



林達控股有限公司
LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號 1041



Annual Report 年報

2017

Contents

目 錄

		Page 頁次
Corporate Information	公司資料	2
Executive Director's Statement	執行董事報告書	4
Management Discussion and Analysis	管理層討論及分析	12
Biographical Details of the Directors and Senior Executive	董事及高級行政人員之履歷	25
Corporate Governance Report	企業管治報告	33
Directors' Report	董事會報告	57
Independent Auditor's Report	獨立核數師報告書	71
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	76
Consolidated Statement of Financial Position	綜合財務狀況表	77
Consolidated Statement of Changes in Equity	綜合權益變動表	79
Consolidated Statement of Cash Flows	綜合現金流量表	80
Notes to the Consolidated Financial Statements	綜合財務報表附註	82
Financial Summary	財務概要	171
Particulars of Investment Properties	投資物業詳情	172

DIRECTORS

Executive Directors:

Mr. Wen Jialong (*Chairman*)
(appointed as non-executive director with effect from 17 July 2017 and redesignated as executive director with effect from 1 September 2017)

Mr. Wu Xiaolin

Mr. Wen Wenfeng
(resigned with effect from 5 February 2018)

Ms. Shen Jing
(resigned with effect from 19 April 2017)

Non-Executive Directors:

Mr. Lung Chee Ming George

Mr. Ye WeiMing
(resigned with effect from 17 July 2017)

Mr. Liu Zhanqing
(appointed with effect from 1 September 2017)

Independent Non-executive Directors:

Mr. Zeng Zhaolin

Dr. Loke Yu alias Loke Hoi Lam

Mr. Tse Long

BOARD COMMITTEES

Audit Committee

Dr. Loke Yu alias Loke Hoi Lam (*Chairman*)

Mr. Zeng Zhaolin

Mr. Tse Long

Remuneration Committee

Mr. Zeng Zhaolin (*Chairman*)

Mr. Tse Long

Dr. Loke Yu alias Loke Hoi Lam

Mr. Wen Wenfeng
(resigned with effect from 5 February 2018)

Mr. Wu Xiaolin
(appointed with effect from 5 February 2018)

Nomination Committee

Mr. Zeng Zhaolin (*Chairman*)

Mr. Tse Long

Dr. Loke Yu alias Loke Hoi Lam

Mr. Wu Xiaolin

董事

執行董事：

溫家瓏先生 (*主席*)
(於二零一七年七月十七日獲委任為非執行董事及於二零一七年九月一日調任為執行董事)

吳曉林先生

溫文丰先生
(於二零一八年二月五日辭任)

沈靜女士
(於二零一七年四月十九日辭任)

非執行董事：

龍子明先生

葉偉銘先生
(於二零一七年七月十七日辭任)

劉湛清先生
(於二零一七年九月一日獲委任)

獨立非執行董事：

曾肇林先生

陸海林博士

謝浪先生

董事會轄下的委員會

審核委員會

陸海林博士 (*主席*)

曾肇林先生

謝浪先生

薪酬委員會

曾肇林先生 (*主席*)

謝浪先生

陸海林博士

溫文丰先生
(於二零一八年二月五日辭任)

吳曉林先生
(於二零一八年二月五日獲委任)

提名委員會

曾肇林先生 (*主席*)

謝浪先生

陸海林博士

吳曉林先生

Corporate Information

公司資料

Investment and Management Committee

Mr. Wen Wenfeng (*Chairman*)
(resigned with effect from 5 February 2018)

Mr. Wu Xiaolin (*Chairman*)
(appointed with effect from 5 February 2018)

Mr. Zeng Zhaolin
Dr. Loke Yu alias Loke Hoi Lam
Mr. Wu Xiaolin

COMPANY SECRETARY

Ms. Hui Wai Man, Shirley

AUDITOR

ZHONGHUI ANDA CPA Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1814-1815, 18/F.
Star House
3 Salisbury Road
Tsim Sha Tsui
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

STOCK CODE

1041

WEBSITE

www.irasia.com/listco/hk/lamtex

投資及管理委員會

溫文丰先生(主席)
(於二零一八年二月五日辭任)

吳曉林先生(主席)
(於二零一八年二月五日獲委任)

曾肇林先生
陸海林博士
吳曉林先生

公司秘書

許惠敏女士

核數師

中匯安達會計師事務所有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

總辦事處及香港主要營業地點

香港
九龍
尖沙咀
梳士巴利道3號
星光行
18樓1814-1815室

主要股份登記處

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

聯合證券登記有限公司
香港
北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

股份代號

1041

網址

www.irasia.com/listco/hk/lamtex

Executive Director's Statement

執行董事報告書

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Lamtex Holdings Limited (the "Company"), I am pleased to present the financial results of the Company and its subsidiaries (collectively referred as the "Group") for the financial year ended 31 December 2017.

RESULTS

The audited consolidated profit for the year of the Group attributable to owners of the Company was approximately HK\$28.34 million. Basic earnings per share based on the weighted average number of 935,122,469 shares in issue amounted to HK3.03 cents (2016: loss per share HK19.65 cents).

REVIEW OF FINANCIAL RESULTS

During the year, the businesses and operations of the Group were mainly on securities trading and investment, securities brokerage and provision of securities margin finance, property investment, loan financing services and trading and manufacturing of electronic products business.

The Group's consolidated net profit for the year was approximately HK\$28.34 million (2016: net loss of approximately HK\$138.29 million). The consolidated net assets of the Group increased from approximately HK\$341.32 million as at 31 December 2016 to approximately HK\$474.29 million as at 31 December 2017. The consolidated net gain was mainly attributable to (i) fair value gain on financial assets at fair value through profit or loss of approximately HK\$18.53 million; and (ii) profit derived from loan financing services of approximately HK\$21.03 million.

各位股東：

本人欣然代表林達控股有限公司(「本公司」)董事(「董事」)會(「董事會」)提呈本公司及其附屬公司(統稱為「本集團」)截至二零一七年十二月三十一日止財政年度之財務業績。

業績

本公司擁有人應佔本集團本年度經審核綜合溢利約28,340,000港元。以已發行股份的加權平均數935,122,469股為基準計算的每股基本盈利為3.03港仙(二零一六年：每股虧損19.65港仙)。

財務業績回顧

年內，本集團的業務經營主要為證券買賣及投資、證券經紀及提供證券保證金融資、物業投資、貸款融資服務以及電子產品買賣及製造業務。

本集團於本年度的綜合淨溢利約為28,340,000港元(二零一六年：淨虧損約138,290,000港元)。本集團的綜合資產淨值由二零一六年十二月三十一日約341,320,000港元增加至二零一七年十二月三十一日約474,290,000港元。綜合淨溢利主要由於(i)有關按公平值計入損益的金融資產公平值收益約18,530,000港元；及(ii)源於貸款融資服務的溢利約21,030,000港元。

Executive Director's Statement

執行董事報告書

REVIEW

The principal activities of the Group are mainly on securities trading and investment, securities brokerage and provision of securities margin finance, property investment, loan financing services and trading and manufacturing of electronic products business.

The gain of the Group for the year 2017 was mainly attributable to fair value gain on financial assets at fair value through profit or loss and profit derived from loan financing services.

The Group has been actively exploring other suitable opportunities to diversify its business and further applying the cost effective measures to improve the financial performance of the Group.

The Group will try its best effort to achieve a financial growth for the Group to maximize shareholders' value.

Property investment business

Revenue of approximately HK\$2.70 million was generated from the operation of property investment business for the reporting year (2016: approximately HK\$2.32 million) and its segmental result generated a profit of approximately HK\$1.91 million (2016: a profit of approximately HK\$13.27 million).

For details of investment properties, please refer to page 172.

Securities trading and investment business

The revenue generated from the operation in securities trading and investment for the reporting year was approximately HK\$18.53 million (2016: negative revenue approximately HK\$122.33 million) and its segmental result reflected a gain of approximately HK\$18.53 million (2016: loss of approximately HK\$122.64 million).

回顧

本集團的主要業務為證券買賣及投資、證券經紀及提供證券保證金融資、物業投資、貸款融資服務以及電子產品買賣及製造業務。

本集團於二零一七年之溢利乃主要歸因於按公平值計入損益的金融資產公平值收益及源於貸款融資服務的溢利。

本集團已積極尋求其他合適機遇多樣化擴展其業務及進一步使用具成本效益的措施提高本集團的財務表現。

本集團將竭力為本集團取得財務增長，使股東價值擴大。

物業投資業務

物業投資業務於本報告年度產生收入約2,700,000港元(二零一六年：約2,320,000港元)，而其分類業績錄得溢利約1,910,000港元(二零一六年：溢利約13,270,000港元)。

有關投資物業詳情請參閱第172頁。

證券買賣及投資業務

證券買賣及投資業務於本報告年度產生之收入為約18,530,000港元(二零一六年：負收入約122,330,000港元)，而其分類業績錄得溢利約18,530,000港元(二零一六年：虧損約122,640,000港元)。

Executive Director's Statement

執行董事報告書

Loan financing services business

Revenue of approximately HK\$35.82 million was generated from the Group's loan financing services business for the reporting period (2016: approximately HK\$9.71 million) and its segmental result recorded a profit of approximately HK\$21.03 million (2016: approximately HK\$0.83 million).

Securities brokerage and provision of securities margin finance business

Revenue of approximately HK\$3.28 million was generated from the Group's stock broking business for the reporting period (2016: approximately HK\$2.57 million) and its segmental result suffered a loss of approximately HK\$4.60 million (2016: loss of approximately HK\$3.33 million).

Trading and manufacturing of electronic products business

Revenue of approximately HK\$62.25 million was generated from the Group's electronic trading business for the reporting period (2016: no such segment) and its segment result recorded a profit of approximately HK\$2.79 million (2016: no such segment).

All other segments business

Revenue of approximately HK\$0.08 million was generated from other segments business (2016: approximately HK\$5.82 million) and segmental result suffered a loss of HK\$0.18 million (2016: loss of approximately HK\$0.09 million).

貸款融資服務

約35,820,000港元收入於報告期從本集團的貸款融資服務錄得(二零一六年:約9,710,000港元)及其分類業績錄得溢利約21,030,000港元(二零一六年:約830,000港元)。

證券經紀及提供證券保證金融資業務

約3,280,000港元收入於報告期從本集團的證券經紀業務錄得(二零一六年:約2,570,000港元)及其分類業績錄得虧損約4,600,000港元(二零一六年:虧損約3,330,000港元)。

電子產品買賣及製造業務

約62,250,000港元收入於報告期從本集團的電子產品買賣及製造業務錄得(二零一六年:無該分類)及其分類業績錄得溢利約2,790,000港元(二零一六年:無該分類)。

所有其他分類業務

約80,000港元收入從其他分類業務錄得(二零一六年:約5,820,000港元)及其分類業績錄得虧損180,000港元(二零一六年:虧損約90,000港元)。

Executive Director's Statement

執行董事報告書

FUTURE PLANS AND PROSPECTS

The Group is cautiously optimistic on its business viewpoint. As China's economic growth has become stable and with the framework of "One country, Two systems", Hong Kong has an important role to play in the One Belt One Road Initiative, which is strongly supported by the Chinese government, the Group remains positive on its mid-to-long-term prospects and believes that Hong Kong will continue to benefit from the partnership with China.

The Group will continue focus its efforts to the development of its existing principal businesses (1) property investment and (2) securities trading and investment (3) securities brokerage and provision of securities margin finance (4) loan financing services (5) trading and manufacturing of electronic products and other potential projects with a view to providing steady returns as well as fruitful growth for its shareholders. The Group will invite competent staff to join the Group in order to enhance and expand its capability to cope with the ever-changing environment and opportunity as they arise.

In addition, the Group will further extend its principal business and direct its resources to the newly acquired and existing businesses. For the newly acquired businesses, Meteor Investment (H.K.) Limited (Tourism and Entertainment business) and Praise Perfection Limited (Trading and Manufacturing business), Praise Perfection Limited started contributing to the Group's 2017's revenue and results. No contribution from Meteor Investment (H.K.) Ltd as it was just a startup business which acquired by end of 2017. It is expected that such new businesses will continue to be part of the main income stream of the Group.

In the mean time, the Group will maintain a stringent financial policy and a prudent cash flow management to ensure reasonable liquidity for the Group's operations as well as for its existing and future investments. The management believe that, in such an unpredictable economic environment, these operation strategies will enable the Group to maintain its competitiveness and mitigate risks, thereby ensuring the Group's sustainable growth.

未來計劃及展望

本集團對其商業觀點持謹慎樂觀態度。由於中國經濟增長趨於穩定及其「一國兩制」框架，香港於中國政府大力支持之一帶一路倡議中擔任重要角色。本集團對其中長期前景維持樂觀且相信香港將繼續於與中國的合作關係中受益。

本集團將繼續集中發展現有主要業務：(1) 物業投資；(2) 證券買賣及投資；(3) 證券經紀及提供證券保證金融資；(4) 貸款融資服務；(5) 電子產品買賣及製造及其他潛在項目，期望為股東提供穩定的回報，並為本集團帶來有成果的增長。本集團將邀請專業員工加入本集團，以提升及擴展其應付不斷變化的環境及機會之能力。

此外，本集團將致力投放資源及擴展其主要業務到新收購及現有業務。就新收購的業務星豫投資有限公司(旅遊及娛樂業務)及崇優有限公司(買賣及製造業務)而言，崇優有限公司已開始為本集團貢獻二零一七年收入及業績，星豫投資有限公司則未有貢獻，因其為二零一七年年年底新成立之業務。本集團預期該等新業務將為本集團主要收入來源的一部分。

同時，本集團亦將維持嚴謹的財務政策及審慎現金流管理，以確保本集團有充足的流動資金，以作營運及現有和未來的投資。管理層相信，在不可預測的經濟環境中，該等經營策略可讓本集團保持其競爭力及降低風險，從而確保本集團可持續增長。

Executive Director's Statement

執行董事報告書

FUND RAISING ACTIVITIES

In order to increase our capital to capture the business opportunities, the Company has completed the issuance of convertible bonds in January 2017. The major part of the net proceeds from the fund raising activities are used in financing and developing existing business needs.

Issue of Convertible Bonds

On 19 January 2017, the Company completed the issue of convertible bonds in principal amount of HK\$200,000,000 pursuant to the specific mandate granted to the directors of the Company at the special general meeting held on 9 January 2017 at a conversion price of HK\$0.285 each.

The net proceeds of the Convertible Bonds Subscription are intended to be used as working capital for existing businesses in securities business including but not limited to margin financing and loan financing service.

March 2018 Placement

On 29 March 2018, the Company completed the placing of 170,000,000 new shares of the Company pursuant to the general mandate granted to the directors of the Company at the annual general meeting held on 19 May 2017 at a placing price of HK\$0.43 each.

The net proceeds of the Placing are intended to be approximately HK\$49,000,000.00 for the development of new business if opportunities arise and the remaining balance for general working capital.

集資活動

為增加資本以捕捉商機，本公司近期已於二零一七年一月完成發行可換股債券。集資活動的大部分所得款項淨額分別用於為現有業務的需求提供資金及其發展。

發行可換股債券

於二零一七年一月十九日，本公司根據於二零一七年一月九日舉行的股東特別大會上授予本公司董事的特別授權，按換股價每股0.285港元完成發行本金額200,000,000港元的可換股債券。

可換股債券認購事項的所得款項淨額擬用作其證券業務（包括但不限於保證金融資及貸款融資服務）及貸款融資服務。

二零一八年三月配售事項

於二零一八年三月二十九日，本公司根據於二零一七年五月十九日舉行的股東週年大會上授予本公司董事的一般授權，按配售價每股0.43港元完成配售本公司170,000,000股新股份。

配售事項所得款項淨額約49,000,000港元擬使用於倘機會出現時發展新業務而餘額則用作一般營運資金。

Executive Director's Statement

執行董事報告書

USE OF PROCEEDS

所得款項用途

The Company has conducted the following equity fund raising activities during the year ended 31 December 2017.

