is also the company secretary of Runway Global Limited, an indirect wholly owned subsidiary of the Company. Mr. Chan joined the Group in late June 2013. He is responsible for overseeing the Group's financial reporting and assisting in handling company secretarial matters of the Group. Mr. Chan graduated with a Bachelor of Commerce in Accounting from the Hong Kong Shue Yan University in October 2009. He is a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Chan has over 10 years of professional accounting and financial reporting experience. Prior to joining the Group, from September 2010 to April 2012, he worked at BDO Limited (which was formerly known as JBPB & Company), initially as a senior accountant and subsequently promoted as a senior associate. From May 2012 to April 2013, he worked as an investor relations officer for Fantasia Group (China) Company Limited, a subsidiary of Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司) (stock code: 1777), a company listed on the Main Board of the Hong Kong Stock Exchange.

**For identification purpose only*

Farzad GOZASHTI 先生，52歲，負責監督本集團服裝業務之設計、銷售及營銷活動。Gozashti 先生於一九八九年五月畢業於美國舊金山州立大學，獲得工商管理（市場學）理學士學位。Gozashti 先生於設計及產品開發擁有約20年經驗。Gozashti 先生為本公司若干附屬公司之董事。

陳家宇 先生，38歲，為本公司財務總監兼時尚環球有限公司（本公司之間接全資附屬公司）之公司秘書。陳先生於二零一三年六月底加入本集團。彼負責監督本集團財務申報及協助處理本集團公司秘書事務。於二零零九年十月，陳先生畢業於香港樹仁大學，獲頒會計學商學士學位。彼為香港會計師公會成員。

陳先生在專業會計及財務呈報方面有超過10年經驗。在加入本集團前，陳先生於二零一零年九月至二零一二年四月，在香港立信德豪會計師事務所有限公司（前為莊柏會計師行）起初任職高級會計師，其後晉升為高級審計員。二零一二年五月至二零一三年四月期間，彼曾擔任花樣年控股集團有限公司（股份代號：1777，一間於香港聯交所主板上市公司）附屬公司花樣年集團（中國）有限公司的投資者關係主任。

**僅供識別*

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Group principally engages in (i) design, manufacture and trading of apparels; and (ii) provision of money lending business.

APPAREL OPERATION

Revenue from apparel operation is principally derived from the sales of apparel products. The Group's products can be classified into two categories, namely, private label products and own brand products. Private label products are those designed and manufactured under the private labels owned or specified by the Group's customers, while own brand products are those designed and manufactured under the Group's proprietary labels.

The apparel industry was under continuous transformation in 2017. During the year, e-commerce has becoming more and more prevailing and many big apparel brand owners and brick-and-mortar retailers were adversely affected by intensified competition from e-commerce retailers.

Our apparel operation remained the largest contributor to the Group's business, accounting for 95.0% of total revenue. The revenue from apparel operation for 2017 was approximately HK\$309,068,000 (2016: HK\$368,116,000), declined by approximately 16.0%, mainly due to customers destocking and adopting more conservative buying strategies.

PRIVATE LABEL PRODUCTS

Revenue from certain major private label customers dropped in the year, resulting in the revenue from private label products decreased by approximately 21.4% to approximately HK\$181,966,000 (2016: HK\$231,560,000). Private label products continued to be the core business of the Group, contributing 58.9% (2016: 62.9%) of the total revenue from apparel operation for the year. The gross profit derived from private label products also decreased by 30.4% to approximately HK\$34,904,000 (2016: HK\$50,184,000) and the gross profit margin declined to approximately 19.2% in 2017, compared with approximately 21.7% in 2016.

業務回顧

本集團主要從事(i)服裝產品的設計、製造及貿易；及(ii)提供貸款融資業務。

服裝業務

服裝業務收入主要源自銷售服裝產品。本集團的產品可分為兩大類，即貼牌產品與自有品牌產品。貼牌產品是按本集團客戶擁有或指定的私有品牌設計製造的產品，而自有品牌產品則是在本集團專屬品牌名下設計和製造的產品。

二零一七年服裝行業持續轉型。年內，電子商務日益普及，許多大型服裝品牌所有者及實體零售商由於電子商務零售商不斷加劇的競爭而受到不利影響。

我們的服裝業務收入仍佔本集團業務收入的最高比重，佔總收入的95.0%。二零一七年服裝業務收入約為309,068,000港元（二零一六年：368,116,000港元），下跌約16.0%，主要由於客戶去庫存和採取更保守的購買策略所致。

貼牌產品

本年度若干主要貼牌客戶的收入下跌，導致貼牌產品的收入減少約21.4%至約181,966,000港元（二零一六年：231,560,000港元）。貼牌產品仍然是本集團的核心業務，佔本年度服裝業務總收入的58.9%（二零一六年：62.9%）。貼牌產品的毛利亦減少30.4%至約34,904,000港元（二零一六年：50,184,000港元），而毛利率於二零一七年下跌至約19.2%，而二零一六年則約為21.7%。

Management Discussion and Analysis

管理層討論及分析

OWN BRAND PRODUCTS

Own brand products accounted for 41.1% (2016: 37.1%) of the total revenue from apparel operation for the year. For the year 2017, revenue from own brand products decreased by approximately 6.9% to approximately HK\$127,102,000 (2016: HK\$136,556,000) while gross profit increased by 2.7% to approximately HK\$44,308,000 (2016: HK\$43,154,000). The gross profit margin for own brand products increased from approximately 31.6% in 2016 to approximately 34.9% in 2017.

MONEY LENDING BUSINESS

Our money lending business primarily offers loans to individual consumers and small businesses in Hong Kong. During the year, our money lending business was benefited in the wake of steady economic growth in Hong Kong and we continued to increase our investment in money lending business. Revenue from money lending business was approximately HK\$16,377,000 for 2017 full year, compared to approximately one month revenue of approximately HK\$741,000 in 2016, as we acquired our money lending business on 28 November 2016. Our loans and interest receivables increased by approximately 85.0%, from HK\$80,465,000 at 31 December 2016 to approximately HK\$148,881,000 at 31 December 2017.

COST OF SALES

In line with the decline in revenue from apparel operation, the cost of sales decreased by approximately 16.3%, from approximately HK\$274,778,000 to approximately HK\$229,856,000 for the year ended 31 December 2017.

自有品牌產品

於本年度自有品牌產品佔本集團服裝業務總收入的41.1%（二零一六年：37.1%）。於二零一七年年末，自有品牌產品的收入減少約6.9%至約127,102,000港元（二零一六年：136,556,000港元），而毛利增長2.7%至約44,308,000港元（二零一六年：43,154,000港元）。自有品牌產品的毛利率由二零一六年的約31.6%上升至二零一七年的約34.9%。

貸款融資業務

我們的貸款融資業務主要為香港個體消費者及小型企業提供貸款。本年度內，我們的貸款融資業務得益於香港經濟的穩定增長，且我們繼續增加對貸款融資業務的投資。二零一七年貸款融資業務的全年收入約為16,377,000港元，而二零一六年約一個月的收入約為741,000港元（因為我們於二零一六年十一月二十八日收購了貸款融資業務）。我們的應收貸款及應收利息由二零一六年十二月三十一日的80,465,000港元增加約85.0%至二零一七十二月三十一日的約148,881,000港元。

銷售成本

與服裝業務收入減少一致，銷售成本由約274,778,000港元減少約16.3%至截至二零一七年十二月三十一日止年度的約229,856,000港元。

Management Discussion and Analysis

管理層討論及分析

GROSS PROFIT AND GROSS PROFIT MARGIN

The gross profit increased by approximately HK\$1,510,000 or 1.6%, from HK\$94,079,000 for the year ended 31 December 2016 to HK\$95,589,000 for the year ended 31 December 2017. The gross profit margin increased from approximately 25.5% for the year ended 31 December 2016 to 29.4% for the year ended 31 December 2017, as money lending operation contributed higher gross profit for the year ended 31 December 2017. During the year apparel operation contributed approximately HK\$79,212,000 (2016: HK\$93,337,000) to the gross profit, and money lending operation contributed approximately HK\$16,377,000 (2016: HK\$742,000) to the gross profit.

The gross profit from apparel operation decreased by approximately HK\$14,126,000 or 15.1% to approximately HK\$79,212,000 for the year ended 31 December 2017, which was in line with the approximately 16.0% decline in revenue from apparel operation. The gross profit margin of apparel operation remained stable at 25.6% for the year ended 31 December 2017 (2016: 25.4%).

The gross profit from money lending operation increased by approximately HK\$15,635,000, from HK\$742,000 for the year ended 31 December 2016 to HK\$16,377,000 for the year ended 31 December 2017, as there was more revenue from money lending operation in the year. The gross profit margin was 100% for money lending operation for the year ended 31 December 2017 (2016: 100%), as there was no direct cost incurred in generating revenue and thus all revenue from money lending operation was reflected in the gross profit.

OTHER INCOME AND GAINS

Other income and gains increased by approximately HK\$2,893,000 or 470.4%, from approximately HK\$615,000 in 2016 to approximately HK\$3,508,000 in 2017. In 2017, there was one-off net gain on financial assets at fair value through profit or loss of approximately HK\$2,320,000.

毛利及毛利率

毛利由截至二零一六年十二月三十一日止年度的94,079,000港元增加約1,510,000港元或1.6%至截至二零一七年十二月三十一日止年度的95,589,000港元。毛利率由截至二零一六年十二月三十一日止年度的約25.5%增加至截至二零一七年十二月三十一日止年度的29.4%，因為貸款融資業務於截至二零一七年十二月三十一日止年度貢獻更高毛利。本年度內，服裝業務貢獻毛利約79,212,000港元（二零一六年：93,337,000港元），貸款融資業務貢獻毛利約16,377,000港元（二零一六年：742,000港元）。

服裝業務的毛利減少約14,126,000港元或15.1%至截至二零一七年十二月三十一日止年度的約79,212,000港元，這與服裝業務收入下降約16.0%有關。截至二零一七年十二月三十一日止年度，服裝業務的毛利率維持於25.6%之穩定水平（二零一六年：25.4%）。

貸款融資業務的毛利由截至二零一六年十二月三十一日止年度的742,000港元增加約15,635,000港元至截至二零一七年十二月三十一日止年度的16,377,000港元，因為本年度貸款融資業務獲得更高收入。截至二零一七年十二月三十一日止年度，貸款融資業務的毛利率為100%（二零一六年：100%），因為產生收入的同時並無產生直接成本，故貸款融資業務的所有收入均反映在毛利中。

其他收入及收益

其他收入及收益增加約2,893,000港元或470.4%，由二零一六年的約615,000港元增加至二零一七年的約3,508,000港元。二零一七年以公平值計量且變動計入當期損益的財務資產的一次性淨收益約為2,320,000港元。

Management Discussion and Analysis

管理層討論及分析

SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses mainly consist of (i) import duty and transportation costs for delivery of the products; (ii) staff costs for our sales representatives; and (iii) rental costs of our showroom. The selling and distribution expenses incurred in the reporting period were approximately HK\$39,245,000 (2016: HK\$46,060,000), decreased by approximately HK\$6,815,000 or 14.8% on year to year basis. The decrease in selling and distribution expenses was primarily attributable to approximately 16.0% decline in revenue from apparel operation. As a percentage of revenue, selling and distribution expenses slightly decreased to 12.1% for the year ended 31 December 2017 from 12.5% for the year ended 31 December 2016.

ADMINISTRATIVE EXPENSES

Administrative expenses primarily consist of (i) staff costs; (ii) legal and professional expenses; (iii) rental expenses; and (iv) bank charges. The administrative expenses for the year ended 31 December 2017 were HK\$73,085,000 (2016: HK\$54,471,000), increased by approximately 34.2% or HK\$18,614,000. As a percentage of revenue, administrative expenses increased to 22.5% for the year ended 31 December 2017 from 14.8% for the year ended 31 December 2016. The increase in administrative expenses was mainly due to (i) an increase of approximately HK\$14,176,000 in staff cost and (ii) an increase of approximately HK\$3,497,000 in professional fees.

FINANCE COSTS

Finance costs represent interest expenses on the Group's bank borrowings and obligations under finance leases. The finance costs increased by approximately 34.3% or HK\$164,000 from approximately HK\$478,000 for the year ended 31 December 2016 to approximately HK\$642,000 for the year ended 31 December 2017, primarily due to increase in utilisation of banking facilities because of expansion of our money lending business.

銷售及分銷費用

銷售及分銷費用主要包括：(i) 就交付產品的進口關稅及運輸費用；(ii) 銷售代表的員工成本；及(iii) 我們陳列室的租金開支。於報告期內，產生的銷售及分銷費用約為39,245,000港元（二零一六年：46,060,000港元），即按年減少約6,815,000港元或14.8%。銷售及分銷費用減少的主要原因是服裝業務收入下跌約16.0%。銷售及分銷費用與收入的百分比由截至二零一六年十二月三十一日止年度的12.5%輕微下降至截至二零一七年十二月三十一日止年度的12.1%。

行政開支

行政開支主要包括(i)員工成本；(ii)法律及專業開支；(iii)租金開支；及(iv)銀行費用。截至二零一七年十二月三十一日止年度的行政開支為73,085,000港元（二零一六年：54,471,000港元），增加約34.2%或18,614,000港元。行政開支與收入的百分比由截至二零一六年十二月三十一日止年度的14.8%增加至截至二零一七年十二月三十一日止年度的22.5%。行政開支增加主要由於(i)員工成本增加約14,176,000港元及(ii)專業費用增加約3,497,000港元。

融資成本

融資成本指本集團的銀行借款及融資租賃項下承擔的利息開支。融資成本增加約34.3%或164,000港元，由截至二零一六年十二月三十一日止年度的約478,000港元增加至截至二零一七年十二月三十一日止年度的約642,000港元，主要由於我們的貸款融資業務擴展令所動用的銀行融資增加。

Management Discussion and Analysis

管理層討論及分析

LOSS FOR THE YEAR ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

The loss attributable to the owners of the Company for the year ended 31 December 2017 was approximately HK\$15,632,000 (2016: HK\$18,769,000), representing a decrease in loss attributable to the owners of the Company of approximately HK\$3,137,000 or 16.7%. The decrease in loss attributable to the owners of the Company for the year ended 31 December 2017 is primarily attributable to (i) the impairment of goodwill arising on the acquisition of our money lending operation of approximately HK\$11,453,000 for the year ended 31 December 2016 was of one-off nature; and (ii) money lending operation turned into profit for the year ended 31 December 2017.

GOODWILL

Goodwill arose on the acquisition of our money lending operation in November 2016, which was the fair value of consideration exceeding the fair value of the net identifiable assets of the acquiree. Goodwill is subject to impairment review periodically.

本公司擁有人應佔年度虧損

截至二零一七年十二月三十一日止年度，本公司擁有人應佔虧損約為15,632,000港元（二零一六年：18,769,000港元），減少約3,137,000港元或16.7%。截至二零一七年十二月三十一日止年度本公司擁有人應佔虧損減少乃主要由於(i)截至二零一六年十二月三十一日止年度，收購貸款融資業務所產生的商譽減值約11,453,000港元屬一次性質；及(ii)截至二零一七年十二月三十一日止年度，貸款融資業務開始轉虧為盈。

商譽

商譽於二零一六年十一月收購貸款融資業務時產生，代價的公平值超過被收購方的可識別淨資產的公平值。商譽須定期進行減值檢討。

Management Discussion and Analysis

管理層討論及分析

INVENTORY

The following table set out a summary of the Group's inventory balances as at respective financial position dates below:

存貨

下表載列本集團於下列各財務狀況日期的存貨結餘概要：

		As at 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元	As at 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Raw materials and consumables	原料及耗材	3,266	4,633
Work in progress	在製品	765	1,476
Finished goods	製成品	5,282	10,817
		9,313	16,926
Inventory turnover day	存貨週轉天數	15	22

The Group's inventories decreased by approximately HK\$7,613,000 or 45.0%, from approximately HK\$16,926,000 as at 31 December 2016 to approximately HK\$9,313,000 as at 31 December 2017. The inventory turnover day also decreased from 22 days as at 31 December 2016 to 15 days as at 31 December 2017. In 2017, certain obsolete inventories of approximately HK\$1,519,000 were written off.

本集團的存貨減少約7,613,000港元或45.0%，由二零一六年十二月三十一日的約16,926,000港元減少至二零一七年十二月三十一日的約9,313,000港元。存貨週轉天數亦由二零一六年十二月三十一日的22天減少至二零一七年十二月三十一日的15天。於二零一七年，若干過期存貨約1,519,000港元獲撇銷。

Management Discussion and Analysis

管理層討論及分析

TRADE AND BILLS RECEIVABLES

The following table set out a summary of the Group's trade and bills receivables balances as at respective financial position dates below:

		As at 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元	As at 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Trade receivables	貿易應收款項	42,613	60,202
Bills receivable	應收票據	10,176	3,283
		52,789	63,485
Trade receivables turnover day	貿易應收款項週轉天數	48	60

The Group's trade and bills receivables decreased by approximately HK\$10,696,000 or 16.8% from approximately HK\$63,485,000 as at 31 December 2016 to approximately HK\$52,789,000 as at 31 December 2017, as well as trade receivables turnover day decreased from 60 days as at 31 December 2016 to 48 days as at 31 December 2017.

LOANS AND INTEREST RECEIVABLES

In 2017, we continued to increase our investment in money lending business. The Group's loans and interest receivables increased by approximately 85.0%, from HK\$80,465,000 at 31 December 2016 to approximately HK\$148,881,000 at 31 December 2017. The loans receivable as at 31 December 2017 were mainly comprised of mortgage loans receivables, secured loans receivables and personal loans receivables.

貿易應收款項及應收票據

下表載列本集團於下列各財務狀況日期的貿易應收款項及應收票據結餘概要：

		As at 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元	As at 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Trade receivables	貿易應收款項	42,613	60,202
Bills receivable	應收票據	10,176	3,283
		52,789	63,485
Trade receivables turnover day	貿易應收款項週轉天數	48	60

本集團的貿易應收款項及應收票據減少約10,696,000港元或16.8%，由二零一六年十二月三十一日的約63,485,000港元減少至二零一七年十二月三十一日的約52,789,000港元，而貿易應收款項週轉天數由二零一六年十二月三十一日的60天減少至二零一七年十二月三十一日的48天。

應收貸款及利息

於二零一七年，我們繼續增加對貸款融資業務的投資。本集團的應收貸款及利息由二零一六年十二月三十一日的80,465,000港元增加約85.0%至二零一七年十二月三十一日的約148,881,000港元。於二零一七年十二月三十一日，應收貸款主要包括應收按揭貸款、應收有抵押貸款及應收個人貸款。

Management Discussion and Analysis

管理層討論及分析

DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

The Group's deposits, prepayments and other receivables decreased by approximately HK\$5,543,000 or 24.3% from approximately HK\$22,803,000 as at 31 December 2016 to approximately HK\$17,260,000 as at 31 December 2017, primarily due to less trade deposits were placed to our suppliers to purchase raw materials and finished goods.

TRADE AND BILLS PAYABLES

The following table set out a summary of the Group's trade and bills payables balances as at respective financial position dates below:

		As at 31 December 2017 於二零一七年 十二月三十一日 HK\$'000 千港元	As at 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Trade payables	貿易應付款項	23,044	37,753
Bills payable	應付票據	14,351	11,891
		37,395	49,644
Trade payables turnover day	貿易應付款項週轉天數	37	50

The Group's trade and bills payables decreased by approximately HK\$12,249,000 or 24.7% from approximately HK\$49,644,000 as at 31 December 2016 to approximately HK\$37,395,000 as at 31 December 2017. The trade payables turnover day decreased from 50 days as at 31 December 2016 to 37 days as at 31 December 2017.

按金、預付款及其他應收款項

本集團的按金、預付款及其他應收款項減少約5,543,000港元或24.3%，由二零一六年十二月三十一日的約22,803,000港元減少至二零一七年十二月三十一日的約17,260,000港元，主要由於我們為購買原材料及製成品而向供應商支付的貿易按金減少。

貿易應付款項及應付票據

下表載列本集團於下列各財務狀況日期的貿易應付款項及應付票據結餘概要：

本集團的貿易應付款項及應付票據減少約12,249,000港元或24.7%，由二零一六年十二月三十一日的約49,644,000港元減少至二零一七年十二月三十一日的約37,395,000港元。貿易應付款項週轉天數由二零一六年十二月三十一日的50天減少至二零一七年十二月三十一日的37天。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2017, pledged bank deposits and cash and bank balances amounted to approximately HK\$171,332,000 (2016: HK\$66,949,000). Total interest-bearing borrowings of the Group as at 31 December 2017 was approximately HK\$699,000 (2016: HK\$54,793,000), of which approximately HK\$325,000 (2016: HK\$54,410,000) would be repayable within one year and all the remaining interest-bearing borrowings of approximately HK\$374,000 (2016: HK\$383,000) would be repayable after one year. The current ratio of the Group was approximately 5.08 (2016: 2.22).

GEARING RATIO

The gearing ratio of the Group, calculated as total interest-bearing borrowings over total equity, was approximately 0.2% as at 31 December 2017 (2016: 20.7%).

CHARGE ON ASSETS

As at 31 December 2017, Group's time deposits of approximately HK\$6,596,000 (2016: HK\$7,761,000) and buildings and land with net carrying value of approximately HK\$6,653,000 (2016: 6,668,000) were pledged as securities for the Group's banking facilities.

CONTINGENT LIABILITIES

As at 31 December 2017, the Group did not have any material contingent liabilities (2016: nil).

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

流動資金及財務資源

於二零一七年十二月三十一日，已抵押銀行存款及現金以及銀行結存為約171,332,000港元（二零一六年：66,949,000港元）。本集團於二零一七年十二月三十一日的計息借貸總額為約699,000港元（二零一六年：54,793,000港元），其中約325,000港元（二零一六年：54,410,000港元）須於一年內償還，及所有餘下計息借貸約374,000港元（二零一六年：383,000港元）須於一年後償還。本集團的流動比率為約5.08（二零一六年：2.22）。

資產負債比率

本集團於二零一七年十二月三十一日的資產負債比率（按計息借貸總額除以總股本計算）約為0.2%（二零一六年：20.7%）。

資產抵押

於二零一七年十二月三十一日，本集團約6,596,000港元（二零一六年：7,761,000港元）的定期存款及賬面淨值約6,653,000港元（二零一六年：6,668,000港元）的樓宇及土地已抵押作為本集團銀行融資的擔保。

或然負債

於二零一七年十二月三十一日，本集團並無任何重大或然負債（二零一六年：無）。

庫務政策

本集團已對其庫務政策採取審慎的財務管理方針，故在整個回顧期內維持健康的流動資金狀況。本集團致力透過進行持續的信貸評估及評估其客戶的財務狀況以降低信貸風險。為管理流動資金風險，董事會緊密監察本集團的流動資金狀況，以確保本集團的資產、負債及其他承擔的流動資金結構可應付其不時的資金需求。

Management Discussion and Analysis

管理層討論及分析

FOREIGN EXCHANGE EXPOSURE

The Group derives the majority of its revenue in US\$ while substantial portion of our costs are denominated in Renminbi (“RMB”). Appreciation of RMB against US\$ will therefore directly decrease the profit margin of the Group if the Group is unable to increase the selling prices of its products accordingly. If the Group increases the selling prices of its products as a result of the appreciation of RMB, it may in turn affect the Group’s competitiveness against its other business competitors. To the extent that the Company needs to convert future financing into RMB for the Group’s operations, appreciation of the RMB against the relevant foreign currencies would have an adverse effect on the purchasing power of the RMB amount that the Company would receive from the conversion.

The exchange rates between RMB and US\$ are subject to changes in the PRC Government’s policies and global political and economic conditions.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

There was no material acquisition or disposal of subsidiaries and affiliated companies during the year ended 31 December 2017.

THE SUBSCRIPTION AND THE UNCONDITIONAL MANDATORY CASH OFFER

On 26 January 2017, the Company entered into the subscription agreement with New Seres CEFC Investment Fund LP (the “Subscriber”) pursuant to which and subject to the conditions precedent thereunder, the Company has agreed to allot and issue to the Subscriber an aggregate of 860,000,000 shares at a total consideration of HK\$204,680,000 at the subscription price of HK\$0.238 per share (the “Subscription”).

The Subscription was completed on 2 May 2017. On 9 May 2017, in accordance with the Rule 26.1 of the Code on Takeovers and Mergers (the “Takeovers Code”), the Subscriber made an unconditional mandatory cash offer for all issued shares (other than those already owned or agreed to be acquired by the Subscriber and parties acting in concert with it) at HK\$0.745 in cash per share after the completion of the Subscription (the “Mandatory Cash Offer”).

外匯風險

本集團得到的大部分收入為美元，而其中絕大部分成本以人民幣（「人民幣」）計值。因此，倘人民幣兌美元升值，而本集團無法相應調高產品售價，將直接降低本集團的毛利率。倘本集團因人民幣升值而調高產品售價，則可能影響本集團的競爭力，以致不及其他業務競爭對手。由於本公司需要將未來融資兌換成人民幣以供本集團營運之用，人民幣兌相關外幣升值將對本公司兌換而來的人民幣款項的購買力造成不利影響。

人民幣與美元之間的匯率受中國政府政策及全球政治及經濟狀況轉變影響。

重大收購或出售附屬公司及聯屬公司

於截至二零一七年十二月三十一日止年度，本集團並無重大收購或出售附屬公司及聯屬公司。

認購事項及無條件強制性現金要約

於二零一七年一月二十六日，本公司與New Seres CEFC Investment Fund LP（「認購人」）訂立認購協議，據此，根據該協議項下的先決條件，本公司已同意向認購人配發及發行合共860,000,000股股份，總代價為204,680,000港元，認購價為每股0.238港元（「認購事項」）。

認購事項已於二零一七年五月二日完成。於二零一七年五月九日，根據收購及合併守則（「收購守則」）規則26.1，於認購事項完成後，認購人就所有已發行股份（不包括認購人及其一致行動人士已經擁有或同意收購的已發行股份）按每股現金0.745港元的價格作出無條件強制性現金要約（「強制性現金要約」）。

Management Discussion and Analysis

管理層討論及分析

The Mandatory Cash Offer was closed on 31 May 2017 and the Subscriber received valid acceptances in respect of 120,000 offer shares under the Mandatory Cash Offer, representing approximately 0.007% of the entire issued share capital of the Company as at the time of the close of Mandatory Cash Offer.

CAPITAL COMMITMENTS

As at 31 December 2017, the Group did not have any significant capital commitment (2016: nil).

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2017, the Group had a total of 339 employees (2016: 410 employees). Total staff costs (including Directors' emoluments) were approximately HK\$82,141,000, as compared to approximately HK\$64,174,000 for the year ended 31 December 2016. Remuneration is determined with reference to market norms as well as individual employees' performance, qualification and experience.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

On 25 January 2017, the Group entered into the sale and purchase agreements, with a vendor in relation to the acquisition of the entire share capital of Prior Securities Limited ("Prior Securities") and Prior Asset Management Limited ("Prior Asset"). Prior Securities is licensed to carry out type 1 (dealing in securities) regulated activity under the Securities and Futures Ordinance ("SFO"). Prior Asset is licensed to carry out type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO. The acquisition will be completed after fulfillment of the conditions contained in the aforesaid sale and purchase agreements.

As at the date of this report, save for disclosed herein, the Group has no further plans for material investments or capital assets. Following the completion of the above acquisition, Prior Securities and Prior Asset will formulate their marketing strategy to retain and deal with potential and existing clients.

FINAL DIVIDEND

The Board did not recommend the payment of a final dividend for the year ended 31 December 2017.

強制性現金要約已於二零一七年五月三十一日截止，認購人已根據強制性現金要約收到有關120,000股發售股份的有效接納，相當於強制性現金要約截止時本公司全部已發行股本的約0.007%。

資本承擔

於二零一七年十二月三十一日，本集團並無任何重大資本承擔（二零一六年：無）。

僱員及薪酬政策

於二零一七年十二月三十一日，本集團共有339名僱員（二零一六年：410名僱員）。總員工成本（包括董事酬金）約為82,141,000港元，而截至二零一六年十二月三十一日止年度則約為64,174,000港元。酬金乃參照市場標準及個別僱員的表現、資歷及經驗釐定。

日後重大投資計劃或資本資產

於二零一七年一月二十五日，本集團就收購昇悅證券有限公司（「昇悅證券」）及昇悅資產管理有限公司（「昇悅資產」）的全部股本與一名賣方訂立買賣協議。昇悅證券獲發牌可從事證券及期貨條例（「證券及期貨條例」）項下第1類（證券交易）受規管活動。昇悅資產獲發牌可從事證券及期貨條例項下第4類（就證券提供意見）及第9類（提供資產管理）受規管活動。收購事項將於上述買賣協議所載條件獲達成後方告完成。

於本報告日期，除本報告所披露者外，本集團並無重大投資或資本資產的未來計劃。完成上述收購後，昇悅證券及昇悅資產將制定其營銷策略以保留及吸引潛在及現有客戶。

末期股息

董事會不建議派付截至二零一七年十二月三十一日止年度的末期股息。

Corporate Governance Report

企業管治報告

The Board is pleased to present the corporate governance report for the year ended 31 December 2017.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the Corporate Governance Code and Corporate Governance Report (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 (“Listing Rules”) throughout the year. The Board will keep reviewing and updating such practices from time to time to ensure compliance with legal and commercial standards.

CORPORATE GOVERNANCE STRUCTURE

The Board is primarily responsible for formulating strategies, monitoring performance and managing risks of the Group. At the same time, it also has the duty to enhance the effectiveness of the corporate governance practices of the Group. Under the Board, there are four committees, namely audit committee, remuneration committee, nomination committee and corporate governance committee. All these committees perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the senior management.

THE BOARD AND BOARD COMMITTEES

The Board currently comprises 11 Directors and their respective roles are set out as follows:

EXECUTIVE DIRECTORS

GUO Lin (*Chairman*)
ZHANG Yu (*Chief Executive Director*)
JIANG Mingsheng
WANG Zhou
JIANG Tianqing
Hubert TIEN
LIU Chun Fai

董事會欣然呈報截至二零一七年十二月三十一日止年度的企業管治報告。

企業管治常規守則

本公司已於全年一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載企業管治守則及企業管治報告（「企管守則」）。董事會將不時檢討及更新該等常規，以確保遵守法定及商業標準。

企業管治架構

董事會主要負責制定策略、監管執行及管理本集團的風險。與此同時，其亦有責任提高本集團企業管治常規的效率。董事會下設四個委員會，即審核委員會、薪酬委員會、提名委員會及企業管治委員會。所有該等委員會根據彼等各自職權範圍條款履行彼等不同職能並協助董事會監管高級管理層的若干職能。

董事會及董事委員會

董事會現時由 11 名董事組成及彼等各自職能載列如下：

執行董事

郭林（主席）
張宇（首席執行官）
姜明生
王洲
蔣恬青
田曉勃
廖晉輝

Corporate Governance Report

企業管治報告

INDEPENDENT NON-EXECUTIVE DIRECTORS

LU Hongbing
TANG Shu Pui Simon
HON Ming Sang
WU Fei

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 Board considers them independent.

Biographies of all directors are listed in the section headed “Biographical Details of Directors and Senior Management” set out on pages 9 to 16.

Duties of the Board and Management

Duties of the Board

The Board is primarily responsible for overseeing and supervising the management of the business affairs and the overall performance of the Group. The Board sets the Group’s values and standards and ensures that the requisite financial and human resources support are in place for the Group to achieve its objectives. The functions performed by the Board include but not limited to formulating the Group’s business strategies, reviewing the Group’s financial performance and results, deciding all significant financial and operational issues and monitoring, reviewing the Group’s internal control system and corporate governance; and all other functions reserved to the Board under the Company’s articles of association (the “Articles”).

The Board members have no financial, business, family or other material/relevant relationships with each other. All the Directors carry out their duties in good faith and in compliance with applicable laws and regulations, taking decisions objectively and acting in the interests of the Company and its shareholders at all times.

Duties of the Management

In addition, the Board delegates to the Group’s management certain functions including the implementation of general daily operation and strategies approved by the Board; the implementation of internal control procedures; and ensuring compliance with relevant requirements and other rules and regulations.

獨立非執行董事

呂紅兵
鄧澍焙
韓銘生
吳飛

本公司接獲各獨立非執行董事根據上市規則第3.13條就其獨立性作出年度確認，董事會已認可彼等的獨立性。

所有董事的履歷乃列於第9頁至第16頁「董事及高級管理層履歷」一節詳情。

董事會及管理層的職責

董事會職責

董事會主要負責監督及監管管理本集團的業務事宜及整體表現。董事會制定本集團的價值及標準並確保為本集團安排所需財務及人力資源以實現其目標。董事會履行的職能包括但不限於制定本集團的業務策略、審核本集團的財務表現及業績、決定所有重大財務及經營問題以及監管、檢討本集團的內部監控系統及企業管治；及本公司組織章程細則（「細則」）下所保留董事會的所有其他職能。

董事會成員彼此間並無財務、業務、家族或其他重大／相關關係。全體董事均時刻本著真誠態度並遵守適用法律及法規履行職責，並客觀地作出決策及以本公司及股東的利益為依歸行事。

管理層職責

此外，董事會授權本集團管理層的若干職能，包括實施一般日常經營和經董事會批准的策略；執行內部控制程序；及確保遵守相關規定以及其他規則及規例。

Corporate Governance Report

企業管治報告

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors and Independent Non-executive Directors (the “INEDs”) has entered into a service contract or a letter of appointment (as the case maybe) with the Company for a period of three years. All Directors are subject to retirement by rotation at least once every three years and are eligible for election in accordance with the Articles. A new Director is subject to re-election by the shareholders at the first general meeting after his or her appointment in accordance with the Articles.

In accordance with the Articles, one-third of the Directors are subject to retirement by rotation or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from the office and being eligible offer themselves for re-election provided that every Director shall be subject to the retirement by rotation at least once every three years.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. GUO Lin, the Chairman, has provided leadership for the Board and ensures that the Board works effectively and that all important issues are discussed in a timely manner. Mr. ZHANG Yu, an Executive Director and the Chief Executive Officer, manages the Company's day-to-day businesses and implements major strategies and policies of the Company. The positions of the Chairman and the Chief Executive Officer are held by separate individuals so as to maintain an effective segregation of duties.

BOARD MEETINGS AND GENERAL MEETINGS

The Board meets regularly for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. Additional meetings are held when significant events or important issues are required to be discussed and resolved.

The Company held 10 board meetings and 1 annual general meeting (“AGM”) and 3 extraordinary general meetings (“EGM”) throughout the year.

委任及重選董事

各執行董事及獨立非執行董事（「獨立非執行董事」）已與本公司訂立服務合約或委任函（視情況而定），為期三年。所有董事須至少每三年輪值退任一次，並符合資格按照細則選舉。按照細則，新董事須於其獲委任後的首次股東大會上由股東重選。

根據細則，三分之一的董事須輪值退任或（倘彼等數目非三名或三之倍數）最接近數目但不少於三分之一將退任並合資格膺選連任，惟各董事須至少每三年輪值退任一次。

主席及首席執行官

主席郭林先生領導董事會以及確保董事會有效運作及所有重要事項均適時討論。執行董事兼首席執行官張宇先生管理本公司日常業務及推行本公司主要策略及政策。主席及首席執行官由不同人士擔任，以維持有效職能分工。

董事會會議及股東大會

董事會定期召開會議審閱及批准財務及經營表現，並考慮及批准本公司的整體策略及政策。於須討論及議決重大事件或重大問題時將舉行額外會議。

全年本公司已舉行十次董事會會議、一次股東週年大會（「股東週年大會」）及三次股東特別大會（「股東特別大會」）。

Corporate Governance Report

企業管治報告

The attendance records of individual Director are set out as follows:

各董事的出席記錄乃載列如下：

		Number of board meetings attended/ eligible to attend 董事會會議出席/ 合資格出席次數	Number of AGM attended/ eligible to attend 股東週年大會出席/ 合資格出席次數	Number of EGM attended/ eligible to attend 股東特別大會出席/ 合資格出席次數
EXECUTIVE DIRECTORS:	執行董事：			
Mr. Guo Lin (appointed on 5 June 2017)	郭林先生 (於二零一七年六月五日獲委任)	1/1	0/0	1/1
Mr. Zhang Yu (appointed on 23 November 2017)	張宇先生 (於二零一七年十一月二十三日獲委任)	0/0	0/0	0/0
Mr. Jiang Mingsheng (appointed on 5 June 2017)	姜明生先生 (於二零一七年六月五日獲委任)	1/1	0/0	0/0
Mr. Wang Zhou (appointed on 5 June 2017)	王洲先生 (於二零一七年六月五日獲委任)	1/1	0/0	0/0
Mr. Jiang Tianqing (appointed on 5 June 2017)	蔣恬青先生 (於二零一七年六月五日獲委任)	1/1	0/0	0/0
Mr. Hubert Tien	田曉勃先生	4/10	0/1	2/3
Mr. Liu Chun Fai (appointed on 24 November 2016)	廖晉輝先生 (於二零一六年十一月二十四日獲委任)	9/10	1/1	3/3
Mr. Chen Gang (retired on 26 May 2017)	陳綱先生 (於二零一七年五月二十六日退任)	0/7	0/1	0/2
Mr. Qu Chengbiao (retired on 26 May 2017)	瞿成彪先生 (於二零一七年五月二十六日退任)	0/7	0/1	0/2
Mr. Yeung Kwok Leung (appointed on 7 September 2016 and resigned on 5 June 2017)	楊國良先生 (於二零一六年九月七日獲委任 及於二零一七年六月五日辭任)	8/8	1/1	1/2
Mr. Cheng Tze Kit Larry (appointed on 24 November 2016 and resigned on 5 June 2017)	鄭子傑先生 (於二零一六年十一月二十四日獲委任 及於二零一七年六月五日辭任)	5/8	1/1	1/2
INDEPENDENT NON-EXECUTIVE DIRECTORS:	獨立非執行董事：			
Mr. Lu Hongbing (appointed on 5 June 2017)	呂紅兵先生 (於二零一七年六月五日獲委任)	2/2	0/0	0/0
Mr. Tang Shu Pui, Simon (appointed on 22 August 2016)	鄧樹培先生 (於二零一六年八月二十二日獲委任)	7/10	0/1	0/3
Mr. Hon Ming Sang (appointed on 2 November 2016)	韓銘生先生 (於二零一六年十一月二日獲委任)	8/10	0/1	1/3
Mr. Tse Yuen Ming (appointed on 2 November 2016 and resigned on 5 June 2017)	謝遠明先生 (於二零一六年十一月二日獲委任 及於二零一七年六月五日辭任)	7/8	1/1	0/2

Corporate Governance Report

企業管治報告

AUDIT COMMITTEE

The Board established the audit committee on 22 November 2013. The audit committee currently consists of three independent non-executive Directors, namely, Mr. LU Hongbing, Mr. TANG Shu Pui Simon and Mr. HON Ming Sang. Mr. LU Hongbing is the chairman of the audit committee. The audited annual results of the Group for the year ended 31 December 2017 have been reviewed by the audit committee members who have provided advice and comments thereon.