於截至二零一七年十二月三十一日止年度，本公司已進行以下股本集資活動：

Date of announcement	Fund raising activity	Net proceeds raised	Intended use of net proceeds	Actual use of net proceeds
公告日期	集資活動	所籌集所得款項淨額	所得款項淨額擬定用途	所得款項淨額實際用途
19 January 2017 and 19 April 2017	Issue of convertible bonds in principal amount of HK\$200,000,000	Approximately HK\$198.68 million	(i) Approximately HK\$100 million for financing property development in Maoming the PRC. (Due to the disposal of Maoming lands with reference to the announcement of the Company dated 18 April 2017, there was change in the use of the net proceeds. The Company intends to reallocate the proceeds for property development in Maoming in the amount of (i) approximately HK\$30 million for further developing the Company's securities business including but not limited to margin financing; and (ii) approximately HK\$70 million for further developing the Company's loan financing service;	(i) Approximately HK\$140 million was used in developing its loan financing service; and (ii) Approximately HK\$48 million was used in its securities business including but not limited to margin financing. Approximately HK\$10.68 million not yet utilized.

Executive Director's Statement

執行董事報告書

Date of announcement 公告日期	Fund raising activity 集資活動	Net proceeds raised 所籌集所得款項淨額	Intended use of net proceeds 所得款項淨額擬定用途	Actual use of net proceeds 所得款項淨額實際用途
二零一七年一月十九日及二零一七年四月十九日	發行本金額為200,000,000港元之可換股債券	約198,680,000港元	<p>(ii) Approximately HK\$28.68 million for further developing the Company securities business including but not limited to margin financing; and</p> <p>(iii) Approximately HK\$70 million for further developing its loan financing service.</p>	
			<p>(i) 約100,000,000港元用於融資中國茂名的物業發展。(由於出售茂名土地(參閱本公司日期為二零一七年四月十八日公告), 所得款項淨額的用途有所變化。本公司擬重新分配用於茂名物業發展的所得款項: (i) 約30,000,000港元用於進一步拓展本公司證券業務(包括但不限於保證金融資); 及(ii) 約70,000,000港元用於進一步發展本公司貸款融資服務);</p> <p>(ii) 約28,680,000港元用於進一步拓展公司證券業務(包括但不限於保證金融資); 及</p> <p>(iii) 約70,000,000港元用於進一步發展其貸款融資服務。</p>	<p>(i) 約140,000,000港元乃用於發展其貸款融資服務; 及</p> <p>(ii) 約48,000,000港元乃用於其證券業務(包括但不限於保證金融資)。約10,680,000港元尚未動用。</p>

Executive Director's Statement

執行董事報告書

APPRECIATION

On behalf of the Board, my sincere thank to our loyal shareholders, customers and business associates for their continuous support to the Group. I would also extend my gratitude and appreciation to our management and all staff for their invaluable effort and contributions throughout the year.

On behalf of the Board,

WU Xiaolin

Executive Director

Hong Kong, 29 March 2018

致謝

本人謹代表董事會，向各位忠實股東、客戶及業務夥伴對本集團的持續支持致以誠摯謝意。同時，本人對本集團管理層及全體員工過去一年的不懈努力及寶貴貢獻深表感謝及敬意。

代表董事會

執行董事

吳曉林

香港，二零一八年三月二十九日

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Revenue

This represented fair value gain on financial assets at fair value through profit or loss, securities brokerage service income, loan interest income, trading and manufacturing of electronic products income and rental income.

Segmental Results

During the reporting year, securities trading and investment, loan financing service, securities brokerage and provision of securities margin finance, property investment and trading and manufacturing of electronic products business remain the continuing business operations of the Group.

Property investment business

Revenue of approximately HK\$2.70 million was generated from the operation of property investment business for the reporting year (2016: approximately HK\$2.32 million) and its segmental result generated a profit of approximately HK\$1.91 million (2016: a profit of approximately HK\$13.27 million).

Securities trading and investment business

The revenue generated from the operation in securities trading and investment for the reporting year was approximately HK\$18.53 million (2016: negative revenue approximately HK\$122.33 million) and its segmental result reflected a gain of approximately HK\$18.53 million (2016: loss of approximately HK\$122.64 million).

財務業績回顧

收入

收入指按公平值計入損益的金融資產公平值收益、證券經紀服務收入、貸款利息收入、電子產品買賣及製造收入以及租金收入。

分類業績

於本報告年度，證券買賣及投資、貸款融資服務、證券經紀及提供證券保證金融資、物業投資及電子產品買賣及製造業務仍然為本集團之持續經營業務。

物業投資業務

物業投資業務於本報告年度產生收入約2,700,000港元(二零一六年：約2,320,000港元)，而其分類業績錄得溢利約1,910,000港元(二零一六年：溢利約13,270,000港元)。

證券買賣及投資業務

證券買賣及投資業務於本報告年度產生之收入為約18,530,000港元(二零一六年：負收入約122,330,000港元)，而其分類業績錄得溢利約18,530,000港元(二零一六年：虧損約122,640,000港元)。

Management Discussion and Analysis

管理層討論及分析

Loan financing services business

Revenue of approximately HK\$35.82 million was generated from the Group's loan financing services business for the reporting period (2016: approximately HK\$9.71 million) and its segmental result recorded a profit of approximately HK\$21.03 million (2016: approximately HK\$0.83 million).

Securities brokerage and provision of securities margin finance business

Revenue of approximately HK\$3.28 million was generated from the Group's stock broking business for the reporting period (2016: approximately HK\$2.57 million) and its segmental result suffered a loss of approximately HK\$4.60 million (2016: loss of approximately HK\$3.33 million).

Trading and manufacturing of electronic products business

Revenue of approximately HK\$62.25 million was generated from the Group's electronic trading business for the reporting period (2016: no such segment) and its segment result recorded a profit of approximately HK\$2.79 million (2016: no such segment).

All other segments business

Revenue of approximately HK\$0.08 million was generated from other segments business (2016: approximately HK\$5.82 million) and segmental result suffered a loss of HK\$0.18 million (2016: loss of approximately HK\$0.09 million).

Cost of sales

Cost of sales increased by approximately HK\$50.76 million (10.4 times of 2016), from approximately HK\$5.40 million for 2016 to approximately HK\$56.16 million for 2017. The increase was driven by the increase in revenue in 2017 for the newly acquired business in the trading and manufacturing of electronic products segment.

貸款融資服務

約35,820,000港元收入於報告期從本集團的貸款融資服務錄得(二零一六年：約9,710,000港元)及其分類業績錄得溢利約21,030,000港元(二零一六年：約830,000港元)。

證券經紀及提供證券保證金融資業務

約3,280,000港元收入於報告期從本集團的證券經紀業務錄得(二零一六年：約2,570,000港元)及其分類業績錄得虧損約4,600,000港元(二零一六年：虧損約3,330,000港元)。

電子產品買賣及製造業務

約62,250,000港元收入於報告期從本集團的電子產品買賣及製造業務錄得(二零一六年：無該分類)及其分類業績錄得溢利約2,790,000港元(二零一六年：無該分類)。

所有其他分類業務

約80,000港元收入從其他分類業務錄得(二零一六年：約5,820,000港元)及其分類業績錄得虧損180,000港元(二零一六年：虧損約90,000港元)。

銷售成本

銷售成本增加約50,760,000港元(二零一六年之10.4倍)，由二零一六年的約5,400,000港元增至二零一七年的約56,160,000港元。增加乃由新收購電子產品買賣及製造分類於二零一七年增加收入推動所致。

Management Discussion and Analysis

管理層討論及分析

Other Income

The Group's other income for the reporting year slightly decreased to approximately HK\$0.58 million from approximately HK\$0.63 million in year 2016.

Administrative Expenses

The Group's administrative expenses for the reporting year decreased to approximately HK\$33.82 million from approximately HK\$35.66 million in the year 2016. Such decrease was mainly due to decrease in rent and rates as compared to 2016.

Share-based Payments

No share-based payments of the Group was recorded for the reporting year (2016: approximately HK\$8.35 million).

Finance Costs

The Group's finance costs for the reporting year was HK\$3.39 million (2016: nil). This was mainly the interest paid on outstanding convertible bonds.

其他收入

於本報告年度，本集團之其他收入由二零一六年約630,000港元略為減少至約580,000港元。

行政費用

於本報告年度，本集團之行政費用由二零一六年約35,660,000港元減少至約33,820,000港元。行政費用減少主要由於租金及差餉減少所致。

以股份支付之款項

於本報告年度，概無錄得本集團以股份為基礎的付款(二零一六年：約8,350,000港元)。

融資成本

本集團於本報告年度之融資成本為3,390,000港元(二零一六年：無)。此款項主要為尚未行使可換股債券之已付利息。

Management Discussion and Analysis

管理層討論及分析

Profit for the Year and Earnings per Share

The Group's profit attributable to owners of the Company for the reporting year was approximately HK\$28.34 million (2016: a loss of approximately HK\$138.29 million). Such change was mainly due to (i) fair value gain on financial assets at fair value through profit or loss of approximately HK\$18.53 million; and (ii) the profit derived from loan financing services of approximately HK\$21.03 million. Basic earnings per share of the Group was approximately HK3.03 cents per share for the year ended 31 December 2017 (2016: approximately loss per share HK19.65 cents) while diluted earnings per share was approximately HK2.13 cents (2016: basic diluted loss per share approximately HK19.65 cents).

BUSINESS REVIEW AND MAJOR EVENTS

During the year, the businesses and operations of the Group were mainly on securities trading and investment, securities brokerage and provision of securities margin finance, property investment, loan financing services and trading and manufacturing of electronic products.

The Group's consolidated net profit for the year was approximately HK\$28.34 million (2016: net loss of approximately HK\$138.29 million). The consolidated net assets of the Group increased from approximately HK\$341.32 million as at 31 December 2016 to approximately HK\$474.29 million as at 31 December 2017. The consolidated net profit was mainly attributable to (i) fair value gain on financial assets at fair value through profit or loss of approximately HK\$18.53 million; and (ii) profit derived from loan financing services of approximately HK\$21.03 million.

本年度之溢利及每股盈利

於本報告年度，本公司股東應佔本集團溢利為約28,340,000港元(二零一六年：虧損約138,290,000港元)。發生此種變化乃主要由於(i)有關按公平值計入損益的金融資產公平值收益約18,530,000港元；及(ii)源於貸款融資服務的溢利約21,030,000港元所致。截至二零一七年十二月三十一日止年度，本集團之每股基本盈利為每股約3.03港仙(二零一六年：每股基本虧損約19.65港仙)，而每股攤薄盈利為約2.13港仙(二零一六年：每股攤薄虧損約19.65港仙)。

業務回顧及重要事項

年內，本集團的業務經營主要為證券買賣及投資、證券經紀及提供證券保證金融資、物業投資、貸款融資服務及電子產品買賣及製造。

本集團於本年度的綜合淨溢利約為28,340,000港元(二零一六年：淨虧損約138,290,000港元)。本集團的綜合資產淨值由二零一六年十二月三十一日約341,320,000港元增加至二零一七年十二月三十一日約474,290,000港元。綜合淨溢利主要由於(i)有關按公平值計入損益的金融資產公平值收益約18,530,000港元；及(ii)源於貸款融資服務的溢利約21,030,000港元。

Management Discussion and Analysis 管理層討論及分析

On 19 January 2017, the Company completed the issue of convertible bonds in principal amount of HK\$200,000,000 pursuant to the specific mandate granted to the directors of the Company at the special general meeting held on 9 January 2017 at a conversion price of HK\$0.285 each. Details of the intended/actual use of proceeds of the subscription is set at section headed “use of proceeds” of this report.

Pursuant to an agreement dated 18 April 2017 entered into between a subsidiary of the Company, Eminent Alliance Investments Limited (“Eminent Alliance”) and an independent third party (the “Purchaser”), Eminent Alliance disposed of its entire interest in a subsidiary, Cityray Investments Limited (the “Disposed Company”) and its subsidiaries (collectively referred as the “Disposal Group”) to the Purchaser at a cash consideration of HK\$38,000,000 (the “Disposal”). The disposal was completed in May 2017 and recorded a gain of HK\$3.19 million. For details, please refer to the announcement of the Company published on 19 April 2017.

In August 2017, the acquisition of Praise Perfection Limited, a company incorporated in Hong Kong with limited liability, which engaged in trading and manufacturing of electronic products at a consideration of HK\$2 million was completed.

Towards year end, to further diversify our Group’s business, Meteor Investment (H.K.) Limited was acquired at a consideration of HK\$7.56 million was completed in November 2017, a company incorporated in Hong Kong with limited liability. Such acquisition will initially serve as a platform to develop business in relation to tourism and entertainment alike.

於二零一七年一月十九日，本公司完成根據於二零一七年一月九日舉行的特別股東大會上授予本公司董事會的特別授權，發行本金額為200,000,000港元之可換股債券（換股價每股0.285港元）。認購事項所得款項擬定／實際用途之詳情載列於本報告「所得款項用途」一節。

根據本公司附屬公司傑聯投資有限公司（「傑聯」）與一位獨立第三方（「買方」）於二零一七年四月十八日訂立之協議，傑聯以現金代價38,000,000港元出售其於附屬公司城亮投資有限公司（「出售公司」）及其附屬公司（統稱「出售集團」）之全部權益予買方（「出售事項」）。出售於二零一七年五月完成及錄得3,190,000港元收益。詳情請參閱本公司於二零一七年四月十九日刊發之公告。

於二零一七年八月，以代價2,000,000港元收購崇優有限公司（一間於香港註冊成立的有限公司，從事電子產品買賣及製造）已告完成。

近本年度期末，為進一步使本集團業務更為多元化，本集團已於二零一七年十一月以代價7,560,000港元收購星豫投資有限公司（一間於香港註冊成立的有限公司）。該收購初步可作發展旅遊及娛樂相關業務之平台。

Management Discussion and Analysis

管理層討論及分析

During 2017, due to the positive change in global economic atmosphere, the Group has prudently involved in the securities investment. The Group considers that the prospects in respect of the shares still held for trading investments are healthy. The Board will closely monitor the performance progress of the investment portfolio from time to time.

Property investment business

The segmental profit of approximately HK\$1.91 million was mainly due to the rental income from investment properties (2016: profit of approximately HK\$13.27 million). Such a decrease was due to the absence of a fair value gain on investment properties.

Securities trading and investment business

During the reporting year, a revenue of approximately HK\$18.53 million was recorded from the operation of investments in securities (2016: a negative revenue of approximately HK\$122.33 million). This represented mainly the fair value gain on financial assets at fair value through profit or loss. The segmental profit of approximately HK\$18.53 million was mainly due to the fair value gain on financial assets at fair value through profit or loss.