The main duties of the audit committee include, among others:

- monitoring the integrity of the Company's financial statements, annual and interim financial reports, and to review significant financial reporting judgments and accounting policies contained therein;
- satisfying themselves as to the effectiveness of the risk management and internal control systems of the Group and as to the adequacy of the external and internal audits;
- responsible for making recommendation to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor; and
- reporting the findings and making recommendations to the Board on a regular basis.

審核委員會

董事會已於二零一三年十一月二十二日成立審核委員會。審核委員會現時包括三名獨立非執行董事，即呂紅兵先生、鄧澍培生先生及韓銘生先生。呂紅兵先生為審核委員會主席。本集團截至二零一七年十二月三十一日止年度的經審核年度業績已由審核委員會成員審閱且彼等已就此提供意見及建議。

審核委員會的主要職責包括（其中包括）：

- 監管本公司財務報表、年度及中期財務報告的完整性，並審閱其中所載重大財務申報判斷及會計政策；
- 促使本集團風險管理及內部控制系統的有效性以及外部與內部審核的充足性達到自己滿意的水平；
- 負責向董事會就委任、重新委任及罷免外聘核數師提供推薦意見並批准外聘核數師的薪酬及委聘條款；及
- 定期向董事會報告結果及提供推薦建議。

Corporate Governance Report

企業管治報告

Throughout the year, two audit committee meetings were held to review and discuss with the management of the Company and the external auditors the accounting principles and practices adopted by the Group, as well as internal controls and other financial reporting matters. The attendance records of individual committee members are set out below:

全年已舉行兩次審核委員會會議以與本公司管理層及外聘核數師檢討及討論本集團採納的會計原則及慣例，以及內部監控及其他財務申報事宜。個別委員會成員出席記錄乃載於下文：

	Number of meeting attended/eligible to attend		出席／合資格 出席會議次數
LU Hongbing (appointed on 5 June 2017)	1/1	呂紅兵 (於二零一七年 六月五日獲委任)	1/1
TANG Shu Pui Simon	2/2	鄧澍焙	2/2
HON Ming Sang	2/2	韓銘生	2/2
TSE Yuen Ming (resigned on 5 June 2017)	1/1	謝遠明 (於二零一七年 六月五日辭任)	1/1

REMUNERATION COMMITTEE

The Board established the remuneration committee on 22 November 2013. The remuneration committee currently consists of two Executive Directors, namely Mr. GUO Lin and Mr. ZHANG Yu; and three Independent Non-executive Directors, namely, Mr. LU Hongbing, Mr. TANG Shu Pui Simon and Mr. HON Ming Sang. Mr. LU is the chairman of the remuneration committee.

薪酬委員會

董事會已於二零一三年十一月二十二日成立薪酬委員會。薪酬委員會現時包括兩名執行董事，即郭林先生及張宇先生，以及三名獨立非執行董事，即呂紅兵先生、鄧澍焙先生及韓銘生先生。呂先生為薪酬委員會主席。

The main duties of the remuneration committee include, among others:

薪酬委員會的主要職責包括 (其中包括)：

- formulating remuneration policy for approval by the Board, which shall take into consideration factors such as salaries paid by comparable companies, time commitment, employment conditions, and responsibilities, and individual performance of the directors, senior management, and the general staff; and
- ensuring none of the Directors determine their own remuneration.
- 制定薪酬政策供董事會批准，薪酬政策將考慮若干因素，例如可資比較公司所付薪金、彼等投放的時間、聘用條件及職責，以及董事、高級管理及普通員工的個別表現；及
- 確保概無董事釐定彼等自身薪酬。

Corporate Governance Report

企業管治報告

Throughout the year, three meetings of the remuneration committee were held to, amongst others, review and approve the remuneration packages of the Directors and senior management of the Company. The attendance records of individual committee members are as follows:

全年已舉行三次薪酬委員會會議（其中包括）審核及批准本公司董事及高級管理層的薪酬待遇。個別委員會成員的出席記錄如下：

	Number of meeting attended/eligible to attend		出席／合資格 出席會議次數
GUO Lin (appointed on 25 August 2017)	1/1	郭林（於二零一七年 八月二十五日獲委任）	1/1
ZHANG Yu (appointed on 23 November 2017)	0/0	張宇（於二零一七年 十一月二十三日獲委任）	0/0
LU Hongbing (appointed on 5 June 2017)	1/1	呂紅兵（於二零一七年 六月五日獲委任）	1/1
TANG Shu Pui Simon	3/3	鄧澍焙	3/3
HON Ming Sang	3/3	韓銘生	3/3
CHENG Tze Kit Larry (resigned on 5 June 2017)	2/2	鄭子傑（於二零一七年 六月五日辭任）	2/2
TSE Yuen Ming (resigned on 5 June 2017)	2/2	謝遠明（於二零一七年 六月五日辭任）	2/2
JIANG Tianqing (appointed on 25 August 2017 and resigned on 23 November 2017)	1/1	蔣恬青（於二零一七年 八月二十五日獲委任 及於二零一七年 十一月二十三日辭任）	1/1
LIU Chun Fai (resigned on 25 August 2017)	2/2	廖晉輝（於二零一七年 八月二十五日辭任）	2/2

NOMINATION COMMITTEE

The Board established the nomination committee on 22 November 2013. The nomination committee currently consists of two Executive Directors, namely Mr. GUO Lin and Mr. ZHANG Yu, and three Independent Non-executive Directors, namely, Mr. LU Hongbing, Mr. TANG Shu Pui Simon and Mr. HON Ming Sang. Mr. GUO Lin is the chairman of the nomination committee.

提名委員會

董事會已於二零一三年十一月二十二日成立提名委員會。提名委員會現時包括兩名執行董事，即郭林先生及張宇先生，以及三名獨立非執行董事即呂紅兵先生、鄧澍焙先生及韓銘生先生。郭林先生為提名委員會主席。

The main duties of the nomination committee include, among others:

提名委員會的主要職責包括（其中包括）：

- reviewing the structure, size and composition of the Board;
 - making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors; and
 - identifying suitable and qualified individuals to become Board members.
- 審核董事會的架構、規模及組成；
 - 就有關委任或重新委任董事向董事會提供推薦建議；及
 - 物色合適及合資格人士成為董事會成員。

Corporate Governance Report

企業管治報告

Throughout the year, two meetings of the nomination committee were held and the attendance records of individual committee members are as follows:

全年已舉行二次提名委員會會議及個別委員會成員的出席記錄如下：

	Number of Meetings attended/eligible to attend		出席／合資格 出席會議次數
GUO Lin (appointed on 25 August 2017)	0/0	郭林（於二零一七年 八月二十五日獲委任）	0/0
ZHANG Yu (appointed on 23 November 2017)	0/0	張宇（於二零一七年 十一月二十三日獲委任）	0/0
LU Hongbing (appointed on 5 June 2017)	0/0	呂紅兵（於二零一七年 六月五日獲委任）	0/0
TANG Shu Pui Simon	2/2	鄧澍焙	2/2
HON Ming Sang	2/2	韓銘生	2/2
JIANG Tianqing (appointed on 25 August 2017 and resigned on 23 November 2017)	0/0	蔣恬青（於二零一七年 八月二十五日獲委任 及於二零一七年 十一月二十三日辭任）	0/0
LIU Chun Fai (resigned on 25 August 2017)	2/2	廖晉輝（於二零一七年 八月二十五日辭任）	2/2
TSE Yuen Ming (resigned on 5 June 2017)	2/2	謝遠明（於二零一七年 六月五日辭任）	2/2
CHEN Gang (retired on 26 May 2017)	0/1	陳綱先生（於二零一七年 五月二十六日退任）	0/1

CORPORATE GOVERNANCE COMMITTEE

The Board established the corporate governance committee on 22 November 2013. The corporate governance committee currently consists of two Executive Directors, namely Mr. GUO Lin and Mr. ZHANG Yu, and three Independent Non-executive Directors, namely, Mr. LU Hongbing, Mr. Tang Shu Pui Simon and Mr. Hon Ming Sang. Mr. GUO Lin is the chairman of the corporate governance committee.

企業管治委員會

董事會已於二零一三年十一月二十二日成立企業管治委員會。企業管治委員會現時包括兩名執行董事，即郭林先生及張宇先生，以及三名獨立非執行董事，即呂紅兵先生、鄧澍焙先生及韓銘生先生。郭林先生為企業管治委員會主席。

The main duties of the corporate governance committee include, among others:

企業管治委員會的主要職責包括（其中包括）：

- developing and reviewing Group's policies and practices on corporate governance and making recommendations to the Board;
- reviewing and monitoring the training and continuous professional development of directors and senior management;
- 制定及檢討本集團的企業管治政策及常規並向董事會提供推薦建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；

Corporate Governance Report

企業管治報告

- reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements;
 - developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors; and
 - reviewing the Group's compliance with the Code and disclosure in the Corporate Governance Report.
- 檢討及監察本集團在遵守法律及監管規定方面的政策及常規；
 - 制定、檢討及監察僱員及董事適用的操守守則及合規手冊（如有）；及
 - 檢討本集團遵守守則及披露企業管治報告。

Throughout the year, two meetings of the corporate governance committee were held and the attendance records of individual committee members are as follows:

全年已舉行兩次企業管治委員會會議及個別委員會成員的出席記錄如下：

	Number of Meetings attended/eligible to attend		出席／合資格 出席會議次數
GUO Lin (appointed on 25 August 2017)	1/1	郭林（於二零一七年八月二十五日獲委任）	1/1
ZHANG Yu (appointed on 23 November 2017)	0/0	張宇（於二零一七年十一月二十三日獲委任）	0/0
LU Hongbing (appointed on 5 June 2017)	1/1	呂紅兵（於二零一七年六月五日獲委任）	1/1
TANG Shu Pui Simon	2/2	鄧澍焙	2/2
HON Ming Sang	2/2	韓銘生	2/2
TSE Yuen Ming (resigned on 5 June 2017)	1/1	謝遠明（於二零一七年六月五日辭任）	1/1
CHAN Ka Yu (resigned on 5 June 2017)	1/1	陳家宇（於二零一七年六月五日辭任）	1/1
JIANG Tianqing (appointed on 25 August 2017 but resigned on 23 November 2017)	1/1	蔣恬青（於二零一七年八月二十五日獲委任但已於二零一七年十一月二十三日辭任）	1/1
LIU Chun Fai (resigned on 25 August 2017)	1/1	廖晉輝（於二零一七年八月二十五日辭任）	1/1

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2017, there is no change to the Company's Memorandum and Articles of Association. The latest version of the Memorandum and Articles of Association of the Company are available on both the websites of the Company and HKEx.

憲章文件

於截至二零一七年十二月三十一日止年度，本公司之組織章程大綱及細則並無變動。本公司之組織章程大綱及細則之最新版本，已載於本公司及香港交易所網站。

Corporate Governance Report

企業管治報告

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in the Appendix 10 of the Listing Rules as the code of conduct for dealing in securities of the Company by the Directors. The Company has confirmed, having made specific enquiry with each of the Directors, that all the Directors have complied with the Model Code throughout the year.

AUDITOR REMUNERATION

For the year ended 31 December 2017, remuneration payable to the auditor of the Group is approximately HK\$780,000 for audit services.

INTERNAL CONTROL

Our Group highly values the importance of internal control and risk management for the smooth running of its business. The Board is responsible for maintaining a sound and effective internal control system in order to safeguard the interests of the shareholders and the assets of the Company against unauthorised use or disposition, ensuring maintenance of proper books and records for the provision of reliable financial information, and ensuring compliance with the relevant rules and regulations.

The Board set up a corporate governance committee on 22 November 2013. The corporate governance committee closely monitors the effectiveness of our internal control system and reports to the Board regularly. The corporate governance committee shall report any non-compliance issues to the Board immediately once any non-compliance issues are noted.

The Board has conducted an annual review of the internal control system which covered relevant financial, operational, compliance control and risk management function. The annual review also considered the adequacy of resources, qualifications and experience of staff of the accounting as well as financial reporting function.

The Board is of the view that the Group's internal control system is effective and adequate. The Board will continue to assess the effectiveness of internal control system by considering reviews and recommendations made by the corporate governance committee and senior management.

董事之證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事買賣本公司證券的行為守則。本公司經各董事作出特定查詢後確認，所有董事全年已遵守標準守則。

核數師薪酬

截至二零一七年十二月三十一日止年度，就核數服務而應付予本集團核數師的薪酬約為780,000港元。

內部監控

本集團高度重視內部監控及風險管理對其業務順利營運的重要性。董事會負責維持健全有效的內部監控系統以保障股東權益及本公司資產免受未授權使用或處置，確保保存適當賬簿及記錄以提供可靠財務資料及確保遵守相關規則及規例。

董事會於二零一三年十一月二十二日成立企業管治委員會。企業管治委員會緊密監控我們內部監控系統的有效性並定期向董事會報告。企業管治委員會應於注意到任何不合規問題後即向董事會報告任何不合規問題。

董事會就內部控制系統（涵蓋相關財務、運營、合規控制及風險管理職能）進行年度審閱。年度審閱亦考慮資源是否充足、會計工作人員的資質及經驗以及財務報告職能。

董事會認為本集團的內部監控系統為有效及充分。董事會將通過考慮企業管治委員會及高級管理層的觀點及所作推薦建議，繼續評估內部監控系統的有效性。

Corporate Governance Report

企業管治報告

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

Every newly appointed Director is provided with a comprehensive induction and information to ensure that he has a proper understanding of the Company's operations and businesses as well as his responsibilities under the relevant laws, rules and regulations.

Development and training of Directors is an ongoing process so that they can perform their duties appropriately. The Directors are provided with periodic updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. In addition, the Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills to ensure that they continue to make contribution to the Board in an informed and relevant manner.

The chart below summarises the participation of each of the Directors in continuous professional development during the year ended 31 December 2017 and up to the date of this report is summarized as follows:

董事持續專業發展

每名新獲委任董事均獲提供全面之就任須知及資料，以確保彼適當了解本公司之營運及業務以及彼於相關法律、規則及規定下之職責。

本公司持續提供董事發展及培訓，以使彼等能夠適當履行職責。本公司定期向董事提供有關本公司表現、狀況及前景之最新資料，以便董事會及每名董事履行其職責。此外，本公司鼓勵全體董事參與持續專業發展，以提升及更新彼等之知識及技能，從而確保彼等繼續對董事會作出知情及相關貢獻。

下表概述各董事截至二零一七年十二月三十一日止年度及直至本報告日期參與持續專業發展的情況：

Name of director		Participated in continuous professional development*
董事姓名		參與持續專業發展*
Executive Directors		
執行董事		
GUO Lin	郭林	√
ZHANG Yu	張宇	√
JIANG Mingsheng	姜明生	√
WANG Zhou	王洲	√
JIANG Tianqing	蔣恬青	√
Hubert TIEN	田曉勃	√
LIU Chun Fai	廖晉輝	√
Independent non-executive directors		
獨立非執行董事		
LU Hongbing	呂紅兵	√
TANG Shu Pui Simon	鄧樹培	√
HON Ming Sang	韓銘生	√
WU Fei	吳飛	√

* Attend seminars/conferences/forums/briefings/workshops/programmes; and/or read materials relevant to the business, director's duties, corporate governance or regulatory updates, etc.

* 出席與業務、董事職責、企業管治或最新監管規定相關之研討會/座談會/論壇/簡介會/工作坊/課程；及/或閱讀相關之刊物

Corporate Governance Report

企業管治報告

COMPANY SECRETARY

The Company has engaged and appointed Ms. Wong Ka Man, a representative from an external secretarial service provider, as the company secretary of the Company. The primary contact person with the company secretary of the Company is the Chief Executive Officer of the Company. Ms. Wong has duly complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparation of the consolidated financial statements for the year ended 31 December 2017, which give a true and fair view of the state of affairs of the Company and the Group's results and cash flows for the year then ended and properly prepared on going concern basis in accordance with the applicable statutory requirements and accounting standards. The Directors were not aware of any material uncertainties which may affect the Company's business or cast significant doubt upon the Company's ability to continue as a going concern.

SHAREHOLDERS' RIGHTS

In accordance with the articles of association of the Company, shareholders holding not less than 10% of the paid up capital of the Company can convene an extraordinary general meeting by written requisition to the Board or the Secretary of the Company. In addition, shareholders can raise any questions relating to published information and latest strategic plan of the Group with the Directors. Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at meetings for and on their behalf if they are unable to attend the meetings. Shareholders can also submit enquiries to the management and send proposals to be put forward at shareholders' meeting to the Board or senior management by sending e-mails to ir@cefci.com.hk.

公司秘書

本公司已委聘及委任黃嘉雯女士（外部秘書服務供應商代表）為本公司公司秘書。本公司公司秘書的主要聯繫人為本公司首席執行官。黃女士已妥為遵守上市規則第3.29條項下的相關專業培訓規定。

董事就財務報表的責任

董事知悉彼等編製截至二零一七年十二月三十一日止年度的綜合財務報表的責任，為真實及公平反映截至該日止年度的本公司事務狀況及本集團的業績及現金流量，並根據適當法定規定及會計標準按持續基準妥為編製。董事並不知悉可能影響本公司業務或對本公司持續經營能力產生疑問的重大不確定因素。

股東權利

根據本公司組織章程細則，持有本公司繳足資本不少於10%的股東可透過向董事或公司秘書提交書面要求召開股東特別大會。此外，股東可向董事提出任何有關本集團公開資料及最新策略計劃的問題。本公司鼓勵股東出席該等大會或倘彼等不能出席大會可委派代表代其出席並於大會上投票。股東亦可發送電郵至 ir@cefci.com.hk 向管理層提出問題及向董事會或高級管理層提出於股東大會上提呈之建議。

Corporate Governance Report

企業管治報告

INVESTOR RELATIONS

The Board recognises the importance of good communications with all shareholders. The Company believes that maintaining a high level of transparency is a key to enhance investor relations. The Company is committed to a policy of open and timely disclosure of corporate information to its shareholders and public investors.

The Company maintains various communication channels with its shareholders and the investment public to ensure that they are kept abreast of the Company's latest news and development. The Company updates its shareholders on its development, financial results and major events through its annual and interim reports. All published information is promptly uploaded to the website of the Company at www.cefcfi.com.hk.

投資者關係

董事會深知與全體股東保持良好溝通的重要性。本公司相信維持高透明度乃為提升投資者關係的關鍵所在。本公司承諾向其股東及公眾投資者公開且及時地披露公司資料。

本公司透過不同渠道與股東及公眾投資者通訊，以確保彼等能獲悉本公司的最新資料及發展。本公司透過其年報及中報為其股東提供其發展、財務業績及重大事項的更新。所有刊登資料均會快速上傳至本公司網站 www.cefcfi.com.hk。

Environmental, Social and Governance Report

環境、社會及管治報告

OVERVIEW

1. Purpose

This Environmental, Social and Governance Report (the “ESG Report”) sets out the Group’s vision, policies and measures and reports its performance regarding environmental, and social issues for internal assessment and management control and communicating to the internal and external stakeholders.

Reporting Scope

The Group is principally engaged in (i) design, manufacture and trading of apparels; and (ii) provision of money lending business. This report covers the Group’s head office in Hong Kong and the major business in the People’s Republic of China (the “PRC”).

Reporting Framework

This ESG Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “Reporting Guide” or the “ESG Reporting Guide”) under Appendix 27 of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited issued by the Stock Exchange of Hong Kong Limited (the “HKEX”). The content of this report includes two subject areas, being Area A – ENVIRONMENTAL and Area B – SOCIAL as required by the Guide.

This ESG Report reviews and reports on the core business operation and follows the principles of materiality, quantification, balance and consistency to disclose relevant policy and data.

Reporting Period

This Report covers the period from 1 January 2017 to 31 December 2017.

概覽

1. 目的

本環境、社會及管治報告（「環境、社會及管治報告」）列載本集團的願景、政策及措施，報告其在環境及社會事宜上的表現，以進行內部評估及管理控制以及與內外持份者進行溝通。

報告範圍

本集團的主要業務為(i)服裝產品的設計、製造及貿易；及(ii)提供貸款融資業務。本報告涵蓋本集團於香港的總辦事處及位於中華人民共和國（「中國」）的主要業務。

報告框架

本環境、社會及管治報告根據香港聯合交易所有限公司（「聯交所」）頒佈的香港聯合交易所有限公司主板證券上市規則附錄二十七項下環境、社會及管治報告指引（「報告指引」或「環境、社會及管治報告指引」）編製。本報告內容包括指引所規定的兩大範疇，即範疇A – 環境及範疇B – 社會。

本環境、社會及管治報告審閱及呈報本集團的核心業務營運，並遵循重要性、量化、平衡及一致性的原則，披露相關政策及數據。

報告期間

本報告涵蓋二零一七年一月一日至二零一七年十二月三十一日止期間。

Environmental, Social and Governance Report

環境、社會及管治報告

2. Environmental, Social and Governance (“ESG”) Management

ESG Management Structure

The Group’s ESG management has been structured to ensure fulfilment of our corporate goals and visions to bring benefits to all stakeholders, and to support and serve the society and the environment with responsibilities and sustainable development.

The Board of directors of the Company (the “Board”), headed by the Chairman and having a balance of skill and experience from the Executive Directors, is responsible for formulation and approval of the Group’s development, business strategies, policies, annual budget and business plans. The day-to-day management including the effective implementation of the overall strategies and initiatives adopted by the Board on operations, financial, environmental and social issues and obligations, has been delegated to the Chief Executive Officer (“CEO”) and its senior management team members.

Specifically, on the environmental and social issues and obligations, the management is structured as follows:

Through an independent internal control and risk management system, the Group ensures its operations and management fulfill and comply with its environmental and social responsibilities and obligations as required by the ESG Guide and the laws and related regulations of the Hong Kong Special Administrative Region (“HKSAR”) and the PRC, and the specific guides of the industry.

The Board is duty-bound to review, address and report all the environmental and social issues listed in the Aspects and Areas in the Guide. In response, the Board has approved its updated strategies and policies, and assigned the CEO and its senior team members to have the overall responsibility of their implementations. The CEO is responsible to for analysing and developing key performance indicators (“KPIs”) where appropriate and necessary, for future monitoring and continuing action in line with the Group’s goals, visions and policies.

2. 環境、社會及管治（「環境、社會及管治」）的管理

環境、社會及管治的管理結構

本集團環境、社會及管治的管理乃為確保達成企業目標與願景而制定，以令各持份者受惠，並承擔社會責任及以可持續發展為原則，貢獻社會及保護環境。

本公司董事會（「董事會」）在主席領導及執行董事均衡的技能和經驗搭配下，負責制定及審批本集團之發展、業務策略、政策、年度預算及業務方案。董事會向首席執行官（「首席執行官」）及其高級管理團隊成員委以日常管理職責，包括有效執行董事會採納有關營運、財務、環境及社會事宜以及義務之整體策略及方針。

尤其，就環境及社會事宜以及義務而言，管理架構如下：

本集團透過獨立內部監控及風險管理系統，確保其營運及管理履行並符合環境、社會及管治指引、香港特別行政區（「香港特別行政區」）及中國法例及有關法規及業界行業守則所規定之環境及社會責任及義務。

董事會有責任審閱、解決及匯報所有指引層面及範疇列示的環境及社會事宜。有鑒於此，董事會已批准其最新的策略及政策，並委派首席執行官及高級管理層全權負責執行。首席執行官負責分析及建立關鍵績效指標（「關鍵績效指標」），以便日後在適當及有需要的情況下，配合本集團的目標、願景及政策作出監管及持續行動。

Environmental, Social and Governance Report

環境、社會及管治報告

Materiality Assessment

The management and employees who are responsible for the key functions of the Group have participated in preparing this report, assisted the Group in reviewing its operation, identifying key environmental, social and governance issues and assessing the importance of these issues to the businesses and stakeholders. The Group compiled a questionnaire in reference to the identified material environmental, social and governance issues to collect the information from relevant departments and business units of the Group.

MATERIAL AREAS AND ASPECTS, AND KEY PERFORMANCE INDICATORS

(A) Environmental

The Group is aware of its responsibility and required commitment to the environmental sustainable development of its on-going operations. The Group support “Green Environment” ideas, comply with the requirements of the HKSAR laws, the laws and regulations of the PRC and specific guides in the industry, and are committed to the social responsibility of protecting the environment as a responsible corporation. The Group have implemented policies and taken measures to ensure the business and operation to be energy, water and resources saving.

The Group had not been subject to any reported violation in relation to its emissions and waste discharges or other environmental issues during the reporting period. The Group did not note any material non-compliance with environmental laws and regulations during the reporting period.

重要性評估

負責執行本集團主要職能的管理層及僱員參與編製本報告，並協助本集團檢討其營運狀況，識別環境、社會及管治層面的主要議題，以及評估該等議題對本集團業務及持份者的重要性。本集團根據於環境、社會及管治層面所發現的重大議題編製問卷調查，以向本集團相關部門及業務單位收集資料。

重大範疇及層面以及關鍵績效指標

(A) 環境

本集團意識到其對持續經營環境可持續發展的責任和所須承擔之責任。本集團支持「環境綠化」的理念，恪守香港特別行政區法例、中國法律及法規的規定及業特別指引，加上作為一家負責任的企業，我們肩負致力保護環境的社會責任。本集團執行政策及採取措施確保業務及營運可節約能源、用水及資源。

於報告期間，本集團並無涉及任何有關廢氣及廢物排放規定或其他環境事宜的違規行為。於報告期間，本集團並未發現任何有關環境法律及法規的重大違規情況。

Environmental, Social and Governance Report

環境、社會及管治報告

A1. Emission and waste

The Group recognises the importance of environmental protection and sustainable development and strictly complies with the environmental laws and regulations formulated by the national and local environmental authorities. These laws and regulations include, but are not limited to, “Environmental Protection Law of the People’s Republic of China”, “Law of the People’s Republic of China on the Prevention and Control of Water Pollution”, “Law of the People’s Republic of China on Prevention and Control of Atmospheric Pollution”, “Law of the People’s Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste”, “Law of the People’s Republic of China on Promoting Clean Production” and other laws and regulations related to the prevention and treatment of sewage, waste gas and industrial pollution.

The Group recognises the importance of the construction of the environmental protection management system and has formulated relevant systems and procedures including but not limited to the “Environmental Management Policy”, “Pollution Control Management Policy” and “Solid Waste Management Policy”, to standardise the production of sewage, exhaust emissions and waste and so on. The Group continues to comply with the environmental laws and regulations formulated by the state and local environmental protection authorities and continuously improved the management system and related policies so as to focus on and monitor emissions during operation and achieve the goals of energy conservation, pollution reduction and efficiency enhancement.

The Group’s environmental protection management system and related policies and regulations requires the use of state-of-the-art sewage treatment equipment in the production of ready-made garments to ensure that the treated effluent is discharged into the drainage network and no additional outlets shall be constructed to comply with the comprehensive effluent discharge standard. In addition, the “Solid Waste Management Policy” also requires that solid waste should not be accumulated everywhere and must be collected by qualified organisations for recycling and integrated use.

A1. 排放物及廢物

本集團確認環境保護和可持續發展的重要性，並嚴格遵守國家和地方環保部門制定的環境法律法規。該等法律及法規包括但不限於「中華人民共和國環境保護法」、「中華人民共和國水污染防治法」、「中華人民共和國大氣污染防治法」、「中華人民共和國固體廢物污染環境防治法」、「中華人民共和國清潔生產促進法」及其他污水、廢氣及工業污染的防治法規。

本集團確認環境保護管理體系建設的重要性，並已制定包括但不限於「環境管理政策」、「污染控制管理政策」和「固體廢物管理政策」等相關制度和程序，規範污水、廢氣和廢物的排放。本集團一直遵守國家和地方環保部門制定的環境法律法規，不斷完善管理體系和相關政策，重點監控經營過程中的排放情況，以實現節能減排、效率提升的目標。

本集團的環保管理體系及相關政策法規要求在服裝生產過程中使用先進的污水處理設備，以確保處理過的污水排入排水管網，及無需建設額外網點以符合綜合污水排放標準。此外，「固體廢物管理政策」還要求固體廢物不得隨地堆放，必須由有資質的單位予以收集回收和綜合利用。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group also pay close attention to the effectiveness of environmental protection facilities and continuously improve the disposal and management of sewage, exhaust emissions and waste. To ensure the implementation of these measures, the Board is fully responsible for the environmental management of the Group and various departments including but not limited to the Production, Technology, Finance, Human Resources, Security and Quality Assurance Department are responsible for coordinating and implementing the environmental protection policies in the areas to which they are responsible. Major environmental protection work meetings and internal control meetings are held on a regular basis to listen to reports on environmental protection work and promptly study and solve major environmental issues, including but not limited to greenhouse gas emissions, water and land sewerage, harmful and harmless waste generation and other issues.

According to the requirement of the Ministry of Environmental Protection on the “Measures for the Self-Monitoring and Information Disclosure by the Enterprises subject to Intensive Monitoring and Control of the State (No. 81 [2013] of the Ministry of Environmental Protection)”, the subsidiaries of the Group have complied with the environmental protection laws and regulations of the State and local governments, the environmental monitoring technical specifications requirements and the actual situation of the company, formulate self-monitoring plan for enterprise pollution, standardise the self-monitoring activities of enterprises, grasp the discharge status of pollutants and their impact on the surrounding environment quality, and ensure that they have fulfilled their responsibility to protect the environment.

The Group also formulated contingency plans to standardise and strengthen emergency response to emergencies and focus on prevention and gradually improve the early warning, disposition and rehabilitation mechanisms for handling sudden environmental incidents.

本集團亦密切關注環保設施的有效性，不斷改善污水、廢氣和廢物的處理和管理。為保證該等措施得到落實，董事會全面負責本集團的環境管理工作，各部門（包括但不限於生產部、技術部、財務部、人力資源部、安全和質量保證部部門）負責協調和落實其所負責範圍內的環境保護政策。集團定期舉辦重大環境保護工作會議和內部控制會議，聽取環境保護工作匯報，及時研究解決重大環境問題，包括但不限於溫室氣體排放、水和土地污水排放、有害和無害的廢物製造有關的問題及其他問題。

根據環境保護部關於「國家重點監控企業自行監測及信息公開辦法（環發[2013]81號）」的要求，本集團附屬公司已遵守國家及地方政府的環境保護法律及法規、環境監測技術規範要求及本公司之實際情況，制定企業排污自我監測方案，規範企業的自我監測活動，掌握污染物的排放狀況及其對周邊環境質量的影響，確保彼等已履行保護環境的責任。

本集團亦已制定應急預案，以規範及加強突發事件的應急處理，著力預防，逐步完善對處理突發的環境事件的預警、處置和恢復機制。

Environmental, Social and Governance Report

環境、社會及管治報告

Exhaust Gas and greenhouse gas (“GHG”) Emission

The Group is committed to maintaining the quality of the environment, using clean energy, reducing pollution and waste during production and operation to reduce and even eliminate the adverse impact on the environment from production and operation activities and to reduce emissions. Over the years, the Group has been committed to environmental protection and has adopted a number of appropriate measures and monitoring methods to ensure that its responsibility for environmental protection has been fulfilled.

In our business operation, the Group actively advocates energy conservation and emission reduction and reduced emissions by continuously increasing investment in environmental protection. Through the use of clean energy and other measures, the Group reduces the generation of exhaust pollutants from the source to avoid environmental pollution.

Our business operation or manufacturing process does not produce significant exhaust gas.

廢氣及溫室氣體（「溫室氣體」） 排放

本集團致力於維持環境質量、利用清潔能源、減少生產經營過程中的污染和浪費以減少甚至消除生產經營活動對環境造成的不利影響及減少排放。多年來，本集團一直致力於環境保護，並已採取一系列適當措施和監測方法，以確保其環境保護責任得到落實。

於業務營運過程中，本集團積極倡導節能減排並透過不斷增加環保投入來減少排放。透過清潔能源的使用及其他措施，本集團從源頭上減少排放污染物的產生，避免環境污染。

我們的業務營運或生產過程不會產生大量廢氣。

Environmental, Social and Governance Report

環境、社會及管治報告

GHG Performance Summary

溫室氣體情況摘要

GHG Scope ¹	溫室氣體範圍 ¹	Unit 單位	Quantity 數量	Intensity – unit per employee 密度 - 單位 每名僱員
Direct GHG emission (Scope 1)	直接溫室氣體排放 (範圍1)			
– diesel and petrol consumption	– 柴油及汽油消耗	Tonnes 噸	60.02	0.23
Indirect GHG emission (Scope 2)	間接溫室氣體排放 (範圍2)			
– electricity consumption	– 電力消耗	Tonnes 噸	294.00	1.11
Other indirect GHG emission (Scope 3)	其他間接溫室氣體排放 (範圍3)			
– water consumption	– 水消耗	Tonnes 噸	12.37	0.05
Total GHG emission	溫室氣體總排放量	Tonnes 噸	366.39	1.39

Note:

- GHG emissions data is presented in carbon dioxide equivalent and was in reference to, including but not limited to, the reporting requirements of the “GHG Protocol Corporate Accounting and Reporting Standard” issued by the World Resources Institute and the World Business Council for Sustainable Development, the latest published Baseline Emission Factors for Regional Power Grids in China.

附註：

- 溫室氣體排放數據乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》的報告要求和最新發佈的中國區域電網基準線排放因子。

Sewage Disposal and Management

The Group's production and operation activities produce a small amount of industrial wastewater and are discharged through municipal pipelines where filtration facilities have been installed. Wastewater discharges are regularly monitored to ensure that the wastewater meets national emission standards and the impact of production activities on the natural environment is minimised.

污水處理及管理

本集團的生產經營活動產生少量工業廢水，並通過安裝過濾設施的市政管線排放。定期對廢水排放進行監測，以確保廢水符合國家排放標準，並將生產活動對自然環境的影響降至最低。

Environmental, Social and Governance Report

環境、社會及管治報告

Under the precondition of reducing sewage discharge, the Group has formulated a number of measures, including but not limited to:

- the production and domestic sewage after biochemical pre-treatment into the reverse osmosis membrane system for recycling
- the volume of reuse water directly used in the production
- the limit of discharge emissions under the national standard after concentrated liquid biochemical treatment

The Group also regularly carry out environmental publicity and education for the employees so as to raise the environmental awareness of the employees.

During the year ended 31 December 2017, the volume of sewage discharge is set out as below:

在減少污水排放的前提下，本集團制定了多項措施，包括但不限於：

- 生產和生活污水經過生化預處理後進入反滲透膜系統進行回收利用
- 直接用於生產中的水回用量
- 濃縮液體生化處理後，符合國家標準的排放限值

本集團還定期對員工進行環境宣傳教育，提高員工的環保意識。

截至二零一七年十二月三十一日止年度，污水排放量載列如下：

Sewage discharge type	污水排放類型	Unit	Quantity	Intensity – unit per employee
		單位	數量	密度 – 單位每名僱員
Wastewater discharge	廢水排放	Tonnes噸	8,400	31.82

Waste Disposal and Management

In handling waste, the Group is committed to reducing waste from its source. The Group has adopted a number of measures to control the generation of waste from the source, including but not limited to:

- The Group adopts advanced manufacturing processes, environmentally-friendly raw and auxiliary materials and fabrics to carry out clean production activities

廢物處理及管理

在處理廢物方面，本集團致力減少廢物來源。本集團已採取多項措施以控制源頭產生廢物，包括但不限於：

- 本集團採用先進的製造工藝，環保型原輔材料和麵料以開展清潔生產活動

Environmental, Social and Governance Report

環境、社會及管治報告

- The Group adopts source control and comprehensive utilisation, and the Group would take measures on recycling to minimise generation of solid waste.
- The Group strives to control the amount of fabric used to reduce scrap discharge by upgrading its production equipment, utilising computer typesetting and providing more intensive training for employees.
- The Group regularly conducts environmental education and promotion to its employees and encourages recycling and recycling.
- The subsidiaries of the Group engage qualified waste collectors to collect all kinds of domestic and industrial waste. These waste collected are disposed at the designated landfill and treatment facilities.
- According to the relevant waste management policies of the Group, all departments and workshops classify the solid wastes generated and take measures for their comprehensive utilisation to reduce disposal pressure.
- Non-hazardous waste should be recycled and utilised as far as possible. Non-hazardous waste and hazardous waste that cannot be reused and recycled will be entrusted to a qualified waste disposal company.
- 本集團採取源頭控制和綜合利用，且本集團會採取循環利用措施，以盡量減少固體廢棄物產生。
- 本集團致力於通過升級其生產設備，利用計算機排版和提供更具強度的員工培訓來控制用於減少廢品排放的織物量。
- 本集團定期對員工進行環境教育和宣傳，鼓勵回收再利用。
- 本集團附屬公司聘請合格的廢物收集員收集各類生活垃圾和工業廢棄物，並在指定的垃圾填埋場和處理設施進行處理。
- 根據本集團相關廢棄物管理政策，各部門和車間對產生的固體廢物進行分類，採取措施綜合利用，以減少處置壓力。
- 無害廢物應盡可能回收利用。無法回收利用的無害廢物和有害廢物將委託給合資格的廢物處理公司。

The Group does not produce significant hazardous wastes in its business activities.

本集團在業務活動中並無產生大量有害廢物。

Environmental, Social and Governance Report

環境、社會及管治報告

In its operation, the Group inevitably generates waste. However, with effective waste disposal strategies and policies, the Group has minimised the environmental risks and impacts caused by the waste. During the year ended 31 December 2017, the consumption volume generated by the Group is set out as below:

在經營過程中，本集團不可避免地產生廢物。然而，憑藉有效的廢物處理策略和政策，本集團已將廢物所帶來的環境風險及影響減至最低。截至二零一七年十二月三十一日止年度，本集團產生的消耗量載列如下：

Non-hazardous waste types	無害廢物種類	Unit	Quantity	Intensity – unit per employee
		單位	數量	密度 – 單位每名僱員
Scrap (Waste cloth, wire or other raw materials)	廢品 (廢布、電線或其他原材料)	Tonnes 噸	5	0.02
Paper	紙張	Tonnes 噸	1	0.004
Kitchen waste	廚房廢品	Tonnes 噸	4	0.02

On top of complying with the general disclosure requirement of Aspect A1, we have complied with the KPI requirement which as summarised as below:

除遵守第A1層面的一般披露要求外，我們已遵守關鍵績效指標要求，概列如下：

“Comply or explain” Provisions

「不遵守就解釋」條文

KPI A1.1	The types of emissions and respective emissions data	Disclosed
關鍵績效指標 A1.1	排放物種類及相關排放數據	已披露
KPI A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity	Disclosed
關鍵績效指標 A1.2	溫室氣體總排放量 (以噸計) 及 (如適用) 密度	已披露
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity	Not applicable
關鍵績效指標 A1.3	所產生有害廢物總量 (以噸計) 及 (如適用) 密度	不適用
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity	Disclosed
關鍵績效指標 A1.4	所產生無害廢物總量 (以噸計) 及 (如適用) 密度	已披露
KPI A1.5	Description of measures to mitigate emissions and results achieved	Disclosed
關鍵績效指標 A1.5	減少排放量的措施及所得成果的描述	已披露
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved	Disclosed
關鍵績效指標 A1.6	處理有害及無害廢物的方法、減少產生量的舉措及所得成果的描述	已披露

Environmental, Social and Governance Report

環境、社會及管治報告

A2. Use of Resources

The Group adheres to the concept of development of “Energy Efficiency” and has obtained the ISO14001 Environmental Management System accredited by British Standards Institution.

The Group places great emphasis on Energy Efficiency and formulates and continuously improves its energy management system and relevant policies and systems, including but not limited to “Energy Management Policy” and “The Calculation Policy of Energy Consumption”, and so on, to standardise the effective use of resources in production to achieve effective use of resources, reduce of pollution, and the increase of efficiency.

Under a sound system, there is a specific department in the Group responsible for energy management to actively carry out energy efficiency measures. It is committed to reducing the amount of energy consumed in the production process and implementing energy efficiency measures in every aspect of production. The Group integrates energy conservation and recycling into its business management, assures it from the process and deepens the potential for energy saving. For example, the Group’s workshops have used different energy control measures such as control of energy consumption indicators, routine inspection and so on in energy management.

Energy Efficiency

In order to achieve efficient energy use, the Group has established an effective energy monitoring and assessment system and set up corresponding energy management positions. Through the implementation of energy monitoring and assessment, we monitor key energy-consuming equipment, and adopt scientific analysis and management for energy consumption of each department, to eliminate energy waste.

A2. 資源利用

本集團堅持「節能降耗」的發展理念，並已獲得英國標準協會 ISO14001 環境管理體系認證。

本集團非常重視節能降耗，制定及不斷完善能源管理體系及相關政策及體系，包括但不限於「能源管理政策」及「能耗計算政策」等，以規範生產中資源的有效利用，從而實現資源的有效利用、減少污染及提高效益。

在完善的體系下，本集團設有專門的能源管理部門，積極開展節能降耗工作。本集團致力於減少生產過程中的能源消耗量，並在生產的各個方面實施節能措施。本集團將節能和回收融入其業務管理中，在業務管理過程中確保並深化節能潛力。例如，在能源管理方面，本集團的車間採用不同的能源控制措施，如能耗指標控制、日常檢查等。

能源效率

為實現高效能源利用，本集團已建立有效的能源監測評估體系，並設立相應的能源管理職位。通過實施能源監測和評估，我們監測重點耗能設備並科學分析及管理各部門的能耗情況，杜絕能源浪費。

Environmental, Social and Governance Report

環境、社會及管治報告

One of the Group's environmental goals is to save energy. The Group continued to replace the existing high-energy-consuming equipment with new-type energy-saving equipment to reduce the use of electric energy and achieve the purpose of saving energy and reducing consumption so as to further reduce the impact on the environment.

At the same time, the Group also started to adopt research on and improve the technical standard to improve production efficiency by new processes, new materials and new equipment, reduce the demand for resource consumption and reduce unnecessary resource consumption during production.

During the year ended 31 December 2017, the Group's consumptions in energy were:

節能乃本集團的環境目標之一。本集團繼續使用新型節能設備替代現有的高能耗設備，以減少電能的使用及達到節能降耗的目的，從而進一步降低對環境的影響。

同時，本集團亦著手研究並完善技術標準，以利用新工藝、新材料及新設備提高生產效率，減少資源消耗需求及減少生產過程中不必要的資源消耗。

於截至二零一七年十二月三十一日止年度，本集團的能源消耗情況如下：

Energy type	能源類型	Unit 單位	Quantity 數量	Intensity – unit per employee 密度 – 單位每名僱員
Petrol	汽油	Litre 公升	15,000	56.82
Diesel	柴油	Litre 公升	7,000	26.52
Electricity	電力	kWh 千瓦時	450,000	11,704.55

Environmental, Social and Governance Report

環境、社會及管治報告

Water Consumption and use of packaging materials

The Group does not consume significant water in its business activities. During the year ended 31 December 2017, the Group consumed 11,757 tonnes of water were consumed by the Group and the water consumption per employee was 44.53 tonnes. Regardless of limited water consumption, the Group still promote behavioural changes at office and encourage water conservation. Pantry and toilets are posted with environmental messages to remind employees for water conservation, which results in further enhancing the employees' awareness in water conservation.

During the year ended 31 December 2017, the Group's consumptions of packaging materials were:

Type of Packaging Material	包裝材料類型	Unit 單位	Quantity 數量
Carton	紙板盒	Tonnes噸	400
Bags/plastic bags	袋子／塑料袋	Tonnes噸	3

Daily Operations

The Group understands the importance of enhancing employees' awareness of saving energy. Through corporate bulletin boards and training, we promote the Group's energy-saving work and its importance, and we value individuals who have outstanding achievements in energy-saving work units to enhance staff awareness of energy conservation.

耗水量及包裝材料的使用

本集團在業務活動中耗水量不大。於截至二零一七年十二月三十一日止年度，本集團消耗11,757噸水，而每名僱員耗水量為44.53噸。儘管用水量有限，本集團仍然在辦公室促進行為整改，並鼓勵節約用水。廚房及廁所貼有環保信息，提醒僱員節約用水，從而進一步提高僱員的節水意識。

於截至二零一七年十二月三十一日止年度，本集團的包裝材料消耗量為：

日常營運

本集團深知提升僱員節能意識的重要性。我們通過企業公告欄及培訓，推廣本集團節能工作及其重要性，對節能工作單位表現突出的個人進行評估，以提高僱員節能意識。

Environmental, Social and Governance Report

環境、社會及管治報告

In daily operations, the Group encourages all of our colleagues to respond to environmental protection initiative and implement different environmental protection measures to reduce the environmental impact, as follows:

Electricity

- Turn off all power consuming devices (lights, air conditioners, computers, displays) before leave
- During the summer, the temperature of the office air-conditioners should be adjusted to not less than 26 degrees Celsius. In winter, the maximum temperature setting should be 23 degrees Celsius
- Halve the amount of light used in office, as needed
- Mark each lighting switch to remind employees to save electricity, use new high-efficiency light sources and LED energy saving lamps
- Use of energy-saving transformers to improve power conversion efficiency, reduce power consumption and reduce energy usage
- Use of LED light to save about 10% of the electricity

Paper use

- Encourage the use of recycled paper
- Use double-sided printing to reduce the amount of paper consumption in half
- If it is not necessary, replace the paper file by e-mail for internal communication
- Promotion of paperless office

在日常運營中，本集團鼓勵所有同事響應環保倡議，並採取不同的環保措施減少對環境的影響，具體如下：

用電方面

- 下班前將所有耗電設備關掉（燈、空調、電腦、顯示屏）
- 夏季，辦公室空調溫度應調至不低於26攝氏度。冬季，最高溫度應設定為23攝氏度
- 按需要將辦公室內使用的光管量減半
- 標記每個照明開關以提醒員工節約用電，使用新的高效光源和LED節能燈
- 使用節能變壓器以提高電源轉換率，降低功耗及能耗
- 使用LED燈以節省約10%的電力

用紙方面

- 鼓勵使用循環再用紙
- 使用雙面印刷，可減少一半用紙量
- 如非必要，應以電郵方式取代發放紙張文件作內部溝通
- 推動形成無紙化辦公室

Environmental, Social and Governance Report

環境、社會及管治報告

Water use

- Regular maintenance of valves and piping, leaking pipelines must be promptly replaced and repaired
- The cooling water for the production process should be recycled

Other aspects

- Reduce the frequency of employee travel and encourage employees to travel by low carbon vehicles for business trips
- Phase out existing inefficient electrical equipment and adopt energy efficient electrical equipment

On top of complying with the general disclosure requirement of Aspect A2, we have complied with the KPI requirement which as summarised as below:

“Comply or explain” Provisions

KPI A2.1	Direct and/or indirect energy consumption by type and intensity	Disclosed
關鍵績效指標 A2.1	按類型及密度劃分直接及／或間接能耗	已披露
KPI A2.2	Water consumption in total and intensity	Disclosed
關鍵績效指標 A2.2	總耗水量及密度	已披露
KPI A2.3	Description of energy use efficiency initiatives and results achieved	Disclosed
關鍵績效指標 A2.3	能源使用效率舉措及所得成果的說明	已披露
KPI A2.4	Description on whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved	Issue in sourcing water – not applicable due to its business nature
關鍵績效指標 A2.4	對採購水資源是否存在適合用途的問題、提高用水效率的舉措及所得成果的說明	採購水的問題 – 由於其業務性質而不適用
KPI A2.5	Total packaging material used for finished products	Disclosed
關鍵績效指標 A2.5	用於成品的包裝材料總量	已披露

用水

- 定期維護閥門及管道，洩漏管道必須及時更換及修理
- 生產過程中的冷卻水應回收利用

其他方面

- 減少員工出行頻率，並鼓勵員工乘坐低碳車輛商務出行
- 淘汰現有低效電氣設備，並採用節能電器設備

除遵守第A2層面的一般披露要求外，我們已遵守關鍵績效指標要求，概列如下：

「不遵守就解釋」條文

Environmental, Social and Governance Report

環境、社會及管治報告

A3. Environment and Natural Resources

The Group values the impact of its operations on the environment and natural resources. In addition to complying with relevant environmental regulations and international standards, the Group also incorporates the concept of environmental protection and environmental management into its business decisions, daily operations and internal management, and strives to develop the company into an enterprise, achieving win-win situation among economy, environment and society.

In order to minimise the significant impact on the environment and natural resources, the Group has specialised agencies that track and manage the issues about environmental impact and energy consumption in the operation. In addition, the Group's foreign customers would have regular check on their the facilities and would have regular review on their environmental protection management policy.

Noise

Subsidiaries of the Group also adopt noise reduction measures on equipment that generates heavy noise to meet the emission standards of the industry for environmental noise and strive to reduce the significant impact of noise.

A3. 環境與自然資源

本集團評估其業務營運對環境與自然資源的影響。除遵守相關環境法規和國際標準外，本集團亦將環保及環境管理理念納入其業務決策、日常運作及內部管理，並致力於將本公司打造成經濟、環境及社會型雙贏企業。

為盡量減少對環境與自然資源造成的重大影響，本集團設有專門機構跟踪和管理營運中的環境影響和能耗問題。此外，本集團的國外客戶亦定期檢查彼等的工廠，並定期審閱彼等之環境保護管理政策。

噪音

本集團的附屬公司亦對產生嚴重噪音的設備採取降噪措施，以符合本行業環境噪音排放標準並致力於降低噪音的重大影響。

Environmental, Social and Governance Report

環境、社會及管治報告

To conclude the Group has set up environmental protection work archives (including discharge of pollutants, operation, operation and management of pollution control facilities), monitoring records, pollution incidents and other information related to pollution prevention and control.

On top of complying with the general disclosure requirement of Aspect A3, we have complied with the KPI requirement which as summarised as below:

“Comply or explain” Provisions

KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them	Disclosed
關鍵績效指標 A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動	已披露

總而言之，本集團已建立環境保護工作檔案（包括污染物排放，運行和管理污染控制設施），監測記錄、污染事件和其他有關污染預防和控制的資料。

除遵守A3層面的一般披露要求外，我們已遵守關鍵績效指標之要求，概述如下：

「不遵守就解釋」條文

(B) Social

B1. Employment and Labour Practices

Equal opportunities, pluralism and anti-discrimination

The Group adheres to the people-oriented management principle and recognises the importance of the interest and the right of employees. Through this concept and as an equal opportunity employer, the Group strives to provide a work environment free from discrimination. This includes the arrangements for all relevant employees of the Group such as recruitment, transfer, training, promotion, conduct, remuneration and benefits, workload, leave, dismissal, etc. to ensure that all employees and job applicants have equal opportunities and fairness treatment.

(B) 社會

B1. 僱員及勞工常規

機會均等、多元化及反歧視

本集團堅持以人為本的管理方針，並高度重視員工的權利及權益。作為推崇上述理念及機會均等的僱主，本集團致力於提供一個沒有歧視的工作環境，其中包括為本集團所有相關僱員作出招聘、轉職、培訓、晉升、管理、薪酬福利、工作量、休假、辭退等安排，以確保所有員工及求職者有平等機會和公平待遇。

Environmental, Social and Governance Report

環境、社會及管治報告

Recruitment and promotion

The Group has formulated the “Recruitment Management Policy” and “Employee Handbook” in accordance to the principle of openness, fairness and impartiality. The policy specifies the recruitment process and its management measures, including staff recruitment, selection, hiring, and regularisation procedures, to improve recruitment efficiency and quality, in a timely manner and to meet the overall manpower needs. The Group assesses the performance of employees so that employees have equal promotion opportunities annually.

The Group also centralised the regulation and the management of labour contracts, including the dismissal and termination of labour contracts.

Remuneration and benefits

The Group upholds the concept of pay by position, performance, contribution and ability to set up a salary system, with reference to the market price. We have established a unified pay scale according to the position, combined with the job responsibilities of staff, their comprehensive ability (including work experience, educational qualifications, professional qualifications etc.), individual performance contribution to the Group and other specific conditions of contribution payroll verification. At the end of each year, the Group assesses the performance of its employees and move up the position or increase the remuneration of those who are being evaluated as outstanding. The Group also issues human resources policies in accordance with the relevant national and regional regulations.

Discretionary bonus and other performance awards are based on the financial performance of the Group and the performance of employees as individual. In addition, employees are entitled to paid holidays such as official leave, casual sick leave, work injury leave, maternity leave and annual leave.

招聘及晉升

本集團按公開、公平及公正原則制定「招聘管理政策」及「員工手冊」。該政策列明招聘流程以及管理措施，包括員工招聘、選拔、錄用及規範化程序，以及時提高招聘效率和質量，滿足整體人力需求。本集團每年均會評估員工的表現，以使員工享有平等的晉升機會。

本集團亦統一規範和管理勞動合同，包括解除和終止勞動合同。

薪酬及福利

本集團秉持按職位、績效、貢獻及能力支付薪酬並參照市場價格制定薪酬制度。根據員工的工作崗位，結合員工的工作職責、彼等的綜合能力（包括工作經驗、學歷、專業資格等）、個人表現對本集團的貢獻以及工資核查的其他具體條件，我們建立了統一的薪酬標準。於每年年底，本集團評估其僱員表現，並對評估中傑出表現者升職加薪。本集團亦根據相關國家及地區法規發佈人力資源政策。

酌情花紅及其他表現獎勵乃根據本集團的財務表現及僱員個人表現而定。此外，僱員有權享受帶薪假期，例如公休假、病假、工傷假、產假及年假。

Environmental, Social and Governance Report

環境、社會及管治報告

Employees are the most important assets of the Group. The sense of belonging and health of employees are closely related to the success of the Group. In order to create a work-life balance, working environment and increase employees' sense of belonging to the Group, the Group is committed to improving its policies and measures, including organising staff activities related to networking, sports, recreation, health and employee care.

During the year ended 31 December 2017, the Group has fully complied with relevant rules and regulations in the PRC, including the Company Law of the People's Republic of China, the Contract Law of the People's Republic of China, the Labour Contract Law of People's Republic of China and the Regulations on Labour Inspection and Security, as well as the statutory requirements in Hong Kong, including the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), the Mandatory Provident Fund Schemes Ordinance (Chapter 57 of the Laws of Hong Kong), the Minimum Wages Ordinance, the Personal Data Privacy Ordinance and other relevant rules and regulation.

B2. Health and Safety

The Group put the health and safety of our employees first and adhere to the "safety first" principle of production. To secure the safety of our employees during work, the Group provides a safe and healthy working environment for our employees and complies with the national laws and regulations on safety production.

員工乃集團的最重要資產。員工的歸屬感及健康與本集團的成功密切相關。為平衡工作與生活、創造良好的工作環境及增強員工對本集團的歸屬感，本集團致力於改善其政策和措施，包括組織有關網絡、體育、娛樂、健康及員工關懷的員工活動。

截至二零一七年十二月三十一日止年度，本集團已完全遵守中國有關規則及法規，包括《中華人民共和國公司法》、《中華人民共和國合同法》、《中華人民共和國勞動合同法》及《勞動監察及保安條例》，以及香港法例規定，包括《公司條例》（香港法例第622章）、《強制性公積金計劃條例》（香港法例第57章）、《最低工資條例》、《個人資料私隱條例》及其他有關規則及法規。

B2. 健康與安全

本集團將員工的健康與安全放在首位，堅持「安全第一」的生產原則。為保障員工在工作中的安全，本集團為員工提供安全健康的工作環境，並遵守國家有關安全生產的法律法規。

Environmental, Social and Governance Report

環境、社會及管治報告

According to “Production Safety Law of the People’s Republic of China” and “Fire Control Law of the People’s Republic of China “ and other relevant laws and regulations, the Group formulated the “Safety Production Policy” in accordance with the actual conditions of the Group to standardise safety production. The production workshop of the Group is also equipped with equipment for dust removal, noise elimination and anti-virus etc. It also standardises the identification of hazardous goods, regulates the use and the storage of flammable and explosive materials, and provides safety equipment and other labour protection equipment for staff to minimise the negative impact on employees’ health.

The Group regularly provides occupational safety training for technical staff as well as drills such as first aid, firefighting, evacuation, leakage and escape to increase staff awareness of danger. Posters and slogans are displayed in appropriate places to remind staff to check their equipment. The Group encourages its employees to provide advice on safety work to managers so as to improve workplace safety and reduce accidents. The Group has also set up an employee handbook with detailed occupational safety policies and procedures for reference by all departments.

根據「中華人民共和國安全生產法」及「中華人民共和國消防安全法」以及其他有關法律法規的規定，本集團根據本集團的實際情況制定「安全生產政策」，以使安全生產標準化。本集團的生產車間亦配備除塵、消聲及抗病毒等設備。其亦使危險品識別標準化，規範易燃易爆材料的使用和儲存，並為員工提供安全設備和其他勞動保護設備，以盡量減少對員工健康的負面影響。

本集團定期為技術人員提供職業安全培訓，並進行急救、消防、疏散、洩漏和逃生等演習，以提高員工的危險意識。在適當地方擺放海報和提示標語，以提醒員工檢查彼等設備。本集團鼓勵員工向管理人員提供工作安全建議，以改善工作場所安全及減少事故發生。本集團亦制定員工手冊，其中詳細載列職業安全政策及程序，供各部門參考。

Environmental, Social and Governance Report

環境、社會及管治報告

In order to strengthen the safety management of hazardous chemicals, the Group has formulated the “Hazardous Chemicals Safety Management Policy”, which stipulates the safety requirements for the storage, use, transportation and disposal of dangerous chemicals, and protects the Group’s assets, employees’ lives and assets and the environment. In addition, the “Special Equipment Safety Management Policy” formulated by the Group regulates the management of special equipment by staff to ensure the safe operation of equipment and provide legal, safe, reliable, economical and effective facilities and equipment for the development of the Group.

Apart from establishing a sound shift system to ensure that the staffs have enough time for rest, the Group also recognises the importance of two-way communication with its staff and has set up a suitable accident reporting and investigation system to encourage staff to report various incidents and other unsafe factors. The Group promptly investigates and eliminates the hidden dangers of accidents, effectively prevents and reduces accidents, to protect the lives of employees and the safety of property of the Company.

During the year ended 31 December 2017, the Group has complied with relevant rules and regulations in the PRC, including the Production Safety Law of People’s Republic of China and Law of the People’s Republic of China on the Prevention and Control of Occupational Disease, as well as the legislative requirements in Hong Kong, including the Occupational Safety and Health Ordinance.

During the year ended 31 December 2017, the Group was not aware of any non-compliance with the health and safety laws and regulations.

為加強危險化學品的安全管理，本集團已制定「危險化學品安全管理政策」，其中列明危險化學品儲存、使用、運輸和處置的安全規定，從而保護本集團的資產、員工的生命及資產以及環境。此外，本集團制定的「特種設備安全管理政策」規範員工對特種設備的管理，以確保設備安全運行，從而為本集團的發展提供合法、安全、可靠、經濟及有效的設施及設備。

除建立健全的輪班制度確保員工擁有充足的休息時間之外，本集團亦非常重視與員工的雙向溝通，且已建立適當的事故報告及調查系統，以鼓勵員工報告各種事故及其他不安全因素。本集團及時調查及消除事故隱患，有效防範和減少事故隱患，以保障本公司員工的生命安全及財產安全。

截至二零一七年十二月三十一日止年度，本集團已遵守中國相關規則及法規，包括《中華人民共和國安全生產法》及《中華人民共和國職業病防治法》，以及香港的法例規定，包括《職業安全及健康條例》。

截至二零一七年十二月三十一日止年度，本集團並不知悉任何不符合健康及安全法律及法規的情況。

Environmental, Social and Governance Report

環境、社會及管治報告

B3. Development and Training

To tie in with the pace of development of the Group, the Group encourages and supports employees to participate in personal and professional training to fulfil the needs of emerging technologies and new equipment. The Group also encourages the culture of sharing of knowledge and experience. Examples include safety training, first aid training, certificate management courses, and other value-added professional skills courses.

The Group also provides intensive training to new production staff on production methods, safe operation procedures and codes and provides intensive training on specific occupations. In addition, employees need to be familiar with the Group's latest guidelines and to regularly update the qualifications, certificates or licenses. In 2017, employees have taken part in different types of training, including health and safety, technical training and information technology. We also receive feedback and suggestions from training participants to improve the quality and effectiveness of training.

In addition, the Group conducts research on demand of employee training by fully understands the training requirements of the Group in terms of development, business areas and staff skills improvement so that training can truly meet the needs of employees and groups.

B4. Labour Standards

The Group promises not to use child labour and strictly abide by the Labour Law. According to the Labour Contract Management Policy established by the Group, the Group requires that new employees to provide true and accurate personal information when they are onboarded. The recruiters shall strictly review the employment data including medical certification, Education certificate, identity card, household registration information and other information. In addition, the Group conducts regular reviews and inspections to prevent any child labour or forced labour in operation.

B3. 發展與培訓

為緊跟本集團的發展步伐，本集團鼓勵及支持僱員參與個人及專業培訓，以應付新技術及新設備所需。本集團亦鼓勵員工分享知識與經驗。例如安全培訓、急救培訓、證書管理課程和其他增值專業技能課程。

本集團亦為新生產人員提供生產方法、安全操作程序及守則的強化培訓，亦就特定職位提供強化培訓。此外，員工需熟悉本集團的最新指導方針並定期更新資質、證書或許可證。於二零一七年，員工參加了不同類型的培訓，包括健康與安全培訓、技能培訓以及信息技術培訓。我們亦向培訓參與者收集反饋及建議，以提高培訓的質量及有效性。

此外，本集團透過充分了解本集團在發展、業務領域及員工技能提升方面的培訓需求來對員工培訓需求進行研究，以使培訓能夠真正滿足員工及集團的需求。

B4. 勞工標準

本集團承諾不使用童工，並嚴格遵守勞動法。根據本集團設立的勞動合同管理政策，本集團要求新員工在入職時提供真實準確的個人資料。招聘人員應嚴格審閱僱傭數據，包括醫療證明、教育證明、身份證、戶口及其他資料。此外，本集團定期進行審閱及檢查，以防止在經營過程中使用童工或強制用工。

Environmental, Social and Governance Report

環境、社會及管治報告

There are a number of approval procedures in the recruitment process of the Group, and a legal labour contract is signed with each new employee to ensure that there is no illegal or forced labour use.

The Group has complied with the Employment of Children Regulations (Chapter 57B of the Laws of Hong Kong) under the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), the Convention on the Abolition of Forced Labour with respect to employment of workers, the Labour Law of the People's Republic of China on the Employment of adolescents under the age of 16 and their legal rights and interest and Provisions on the Prohibition of Child Labour in the People's Republic of China.

During the year ended 31 December 2017, the Group complied with all the laws and regulations relating to the prevention of child labour or forced labour. The Group was not aware of any material non-compliance with laws and regulations relating to employment and labour practices.

B5. Supply Chain Management

The Group manages the supply chain and integrates the concept of "green procurement" into its procurement process. Green procurement refers to the promotion of green low-carbon concept by enterprises in procurement activities, giving full consideration to environmental protection, resource conservation, safety and health and recycling promotion, giving priority to purchasing. The Group has strict purchasing policy and control procedures and strict environmental protection requirements for all products provided by suppliers. For instance, there are national restrictions on purchasing materials or materials that are harmful to the environment and body are prohibited from purchasing.

本集團在招聘過程中使用多項批准程序，並與每名新員工簽訂合法的勞動合同，以確保不存在非法或強制用工。

本集團已遵守《僱傭條例》（香港法例第57章）項下《僱用兒童規例》（香港法例第57B章）、有關僱用勞工的《廢止強迫勞動公約》、有關僱用16歲以下青少年及其合法權益的《中華人民共和國勞動法》以及《中華人民共和國禁止使用童工規定》。

截至二零一七年十二月三十一日止年度，本集團已遵守所有與防止童工或強制勞工相關的法律法規。本集團並不知悉任何重大不符合僱傭及勞工常規相關法律及法規的情況。

B5. 供應鏈管理

本集團管理供應鏈，並將「綠色採購」概念納入其採購過程。綠色採購指企業在採購活動中倡導綠色低碳理念，充分考慮環保、節約資源、安全與健康及循環促進等因素，優先採購。本集團對供應商提供的所有產品均執行嚴格的採購政策和控制程序以及嚴格的環保要求。例如，國家限制購買對環境有害的材料，禁止購買對人體有害的材料。

Environmental, Social and Governance Report

環境、社會及管治報告

Supply chain management has been one of the key components of the Group's quality control system. The Group adheres to the principle of quality-oriented, in accordance with the relevant rules for supplier selection and management. When selecting a supplier, we conduct a rigorous review of the supplier's product quality and incorporate environmental and quality performance into the assessment. The service or product provided by the supplier shall consider the environmental protection and adopt the clean production process, and the discharge of pollutants have to meet with the environmental protection requirements. The reviewed suppliers will be included in the List of Approved Suppliers and will be regularly reviewed. The Group will conclude contracts and purchase only with suppliers listed.

The Group has established a "Supplier Evaluation and Management Policy" to optimise the supply system by evaluating suppliers in terms of quality, delivery, price and service, phasing out and cancelling suppliers that do not meet the requirements of the enterprise development, and continuously strengthening the supplier database management, promoting and improving the daily operation of supplier evaluation system.

B6. Product Responsibility

Quality and Safety of Products and Services

The Group implemented the production control in strict accordance with the requirements of ISO9001 throughout the production process and inspected the quality of raw materials, packaging materials, semi-finished products and finished products to ensure compliance with relevant standards. At the same time, the Group has a complete quality assurance system and has formulated a "Quality Management Policy" to standardise the inspection process and requirements, ensure product quality and safety, ensure the interests of the Group and enhance the quality awareness of employees.

供應鏈管理一直是本集團質量控制體系的重要組成部分之一。本集團堅持質量為本的原則，遵守甄選及管理供應商的相關規定。甄選供應商時，我們會嚴格審查供應商的產品質量，並將環境及質量表現納入評估。供應商提供的服務或產品應考慮環保及採用清潔生產工序，污染物排放須符合環保要求。經審核的供應商將被列入獲認可供應商名單，並將定期審查。本集團將根據需要僅與名單上列出的供應商簽訂合同及向其採購。

本集團已建立「供應商評估管理政策」，對供應商進行質量、交期、價格和服務方面的評估，逐步淘汰不符合企業發展規定的供應商及取消其資格，並不斷加強供應商數據庫管理、促進和改善供應商評估體系的日常運行，從而優化供應體系。

B6. 產品責任

產品及服務的質量和安全

本集團在整個生產過程中嚴格按照ISO9001的要求實施生產控制，並對原材料、包裝材料、半成品及製成品的質量進行檢驗，以確保符合相關標準。同時，本集團已建立完整的質量保證體系，且已制定「質量管理制度」，以規範檢驗流程和規定、確保產品質量與安全、確保本集團利益及提高員工的質量意識。

Environmental, Social and Governance Report

環境、社會及管治報告

In addition, according to the requirements of the customer's specification, the Group takes the supervision and auditing from the customers and conducts the inspection of the whole production operation every year, including plant and facilities, equipment, production management, materials and products, labelling, packaging, quality management, product forwarding and recall, etc., to ensure that the quality management system continues to operate effectively to meet customer requirements effectively. In respect of product quality assurance, the Group has formulated an Accident Reporting Policy to standardise the reporting of quality responsibility incidents to ensure that product quality liability incidents can be dealt with promptly so that the potential risks of quality liability accidents can be effectively controlled.

Customer service and privacy policy

The Group places emphasis on customer consultation and complaint handling. The Group has formulated a policy on customer rights and interests to standardise the complaint handling for customers in order to maintain the Group's reputation and enhance customer satisfaction. Our dedicated staff will be responsible for managing, analysing and processing consumer complaints. If the product does not meet the customer's request or grievance, we process and judge and handle the customer's complaint in a coordinated way.

In terms of privacy, the Group's customer information system only allows authorised staff to visit. The staff of other departments of the Group strictly apply, accept and provide information when they request for information retrieval.

此外，本集團根據客戶規範之要求，接受客戶監督及審核，並每年對整個生產操作進行檢驗，包括廠房及設施、設備、生產管理、材料及產品、標籤、包裝、質量管理、產品裝運及召回等，以確保質量管理體系持續有效運作並切實地符合客戶要求。在產品質量保證方面，本集團已制定事故報告政策，以規範質量責任事故報告工作、確保及時處理產品質量責任事故及有效控制質量責任事故的潛在風險。

客戶服務及隱私政策

本集團重視客戶諮詢及投訴處理。本集團已就客戶權利及權益制定一項政策以規範客戶投訴處理，從而維護本集團的聲譽及提高客戶滿意度。我們的專職人員將負責管理、分析及處理消費者投訴。倘若產品不符合客戶的要求或申訴，我們會以協調方式判斷並處理客戶的投訴。

在隱私方面，本集團的客戶資料系統僅允許獲授權人員訪問。本集團其他部門員工在請求信息檢索時嚴格申請、接受及提供資料。

Environmental, Social and Governance Report

環境、社會及管治報告

Intellectual Property Management

The Group continued to strengthen intellectual property protection. Pursuant to the Patent Law of the People's Republic of China and the Trademark Law of the People's Republic of China, the Group has established and perfected the management system on intellectual property rights and clearly stipulated and required the application, management, use and protection of intellectual property rights of customers and the Group. This management mechanism enhances the group's awareness of intellectual property and trademarks, gives full play to the role of intellectual property in management and protects the interests of enterprises. During the year ended 31 December 2017, the Group was not aware of any material non-compliance with laws and regulations relating to qualities of products and services.

B7. Anti-Corruption

The Group actively advocates employees to consciously abide by the law, honesty, self-discipline and promoting a clean culture. The Group complies with relevant laws and regulations, including but not limited to, the Criminal Law of the People's Republic of China, the Anti-Corruption and Bribery Law of the People's Republic of China and the Hong Kong Prevention of Bribery Ordinance. The Group has drawn up staff manuals and related systems to standardise the behaviour of employees, encourage employees to be clean and self-disciplined, reduce their operational risks and ensure the interests of both companies and employees. In addition, the Group provides regular training to all employees, including sales and procurement staff.

In addition to the anti-bribery and anti-corruption policies of the Group's staff code, the Group has also prepared relevant external reporting procedures and regularly reviewed the effectiveness of the Group's internal management system. The Board is responsible for efficiency monitoring, standardising various business management decision-making activities of the Group, unifying internal and external inspection of pipelines and strengthening internal and external supervision systems to effectively prevent employees from performing their duties and performing incorrect work at all levels.

知識產權管理

本集團繼續加強知識產權保護。根據「中華人民共和國專利法」以及「中華人民共和國商標法」，本集團建立並完善知識產權管理制度，對客戶及本集團知識產權的申請、管理、使用及保護作出明確規定及要求。這一管理機制增強了集團的知識產權和商標意識，充分發揮了知識產權在管理中的作用，保護了企業利益。於截至二零一七年十二月三十一日止年度，本集團並未發現任何違反產品及服務品質相關的法律的重大事宜。

B7. 反貪污

本集團積極倡導員工自覺遵守法律、誠實守信、自律自守、倡導廉潔文化。本集團遵守相關法律法規，包括但不限於「中華人民共和國刑法」、「中華人民共和國反貪污賄賂法」及「香港防止賄賂條例」。本集團制定員工手冊及相關制度，規範員工行為，鼓勵員工廉潔自律，降低經營風險，並確保公司和員工的利益。此外，本集團亦為所有僱員（包括銷售及採購人員）定期提供定期培訓。

除本集團員工守則的反賄賂及反貪污政策外，本集團亦已編製相關外部報告程序，並定期檢討本集團內部管理系統的有效性。董事會負責效率監督，規範本集團各項業務管理決策活動，統一管道內外部檢查工作，強化內外部監督制度，在各個層面有效地防止員工不恰當地履職及工作。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group has complied with major relevant laws and regulations including Hong Kong's "Prevention of Bribery Ordinance" and the Mainland's "Corruption Ordinance of the People's Republic of China".

During the year ended 31 December 2017, the Group was not aware of any non-compliance with relevant laws and regulations related to anti-corruption.

B8. Community Investment

The Group recognises the importance to the corporate social responsibility and believes that the overall prosperity and stability of the society are the cornerstone of the Group's development.

To this end, the Group proactively supports charitable projects and public welfare activities. We do our best to promote the development of charities and cooperate with the government in the areas of disaster relief, helping the poor, helping the elderly, supporting education and other fields make our contribution. To achieve the above goal, the Group organised volunteer teams to provide assistance to those in need. The Group irregularly provides volunteer training to its employees, strengthens the corporate culture, comprehensively enhances employees' sense of social responsibility, encourages employees to make charitable donations and actively participates in charity activities.

In addition, the Group also formulates necessary plans every year to contribute to the local society through various ways and channels according to actual needs and company resources. In 2017, the Group made charitable donations of HK\$450,000 to various charitable organisations for people in need in the community.

本集團已遵守香港「防止賄賂條例」及內地「中華人民共和國反腐敗條例」等重大相關法律法規。

截至二零一七年十二月三十一日止年度，本集團並不知悉有任何與反貪污的法律及法規有關的違規情況。

B8. 社區投資

本集團高度重視企業社會責任，認為社會全面繁榮穩定乃本集團發展的基石。

為此，本集團積極支持慈善項目及公益活動。我們盡最大努力促進慈善事業的發展，與政府合作，在救災、扶貧、扶助老人、扶持教育等領域做出貢獻。為達致上述目標，本集團組織志願團隊為有需要的人士提供協助。本集團不定期對員工進行志願者培訓，強化企業文化，全面提升員工的社會責任感，鼓勵員工進行慈善捐助，積極參與慈善活動。

此外，本集團每年還會根據實際需要和公司資源，通過各種途徑和渠道制定必要的計劃，為當地社會作出貢獻。於二零一七年期間，本集團向多個慈善團體作出450,000港元捐款，協助社會上有需要人士。

Directors' Report

董事報告書

The Board is pleased to present their report together with the consolidated financial statements of the Group for the year ended 31 December 2017.

PRINCIPAL ACTIVITIES

The Group is principally engaged in design, manufacturing and trading of apparels as well as provision of money lending services. Details of the principal activities of the Company and its subsidiaries are set out in note 1 to the financial statements.