於二零一七年，由於全球經濟氣氛之正面變動，本集團審慎地參與證券投資。本集團認為仍然持作買賣投資的股份之前景樂觀。董事會將不時密切監察投資組合的表現進度。

物業投資業務

分類溢利約為1,910,000港元，主要由於投資物業租賃收入(二零一六年：溢利約13,270,000港元)，該減少乃由於投資物業未有錄得公平值收益。

證券買賣及投資業務

於本報告年度內，證券投資業務錄得之收入為約18,530,000港元(二零一六年：負收入約122,330,000港元)。這主要指按公平值計入損益的金融資產公平值收益。分類溢利約18,530,000港元主要由於按公平值計入損益的金融資產公平值收益所致。

Management Discussion and Analysis

管理層討論及分析

Information on the Group's financial assets at fair value through profit or loss which amounted to approximately HK\$81.21 million as at 31 December 2017 as below:

有關本集團於二零一七年十二月三十一日按公平值計入損益之金融資產約81,208,000港元之資料載列如下：

Name of stock (Stock code) 股份名稱 (股份代號)	Principal business 主要業務	Number of shares held as at 31 December 2017 於二零一七年 十二月三十一日 所持股份數目	Percentage of shareholding in the investee company as at 31 December 2017 於二零一七年 十二月三十一日 於被投資公司 之股權百分比	Investment cost 投資成本 (HK\$ million) (百萬港元)	Market value as at 31 December 2017 於二零一七年 十二月三十一日 之市值 (HK\$ million) (百萬港元)	Percentage to net assets value of the Group as at 31 December 2017 於二零一七年 十二月三十一日 佔本集團資產 淨值之百分比
KSL Holdings Limited (8170)	Engineering consulting; contracting; project management 工程顧問、承建、項目管理	5,404,000	1.31%	10.01	13.19	2.78%
Hing Ming Holdings Limited (8425)	Construction; project planning; design and customisation; delivery of equipment to construction site; installation and inspection; onsite customer support to; and disassembly and delivery of equipment	12,360,000	3.09%	9.78	16.68	3.52%
興銘控股有限公司 (8425)	建築、項目策劃、設計及定制、運送 器械至地盤、安裝及檢查、現場客戶 支援及拆裝及運送器械至地盤					
Xi'an Haitiantian Holdings Company Limited (8227) 西安海天實業股份 有限公司(8227)	Sales of information system and sales of agricultural products identified by CODM 銷售資訊科技系統及銷售主要營運決 策者識別之農產品	6,607,000	0.43%	42.89	51.34	10.82%

Management Discussion and Analysis

管理層討論及分析

Information on the performance of the Group's financial assets during the year ended 31 December 2017 as below:

有關本集團截至二零一七年十二月三十一日止年度金融資產的表現之資料載列如下：

Name of stock (Stock code) 股份名稱 (股份代號)	Fair value changes for the year ended 31 December 2017 截至二零一七年至 十二月三十一日止 年度之公平值變動 (HK\$ million) (百萬港元)	Dividend received for the year ended 31 December 2017 截至二零一七年 十二月三十一日止 年度之已收股息 (HK\$) (港元)
KSL Holdings Limited (8170)	3.18	Nil 無
Hing Ming Holdings Limited (8425) 興銘控股有限公司 (8425)	6.90	Nil 無
Xi'an Haitiantian Holdings Company Limited (8227) 西安海天天實業股份有限公司 (8227)	8.45	Nil 無

Hong Kong saw a march in local market with the Hang Seng Index ("HSI") and the Hang Seng China Enterprises Index ("HSCEI") rising 36.0% and 24.6% respectively in 2017. Strong performance in local market was largely attributable to rallies in leading global markets and the rebound of the Mainland market on a stabilized economy and strong corporate earnings. Persisting and strong southbound inflows through Stock Connect also partly supported the local market.

香港於二零一七年見證本地市場持續發展，恒生指數（「恒指」）及恒生中國企業指數（「恒生國企指數」）分別攀升36.0%及24.6%。本地市場表現強勁主要歸因於領導全球市場好轉及內地市場於穩定經濟及強勁企業收益下反彈。透過股票交易互聯互通持續強勁的南向流入亦支持部分本地市場。

The Board envisages that the performance of the equities (and thus their values) will be susceptible to external factors. In order to mitigate possible financial risks related to the equities, the Group will further review the Group's investment portfolio and closely monitor the performance of the listed securities from time to time.

董事會預期股份表現（及其價值）易受外在因素影響。為減低與股份相關的可能金融風險，本集團將進一步檢討本集團的投資組合及不時密切監察上市證券表現。

Management Discussion and Analysis

管理層討論及分析

The Group has established and performed prudent trading strategy with respect to its financial investments and diversified its investments among and within the listed shares of HKEX listed companies in engineering, contracting, consultation, sales of construction related products and construction industries. The Group holds an optimistic view of future performance of its investments which are expected to benefit from the positive development in Hong Kong and Mainland China. The Group acquired most of such shares at their relatively lower trading prices during the reporting year therefore resulted in investment gains for the period. The Group will continue to adopt a prudent investing practice and selectively invest in quality shares to obtain a steady return to our shareholders.

Loan financing services business

The segmental profit of approximately HK\$21.03 million was recorded (2016: profit of approximately HK\$0.83 million).

Securities brokerage and provision of securities margin finance business

The segmental loss of approximately HK\$4.60 million was recorded (2016: loss of approximately HK\$3.33 million). This was mainly due to business faced a lot of competitions and some related business plans not well on track.

本集團已就其金融投資設立及作出審慎交易策略以及分散其投資至工程、承建、諮詢、銷售建築相關產品及建築行業港交所上市公司之上市股份。本集團對其投資之未來表現抱持樂觀態度，並預期可自香港及中國大陸正面發展中得益。本集團於報告年度內以該等股份相對較低交易價格購入大部分該等股份，因此期內錄得投資收益。本集團將繼續採取審慎投資方式及選擇性投資優質股以為股東獲取穩定回報。

貸款融資服務業務

該分類錄得溢利約21,030,000港元(二零一六年：溢利約830,000港元)。

證券經紀及提供證券保證金融資業務

該分類錄得虧損約4,600,000港元(二零一六年：虧損約3,330,000港元)。其主要由於業務面對多重挑戰及相關業務計劃進展未如理想所致。

Management Discussion and Analysis

管理層討論及分析

Trading and manufacturing of electronic products business

During the reporting year, a revenue of approximately HK\$62.25 million was recorded (2016: no such segment). The segmental profit of approximately HK\$2.79 million was recorded (2016: no such segment). This was a newly setup business in 2017.

LIQUIDITY AND CAPITAL RESOURCES

As at 31 December 2017, the Group's bank and cash balances was approximately HK\$63.79 million (2016: approximately HK\$41.43 million), representing an increase of 53.97%. There was no bank and other borrowings as at 31 December 2016 and 2017.

As at 31 December 2017, the current ratio (current assets/current liabilities) was 7.41 times (2016: 6.09 times) and the net current assets amounted to approximately HK\$477.47 million (2016: approximately HK\$218.38 million).

SHARE OPTION

The board of directors (the "Directors") of Lamtex Holdings Limited (the "Company") (the "Board") hereby announces that on 20 December 2016, the Company has granted share options (the "Options") under its share option scheme adopted on 25 May 2012 to certain eligible grantees (the "Grantees"), which, subject to acceptance by the Grantees, will enable the Grantees to subscribe for an aggregate of 58,120,000 ordinary shares of the Company (the "Share(s)") of US\$0.005 each in the share capital of the Company as stated in the announcement dated 20 December 2016.

電子產品買賣及製造業務

於報告年度內，電子產品買賣及製造業務錄得收入為約62,250,000港元(二零一六年：無該分類)。分類溢利錄得約2,790,000港元(二零一六年：無該分類)。此分類為二零一七年新設業務。

流動資金及資本來源

於二零一七年十二月三十一日，本集團之銀行及現金結餘為約63,790,000港元(二零一六年：約41,430,000港元)，相當於增加53.97%。於二零一六年及二零一七年十二月三十一日，並無銀行及其他借貸。

於二零一七年十二月三十一日，流動比率(流動資產除以流動負債)為7.41倍(二零一六年：6.09倍)，淨流動資產為約477,470,000港元(二零一六年：約218,380,000港元)。

購股權

林達控股有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此宣佈，於二零一六年十二月二十日，本公司根據其於二零一二年五月二十五日採納之購股權計劃向若干合資格承授人(「承授人」)授出購股權(「購股權」)，以讓承授人可認購合共58,120,000股本公司股本中每股面值0.005美元之本公司普通股(「股份」)，而授出購股權一事須待承授人接納後方可作實，如日期為二零一六年十二月二十日的公告所述。

Management Discussion and Analysis

管理層討論及分析

Among the 58,120,000 Options granted, 29,290,000 Options were exercised and 6,000,000 Options were lapsed during the reporting year, while the remaining of 22,830,000 Options have not yet been exercised as at 31 December 2017 with details as follows:

於授出之58,120,000份購股權當中，於報告年內，29,290,000份購股權獲行使，6,000,000份購股權失效，於二零一七年十二月三十一日尚未行使之餘下22,830,000份購股權詳情如下：

董事姓名	Position 職位	Option shares granted 所授出之 購股權股份	Percentage of the Company's issued share capital (%) 佔本公司已發行 股本的百分比(%)
Mr. Wu Xiaolin 吳曉林先生	Executive Director 執行董事	8,300,000	0.71%
Mr. Wen Wenfeng 溫文丰先生	Executive Director (resigned with effect from 5 February 2018) 執行董事(於二零一八年 二月五日辭任)	8,300,000	0.71%
Mr. Wen Yongwen 溫永文先生	Subsidiary's vice president 附屬公司的副總裁	5,000,000	0.43%
Mr. Tse Long 謝浪先生	Independent Non-Executive Director 獨立非執行董事	410,000	0.03%
Dr. Loke Yu, alias Loke, Hoi Lam 陸海林博士	Independent Non-Executive Director 獨立非執行董事	410,000	0.03%
Mr. Zeng Zhaolin 曾肇林先生	Independent Non-Executive Director 獨立非執行董事	410,000	0.03%
		22,830,000	1.94%

Management Discussion and Analysis

管理層討論及分析

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associate(s) (as defined in the Listing Rules).

CAPITAL STRUCTURE

During the reporting year, 29,290,000 shares were issued by exercise of share options. In addition, there were in total 308,771,929 convertible bonds converted into shares from the Two-year 2% Coupon Convertible Bonds issued on 19 January 2017. As at 31 December 2017, the number of the Company's issued shares was 1,174,976,579 shares.

Save as the disclosure above, there was no changes in the capital structure of the Company during the reporting period.

As at 31 December 2017, the Group had outstanding convertible bonds with principal amount of HK\$112 million. The Group's gearing ratio calculated on the basis of convertible bonds was HK\$112 million (31 December 2016: Nil) and total equity of approximately HK\$474.29 million (31 December 2016: approximately HK\$341.32 million), was 23.61% (31 December 2016: zero).

MATERIAL CONTINGENT LIABILITIES

The Group is not aware of any material contingent liabilities as at 31 December 2017.

PLEDGE OF ASSETS

At the end of the reporting year, the Group had not pledged any assets (2016: Nil).

除上文所披露者外，概無承授人為本公司董事、行政總裁或主要股東或其各自的聯繫人士（定義見上市規則）。

資本架構

於本報告年度，29,290,000股股份因購股權獲行使而發行。此外，合共308,771,929份可換股債券由於二零一七年一月十九日發行之兩年期2%可換股債券轉換為股份。於二零一七年十二月三十一日，本公司已發行股份數目為1,174,976,579。

除上述所披露外，於本報告年度內，本公司概無其他資本架構變動。

於二零一七年十二月三十一日，本集團擁有本金額為112,000,000港元之尚未行使可換股債券。本集團按可換股債券（112,000,000港元（二零一六年十二月三十一日：零））與總權益（約474,290,000港元（二零一六年十二月三十一日：約341,320,000港元））計算之資產負債比率為23.61%（二零一六年十二月三十一日：零）。

重大或然負債

於二零一七年十二月三十一日，本集團並不知悉有任何重大或然負債。

資產抵押

於報告年末，本集團並未抵押任何資產（二零一六年：無）。

Management Discussion and Analysis

管理層討論及分析

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND ANY RELATED HEDGES

There has been no significant change in the Group's policy in terms of exchange rate exposure. The Group operates mainly in Hong Kong and the PRC. Most of the transactions are denominated in Hong Kong dollars ("HK\$") and Renminbi ("RMB"). The exchange rate of RMB against HK\$ is relatively stable. Hence, the Group neither anticipates any significant exchange risk exposure nor has a foreign currency hedging policy. However, management of the Group will monitor foreign exposure closely and consider the use of hedging instruments when necessary.

EMPLOYEES AND REMUNERATION POLICIES

As of 31 December 2017, the Group had approximately 945 (2016: approximately 45) full time management, administrative and operation staff in the PRC and Hong Kong.

The Group provides competitive remuneration packages with attractive discretionary bonus to employees. The Group regularly reviews its remuneration packages in light of the overall development of the Group as well as the market conditions. In addition, the Group has adopted a share option scheme for eligible employees (including directors) to provide incentives to those with outstanding performance and contribution to the Group.

匯率波動及任何相關對沖風險

就匯率風險而言，本集團之政策並無重大變動。本集團主要於香港及中國內地營運。大部分交易以港元（「港元」）及人民幣（「人民幣」）計值，人民幣兌港元之匯率相對穩定，故本集團預計毋須承受任何重大外匯風險，亦並無採取外匯對沖政策。然而，本集團之管理層將密切監控外匯風險，並於必要時考慮使用對沖工具。

僱員及薪酬政策

於二零一七年十二月三十一日，本集團於中國及香港聘用約945名（二零一六年：約45名）全職管理、行政及營運員工。

本集團向僱員提供具競爭力之薪酬組合及具吸引力之酌情花紅，並根據整體發展及市況定期檢討薪酬組合。此外，本集團已採納購股權計劃，以獎勵表現出色及對本集團作出貢獻之合資格僱員（包括董事）。

Biographical Details of the Directors and Senior Executive

董事及高級行政人員之履歷

EXECUTIVE DIRECTOR

Mr. Wen Jialong “Mr. Wen”, aged 48, is an executive director of the Company who joined us on 17 July, 2017. Mr. Wen is a Deputy to the 12th Guangdong Provincial People’s Congress (廣東省第十二屆人民代表大會代表), the President of the Guangdong Small Commodity Association (廣東省小商品協會會長), the Vice President of Shenzhen Enterprise Confederation (深圳市企業聯合會副會長), the Vice Chairman of the Maoming Federation of Industry and Commerce (茂名市工商業聯合會(總商會)副主席) and the President of the Shenzhen Small Commodity Association (深圳市小商品協會會長). He is also the President (Starlight) of Elderly Association, Shenzhen (深圳市老年協會星光會長). He is an honorary fellow of the Oxford Centre for Leadership and Society of Business Practitioners of England and an honorary doctor of the International American University. Mr. Wen has extensive experience in project running and capital operations and is an experienced entrepreneur. He is currently the director of Cancare Group (H.K.) Limited and Cancare China Merchants Group (HK) Limited and the vice-chairman of 3D-GOLD Enterprises Development (Shenzhen) Co. Ltd. and 3D-GOLD Jewellery Company Limited, subsidiaries of Hong Kong Resources Holdings Company Limited, a company listed on the Stock Exchange. In addition, he also has over 15 years of experience in the production of wires and cables, jacks and connectors used in electronic, automobile and computer products and about 2 years of experience in running small commodity trading centre for a variety of products including household appliances, fashion accessories, gifts and watches and jewellery in Shenzhen, PRC.

執行董事

溫家瓏先生「溫先生」，48歲，為本公司執行董事，於二零一七年七月十七日加入本公司。溫先生現為廣東省第十二屆人民代表大會代表、廣東省小商品協會會長、深圳市企業聯合會副會長、茂名市工商業聯合會(總商會)副主席及深圳市小商品協會會長。彼亦為深圳市老年協會星光會長。彼為牛津企業家學會暨英國企業家學會榮譽院士以及美洲國際大學之榮譽博士。溫先生擁有豐富的項目運行和資本運作經驗，亦為資深的企業家，現為智偉龍工商保姆集團有限公司及招商智偉龍集團(香港)有限公司之董事，以及聯交所上市公司香港資源控股有限公司之附屬公司金至尊實業發展(深圳)有限公司及金至尊珠寶股份有限公司之副董事長。此外，彼亦擁有逾15年生產用於電子、汽車及電腦產品之電線及電纜插座及連接器之經驗及約兩年在中國深圳經營各類產品(包括家用電器、時尚配飾、禮品及鐘錶珠寶)之小商品貿易中心之經驗。

Biographical Details of the Directors and Senior Executive 董事及高級行政人員之履歷

Mr. Wen was an executive director of Green International Holdings Limited (stock code: 2700), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited until his resignation in January 2014. Mr. Wen was a Chairman and executive director of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM Board of the Stock Exchange of Hong Kong Limited until his resignation in May 2015. Mr. Wen was a Chairman and executive director of Kaisa Health Group Holdings Limited (formerly known as Mega Medical Technology Limited) (stock code: 876), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited until his resignation in June 2015.

Mr. Wen is the uncle of Mr. Wu Xiaolin, the Company's executive director.

Mr. Wu Xiaolin “Mr. Wu”, aged 36, is an executive director, the chairman of Investment and Management Committee and a member of each of Nomination Committee and Remuneration Committee. Mr. Wu joined us on 16 June 2015. Mr. Wu graduated from Huaibei Normal University with a Bachelor of Science Degree in Information and Computer Science. Mr. Wu is currently serving as the legal representative and the general manager of 深圳市茂商會小額貸款有限公司 and a supervisor of the Shenzhen Cancare Commercial Development Company Limited (深圳市智偉龍商業發展有限公司). Mr. Wu is an executive director of Hong Kong Resources Holdings Company Limited (stock code: 2882), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited. Also, Mr. Wu was an executive director of Kaisa Health Group Holdings Limited (formerly known as Mega Medical Technology Limited) (stock code: 876), a company listed on the Main Board of the Stock Exchange of Hong Kong Limited until his resignation in February 2017.

Mr. Wu is the nephew of Mr. Wen Jialong, the Company's executive director and chairman.

溫先生曾為香港聯合交易所有限公司主板上市公司格林國際控股有限公司(股份代號：2700)之執行董事，直至彼於二零一四年一月辭任。溫先生曾為香港聯合交易所有限公司創業板上市公司奧栢中國集團有限公司(股份代號：8148)之主席兼執行董事，直至彼於二零一五年五月辭任。溫先生曾為香港聯合交易所有限公司主板上市公司佳兆業健康集團控股有限公司(前稱美加醫學科技有限公司)(股份代號：876)之主席兼執行董事，直至彼於二零一五年六月辭任。

溫先生為本公司執行董事吳曉林先生之舅父。

吳曉林先生「吳先生」，36歲，本公司執行董事及投資及管理委員會主席以及提名委員會成員。吳先生於二零一五年六月十六日加入本公司。吳先生畢業於淮北煤炭師範學院，持有信息與計算科學理學學士學位。吳先生現為深圳市茂商會小額貸款有限公司之法定代表及深圳市智偉龍商業發展有限公司之監事。吳先生現為香港聯合交易所有限公司主板上市公司香港資源控股有限公司(股份代號：2882)之執行董事。此外，吳先生曾為香港聯合交易所有限公司主板上市公司佳兆業健康集團控股有限公司(前稱美加醫學科技有限公司)(股份代號：876)之執行董事，直至彼於二零一七年二月辭任。

吳先生為本公司執行董事及主席溫家瓏先生的外甥。

Biographical Details of the Directors and Senior Executive

董事及高級行政人員之履歷

NON-EXECUTIVE DIRECTOR

Mr. Lung Chee Ming George “Mr. Lung”, aged 61, joined us on 31 July, 2015, is a non-executive director of the Company. Mr. Lung is a member of the National Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議全國委員會) and Justice of the Peace of Hong Kong Special Administrative Region. Mr. Lung joined Manulife (International) Limited in 1990, and has achieved outstanding results. He currently serves as the Executive Regional Director and leads a team of over 1000 insurance agents and financial planners. Actively involved in community services, Mr. Lung was amongst one of the Ten Outstanding Young Persons of Hong Kong in 1995 and was the chairman of The Outstanding Young Persons Association in 2003 to 2004. Mr. Lung was awarded the Medal of Honour and Bronze Bauhinia Star by the Government of Hong Kong Special Administrative Region in 2001 and 2014. Furthermore, Mr. Lung is a Committee Member of the Board of Governors of Hong Kong Shue Yan University, a Member of the Guangdong Daya Bay Nuclear Power Station/Lingao Nuclear Power Station, Nuclear Safety Consultative Committee, the Founding Chairman of Hong Kong Youth Exchange Promotion United Association, a Chairperson of “Passing on the Torch” National Education Activity Series of Education Bureau and executive vice chairman and secretary general of Federation of Hong Kong Guangdong Community Organisations. Mr. Lung is currently an independent non-executive director of Hong Kong International Construction Investment Management Group Co., Limited (Formerly known as Tysan Holdings Limited)(stock code: 687). He was an independent non-executive director of China Investment Development Limited (stock code: 204) until his resignation in May 2012. He was an independent non-executive director of Kaisa Health Group Holdings Limited (formerly known as Mega Medical Technology Limited) (stock code: 876) until his retirement in June 2015. He was an independent non-executive director of China Ocean Fishing Holdings Limited (Formerly known as Sky Forever Supply Chain Management Group Limited) (stock code: 8047) until his resignation in July 2015.

非執行董事

龍子明先生「龍先生」，61歲，於二零一五年七月三十一日加入本公司，為本公司非執行董事。龍先生為中國人民政治協商會議全國委員會之委員及香港特別行政區太平紳士。龍先生於一九九零年加入宏利人壽保險(國際)有限公司，並一直取得顯著成績。彼現為宏利人壽保險(國際)有限公司行政區域總監，帶領一支逾1000名保險代理人及財務顧問之團隊。龍先生因積極參與社區服務，於一九九五年成為香港十大傑出青年之一，並於二零零三年至二零零四年任傑出青年協會主席。於二零零一年及二零一四年，龍先生獲香港特別行政區政府授予榮譽勳章及銅紫荊星章。此外，龍先生為香港樹仁大學之校董，廣東大亞灣核電站／嶺澳核電站核安全諮詢委員會委員、香港青年交流促進聯會創會主席、香港特別行政區教育局「薪火相傳」國民教育活動系列委員會執行主席及香港廣東社團總會常務副主席兼秘書長。龍先生現為香港國際建設投資管理集團有限公司(前稱為泰昇集團控股有限公司)(股份代號：687)之獨立非執行董事。彼曾為中國投資開發有限公司(股份代號：204)之獨立非執行董事，直至彼於二零一二年五月辭任。彼曾為佳兆業健康集團控股有限公司(前稱美加醫學科技有限公司)(股份代號：876)之獨立非執行董事，直至彼於二零一五年六月輪席告退。彼曾為中國海洋捕撈控股有限公司(前稱為宇恒供應鏈集團有限公司)(股份代號：8047)之獨立非執行董事，直至彼於二零一五年七月辭任。

Biographical Details of the Directors and Senior Executive 董事及高級行政人員之履歷

Mr. Liu Zhanqing “Mr. Liu”, aged 52, is a non-executive director of the Company who joined us on 1 September, 2017. Mr. Liu is currently the managing partner of 北京通盛時富投資有限公司, the Vice President of the China Association of Private Equity and the Vice Chairman of the Council of the Collaborative Innovation Center for Distant water Fisheries. He graduated from the Zhanjiang Ocean University (now the Guangdong Ocean University) with a bachelor’s degree in 1986, completed the EMBA Programme in the China Europe International Business School in 2006 and the Global CEO Programme in the China Europe International Business School in 2012. Mr. Liu had worked in the China National Fisheries Corp. for 30 years and was the Chairman of the Board of the China National Fisheries Corp. He possesses extensive management and business management experience. During that period, he also served as the director of the second session of the Board of the Guangdong Ocean University and the Vice President of the China Association of Agricultural Leading Enterprises.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Loke Yu alias Loke Hoi Lam “Dr. Loke”, aged 68, an independent non-executive Director of the Company. He has over 40 years’ experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds a Master of Business Administration Degree from Universiti Teknologi Malaysia and a Doctor of Business Administration Degree from University of South Australia. Dr. Loke is a Fellow member of The Institute of Chartered Accountants in England & Wales; The Hong Kong Institute of Certified Public Accountants; The Hong Kong Institute of Chartered Secretaries and The Hong Kong Institute of Directors. He serves as an independent non-executive director of Forebase International Holdings Limited (stock code: 2310), Hang Sang (Siu Po) International Holding Company Limited (stock code: 3626), Hong Kong Resources Holdings Company Limited (stock code: 2882), V1 Group Limited (stock code: 82), Matrix Holdings Limited (stock code:

劉湛清先生「劉先生」，52歲，為本公司非執行董事，於二零一七年九月一日加入本公司。劉先生現任職位為北京通盛時富投資有限公司管理合夥人、中國股權投資基金協會副會長及遠洋漁業協同創新中心理事會副理事長。彼於一九八六年畢業於湛江水產學院（現為廣東海洋大學）、二零零六年完成中歐國際商學院 Executive MBA、二零一二年完成中歐國際商院全球CEO課程。劉先生於中國水產總公司任職30年，曾任職中國水產總公司董事長，具有豐富管理及企業管理經驗。期間還兼任了廣東海洋大學第二屆董事會董事及中國農業產業化龍頭企業協會副會長。

獨立非執行董事

陸海林博士「陸博士」，68歲，為本公司獨立非執行董事。陸博士在為私人及上市公司之會計及審計工作、財務顧問以及公司管理方面擁有逾40年經驗，彼持有馬來西亞科技大學工商管理碩士及南澳大學工商管理博士學位。陸博士亦為英格蘭與威爾斯特許會計師公會、香港會計師公會、香港特許秘書公會及香港董事學會之資深會員。彼擔任申基國際控股有限公司（股份代號：2310）、恒生（兆保）國際控股有限公司（股份代號：3626）、香港資源控股有限公司（股份代號：2882）、第一視頻集團有限公司（股份代號：82）、美力時集團有限公司（股份代號：1005）、中國北大荒產業集團控股有限公司（股份代號：39）、中國消防企業集團有限公司（股份代號：445）、飛毛腿集團有限公司（股份代號：1399）、眾安房產有限公司（股份代號：672）、天津

Biographical Details of the Directors and Senior Executive 董事及高級行政人員之履歷

1005), China Beidahuang Industry Group Holdings Limited (stock code: 39), China Fire Safety Enterprise Group Limited (stock code: 445), SCUD Group Limited (stock code: 1399), Zhong An Real Estate Limited (stock code: 672), Tianjin Development Holdings Limited (stock code: 882), China Household Holdings Limited (stock code: 692), Chiho Environmental Group Limited (formerly known as "Chiho-Tiande Group Limited") (stock code: 976) and Tianhe Chemicals Group Limited (stock code: 1619). He was an independent non-executive director of Kaisa Health Group Holdings Limited (formerly known as Mega Medical Technology Limited) (stock code: 876) until his resignation in January 2017 and the company secretary of Minth Group Limited (stock code: 425) until his resignation in February 2018. He was also an independent non-executive director of Winfair Investment Company Limited (stock code: 287) until his resignation in April 2018, which are all companies listed on the Stock Exchange of Hong Kong Limited.

Mr. Tse Long "Mr. Tse", aged 61, joined us on 28 July 2015, is the member of the Remuneration Committee, the Nomination Committee and Audit Committee of the Company. Mr. Tse graduated from the Guangzhou Jinan University in 2012 with a diploma in Social Work. He is the owner of Guangdong Xingda Transport Company (廣東興達運輸公司) and Teem China Development Limited, and a director of Allied Treasure Development Limited. Apart from personal business, Mr. Tse has engaged in various social commitments. From 2012 till now, Mr. Tse is the Chairman of Hong Kong Guangdong Transportation Association and the Hong Kong Council Convenor of the Guangdong CPPCC (Provincial) Members Association. Since 2006, he has been the Deputy Secretary-General of the Federation of Hong Kong Guangdong Community Organisations.

發展控股有限公司(股份代號：882)、中國家居控股有限公司(股份代號：692)、齊合環保集團有限公司(前稱齊合天地集團有限公司)(股份代號：976)及天合化工集團有限公司(股份代號：1619)之獨立非執行董事。彼曾為佳兆業健康集團控股有限公司(前稱美加醫學科技有限公司)(股份代號：876)之獨立非執行董事，直至彼於二零一七年一月辭任。彼亦曾擔任敏實集團有限公司(股份代號：425)之公司秘書，直至彼於二零一八年二月辭任。彼亦曾擔任永發置業有限公司(股份代號：287)之獨立非執行董事，直至彼於二零一八年四月辭任。所有該等公司均於香港聯合交易所有限公司上市。

謝浪先生「謝先生」，61歲，於二零一五年七月二十八日加入本公司，為本公司薪酬委員會、提名委員會及審核委員會成員。謝先生於二零一二年畢業於廣州暨南大學，獲社會工作文憑。彼為廣東興達運輸公司及天粵發展有限公司的擁有人，並為寶聚發展有限公司董事。除個人事務外，謝先生亦擔任不同公職。自二零一二年起至今，謝先生為港粵運輸業聯會主席及廣東省級政協委員聯誼會香港會議召集人。自二零零六年起，彼一直擔任香港廣東社團總會常務副秘書長。

Biographical Details of the Directors and Senior Executive 董事及高級行政人員之履歷

Mr. Zeng Zhaolin “Mr. Zeng”, aged 73, joined us on 16 June 2015, is the chairman of Remuneration Committee and Nomination Committee and a member of each of Investment and Management Committee and Audit Committee of the Company. Mr. Zeng holds a Higher Diploma in Chinese Language from South China Normal University (華南師範學院), and attended the “Executive Master of Business Administration Course Seminars” organised by the Sun Yat-Sen University Lingnan (University) College (中山大學嶺南學院). Mr. Zeng is the vice president of the Shenzhen Cancare Group (深圳市智偉龍實業集團) and the vice chairman of the Shenzhen Cancare Group’s Advisory Board (深圳市智偉龍實業集團顧問委員會). In 1998, Mr. Zeng, in the capacity as the General Office director (辦公室主任) of the Guangdong Provincial Chinese People’s Political Consultative Conference (“GPCPPCC”) (廣東省政協), was assigned by the GPCPPCC to station at the then Guangdong Enterprises (Holdings) Limited (粵海企業(集團)有限公司) to act as a liaison between the GPCPPCC, the Hong Kong Special Administrative Region Government, other related groups and associations in Hong Kong. In 1999, Mr. Zeng was also appointed as the assistant inspector for the General Office of the GPCPPCC. Mr. Zeng was appointed as the Public Relations Deputy Director (公關部副部長) in 1999 and General Affairs Department Deputy director (總務部副部長) in 2003 of the Federation of Hong Kong-Guangdong Community (香港廣東社團總會). He was responsible for fostering relationships with the Hong Kong Special Administrative Region Government and other groups and associations in Hong Kong. Mr. Zeng is also a senior researcher of the China Asia-Pacific Research Centre for Economic Development (中國亞太經濟發展研究中心) and visiting researcher of the expert committee of the China Traditional Culture Institute University (中國國學院大學). Mr. Zeng was an independent non-executive director of Kaisa Health Group Holdings Limited (formerly known as Mega Medical Technology Limited) (stock code: 876) until his retirement in June 2015.