SEGMENT INFORMATION

An analysis of the Group's performance for the year by geographical areas and business is set out in the note 6 to the financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2017 and its state of affairs of the Group as at 31 December 2017 are set out in the financial statements on pages 90 to 188.

The Directors do not recommend the payment of any final dividend for the year ended 31 December 2017.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the past four years is set out in the financial summary on page 5 of this annual report. This summary does not form part of the audited financial statements in this annual report.

RESERVES

Details of the movements in the reserves of the Company and of the Group during the year are set out in note 39(b) to the financial statements and in the consolidated statement of change in equity, respectively in this annual report.

董事會欣然呈列本集團的報告及其截至二零一七年十二月三十一日止年度的綜合財務報表。

主要業務

本集團主要從事服裝產品的設計、製造及貿易以及貸款融資業務。本公司及其附屬公司的主要業務詳情載於財務報表附註1。

分部資料

本集團按地區及業務劃分之業績分析載於財務報表附註6。

業績及分配

本集團截至二零一七年十二月三十一日止年度之業績及本集團於二零一七年十二月三十一日的業務狀況載於財務報表第90頁至第188頁。

董事不建議派發截至二零一七年十二月三十一日止年度的任何末期股息。

財務概要

本集團於過往五個年度的已刊發業績以及資產及負債概要乃載於本年報第5頁的財務概要。此概要並不構成本年報經審核財務報表的一部分。

儲備

本公司及本集團儲備於年內之變動詳情分別載於本年報財務報表附註39(b)及綜合權益變動表。

DISTRIBUTABLE RESERVES

As at 31 December 2017, the Company's reserves available for distribution to equity shareholders, comprising share premium and contributed surplus, amounted to approximately HK\$409,791,000.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of Group during the year are set out in note 14 to the financial statements of this annual report.

SHARE CAPITAL

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

CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to HK\$450,000.

PRE-EMPTIVE RIGHTS

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

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

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

可供分派儲備

於二零一七年十二月三十一日，本公司可供分派予權益股東之儲備（包括股份溢價及繳入盈餘）約409,791,000港元。

物業、廠房及設備

本集團於本年度的物業、廠房及設備變動詳情載於本年報內財務報表附註14。

股本

本公司於本年度的股本變動詳情載於財務報表附註29。

慈善捐款

本集團於本年度作出450,000港元的慈善捐款。

優先購買權

本公司的組織章程細則或開曼群島法律並無關於優先購買權的規定，致令本公司須按比例向現有股東發售新股份。

購買、贖回或出售本公司的上市證券

本公司或其任何附屬公司於截至二零一七年十二月三十一日止年度期間並無購買、贖回或出售本公司任何上市證券。

Directors' Report

董事報告書

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the Group's major customers and suppliers are as follows:

Sales	
– The largest customer	32.9%
– The total of five largest customers	67.8%
Purchases	
– The largest supplier	9.7%
– The total of five largest suppliers	38.9%

DIRECTORS

The Directors of the Company during the year ended 31 December 2017 and up to the date of this annual report are:

EXECUTIVE DIRECTORS

Mr. Guo Lin (appointed on 5 June 2017)
Mr. Zhang Yu (appointed on 23 November 2017)

Mr. Jiang Mingsheng (appointed on 5 June 2017)
Mr. Wang Zhou (appointed on 5 June 2017)
Mr. Jiang Tianqing (appointed on 5 June 2017)
Mr. Hubert Tien
Mr. Liu Chun Fai (appointed on 24 November 2016)

Mr. Chen Gang (retired on 26 May 2017)
Mr. Qu Chengbiao (retired on 26 May 2017)

Mr. Yeung Kwok Leung
(appointed on 7 September 2016
and resigned on 5 June 2017)
Mr. Cheng Tze Kit Larry
(appointed on 24 November 2016
and resigned on 5 June 2017)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lu Hongbing (appointed on 5 June 2017)
Mr. Tang Shu Pui, Simon (appointed on 22 August 2016)

Mr. Hon Ming Sang (appointed on 2 November 2016)

Mr. Tse Yuen Ming (appointed on 2 November 2016
and resigned on 5 June 2017)

Professor Wu Fei (appointed on 15 February 2018)

主要客戶及供應商

年內，本集團的主要客戶及供應商如下：

銷售額	
– 最大客戶	32.9%
– 五大客戶合計	67.8%
採購	
– 最大客戶	9.7%
– 五大供應商合計	38.9%

董事

於截至二零一七年十二月三十一日止年度內及直至本年報日期在任之董事如下：

執行董事

郭林先生（於二零一七年六月五日獲委任）
張宇先生
（於二零一七年十一月二十三日獲委任）
姜明生先生（於二零一七年六月五日獲委任）
王洲先生（於二零一七年六月五日獲委任）
蔣恬青先生（於二零一七年六月五日獲委任）
田曉勃先生
廖晉輝先生
（於二零一六年十一月二十四日獲委任）
陳綱先生（於二零一七年五月二十六日退任）
瞿成彪先生
（於二零一七年五月二十六日退任）
楊國良先生
（於二零一六年九月七日獲委任
及於二零一七年六月五日辭任）
鄭子傑先生
（於二零一六年十一月二十四日獲委任
及於二零一七年六月五日辭任）

獨立非執行董事

呂紅兵先生（於二零一七年六月五日獲委任）
鄧澍焙先生
（於二零一六年八月二十二日獲委任）
韓銘生先生
（於二零一六年十一月二日獲委任）
謝遠明先生
（於二零一六年十一月二日獲委任
及於二零一七年六月五日辭任）
吳飛教授（於二零一八年二月十五日獲委任）

Directors' Report 董事報告書

In accordance with Article 83 of the Company's articles of association, Mr. Guo Lin, Mr. Zhang Yu, Mr. Jiang Mingsheng, Mr. Wang Zhou, Mr. Jiang Tianqing, Mr. Lu Hongbing and Professor Wu Fei will hold the office of Director until the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with articles 84 of the Company's articles of association, Mr. Liu Chun Fai and Mr. Tang Shu Pui Simon will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 9 to 16 of this annual report.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No Director had a material interest, either directly or indirectly, in any contract of significance to business of the Group to which the Company or any of its subsidiaries was a party the year ended 31 December 2017.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

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

根據本公司組織章程細則第83條，郭林先生、張宇先生、姜明生先生、王洲先生、蔣恬青先生、呂紅兵先生及吳飛教授將擔任董事職務直至即將舉行的股東週年大會為止，及彼等均符合資格並願意膺選連任。

根據本公司的組織章程細則第84條，廖晉輝先生及鄧澍焙先生將於即將舉行的股東週年大會上輪席退任及彼等均符合資格並願意於該大會上膺選連任。

董事服務合約

擬於週年股東大會上膺選連任之董事概無與本公司訂立不得由本公司於一年內終止時免付賠償（法定賠償除外）之服務合約。

董事及高級管理人員履歷

本公司董事及本集團高級管理人員的履歷詳情載於本年報第9至16頁。

董事於重大合約的權益

截至二零一七年十二月三十一日止年度，概無董事於本公司或其任何附屬公司為訂約一方而對本集團業務而言屬重大的合約中直接或間接擁有重大權益。

董事及主要行政人員於股份、相關股份及債權證中的權益及淡倉

於二零一七年十二月三十一日，本公司董事及主要行政人員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）的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所的權益（包括彼等根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）；或根據證券及期貨條例第352條規定須記錄在該條所述登記冊內的權益；或根據標準守則須知會本公司及聯交所的權益如下：

Directors' Report

董事報告書

Long positions in Shares of the Company

於本公司股份的好倉

Name 姓名	Capacity/nature of interest 身份／權益性質	Number of ordinary shares held 所持普通股數目	Approximate percentage of interests 概約權益百分比
Mr. Guo Lin 郭林先生	Interest in controlled corporation (Note 1) 受控法團權益 (附註1)	860,120,000	50.89%
Mr. Hubert Tien 田曉勃先生	Interest in controlled corporation (Note 2) 受控法團權益 (附註2)	9,000,000	0.53%
Mr. Tang Shu Pui Simon 鄧澍培先生	Beneficial owner 實益擁有人	5,000,000	0.30%

Notes:

- By virtue of the SFO, Mr. Guo Lin ("Mr. Guo") is deemed to be interested in 860,120,000 shares of the Company, representing approximately 50.89% of the total number of issued shares of the Company, which are held by New Seres CEFC Investment Fund LP, and its general partner is New Seres International Asset Management (Cayman) Limited, which in turn is owned as to 100% by New Seres Investment Co., Ltd.* (新絲綢之路投資有限公司). New Seres Investment Co., Ltd.* (新絲綢之路投資有限公司) is owned as to 40% by Mr. Guo.
- These shares are held by All Divine Limited, which is wholly owned by Mr. Hubert Tien. By virtue of the SFO, Mr. Hubert Tien is deemed to be interested in the 9,000,000 shares under the SFO.

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

附註：

- 根據證券及期貨條例，郭林先生（「郭先生」）被視為於860,120,000股本公司股份中擁有權益，相當於本公司已發行股份總數的約50.89%。該等股份由New Seres CEFC Investment Fund LP持有，該公司的普通合夥人為New Seres International Asset Management (Cayman) Limited，而New Seres International Asset Management (Cayman) Limited由新絲綢之路投資有限公司擁有100%。新絲綢之路投資有限公司由郭先生擁有40%。
- 該等股份由All Divine Limited持有，該公司由田曉勃先生全資擁有。根據證券及期貨條例，田曉勃先生被視為持有9,000,000股股份的權益。

除上文所披露者外，於二零一七年十二月三十一日，概無本公司董事或主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有根據證券及期貨條例第XV部第7及8分部規定須知會本公司及聯交所的權益或淡倉（包括彼等根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉）；或根據證券及期貨條例第352條規定須記錄在該條所述登記冊內的權益；或根據標準守則須知會本公司及聯交所的權益及淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2017, so far as it was known by or otherwise notified to any Directors or the chief executive of the Company, the particulars of the corporations or persons (other than a Director or the chief executive of the Company) which had 5% or more interests in the Shares and the underlying Shares as recorded in the register kept under section 336 of the SFO were as follows:

Long positions in Shares of the Company

Name 姓名／名稱	Capacity/nature of interest 身份／權益性質	Number of ordinary shares held 所持普通股數目	Approximate percentage of interests 概約權益百分比
New Seres CEFC Investment Fund LP	Beneficial owner (Note 1) 實益擁有人 (附註1)	860,120,000	50.89%
New Seres International Asset Management (Cayman) Limited	Interest in controlled corporation (Note 2) 受控法團權益 (附註2)	860,120,000	50.89%
New Seres Investment Co., Ltd.* 新絲綢之路投資有限公司	Interest in controlled corporation (Note 3) 受控法團權益 (附註3)	860,120,000	50.89%
CEFC Shanghai Financial Services Co., Ltd.* 上海華信金融服務有限公司	Interest in controlled corporation (Note 4) 受控法團權益 (附註4)	860,120,000	50.89%
Shanghai CEFC Financial Holding Co., Ltd.* 上海市華信金融控股 有限公司	Interest in controlled corporation (Note 5) 受控法團權益 (附註5)	860,120,000	50.89%

主要股東及其他人士於股份、相關股份及債權證的權益及淡倉

於二零一七年十二月三十一日，據本公司任何董事或主要行政人員所知或以其他方式獲知會，根據證券及期貨條例第336條存置的登記冊所記錄擁有股份及相關股份5%或以上權益的法團或人士（本公司董事或主要行政人員除外）詳情如下：

於本公司股份的好倉

Directors' Report

董事報告書

Name 姓名／名稱	Capacity/nature of interest 身份／權益性質	Number of ordinary shares held 所持普通股數目	Approximate percentage of interests 概約權益百分比
CEFC China Energy Company Limited* 中國華信能源有限公司	Interest in controlled corporation (Note 6) 受控法團權益（附註6）	860,120,000	50.89%
CEFC China Energy Investment Fund Co., Ltd* 上海能源基金投資有限公司	Interest in controlled corporation (Note 7) 受控法團權益（附註7）	860,120,000	50.89%
China CEFC International Equity Investment Co., Ltd.* 中國華信國際股權 投資有限公司	Interest in controlled corporation (Note 8) 受控法團權益（附註8）	860,120,000	50.89%
Shanghai Zhong'an United Investment Fund Co., Ltd.* 上海中安聯合投資基金股份 有限公司	Interest in controlled corporation (Note 9) 受控法團權益（附註9）	860,120,000	50.89%
Wisely Inc Limited 永事利有限公司	Interest in controlled corporation (Note 10) 受控法團權益（附註10）	860,120,000	50.89%

Directors' Report

董事報告書

Name 姓名／名稱	Capacity/nature of interest 身份／權益性質	Number of ordinary shares held 所持普通股數目	Approximate percentage of interests 概約權益百分比
Shanghai Huaxin Group (Hongkong) Limited 上海華信集團 (香港) 有限公司	Interest in controlled corporation (Note 11) 受控法團權益 (附註 11)	860,120,000	50.89%
Shanghai CEFC International Group Co. Ltd.* 上海華信國際集團有限公司	Interest in controlled corporation (Note 12) 受控法團權益 (附註 12)	860,120,000	50.89%
Su Weizhong 蘇衛忠	Interest in controlled corporation (Note 13) 受控法團權益 (附註 13)	860,120,000	50.89%
Yi Qianru	Interest in controlled corporation (Note 14) 受控法團權益 (附註 14)	860,120,000	50.89%
Li Yong 李勇	Interest in controlled corporation (Note 15) 受控法團權益 (附註 15)	860,120,000	50.89%
Feng Qiuling 馮秋菱	Interest in controlled corporation (Note 16) 受控法團權益 (附註 16)	860,120,000	50.89%
Ms. Tin Yuen Sin Carol 田琬善女士	Beneficial owner and interest in controlled corporation (Note 17) 實益擁有人及受控法團權益 (附註 17)	114,362,000	6.77%
Favor Way Investments Limited	Beneficial owner (Note 17) 實益擁有人 (附註 17)	110,000,000	6.51%
Hua Zhen 華珍	Beneficial owner 實益擁有人	87,000,000	5.15%

Directors' Report

董事報告書

Note:

1. New Seres CEFC Investment Fund LP, is an exempted limited liability partnership registered in the Cayman Islands on 20 January 2017.
2. New Seres International Asset Management (Cayman) Limited is the general partner of New Seres CEFC Investment Fund LP, and is owned as to 100% by New Seres Investment Co., Ltd* (新絲綢之路投資有限公司).
3. New Seres Investment Co., Ltd* (新絲綢之路投資有限公司) is owned as to 50% by CEFC Shanghai Financial Services Co., Ltd* (上海華信金融服務有限公司).
4. CEFC Shanghai Financial Services Co., Ltd* (上海華信金融服務有限公司) is owned as to 100% by Shanghai CEFC Financial Holdings Co., Ltd* (上海市華信金融控股有限公司).
5. Shanghai CEFC Financial Holdings Co., Ltd* (上海市華信金融控股有限公司) is owned as to approximately 87.67% by CEFC China Energy Company Limited* (中國華信能源有限公司), approximately 6.17% by Mr. Su Weizhong, approximately 4.93% by Mr. Zheng Xiongbin and approximately 1.23% by Shanghai Zhong'an United Investment Fund Co., Ltd.* (上海中安聯合投資基金股份有限公司).
6. CEFC China Energy Company Limited* (中國華信能源有限公司) is owned as to 99.05% by CEFC China Energy Investment Fund Co., Ltd* (上海能源基金投資有限公司).
7. CEFC China Energy Investment Fund Co., Ltd* (上海能源基金投資有限公司) is owned as to 100% by China CEFC International Equity Investment Co., Ltd.* (中國華信國際股權投資有限公司).
8. China CEFC International Equity Investment Co., Ltd.* (中國華信國際股權投資有限公司) is owned as to 80% by Shanghai Zhong'an United Investment Fund Co., Ltd.* (上海中安聯合投資基金股份有限公司).
9. The beneficial shareholders of Shanghai Zhong'an United Investment Fund Co., Ltd.* (上海中安聯合投資基金股份有限公司) are Mr. Su Weizhong (owned as to approximately 50%), Mr. Li Yong (owned as to approximately 49%) and Mr. Zheng Xiongbin (owned as to approximately 1%).
10. Wisely Inc Limited 永事利有限公司 is the limited partner of New Seres CEFC Investment Fund LP and is owned as to 100% by Shanghai Huaxin Group (Hongkong) Limited 上海華信集團(香港)有限公司.
11. Shanghai Huaxin Group (Hongkong) Limited 上海華信集團(香港)有限公司 is owned as to 85.74% by Shanghai CEFC International Group Co. Ltd.* (上海華信國際集團有限公司) and as to 14.26% by Gain Sun Ventures Limited.
12. Shanghai CEFC International Group Co. Ltd.* (上海華信國際集團有限公司) is owned as to 54.14% by CEFC China Energy Company Limited* (中國華信能源有限公司), as to 32.41% by Shanghai CEFC Financial Holding Co., Ltd.* (上海市華信金融控股有限公司) and as to 13.45% by China CEFC International Equity Investment Co., Ltd.* (中國華信國際股權投資有限公司).
13. Mr. Su Weizhong holds 50% shares in Shanghai Zhong'an United Investment Fund Co., Ltd.* (上海中安聯合投資基金股份有限公司).

附註:

1. New Seres CEFC Investment Fund LP 為於二零一七年一月二十日在開曼群島註冊的獲豁免有限合夥人。
2. New Seres International Asset Management (Cayman) Limited 為 New Seres CEFC Investment Fund LP 的普通合夥人，由新絲綢之路投資有限公司擁有 100%。
3. 新絲綢之路投資有限公司由上海華信金融服務有限公司擁有 50%。
4. 上海華信金融服務有限公司由上海市華信金融控股有限公司擁有 100%。
5. 上海市華信金融控股有限公司由中國華信能源有限公司擁有約 87.67%，由蘇衛忠先生擁有約 6.17%，由鄭雄斌先生擁有約 4.93%，由上海中安聯合投資基金股份有限公司擁有約 1.23%。
6. 中國華信能源有限公司由上海能源基金投資有限公司擁有 99.05%。
7. 上海能源基金投資有限公司由中國華信國際股權投資有限公司擁有 100%。
8. 中國華信國際股權投資有限公司由上海中安聯合投資基金股份有限公司擁有 80%。
9. 上海中安聯合投資基金股份有限公司的實益股東為蘇衛忠先生(擁有約 50%)、李勇先生(擁有約 49%)及鄭雄斌先生(擁有約 1%)。
10. 永事利有限公司為 New Seres CEFC Investment Fund LP 的有限合夥人，由上海華信集團(香港)有限公司擁有 100%。
11. 上海華信集團(香港)有限公司由上海華信國際集團有限公司擁有 85.74% 及 Gain Sun Ventures Limited 擁有 14.26%。
12. 上海華信國際集團有限公司由中國華信能源有限公司擁有 54.14%，由上海市華信金融控股有限公司擁有 32.41%，由中國華信國際股權投資有限公司擁有 13.45%。
13. 蘇衛忠先生持有上海中安聯合投資基金股份有限公司的 50% 股份。

Directors' Report

董事報告書

14. Ms. Yi Qianru is the spouse of Mr. Guo Lin, the Chairman of the Board and an executive director of the Company and is therefore deemed to be interested in the Shares held by Mr. Guo Lin.
15. Mr. Li Yong holds 49% shares in Shanghai Zhong'an United Investment Fund Co., Ltd.* (上海中安聯合投資基金股份有限公司).
16. Ms. Feng Qiuling is the spouse of Mr. Li Yong and is therefore deemed to be interested in the Shares held by Mr. Li Yong.
17. Based on the disclosure of interests of Ms. Tin Yuen Sin Carol ("Ms. Tin") filed on 28 November 2016, these 114,362,000 Shares are owned as to (i) 4,362,000 Shares beneficially by Ms. Tin; and (ii) 110,000,000 Shares through Favor Way Investments Limited, a company wholly-owned by Ms. Tin. Ms. Tin is the director of Delta Wealth Finance Limited, a wholly-owned subsidiary of the Company. By virtue of the SFO, Ms. Tin is deemed to be interested in the 114,362,000 shares under the SFO.

* For identification purpose only

Save as disclosed above, as at 31 December 2017, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company, its Group members or associated corporations which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

EMOLUMENT POLICY

The remuneration committee was established for reviewing and determining the remuneration and compensation packages of the Directors with reference to their responsibilities, workload, the time devoted to the Group and the performance of the Group. The Directors may also receive options to be granted under a share option scheme. The Company has conditionally adopted a share option scheme. The details of the share option scheme are set out in the paragraph headed "Share Option Scheme" below.

14. Yi Qianru 女士為郭林先生（本公司董事長兼執行董事）的配偶，因此被視為於郭林先生持有的股份中擁有權益。
15. 李勇先生持有上海中安聯合投資基金股份有限公司的49%股份。
16. 馮秋菱女士為李勇先生的配偶，因此被視為於李勇先生持有的股份中擁有權益。
17. 根據田琬善女士（「田女士」）於二零一六年十一月二十八日提交的權益披露，該114,362,000股股份中，(i) 4,362,000股股份由田女士實益擁有；及(ii) 110,000,000股股份透過Favor Way Investments Limited（由田女士全資擁有的公司）擁有。田女士為本公司全資附屬公司融富財務有限公司的董事。根據證券及期貨條例，田女士被視為於證券及期貨條例項下114,362,000股股份中擁有權益。

* 僅供識別

除上文所披露者外，於二零一七年十二月三十一日，董事概無知悉任何其他人士／實體（不包括本公司董事及主要行政人員）於本公司、其集團成員公司或相聯法團的股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部，須向本公司披露之權益或淡倉，或根據證券及期貨條例第336條，記錄於該條例內規定本公司須存置之登記冊內之權益及淡倉。

薪酬政策

薪酬委員會已成立以經參考董事的職責、工作量、對本集團付出的時間及於本集團的表現而檢討及釐定彼等的酬金及薪酬待遇。董事亦可能收取根據購股權計劃將授出的購股權。本公司有條件採納購股權計劃。購股權計劃之詳情載於下文「購股權計劃」一段。

Directors' Report

董事報告書

SHARE OPTION SCHEME

The share option scheme enables the Company to grant options to any full-time or part-time employee of the Company or any member of the Group (the "Eligible Participant") as incentives or rewards for their contributions to the Group, the Company conditionally adopted a share option scheme (the "Scheme") on 22 November 2013 whereby the Board was authorised, at their absolute discretion and subject to the terms of the Scheme, to grant options to subscribe for the shares of the Company to the Eligible Participant. The Share Option Scheme remains effective following the transfer of listing from GEM to the Main Board subject to certain immaterial amendments to the share option scheme and has been implemented in full compliance with the requirements of Chapter 17 of the Listing Rules. The Scheme will be valid and effective for a period of ten years commencing from the date it was adopted.

As at the date of this report, the total number of shares available for issue under the Scheme is 60,000,000 shares, representing 3.55% of the enlarged issued share capital of the Company. The maximum number of shares that may be granted by the Company to any one Eligible Participant shall not exceed 1% of the issued share capital of the Company from time to time.

Upon acceptance of an option to subscribe for shares granted pursuant to the Scheme (the "Option"), the Eligible Participant shall pay HK\$ 1.00 to the Company by way of consideration for the grant. The Option will be offered for acceptance for a period of 21 days from the date on which the Option is granted. The subscription price for the shares subject to Options will be a price determined by the Board and notified to each participant and shall be the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the Option, which must be a day on which trading of shares take place on the Stock Exchange (the "Trading Day"); (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the 5 Trading Days immediately preceding the date of grant of the Options; and (iii) the nominal value of a share.

購股權計劃

購股權計劃使本公司可向本公司或本集團任何成員公司之任何全職或兼職僱員（「合資格參與者」）授出購股權，作為彼等對本集團所作貢獻之獎勵或回報。本公司於二零一三年十一月二十二日有條件採納購股權計劃（「該計劃」），據此，董事會獲授權可全權酌情，依照該計劃之條款授出可認購本公司股份之購股權予合資格參與者。購股權計劃將於GEM轉板至主板上市後繼續有效（惟須對購股權計劃作出若干非重大修訂），並將完全遵照上市規則第17章的規定實施。該計劃由其採納日期起十年期內一直有效及生效。

於本報告日期，根據該計劃可供發行之股份總數為60,000,000股，佔本公司經擴大已發行股本之3.55%。本公司可向任何一名合資格參與者授出之獎勵股份最多不超過本公司實時已發行股本之1%。

於接納根據該計劃授出可認購股份之購股權（「購股權」）後，合資格參與者須支付1.00港元予本公司，作為獲授購股權之代價。購股權之接納期為授出購股權當日起計21日期間。購股權之股份認購價將由董事會釐定，並知會各參與者，價格須為下列各項之最高者：(i)於授出購股權日期（必須為股份於聯交所進行買賣之日（「交易日」））聯交所每日報價表所載之股份收市價；(ii)於緊接授出購股權當日前五個交易日聯交所每日報價表所載之股份平均收市價；及(iii)股份面值。

Directors' Report 董事報告書

The Company shall be entitled to issue options, provided that the total number of shares which may be issued upon exercise of all options to be granted under the Scheme does not exceed 10% of the shares in issue from the Listing Date. The Company may at any time refresh such limit, subject to the shareholders' approval and issue of a circular in compliance with the Listing Rules, provided that the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under all the share option schemes of the Company does not exceed 30% of the shares in issue at the time. An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof. Since the adoption of the Scheme and during the year, no share option has been granted, exercised, lapsed or cancelled, and as at 31 December 2017, no share options under the Scheme were outstanding.

CONTINUING CONNECTED TRANSACTIONS

During the year, the Group had the following continuing connected transactions which are subject to reporting and annual review requirements under Chapter 14A of the Listing Rules:

On 13 December 2017, the Company entered into a lease agreement with Tactic Ally Limited ("Tactic Ally"), pursuant to which the Company agreed to lease the office unit situated at Suite 2101, 21st Floor, Convention Plaza Office Tower, 1 Harbour Road, Wanchai, Hong Kong (the "Property") from Tactic Ally for a term of three years commencing on 13 December 2017 at a monthly rental of HK\$586,000 (inclusive of government rate but exclusive of air-conditioning and management charges) (the "Lease Agreement"). The Company shall pay the air-conditioning and management charges directly to the management office of the Property.

Tactic Ally is a wholly-owned subsidiary of Shanghai Huaxin Group (Hongkong) Limited which in turn controls New Seres CEFC Investment Fund LP, the controlling shareholder of the Company holding 860,120,000 shares, representing approximately 50.9% of the total issued share capital of the Company.

本公司獲賦予權利發行購股權，惟根據該計劃將予授出之所有購股權獲行使後，可予發行之股份總數不得超過上市日期已發行股份之10%。待獲股東批准及根據上市規則發出通函後，本公司可隨時更新此上限，惟於根據本公司全部購股權計劃將予授出之所有未獲行使而尚待行使購股權獲行使後，可發行之股份總數不得超過當時已發行股份之30%。購股權可按該計劃條款，於董事會所釐定之期間內隨時行使，惟不得超出授出購股權日期起計十年（惟須受提早終止條文所規限）。自採納該計劃起年內，概無購股權授出、行使、失效或註銷及於二零一七年十二月三十一日，概無根據該計劃未行使之購股權。

持續關連交易

年內，本集團曾進行下列持續關連交易，有關交易須遵守上市規則第14A章項下的年度審核規定：

於二零一七年十二月十三日，本公司與策聯有限公司（「策聯」）訂立租賃協議，據此本公司同意自策聯租賃香港灣仔港灣道1號會展廣場辦公大樓21樓2101室之一個辦公室單位（「該物業」），租期自二零一七年十二月十三日起為期三年，每月租金586,000港元（包括政府差餉，但不包括空調費及管理費）（「租賃協議」）。本公司須向該物業之管理辦公室直接支付空調費及管理費。

策聯為上海華信集團（香港）有限公司之全資附屬公司，而後者控制New Seres CEFC Investment Fund LP。New Seres CEFC Investment Fund LP為本公司控股股東，於本公告日期持有860,120,000股股份（佔本公司已發行股本總額之約50.9%）。

Directors' Report

董事報告書

A brief recap of the transaction is as follows:

該交易之簡述如下：

Date of agreement 協議日期	Lessee 承租人	Lessor 出租人	Location of the premise 物業地點	Term 期限	2017 Annual Cap 二零一七年度上限 HK\$'000 千港元	2017 Actual 二零一七年實際 HK\$'000 千港元
13 December 2017 二零一七年十二月十三日	The Company 本公司	Tactic Ally 策聯	Suite 2101, 21st Floor, Convention Plaza Office Tower, 1 Harbour Road, Wanchai, Hong Kong 香港灣仔港灣道 1號會展廣場 辦公大樓21樓2101室	13 December 2017 to 12 December 2020 二零一七年十二月十三日 至二零二零年 十二月十二日	350	343

The Directors (including the independent non-executive Directors) are of the view that the Lease Agreement was entered into in the ordinary and usual course of business of the Company and on normal commercial terms which are fair and reasonable, and in the interests of the Company and the shareholders as a whole. The Directors also confirm the auditor has confirmed the matters set out in rule 14A.56 of the Listing Rules regarding the continuing connected transactions for the year ended 31 December 2017.

董事（包括獨立非執行董事）認為，租賃協議乃於本公司之一般及日常業務過程中按一般商業條款訂立，屬公平合理，並符合本公司及股東的整體利益。董事亦確認，核數師已確認截至二零一七年十二月三十一日止年度之上市規則第14A.56條（有關持續關連交易）所載事項。

RELATED PARTY TRANSACTIONS

The significant related party transactions entered into by the Group during the year are set out in note 34 to the consolidated financial statements and include transaction that constitute continuing connected transaction for which the disclosure requirements under the Listing Rules have been complied.

關聯方交易

本集團於年內訂立的關連方交易載於綜合財務報表附註34，並包括構成持續關連交易且已遵守上市規則披露規定之交易。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors of the Company or their respective associates (as defined in the Listing Rules) has engaged in any business that competes or is likely to compete, either directly or indirectly, with the business of the Group during the year.

董事於競爭業務之權益

於年內，概無本公司董事或彼等各自之任何聯繫人士（定義見上市規則）於與本集團業務直接或間接構成或可能構成競爭之業務中擁有權益。

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report. The Company has maintained a sufficient public float in compliance with the Listing Rules.

CORPORATE GOVERNANCE

A report detailed corporate governance report is set out in pages 28 to 40 in this annual report.

AUDITOR

The consolidated financial statements for the year ended 31 December 2017 have been audited by BDO Limited, who shall retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for the re-appointment of BDO Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

足夠公眾持股量

按照本公司可公開取得之資料，並就董事所知，於本報告日期，本公司最少25%已發行股本總額由公眾持有。本公司已遵守上市規則維持足夠公眾持股量。

企業管治

詳細企業管治報告載於本年報第28至40頁。

核數師

截至二零一七年十二月三十一日止年度之綜合財務報表已由香港立信德豪會計師事務所有限公司審核，彼將退任並合乎資格且願於即將舉行的股東週年大會上膺選連任。續聘香港立信德豪會計師事務所有限公司為本公司核數師的決議案將於即將舉行的股東週年大會上提呈。

By order of the Board
CEFC Hong Kong Financial Investment Company Limited
GUO Lin
Chairman

承董事會命
香港華信金融投資有限公司
主席
郭林

28 March 2018

二零一八年三月二十八日

Independent Auditor's Report

獨立核數師報告



Tel : +852 2218 8288
Fax : +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話：+852 2218 8288
傳真：+852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

TO THE SHAREHOLDERS OF CEFC HONG KONG FINANCIAL INVESTMENT COMPANY LIMITED

(Formerly known as Runway Global Holdings Company Limited)
(incorporated in the Cayman Islands with limited liability)

致香港華信金融投資有限公司全體股東

(前稱時尚環球控股有限公司)
(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of CEFC Hong Kong Financial Investment Company Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 90 to 188, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 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 ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

意見

吾等已完成審核刊載於第90頁至第188頁香港華信金融投資有限公司「貴公司」及其附屬公司（統稱「貴集團」）的綜合財務報表，其中包括於二零一七年十二月三十一日的綜合財務狀況表，以及截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重大會計政策概要。

吾等認為，綜合財務報表已根據由香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）真實而公平地反映 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，並認為綜合財務報表乃按照香港《公司條例》之披露要求妥為編製。

意見基準

吾等已根據香港會計師公會頒佈的香港核數準則（「香港核數準則」）進行審核。吾等於該等準則項下的責任於本報告「核數師就審核綜合財務報表的責任」一節進一步闡述。根據香港會計師公會頒佈的「專業會計師道德守則」（「守則」），吾等獨立於 貴集團，並已根據守則履行其他道德責任。吾等相信，吾等所獲取的審核憑證充足及適當地為吾等的意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

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

Valuation of Inventories

Refer to notes 5(c), 9 and 18 to the consolidated financial statements

The Group has inventories of approximately HK\$9.3 million as at 31 December 2017. Inventories are carried at lower of cost and net realisable value. The assessment of the net realisable value of inventories is primarily based on significant management estimates relating to the future market conditions, selling price and assumptions. Accordingly, the valuation of inventories is considered to be a key audit matter of our audit. Management concluded that impairment of approximately HK\$1.5 million is necessary for the Group's inventories for the year ended 31 December 2017.

Our audit procedures included:

- Observing the Group's inventory count to identify whether there is any damaged or obsolete inventory;
- Testing the accuracy of the ageing profile of individual inventory item on a sample basis by checking to the underlying procurement correspondence;
- Assessing the subsequent usage and the net realisable value of inventory items on a sample basis using historic margins and current market condition; and
- Assessing the basis for the inventory provisions, the consistency of provisioning in line with policy and the rationale for the recording of specific provisions.

關鍵審核事項

根據吾等的專業判斷，關鍵審核事項為吾等審核本期綜合財務報表中最重要的事項。吾等在整體審核綜合財務報表及就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。

存貨估值

參閱綜合財務報表附註5(c)、9及18

於二零一七年十二月三十一日，貴集團擁有存貨約9,300,000港元。該等存貨按成本與可變現淨值兩者中孰低者列賬。存貨的可變現淨值評估主要基於與未來市場狀況、售價及假設有關的重要管理層估計。因此，存貨估值被視為吾等審核的關鍵審核事項之一。管理層認為，減值約1,500,000港元對貴集團截至二零一七年十二月三十一日止年度的存貨屬必要。

吾等的審核程序包括：

- 觀察貴集團存貨盤點以確定是否有任何損壞或過時存貨；
- 透過檢查相關採購資料，以抽樣方式測試個別存貨項目庫齡之準確性；
- 以抽樣方式採用過往毛利及現時市況評估存貨項目的後續使用及可變現資產淨值；及
- 評估存貨撥備基準、撥備計提與政策的一致性及其特定撥備的記賬依據。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Recoverability of Trade and Bills Receivables and Loans and Interest Receivables

Refer to notes 5(b), 9, 19 and 20 to the consolidated financial statements

As at 31 December 2017, the Group's trade and bills receivables and loans and interest receivables amounted to approximately HK\$52.8 million and HK\$148.9 million respectively, representing significant balances recorded in the consolidated statement of financial position of the Group. The recoverability of trade and bills receivables and loans and interest receivables are considered to be a key audit matter because it requires significant management judgment due to specific risks associated with trade and bills receivables and loans and interest receivables. Management concluded that impairment of approximately HK\$165,000 is necessary for the Group's loans receivable for the year ended 31 December 2017.

Our audit procedures included:

- Assessing the recoverability of trade and bills receivables and loans and interest receivables and the appropriateness of any impairment to be recognised taking into account facts and circumstances which are considered key considerations for each receivable;
- Reviewing cash received subsequent to year end and third party correspondence on a sample basis to obtain evidence of the collectability on trade and bills receivables and loans and interest receivables;
- Reviewing the repayment histories and credit worthiness of the Group's debtors on a sample basis; and
- Assessing the adequacy of the Group's disclosures regarding trade and bills receivables and loans and interest receivables, the related risks such as credit risk and the aging of trade and bills receivables and loans and interest receivables.

關鍵審核事項 (續)

貿易應收款項及應收票據以及應收貸款及應收利息的可收回性

參閱綜合財務報表附註5(b)、9、19及20

於二零一七年十二月三十一日，貴集團貿易應收款項及應收票據以及應收貸款及應收利息分別為約52,800,000港元及148,900,000港元，即於貴集團綜合財務狀況表列賬之重大結餘。貿易應收款項及應收票據以及應收貸款及應收利息的可收回性被視為關鍵審核事項，乃由於貿易應收款項及應收票據以及應收貸款及應收利息相關的特定風險，導致其可收回性需管理層作出重大判斷。管理層認為，貴集團截至二零一七年十二月三十一日止年度的應收貸款須計提減值約165,000港元。

吾等的審核程序包括：

- 經計及被視為各應收款項主要考慮因素的事實及情況後，評估貿易應收款項及應收票據以及應收貸款及應收利息的可收回性以及將確認的任何減值之適當性；
- 抽樣檢討年底後已收現金及第三方資料以取得貿易應收款項及應收票據以及應收貸款及應收利息可收回性的憑證；
- 抽樣檢討貴集團債務人的還款歷史及信用值；及
- 評估貴集團有關貿易應收款項及應收票據以及應收貸款及應收利息，以及與貿易應收款項及應收票據以及應收貸款及應收利息相關風險（如信貸風險及賬齡）披露的充分性。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS (Continued)

Impairment Assessment of Goodwill

Refer to notes 5(f) and 16 to the consolidated financial statements

Goodwill of approximately HK\$87.7 million represent significant balance recorded in the consolidated statement of financial position of the Group. Goodwill is allocated to the cash generating unit (“CGU”) in relation to the Group’s provision of money lending services.