曾肇林先生「曾先生」，73歲，於二零一五年六月十六日加入本公司，為本公司薪酬委員會及提名委員會主席及投資及管理委員會及審核委員會成員。曾先生持有華南師範學院中文專業大學專科文憑及曾參與中山大學嶺南學院「在職經理工商管理碩士(MBA)精要課程研修班」。曾先生現為深圳市智偉龍實業集團副總裁及深圳市智偉龍實業集團顧問委員會副主席。曾先生於一九九八年以廣東省政協華僑港澳同胞聯絡委員會辦公室主任的身份獲派往粵海企業(集團)有限公司，主要負責與香港特別行政區政府有關部門、有關社團以及廣東省政協委員聯絡。曾先生亦於一九九九年獲委任為廣東省政協辦公廳助理巡視員。曾先生曾分別於一九九九年及二零零三年獲委任為香港廣東社團總會公關部副部長及總務部副部長，負責和香港政府有關部門、社團和各界人士建立關係。曾先生亦獲委任為中國亞太經濟發展研究中心行業高級研究員以及中國國學院大學專家委員會特邀研究員。曾先生曾為佳兆業健康集團控股有限公司(前稱美加醫學科技有限公司)(股份代號：876)之獨立非執行董事，直至彼於二零一五年六月輪席告退。

Biographical Details of the Directors and Senior Executive

董事及高級行政人員之履歷

SENIOR EXECUTIVE

Ms. Hui Wai Man, Shirley “Ms. Hui”, is the company secretary of the Group. Ms. Hui joined us on 16 June 2015.

Ms. Hui is a practicing accountant in Hong Kong and is currently a director of a CPA firm and a securities firm. She is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, the Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.

Mr. Wong Man Keung “Mr. Wong”, aged 50, is appointed as the chief executive officer of the Company with effect from 28 November 2017. Mr. Wong is a member of Certified Management Accountants of Australia. He has over 25 years of experience in direct investment, commercial banking and manufacturing in the PRC. He has also served as the senior management member of various light and heavy manufacturing companies based in the PRC and overseen the finance and the production departments. Prior to that, he worked in Bank of China (Hong Kong) Ltd for approximately 15 years, focus on credit department. And he was appointed as an executive Director and Chief Executive Officer of the “Green International Holdings Ltd (stock code: 2700)” in November 2011 and was appointed as Acting Chairman of the Board from November 2012 to September 2013. He resigned as an executive Director and the Chief Executive Officer of Green International Holdings Ltd in January 2017.

高級行政人員

許惠敏女士「許女士」為本集團公司秘書，於二零一五年六月十六日加入本公司。

許女士為香港執業會計師，現為一間執業會計師行及一間證券行之董事。彼為香港會計師公會、特許公認會計師公會、英國特許秘書及行政人員公會，以及香港特許秘書公會之資深會員。

黃文強先生「黃先生」，50歲，獲委任為本公司的行政總裁，自二零一七年十一月二十八日起生效。黃先生為澳洲管理會計師成員。彼於中國直接投資、商業銀行及製造行業方面累積逾25年經驗。彼亦曾於多家總部位於中國之輕工業及重工業製造公司擔任高級管理層成員並管理財務及生產部門。於此之前，彼曾任職中國銀行(香港)有限公司約15年，專注於信貸部門。彼於二零一一年十一月獲委任為格林國際控股有限公司的(股份代號：2700)執行董事兼行政總裁，並於二零一二年十一月至二零一三年九月獲委任為董事會署理主席。彼於二零一七年一月辭任格林國際控股有限公司的執行董事兼行政總裁職務。

Biographical Details of the Directors and Senior Executive 董事及高級行政人員之履歷

Mr. Wong has entered into a service contract with the Company for acting as the Chief Executive Officer, which can be terminated (i) by the Company by giving not less than 1 month's prior notice in writing to Mr. Wong, or (ii) by Mr. Wong by giving not less than 3 months' prior notice in writing to the Company. Mr. Wong is entitled to a remuneration of HK\$780,000 per annum and a discretionary year end performance linked bonus as determined by the Board with reference to his position, his level of responsibilities, remuneration policy of the Company and the prevailing market conditions.

黃先生已就出任行政總裁與本公司訂立服務合約，可由(i)本公司向黃先生發出不少於一個月的事先書面通知；或(ii)黃先生向本公司發出不少於三個月的事先書面通知予以終止。黃先生有權獲得每年780,000港元酬金及酌情年終表現掛鈎花紅，此乃由董事會根據其職位、職責、本公司的薪酬政策及當時市場情況釐定。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE CODE

The Board considers that good corporate governance of the Company is crucial to safeguard the interests of the shareholders of the Company and to enhance the performance of the Group. The Board and management of the Company are committed to enhancing corporate governance standard, in compliance with all relevant code provisions as set out in the Corporate Governance Code (the “Code”) in Appendix 14 of the Listing Rules. The Company has, throughout the year ended 31 December 2017, complied with the relevant code provisions of the Code (“Code Provisions”), save for the deviations disclosed below in this report.

1. THE BOARD

The Directors, individually and collectively, are committed to act in good faith in the best interests of the Company and its shareholders. As at the date of this report, the Board comprised two executive Directors, two non-executive Directors and three independent non-executive Directors. The profile of all Directors are set out on pages 25 to 32, where relationship among members of the Board (including financial, business, family or other material or relevant relationship(s), if any) are also disclosed.

The Board is responsible for performing the corporate governance functions of the Company in accordance with the Code, including determining the Group’s corporate governance policies, and reviewing and monitoring the corporate governance practices of the Group.

企業管治守則

董事會認為，良好的企業管治對保障本公司股東利益及提升本集團表現至為重要。董事會及本公司管理層一直致力於遵照上市規則附錄十四內企業管治守則（「守則」）內的所有相關守則條文提高企業管治水平。截至二零一七年十二月三十一日止年度全年，本公司一直遵從守則之相關守則條文（「守則條文」），惟本報告下文所披露之偏離除外。

1. 董事會

董事，無論個別或集體成員，均致力以誠信行事，將本公司及其股東之利益列為最優先。於本報告日期，董事會由兩名執行董事、兩名非執行董事及三名獨立非執行董事組成。所有董事的個人簡介均載列於第25至第32頁，其中董事會成員之間的關係（包括財務、業務、家屬或其他重大或相關的關係（如有））亦已作出披露。

董事會負責根據守則履行本公司的企業管治職能，包括確定本集團的企業管治政策，以及檢討及監察本集團的企業管治常規。

Corporate Governance Report

企業管治報告

The Board is responsible for the management of the business and affairs of the Group with the objective of enhancing shareholders value and presenting a balanced, clear and understandable assessment of the Company's performance, position and prospects in the annual and interim reports, and of other inside information announcements and accounting policies, and reports to regulators any information required to be disclosed pursuant to the relevant statutory requirements.

The Board has fiduciary duty and statutory responsibility towards the Company and the Group. Other responsibilities include, formulation of the Group's overall strategy and policies, setting corporate and management targets and key operational initiatives, monitoring and control of operational and financial performance, and approval of budgets and major capital expenditures, major investments, material acquisitions and disposals of assets, corporate or financial restructuring, significant operational, financial and management matters.

The Board delegates day-to-day management of the business of the Group to the management of the relevant principal subsidiaries and certain specific responsibilities to audit committee, remuneration committee, nomination committee and the Investment and Management Committee (the "IMC"). These committees have specific functions and authority to examine issues and report to the Board with their recommendations (if appropriate). The final decision rests with the Board, unless otherwise provided for in the terms of reference of the relevant committee.

董事會負責管理本集團之業務及事務，力求提升股東價值，並在年報與中期報告、其他內部資料公告及會計政策中，以平衡、清晰及深入淺出的方式評估本公司之表現、狀況及前景，以及向監管機構報告有關法例規定須予披露之任何資料。

董事會須對本公司及本集團承擔受信責任及法定責任。其他責任包括制訂本集團整體策略及政策、設定公司及管理目標及主要營運行動、監察及監控營運及財務表現，以及審批財政預算與主要資本開支、主要投資、重大資產收購及出售資產、企業或財務重組、重大營運、財務及管理事宜。

董事會已授權有關主要附屬公司之管理層負責本集團之日常管理事務，另授權審核委員會、薪酬委員會、提名委員會及投資及管理委員會（「投資及管理委員會」）負責若干特定工作。各委員會具有特定的職能及權限以查核各項事項，並須向董事會作出匯報及提供建議（如有需要）。最終決定由董事會作出，但如有關委員會之職權範圍另有規定則除外。

Corporate Governance Report

企業管治報告

The Company has arranged appropriate liability insurance cover for liabilities in respect of legal actions against Directors arising out of corporate activities. The insurance coverage is reviewed regularly.

The company secretary of the Company (“Company Secretary”) provides the Directors with updates on developments regarding the Listing Rules and other applicable regulatory requirements. Any Director may request the Company Secretary to arrange for independent professional advice at the expense of the Company to assist the Directors to effectively discharge their duties to the Company.

The independent non-executive Directors serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. Each of the independent non-executive Directors has to provide an annual confirmation of his/her independence to the Company. The Board considers that each of the independent non-executive Directors is independent in character and judgment and that they all meet the specific independence guidelines as set out in Rule 3.13 of the Listing Rules.

All Directors are regularly updated on governance and regulatory matters. There is an established procedure for Directors to obtain independent advice where necessary at the expense of the Company in discharging of their duties to the Company.

本公司已就董事因企業經營活動遭受之法律行動所產生之責任安排適當責任保險。保險覆蓋範圍會進行定期檢討。

本公司公司秘書(「公司秘書」)為董事提供上市規則及其他適用規管規定之最新發展資料。各董事均可要求公司秘書代為安排獨立專業意見服務，以協助彼等有效執行其於本公司之職務，有關費用由本公司支付。

獨立非執行董事之主要責任為確保企業管治架構行之有效，並進行監察。各獨立非執行董事須向本公司提交有關其獨立身份之年度確認函。董事會認為，各獨立非執行董事均具有獨立性格及判斷力，並符合上市規則第3.13條所載之特定獨立性指引。

全體董事均定期獲得有關管治及監管事宜之更新資訊。董事可按照既定程序，尋求獨立意見(如有需要)，以協助履行其於本公司之責任，有關費用由本公司支付。

Corporate Governance Report

企業管治報告

The Board meets at least four times each year to review the overall strategy and to monitor the operation as well as the financial performance of the Group. During the year ended 31 December 2017, the Board held 23 regular meetings. Additional meetings may be convened to approve any notifiable transaction and shares issuance. Notice of at least fourteen days is served for regular board meetings. Reasonable notice would be given for all other special board meetings which are not held regularly. The chairman of the Board is primarily responsible for drawing up and approving the agenda for each board meetings in consultation with all Directors and ensure that all Directors are properly briefed on issues arising at board meetings. Agenda and accompanying board papers in respect of board meetings are sent out in full to all Directors within a reasonable time before the date of every board meetings to allow them to review these documents in advance. Minutes of all board meetings, the remuneration committee, the nomination committee, the audit committee and the IMC are kept by the Company Secretary and the Directors may inspect these minutes at any time during office hours upon giving reasonable notice. Minutes of all board meetings, and meetings of the remuneration committee, the nomination committee, the audit committee and the IMC, have recorded in sufficient detail the matters considered by the Board and the board committees, including any concerns raised by Directors or dissenting view expressed. Draft and final versions of these minutes were sent to all Directors for their comment and records respectively, normally within 10 days after the relevant meeting was held.

董事會最少每年舉行四次會議，以檢討整體策略及監察本集團之營運以及財務表現。於截至二零一七年十二月三十一日止年度，董事會召開二十三次定期會議，亦會召開額外會議以核准任何須予公佈交易以及股份發行。就董事會定期會議而言，全體董事將獲發最少十四日通知，而就所有其他非定期舉行之董事會特別會議而言，將會發出合理通知。董事會主席主要負責在諮詢全體董事後，草擬及批准每次董事會會議之議程，以及確保董事會會議上所有董事均適當知悉當前的事項。董事會會議之議程及附連之董事會文件之全部內容在每次董事會會議舉行日期前一段合理時間內派發予所有董事，使彼等得以事先審閱有關文件。所有董事會會議記錄、薪酬委員會、提名委員會、審核委員會及投資及管理委員會之會議記錄均由公司秘書保存，董事可在給予合理通知後，於辦公時間內隨時查閱有關記錄。所有董事會會議記錄以及薪酬委員會、提名委員會、審核委員會及投資及管理委員會之會議記錄，已對董事會及董事會轄下的委員會曾考慮事項作足夠詳細的記錄，其中包括董事提出之任何疑慮或表達之反對意見。本公司一般於上述會議舉行後十日內，先後將會議記錄的初稿及最終定稿發送全體董事，初稿供董事表達意見，最後定稿則作記錄之用。

Corporate Governance Report

企業管治報告

During the year ended 31 December 2017, the Board held meetings to deal with, inter alia, the following matters regarding corporate governance:

- reviewed the corporate governance practices;
- reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements;
- reviewed and monitored the code of conduct applicable to employees and Directors; and
- reviewed the Company's compliance with the Code and disclosure in the Corporate Governance Report.

於截至二零一七年十二月三十一日止年度，董事會曾召開會議以處理（其中包括）下列有關企業管治的事項：

- 檢討企業管治常規；
- 檢討及監察本公司遵守法律及監管規定的政策及做法；
- 檢討及監察適用於僱員及董事的行為守則；及
- 檢討本公司遵守守則及於企業管治報告中作出的披露。

Corporate Governance Report

企業管治報告

The following is the attendance record of each Director at the Board meetings held during the year:

下表載列年內每名董事出席董事會會議之記錄：

Name of Board member	董事會成員姓名	Attendance of Board meeting in person 親自出席董事會會議之次數
Executive Directors		
Mr. Wen Jialong (<i>Chairman</i>) (appointed as non-executive director with effect from 17 July 2017 and redesignated as executive director with effect from 1 September 2017)	溫家瓏先生(主席) (於二零一七年七月十七日獲委任為非執行董事及於二零一七年九月一日調任為執行董事)	7/12
Mr. Wu Xiaolin	吳曉林先生	23/23
Mr. Wen Wenfeng (resigned with effect from 5 February 2018)	溫文丰先生 (於二零一八年二月五日辭任)	23/23
Ms. Shen Jing (resigned with effect from 19 April 2017)	沈靜女士 (於二零一七年四月十九日辭任)	4/7
Non-Executive Director		
Mr. Lung Chee Ming George	龍子明先生	19/23
Mr. Ye WeiMing (resigned with effect from 17 July 2017)	葉偉銘先生 (於二零一七年七月十七日辭任)	10/10
Mr. Liu Zhanqing (appointed with effect from 1 September 2017)	劉湛清先生 (於二零一七年九月一日獲委任)	7/7
Independent Non-executive Directors		
Mr. Zeng Zhaolin	曾肇林先生	23/23
Dr. Loke Yu alias Loke Hoi Lam	陸海林博士	22/23
Mr. Tse Long	謝浪先生	22/23

Corporate Governance Report

企業管治報告

The following is the attendance record of each Director at the general meetings of the Company held during the year:

下表載列年內每名董事出席本公司股東大會之記錄：

Name of Board member	董事會成員姓名	Attendance of general meeting in person 親自出席 股東大會之次數
Executive Directors		
Mr. Wen Jialong (Chairman) (appointed as non-executive director with effect from 17 July 2017 and redesignated as executive director with effect from 1 September 2017)	溫家瓏先生(主席) (於二零一七年七月十七日獲委任為非執行董事及於二零一七年九月一日調任為執行董事)	Not applicable 不適用
Mr. Wu Xiaolin	吳曉林先生	2/2
Mr. Wen Wenfeng (resigned with effect from 5 February 2018)	溫文丰先生 (於二零一八年二月五日辭任)	2/2
Ms. Shen Jing (resigned with effect from 19 April 2017)	沈靜女士 (於二零一七年四月十九日辭任)	0/1
Non-Executive Director		
Mr. Lung Chee Ming George	龍子明先生	2/2
Mr. Ye WeiMing (resigned with effect from 17 July 2017)	葉偉銘先生 (於二零一七年七月十七日辭任)	1/2
Mr. Liu Zhanqing (appointed with effect from 1 September 2017)	劉湛清先生 (於二零一七年九月一日獲委任)	Not applicable 不適用
Independent Non-executive Directors		
Mr. Zeng Zhaolin	曾肇林先生	1/2
Dr. Loke Yu alias Loke Hoi Lam	陸海林博士	2/2
Mr. Tse Long	謝浪先生	1/2

Under Code Provision A.6.7, independent non-executive directors and other non-executive directors, as equal Board members, should, among other things, attend general meetings of the Company. Due to other important business engagements at the relevant time, not all independent non-executive director and non-executive director attended the special general meeting held on 9 January 2017 and the annual general meeting held on 19 May 2017.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under Code provision A.2.1, the roles of the chairman and chief executive should be separate and should not be performed by the same individual. Mr. Wen Jialong was appointed as the chairman of the Company on 17 July 2017 and Mr. Wu Xiaolin was the Chief Executive Officer of the Company until Mr. Wong Man Keung took up the position in place of Mr. Wu Xiaolin with effect from 28 November 2017 (“CEO”). The CEO, is responsible for managing and smoothing the business operation of the Group while Mr. Wen, as the chairman of the Company, is responsible for leading the Board in overall strategic development of the Group.