The CGU is tested for impairment annually. Management determined the recoverable amount of this CGU based on cash flow projections. Any shortfall in the recoverable amount against the carrying amount of the CGU would be recognised as impairment loss. Recoverable amount of the CGU is determined based on critical accounting estimates and judgements, which mainly included the determination of valuation techniques and the selection of inputs like growth rates and discount rates. The Group also worked closely with independent external valuer to establish and determine the appropriate techniques and inputs.

Considering the abovementioned critical accounting estimates and judgements, and the significant impact on the consolidated financial statements, specific attention to this matter is paid in our audit.

The determination of recoverable amount requires significant judgement of management and independent external valuation report was obtained in order to support management’s estimates.

Our audit procedures included:

- Assessing the objectivity, capability and competence of independent external valuer by considering its qualifications, relevant experience and relationship with the Group;
- Assessing the valuation methodology and estimates like growth rates and discount rates in relation to impairment assessment; and
- Challenging the reasonableness of key assumptions in the cash flow projection.

關鍵審核事項 (續)

商譽減值評估

參閱綜合財務報表附註5(f)及16

商譽約87,700,000港元指於 貴集團綜合財務狀況表內列賬之重大結餘。商譽分配至與 貴集團提供貸款融資服務有關的現金產生單位（「現金產生單位」）。

現金產生單位每年進行減值測試。管理層基於現金流預測釐定此現金產生單位的可收回金額。現金產生單位的可收回金額與賬面金額的任何缺額將確認為減值虧損。現金產生單位的可收回金額根據關鍵會計估計及判斷釐定，其中主要包括估值釐定技術及輸入數據（如增長率及折現率）選擇。 貴集團亦與獨立外部估值師緊密合作，以建立及釐定適當的技術及輸入數據。

考慮到上述關鍵會計估計及判斷以及對綜合財務報表的重大影響，在我們的審核中已特別關注該等事項。

釐定可收回金額需要管理層的重大判斷以及取得獨立外部估值報告以支持管理層的估計。

吾等的審核程序包括：

- 通過考慮獨立外部估值師之資歷、相關經驗及與 貴集團的關係，評估其客觀性、能力及資質；
- 評估估值方法以及與減值評估有關的估計，如增長率及折現率；及
- 質詢現金流預測中關鍵假設的合理性。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION IN THE ANNUAL REPORT

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

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

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

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

年報的其他資料

董事負責其他資料。其他資料包括 貴公司年報所載資料，但不包括綜合財務報表及核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對其他資料發表任何形式的鑒證結論。

審核綜合財務報表時，吾等的責任為閱讀其他資料，於此過程中，考慮其他資料是否與綜合財務報表或吾等於審核過程中所瞭解的情況有重大抵觸，或者似乎有重大錯誤陳述。基於吾等已執行的工作，倘吾等認為其他資料有重大錯誤陳述，吾等須報告該事實。於此方面，吾等沒有任何報告。

董事就綜合財務報表須承擔的責任

董事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》之披露要求編製真實及公平的綜合財務報表，以及董事認為就編製不存在由於欺詐或錯誤而導致重大錯誤陳述的綜合財務報表而言屬必要的內部監控。

在編製綜合財務報表時，董事負責評估 貴集團的持續經營能力，披露（如適用）與持續經營有關的事項，並使用持續經營會計基準（除非董事擬將 貴集團清盤、終止業務，或別無其他選擇）。

審核委員會協助董事履行彼等監管 貴集團財務申報程序的責任。

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. This report is made solely to you, as a body, in accordance with the terms of our engagement, 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 HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgement and maintain professional 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的責任

吾等的目標為合理確定整體綜合財務報表是否不存在由於欺詐或錯誤而導致的任何重大錯誤陳述，並發出載有吾等意見的核數師報告。根據委聘條款，吾等僅向閣下（作為整體）報告，除此之外本報告別無其他目的。吾等不會就本報告內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能擔保根據香港核數準則進行的審核工作總能發現所有存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

根據香港核數準則進行審核時，吾等運用專業判斷，於整個審核過程中保持專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充足及適當審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 瞭解與審核有關的內部控制，以設計恰當的審核程序，但並非旨在對貴集團內部控制的有效程度發表意見。
- 評估所用會計政策是否恰當，以及董事所作會計估算及相關披露是否合理。

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

核數師就審核綜合財務報表的責任 (續)

- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對 貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂吾等的意見。吾等的結論以截至核數師報告日期所獲得的審核憑證為基礎，惟未來事件或情況可能導致 貴集團不再具有持續經營的能力。
- 評估綜合財務報表（包括資料披露）的整體列報、架構及內容，以及綜合財務報表是否已中肯反映相關交易及事項。
- 就 貴集團內各實體或業務活動的財務資料獲得充足的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行集團的審核工作。吾等須為吾等的審核意見承擔全部責任。

吾等就（其中包括）審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部監控的任何重大缺陷與審核委員會溝通。

Independent Auditor's Report 獨立核數師報告

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

(Continued)

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

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

BDO Limited

Certified Public Accountants

Wong Kwok Wai

Practising Certificate Number P06047

Hong Kong, 28 March 2018

核數師就審核綜合財務報表的責任 (續)

吾等亦向審核委員會提交聲明，說明吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係及其他事宜及相關防範措施（如適用）與審核委員會溝通。

吾等從與審核委員會溝通的事項中，決定哪些事項對本期綜合財務報表的審核工作最為重要，因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

香港立信德豪會計師事務所有限公司

執業會計師

黃國偉

執業證書編號：P06047

香港，二零一八年三月二十八日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Notes 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	收入	7	325,445	368,857
Cost of sales	銷售成本		(229,856)	(274,778)
Gross profit	毛利		95,589	94,079
Other income and gains	其他收入及收益	7	3,508	615
Impairment loss on goodwill	商譽減值虧損	16	–	(11,453)
Selling and distribution expenses	銷售及分銷費用		(39,245)	(46,060)
Administrative expenses	行政開支		(73,085)	(54,471)
Finance costs	融資成本	8	(642)	(478)
Loss before income tax	除所得稅前虧損	9	(13,875)	(17,768)
Income tax expense	所得稅開支	11	(1,757)	(1,001)
Loss for the year attributable to owners of the Company	本公司擁有人應佔年度虧損		(15,632)	(18,769)
Other comprehensive income, net of tax, attributable to owners of the Company	本公司擁有人應佔其他全面收益(除稅後)			
Item that may be reclassified subsequently to profit or loss:	可於其後重新分類至損益的項目:			
Exchange gain/(loss) on translation of financial statements of foreign operations	換算海外業務財務報表的匯兌收益/(虧損)		1,652	(2,850)
Total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔年度全面收益總額		(13,980)	(21,619)
Loss per share attributable to owners of the Company	本公司擁有人應佔每股虧損	13		
Basic and diluted loss per share (HK cents)	每股基本及攤薄虧損(港仙)		(1.11)	(2.89)

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

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	27,198	12,591
Payments for leasehold land held for own use under operating lease	於經營租賃下持作自用的租賃土地付款	15	1,806	1,738
Deposits	按金	21	5,000	–
Goodwill	商譽	16	87,656	87,656
Intangible assets	無形資產	17	800	800
Deferred tax assets	遞延稅項資產	28	1,511	742
			123,971	103,527
Current assets	流動資產			
Inventories	存貨	18	9,313	16,926
Trade and bills receivables	貿易應收款項及應收票據	19	52,789	63,485
Loans and interest receivables	應收貸款及應收利息	20	148,881	80,465
Deposits, prepayments and other receivables	按金、預付款及其他應收款項	21	17,260	22,803
Financial assets at fair value through profit or loss	以公平值計量且變動計入當期損益的財務資產	22	–	42,000
Tax recoverable	可收回稅項		2,216	1,729
Pledged bank deposits	已抵押銀行存款	23	6,596	7,761
Cash and bank balances	現金及銀行結存	24	164,736	59,188
			401,791	294,357
Current liabilities	流動負債			
Trade and bills payables	貿易應付款項及應付票據	25	37,395	49,644
Accruals, other payables and receipts in advance	預提費用、其他應付款項及預收款項	26	39,469	26,656
Interest-bearing borrowings	計息借貸	27	325	54,410
Provision for taxation	稅項撥備		1,868	1,566
			79,057	132,276
Net current assets	流動資產淨值		322,734	162,081
Total assets less current liabilities	總資產減流動負債		446,705	265,608

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

		Notes 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 liabilities	非流動負債			
Interest-bearing borrowings	計息借貸	27	374	383
Deferred tax liabilities	遞延稅項負債	28	–	1,073
			374	1,456
Net assets	資產淨值		446,331	264,152
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	29	16,900	8,300
Reserves	儲備	30	429,431	255,852
Total equity	權益總額		446,331	264,152

On behalf of the Board
代表董事會

Guo Lin

郭林
Director
董事

Hubert Tien

田曉勃
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

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元 (note 30(a)) (附註30(a))	Merger reserve 合併儲備 HK\$'000 千港元 (note 30(b)) (附註30(b))	Statutory reserve 法定儲備 HK\$'000 千港元 (note 30(c)) (附註30(c))	Translation reserve 換算儲備 HK\$'000 千港元 (note 30(d)) (附註30(d))	Retained earnings 保留盈利 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	6,000	40,690	2,988	2,793	3,269	80,017	135,757
Loss for the year	年度虧損	-	-	-	-	-	(18,769)	(18,769)
Other comprehensive income	其他全面收益							
- Exchange loss on translation of financial statements of foreign operations	- 換算海外業務財務報表的匯兌虧損	-	-	-	-	(2,850)	-	(2,850)
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	(2,850)	(18,769)	(21,619)
Profit appropriation to reserve	撥往儲備的溢利	-	-	-	189	-	(189)	-
Issuance of shares	發行股份	1,200	59,714	-	-	-	-	60,914
Arising from acquisition of a subsidiary (note 33)	來自收購一間附屬公司 (附註33)	1,100	88,000	-	-	-	-	89,100
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	8,300	188,404	2,988	2,982	419	61,059	264,152
Loss for the year	年度虧損	-	-	-	-	-	(15,632)	(15,632)
Other comprehensive income	其他全面收益							
- Exchange gain on translation of financial statements of foreign operations	- 換算海外業務財務報表的匯兌收益	-	-	-	-	1,652	-	1,652
Total comprehensive income for the year	年度全面收益總額	-	-	-	-	1,652	(15,632)	(13,980)
Profit appropriation to reserve	撥往儲備的溢利	-	-	-	198	-	(198)	-
Issuance of shares	發行股份	8,600	187,559	-	-	-	-	196,159
At 31 December 2017	於二零一七年十二月三十一日	16,900	375,963	2,988	3,180	2,071	45,229	446,331

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

	Note	2017	2016
	附註	二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Cash flows from operating activities			
Loss before income tax		(13,875)	(17,768)
Adjustments for:			
Bank interest income	7	(121)	(205)
Interest expenses	8	642	478
Impairment loss of goodwill	16	-	11,453
Amortisation of payments for leasehold land held for own use under operating lease	9	54	54
Depreciation of property, plant and equipment	9	2,955	1,838
(Gain)/loss on disposals of property, plant and equipment	9	(4)	6
Net gain on financial assets at fair value through profit or loss			
	7	(2,320)	(102)
Provision for impairment on inventories	9	1,519	6,334
Provision for impairment on trade receivables	9	-	777
Impairment on loans receivable	9	165	-
Operating (loss)/profit before working capital changes		(10,985)	2,865
Decrease in inventories		6,545	1,330
Decrease in trade and bills receivables		11,318	6,907
Increase in loans and interest receivables		(68,581)	(33,005)
Decrease in deposits, prepayments and other receivables		7,805	1,317
Decrease/(increase) in financial assets at fair value through profit or loss		22,208	(19,850)
(Decrease)/Increase in trade and bills payables		(14,218)	1,136
Increase in accruals, other payables and receipts in advance		12,541	10,928
Cash used in operations		(33,367)	(28,372)
Income tax paid		(3,810)	(1,636)
Net cash used in operating activities		(37,177)	(30,008)

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

	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 investing activities			
Purchases of property, plant and equipment		(16,565)	(587)
Proceeds from disposals of property, plant and equipment		47	6
Decrease in pledged bank deposits		1,426	656
Decrease in time deposit		-	7,631
Interest received		121	205
Deposits paid for acquisitions of subsidiaries		(5,000)	-
Acquisition of a subsidiary	33	-	(56,882)
Net cash used in investing activities		(19,971)	(48,971)
Cash flows from financing activities			
Interest paid		(642)	(414)
Proceeds of interest-bearing borrowings		44,247	5,460
Repayments of interest-bearing borrowings		(44,501)	(5,702)
Proceeds from issuance of shares		204,680	62,401
Share issue expenses		(8,521)	(1,487)
Net cash generated from financing activities		195,263	60,258
Net increase/(decrease) in cash and cash equivalents		138,115	(18,721)
Cash and cash equivalents at beginning of the year		27,144	46,206
Effect of foreign exchange rates, net		(523)	(341)
Cash and cash equivalents at end of the year		164,736	27,144
Analysis of balances of cash and cash equivalents			
Cash and bank balances as stated in the consolidated statement of financial position	24	164,736	59,188
Bank overdrafts	27	-	(32,044)
		164,736	27,144

Notes to the Financial Statements

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

1. GENERAL

CEFC Hong Kong Financial Investment Company Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 19 June 2013. The addresses of the registered office and principal place of business of the Company are disclosed in the section headed “Corporate Information” in the annual report. The Company’s shares were listed on GEM (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) by way of placing on 3 December 2013 and the listing of its shares has been transferred from GEM to the Main Board of the Stock Exchange on 1 June 2015.

The parent of the Company is New Seres CEFC Investment Fund LP (“New Seres”), an exempted limited liability partnership registered in Cayman Islands, and the ultimate controlling party of the Company is Shanghai Zhong’an United Investment Fund Co., Ltd..

Pursuant to a special resolution passed at the extraordinary general meeting of the Company held on 9 October 2017, the shareholders of the Company approved to change the Company’s name from “Runway Global Holdings Company Limited” to “CEFC Hong Kong Financial Investment Company Limited” and the Chinese name of the Company has been changed from “時尚環球控股有限公司” to “香港華信金融投資有限公司”. The change of the Company’s name has become effective since 9 October 2017.

The Company is an investment holding company and its subsidiaries (together the “Group”) are principally engaged in manufacturing and trading of apparels and provision of money lending services.

The financial statements for the year ended 31 December 2017 were approved for issue by the board of directors on 28 March 2018.

1. 一般資料

香港華信金融投資有限公司（「本公司」）於二零一三年六月十九日在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處以及主要營業地點地址披露於本年報「公司資料」一節。本公司的股份已於二零一三年十二月三日透過配售在香港聯合交易所有限公司（「聯交所」）GEM（「GEM」）上市，其股份自二零一五年六月一日起已由GEM轉往聯交所主板上市。

本公司的母公司為New Seres CEFC Investment Fund LP（「New Seres」），乃一間於開曼群島註冊之獲豁免有限合夥人，及本公司的最終控股方為上海中安聯合投資基金股份有限公司。

根據本公司於二零一七年十月九日舉行的股東特別大會上通過的特別決議案，本公司股東批准將本公司名稱由「Runway Global Holdings Company Limited」更改為「CEFC Hong Kong Financial Investment Company Limited」，中文名稱由「時尚環球控股有限公司」更改為「香港華信金融投資有限公司」。本公司名稱變更自二零一七年十月九日起生效。

本公司為一間投資控股公司及連同其附屬公司（統稱為「本集團」）主要從事服裝的製造及貿易及提供貸款融資服務。

截至二零一七年十二月三十一日止年度的財務報表已於二零一八年三月二十八日由董事會核准刊發。

Notes to the Financial Statements

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

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

2.1 Adoption of new/revised HKFRSs – effective 1 January 2017

In the current year, the Group has applied the new/revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are first effective and relevant for the Group’s financial statements for the annual period beginning on 1 January 2017.

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Annual Improvements to HKFRSs 2014-2016 Cycle	Amendments to HKFRS 12, Disclosure of Interests in Other Entities

2. 採納香港財務報告準則 (「香港財務報告準則」)

2.1 採納新訂／經修訂香港財務報告準則 – 於二零一七年一月一日生效

於本年度，本集團已應用由香港會計師公會（「香港會計師公會」）頒佈並於二零一七年一月一日開始的年度期間首次生效及與本集團財務報表相關的新訂／經修訂香港財務報告準則。

香港會計準則 第7號的修訂本	披露計劃
香港會計準則 第12號的修訂本	就未變現虧損確 認遞延稅項資產
香港財務報告準則 二零一四年至 二零一六年週期 的年度改進	香港財務報告 準則第12號的 修訂本， 於其他實體 的權益披露

Notes to the Financial Statements

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

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

2.1 Adoption of new/revised HKFRSs – effective 1 January 2017 (Continued)

Amendments to HKAS 7 – Disclosure Initiative

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

The adoption of the amendments has led to the additional disclosure presented in note 31. Consistent with the transition provisions of the amendments, the Group has not disclosed comparative information for the prior year.

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

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

The adoption of the amendments has no impact on these financial statements as the clarified treatment is consistent with the manner in which the Group’s accounting policies.

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.1 採納新訂／經修訂香港財務報告準則 – 於二零一七年一月一日生效 (續)

香港會計準則第7號 – 披露計劃

該等修訂引入一項補充披露，將令財務報表使用者能夠評估因融資活動產生的負債變動。

採納此等修訂本導致在附註31呈報額外披露。根據修訂本之過渡條文，本集團並無披露去年的比較資料。

香港會計準則第12號的修訂本 – 就未變現虧損確認遞延稅項資產

該等修訂有關確認遞延稅項資產及澄清若干必要考慮因素，包括如何將以公平值計量的債務工具相關的遞延稅項資產入賬。

因所闡明的會計處理與本集團會計政策所載方式一致，故採納此等修訂本對該等財務報表並無任何影響。

Notes to the Financial Statements

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

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

2.2 New/revised HKFRSs in issue but not yet effective

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

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers ¹
HKFRS 16	Leases ²
HKFRS 17	Insurance Contracts ³
HK(IFRIC)-Int 22	Foreign Currency Transactions and Advance Consideration ¹
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ²
Amendments to HKFRS 2	Clarification and Measurement of Share-Based Payment Transactions ¹
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts ¹

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.2 已頒佈但尚未生效的新訂／經修訂香港財務報告準則

下列可能與本集團財務報表有關的新訂／經修訂香港財務報告準則已頒佈但尚未生效，而本集團亦無提早採納。本集團現時擬於該等變動生效之日採用該等變動。

香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第15號	來自與客戶合約的收益 ¹
香港財務報告準則第16號	租賃 ²
香港財務報告準則第17號	保險合約 ³
香港（國際財務報告詮釋委員會）— 詮釋第22號	外幣交易及預付代價 ¹
香港（國際財務報告詮釋委員會）— 詮釋第23號	所得稅處理的不確定性 ²
香港財務報告準則第2號的修訂本	以股份為基礎之付款交易的澄清及計量 ¹
香港財務報告準則第4號的修訂本	應用香港財務報告準則第9號金融工具時一併應用香港財務報告準則第4號保險合約 ¹

Notes to the Financial Statements

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

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

2.2 New/revised HKFRSs in issue but not yet effective (Continued)

Amendments to HKFRS 9	Prepayment Features with Negative Compensation ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15) ¹
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ²
Amendments to HKAS 28	As part of the Annual Improvements of HKFRSs 2014 – 2016 Cycle ¹
Amendments to HKAS 40	Transfer of Investment Property ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015 – 2017 Cycle ²

- ¹ Effective for annual periods beginning on or after 1 January 2018.
- ² Effective for annual periods beginning on or after 1 January 2019.
- ³ Effective for annual periods beginning on or after 1 January 2021.
- ⁴ The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred/removed. Early application of the amendments continue to be permitted.

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.2 已頒佈但尚未生效的新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第9號的修訂本	負債補償的預付特點 ²
香港財務報告準則第10號及香港會計準則第28號的修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴
香港財務報告準則第15號的修訂本	來自與客戶合約的收益 (對香港財務報告準則第15號的澄清) ¹
香港會計準則第28號的修訂本	於聯營公司及合營企業的長期權益 ²
香港會計準則第28號的修訂本	作為香港財務報告準則二零一四年至二零一六年週期的年度改進的一部分 ¹
香港會計準則第40號的修訂本	投資物業的轉撥 ¹
香港財務報告準則的修訂本	香港財務報告準則二零一五年至二零一七年週期的年度改進 ²

- ¹ 於二零一八年一月一日或之後開始的年度期間生效。
- ² 於二零一九年一月一日或之後開始的年度期間生效。
- ³ 於二零二一年一月一日或之後開始的年度期間生效。
- ⁴ 該等修訂本原訂於二零一六年一月一日或之後開始的年度期間生效。有關生效日期現已押後／刪除。繼續允許提前應用有關修訂。

Notes to the Financial Statements

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

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

2.2 New/revised HKFRSs in issue but not yet effective (Continued)

HKFRS 9 – Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income (“FVTOCI”) if the objective of the entity’s business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss (“FVTPL”). HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets.

The Group has commenced its preliminary assessment of the classification and measurement of its financial assets and liabilities, and does not expect any significant changes to the classification and measurement of its financial assets currently measured at amortised costs upon adoption of the standard.

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.2 已頒佈但尚未生效的新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第9號 – 金融工具

香港財務報告準則第9號引入財務資產分類及計量的新規定。按業務模式持有資產而目的為收取合約現金流的債務工具（業務模式測試）以及具產生現金流的合約條款且僅為支付本金及未償還本金利息的債務工具（合約現金流特徵測試），一般按攤銷成本計量。倘該實體業務模式的目的為持有及收取合約現金流以及出售財務資產，則符合合約現金流特徵測試的債務工具以按公平值計入其他全面收益（「按公平值計入其他全面收益」）計量。實體可於初步確認時作出不可撤銷的選擇，以按公平值計入其他全面收益計量並非持作買賣的股本工具。所有其他債務及股本工具以公平值計量且變動計入當期損益（「以公平值計量且變動計入當期損益」）。香港財務報告準則第9號保留香港會計準則第39號中有關終止確認財務資產的規定。

本集團已開始對其財務資產及財務負債的澄清及計量進行初步評估，且預期於採取該準則後現時按攤銷成本計量的財務資產的澄清及計量不會產生重大變動。

Notes to the Financial Statements

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

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

2.2 New/revised HKFRSs in issue but not yet effective (Continued)

HKFRS 9 – Financial Instruments (Continued)

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

No financial liabilities of the Group are designated at FVTPL, therefore the Group also does not expect the adoption of the standard would result in any impact to the Group's financial liabilities.

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

The Group expects that the application of the expected credit loss model may result in earlier recognition of credit losses. The Group did not have any hedging instruments as at 31 December 2017.

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.2 已頒佈但尚未生效的新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第9號 – 金融工具 (續)

香港財務報告準則第9號貫徹香港會計準則第39號有關財務負債確認、分類及計量規定，惟以公平值計量且變動計入當期損益的財務負債除外，該負債信貸風險變動應佔的公平值變動金額於其他全面收益確認，除非會導致或擴大會計錯配。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認財務資產及財務負債的規定。

本集團的財務負債概無以公平值計量且變動計入當期損益，故本集團亦預期採納該準則不會對本集團的財務負債產生任何影響。

香港財務報告準則第9號就並非以公平值計量且變動計入當期損益的所有財務資產納入新的預期虧損減值模式（取代香港會計準則第39號的已產生虧損模式）以及新的一般對沖會計規定，以讓實體於財務報表內更好地反映其風險管理活動。

本集團預期應用預計信貸虧損模式可能導致提早確認信貸虧損。本集團於二零一七年十二月三十一日並無任何對沖工具。

Notes to the Financial Statements

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

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

2.2 New/revised HKFRSs in issue but not yet effective (Continued)

Amendments to HKFRS 9 – Prepayment Features with Negative Compensation

The amendments clarify that prepayable financial assets with negative compensation can be measured at amortised cost or at fair value through other comprehensive income if specified conditions are met – instead of at fair value through profit or loss.

HKFRS 15 – Revenue from Contracts with Customers

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

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

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

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.2 已頒佈但尚未生效的新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第9號的修訂本 – 負值補償的預付特點

此等修訂本澄清，倘符合指定條件，負值補償的可預付財務資產可按攤銷成本或透過其他全面收益按公平值列賬的方式計量 – 而非按以公平值計量且變動計入當期損益的方式計量。

香港財務報告準則第15號 – 來自與客戶合約的收益

本項新準則設立一個單獨的收益確認框架。該框架的核心原則為實體所確認就描述向客戶轉讓承諾貨品或服務所確認的收益金額，應能反映該實體預期就交換該等貨品或服務有權獲得的代價。香港財務報告準則第15號將取代現行收益確認指引（包括香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋）。

香港財務報告準則第15號要求應用五個步驟確認收益：

- 第一步：識別與客戶的合約
- 第二步：識別合約中的履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至各履約責任
- 第五步：於各履約責任完成時確認收益

Notes to the Financial Statements

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

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

2.2 New/revised HKFRSs in issue but not yet effective (Continued)

HKFRS 15 – Revenue from Contracts with Customers (Continued)

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

The directors of the Company anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the directors of the Company do not anticipate the application of HKFRS 15 will have a material impact on the Group's revenue recognition policy.

Amendments to HKFRS 15 – Revenue from Contracts with customers (Clarifications to HKFRS 15)

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

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.2 已頒佈但尚未生效的新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第15號 – 來自與客戶合約的收益 (續)

香港財務報告準則第15號包含與特定收益相關的特定指引，該等指引或會更改香港財務報告準則現時應用的方法。該準則亦對收益相關的披露作出大幅質化與量化改進。

本公司董事預期，於未來應用香港財務報告準則第15號可能會引致更多披露，然而，本公司董事預期，應用香港財務報告準則第15號將不會對本集團的收益確認政策造成重大影響。

香港財務報告準則第15號的修訂本 – 來自與客戶合約的收益 (澄清香港財務報告準則第15號)

香港財務報告準則第15號的修訂本包括澄清確定履約義務；應用委託人及代理人；知識產權許可；及過渡規定。

Notes to the Financial Statements

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

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

2.2 New/revised HKFRSs in issue but not yet effective (Continued)

HKFRS 16 – Leases

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

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.2 已頒佈但尚未生效的新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號 – 租賃

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

Notes to the Financial Statements

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

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

2.2 New/revised HKFRSs in issue but not yet effective (Continued)

HKFRS 16 – Leases (Continued)

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

The total operating lease commitment of the Group in respect of rented premises as at 31 December 2017 amounted to approximately HK\$12,357,000. The directors anticipate that the adoption of HKFRS 16 would not result in significant impact on the Group's result but expect that the above operating lease commitments will be recognised as right-of-use assets and lease liabilities in the Group's financial statements.

HK(IFRIC)-Int 22 – Foreign Currency Transactions and Advance Consideration

The Interpretation provides guidance on determining the date of the transaction for determining an exchange rate to use for transactions that involve advance consideration paid or received in a foreign currency and the recognition of a non-monetary asset or non-monetary liability. The Interpretation specifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part thereof) is the date on which the entity initially recognises the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration.

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.2 已頒佈但尚未生效的新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號 – 租賃 (續)

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

於二零一七年十二月三十一日，本集團就租賃物業的經營租賃承擔總額為約12,357,000港元。董事預期採納香港財務報告準則第16號將不會對本集團的業績產生重大影響，惟預期上述經營租賃承擔將於本集團的財務報表內確認為使用權資產及租賃負債。

香港（國際財務報告詮釋委員會） – 詮釋第22號 – 外幣交易及預付代價

該詮釋就如何為釐定用於涉及以外幣支付或收取預付代價的交易之匯率而釐定交易日期，以及如何確認非貨幣資產或非貨幣負債提供指引。該詮釋訂明，為釐定相關資產、開支或收入（或其部分）初始確認所使用匯率的交易日期，為實體初始確認源自支付或收取預付代價之非貨幣資產或非貨幣負債的日期。

Notes to the Financial Statements

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

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

2.2 New/revised HKFRSs in issue but not yet effective (Continued)

HK(IFRIC)-Int 23 – Uncertainty over Income Tax Treatments

The Interpretation supports the requirements of HKAS 12 “Income Taxes”, by providing guidance over how to reflect the effects of uncertainty in accounting for income taxes. Under the Interpretation, the entity shall determine whether to consider each uncertain tax treatment separately or together based on which approach better predicts the resolution of the uncertainty. The entity shall also assume the tax authority will examine amounts that it has a right to examine and have full knowledge of all related information when making those examinations. If the entity determines it is probable that the tax authority will accept an uncertain tax treatment, then the entity should measure current and deferred tax in line with its tax filings. If the entity determines it is not probable, then the uncertainty in the determination of tax is reflected using either the “most likely amount” or the “expected value” approach, whichever better predicts the resolution of the uncertainty.

Save as discussed above, other than HKFRS 9, HKFRS 15 and HKFRS 16, all new standards, amendments to standards and interpretations issued but not effective are not likely to have significant impact on the consolidated financial statements.

2. 採納香港財務報告準則 (「香港財務報告準則」) (續)

2.2 已頒佈但尚未生效的新訂／經修訂香港財務報告準則 (續)

香港 (國際財務報告詮釋委員會) – 詮釋第 23 號 – 所得稅處理的不確定性

該詮釋透過就如何反映所得稅會計處理的不確定性影響提供指引，為香港會計準則第 12 號「所得稅」的規定提供支持。根據該詮釋，實體須釐定分別或集中考慮各項不確定稅項處理，以更好預測不確定性因素的解決方式。實體亦須假設稅務機關將會檢討其有權檢討的金額，並在作出上述檢討時完全知悉所有相關資料。如實體釐定稅務機關可能會接受一項不確定稅項處理，則實體應按與其稅務申報相同的方式計量即期及遞延稅項。否則，釐定稅項涉及的不確定性因素採用「最可能金額」或「預期值」法兩者中能更好預測不確定性因素解決方式的方法來反映。

除上文所述者外，香港財務報告準則第 9 號、香港財務報告準則第 15 號及香港財務報告準則第 16 號除外，已頒佈但尚未生效的所有新訂準則、準則的修訂本及詮釋不太可能會對綜合財務報表造成重大影響。

Notes to the Financial Statements

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

3. BASIS OF PREPARATION

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

The financial statements have been prepared under historical cost convention, except for financial assets at fair value through profit or loss which are stated at fair values.

It should be noted that accounting estimates and assumptions are used in the preparation of the financial statements. Although these estimates are based on management’s best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

The financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise indicated.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated.

3. 編製基準

財務報表乃按所有適用的香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（下文統稱「香港財務報告準則」）以及香港公司條例的披露規定編製。此外，財務報表包括香港聯合交易所有限公司證券上市規則規定的適用披露。

除以公平值計量且變動計入當期損益的財務資產按公平值列賬外，財務報表乃按歷史成本法編製。

務請注意，編製財務報表時採用會計估計及假設。儘管該等估計乃基於管理層對現況及行動的最佳理解及判斷而作出，惟實際結果最終可能與該等估計不同。涉及較高程度的判斷或複雜的範疇，或涉及對財務報表而言屬重大的假設及估計的範疇於附註5披露。

財務報表以本公司的功能貨幣港元（「港元」）呈列。除另有指明外，所有金額均調整至最接近的千位數。

4. 重大會計政策概要

編製財務報表所採納的重大會計政策概述如下。除另有訂明者外，該等政策均於所有呈列年度貫徹應用。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.1 Business combination and basis of consolidation

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

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

4. 重大會計政策概要 (續)

4.1 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司的財務報表。公司間的交易、集團內公司間結餘及未變現溢利於編製綜合財務報表時悉數對銷。未變現虧損的交易亦予以對銷，除非交易有證據顯示所轉讓資產出現減值，在此情況下則於損益中確認虧損。

於年內收購或出售附屬公司的業績乃自收購日期起至出售日期止（如適用）於綜合全面收益表入賬。如有需要，本集團會調整附屬公司的財務報表，使其會計政策與本集團其他成員公司所採用者一致。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.1 Business combination and basis of consolidation (Continued)

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

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

4. 重大會計政策概要 (續)

4.1 業務合併及綜合基準 (續)

收購附屬公司或業務採用收購法列賬。一項收購的成本乃按所轉讓資產、所產生負債及本集團(作為收購方)發行的股權於收購當日的公平值總額計量。所收購可識別資產及所承擔負債則主要按收購當日公平值計量。本集團先前所持被收購方的股權以收購當日公平值重新計量，而所產生的收益或虧損則於損益內確認。本集團可按逐筆交易基準選擇以被收購方的可識別資產淨值公平值或應佔比例計算代表目前於附屬公司擁有權益的非控股權益。所有其他非控股權益均按公平值計量，惟香港財務報告準則另行規定則作別論。所產生的收購相關成本列作開支，除非有關成本乃因發行股本工具而產生，在此情況下，有關成本從權益中扣除。

收購方將予轉讓的任何或然代價均按收購日期的公平值確認。倘其後代價調整僅於計量期間(最長為收購日期起計十二個月)內因取得有關於收購日期的公平值的新資料而產生時，方會通過商譽確認。分類為資產或負債的或然代價的所有其他其後調整均於損益確認。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.1 Business combination and basis of consolidation *(Continued)*

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

4.2 Subsidiaries

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

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

4. 重大會計政策概要 (續)

4.1 業務合併及綜合基準 (續)

倘本集團失去附屬公司的控制權，出售損益乃按下列兩者的差額計算：(i) 所收取代價的公平值與任何保留權益的公平值的和，與(ii) 該附屬公司的資產（包括商譽）及負債與任何非控股權益過往的賬面值。先前就該附屬公司於其他全面收益確認的款額按出售相關資產或負債時所規定的相同方式列賬。

4.2 附屬公司

附屬公司指本公司能夠行使控制權的被投資公司。倘以下三項元素存在，則本公司控制被投資公司：對被投資公司擁有權力、就被投資公司的可變回報承受風險或擁有權利及能夠使用其權力影響該等可變回報。當有事實及情況表明任何該等控制元素可能存在變動時，則重估控制權。

於本公司的財務狀況表中，於附屬公司的權益乃按成本減去減值虧損（如有）列賬。附屬公司的業績由本公司按已收及應收股息基準入賬。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.3 Goodwill

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

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units ("CGU") that are expected to benefit from the synergies of the acquisition. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see note 4.15), and whenever there is an indication that the unit may be impaired.

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

4. 重大會計政策概要 (續)

4.3 商譽

倘可識別資產及負債的公平值高於所付代價的公平值、於被收購方的任何非控股權益的金額以及收購方先前於被收購方持有的股本權益的收購日期公平值的總額，則超出部分於重估後於收購日期在損益表確認。

商譽乃按成本減去減值虧損計量。就減值測試而言，收購產生的商譽分配予預期會受惠於收購協同效益的各相關現金產生單位（「現金產生單位」）。現金產生單位是其產生的現金流入基本上獨立於其他資產或資產組別的現金流入的最小可識別資產組合。獲分配商譽的現金產生單位會每年透過將其賬面值與其可收回金額（見附註4.15）作比較而進行減值測試及於有跡象顯示該單位可能出現減值時進行減值測試。

就於財政年度內進行收購所產生的商譽而言，獲分配商譽的現金產生單位會於該財政年度結束前進行減值測試。當現金產生單位的可收回金額少於該單位賬面值時，減值虧損會首先分配至撇減該單位獲分配的任何商譽的賬面值，繼而基於該單位內各資產的賬面值按比例分配至該單位的其他資產。然而，分配至各項資產的虧損將不會令到獨立資產的賬面值減至低於其公平值減出售成本（如可計量）或其使用價值（如可釐定）（以較高者為準）。商譽的任何減值虧損於損益確認，而不會於往後期間撥回。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.4 Foreign currencies

Transactions entered into by the group entities in currencies other than the functional currency (i.e. the currency of the primary economic environment in which it operates) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as translation reserve.

4. 重大會計政策概要 (續)

4.4 外幣

集團實體功能貨幣（即其經營所在主要經濟環境的貨幣以外的貨幣進行的交易按進行交易時的通行匯率入賬。外幣貨幣資產及負債按報告期末通行的匯率換算。以外幣計值按公平值列賬的非貨幣項目按釐定公平值當日通行的匯率重新換算。以外幣按歷史成本計算的非貨幣項目不會重新換算。

結算貨幣項目以及換算貨幣項目產生的匯兌差額於其產生期間內於損益確認。重新換算按公平值列賬的非貨幣項目產生的匯兌差額計入期內損益，惟重新換算已於其他全面收益確認的收益及虧損所涉及的非貨幣項目產生的差額則除外，在此情況下，匯兌差額亦於其他全面收益確認。

於綜合入賬時，海外業務的收支項目按年內的平均匯率換算為本集團的呈列貨幣（即港元），惟匯率於期內大幅波動的情況則除外，在此情況下，使用與進行交易時通行的匯率相若的匯率。海外業務的所有資產及負債按報告期末通行的匯率換算。所產生的匯兌差額（如有）於其他全面收益確認，並於權益內累計為換算儲備。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.4 Foreign currencies (Continued)

On disposal of a foreign operation, the cumulative exchange differences recognised in the translation reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

4.5 Property, plant and equipment

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

Depreciation is provided to write off the cost less their estimated residual value over their estimated useful life, using straight-line method as follows:

Buildings	20 years
Leasehold improvements	4 to 5 years, or over the lease terms, whichever is shorter
Machinery	10 years
Furniture, fixtures and office equipment	3 to 5 years
Motor vehicles	4 to 5 years

The assets' estimated residual values, estimated useful lives and depreciation methods are reviewed, and adjusted if appropriate, at least at the end of each reporting date.

4. 重大會計政策概要 (續)

4.4 外幣 (續)

出售海外業務時，換算儲備內確認該業務截至出售日期止的累計匯兌差額乃重新分類至損益，作為出售損益的一部分。

4.5 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及任何減值虧損後列賬。物業、廠房及設備項目的成本包括其購入價及使資產達致其擬定用途的運作狀況及地點的任何直接應佔成本。

折舊乃按下列年率，於其估計可使用年期以直線法計提，以撇銷有關成本減其剩餘價值：

樓宇	二十年
租賃物業裝修	四至五年，或租賃期滿 (以較短者為準)
機器	十年
傢俬、裝置及辦公室設備	三至五年
汽車	四至五年

資產的估計剩餘價值、估計可使用年期及折舊方法最少於各報告期末進行檢討及在適當時進行調整。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

4.5 Property, plant and equipment *(Continued)*

Gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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 costs, such as repairs and maintenance, are charged to profit or loss during the period in which they are incurred.

4.6 Payments for leasehold land held for own use under operating lease

Payments for leasehold land held for own use under operating lease represent up-front payments to acquire long-term interests in lessee-occupied properties. These payments are stated at cost and are amortised over the period of the lease on straight-line method as an expense.

4.7 Leasing

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

4. 重大會計政策概要 (續)

4.5 物業、廠房及設備 (續)

因廢棄或出售而產生的損益，按出售相關資產所得款項與其賬面值的差額釐定，並於損益中確認。

期後成本僅會在項目相關的未來經濟利益可能會流入本集團及能可靠地計量項目成本時，方會計入資產賬面值或確認為獨立資產。維護及保養等所有其他成本均於其產生的期間自損益扣除。

4.6 於經營租賃下持作自用的租賃土地付款

於經營租賃下持作自用的租賃土地付款指用以收購承租人佔用物業長期權益的預付款。該等預付款乃按成本列賬，並作為開支按租期以直線法攤銷。

4.7 租賃

倘租賃條款列明擁有權的絕大部分風險及回報轉讓予承租人，則該租賃分類為融資租賃。所有其他租賃均列作經營租賃。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.7 Leasing (Continued)

The Group as lessee

Assets held under finance leases are initially recognised as assets at their fair value or, if lower, the present value of the minimum lease payments. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to profit or loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

The total rentals payable under the operating leases are recognised in profit or loss on straight-line method over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

4.8 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the CGU level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

4. 重大會計政策概要 (續)

4.7 租賃 (續)

本集團作為承租人

按融資租賃持有的資產初步按其公平值或(如較低)最低租金的現值確認為資產。相關租賃承擔乃列作負債。租金可根據資本及利息分析。利息部分按租期自損益扣除，並予以計算以使其於租賃負債中佔有固定比例。資本部分則扣除結欠出租人的餘額。

根據經營租賃，應付的總租金按租期以直線法在損益中確認。已收租金優惠於租期內確認為總租金開支的組成部分。

4.8 無形資產

單獨收購之無形資產於首次確認時按成本計量。於業務合併中收購之無形資產之成本為其於收購日之公平值。無形資產之可使用年期可評估為有限期或無限期。

具無限期使用年期之無形資產每年會個別或在現金產生單位級別作減值測試。該等無形資產並不予以攤銷。具無限年期的無形資產的可使用年期於每年檢討，以釐定無限可使用年期的評估是否繼續可靠。倘不再可靠，則可使用年期的評估自此起由按無限年期更改為有限年期。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at FVTPL are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Financial assets at FVTPL

These assets include financial assets held for trading and financial assets designated upon initial recognition as at FVTPL. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at FVTPL, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

4. 重大會計政策概要 (續)

4.9 金融工具

(i) 財務資產

本集團於初次確認時按照收購資產之目的對其財務資產進行分類。以公平值計量且變動計入當期損益的財務資產初次按公平值計量，而所有其他財務資產則初次按公平值加收購該財務資產直接發生的交易成本計量。常規財務資產買賣於交易日確認或終止確認。常規買賣指根據合約條款要求在規例或有關市場慣例下訂立的時限內交付資產的財務資產買賣。

以公平值計量且變動計入當期損益的財務資產

該資產包括持作交易的財務資產及於初始確認時被指定為以公平值計量且變動計入當期損益的財務資產。財務資產如以短期賣出為目的而購買，則分類為持作交易。衍生工具亦分類為持作交易，惟被指定作為實際對沖工具或金融擔保合約則除外。

倘一項合約包括一項或多項內含衍生工具，整體混合式合約可被指定為以公平值計量且變動計入當期損益的財務資產，惟倘內含衍生工具不會對現金流量造成重大變動或明顯禁止分開內含衍生工具的情況除外。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(i) Financial assets (Continued)

Financial assets at FVTPL (Continued)

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

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

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

4. 重大會計政策概要 (續)

4.9 金融工具 (續)

(i) 財務資產 (續)

以公平值計量且變動計入當期損益的財務資產 (續)

倘符合以下條件，則可於初次確認時將財務資產指定為以公平值計量且變動計入當期損益：(i)該分類消除或大幅減少按不同基準計量資產或確認其盈虧所導致的不一致入賬方法；(ii)該等資產為根據明文規定的管理政策按公平值基準管理及評估表現的財務資產組別的一部分；或(iii)財務資產包括需獨立列賬的內含衍生工具。

於初次確認後，以公平值計量且變動計入當期損益的財務資產按公平值計量，公平值產生變動時於當期損益內確認。

貸款及應收款項

該等資產是指在活躍市場中沒有報價、回收金額固定或可確定的非衍生財務資產。該等資產主要於向客戶（貿易債務人）提供貨物及服務過程中產生，同時亦包括其他類別的合約貨幣資產。於初次確認後，該等資產以實際利率法按攤銷成本減去任何已識別減值虧損入賬。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(i) Financial assets (Continued)

Cash and cash equivalents

Cash and cash equivalents, including cash and bank balances, comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. For the purpose of cash flows presentation, cash and cash equivalents include bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty; and
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation.

4. 重大會計政策概要 (續)

4.9 金融工具 (續)

(i) 財務資產 (續)

現金及現金等值項目

現金及現金等值項目(包括現金及銀行結存)由以下項目組成:手頭現金及活期存款,以及可隨時轉換為已知金額的現金且不存在重大價值變動風險的其他短期高流動性投資。就現金流量呈報而言,現金及現金等值項目包括須按要求償還的銀行透支,其為本集團現金管理的組成部分。

(ii) 財務資產的減值虧損

於各報告期末,本集團會評估是否有財務資產存在減值的任何客觀證據。倘因初次確認資產後發生的一項或多項事件導致存在客觀減值證據,而該項事件對財務資產的估計未來現金流量所造成的影響能夠可靠估計,則該財務資產出現減值。減值證據可包括:

- 債務人的重大財政困難;
- 違約,例如拖欠或到期未付利息或本金款項;
- 由於債務人的財政困難而向債務人發出特別許可;及
- 債務人有可能陷入破產或其他財務重組。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

An impairment loss on loans and receivables is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

The Group's financial liabilities at amortised cost include trade and bills payables, accruals and other payables and interest-bearing borrowings.

4. 重大會計政策概要 (續)

4.9 金融工具 (續)

(ii) 財務資產的減值虧損 (續)

當有客觀證據顯示資產發生減值，會在損益確認貸款及應收款項的減值虧損，減值額按資產賬面值與按原實際利率折現的估計未來現金流量現值的差額計量。財務資產賬面值透過使用撥備賬目予以撇減。倘財務資產的任何部分被認定為無法收回，會於相關財務資產的撥備賬目將該部分撇銷。

(iii) 財務負債

本集團按照產生負債之目的將其財務負債分類。按攤銷成本列賬的財務負債初次會按公平值扣除所產生的直接應計成本計量。

本集團按攤銷成本列賬的財務負債包括貿易應付款項及應付票據、預提費用及其他應付款項以及計息借貸。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(iii) Financial liabilities (Continued)

(a) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value, net of transaction costs incurred. Interest-bearing borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the loans using the effective interest method.

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

(b) Other financial liabilities

All other financial liabilities are recognised initially at their fair value, net of directly attributable transaction costs incurred and subsequently measured at amortised cost, using the effective interest method.

4. 重大會計政策概要 (續)

4.9 金融工具 (續)

(iii) 財務負債 (續)

(a) 計息借貸

計息借貸最初按公平值減交易成本後確認。計息借貸其後按攤銷成本列賬，所得款項（扣除交易成本後）與贖回價值之間的任何差額以實際利率法於貸款期間在損益內確認。

計息借貸分類為流動負債，惟本集團有權無條件將債務償還日期延至各報告期末後至少十二個月。

(b) 其他財務負債

所有其他財務負債初步按公平值減直接應佔交易成本確認，其後以實際利率法按攤銷成本計量。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(iv) Effective interest method

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

(v) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 Revenue.

4. 重大會計政策概要 (續)

4.9 金融工具 (續)

(iv) 實際利率法

實際利率法乃計算財務資產或財務負債的攤銷成本及於有關期間分配利息收入或利息開支的方法。實際利率乃於財務資產或負債的預計有效年期或(如適用)較短期間內準確貼現估計未來現金收入或付款的利率。

(v) 金融擔保合約

金融擔保合約指規定發行人須支付特定款項以償付持有人因指定債務人未能根據債務工具的原先或經修訂條款支付到期款項產生的虧損的合約。本集團發行而未被指定為以公平值計量且變動計入當期損益的金融擔保合約乃初次按其公平值減發行金融擔保合約而直接產生的交易成本予以確認。於初始確認後，本集團按(i)根據香港會計準則第37號撥備、或然負債及或然資產釐定的金額；及(ii)初次確認金額減(視情況而定)根據香港會計準則第18號收益確認的累計攤銷兩者間的較高者計量。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.9 Financial instruments (Continued)

(vi) Derivative financial instruments

Derivative financial instruments, in individual contracts or separated from hybrid financial instruments, are initially recognised at fair value on the date the derivative contract is entered into and subsequently remeasured at fair value. Derivatives that are not designated as hedging instruments are accounted for as financial assets or financial liabilities at FVTPL. Gains or losses arising from changes in fair value are taken directly to profit or loss for the year.

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

4. 重大會計政策概要 (續)

4.9 金融工具 (續)

(vi) 衍生金融工具

獨立合約內或獨立於混合金融工具的衍生金融工具，於訂立衍生工具合約當日初步按公平值確認，其後按公平值重新計量。並無指定為對沖工具的衍生工具會作為以公平值計量且變動計入当期損益的財務資產或財務負債入賬。公平值變動產生的收益或虧損直接計入年內損益。

(vii) 終止確認

凡收取財務資產所帶來的未來現金流量的合約權利期間屆滿，或財務資產經已轉讓，而轉讓符合香港會計準則第39號規定的終止確認準則，則本集團終止確認該財務資產。

當有關合約中訂明的責任獲解除、註銷或屆滿時，則會終止確認財務負債。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.10 Inventories

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

4.11 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

4.12 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of return, discounts, rebate and sales related taxes.

Sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the customers, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold. Normally, risk is transferred upon dispatch of goods.

4. 重大會計政策概要 (續)

4.10 存貨

存貨初次按成本確認，其後按成本或可變現淨值兩者孰低者確認。成本包括所有採購成本、轉換成本及使存貨到達目前地點及狀態所產生的其他成本。成本乃採用加權平均法釐定。可變現淨值按日常業務過程中的估計售價減估計完工成本及銷售所必需的估計費用計算。

4.11 股本

普通股乃分類為權益。股本乃採用已發行股份的面值釐定。

與發行股份相關的任何交易成本乃自股份溢價（扣除任何相關所得稅利益）中扣除，惟僅限於直接來自權益交易的遞增成本。

4.12 收入確認

收入按已收或應收代價的公平值計算，乃指於日常業務過程中就所提供貨物及服務應收的款項，扣除退貨、折扣、回扣及銷售相關稅項。

銷售貨品的收入於所有權的重大風險及回報轉移至客戶時確認，惟本集團不再對所售貨品保有與所有權相關的管理權，亦不再擁有實際控制權。通常，風險於貨品發出時轉移。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.12 Revenue recognition (Continued)

Interest income is recognised and accrued using the effective interest method.

Sample income is recognised on the transfer of significant risks and rewards of ownership to the customer. This is usually taken at the time when the samples are delivered and the customer has accepted the samples.

4.13 Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

4. 重大會計政策概要 (續)

4.12 收入確認 (續)

利息收入使用實際利息法確認及計算。

樣品收入當所有權的重大風險及回報轉移至客戶時確認。這通常是在樣品交付及客戶接納樣品之時確認。

4.13 所得稅

年度的所得稅包括當期稅項及遞延稅項。

當期稅項乃根據日常業務的溢利或虧損，就所得稅而言對毋須課稅或不可扣減的項目作出調整，按報告期末已制定或大致上制定的稅率計算。

遞延稅項乃就財務報告目的的資產與負債的賬面值與就稅務目的之相應數值的暫時差異確認。除不影響會計或應課稅溢利的商譽和已確認資產與負債外，就所有應課稅暫時差異確認遞延稅項負債。倘有應課稅溢利，可供動用扣減的暫時差異予以抵銷，則確認相應的遞延稅項資產。遞延稅項乃按適用於資產或負債的賬面值獲變現或結算的預期方式及於各報告期末已制定或大致上制定的稅率計量。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.13 Income taxes (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, 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.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

4.14 Employee benefit

(i) Defined contribution retirement plan

The Group's entities incorporated in Hong Kong manages a defined contribution Mandatory Provident Fund Scheme (the "MPF Scheme"), a defined contribution scheme managed by an independent trustee for those employees who are eligible to participate in the MPF scheme. The Group makes contributions based on a percentage of the eligible employees' salaries funded by the Group and are charged to profit or loss as they become payable in accordance with the rules of the MPF scheme.

4. 重大會計政策概要 (續)

4.13 所得稅 (續)

遞延稅項負債乃於投資附屬公司產生應課稅暫時性差額時確認，惟倘本集團能夠控制暫時性差額的撥回且該暫時性差額在可預見將來將不可能撥回者則除外。

所得稅於損益確認，惟倘其與其他全面收益確認的項目有關，則該等稅項亦於其他全面收益確認；或倘其與直接於權益確認的項目有關，則該等稅項亦直接於權益確認。

4.14 僱員福利

(i) 界定供款退休計劃

於香港註冊成立的集團實體管理一項界定供款強制性公積金計劃（「強積金計劃」），該界定供款計劃由獨立信託人為合資格參與強積金計劃的僱員進行管理。本集團按合資格僱員薪金的百分比以集團本身資源作出供款，有關供款於應付時根據強積金計劃規則在損益扣除。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.14 Employee benefit (Continued)

(i) Defined contribution retirement plan (Continued)

The Group's entities established in the People's Republic of China, excluding Hong Kong and Macau (the "PRC") make monthly contributions to a state-sponsored defined contribution scheme for the local staff. The contributions are made at a specific percentage on the standard salary pursuant to laws of the PRC and relevant regulation issued by local social security authorities.

In addition, the Group's entities incorporated in the United States of America (the "USA") make monthly contributions to a defined contribution scheme under the relevant federal program for the local staff. The Group makes contributions based on a percentage of the local staff's funded by the Group and are charged to profit or loss as they become payable in the rules of the scheme.

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

(ii) Short-term employee benefits

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

4. 重大會計政策概要 (續)

4.14 僱員福利 (續)

(i) 界定供款退休計劃 (續)

於中華人民共和國（不包括香港及澳門）（「中國」）成立的集團實體每月為當地職工向國家籌辦界定供款計劃作出供款。供款乃根據中國法例及地方社會保障主管部門頒佈的有關規例按標準薪金的指定百分比作出。

此外，於美利堅合眾國（「美國」）成立的集團實體每月為當地職工向聯邦政府所設機制下的界定供款計劃作出供款。本集團按當地職工薪金的百分比以集團本身資源作出供款，有關供款於應付時根據計劃規則在損益扣除。

對界定供款退休計劃的供款在僱員提供服務時於損益確認為開支。

(ii) 短期僱員福利

短期僱員福利是指預計在僱員提供了相關服務的年度報告期末後十二個月以前將全數結付的僱員福利（離職福利除外）。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.14 Employee benefit (Continued)

(ii) Short-term employee benefits (Continued)

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

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

4.15 Impairment of other assets

At the end of each reporting period, the Group reviews the carrying amounts of property, plant and equipment, payments for leasehold land held for own use under operating lease, intangible assets and interests in subsidiaries to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value-in-use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

4. 重大會計政策概要 (續)

4.14 僱員福利 (續)

(ii) 短期僱員福利 (續)

僱員放年假的權利於僱員獲得假期時確認。本集團就截至報告日期止僱員已提供的服務而產生的年假的估計負債作出撥備。

病假及產假等非累積性帶薪休假直至告假時方予確認。

4.15 其他資產減值

於各報告期末，本集團檢討物業、廠房及設備、於經營租賃項下持作自用的租賃土地的付款、無形資產以及於附屬公司之權益的賬面值，以釐定是否有跡象顯示該等資產已出現減值虧損，或先前確認的減值虧損不復存在或可能已減少。

倘資產的可收回金額（即公平值減銷售成本與使用價值兩者的較高者）估計少於其賬面值，則該項資產的賬面值將降至其可收回金額。減值虧損乃即時確認為開支。

倘減值虧損其後撥回，則資產賬面值將提高至其修訂後的估計可收回金額，惟受限於經提高的賬面值不得超過往年該項資產在無已確認減值虧損的情況下原應釐定的賬面值。撥回的減值虧損乃即時確認為收入。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.16 Borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4.17 Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

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

4.18 Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.

4. 重大會計政策概要 (續)

4.16 借貸成本

直接用於收購、建造或生產合資格資產（須經過一段相當長的時間方可達到預定用途或可供銷售的資產）的借貸成本均資本化為該等資產成本的一部分。在特定借貸撥作該等資產支出前暫時用作投資所賺取的收入須自資本化的借貸成本中扣除。所有其他借貸成本於產生期間於損益內確認。

4.17 撥備及或然負債

當本集團因過去事項而須承擔法定或合約義務，而所需要付出的經濟效益可以可靠估計時，便為未確定時間或金額的負債確認撥備。

如果經濟利益需要外流的可能性不大，或不能對數額作出可靠估計，則有關義務會作為或然負債披露，惟若經濟利益外流的可能性極低則作別論。如有可能產生的義務，其存在僅能以一個或數個未來事項的發生或不發生來證實，亦披露為或然負債，除非經濟利益外流的可能性極低則作別論。

4.18 關聯方

- (a) 倘適用下列情況，該名人士或該名人士的近親家屬成員便被視為與本集團有關聯：
 - (i) 對本集團有控制權或共同控制權；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本公司母公司主要管理人員。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.18 Related parties (Continued)

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

4. 重大會計政策概要 (續)

4.18 關聯方 (續)

- (b) 倘適用下列情況，該實體便被視為與本集團有關聯：
- (i) 該實體及本集團屬同一集團的成員（即各母公司、附屬公司及同系附屬公司互相關聯）。
 - (ii) 一個實體為另一實體的聯繫人士或合營企業（或為某一集團的成員的聯繫人士或合營企業，而該另一實體為此集團的成員）。
 - (iii) 兩個實體皆為相同第三方的合營企業。
 - (iv) 一個實體為第三實體的合營企業及另一實體為第三實體的聯繫人士。
 - (v) 該實體為本集團或與本集團有關聯的實體的僱員福利而設的離職後福利計劃。
 - (vi) 該實體受(a)部所識別的人士控制或共同控制。
 - (vii) 於(a)(i)所識別對實體有重大影響的人士，或是實體（或實體的母公司）高級管理人員。
 - (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團之母公司提供主要管理人員服務。

Notes to the Financial Statements

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

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

4.18 Related parties (Continued)

(b) (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

4.19 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except bank interest income, unallocated finance costs, and unallocated corporate expenses, which are not directly attributable to the business activities of any operating segment, are not included in arriving at the operating results of the operating segment.

4. 重大會計政策概要 (續)

4.18 關聯方 (續)

(b) (續)

某一人士的近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該名人士影響的有關家屬成員並包括：

- (i) 該名人士的子女及配偶或家庭伴侶；
- (ii) 該名人士的配偶或家庭伴侶的子女；及
- (iii) 該名人士或該名人士的配偶或家庭伴侶的受供養人。

4.19 分部報告

本集團根據向執行董事匯報的用作決定有關本集團業務單位的資源分配及檢討該等單位之表現的定期內部財務資料，而識別其經營分部及編製分部資料。在向執行董事匯報的內部財務資料內的業務單位乃根據本集團主要產品及服務項目釐定。

本集團根據香港財務報告準則第8號用作申報分部業績的計量政策與其根據香港財務報告準則編製的財務報表內採用者相同，惟於釐定經營分部的經營業績時並無計入銀行利息收入、未分配融資成本以及非直接歸屬於任何經營分部業務活動之未分配企業開支。

Notes to the Financial Statements

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(a) Income taxes

The Group is subject to income taxes in a number of jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes, timing of payment of related taxes and interpretation of relevant tax regulations. There are transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

In addition, deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilised. This requires significant judgement on the tax treatments of certain transactions and also assessment on the probability that adequate future taxable profits will be available for the deferred tax assets to be recovered.

5. 重要會計判斷及估算不確定因素的主要來源

估計及判斷須持續評估，並基於過往經驗及其他因素，包括在有關情況下相信為對未來事件的合理預期。

本集團就未來作出估計及假設。得出的會計估計顧名思義甚少相等於相關實際結果。具有重大風險導致下個財政年度內資產與負債的賬面值出現重大調整的估計及假設討論如下：

(a) 所得稅

本集團在多個司法權區須繳納所得稅。於釐定所得稅的全球撥備、相關稅額付款時間及對相關稅法之解釋時須作出重大判斷。若干交易及計算方式均難以確定最終稅項。本集團根據估計額外稅項是否到期，就預計稅項確認負債。倘該等事項最終稅項結果與最初錄得的款額有所差異，有關差額將影響作出有關釐定期間的所得稅及遞延稅項撥備。

此外，倘很可能有未來應課稅溢利，可供動用扣減的暫時差異予以抵銷，則確認相應的遞延稅項資產。這要求就若干交易的稅務處理作出重大判斷，並要求評估未來有足夠的應課稅溢利以供收回遞延稅項資產的可能性。

Notes to the Financial Statements

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

(b) Impairment of receivables

Provision policy for doubtful debts of the Group is based on the ongoing evaluation of the collectability and ageing analysis of the outstanding receivables and on the management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including creditworthiness and the past collection history of each customer and the related parties. If the financial conditions of the customers and other debtors of the Group were to deteriorate, resulting in an impairment of their ability to make payments, additional impairment may be required.

(c) Impairment of inventories

Management of the Group reviews the inventories at each reporting date, and makes provision for impairment of obsolete, slow-moving and impaired items. Management estimates the net realisable value for such inventories based primarily on the expected future market conditions and the estimated selling price. The Group makes provision for impairment if the net realisable value is below the carrying amount.

5. 重要會計判斷及估算不確定因素的主要來源 (續)

(b) 應收款項減值

本集團有關呆賬的撥備政策乃基於對尚未償還應收款項的可收回程度及賬齡分析的持續評估以及管理層的判斷。在評估該等應收款項最終能否變現時，須計及多項重要判斷，包括每名客戶及關聯方的信用度及過往還款記錄。倘本集團客戶及其他債務人的財務狀況轉壞，導致其支付能力降低，則可能需要作更多減值。

(c) 存貨減值

本集團管理層於各報告日審閱存貨，並對過時、滯銷及減值項目作出減值撥備。管理層主要根據預期未來市況及估計售價估計該等存貨的可變現淨值。本集團對可變現淨值低於賬面值的項目作出減值撥備。

Notes to the Financial Statements

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

(d) Impairment of non-financial assets (excluding goodwill)

The Group assesses at the end of each reporting period whether there is an indication that an asset may be impaired. If any such indication exists, the Group makes an estimate of the recoverable amount of the asset. This requires an estimation of the value-in-use of the CGU to which the asset is allocated. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. A change in the estimated future cash flows and/or the discount rate applied will result in an adjustment to the estimated impairment provision previously made.

Intangible asset with indefinite useful life is tested for impairment at least annually, and whenever there is an indication that they may be impaired in accordance with the relevant accounting policies. The recoverable amount of the Group's intangible asset has been determined based on value-in-use calculations. This calculation requires the use of judgment and estimates on future operating cash flows and discount rates adopted. Where the actual cash flows are different from the original estimates, a material change in the amount of impairment may arise. At 31 December 2017, the carrying amount of intangible asset was approximately HK\$800,000 (2016: HK\$800,000). No impairment loss has been recognised during the year ended 31 December 2017.

5. 重要會計判斷及估算不確定因素的主要來源 (續)

(d) 非財務資產減值 (不包括商譽)

本集團於各報告期末評估是否存在顯示資產可能出現減值的跡象。倘存在任何有關跡象，本集團則會對資產的可收回金額作出估計，當中須對資產獲分配的現金產生單位的使用價值作出估計。估計使用價值需要本集團就來自現金產生單位的預期未來現金流量作出估計，並選擇合適的貼現率以計算該等現金流量的現值。估計未來現金流量及／或所採用的貼現率的變動將導致過往作出的估計減值撥備需作出調整。

具無限使用年期之無形資產至少每年以及根據有關會計政策有減值跡象時進行減值測試。本集團無形資產之可收回金額根據使用價值計算釐定。該計算須對未來經營現金流及所採納貼現率進行判斷及估計。若實際現金流不同於原估計，則減值金額可能產生重大變動。於二零一七年十二月三十一日，無形資產之賬面值為約800,000港元(二零一六年：800,000港元)。截至二零一七十二月三十一日止年度並無確認減值虧損。

Notes to the Financial Statements

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

(e) Estimated useful lives of property, plant and equipment

In determining the useful lives of property, plant and equipment, the Group has to consider various factors, such as expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is made based on the experience of the Group with similar assets that are used in a similar way. Depreciation charge is revised if the estimated useful lives of items of property, plant and equipment are different from the previous estimation. Estimated useful lives are reviewed, at the end of each reporting period, based on changes in circumstances.

(f) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value-in-use of the CGUs to which goodwill has been allocated. The value-in-use calculation requires the directors to estimate the future cash flows expected to arise from the CGU and a suitable discount rate.

5. 重要會計判斷及估算不確定因素的主要來源 (續)

(e) 物業、廠房及設備的估計可使用年期

於釐定物業、廠房及設備的可使用年期時，本集團須考慮多種因素，例如資產的預期用途、預期實質磨損、資產的保養及維護、以及動用資產的法律或類似限制。資產的可使用年期的估計乃按本集團於用途相近的類似資產的經驗而作出。倘物業、廠房及設備項目的估計可使用年期與過往的估計不同，則會修訂折舊費用。於各報告期末，估計可使用年期乃按情況改變進行審閱。

(f) 商譽減值

釐定商譽是否減值須要估計獲分配有關商譽的現金產生單位的使用價值。計算使用價值須要董事對預期可自現金產生單位獲得的未來現金流量以及適合的貼現率作出估計。

Notes to the Financial Statements

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

(g) Fair value measurement

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the "fair value hierarchy"):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures held for trading investment (note 22) at fair value. For more detailed information in relation to the fair value measurement, please refer to the applicable notes.

5. 重要會計判斷及估算不確定因素的主要來源 (續)

(g) 公平值計量

計入本集團財務報表的多項資產及負債須按公平值計量，及／或作出公平值披露。

本集團財務資產及負債的公平值計量盡可能使用市場可觀察輸入數據及數值。釐定公平值計量所使用的輸入數據乃基於於估值方法中所使用輸入數據的可觀察程度分為不同的層級（「公平值架構」）：

- 第1層：相同項目於活躍市場的報價（未經調整）；
- 第2層：第1層輸入數據以外直接或間接可觀察輸入數據；
- 第3層：不可觀察輸入數據（即無法自市場數據衍生）。

分類為上述層級的項目乃基於所使用對該項目公平值計量產生重大影響的最低層級輸入數據確定。層級之間項目轉撥於其產生期間確認。

本集團按公平值計量持作買賣投資（附註22）。有關公平值計量的更詳盡資料，請參閱適當附註。

Notes to the Financial Statements

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

6. SEGMENT INFORMATION

An operating segment is a component of the Group that is engaged in business activities from which the Group may earn revenue and incur expenses, and is identified on the basis of the internal management reporting information that is provided to and regularly reviewed by the Group's chief operating decision maker in order to allocate resources and assess performance of the segment. During the year, the Company has identified design, manufacture and trading of apparels and provision for money lending services as the reportable operating segments.

Each of these operating segments is managed separately as each of them requires different business strategies.

6. 分部資料

經營分部乃本集團從事可賺取收益及引致開支的商業活動的一個組成部分，本集團的最高營運決策人獲提供及定期審閱以作為分部資源分配及表現評估的內部管理呈報資料為基礎而確定經營分部。年內，本公司已確定服裝設計、製造及貿易以及提供貸款融資服務為其可呈報經營分部。

該等經營分部各自單獨進行管理，因為彼等各自需要不同的業務策略。

Notes to the Financial Statements

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

6. SEGMENT INFORMATION (Continued)

The segment information provided to the executive directors for the reportable segments during the year is as follows:

6. 分部資料 (續)

年內向執行董事提供的可報告分部之分部資料如下：

		Design, manufacture and trading of apparels 服裝設計、製造 及貿易 HK\$'000 千港元	Money lending services 貸款融資服務 HK\$'000 千港元	Total 總額 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	來自外部客戶的收入	309,068	16,377	325,445
Segment (loss)/profit	分部(虧損)/溢利	(4,356)	10,368	6,012
Reconciliation	對賬			
Bank interest income	銀行利息收入			121
Unallocated corporate expenses	未分配企業支出			(19,366)
Finance costs	融資成本			(642)
Loss before tax	除稅前虧損			(13,875)
At 31 December 2017	於二零一七年 十二月三十一日			
Segment assets	分部資產	163,565	252,920	416,485
Other corporate assets	其他公司資產			109,277
Total assets	總資產			525,762
Segment liabilities	分部負債	69,651	2,323	71,974
Other corporate liabilities	其他公司負債			7,457
Total liabilities	總負債			79,431
Other segment information	其他分部資料			
Year ended 31 December 2017	截至二零一七年 十二月三十一日止年度			
Depreciation and amortisation	折舊及攤銷	(1,881)	(916)	(2,797)
Fair value gain on financial assets at fair value through profit or loss	以公平值計量且變動 計入當期損益的財務資產 之公平值收益	-	2,320	2,320
Provision for impairment on inventories	存貨減值撥備	(1,519)	-	(1,519)
Impairment on loans receivable	應收貸款減值	-	(165)	(165)
Capital expenditure	資本開支	832	5,496	6,328

Notes to the Financial Statements

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

6. SEGMENT INFORMATION (Continued)

6. 分部資料 (續)

		Design, manufacture and trading of apparels 服裝設計、製造 及貿易 HK\$'000 千港元	Money lending services 貸款融資服務 HK\$'000 千港元	Total 總額 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	來自外部客戶的收入	368,116	741	368,857
Segment loss	分部虧損	(2,259)	(11,259)	(13,518)
<i>Reconciliation</i>	對賬			
Bank interest income	銀行利息收入			205
Unallocated corporate expenses	未分配企業支出			(3,977)
Finance costs	融資成本			(478)
Loss before tax	除稅前虧損			(17,768)
At 31 December 2016	於二零一六年 十二月三十一日			
Segment assets	分部資產	176,458	218,011	394,469
Other corporate assets	其他公司資產			3,415
Total assets	總資產			397,884
Segment liabilities	分部負債	77,754	55,521	133,275
Other corporate liabilities	其他公司負債			457
Total liabilities	總負債			133,732
Other segment information	其他分部資料			
Year ended 31 December 2016	截至二零一六年 十二月三十一日止年度			
Depreciation and amortisation	折舊及攤銷	(1,892)	-	(1,892)
Fair value gain on financial assets at fair value through profit or loss	以公平值計量且變動 計入當期損益的財務資產 之公平值收益	-	102	102
Provision for impairment on inventories	存貨減值撥備	(6,334)	-	(6,334)
Provision for impairment on trade receivables	貿易應收款項減值撥備	(777)	-	(777)
Impairment loss on goodwill	商譽減值虧損	-	(11,453)	(11,453)
Capital expenditure	資本開支	(587)	-	(587)

Notes to the Financial Statements

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

6. SEGMENT INFORMATION (Continued)

The Company is an investment holding company and the principal places of the Group's operations are in the PRC (including Hong Kong). Management determines the Group is domiciled in Hong Kong, the PRC, which is the Group's principal operating location.

The Group's revenue from external customers is divided into the following geographical areas:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
The USA	美國	252,852	295,251
Canada	加拿大	30,259	66,423
Hong Kong	香港	36,398	741
Others	其他地區	5,936	6,442
		325,445	368,857

Geographical location of external customers is based on the location at which the customers are domiciled.

The principal non-current assets held by the Group are located in the PRC (including Hong Kong).

Revenue from each of the major customers which accounted for 10% or more of the Group's revenue for the year is 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
Customer A	客戶甲	106,915	85,485
Customer B	客戶乙	N/A 不適用*	72,151
Customer C	客戶丙	N/A 不適用*	68,020
Customer D	客戶丁	N/A 不適用*	39,665
Customer E	客戶戊	N/A 不適用*	38,465

* Accounted for less than 10% of the Group's revenue

As at 31 December 2017, 2% (2016: 83%) of the Group's trade receivables was due from these customers.

6. 分部資料 (續)

本公司為一間投資控股公司，而本集團營運的主要地點位於中國（包括香港）。管理層將中國香港定為本集團居籍所在地，香港亦為本集團的主要經營地點。

本集團來自外部客戶的收入按以下地區劃分：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
The USA	美國	252,852	295,251
Canada	加拿大	30,259	66,423
Hong Kong	香港	36,398	741
Others	其他地區	5,936	6,442
		325,445	368,857

外部客戶的地理位置是根據客戶居籍地劃分。

本集團持有的主要非流動資產均位於中國（包括香港）。

來自年內佔本集團收入10%或以上的各主要客戶的收入載列如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Customer A	客戶甲	106,915	85,485
Customer B	客戶乙	N/A 不適用*	72,151
Customer C	客戶丙	N/A 不適用*	68,020
Customer D	客戶丁	N/A 不適用*	39,665
Customer E	客戶戊	N/A 不適用*	38,465

* 所佔不足本集團收入10%

於二零一七年十二月三十一日，該等客戶的結欠額佔本集團貿易應收款項的2%（二零一六年：83%）。

Notes to the Financial Statements

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

7. REVENUE, OTHER INCOME AND GAINS

Revenue represents the interest income from loans receivable, sales of apparels, net of returns, discounts, rebates and sales related taxes.