The Board believes that the roles of chairman and chief executive performed by Mr. Wen Jialong and CEO can provide the Group with strong and consistent leadership and allow for more effective and efficient business planning and decisions.

The Board considers the above arrangement to be appropriate for the Company as it can preserve the consistent leadership culture of the Company. The Board believes that a balance of power and authority is adequately ensured by the Board which comprises experienced and high caliber individuals, including two non-executive directors and three independent non-executive directors (the “INEDs”).

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事作為與其他董事擁有同地位的董事會成員，應出席(其中包括)本公司的股東大會。由於在相關時間有其他重要公務，並非所有獨立非執行董事及非執行董事均有出席本公司於二零一七年一月九日舉行之股東特別大會及於二零一七年五月十九日舉行的股東週年大會。

主席及行政總裁

根據守則條文第A.2.1條，主席與行政總裁的角色應予區分，而不應由一人同時兼任。溫家瓏先生於二零一七年七月十七日獲委任為本公司主席及吳曉林先生為本公司之行政總裁直至黃文強先生接任吳曉林先生的職位(自二零一七年十一月二十八日生效)(「行政總裁」)。行政總裁負責管理本集團業務營運，確保其運作暢順，而溫先生擔任本公司主席，負責領導董事會處理本集團之整體策略發展工作。

董事會相信，溫家瓏先生及行政總裁履行主席及行政總裁職務可為本集團提供強有力及一致的領導，並允許更多有效及高效的業務規劃及決策。

董事會認為，以上安排可保持本公司一致之領導文化，故對本公司而言為適當之安排。董事會相信，董事會由具經驗和卓越才幹之人士(包括兩位非執行董事及三位獨立非執行董事(「獨立非執行董事」))組成，足以確保權力與權限之平衡。

Corporate Governance Report

企業管治報告

INDEPENDENT NON-EXECUTIVE DIRECTORS

The number of INEDs throughout the year ended 31 December 2017 has met the minimum requirement of the Listing Rules and represented at least one-third of the total Board members. Further, at least one of the INEDs possesses the appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules.

The Company has received from each of the INEDs an annual written confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Board has reviewed their independence based on such confirmation and considers all of them remaining independent.

All non-executive Directors and independent non-executive Directors entered into a service contract with the Company and are subject to retirement by rotation and re-election at the annual general meeting at least once every three years pursuant to the Bye-laws.

BOARD COMPOSITION

The Board currently comprises the following two executive Directors, two non-executive Directors and three independent non-executive Directors:

Executive Directors

Mr. Wen Jialong
Mr. Wu Xiaolin

Non-Executive Directors

Mr. Lung Chee Ming George
Mr. Liu Zhanqing

Independent Non-Executive Directors

Dr. Loke Yu alias Loke Hoi Lam
Mr. Tse Long
Mr. Zeng Zhaolin

獨立非執行董事

截至二零一七年十二月三十一日止年度，獨立非執行董事之人數符合上市規則之最低要求，並至少佔董事會成員總人數之三分之一。此外，根據上市規則規定，至少一名獨立非執行董事具備合適專業資格或會計或相關財務管理專業知識。

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出的獨立身份年度書面確認書，而董事會已根據該等確認書審閱彼等的獨立性，並認為彼等仍為獨立人士。

所有非執行董事及獨立非執行董事與本公司訂立服務合約，並須按章程細則最少每三年於股東週年大會上輪值退任一次及膺選連任。

董事會組成

董事會目前由下列兩名執行董事、兩名非執行董事及三名獨立非執行董事組成：

執行董事

溫家瓏先生
吳曉林先生

非執行董事

龍子明先生
劉湛清先生

獨立非執行董事

陸海林博士
謝浪先生
曾肇林先生

All independent non-executive Directors are expressly identified as such in all of the Company's corporate communications that disclose the names of Directors.

BOARD DIVERSITY POLICY

The Company recognizes the benefits of having a diverse Board to enhance the quality of its performance. The Company adopted the board diversity policy on 28 August 2013. The policy set out that the nomination committee of the Company reviews and assesses the composition of the Board, makes recommendations to the Board on appointment of new directors of the Company, conduct of the annual review of the effectiveness of the Board in order to achieve the objective of the board diversity policy.

The nomination committee has reviewed the diversity of the Board and will review the board diversity policy from time to time to ensure that the policy will be implemented effectively.

DIRECTORS' TRAINING

Pursuant to Code Provision A.6.5, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. The Directors have been given relevant guideline materials to ensure that they are apprised of the latest changes in the commercial, legal and regulatory requirements in relation to the Company's businesses, and to refresh their knowledge and skills on the roles, functions and duties of a listed company director.

New Directors, on appointment, will be given an induction package containing all key legal and Listing Rules' requirements as well as guidelines on the responsibilities and obligations to be observed by a director. The package will also include the latest published financial reports of the Company and the documentation for the corporate governance practices adopted by the Board.

本公司所有載有董事姓名之公司通訊中，已明確列明所有獨立非執行董事身份。

董事會多元化政策

本公司明白董事會成員多元化對提升公司表現素質的裨益。本公司於二零一三年八月二十八日採納董事會成員多元化政策。該政策列明本公司提名委員會審閱及評估董事會組成、就委任本公司新董事向董事會作出推薦建議、對董事會之有效性進行年度審核，從而達致董事會成員多元化的目標。

提名委員會已就本公司董事會多元化作出檢討，及將不時檢討董事會多元化政策，以確保其政策能有效地執行。

董事培訓

根據守則條文第A.6.5條，所有董事應參與持續專業發展，發展並更新其知識及技能。董事均已獲提供相關指引材料以確保彼等了解本公司業務相關之商業、法律及監管規定之最新變化，並更新彼等對上市公司董事之角色、職能及責任之知識及技能。

新董事在接受委任後將取得一套入職資料文件，當中載有所有主要法律及上市規則規定，以及有關董事應遵守之責任及義務之指引。資料文件亦包括本公司最新公佈之財務報表及董事會採納之企業管治常規文件。

Corporate Governance Report

企業管治報告

The Company also continuously updates Directors on the latest developments regarding listing rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices. Circulars or guidance notes are also issued to Directors where appropriate to ensure their awareness of best corporate governance practices.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

In accordance with the Bye-laws of the Company, any new Director appointed by the Board, whether to fill a casual vacancy or as an addition to the existing Board, is subject to retirement and re-election by shareholders at the next following general meeting of the Company following his/her appointment. At every annual general meeting of the Company, one-third of the Directors for the time being (or, if the number of Directors is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office and being eligible for re-election.

All Directors are subject to retirement by rotation and re-election by shareholders at annual general meetings of the Company at least once every three years.

BOARD COMMITTEES

As an integral part of good corporate governance, the Board has established the following committees with defined terms of reference.

Audit Committee

The Company has established an Audit Committee in compliance with the Rule 3.21 of the Listing Rules. As at 31 December 2017, the Company's Audit Committee comprised three independent non-executive Directors, namely Dr. Loke Yu alias Loke Hoi Lam, Mr. Tse Long and Mr. Zeng Zhaolin. Dr Loke Yu alias loke Hoi Lam was appointed as the chairman of the audit committee.

本公司亦持續向董事提供有關上市規則及其他適用監管規定的最新資料，以確保董事遵守該等規則及提高彼等對良好企業管治常規的認識，並向董事（倘合適）發出通函或指引，以確保其了解最佳企業管治常規。

董事之委任及重選

按照本公司之章程細則之規定，任何獲董事會委任之新董事（不論為填補臨時空缺或增補加入現有董事會）須於其獲委任後本公司下一屆股東大會上退任及由股東重選連任。於每屆本公司股東週年大會上，當時董事之三分之一（或，倘董事人數並非三之整數倍，則為最接近三分之一但不高於三分之一之數目）須退任並可重選連任。

所有董事均至少每三年於股東週年大會上輪值退任一次及由股東重選連任。

董事會轄下的委員會

作為良好企業管治不可分割的一部分，董事會設立了下列委員會，並訂有明確的職權範圍。

審核委員會

本公司已遵照上市規則第3.21條成立審核委員會。截至二零一七年十二月三十一日，本公司審核委員會由三位獨立非執行董事，即陸海林博士、謝浪先生及曾肇林先生組成。陸海林博士獲委任為審核委員會主席。

Corporate Governance Report

企業管治報告

The audit committee oversees the financial reporting process, risk management and internal control system of the Company. The management of the Company is responsible for the preparation of the Group's financial statements while the external auditor is responsible for auditing the Group's financial statements. Members of the audit committee assist the Board in fulfilling its responsibilities by providing an independent review of the financial statements, supervising the Company's system of financial reporting and internal control. The audit committee presents a report to the Board on its findings after each audit committee meeting.

The written terms of reference, which describes the authority and duties of the Audit Committee, are regularly reviewed and was updated by the Board to comply with Code Provision C.3.3 of the Code in 2017. The Audit Committee held two meetings during the year ended 31 December 2017. The attendance of each member is set out as follows:

審核委員會監督本公司之財務申報程式，風險管理及內部監控系統。本公司管理層負責編製本集團之財務報表而外聘核數師則負責審核本集團之財務報表。審核委員會成員為協助董事會履行其責任而獨立審閱財務報表、監察本公司之財務申報及內部監控系統。審核委員會於每次舉行審核委員會會議後就其發現向董事會提交報告。

於二零一七年，董事會定期審閱並更新描述審核委員會權力與職責的書面職權範圍，以遵守守則條文第C.3.3條。截至二零一七年十二月三十一日止年度，審核委員會已舉行兩次會議。各成員之出席率如下：

Name of audit committee member	審核委員會成員姓名	Number of meetings attended 出席會議次數
Dr. Loke Yu alias Loke Hoi Lam (<i>Chairman</i>)	陸海林博士(主席)	2/2
Mr. Zeng Zhaolin	曾肇林先生	2/2
Mr. Tse Long	謝浪先生	2/2

Corporate Governance Report

企業管治報告

The audit committee reviewed and discussed with the management and independent external auditor the 2017 consolidated financial statements included in this report. In this regard, the audit committee held discussions with management with regard to new or changes in accounting policies that had been applied, and significant judgments of the management which affected the Group's financial statements. The audit committee received reports and met with the external auditor to discuss the general scope of their audit work, including the impact of new or changes in accounting policies that had been applied and their assessment of the Group's internal controls. Based on these review and discussions, and the report of the external auditor, the audit committee recommended the Board to approve the consolidated financial statements for the year ended 31 December 2017 and the Independent Auditor's Report.

During the year, the audit committee also reviewed the unaudited condensed consolidated financial statements for the six months ended 30 June 2017 and recommended the Board to approve the unaudited condensed consolidated financial statements.

The members of the audit committee considered the appointment of external auditor, their audit fees and recommended the Board to seek shareholders' approval for the re-appointment of Zhonghui Anda CPA Limited as the Group's external auditor for the year ending 31 December 2018.

審核委員會已審閱並與管理層及外聘獨立核數師討論本年報所載之二零一七年度綜合財務報表。就此，審核委員會與管理層就已應用之新訂或經修訂會計政策以及管理層所作對本集團財務報表構成影響之重大判斷進行討論。審核委員會在接獲核數師報告書後與外聘核數師會面，討論其核數工作之大致範圍，包括已應用之新訂或經修訂會計政策之影響及彼等對本集團內部監控之評估。基於上述檢討及討論，以及按照外聘核數師之報告，審核委員會建議董事會批准通過截至二零一七年十二月三十一日止年度之綜合財務報表及獨立核數師報告書。

於年內，審核委員會亦審閱截至二零一七年六月三十日止六個月之未經審核簡明綜合財務報表，並建議董事會批准通過該未經審核簡明綜合財務報表。

審核委員會之成員已考慮外聘核數師之委聘事宜及其核數費用，並建議董事會尋求股東批准續聘中匯安達會計師事務所有限公司為本集團截至二零一八年十二月三十一日止年度之外聘核數師。

Nomination Committee

The Company has established a nomination committee with terms consistent with the Code Provisions A.5.1 to A.5.6. The written terms of reference of the nomination committee have included the duties as set out in the relevant Code Provisions. As at 31 December 2017, the nomination committee comprises three INEDs, and one executive director namely Mr. Zeng Zhaolin. Dr. Loke Yu alias Loke Hoi Lam, Mr. Tse Long and Mr. Wu Xiaolin. Mr. Zeng Zhaolin was appointed as the chairman of the nomination committee.

The Nomination Committee holds meeting at least once a year. The Nomination Committee, among other things, review the composition of the Board, consider the independence of the Independent Non-executive Directors, the retirement of directors and the resignation and the appointment of the Independent Non-executive Directors.

The Nomination Committee held four meetings during the year ended 31 December 2017. The attendance of each member is set out as follows:

提名委員會

本公司已根據守則條文第A.5.1條至第A.5.6條成立提名委員會。提名委員會以書面形式訂立的職權範圍已包括有關守則條文所載職責。截至二零一七年十二月三十一日，提名委員會由三位獨立非執行董事及一位執行董事組成，即曾肇林先生、陸海林博士、謝浪先生及吳曉林先生。曾肇林先生獲委任為提名委員會主席。

提名委員會每年最少舉行一次會議。提名委員會(其中包括)審閱董事會的組成、考慮獨立非執行董事的獨立性、董事退任以及調任及委任獨立非執行董事。

截至二零一七年十二月三十一日止年度，提名委員會已舉行四次會議，各成員之出席率如下：

Name of nomination committee member	提名委員會成員姓名	Number of meetings attended 出席會議次數
Mr. Zeng Zhaolin (<i>Chairman</i>)	曾肇林先生(主席)	4/4
Dr. Loke Yu alias Loke Hoi Lam	陸海林博士	4/4
Mr. Tse Long	謝浪先生	3/4
Mr. Wu Xiaolin	吳曉林先生	4/4

Corporate Governance Report

企業管治報告

Remuneration Committee

The Company has established a remuneration committee to deal with matters of remuneration and compensation arrangement of Directors and senior management. The written terms of reference of the remuneration committee have included the duties as set out in the relevant Code Provisions. As at 31 December 2017, the remuneration committee comprises three INEDs and one executive director, namely, Mr. Zeng Zhaolin, Dr. Loke Yu alias Loke Hoi Lam, Mr. Tse Long and Mr. Wen Wenfeng. Mr Zeng Zhaolin was appointed as the chairman of the remuneration committee.

The terms of reference of the Remuneration Committee follow the guidelines set out in the Code and it is mainly responsible for making recommendations to the Board on the Company's policy for the remuneration of Directors and senior management. The Remuneration Committee shall meet at least once a year.

The Remuneration Committee meetings held four meetings during the year ended 31 December 2017. The attendance of each member is set out as follows:

薪酬委員會

本公司已成立薪酬委員會以處理董事及高級管理人員之薪酬及補償事務。薪酬委員會以書面形式訂立之職權範圍包括有關守則條文所載職責。於二零一七年十二月三十一日，薪酬委員會由三位獨立非執行董事及一位執行董事組成，即曾肇林先生、陸海林博士、謝浪先生及溫文丰先生。曾肇林先生獲委任為薪酬委員會主席。

薪酬委員會的職權範圍遵循守則所載指引，其主要責任為就本公司與董事及高級管理人員薪酬有關的政策向董事會提供建議。薪酬委員會每年須至少召開一次會議。

截至二零一七年十二月三十一日止年度，薪酬委員會已舉行四次會議。各成員之出席率如下：

Name of remuneration committee member	薪酬委員會成員姓名	Number of meetings attended 出席會議次數
Mr. Zeng Zhaolin (<i>Chairman</i>)	曾肇林先生(主席)	4/4
Dr. Loke Yu alias Loke Hoi Lam	陸海林博士	4/4
Mr. Tse Long	謝浪先生	3/4
Mr. Wen Wenfeng (resigned on 5 February 2018)	溫文丰先生 (於二零一八年二月五日辭任)	4/4
Mr. Wu Xiaolin (appointed on 5 February 2018)	吳曉林先生 (於二零一八年二月五日獲委任)	Not applicable 不適用

Investment and Management Committee

The Board established the IMC on 15 August 2013. As at 31 December 2017, the IMC comprises two executive Directors and two independent non-executive Directors namely, Mr. Wen Wenfeng, Mr. Wu Xiaolin, Dr. Loke Yu alias Loke Hoi Lam and Mr. Zeng Zhaolin. Mr. Wen Wenfeng was the chairman of the IMC until his resignation with effect from 5 February 2018. Mr Wu Xiaolin was appointed as the Chairman of the IMC with effect from 5 February 2018.

The principal role and function of the IMC includes:

- act as a delegate for the Board generally;
- make decisions and resolutions, and to exercise all powers of the Board on all matters of the Group in relation to its daily operation and investment activities; and
- make recommendations to the Board concerning matters of corporate significance not otherwise dealt by any other committees of the Board.

The IMC did not hold any meeting during the year ended 31 December 2016. The attendance of each member is set out as follows:

投資及管理委員會

董事會於二零一三年八月十五日成立投資及管理委員會。於二零一七年十二月三十一日，投資及管理委員會由兩位執行董事及兩位獨立非執行董事組成，即溫文丰先生、吳曉林先生、陸海林博士及曾肇林先生。溫文丰先生為投資及管理委員會主席，直至彼於二零一八年二月五日辭任。吳曉林先生於二零一八年二月五日獲委任為投資及管理委員會主席。

投資及管理委員會之主要角色及職能包括：

- 一般作為董事會的代表行事；
- 作出決策及決議，以及就有關本集團日常營運及投資活動的所有事宜行使董事會一切之權力；及
- 就企業之重大而未由董事會任何其他委員會處理之事宜向董事會提出建議。

截至二零一七年十二月三十一日止年度，投資及管理委員會並未舉行任何會議。各成員之出席率如下：

Name of the IMC member	投資及管理委員會成員姓名	Number of meetings attended 出席會議次數
Mr. Wen Wenfeng (<i>Chairman</i>) (resigned with effect from 5 February 2018)	溫文丰先生(<i>主席</i>) (於二零一八年二月五日辭任)	Not applicable 不適用
Mr. Zeng Zhaolin	曾肇林先生	Not applicable 不適用
Dr. Loke Yu alias Loke Hoi Lam	陸海林博士	Not applicable 不適用
Mr. Wu Xiaolin (appointed as Chairman with effect from 5 February 2018)	吳曉林先生 (於二零一八年二月五日獲委任為主席)	Not applicable 不適用

Corporate Governance Report

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the effectiveness of the Group's risk management and internal control systems.

The risk management process includes risk identification, risk evaluation, risk management and risk control and review.

The management is entrusted with duties to identify, analyze, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its scope of responsibility and authority.

The Group has conducted a review of the implemented system and procedures, including areas covering financial, operational, compliance and risk management functions. The systems are implemented to minimise the risk to which the Group is exposed and is used as a management tool for the day-to-day operation of business. The system can only provide reasonable but not absolute assurance against misstatement or losses.

The Group does not have an internal audit function as the Board has reviewed the effectiveness of the internal control system of the Company and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time.

The Group has engaged external professional consultant to conduct independent internal control review for the year ended 31 December 2017.

風險管理及內部監控

董事會確認其有責任確保本集團風險管理及內部監控系統行之有效。

風險管理程序包括風險識別、風險評估、風險管理以及風險控制及審查。

管理層獲委派於其責任及權力範圍內識別、分析、評估、應對、監控及傳達與任何活動、職務或程序有關風險。

本集團已就已實施的系統及程序進行評估，範圍包括財務、營運、合規及風險管理職能。實施系統旨在將本集團面臨的風險降至最低，並用作日常業務營運的管理工具。該系統僅提供合理而非絕對保證可避免出現錯誤陳述或損失。

本集團並無內部審核功能。董事會已檢討本公司內部監控系統之效用，目前認為根據本集團業務的規模、性質及複雜性，毋須即時於本集團內設立內部審核功能。該情況將不時進行檢討。

本集團已委聘外聘專業顧問於截至二零一七年十二月三十一日止年度進行獨立內部監控檢討。

For the year ended 31 December 2017, the Board considered the Group's risk management and internal control system as adequate and effective and that the Company has complied with the code provisions on internal control of the Code.

PERFORMANCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS' DUTIES

The Company has adopted the rules and procedures on INEDs' work. The Company has three INEDs, representing more than one-third of the total number of the Directors as required under the Listing Rules. The INEDs are professionals with extensive experience in the fields of accounting, finance and business management. Dr. Loke Yu alias Loke Hoi Lam has appropriate accounting and financial experience. The INEDs do not hold other positions in the Company other than being members of the board committees.

During the reporting period, the INEDs had no objections to the resolutions made by the Board.

During the year, the INEDs earnestly and diligently performed their duties in accordance with the relevant laws and regulations and the Bye-laws of the Company. The INEDs actively attended board meetings during the reporting period, and reviewed documents presented by the Company. They also provided professional and constructive advice on the Company's major decisions.

The Company has received confirmation from each of the INEDs about their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that the INEDs are completely independent of the Company, its substantial shareholders and its affiliates and comply fully with the requirements concerning the INEDs under the Listing Rules.

於截至二零一七年十二月三十一日止年度，董事會認為本集團的風險管理及內部監控系統適當及有效，且本公司已遵守守則中有關內部監控的守則條文。

獨立非執行董事之職責表現

本公司已採納獨立非執行董事工作之規則及程序。本公司擁有一名獨立非執行董事，佔董事總數多於三分之一，符合上市規則規定。獨立非執行董事為在會計、財務及業務管理領域具有豐富經驗之專業人士。陸海林博士擁有適當之會計及財務經驗。獨立非執行董事並無在本公司擔任其他職務（董事會轄下的委員會成員除外）。

於報告期內，獨立非執行董事並無對董事會作出之決議提出異議。

年內，獨立非執行董事按照有關法律、法規及本公司之章程細則認真勤勉地履行彼等之職責。於報告期內，本公司獨立非執行董事積極出席董事會會議，審閱本公司提交之文件。彼等亦對本公司之重大決策提供專業及建設性意見。

本公司已收到各位獨立非執行董事根據上市規則第3.13條就其獨立性發出之確認。本公司認為，獨立非執行董事完全獨立於本公司、其主要股東及其聯屬公司，並已完全遵守上市規則下有關獨立非執行董事之規定。

Corporate Governance Report

企業管治報告

EXTERNAL AUDITOR

It is the external auditor's responsibility to form an independent opinion, based on their audit, on the consolidated financial statements and to report their opinion solely to the shareholders of the Company, as a body, in accordance with Section 90 of the Bermuda Companies Act and for no other purpose. They do not assume responsibility towards or accept liability to any other person for the content of the auditor's report.

For the year ended 31 December 2017, the Board has accepted the recommendation from the audit committee on re-appointing Zhonghui Anda CPA Limited as the external auditor of the Group.

During the year, the remuneration paid and payable to the Company's external auditor for the provision of services are as follows:

外聘核數師

外聘核數師之責任是根據其審核工作之結果，對綜合財務報表作出獨立意見，並根據百慕達公司法第90條僅向本公司全體股東報告，除此以外，外聘核數師之報告書別無其他目的。外聘核數師不會就其報告書之內容向任何其他人士負上或承擔任何責任。

於截至二零一七十二月三十一日止年度，董事會已接納審核委員會有關續聘中匯安達會計師事務所有限公司為本集團之外聘核數師之建議。

年內就提供服務已付及應付本公司外聘核數師的酬金如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Audit services	審核服務		
– Annual audit	– 年度審核	815	720
Non-audit services	非審核服務	153	230
		968	950

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors acknowledge their responsibility for preparing the Group's financial statements in accordance with statutory requirements and applicable accounting standards. The responsibilities of the Directors are to prepare the financial accounts for each financial period which gives a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. The Directors also acknowledge that the publication of the financial statements should be distributed to the shareholders of the Company in a timely manner. In preparing the accounts for the year ended 31 December 2017, the Directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made adjustments and estimates that are prudent, fair and reasonable and prepared accounts on a going concern basis. The Directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard set out by the Stock Exchange in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 to the Listing Rules. Having made specific enquiries to all Directors, all Directors have complied with the required standards of dealings as set out in the Model Code and the Company's own code of conduct during the review year.

董事之責任聲明

董事知悉其須負責按法定規定及適用會計準則編製本集團財務報表之責任。董事之責任為編製每一財政期間真實而公平地反映本集團狀況及該期間業績和現金流之財務賬目。董事亦知悉財務報表須準時分發予本公司之股東。在編製截至二零一七年十二月三十一日止年度之賬目時，董事已選擇合適之會計政策及貫徹一致地採用該等政策；採用合適之香港財務報告準則及香港會計準則；作出審慎、公平和合理之調整及估計，以及按持續經營基準編製賬目。董事亦須負責保存妥當之會計記錄，當中須合理準確地披露本公司當時之財務狀況。

董事進行證券交易之標準守則

本公司就董事進行證券交易採納了一套條款不遜於聯交所在上市規則附錄十《上市發行人董事進行證券交易的標準守則》（「標準守則」）所訂標準之行為準則。在向所有董事作出特定查詢後得悉，各董事於回顧年度內一直遵守標準守則所載有關進行交易之標準及本公司本身所訂之有關行為守則。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS

(i) Convening a special general meeting by shareholders

Pursuant to the Bye-laws of the Company, any one or more shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary of the Company by mail at Room 1814-1815, 18/F, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda.

(ii) Putting forward proposals at general meetings

Shareholders shall make a written requisition to the Board or the Company Secretary of the Company by mail at Room 1814-1815, 18/F, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong, specifying their shareholding information, their contact details and the proposals they intend to put forward at the general meetings regarding any specified transaction/business, together with supporting documents.

股東之權利

(i) 股東召開股東特別大會

根據本公司之章程細則，任何一名或多名股東凡於提交請求當日持有附帶本公司股東大會表決權的本公司繳足股本不少於十分之一，應隨時有權透過向董事會或本公司公司秘書發出書面請求，並郵寄至香港九龍尖沙咀梳士巴利道3號星光行18樓1814-1815室，以要求董事會召開股東特別大會處理該請求所指明的任何事務；該大會須於提交該請求後兩(2)個月內舉行。倘於提交該請求起計二十一(21)日內董事會未有落實召開該大會，則請求人本身可自行根據百慕達一九八一年公司法第74(3)條的條文召開。

(ii) 於股東大會上提出建議

股東可向董事會或本公司公司秘書提出書面要求，郵寄地址為香港九龍尖沙咀梳士巴利道3號星光行18樓1814-1815室，在其中列明其持股資料、聯繫方式及彼等就任何指定交易／業務擬於股東大會上提出的建議，並提供證明文件。

(iii) Putting forward enquiries to the Board

Shareholders may send their enquiries and concerns to the Board by addressing them to the Company Secretary by mail at Room 1814-1815, 18/F, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company Secretary forwards communications relating to matters within the Board's direct responsibilities to the Board and communications relating to ordinary business matters to the IMC of the Company.

INVESTOR RELATIONSHIP AND COMMUNICATION

The Company is responsible for ensuring that shareholders' rights are protected. In order to fulfill this responsibility, the Company endeavours to maintain a high level of transparency in communicating with shareholders and the investment community at large. The Company is committed to continue to maintain an open and effective investor communication policy and to update investors with the relevant information on its business in a timely and accurate manner, subject to the relevant regulatory requirements. In order to ensure effective, clear and accurate communication with investors, all corporate communications are arranged and handled by the executive Directors and designated senior executives according to established practices and procedures of the Company.

(iii) 向董事會提出查詢

股東可向董事會作出提問及查詢，郵寄地址為香港九龍尖沙咀梳士巴利道3號星光行18樓1814-1815室，註明收件人為公司秘書。公司秘書會將董事會直接職責範疇事宜相關的通訊轉交董事會，以及將日常業務事宜相關的通訊轉交本公司投資及管理委員會。

與投資者的關係及溝通

本公司有責任確保股東之權利得到保障。為了履行此責任，在與股東及投資界溝通時，本公司一直盡量保持高透明度。本公司致力按照有關監管規定，繼續維持公開及有效之投資者溝通政策，並及時及準確地向投資者提供最新的業務資料。為確保與投資者維持有效、清晰而準確之溝通，所有企業通訊事宜均按照本公司的既定慣例及程序，由執行董事及專責高級行政人員安排及處理。

Corporate Governance Report

企業管治報告

The Board uses annual general meetings and other general meetings as the principal channel to meet and communicate with the shareholders. Registered shareholders are notified by post for these general meetings, and the notice of meeting contains the agenda and the proposed resolutions. Any registered shareholder is entitled to attend the annual and special general meetings, provided that their shares have been recorded in the register of shareholders. The Board also encourages shareholders to participate in these general meetings to maintain an on-going dialogue with the shareholders.

Extensive information about the Company's activities is provided in its interim and annual reports, which are sent to shareholders, analysts and other interested parties. The Company's news releases, announcements and publications are circulated to all major news media in a timely and accurate manner.

Separate resolutions will be proposed by the chairman of the meeting in respect of each substantially separate issue at the Company's forthcoming annual general meeting ("AGM"). The chairman of the AGM, audit committee, the nomination committee, remuneration committee and the IMC will attend the forthcoming annual general meeting to answer questions of shareholders.

董事會利用股東週年大會及其他股東大會作為與股東會面及溝通之主要渠道。登記股東以郵遞方式收取上述股東大會通告，大會通告載有議程及獲提呈之決議案。任何登記股東均有權出席股東週年大會及股東特別大會，惟彼等之股份必須已經登記於股東名冊內。董事會亦鼓勵股東參與上述股東大會，藉以一直保持彼此之溝通。

寄發予股東、分析員及其他有關人士之中期報告及年報，載有大量本公司活動的資料。本公司之新聞發佈、公告及刊物均適時及準確地向所有主要新聞媒體發放。

在本公司應屆股東週年大會（「股東週年大會」）上，大會主席將會就每項大致上獨立之事宜個別提出決議案。股東週年大會主席、審核委員會主席、提名委員會主席、薪酬委員會主席及投資及管理委員會主席將出席應屆股東週年大會，並於會上回答股東提問。

Corporate Governance Report

企業管治報告

COMPANY SECRETARY

The Company appointed Ms. Hui Wai Man, Shirley (“Ms. Hui”) as the company secretary of the Company from an external secretarial services provider. Any Executive Director of the Company will be the person to whom such external service provider can contact with.