An analysis of revenue, other income and gains is as follows:

7. 收入、其他收入及收益

收入指應收貸款的利息收入、服裝銷售，並已減去退貨、折扣、回扣及與銷售有關的稅項。

收入、其他收入及收益的分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Revenue	收入		
Sale of goods	銷售貨品	309,068	368,116
Interest income from loans receivable	應收貸款之利息收入	16,377	741
		325,445	368,857
Other income and gains	其他收入及收益		
Gain on disposals of property, plant and equipment	出售物業、廠房及設備收益	4	-
Bank interest income	銀行利息收入	121	205
Net gain on financial assets at fair value through profit or loss	以公平值計量且變動計入當期損益的財務資產淨收益	2,320	102
Sundry income	雜項收益	1,063	308
		3,508	615

8. FINANCE COSTS

8. 融資成本

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest on borrowings	借貸利息	565	376
Interest on margin loan payable	應付孖展貸款利息	51	64
Interest on obligations under finance leases	融資租賃承擔的利息	26	38
		642	478

Notes to the Financial Statements

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

9. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging/(crediting):

9. 除所得稅前虧損

除所得稅前虧損乃經扣除／(計入)下列各項後達致：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Amortisation of payments for leasehold land held for own use under operating lease	於經營租賃下持作自用的租賃土地付款攤銷	54	54
Auditor's remuneration	核數師酬金	780	730
Cost of inventories recognised as expense	已確認為開支的存貨成本	229,856	274,778
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,955	1,838
Foreign exchange losses, net (Gain)/loss on disposals of property, plant and equipment	匯兌虧損淨額 出售物業、廠房及設備(收益)／虧損	502 (4)	1,343 6
Impairment on loans receivable	應收貸款減值	165	-
Provision for impairment on inventories	存貨減值撥備	1,519	6,334
Provision for impairment on trade receivables (note 19)	貿易應收款項減值撥備(附註19)	-	777
Operating lease charges in respect of land and buildings	土地及樓宇經營租賃費用	7,464	4,057
Employee benefit expense (including directors' emoluments (note 10))	僱員福利開支(包括董事酬金(附註10))		
- Wages and salaries	- 工資及薪金	76,513	58,631
- Pension scheme contribution	- 退休計劃供款		
- defined contribution plans	- 界定供款計劃	2,608	2,440
- Other benefits	- 其他福利	3,020	3,103
		82,141	64,174

Notes to the Financial Statements

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

10. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

10. 董事酬金及五名最高薪人士

(a) Directors' emoluments

The emoluments of each of the directors for the years presented are set out below:

(a) 董事酬金

於所列年度每名董事的酬金如下：

		Salaries, allowances and benefits in kind		Pension scheme contributions	Total
		Fees	in kind		
		袍金	薪金、津貼及實物福利	退休計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	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				
<i>Executive directors:</i>	<i>執行董事：</i>				
Mr. Guo Lin (appointed on 5 June 2017)	郭林先生 (於二零一七年六月五日獲委任)	-	687	-	687
Mr. Zhang Yu (appointed on 23 November 2017)	張宇先生 (於二零一七年十一月二十三日獲委任)	-	746	-	746
Mr. Jiang Mingsheng (appointed on 5 June 2017)	姜明生先生 (於二零一七年六月五日獲委任)	-	343	-	343
Mr. Wang Zhou (appointed on 5 June 2017)	王洲先生 (於二零一七年六月五日獲委任)	-	343	-	343
Mr. Jiang Tianqing (appointed on 5 June 2017)	蔣恬青先生 (於二零一七年六月五日獲委任)	-	343	-	343
Mr. Hubert Tien	田曉勃先生	-	2,015	18	2,033
Mr. Liu Chun Fai (appointed on 24 November 2016)	廖晉輝先生 (於二零一六年十一月二十四日獲委任)	-	497	18	515
Mr. Chen Gang (retired on 26 May 2017)	陳綱先生 (於二零一七年五月二十六日退休)	-	199	6	205
Mr. Qu Chengbiao (retired on 26 May 2017)	瞿成彪先生 (於二零一七年五月二十六日退休)	-	97	-	97
Mr. Yeung Kwok Leung (appointed on 7 September 2016 and resigned on 5 June 2017)	楊國良先生 (於二零一六年九月七日獲委任及於二零一七年六月五日辭任)	-	328	9	337
Mr. Cheng Tze Kit Larry (appointed on 24 November 2016 and resigned on 5 June 2017)	鄭子傑先生 (於二零一六年十一月二十四日獲委任及於二零一七年六月五日辭任)	-	430	9	439
		-	6,028	60	6,088
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>				
Mr. Lu Hongbing (appointed on 5 June 2017)	呂紅兵先生 (於二零一七年六月五日獲委任)	137	-	-	137
Mr. Tang Shu Pui, Simon (appointed on 22 August 2016)	鄧澍培先生 (於二零一六年八月二十二日獲委任)	161	-	-	161
Mr. Hon Ming Sang (appointed on 2 November 2016)	韓銘生先生 (於二零一六年十一月二日獲委任)	161	-	-	161
Mr. Tse Yuen Ming (appointed on 2 November 2016 and resigned on 5 June 2017)	謝遠明先生 (於二零一六年十一月二日獲委任及於二零一七年六月五日辭任)	52	-	-	52
		511	-	-	511
Total emoluments	酬金總額	511	6,028	60	6,599

Notes to the Financial Statements

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

10. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(a) Directors' emoluments (Continued)

The emoluments of each of the directors for the years presented are set out below: (Continued)

		Fees	Salaries	Pension	Total
			allowances and benefits in kind	scheme contributions	
			薪金、津貼及袍金	退休計劃供款	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度				
Executive directors:	執行董事：				
Mr. Chen Gang	陳綱先生	-	240	-	240
Mr. Qu Chengbiao	瞿成彪先生	-	240	-	240
Mr. Hubert Tien	田曉勃先生	-	2,770	18	2,788
Mr. Farzad Gozashti (resigned on 2 November 2016)	Farzad Gozashti 先生 (於二零一六年十一月二日辭任)	-	2,364	-	2,364
Mr. Yeung Kwok Leung	楊國良先生	-	113	-	113
Mr. Cheng Tze Kit Larry	鄭子傑先生	-	99	-	99
Mr. Liu Chun Fai	廖晉輝先生	-	37	-	37
		-	5,863	18	5,881
Independent non-executive directors:	獨立非執行董事：				
Mr. Chan Kin Sang (resigned on 9 December 2016)	陳健生先生 (於二零一六年十二月九日辭任)	113	-	-	113
Mr. Lai Man Sing (resigned on 2 November 2016)	黎文星先生 (於二零一六年十一月二日辭任)	101	-	-	101
Ms. Luo Dan (resigned on 19 December 2016)	羅丹女士 (於二零一六年十二月十九日辭任)	136	-	-	136
Mr. Tang Shu Pui, Simon	鄧澍培先生	43	-	-	43
Mr. Tang Tsz Kai, Kevin (resigned on 2 November 2016)	鄧子楷先生 (於二零一六年十一月二日辭任)	101	-	-	101
Mr. Tse Yuen Ming	謝遠明先生	20	-	-	20
Mr. Hon Ming Sang	韓銘生先生	20	-	-	20
		534	-	-	534
Total emoluments	酬金總額	534	5,863	18	6,415

10. 董事酬金及五名最高薪人士 (續)

(a) 董事酬金 (續)

於所列年度每名董事的酬金如下：(續)

Notes to the Financial Statements

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

10. DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(b) Five highest paid individuals

The five highest paid individuals of the Group included 1 (2016: 2) director for the year whose emoluments are reflected in note 10(a). The analysis of the emoluments of the remaining 4 (2016: 3) highest paid individuals for the year is 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
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	12,514	8,262

Number of non-director highest paid employees whose emoluments fell within the following bands is as follows:

		Number of employees 僱員人數	
		2017 二零一七年	2016 二零一六年
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	-	1
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	2	1
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	1	-
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至 4,000,000 港元	1	1
		4	3

(c) During the years ended 31 December 2017 and 2016, no director or any of the highest paid individuals waived or agreed to waive any emoluments and there were no emoluments paid by the Group to the directors or any of the highest paid individuals of the Group as an inducement to join or upon joining the Group or as compensation for loss of office.

10. 董事酬金及五名最高薪人士 (續)

(b) 五名最高薪人士

本年度本集團的五名最高薪人士包括一名(二零一六年: 兩名)董事, 他們的酬金已反映在附註10(a)。其餘四名(二零一六年: 三名)最高薪人士於本年度的酬金分析如下:

酬金處於以下範圍的非董事最高薪僱員人數如下:

(c) 於截至二零一七年及二零一六年十二月三十一日止年度, 概無董事或任何最高薪人士放棄或同意放棄任何酬金, 且本集團概無向董事或任何最高薪人士支付任何酬金, 作為加入本集團或加入後的獎賞, 或離職補償。

Notes to the Financial Statements

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

11. INCOME TAX EXPENSE

11. 所得稅開支

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current income tax charged for the year:	本年度即期所得稅開支：		
Hong Kong profits tax	香港利得稅	1,845	–
PRC enterprise income tax (“EIT”)	中國企業所得稅（「企業所得稅」）	1,754	658
USA corporate income tax	美國企業所得稅	–	12
		3,599	670
Deferred tax (note 28)	遞延稅項（附註28）	(1,842)	331
		1,757	1,001

(i) Pursuant to the rules and regulations of the British Virgin Islands (“BVI”) and the Cayman Islands, the Group is not subject to any taxation under these jurisdictions.

(ii) Hong Kong profits tax is calculated at 16.5% (2016: 16.5%) on the estimated assessable profits arising in Hong Kong during the year.

(iii) PRC EIT is provided at 25% (2016: 25%) on the estimated assessable profits of the Group’s PRC subsidiary for the year.

Under the law of the PRC on EIT, corporate withholding income tax is levied on the foreign investor for the dividends distributed out of the profits generated by the foreign investment enterprises. The Group’s applicable withholding income tax rate is 5% (2016: 5%).

(iv) The USA corporate income tax comprises federal income tax calculated at 15% and state and local income tax calculated at various rates on the estimated assessable profits of the Group’s subsidiary in the USA.

(i) 根據英屬維爾京群島（「英屬維爾京群島」）及開曼群島的規則和法例，本集團毋須繳納該等司法權區的任何稅項。

(ii) 香港利得稅按本年度在香港產生的估計應課稅溢利的16.5%（二零一六年：16.5%）計算。

(iii) 中國企業所得稅乃按本集團中國附屬公司本年度的估計應課稅溢利的25%（二零一六年：25%）計提撥備。

根據中國企業所得稅法，對外國投資者就外資企業所產生之溢利分派之股息徵繳企業預扣所得稅。本集團適用之預扣所得稅稅率為5%（二零一六年：5%）。

(iv) 美國企業所得稅包括按本集團於美國的附屬公司的估計應課稅溢利按15%計算的聯邦所得稅以及按不同稅率計算的州及地方所得稅。

Notes to the Financial Statements

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

11. INCOME TAX EXPENSE (Continued)

A reconciliation of income tax expense applicable to loss before income tax at the statutory tax rate to the income tax expense at the effective tax rate 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
Loss before income tax	除所得稅前虧損	(13,875)	(17,768)
Tax calculated at the rates applicable to profits in the tax jurisdictions concerned	以適用於有關稅務司法權區溢利的稅率計算的稅項	3,944	(2,004)
Tax effect of non-deductible expenses	不能扣稅開支的稅務影響	(2,542)	3,029
Others	其他	355	(24)
Income tax expense	所得稅開支	1,757	1,001

11. 所得稅開支 (續)

按法定稅率計算對除所得稅前虧損適用的所得稅開支，與按實際稅率釐定的所得稅開支的對賬如下：

12. DIVIDENDS

No interim dividend was declared during the year (2016: Nil) and the board of directors of the Company does not recommend the payment of any final dividend for the year ended 31 December 2017 (2016: Nil).

13. LOSS PER SHARE

The calculations of basic loss per share are based on the loss for the year attributable to owners of the Company of approximately HK\$15,632,000 (2016: HK\$18,769,000) and the weighted average of 1,404,904,110 (2016: 649,890,710) shares in issue during the year.

Diluted loss per share are the same as the basic loss per share as there were no dilutive potential ordinary shares in existence during the years.

12. 股息

本年度並無宣派中期股息（二零一六年：無），且本公司董事會不建議派付截至二零一七年十二月三十一日止年度的末期股息（二零一六年：無）。

13. 每股虧損

每股基本虧損乃根據本公司擁有人應佔年度虧損約15,632,000港元（二零一六年：18,769,000港元）及年內已發行股份的加權平均數1,404,904,110股（二零一六年：649,890,710股）計算。

因為於年內並無任何潛在可攤薄普通股，故每股攤薄虧損等同每股基本虧損。

Notes to the Financial Statements

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

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Buildings	Leasehold improvements	Machinery	Furniture, fixtures and office equipment	Motor vehicles	Total
		樓宇	租賃物業裝修	機器	傢俬、裝置及辦公室設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2016	於二零一六年一月一日						
Cost	成本	16,553	5,669	3,854	9,264	1,178	36,518
Accumulated depreciation	累計折舊	(6,053)	(5,650)	(2,165)	(7,380)	(693)	(21,941)
Net carrying amount	賬面淨值	10,500	19	1,689	1,884	485	14,577
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度						
Opening net carrying amount	年初賬面淨值	10,500	19	1,689	1,884	485	14,577
Additions	添置	-	14	104	469	-	587
Disposals	出售	-	-	(12)	-	-	(12)
Depreciation	折舊	(723)	(8)	(293)	(659)	(155)	(1,838)
Exchange differences	匯兌差額	(586)	2	(95)	(20)	(24)	(723)
Closing net carrying amount	年末賬面淨值	9,191	27	1,393	1,674	306	12,591
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						
Cost	成本	15,596	5,411	3,609	9,411	1,410	35,437
Accumulated depreciation	累計折舊	(6,405)	(5,384)	(2,216)	(7,737)	(1,104)	(22,846)
Net carrying amount	賬面淨值	9,191	27	1,393	1,674	306	12,591
Year ended 31 December 2017	截至二零一七年十二月三十一日止年度						
Opening net carrying amount	年初賬面淨值	9,191	27	1,393	1,674	306	12,591
Additions	添置	-	11,036	162	4,847	836	16,881
Disposals	出售	-	-	(21)	(2)	(20)	(43)
Depreciation	折舊	(725)	(1,014)	(295)	(765)	(156)	(2,955)
Exchange differences	匯兌差額	592	-	91	19	22	724
Closing net carrying amount	年末賬面淨值	9,058	10,049	1,330	5,773	988	27,198
At 31 December 2017	於二零一七年十二月三十一日						
Cost	成本	16,639	16,744	3,899	14,437	2,122	53,841
Accumulated depreciation	累計折舊	(7,581)	(6,695)	(2,569)	(8,664)	(1,134)	(26,643)
Net carrying amount	賬面淨值	9,058	10,049	1,330	5,773	988	27,198

Notes to the Financial Statements

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

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

As at 31 December 2017, the Group's buildings with net carrying amounts of approximately HK\$4,793,000 (2016: HK\$4,876,000) were pledged to secure the Group's bills payable (note 25).

As at 31 December 2017, the net carrying amounts of the Group's assets under finance leases included in the total amounts of furniture, fixtures and office equipment amounted to approximately HK\$662,000 (2016: HK\$598,000).

14. 物業、廠房及設備 (續)

於二零一七年十二月三十一日，賬面淨值約4,793,000港元（二零一六年：4,876,000港元）的本集團的樓宇已被抵押，以擔保本集團的應付票據（附註25）。

於二零一七年十二月三十一日，已計入傢俬、裝置及辦公室設備總額的本集團融資租賃項下資產的賬面淨值為約662,000港元（二零一六年：598,000港元）。

15. PAYMENTS FOR LEASEHOLD LAND HELD FOR OWN USE UNDER OPERATING LEASE

Net carrying amount at 1 January	於一月一日賬面淨值		
Amortisation	攤銷	(54)	(54)
Exchange differences	匯兌差額	122	(107)
Net carrying amount at 31 December	於十二月三十一日賬面淨值	1,860	1,792
Less: Current portion (note 21)	減：即期部分（附註21）	(54)	(54)
Non-current portion	非即期部分	1,806	1,738

The lease prepayments of the Group represent the Group's land use right in respect of a land located in the PRC which is held under a medium-term lease. Land use right is pledged to secure the Group's bills payable as at the reporting date (note 25).

15. 於經營租賃下持作自用的租賃土地付款

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net carrying amount at 1 January	1,792	1,953
Amortisation	(54)	(54)
Exchange differences	122	(107)
Net carrying amount at 31 December	1,860	1,792
Less: Current portion (note 21)	(54)	(54)
Non-current portion	1,806	1,738

本集團的租賃預付款指本集團就一幅位於中國以中期租約持有的土地的土地使用權。於報告日期，土地使用權已被抵押，以擔保本集團的應付票據（附註25）。

Notes to the Financial Statements

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

16. GOODWILL

16. 商譽

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cost at 1 January	於一月一日之成本	99,109	–
Acquisition of a subsidiary (note 33)	收購一間附屬公司 (附註 33)	–	99,109
Cost at 31 December	於十二月三十一日之成本	99,109	99,109
Accumulated impairment loss at 1 January	於一月一日之累計減值虧損	(11,453)	–
Impairment during the year	年內減值	–	(11,453)
Accumulated impairment loss at 31 December	於十二月三十一日之累計減值虧損	(11,453)	(11,453)
Carrying amount as at 31 December	於十二月三十一日之賬面值	87,656	87,656

For the purpose of impairment testing, goodwill is allocated to the CGU in relation to the Group's provision of money lending services in Hong Kong.

The recoverable amount of the CGU has been determined from value in use calculation based on cash flow projections from formally approved budgets covering a five-year period. The discount rate applied to the cash flow projections is 16.3% (2016: 17.2%). Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3% (2016: 2%), which does not exceed the long-term growth rate for market in Hong Kong. The discount rate used is pre-tax and reflect specific risks relating to the relevant CGU. The growth rate within the five-year period have been based on past experience.

就減值測試而言，商譽分配至與本集團於香港提供貸款融資服務有關的現金產生單位。

現金產生單位的可收回金額根據涵蓋五年期正式獲批准預算所載現金流量預測計算的使用價值釐定。適用於現金流量預測的貼現率為16.3% (二零一六年：17.2%)。超過五年期的現金流量按估計加權平均增長率3% (二零一六年：2%) 推算，該增長率並無超過香港的市場長期增長率。所用貼現率為稅前貼現率，反映與相關現金產生單位有關的特定風險。五年期增長率按過往經驗而釐定。

Notes to the Financial Statements

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

17. INTANGIBLE ASSETS

17. 無形資產

		Money lending license 貸款融資牌照 HK\$'000 千港元
Cost and carrying value	成本及賬面值	
As at 1 January 2016	於二零一六年一月一日	-
Addition (note 33)	添置 (附註33)	800
As at 31 December 2016 and 2017	於二零一六年及二零一七年十二月三十一日	800

The license has a legal life of 1 year but is renewable every year at minimal cost. The directors of the Company are of the opinion that the Group would renew the license continuously and has the ability to do so. Various studies including product life cycle studies, market, competitive and environmental trends, and brand extension opportunities have been performed by management of the Group, which supports that the license has no foreseeable limit to the period over which the provision of services restricted by license are expected to generate net cash flows for the Group.

As a result, the license is considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The license will not be amortised until its useful life is determined to be finite. Instead, it will be tested for impairment annually and whenever there is an indication that it may be impaired.

牌照之法律年期為1年，但可以最低成本每年續期。本公司董事認為本集團將會持續為牌照續期，並擁有此能力。本集團管理層已進行多項研究，包括產品年期研究、市場、競爭及環境趨勢、以及品牌擴大機遇，該等研究支持牌照年期並無預期限制，而提供該牌照限制之服務可於其年期期間為本集團帶來現金流量淨額。

因此，本集團管理層認為該牌照具有無限使用年期，因為預期該牌照可無限提供現金流入淨額。牌照將不會獲攤銷，直至其使用年期被釐定為有限，或於每年及當顯示其可能獲減值時測試其減值。

Notes to the Financial Statements

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

17. INTANGIBLE ASSETS (Continued)

The recoverable amount of CGU containing the license is determined on a value-in-use calculation. Management of the Group prepared a cash flow forecast based on financial budgets approved by management covering a 5-year period, and discount rate of 16.3% (2016: 17.2%). The forecast for the budgeted period was based on the approved loan agreements entered before the reporting date. Management believes that any reasonably possible change in the discount rate would not cause the carrying amount of the CGU containing a license to exceed the recoverable amount of the CGU.

17. 無形資產 (續)

包含牌照之現金產生單位之可收回金額乃按照所計算之使用價值釐定。本集團管理層基於經管理層批准五年期間之財政預算作出現金流量預測，及貼現率為16.3% (二零一六年：17.2%)。預算期乃根據報告日期前訂立之獲批准貸款協議作出預測。管理層相信，貼現率之任何合理可能變動將不會導致包含牌照之現金產生單位之賬面值超過現金產生單位之可收回金額。

18. INVENTORIES

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Raw materials and consumables	原料及耗材	3,266	4,633
Work in progress	在製品	765	1,476
Finished goods	製成品	5,282	10,817
		9,313	16,926

18. 存貨

19. TRADE AND BILLS RECEIVABLES

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade receivables	貿易應收款項	42,613	60,979
Less: provision for impairment loss	減：減值虧損撥備	-	(777)
		42,613	60,202
Bills receivable	應收票據	10,176	3,283
		52,789	63,485

19. 貿易應收款項及應收票據

Notes to the Financial Statements

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

19. TRADE AND BILLS RECEIVABLES (Continued)

Trade receivables are recognised at their original invoice amounts which represented their fair values at initial recognition. The Group's trade receivables are attributable to a number of independent customers with credit terms. Bills receivable are received from independent customers under the ordinary course of business. The Group normally allows a credit period ranging from 10 to 180 days (2016: 10 to 100 days) to its customers. Trade and bills receivables are non-interest bearing.

Ageing analysis of trade receivables based on invoice date and net of provision 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
0 to 30 days	0至30日	6,646	24,670
31 to 60 days	31至60日	10,560	10,569
61 to 90 days	61至90日	10,024	19,561
91 to 180 days	91至180日	13,623	4,390
Over 180 days	超過180日	1,760	1,012
		42,613	60,202

The movements in provision for impairment on trade receivables are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At beginning of year	於年初	777	-
Impairment loss recognised (note 9)	已確認的減值虧損(附註9)	-	777
Amount written off as uncollectible	不可收回的已撇銷款項	(777)	-
At end of year	於年末	-	777

19. 貿易應收款項及應收票據 (續)

貿易應收款項按原發票值確認，即該等貿易應收款項於初步確認時的公平值。本集團的貿易應收款項歸於多個具備信貸期的獨立客戶。應收票據為於日常業務過程中自獨立客戶收取。本集團通常准許其客戶介乎10至180天(二零一六年：10至100天)的信貸期。貿易應收款項及應收票據不計息。

根據發票日期的貿易應收款項(扣除撥備)賬齡分析如下：

貿易應收款項減值撥備的變動情況如下：

Notes to the Financial Statements

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

19. TRADE AND BILLS RECEIVABLES (Continued)

Included in the above provision for impairment on trade receivables is a provision for individual impaired trade receivables of HK\$777,000 with a carrying amount of HK\$777,000 as at 31 December 2016. The individually impaired receivable mainly relate to a customer who is in unexpected difficult financial difficulties.

As at the reporting date, the Group reviewed its trade receivables for evidence of impairment on both individual and collective basis. The Group provided for impairment loss on individual assessment based on the accounting policy stated in note 4.9(ii). The Group did not hold any collateral as security over the trade receivables. However, in order to minimise the credit risk of not receiving payments from its customers, the Group has entered into arrangements with a financial institution in the USA and a bank in Hong Kong (which in turn entered into certain arrangement with an insurance company in this connection) which offered trade receivable credit protection arrangement against the Group's trade receivables for certain major customers. As at 31 December 2017, trade receivables of approximately HK\$16,383,000 (2016: HK\$25,420,000) were under such arrangements of which if the Group ultimately becomes unable to collect the trade receivables, the Group will be entitled to receive compensation for the trade receivables from the financial institution or the bank.

19. 貿易應收款項及應收票據 (續)

上述貿易應收款項的減值撥備中包括於二零一六年十二月三十一日賬面值為777,000港元的個別已減值貿易應收款項777,000港元。個別已減值應收款項主要與一名處於意料之外財務困難的客戶有關。

於報告日期，本集團按個別和集體基準審視其貿易應收款項，以查明是否有任何減值的憑據。本集團根據附註4.9(ii)所述的會計政策，按個別評估方式就減值虧損作出撥備。本集團並無就貿易應收款項持有任何抵押品。然而，為盡量降低無法自客戶收取款項的信用風險，本集團已與美國一家金融機構及香港一家銀行訂立安排（而該金融機構及銀行則就此與保險公司訂立若干安排），就若干主要客戶而言為本集團的貿易應收款項提供貿易應收款項信用保障安排。於二零一七年十二月三十一日，約16,383,000港元（二零一六年：25,420,000港元）的貿易應收款項受到有關安排保障，據此，如本集團最終未能收回貿易應收款項，本集團將有權獲該金融機構或銀行就有關貿易應收款項給予賠償。

Notes to the Financial Statements

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

19. TRADE AND BILLS RECEIVABLES (Continued)

Ageing analysis of trade receivables that were not impaired and based on due dates 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
Neither past due nor impaired	既未逾期亦無減值	26,210	31,828
Not more than 90 days past due	逾期不超過90日	7,242	27,070
91 days to not more than 180 days past due	逾期91日至不超過180日	5,890	667
181 days to not more than 1 year past due	逾期181日至不超過一年	2,675	68
More than 1 year past due	逾期超過一年	596	569
		42,613	60,202

Trade receivables which were neither past due nor impaired related to customers for whom there was no recent history of default.

Trade receivables that were past due but not impaired related to a number of customers that had a good track record of credit with the Group. Based on past credit history, the directors of the Company believe that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered to be fully recoverable.

19. 貿易應收款項及應收票據 (續)

並無減值及根據到期日的貿易應收款項賬齡分析如下：

既未逾期亦無減值的貿易應收款項涉及的客戶，均並無近期拖欠付款的記錄。

逾期但未減值的貿易應收款項所涉及的幾位客戶，在本集團均具有良好信用記錄。根據信用歷史，本公司董事認為毋須就此等結餘作出減值撥備，原因為信貸質素並無出現重大變動，而有關結餘仍被視為可全數收回。

Notes to the Financial Statements

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

20. LOANS AND INTEREST RECEIVABLES

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loans receivable	應收貸款	147,906	79,760
Interest receivables	應收利息	975	705
		148,881	80,465

The Group's loans and interest receivables, which arise from the money lending business of providing corporate loans, personal loans and property mortgage loans in Hong Kong, are denominated in HK\$.

As at 31 December 2017, loans and interest receivables of HK\$39,716,000 (2016: HK\$59,435,000) were unsecured while remaining loans and interest receivables of HK\$109,165,000 (2016: HK\$21,030,000) were secured by charges over certain properties in Hong Kong and personal properties such as diamonds and jewelries, and guaranteed by certain independent third parties. The interest rates on all loans receivable are fixed ranging from 2.3% to 36% (2016: 2.3% to 48%) per annum and loans receivable is due within 12 to 17 months and contains repayment on demand clause.

Ageing analysis of loans and interest receivables that were not impaired and based on due dates is as follows:

20. 應收貸款及應收利息

本集團的應收貸款及應收利息以港元計值，產生自於香港提供企業貸款、個人貸款及物業按揭貸款的貸款融資業務。

於二零一七年十二月三十一日，39,716,000港元的應收貸款及應收利息（二零一六年：59,435,000港元）為無抵押，而餘下109,165,000港元的應收貸款及應收利息（二零一六年：21,030,000港元）由質押若干香港物業及個人財產（如鑽石及珠寶）作抵押，並且由若干獨立第三方擔保。全部應收貸款的利率為固定，介乎每年2.3%至36%（二零一六年：2.3%至48%）及應收貸款於12至17個月內到期，並載有須按要求償還條款。

並無減值及根據到期日的應收貸款及應收利息賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Neither past due nor impaired	既未逾期亦無減值	147,081	80,300
Not more than 3 months past due	逾期不超過三個月	1,800	-
More than 1 year past due	逾期超過一年	-	165
		148,881	80,465

Notes to the Financial Statements

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

20. LOANS AND INTEREST RECEIVABLES (Continued)

Before granting loans to outsiders, the Group uses an internal credit assessment process to assess the potential borrower's credit quality and defines credit limits granted to borrowers. Limits attributed to borrowers are reviewed by the management regularly.

As at 31 December 2017, loans and interest receivables with carrying amount of approximately HK\$165,000 were fully impaired (2016: Nil). The individually impaired loans and interest receivables relate to customer that was in financial difficulties. Management believes that no impairment allowance is necessary in respect of remaining loans and interest receivables as there is no significant change in credit quality and the balances are still considered fully recoverable.

20. 應收貸款及應收利息 (續)

向外部人士授出貸款前，本集團使用內部信貸評估程序評估潛在借款人的信貸質素，並釐定給予借款人的信貸限額。給予借款人的貸款限額會由管理層定期檢討。

於二零一七年十二月三十一日，賬面值約165,000港元的應收貸款及應收利息獲全數減值(二零一六年：無)。個別已減值應收貸款及應收利息與發生財務困難的客戶有關。管理層認為，由於信貸質素並無重大變動，結餘仍被視為可全數收回，因此毋須就剩餘應收貸款及應收利息計提減值撥備。

21. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

21. 按金、預付款及其他應收款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current	非流動		
Deposits	按金	5,000	-
Current	流動		
Prepayments and other receivables, gross	預付款及其他應收款項，總額	12,053	21,596
Less: Provision for impairment losses	減：減值虧損撥備	(1,918)	(1,918)
Prepayments and other receivables, net	預付款及其他應收款項，淨額	10,135	19,678
Deposits	按金	7,071	3,071
Payments for leasehold land held for own use under operating lease (note 15)	於經營租賃下持作自用的租賃土地付款(附註15)	54	54
		17,260	22,803
		22,260	22,803

Notes to the Financial Statements

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

21. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES *(Continued)*

During the year, deposits of HK\$5,000,000 were paid by the Group under a series of sale and purchase agreements dated on 25 January 2017 and supplement agreements dated 22 December 2017 (collectively "S&P Agreements") between the Group and an independent third party in relation to the acquisitions of entire share capitals of Prior Securities Limited ("Prior Securities") and Prior Asset Management Limited ("Prior Asset"). The considerations for the acquisitions of Prior Securities and Prior Asset will be determined by respective net assets values plus HK\$6,200,000 and HK\$7,000,000 respectively and should not be exceeding a total consideration of HK\$30,900,000. The precedent conditions under the S&P Agreements had not completed and the acquisition of Prior Securities and Prior Asset have not yet completed as at 31 December 2017.

Other receivables that were neither past due nor impaired related to counterparties for whom there was no recent history of default. The directors of the Company consider that other receivables that were neither past due nor impaired at the reporting date under review are of good credit quality.

There was no movement in the provision for impairment of prepayments and other receivables during the years ended 31 December 2016 and 2017.

21. 按金、預付款及其他應收款項 *(續)*

年內，本集團根據日期為二零一七年一月二十五日的一系列買賣協議及日期為二零一七年十二月二十二日的補充協議（統稱「買賣協議」）支付按金5,000,000港元，買賣協議乃由本集團與一名獨立第三方就收購昇悅證券有限公司（「昇悅證券」）及昇悅資產管理有限公司（「昇悅資產」）的全部股本而訂立。收購昇悅證券及昇悅資產的代價將按各自資產淨值分別加上6,200,000港元7,000,000港元而釐定，並不得超過總代價30,900,000港元。於二零一七年十二月三十一日，買賣協議的先決條件尚未達成，故而收購昇悅證券及昇悅資產事宜並未完成。

既未逾期亦無減值的其他應收款項涉及的交易對手，均並無近期拖欠付款的記錄。本公司董事認為，該等既未逾期亦無減值的其他應收款項，於所回顧的報告日期均具備良好信貸質素。

截至二零一六年及二零一七年十二月三十一日止年度，預付款及其他應收款項減值撥備並無發生變動。

Notes to the Financial Statements

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

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

22. 以公平值計量且變動計入當期損益的財務資產

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Listed securities held for trading, at fair value	持作買賣的上市證券，按公平值		
– Equity securities listed in Hong Kong	– 於香港上市的股本證券	–	42,000

The fair values of the above listed securities are determined based on the quoted market bid prices available on the Hong Kong Stock Exchange or the market comparable approach at the end of the reporting period.

As at 31 December 2016, the Group's financial assets at fair value through profit or loss have been pledged as security for the Group's margin loan payable of approximately HK\$22,112,000 (note 27).

上述上市證券的公平值按於報告期末香港聯交所或市場比較法得到的市場報價釐定。

於二零一六年十二月三十一日，本集團以公平值計量且變動計入當期損益的財務資產已予抵押，作為本集團約22,112,000港元應付孖展貸款的擔保（附註27）。

23. PLEDGED BANK DEPOSITS

As at 31 December 2017, the Group's time deposits of HK\$4,522,000 (2016: HK\$3,567,000) and HK\$2,074,000 (2016: HK\$4,194,000) were pledged as securities for the Group's bills payable (note 25) and banking facilities respectively. These banking facilities amounting to HK\$12,500,000 (2016: HK\$60,300,000), which are also secured by the corporate guarantee of the Company, have not been utilised as at the reporting date.

As at 31 December 2017, pledged bank deposits carried interest at average market rates ranged from 0.14% to 1.55% (2016: 0.35% to 1.30%) per annum. The carrying amount of the Group's pledged bank deposits are denominated in HK\$ and Renminbi ("RMB").

23. 已抵押銀行存款

於二零一七年十二月三十一日，本集團的定期存款4,522,000港元（二零一六年：3,567,000港元）及2,074,000港元（二零一六年：4,194,000港元）已予抵押，分別作為本集團的應付票據（附註25）及銀行融資的擔保。於報告日期，該等12,500,000港元（二零一六年：60,300,000港元）之銀行融資（亦由本公司提供的公司擔保作抵押）尚未動用。

於二零一七年十二月三十一日，已抵押銀行存款以市場平均利率每年介乎0.14%至1.55%（二零一六年：0.35%至1.30%）計息。本集團已抵押銀行存款的賬面值以港元及人民幣（「人民幣」）計值。

Notes to the Financial Statements

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

24. CASH AND BANK BALANCES

24. 現金及銀行結存

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等值項目	164,736	54,150
Time deposits	定期存款	-	5,038
		164,736	59,188

Cash at banks earn interest at floating rates based on daily deposits rates. Short-term time deposits as at 31 December 2016 are made for three months and earns interest at short-term deposit rate ranged from 1.4% to 2.9% per annum.

As at 31 December 2017, the Group had cash and bank balances and pledged bank deposits denominated in RMB amounting to approximately HK\$6,235,000 (2016: HK\$9,247,000) which were placed with certain banks in the PRC. RMB is not freely convertible into other currencies and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC government. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through the banks that are authorised to conduct foreign exchange business.

存入銀行的現金按每日存款利率以浮動利率賺取利息。於二零一六年十二月三十一日短期存款存放三個月並按短期存款利率每年1.4%至2.9%賺取利息。

於二零一七年十二月三十一日，本集團的現金及銀行結存以及以人民幣計價的已抵押銀行存款約為6,235,000港元（二零一六年：9,247,000港元），存到中國境內的若干銀行。人民幣不能自由兌換其他貨幣，從中國匯款到境外亦受到中國政府的外匯管制措施規限。根據中國的《外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團獲准透過有權進行外匯業務的銀行將人民幣兌換為其他貨幣。

Notes to the Financial Statements

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

25. TRADE AND BILLS PAYABLES

25. 貿易應付款項及應付票據

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade payables	貿易應付款項	23,044	37,753
Bills payable	應付票據	14,351	11,891
		37,395	49,644

Credit periods of trade payables normally granted by its suppliers were ranging from 15 to 120 days (2016: from 15 to 120 days).

供應商給予本集團貿易應付款項的信貸期一般介乎15到120天(二零一六年: 15到120天)。

Ageing analysis of trade payables based on invoice date is as follows:

根據發票日期的貿易應付款項賬齡分析如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 to 30 days	0至30日	11,216	16,834
31 to 60 days	31至60日	2,239	3,558
61 to 90 days	61至90日	3,075	10,822
91 to 180 days	91至180日	2,950	3,112
Over 180 days	超過180日	3,564	3,427
		23,044	37,753

Bills payable are normally settled on 180-day (2016: 180-day) credit terms.

應付票據通常按180天(二零一六年: 180天)的信貸期結付。

Notes to the Financial Statements

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

26. ACCRUALS, OTHER PAYABLES AND RECEIPTS IN ADVANCE

26. 預提費用、其他應付款項及預收款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Accruals	預提費用	17,918	8,430
Other payables	其他應付款項	12,653	13,559
Receipts in advance	預收款項	8,898	4,667
		39,469	26,656

27. INTEREST-BEARING BORROWINGS

27. 計息借貸

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current portion:				
Bank overdraft, secured	即期部分： 銀行透支，有抵押	(a)	–	32,044
Margin loan payable, secured	應付孖展貸款，有抵押	(b)	–	22,112
Obligations under finance leases, secured	融資租賃承擔，有抵押	32(a)	325	254
			325	54,410
Non-current portion:				
Obligations under finance leases, secured	非即期部分： 融資租賃承擔，有抵押	32(a)	374	383
			699	54,793
Interests borne at rates per annum in the range of:	利息按介乎以下範圍之 年利率計算：			
– Fixed-rate borrowings	– 定息借貸		4.5% to 5% 4.5% 至 5%	5% to 8.25% 5% 至 8.25%
– Variable-rate borrowings	– 浮息借貸		N/A 不適用	5.25%

Notes to the Financial Statements

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

27. INTEREST-BEARING BORROWINGS (Continued)

The carrying amounts of the Group's interest bearing borrowings are denominated in HK\$. Total interest-bearing borrowings due for repayment based on the scheduled repayment dates are as follows:

27. 計息借貸 (續)

本集團計息借貸之賬面值以港元計值。基於預定還款日期的應償還計息借貸總額如下：

	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	325	54,410
More than one year, but not exceeding two years 一年以上但不超過兩年	176	268
More than two years, but not exceeding five years 兩年以上但不超過五年	198	115
	699	54,793

Notes:

- (a) As at 31 December 2016, bank overdraft of the Group was secured by a property of a director of a subsidiary of the Group, and guaranteed by a director of a subsidiary of the Group and an independent party.
- (b) As at 31 December 2016, margin loan payable of the Group was secured by financial assets at fair value through profit or loss of the Group (note 22) and carried a fixed interest rate at 8.25% per annum.

附註：

- (a) 於二零一六年十二月三十一日，本集團的銀行透支由本集團附屬公司的一名董事的物業作抵押，並且由本集團附屬公司的一名董事以及一名獨立第三方擔保。
- (b) 於二零一六年十二月三十一日，本集團的應付孖展貸款由本集團以公平值計量且變動計入當期損益的財務資產作抵押（附註22）及按固定年利率8.25%計息。

Notes to the Financial Statements

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

28. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

		Tax losses 稅項虧損 HK\$'000 千港元
As at 1 January 2016	於二零一六年一月一日	-
Credited to profit or loss for the year	計入年內損益	742
As 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	742
Credited to profit or loss for the year	計入年內損益	769
As at 31 December 2017	於二零一七年十二月三十一日	1,511

Deferred tax assets are recognised for tax losses carried forwards to the extent that realisation of the related tax benefit through the future taxable profits is probable.

Deferred tax liabilities

		Withholding taxes on undistributed profits of PRC subsidiaries 中國附屬公司 未分配溢利預扣稅 HK\$'000 千港元
As at 1 January 2016	於二零一六年一月一日	-
Charged to profit or loss for the year	自年內損益扣除	1,073
As 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	1,073
Credited to profit or loss for the year	計入年內損益	(1,073)
As at 31 December 2017	於二零一七年十二月三十一日	-

28. 遞延稅項

年內遞延稅項資產及負債變動如下：

遞延稅項資產

遞延稅項資產乃根據於透過可能產生的未來應課稅溢利變現為相關稅項收益時將稅項虧損結轉確認。

遞延稅項負債

Notes to the Financial Statements

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

28. DEFERRED TAX (Continued)

Deferred tax liabilities (Continued)

Under the EIT Law of the PRC, withholding income tax is imposed on dividends declared in respect of profits earned by PRC subsidiary from 1 January 2008 onwards. A lower withholding income tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. The applicable rate for the Group is 5% (2016: 5%). In estimating the withholding income taxes on dividends expected to be distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008, the directors have made an assessment based on the factors which included the dividend policy and the level of capital and working capital required for the Group's operations in the foreseeable future. As at 31 December 2017, temporary differences relating to the undistributed profits of the PRC subsidiaries for which deferred tax liabilities have not been recognised amounted to approximately HK\$2,148,000 (2016: HK\$1,531,000).

28. 遞延稅項 (續)

遞延稅項負債 (續)

根據中國企業所得稅法，自二零零八年一月一日起，中國附屬公司按所賺取之溢利而分派的股息須徵收預扣稅。倘中國與外商投資者司法權區間有稅務條約，可能實施較低預扣所得稅。本集團適用稅率為5%（二零一六年：5%）。於估計該等於中國成立的附屬公司就自二零零八年一月一日起產生盈利預計將分派股息之預扣所得稅時，董事已基於包括股息政策及本集團業務於可預見未來所需資金及營運資本水平等因素作出評估。於二零一七年十二月三十一日，有關中國附屬公司的未分派溢利（尚未確認遞延稅項負債）的暫時差額為約2,148,000港元（二零一六年：1,531,000港元）。

29. SHARE CAPITAL

29. 股本

		Number of ordinary shares at HK\$0.01 each 每股面值 0.01 港元 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised:	法定：		
At 1 January 2016, 31 December 2016 and 31 December 2017	於二零一六年一月一日、 二零一六年十二月三十一日 及二零一七年十二月三十一日	10,000,000,000	100,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2016	於二零一六年一月一日	600,000,000	6,000
Issue of ordinary shares by placement	通過配售發行普通股 (a)	120,000,000	1,200
Issue of ordinary shares for acquisition	就收購發行普通股 (b)	110,000,000	1,100
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	830,000,000	8,300
Issue of ordinary shares by placement	通過配售發行普通股 (c)	860,000,000	8,600
At 31 December 2017	於二零一七年十二月三十一日	1,690,000,000	16,900

Notes to the Financial Statements

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

29. SHARE CAPITAL (Continued)

The movements in share capital of the Company were as follows:

- (a) In connection with the placement, an aggregate of 120,000,000 new ordinary shares of the Company of HK\$0.01 each were issued at a price of HK\$0.52 per share on 2 September 2016.
- (b) On 28 November 2016, approximately 110,000,000 shares were issued in respect of the acquisition of a subsidiary (note 33).
- (c) On 26 January 2017, the Company entered into a subscription agreement (the "Subscription Agreement") with New Seres, pursuant to which New Seres has agreed to subscribe for and the Company has agreed to allot and issue an aggregate of 860,000,000 new shares at a total consideration of HK\$204,680,000 at the price of HK\$0.238 per share. The placement under Subscription Agreement was completed on 2 May 2017.

30. RESERVES

(a) Share premium

The share premium account represents the excess of the proceeds received over the nominal value of the Company's shares issued, net of share issue costs.

29. 股本 (續)

本公司股本的變動如下：

- (a) 就配售而言，本公司合共120,000,000股每股面值0.01港元的新普通股已於二零一六年九月二日按每股0.52港元的價格發行。
- (b) 於二零一六年十一月二十八日，就收購一間附屬公司已發行約110,000,000股股份（附註33）。
- (c) 於二零一七年一月二十六日，本公司與New Seres 訂立認購協議（「認購協議」），據此New Seres 已同意按每股0.238港元的價格認購及本公司已同意配發及發行合共860,000,000股新股份，代價總額為204,680,000港元。根據認購協議進行的配售已於二零一七年五月二日完成。

30. 儲備

(a) 股份溢價

股份溢價賬指已收所得款項超出本公司已發行股份面值（扣除股份發行費用）的金額。

Notes to the Financial Statements

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

30. RESERVES (Continued)

(b) Merger reserve

Merger reserve of the Group represents the difference between the nominal value of the share capital of the subsidiaries acquired by the Company pursuant to certain reorganisation of the Group and the nominal value of the shares issued by the Company.

(c) Statutory reserve

According to the relevant PRC laws, the subsidiary established in the PRC is required to transfer at least 10% of its net profit after tax, as determined under the PRC accounting regulation, to a statutory reserve until the reserve balance reaches 50% of the subsidiary's registered capital. The transfer of this reserve must be made before the distribution of dividend to the subsidiary's equity owners. The statutory reserve is non-distributable other than upon the liquidation of the subsidiary.

(d) Translation reserve

Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries. The reserve is dealt with in accordance with the accounting policy set out in note 4.4.

30. 儲備 (續)

(b) 合併儲備

本集團的合併儲備指本公司根據本集團若干重組所收購附屬公司的股本面值與本公司已發行股份面值之間的差額。

(c) 法定儲備

根據相關中國法律，在中國成立的附屬公司須至少將其除稅後純利的10%（根據中國會計規例釐定）撥入法定儲備，直至儲備結餘達到附屬公司註冊資本的50%為止。該儲備的轉撥須在向附屬公司股權擁有人分派股息之前作出。除附屬公司清盤外，法定儲備不得分派。

(d) 換算儲備

換算儲備包括換算海外附屬公司的財務報表所產生的全部匯兌差額。該儲備根據附註4.4載列的會計政策進行處理。

Notes to the Financial Statements

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

31. NOTE TO CONSOLIDATED STATEMENTS OF CASH FLOWS

Reconciliation of liabilities arising from financing activities

31. 綜合現金流量表附註

融資活動產生的負債對賬

		Margin loan payable 應付孖展貸款 (Note 27(b)) (附註 27(b)) HK\$'000 千港元	Obligations under finance leases 融資租賃 承擔 (Note 32(a)) (附註 32(a)) HK\$'000 千港元	Other interest-bearing borrowings 其他計息 銀行借貸 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	22,112	637	-
Changes from cash flows:	現金流量變動：			
Proceeds from interest-bearing borrowings	計息借貸所得款項	-	-	44,247
Repayments of interest-bearing borrowings	償還計息借貸	-	(254)	(44,247)
Interest paid	已付利息	(51)	(26)	(565)
Other changes	其他變動			
Interest expenses	利息開支	51	26	565
Additions of property, plant and equipment	添置物業、廠房及設備	-	316	-
Settlement of financial assets at fair value through profit or loss	以公平值計量且變動計入當期損益的財務資產結算	(22,112)	-	-
At 31 December 2017	於二零一七年十二月三十一日	-	699	-

Notes to the Financial Statements

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

32. LEASE COMMITMENTS

(a) Finance lease commitments

The Group leased its office equipment under a finance lease with an average lease term of 5 years. The Group's obligation under finance lease is secured by the lessor's title to the leased asset.

Interest rate underlying all obligations under finance lease is fixed at respective contract date at 4.5%-5.0% (2016: 5.0%) per annum.

Future minimum rental payables are 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	351	280
In the second to fifth years	第二至五年	400	398
		751	678
Less: Future finance charges	減：未來融資支出	(52)	(41)
Present value of minimum lease payments	最低租賃付款現值	699	637

Present value of minimum lease payments included in consolidated statement of financial position 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
Interest-bearing borrowings – Current portion	計息借貸 – 即期部分	325	254
Interest-bearing borrowings – Non-current portion	計息借貸 – 非即期部分	374	383
		699	637

32. 租賃承擔

(a) 融資租賃承擔

本集團根據融資租賃（平均租賃年期為五年）租賃其辦公室設備。本集團於融資租賃項下之責任由出租人對租賃資產之擁有權作擔保。

融資租賃項下所有相關責任之年息率於各個合約日期固定為4.5%-5.0%（二零一六年：5.0%）。

未來應付最低租金載列如下：

計入綜合財務狀況表的最低租賃付款現值如下：

Notes to the Financial Statements

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

32. LEASE COMMITMENTS (Continued)

(b) Operating lease commitments

Future minimum rental payable under non-cancellable operating lease of the Group in respect of land and buildings are 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	8,332	4,641
In the second to fifth years	第二至五年	4,025	8,824
		12,357	13,465

The Group leases certain properties under operating leases. The leases run for an initial period of 1 year to 5 years (2016: 1 year to 5 years). None of these leases include any contingent rentals.

33. BUSINESS COMBINATION

On 5 September 2016, the Group entered into a sale and purchase agreement with Favor Way Investments Limited (the "Vendor") to acquire 100% equity interests in Delta Wealth Finance Limited ("Delta Wealth"), which were engaged in provision of money lending services in Hong Kong, and assigned by the Vendor a loan receivable from Delta Wealth of approximately HK\$4,546,000.

The transaction was completed on 28 November 2016 while the consideration was satisfied in form of cash of approximately HK\$25,000,000 and issuance of 110,000,000 ordinary shares of the Company with fair value amounted to approximately HK\$89,100,000 as at the date of completion.

32. 租賃承擔 (續)

(b) 經營租賃承擔

本集團根據不可註銷經營租賃就土地及樓宇應付之未來最低租金載列如下：

		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	8,332	4,641
In the second to fifth years	第二至五年	4,025	8,824
		12,357	13,465

根據經營租賃，本集團租賃若干物業。租賃初步為期一至五年（二零一六年：一至五年）。此等租賃概不包括任何或然租金。

33. 業務合併

於二零一六年九月五日，本集團與 Favor Way Investments Limited (「賣方」) 訂立買賣協議以收購融富財務有限公司 (「融富」) (於香港從事提供貸款融資服務) 的全部股本權益，並接收一筆賣方轉讓約 4,546,000 港元的融富應收貸款。

交易已於二零一六年十一月二十八日完成，而代價已由本公司通過現金約 25,000,000 港元及發行 110,000,000 股普通股 (於完成日期的公平值為約 89,100,000 港元) 的方式支付。

Notes to the Financial Statements

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

33. BUSINESS COMBINATION (Continued)

33. 業務合併 (續)

Details of the net assets acquired and goodwill are as follows:

所收購資產淨值及商譽的詳情如下：

		HK\$'000 千港元
Purchase consideration:	購買代價：	
– settled by cash	– 以現金支付	25,000
– settled by 110,000,000 new shares of the Company	– 以本公司110,000,000股新股份支付	89,100
Assignment of loan receivable	轉讓應收貸款	(4,546)
Fair value of net assets attributed to the Group acquired	所收購本集團應佔資產淨值的公平值	(10,445)
Goodwill	商譽	99,109

The assets and liabilities arising from the acquisition are as below:

收購產生的資產及負債如下：

		Fair Value 公平值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
Intangible assets	無形資產	800	–
Loan and interest receivables	應收貸款及利息	47,460	47,460
Cash and bank balances	現金及銀行結存	168	168
Accruals and other payables	預提費用及其他應付款項	(333)	(333)
Loan from the Vendor	賣方貸款	(4,546)	(4,546)
Bank overdrafts	銀行透支	(32,050)	(32,050)
Provision for taxation	稅項撥備	(1,054)	(1,054)
Net assets attributed to the Group acquired	收購本集團應佔資產淨值	10,445	9,645

Notes to the Financial Statements

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

33. BUSINESS COMBINATION (Continued)

An analysis of the cash flows in respect of the acquisition is as follows:

		HK\$'000 千港元
Cash and bank balances acquired	收購現金及銀行結存	168
Bank overdrafts acquired	收購銀行透支	(32,050)
Cash consideration	現金代價	(25,000)
Net cash outflow	現金流出淨額	(56,882)

Goodwill of HK\$99,109,000 arose in the acquisition of Delta Wealth because the consideration paid effectively included amounts in relation to the benefits of expected revenue growth, future market development and the assembled workforce of Delta Wealth. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. The goodwill is not expected to be deductible for tax purposes.

Delta Wealth contributed revenue of approximately HK\$741,000 and net loss of approximately HK\$11,461,000 (which includes impairment loss on goodwill of HK\$11,453,000 (note 16)) to the Group for the period from 28 November 2016 to 31 December 2016.

Had the combination been taken place on 1 January 2016, the revenue and the net loss of the Group for the year ended 31 December 2016 would have been HK\$377,708,000 and HK\$13,999,000 (which includes impairment loss of goodwill of HK\$11,453,000 (note 16)) respectively. These pro forma information are for illustrative purposes only and are not necessarily an indication of revenue and result of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2016, nor are they intended to be a projection of future results.

The acquisition-related costs expensed in the acquisition were not material and they had been expensed.

33. 業務合併 (續)

有關收購事項現金流分析如下：

	HK\$'000 千港元
Cash and bank balances acquired	168
Bank overdrafts acquired	(32,050)
Cash consideration	(25,000)
Net cash outflow	(56,882)

收購融富產生商譽99,109,000港元，乃因為實際支付的代價包括與預期收入增長、未來市場發展及融富配套員工的利益有關的金額。該等利益並未與商譽分開確認，原因是其不符合可識別無形資產的確認標準。預期該商譽不可作扣稅目的。

自二零一六年十一月二十八日起至二零一六年十二月三十一日止期間，融富為本集團帶來收入約741,000港元及虧損淨額約11,461,000港元（包括商譽之減值虧損11,453,000港元（附註16））。

倘於二零一六年一月一日進行合併，則本集團於截至二零一六年十二月三十一日止年度的收入及虧損淨額分別為377,708,000港元及13,999,000港元（包括商譽減值虧損11,453,000港元（附註16））。該等備考資料僅供說明之用，並不必然表示倘收購已於二零一六年一月一日完成本集團將會實際取得的收入及經營業績，亦無意將其作為未來業績的預測。

於收購事項支出的收購相關成本屬微不足道，已予以列支。

Notes to the Financial Statements

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

34. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following significant related party transactions during the year.

(a) Transaction with related party

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Rental expense charged by a fellow subsidiary of New Seres	New Seres 的一間同系附屬公司收取的租金費用	343	-

The directors of the Company are of the view that the transaction was entered in the ordinary and usual course of business of the Company and on normal commercial terms.

(b) Key management personnel remuneration

The Group defines directors as key management personnel and their remuneration are set out in note 10(a).

34. 關聯方交易

除財務報表其他部分詳述之交易外，本集團於本年度進行的主要關聯方交易如下：

(a) 與關聯方進行的交易

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Rental expense charged by a fellow subsidiary of New Seres	New Seres 的一間同系附屬公司收取的租金費用	343	-

本公司董事認為該等交易乃於本公司一般及日常業務過程中按正常商業條款訂立。

(b) 主要管理人員薪酬

本集團將董事界定為主要管理人員，而主要管理人員的薪酬載於附註 10(a)。

Notes to the Financial Statements

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

35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

35. 金融工具分類

於報告期末每個金融工具類別的賬面值如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Financial assets	財務資產		
Financial assets at fair value through profit or loss	以公平值計量且變動計入當期損益的財務資產	-	42,000
Loans and receivables	貸款及應收款項		
- Trade and bills receivables	- 貿易應收款項及應收票據	52,789	63,485
- Loans and interest receivables	- 應收貸款及利息	148,881	80,465
- Deposits and other receivables	- 按金及其他應收款項	14,559	18,301
- Pledged bank deposits	- 已抵押銀行存款	6,596	7,761
- Cash and bank balances	- 現金及銀行結存	164,736	59,188
		387,561	229,200
		387,561	271,200
Financial liabilities	財務負債		
Financial liabilities at amortised cost	按攤銷成本計量的財務負債		
- Trade and bills payables	- 貿易應付款項及應付票據	37,395	49,644
- Accruals and other payables	- 預提費用及其他應付款項	30,571	21,989
- Interest-bearing borrowings	- 計息借貸	699	54,793
		68,665	126,426

Notes to the Financial Statements

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

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close co-operation with the board of directors. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets.

(a) Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposures to currency risk arise mainly from its overseas sale transactions and settlement of its overseas purchases, both of which are primarily denominated in United States Dollars ("US\$") and RMB. These are not the functional currencies of the Group entities to which these transactions relate.

All the Group's foreign exchange structured forward contracts are approved by the executive directors. In addition, the Group will not enter into any additional foreign exchange structured forward contracts unless advance approval by the shareholders has been obtained while the executive directors and their related parties shall abstain from voting. The Group performs analysis for monitoring of the foreign exchange structured forward contracts.

36. 財務風險管理及公平值計量

本集團因在日常業務過程中及投資活動中使用金融工具而承受財務風險。財務風險包括市場風險（包括外幣風險及利率風險）、信貸風險及流動資金風險。

本集團的財務風險管理在董事會緊密合作下由本集團總部協調。財務風險管理總體目標是專注於減少其金融市場風險以確保本集團的短期至中期現金流量。

(a) 外幣風險

外幣風險指金融工具的公平值或未來現金流量因外幣匯率變動而波動之風險。本集團的外幣風險主要來自其海外銷售交易及償付海外購貨，均主要以美元（「美元」）及人民幣計價。該等貨幣並非交易涉及的本集團實體的記賬本位幣。

本集團所有結構性外匯遠期合約均經執行董事核准。此外，除非事先獲得股東批准，否則本集團不會訂立任何額外結構性外匯合約，同時執行董事及其關聯方須就此放棄投票。本集團將為訂立結構性外匯遠期合約進行分析並監察該等合約。

Notes to the Financial Statements

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

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(a) Foreign currency risk (Continued)

Summary of exposure

As at 31 December 2017, the carrying amounts of the Group's financial assets and liabilities denominated in foreign currencies, i.e. currency other than the functional currency of the respective group entities, are as follows:

		Financial assets 財務資產 HK\$'000 千港元	Financial liabilities 財務負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2017	於二零一七年 十二月三十一日			
RMB	人民幣	25	(4,247)	(4,222)
US\$	美元	102,012	(23,627)	78,385
As at 31 December 2016	於二零一六年 十二月三十一日			
RMB	人民幣	1,221	(1,822)	(601)
US\$	美元	114,687	(57,429)	57,258

Foreign exchange rate sensitivity analysis

Since HK\$ is pegged to US\$, the Group does not expect any significant movements in HK\$/US\$ exchange rate. The following table illustrates the sensitivity of the Group's profit after tax for the year and equity in regard to a 3% change in RMB exchange rate. The rate is used when reporting foreign currency risk internally to key management personnel and represents management's best assessment of the possible change in foreign exchange rates.

36. 財務風險管理及公平值計量 (續)

(a) 外幣風險 (續)

風險概略

於二零一七年十二月三十一日，本集團以外幣（即各集團實體的功能貨幣以外的貨幣）計價的財務資產和負債的賬面值如下：

匯率敏感度分析

由於港元與美元掛鈎，本集團預期港元兌美元的匯率不會發生任何重大變動。下表闡釋本集團的年內除稅後溢利及權益就人民幣匯率發生3%變動的敏感度。匯率乃於向主要管理人員作內部報告外幣風險時採用，為管理層對匯率可能變動之最佳估計。

Notes to the Financial Statements

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

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(a) Foreign currency risk (Continued)

Foreign exchange rate sensitivity analysis (Continued)

The sensitivity analysis of the Group's exposure to foreign currency risk at the reporting date has been determined based on the assumed percentage changes in foreign currency exchange rates taking place at the beginning of the financial year with all other variables held constant throughout the year. A positive number in the sensitivity analysis below indicates a decrease in loss after tax where HK\$ strengthens against RMB. For a weakening of the HK\$ against RMB, there would be an equal and opposite impact on loss after tax, and the balances below would be negative.

Effect on loss after tax

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
If HK\$ strengthens against RMB 如港元兌人民幣升值	106	15
If HK\$ weakens against RMB 如港元兌人民幣貶值	(106)	(15)

(b) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of the changes in market interest rates. The Group's interest rate risk arises primarily from interest-bearing borrowings which are at variable rates (note 27) and the Group's pledged bank deposits and bank balances which were bearing floating interest rate (notes 23 and 24). The Group has not used any derivative to hedge its exposure to interest rate risk. The policies to manage interest rate risk which have been followed by the Group since prior years are considered to be effective.

36. 財務風險管理及公平值計量 (續)

(a) 外幣風險 (續)

匯率敏感度分析 (續)

本集團於報告日期所面對外幣風險之敏感度分析乃假設外幣匯率變動百分比於財政年度開始時發生且所有其他變量於整個年度內維持不變而釐定。下文敏感度分析中的正數指示倘港元兌人民幣走強，則除稅後虧損減少。就港元兌人民幣走弱而言，對除稅後虧損將產生等同及相反的影響，而下列結餘將為負數。

除稅後虧損之影響

(b) 利率風險

利率風險涉及金融工具的公平值或現金流量因市場利率改變而出現波動之風險。本集團的利率風險主要來自浮息計息借貸(附註27)及本集團的已抵押銀行存款及銀行結存亦附帶浮動利率(附註23及24)。本集團並未使用任何衍生工具對沖其利率風險。本集團自往年起已沿用一套管理利率風險的政策，有關政策被認為有效。

Notes to the Financial Statements

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

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(b) Interest rate risk (Continued)

Interest rate sensitivity analysis

The following table illustrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's loss after tax for the year and equity, with effect from the beginning of the years. These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on the Group's floating rate financial instruments held at the end of the reporting period. The analysis has been prepared assuming these financial instruments outstanding at the end of the reporting period were outstanding for the whole year. There is no impact on other components of combined equity in response to the possible change in interest rates.

Decrease/(increase) in loss after tax

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Increase by 50 basis points	增加 50 個基點	26	(99)
Decrease by 50 basis points	減少 50 個基點	(26)	99

(c) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to its customers in the ordinary course of its operation.

36. 財務風險管理及公平值計量 (續)

(b) 利率風險 (續)

利率敏感度分析

下表列示在所有其他變量維持不變之情況下，本集團之年度除所得稅後虧損及權益對於該等年初生效之合理可能利率變動之敏感度。該等變動乃經觀察現行市況後視為合理可能出現。計算乃根據本集團於報告期末所持有之浮息金融工具進行。分析乃假設於報告期末尚未行使之該等金融工具於全年均無行使而編製。利率之可能變動對合併權益之其他部分並無影響。

除稅後虧損減少 / (增加)

(c) 信貸風險

信貸風險指金融工具之對手方未能按金融工具之條款履行其責任，並導致本集團錄得財務虧損之風險。本集團的信貸風險主要來自日常業務過程中向其客戶授出信貸。

Notes to the Financial Statements

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

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(c) Credit risk (Continued)

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporate this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties. The Group's management considers that all the financial assets that are not impaired as at the reporting date are of good credit quality, including those that are past due.

Concentrations of credit risk are managed by customer/counterparty and by geographical region. The Group had certain concentrations of credit risks as 52% (2016: 56%) of the total trade receivables and loans and interest receivables are due from five of its largest external customers as at 31 December 2017 (2016: five). The directors carry a periodic review on the creditworthiness on these customers and consider the exposure to such credit risk is minimal. Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bills receivables and loans and interest receivables are disclosed in notes 19 and 20 to the financial statements respectively.

The Group has deposited its cash with various banks. The credit risk on bank balances is limited because most of the Group's cash are deposited with major banks located in Hong Kong and/or the PRC.

The credit policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

36. 財務風險管理及公平值計量 (續)

(c) 信貸風險 (續)

本集團持續監察個別或同類客戶及其他對手方之拖欠情況，並於信貸風險管理中計入該資料。本集團之政策為僅與信譽良好之對手方進行交易。本集團管理層認為於報告日期未有出現減值之所有財務資產均屬信貸質素良好，包括當中已逾期者。

集中信貸風險按客戶／對手方及地區管理。於二零一七年十二月三十一日，本集團有若干集中信貸風險，佔貿易應收款項以及應收貸款及應收利息總額之52%（二零一六年：56%）乃由其五名（二零一六年：五名）最大外界客戶所結欠。董事就該等客戶之信用度進行定期檢討，並認為該信貸風險不大。本集團來自貿易應收款項及應收票據以及應收貸款及應收利息之信貸風險之進一步量化數據分別於財務報表附註19及20內披露。

本集團在多家銀行有現金存款。由於本集團大部分現金均存放位於香港及／或中國的大型銀行，故銀行結存的信貸風險有限。

本集團在過往年度一直沿用該等信貸政策，有關政策被認為有效地將本集團承受的信貸風險限制在適切水平。

Notes to the Financial Statements

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

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(d) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank facilities.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's interest-bearing borrowings, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Company can be required to pay.

36. 財務風險管理及公平值計量 (續)

(d) 流動資金風險

為管理流動資金風險，本集團監察及維持管理層視為足夠的現金及現金等值項目水平，以為本集團的營運提供資金，及減低波動對現金流量的影響。管理層監察銀行融資的使用。

下表列出本集團的計息借貸於報告期末的餘下合約到期期限，此乃根據未貼現現金流（包括使用合約利率計算的利息款項，或倘屬浮息借貸，則根據報告日期當日的利率）及本公司可被要求付款的最早日期列示。

		Total	Less than	One year or above	
		contractual amount	one year or repayable on demand		
		Carrying amount	undiscounted cash flow	repayable on demand	One year or above
		賬面值	現金流量總額	須按要求償還	一年或以上
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 31 December 2017	於二零一七年十二月三十一日				
Non-derivative financial instruments	非衍生金融工具				
- Trade and bills payables	- 貿易應付款項及應付票據	37,395	37,395	37,395	-
- Accruals and other payables	- 預提費用及其他應付款項	30,571	30,571	30,571	-
- Interest-bearing borrowings	- 計息借貸	699	751	351	400
		68,665	68,717	68,317	400

Notes to the Financial Statements

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

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(d) Liquidity risk (Continued)

		Total contractual amount	Less than one year or repayable on demand	One year or above
		Carrying amount	undiscounted cash flow	repayable on demand
		未貼現合約	現金流量總額	一年內或須按要求償還
		賬面值	現金流量總額	一年或以上
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 31 December 2016	於二零一六年十二月三十一日			
Non-derivative financial instruments	非衍生金融工具			
- Trade and bills payables	- 貿易應付款項及應付票據	49,644	49,644	49,644
- Accruals and other payables	- 預提費用及其他應付款項	21,989	21,989	21,989
- Interest-bearing borrowings	- 計息借貸	54,793	54,835	54,437
		126,426	126,468	126,070
				398

(e) Fair value measurements recognised in the consolidated statement of financial position

The fair values of trade and bills receivables, loans and interest receivables, deposits and other receivables, pledged bank deposits, cash and bank balances, trade and bills payables, accruals and other payables, current portion of interest-bearing borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the non-current portion of interest-bearing borrowings have been calculated by discounting the expected future cash flows using the rates currently available for instruments on similar terms, credit risk and remaining maturities.

36. 財務風險管理及公平值計量 (續)

(d) 流動資金風險 (續)

		Total contractual amount	Less than one year or repayable on demand	One year or above
		Carrying amount	undiscounted cash flow	repayable on demand
		未貼現合約	現金流量總額	一年內或須按要求償還
		賬面值	現金流量總額	一年或以上
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 31 December 2016	於二零一六年十二月三十一日			
Non-derivative financial instruments	非衍生金融工具			
- Trade and bills payables	- 貿易應付款項及應付票據	49,644	49,644	49,644
- Accruals and other payables	- 預提費用及其他應付款項	21,989	21,989	21,989
- Interest-bearing borrowings	- 計息借貸	54,793	54,835	54,437
		126,426	126,468	126,070
				398

(e) 於綜合財務狀況表確認的公平值計量

貿易應收款項及應收票據、應收貸款及應收利息、按金及其他應收款項、已抵押銀行存款、現金及銀行結存、貿易應付款項及應付票據、預提費用及其他應付款項、計息借貸之即期部分之公平值與其賬面值大致相若，原因為該等工具之期限較短。

計息借貸之非即期部分之公平值乃採用現時可供參考類似年期、信貸風險及剩餘期限之工具之息率折讓預期未來現金流量而計算。

Notes to the Financial Statements

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

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(e) Fair value measurements recognised in the consolidated statement of financial position (Continued)

Fair value hierarchy

The following tables present financial assets measured at fair value in the consolidated statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets. The fair value hierarchy has the following levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3: inputs for the asset that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

36. 財務風險管理及公平值計量 (續)

(e) 於綜合財務狀況表確認的公平值計量 (續)

公平值架構

下表載列根據公平值架構，以公平值計入綜合財務狀況表的財務資產。此架構根據計量此等財務資產的公平值所使用的主要資料輸入的相對可靠性，將財務資產劃分為三層。公平值架構分為以下各層：

第1層：相同資產於活躍市場的報價（未經調整）；

第2層：就資產而直接（即價格）或間接（即從價格推算）可觀察的資料輸入（不包括第1層所包含的報價）；及

第3層：並非根據可觀察的市場數據而得出的資產資料輸入（無法觀察輸入）。

財務資產整體所應歸入的公平值架構內的層次，乃基於對公平值計量屬重大的最低層次輸入資料劃分。

Notes to the Financial Statements

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

36. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(e) Fair value measurements recognised in the consolidated statement of financial position (Continued)

Fair value hierarchy (Continued)

The financial assets measured at fair value in the consolidated statement of financial position at the reporting date are grouped into the fair value hierarchy as follows:

	Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2016				
Financial assets at fair value through profit or loss				
- Listed equity securities	42,000	-	-	42,000

There were no significant transfers between levels 1 and 2 and no transfers into or out of level 3 during the years.

37. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

36. 財務風險管理及公平值計量 (續)

(e) 於綜合財務狀況表確認的公平值計量 (續)

公平值架構 (續)

於報告日期在綜合財務狀況表內按公平值計量的財務資產乃劃分為以下的公平值架構：

	Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2016				
Financial assets at fair value through profit or loss				
- Listed equity securities	42,000	-	-	42,000

於該等年度，第1層與第2層之間並無重大轉撥，亦沒有轉入或轉出第3層。

37. 資本管理

本集團的資本管理目標為確保本集團持續經營的能力，並按相應的風險釐定貨物及服務的價格，為股東帶來理想回報。

Notes to the Financial Statements

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

37. CAPITAL MANAGEMENT (Continued)

The Group actively and regularly reviews its capital structure and makes adjustments in light of changes in economic conditions. The Group monitors its capital using a gearing ratio calculated on the basis of interest-bearing borrowings over total equity. The Group's goal in capital management is to maintain the gearing ratio at a reasonable level. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

The gearing ratio is regularly reviewed by senior management. The gearing ratios as at the end of the reporting periods are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest-bearing borrowings	計息借貸	699	54,793
Total equity	權益總額	446,331	264,152
Gearing ratio	資產負債比率	0.2%	20.7%

38. SUBSEQUENT EVENTS

In addition to those disclosed elsewhere in these financial statements, the Group does not have any material events after 31 December 2017.

37. 資本管理 (續)

本集團積極及定期檢討其資本架構，並隨經濟環境轉變作出調整。本集團使用按計息借貸除以權益總額計算的資產負債比率監察資本。本集團的資本管理目標是將資產負債比率維持在合理水平。為了維持或調節該比率，本集團可調整向股東支付的股息金額、發行新股份、向股東退回資本、籌集新債務融資或出售資產以減輕債務。

資產負債比率由高級管理層定期檢討。於報告期末的資產負債比率如下：

38. 報告期後事項

除該等財務報表其他章節內所披露者外，本集團於二零一七年十二月三十一日之後並無任何重大事項。

Notes to the Financial Statements

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

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 39. 本公司財務狀況表

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債		
Non-current assets	非流動資產		
Interests in subsidiaries (note (a))	於附屬公司的權益 (附註(a))	63,612	63,612
Deposits	按金	5,000	–
Property, plant and equipment	物業、廠房及設備	9,689	–
		78,301	63,612
Current assets	流動資產		
Prepayments	預付款項	2,026	2,100
Amounts due from subsidiaries	應收附屬公司款項	266,742	178,109
Cash and cash equivalents	現金及現金等值項目	86,072	344
		354,840	180,553
Current liabilities	流動負債		
Other payables	其他應付款項	5,944	339
Amounts due to subsidiaries	應付附屬公司款項	189	189
Interest-bearing borrowing	計息借貸	58	–
		6,191	528
Net current assets	流動資產淨值	348,649	180,025
Non-current liability	非流動負債		
Interest-bearing borrowing	計息借貸	259	–
Net assets	資產淨值	426,691	243,637
EQUITY	權益		
Share capital	股本	16,900	8,300
Reserves (note (b))	儲備 (附註(b))	409,791	235,337
Total equity	權益總額	426,691	243,637

On behalf of the Board
代表董事會

Guo Lin
郭林
Director
董事

Hubert Tien
田曉勃
Director
董事

Notes to the Financial Statements

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

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes:

(a) Subsidiaries

Particulars of the subsidiaries as at the reporting date are set out as follows:

Name 名稱	Place/ country of incorporation/ establishment 註冊成立/ 成立的地點/ 國家	Particulars of issued/paid-in capital 已發行/ 已繳股本詳情	Effective interest held by the Company 本公司持有的實際權益		Place of operation and principal activities 營業地點及主要業務
			Direct 直接	Indirect 間接	
Great Entrepreneur Investments Limited	BVI 英屬維爾京群島	4 ordinary shares of US\$ 1 each 4 股每股面值 1 美元的普通股	100%	–	Investment holding in Hong Kong 於香港投資控股
Transformed Holdings Limited	BVI 英屬維爾京群島	4 ordinary shares of US\$1 each 4 股每股面值 1 美元的普通股	100%	–	Investment holding in Hong Kong 於香港投資控股
Going Success Holdings Limited	BVI 英屬維爾京群島	1,000 ordinary shares of US\$1 each 1,000 股每股面值 1 美元的普通股	100%	–	Investment holding in Hong Kong 於香港投資控股
Holly Global Limited	BVI 英屬維爾京群島	100 ordinary shares of US\$ 1 each 100 股每股面值 1 美元的普通股	100%	–	Investment holding in Hong Kong 於香港投資控股
Best Supreme Investment Limited	BVI 英屬維爾京群島	100 ordinary shares of US\$1 each 100 股每股面值 1 美元的普通股	100%	–	Investment holding in Hong Kong 於香港投資控股
Victory Leader Holdings Limited*	BVI 英屬維爾京群島	1 ordinary shares of US\$1 each 1 股每股面值 1 美元的普通股	100%	–	Investment holding in Hong Kong 於香港投資控股
Power Visions Holdings Limited*	Hong Kong 香港	HK\$1 1 港元	100%	–	Investment holding in Hong Kong 於香港投資控股
Runway Global Limited 時尚環球有限公司	Hong Kong 香港	HK\$3,000,000 3,000,000 港元	–	100%	Investment holding and trading of apparels in Hong Kong 於香港投資控股及服裝貿易
Jiaxing Runway Global Garment Limited 時尚環球服飾(嘉興)有限公司	PRC 中國	US\$2,000,000 2,000,000 美元	–	100%	Manufacturing and trading of apparels in the PRC 於中國服裝製造及貿易

39. 本公司財務狀況表 (續)

附註：

(a) 附屬公司

於報告日期附屬公司的詳情載列如下：

Notes to the Financial Statements

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

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

39. 本公司財務狀況表 (續)

Notes: (Continued)

附註：(續)

(a) Subsidiaries (Continued)

(a) 附屬公司 (續)

Particulars of the subsidiaries as at the reporting date are set out as follows: (Continued)

於報告日期附屬公司的詳情載列如下：(續)

Name 名稱	Place/ country of incorporation/ establishment 註冊成立/ 成立的地點/ 國家	Particulars of issued/paid-in capital 已發行/ 已繳股本詳情	Effective interest held by the Company 本公司持有的實際權益		Place of operation and principal activities 營業地點及主要業務
			Direct 直接	Indirect 間接	
Runway Fashions, Inc.	USA 美國	1,000 ordinary shares of US\$1 each 1,000股每股面值 1美元的普通股	–	100%	Provision of designing, marketing and advertising services in the USA 於美國提供設計、 市場營銷及 廣告服務
Delta Wealth 融富	Hong Kong 香港	1,000,000 ordinary shares of HK\$1 each 1,000,000股每股面值 1港元的普通股	–	100%	Provision of money lending services 提供貸款融資服務
Harvest Celebration Limited 豐頌環球有限公司	Hong Kong 香港	HK\$1,000 1,000港元	–	100%	Investment holding in Hong Kong 於香港投資控股
Smart Dream Limited	BVI 英屬維爾京群島	100 ordinary shares of US\$1 each 100股每股面值 1美元的普通股	–	100%	Investment holding in Hong Kong 於香港投資控股
Glory Kind Corporation Limited	BVI 英屬維爾京群島	1,000 ordinary shares of US\$1 each 1,000股每股面值 1美元的普通股	–	100%	Investment holding in Hong Kong 於香港投資控股
Crystal Idea Investments Limited*	Hong Kong 香港	HK\$1 1港元	–	100%	Investment holding in Hong Kong 於香港投資控股
Luxembourg Investment Company 177 S.à r.l.*	Luxembourg 盧森堡	12,000 ordinary shares of Euro 1 each 12,000股每股面值1 歐元的普通股	–	100%	Investment holding in Luxembourg 於盧森堡投資控股

* These companies were newly incorporated or acquired during the year ended 31 December 2017.

* 該等公司於截至二零一七年十二月三十一日止年度新註冊成立或收購。

Notes to the Financial Statements

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

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Notes: (Continued)

(b) Reserves

A summary of the Company's reserves is as follows:

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	40,690	63,583	(14,182)	90,091
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	(2,468)	(2,468)
Issuance of shares	發行股份	59,714	-	-	59,714
Arising from acquisition of a subsidiary (note 33)	來自收購一間附屬公司 (附註33)	88,000	-	-	88,000
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	188,404	63,583	(16,650)	235,337
Loss and total comprehensive income for the year	本年度虧損及全面收益總額	-	-	(13,105)	(13,105)
Issuance of shares	發行股份	187,559	-	-	187,559
At 31 December 2017	於二零一七年十二月三十一日	375,963	63,583	(29,755)	409,791

Contributed surplus of the Company represents the difference between the net asset value of the subsidiaries acquired pursuant to certain reorganisation of the Group and the nominal value of the share issued by the Company in exchange thereof.

本公司的繳入盈餘指根據本集團若干重組所收購附屬公司的資產淨值與本公司作其交換所發行股份面值的差額。

39. 本公司財務狀況表 (續)

附註：(續)

(b) 儲備

本公司儲備概述如下：



香港華信金融投資有限公司
CEFC HONG KONG FINANCIAL
INVESTMENT COMPANY LIMITED

股份代號 Stock Code : 1520