Pursuant to Rule 3.29 of the Listing Rules, the Company Secretary must take no less than 15 hours of relevant professional training in each financial year. The Company Secretary provided her training records to the Company indicating she took more than 15 hours of relevant professional development by means of attending in-house briefings, attending seminars and reading relevant guideline materials.

CONSTITUTIONAL DOCUMENTS OF THE COMPANY

During the year under review, there were no changes in the Company’s Memorandum of Association and Bye-laws. A copy of the latest version of the Memorandum of Association and Bye-laws are available on the websites of the Company and the Stock Exchange.

公司秘書

本公司已從外部秘書服務供應商委聘許惠敏女士(「許女士」)為本公司的公司秘書。本公司的任何執行董事將為該外部服務供應商可聯絡的人士。

根據上市規則第3.29條，公司秘書必須於每個財政年度接受不少於15小時的相關專業培訓。公司秘書向本公司提供其培訓記錄，表示其已透過出席內部簡介會、出席講座及閱讀相關指引材料的方式接受超過15小時的相關專業培訓。

本公司組織章程文件

於回顧年內，本公司組織章程大綱及章程細則並無任何變動。組織章程大綱及章程細則最新版本副本可於本公司及聯交所之網站閱覽。

Directors' Report

董事會報告

The Directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2017.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and the principal activities of its principal subsidiaries are set out in note 38 to the consolidated financial statements.

BUSINESS REVIEW

A review of the Group's business during the year, which includes a discussion of the uncertainties and opportunities facing by the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events affecting the Group during the year, an indication of likely future developments in the Group's business and discussion on the relationships with its stakeholders, can be found in the Executive Director's Statement and Management Discussion and Analysis contained in this annual report. The review forms part contained in this directors' report.

The Group recognises the importance of compliance with rules and regulations and the impact of non-compliance with such rules and regulations on the business. The Group has been allocating system and staff resources to ensure ongoing compliance with rules and regulations and to maintain cordial working relationships with regulators effectively through effective communications. During the year ended 31 December 2017, the Group has complied, to the best of our knowledge, with all relevant rules and regulations that have a significant impact on the Company.

董事會謹此提呈截至二零一七年十二月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司是一家投資控股公司，旗下主要附屬公司之主要業務載於綜合財務報表附註38。

業務回顧

本集團於年內的業務回顧包括本集團所面對的不明朗因素及機遇的討論、本集團按主要財務表現指標分析的業績、於年內影響本集團的重大事件的具體訊息、很可能出現的本集團業務未來發展的預示以及就與其利益相關者關係的討論。此業務回顧已分別列示於本年報的執行董事報告書及管理層討論及分析。此業務回顧構成本董事會報告的一部分。

本集團深明遵守法律法規的重要性及未遵守業務相關法律法規的影響。本集團已分配系統及人手資源，以確保一直遵守規則及法規，以及透過有效溝通有效地與監管機構維持良好關係。截至二零一七年十二月三十一日止年度，就我們所知悉，本集團已遵守對本公司構成重大影響的所有相關法律法規。

RESULTS

The results of the Group for the year are set out in the consolidated statement of profit or loss and other comprehensive income on page 76.

DIVIDEND

The Board does not recommend payment of a final dividend for the year ended 31 December 2017 (2016: Nil).

PROPERTY, PLANT AND EQUIPMENT

Details of movements of the property, plant and equipment of the Group during the year are set out in note 18 to the consolidated financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the Company's share capital and share options during the year are set out in notes 31 and 32 to the consolidated financial statements, respectively.

CHARITABLE DONATIONS

Charitable donations made by the Group during the year amounted to HK\$3,487,000.

DISTRIBUTABLE RESERVES OF THE COMPANY

Please refer to Consolidated Statement of Changes in Equity on page 79.

業績

本集團於年內的業績載於第76頁之綜合損益及其他全面收益表。

股息

董事會不建議就截至二零一七年十二月三十一日止年度派付任何末期股息(二零一六年：無)。

物業、廠房及設備

年內，本集團物業、廠房及設備之變動詳情載於綜合財務報表附註18。

股本及購股權

年內，本公司股本及購股權之變動詳情分別載於綜合財務報表附註31及32。

慈善捐助

年內本集團作出的慈善捐助為3,487,000港元。

本公司之可供分派儲備

請參閱第79頁之綜合權益變動表。

Directors' Report

董事會報告

DIRECTORS

The directors during the year and up to the date of this report are:

Executive Directors:

- Mr. Wen Jialong (*Chairman*)
(appointed as non-executive director with effect from 17 July 2017 and redesignated as executive director with effect from 1 September 2017)
- Mr. Wu Xiaolin (*Chief Executive Officer*)
- Mr. Wen Wenfeng
(resigned with effect from 5 February 2018)
- Ms. Shen Jing
(resigned with effect from 19 April 2017)

Non-Executive Directors:

- Mr. Lung Chee Ming George
- Mr. Ye WeiMing
(resigned with effect from 17 July 2017)
- Mr. Liu Zhanqing
(appointed with effect from 1 September 2017)

Independent Non-executive Directors:

- Mr. Zeng Zhaolin
- Dr. Loke Yu alias Loke Hoi Lam
- Mr. Tse Long

董事

本年度及截至本報告日期，董事為：

執行董事：

- 溫家龍先生 (*主席*)
(於二零一七年七月十七日獲委任為非執行董事及於二零一七年九月一日調任為執行董事)
- 吳曉林先生 (*行政總裁*)
- 溫文丰先生
(於二零一八年二月五日辭任)
- 沈靜女士
(於二零一七年四月十九日辭任)

非執行董事：

- 龍子明先生
- 葉偉銘先生
(於二零一七年七月十七日辭任)
- 劉湛清先生
(於二零一七年九月一日獲委任)

獨立非執行董事：

- 曾肇林先生
- 陸海林博士
- 謝浪先生

DIRECTORS' SERVICE CONTRACTS

Mr. Wen Jialong (“**Mr. Wen**”) has entered into a service contract with the Company commencing from 17 July 2017. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Byelaws. Mr. Wen is entitled to a director's fee of HK0 per annum.

Mr. Wu Xiaolin (“**Mr. Wu**”) has entered into a service contract with the Company commencing from 16 June 2015. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Byelaws. Mr. Wu is entitled to a director's fee of HK\$360,000 per annum and the Chief Executive Officer's salary of HK\$600,000 per annum which are determined by arm's length negotiation between Mr. Wu and the Company and with reference to his duties and responsibilities.

Mr. Wen Wenfeng (“**Mr. Wen**”) has entered into a service contract with the Company commencing from 31 July 2015 and has resigned with effect from 5 February 2018. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Mr. Wen Wenfeng is entitled to a director's fee of HK\$600,000 per annum which is determined by arm's length negotiation between Mr. Wen Wenfeng and the Company and with reference to his duties and responsibilities.

Ms. Shen Jing (“**Ms. Shen**”) has entered into a service contract with the Company commencing from 1 August 2016 and has resigned with effect from 19 April 2017. She is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Ms. Shen is entitled to a director's fee of HK\$600,000 per annum which is determined by arm's length negotiation between Ms. Shen and the Company and with reference to her duties and responsibilities.

董事之服務合約

溫家瓏先生(「**溫先生**」)自二零一七年七月十七日起已與本公司訂立服務合約。彼須根據章程細則於股東大會上輪值退任及／或膺選連任。溫先生享有董事袍金每年0港元。

吳曉林先生(「**吳先生**」)自二零一五年六月十六日起已與本公司訂立服務合約。彼須根據章程細則於股東大會上輪值退任及／或膺選連任。吳先生享有董事袍金每年360,000港元及行政總裁薪金每年600,000港元，此乃經吳先生與本公司公平磋商後並參考其職責及責任而釐定。

溫文丰先生(「**溫先生**」)自二零一五年七月三十一日起已與本公司訂立服務合約並於二零一八年二月五日辭任。彼須根據章程細則於股東大會上輪值退任及／或膺選連任。溫先生享有董事袍金每年600,000港元，此乃經溫先生與本公司公平磋商後並參考其職責及責任而釐定。

沈靜女士(「**沈女士**」)自二零一六年八月一日起已與本公司訂立服務合約並於二零一七年四月十九日辭任。彼須根據章程細則於股東大會上輪值退任及／或膺選連任。沈女士享有董事袍金每年600,000港元，此乃經沈女士與本公司公平磋商後並參考其職責及責任而釐定。

Directors' Report

董事會報告

Mr. Lung Chee Ming George (“**Mr. Lung**”) has entered into a service contract with the Company commencing from 31 July 2015. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Mr. Lung is entitled to a director's fee of HK\$360,000 per annum which is determined by arm's length negotiation between Mr. Lung and the Company and with reference to his duties and responsibilities.

Mr. Ye WeiMing (“**Mr. Ye**”) has entered into a service contract with the Company commencing from 30 August 2016 and has resigned with effect from 17 July 2017. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Mr. Ye is entitled to a director's fee of HK\$240,000 per annum which is determined by arm's length negotiation between Mr. Ye and the Company and with reference to his duties and responsibilities.

Mr. Liu Zhanqing (“**Mr. Liu**”) has entered into a service contract with the Company commencing from 1 September 2017. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Byelaws. Mr. Liu is entitled to a director's fee of HK\$360,000 per annum which is determined by arm's length negotiation between Mr. Liu and the Company and with reference to his duties and responsibilities.

Dr. Loke Yu alias Loke Hoi Lam (“**Dr. Loke**”) has entered into a service contract with the Company commencing from 28 July 2015. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Dr. Loke is entitled to a director's fee of HK\$120,000 per annum which is determined by arm's length negotiation between Dr. Loke and the Company and with reference to his duties and responsibilities.

龍子明先生(「**龍先生**」)自二零一五年七月三十一日起已與本公司訂立服務合約。彼須根據章程細則於股東大會上輪值退任及／或膺選連任。龍先生享有董事袍金每年360,000港元，此乃經龍先生與本公司公平磋商後並參考其職責及責任而釐定。

葉偉銘先生(「**葉先生**」)自二零一六年八月三十日起已與本公司訂立服務合約並於二零一七年七月十七日辭任。彼須根據章程細則於股東大會上輪值退任及／或膺選連任。葉先生享有董事袍金每年240,000港元，此乃經葉先生與本公司公平磋商後並參考其職責及責任而釐定。

劉湛清先生(「**劉先生**」)自二零一七年九月一日起已與本公司訂立服務合約。彼須根據章程細則於股東大會上輪值退任及／或膺選連任。吳先生享有董事袍金每年360,000港元，此乃經劉先生與本公司公平磋商後並參考其職責及責任而釐定。

陸海林博士(「**陸博士**」)自二零一五年七月二十八日起已與本公司訂立服務合約。彼須根據章程細則於股東大會上輪值退任及／或膺選連任。陸博士享有董事袍金每年120,000港元，此乃經陸博士與本公司公平磋商後並參考其職責及責任而釐定。

Mr. Tse Long (“**Mr. Tse**”) has entered into a service contract with the Company commencing from 28 July 2015. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Mr. Tse is entitled to a director’s fee of HK\$120,000 per annum which is determined by arm’s length negotiation between Mr. Tse and the Company and with reference to his duties and responsibilities.

Mr. Zeng Zhaolin (“**Mr. Zeng**”) has entered into a service contract with the Company commencing from 16 June 2015. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Mr. Zeng is entitled to a director’s fee of HK\$120,000 per annum which is determined by arm’s length negotiation between Mr. Zeng and the Company and with reference to his duties and responsibilities.

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

SHARE OPTION

A share option scheme (the “Share Option Scheme”) was adopted on 25 May 2012, whereby the Board may, at its absolute discretion, grant options to any eligible participants including directors and employees of the Group to subscribe for shares in the Company. The Company has granted share options (the “Options”) under Share Option Scheme to certain eligible grantees (the “Grantees”), which, subject to acceptance by the Grantees, will enable the Grantees to subscribe for an aggregate of 58,120,000 ordinary shares of the Company (the “Share(s)”) of US\$0.005 each in the share capital of the Company as stated in the announcement dated 20 December 2016. Details of the Options and Share Option Scheme were set out in note 28 to the consolidated financial statements.

謝浪先生(「**謝先生**」)自二零一五年七月二十八日起已與本公司訂立服務合約。彼須根據章程細則於股東大會上輪值退任及／或膺選連任。謝先生享有董事袍金每年120,000港元，此乃經謝先生與本公司公平磋商後並參考其職責及責任而釐定。

曾肇林先生(「**曾先生**」)自二零一五年六月十六日起已與本公司訂立服務合約。彼須根據章程細則於股東大會上輪值退任及／或膺選連任。曾先生享有董事袍金每年120,000港元，此乃經曾先生與本公司公平磋商後並參考其職責及責任而釐定。

於即將舉行的股東週年大會上擬重選連任的董事概無與本公司訂立若無支付賠償(法定賠償除外)，則不可於一年內終止的服務合約。

購股權

購股權計劃(「購股權計劃」)已於二零一二年五月二十五日獲採納，據此，董事會可全權酌情授出購股權予任何合資格參與者(包括本集團董事及僱員)以認購本公司股份。本公司根據購股權計劃向若干合資格承授人(「承授人」)授出購股權(「購股權」)，藉此，在承授人接納下將讓承授人可認購合共58,120,000股本公司股本中每股面值0.005美元之本公司普通股(「股份」)，如日期為二零一六年十二月二十日的公告所述。購股權及購股權計劃的詳情載於綜合財務報表附註28。

Directors' Report

董事會報告

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding companies, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in notes 15a, 29 and 32 to the consolidated financial statements, no contracts of significance to which the Company, its holding companies or any of its subsidiaries or fellow subsidiaries was a party and in which a director of the Company had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2017, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

購買股份或債權證之安排

於年內任何時間，本公司、其控股公司或其任何附屬公司或同系附屬公司均無作出任何安排，致使本公司董事可藉收購本公司或任何其他法人團體之股份或債權證而獲益。

董事於重大合約之權益

除綜合財務報表附註 15a、29 及 32 所披露者外，於本年度末或年內任何時間，概無存在由本公司、其控股公司或其任何附屬公司或同系附屬公司訂立，且本公司董事擁有重大權益（無論直接或間接）之重大合約。

董事及行政總裁於本公司及其相聯法團的股份、購股權及相關股份中擁有之權益及淡倉

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、相關股份或債權證中擁有根據證券及期貨條例第352條須記入本公司存置之登記冊，或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所之權益及淡倉如下：

Directors' Report

董事會報告

Long positions in the shares and underlying shares

Ordinary shares of US\$0.005 each of the Company

於股份及相關股份之好倉

本公司每股面值0.005美元的普通股

Name of director	Capacity	No. of interested shares held 所持擁有權益的股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本的概約百分比 (Note 1) (附註1)
董事姓名	身份		
Wen Jialong 溫家瓏	Interest of spouse 配偶權益	392,982,456 (note 2) 392,982,456 (附註2)	33.45% 33.45%
Wen Wenfeng (resigned with effect from 5 February 2018) 溫文丰 (於二零一八年二月五日辭任)	Beneficial owner 實益擁有人	8,300,000 (note 3) 8,300,000 (附註3)	0.71% 0.71%
Wu Xiaolin 吳曉林	Beneficial owner 實益擁有人	8,300,000 (note 3) 8,300,000 (附註3)	0.71% 0.71%
Lok Hoi Lam 陸海林	Beneficial owner 實益擁有人	410,000 (note 3) 410,000 (附註3)	0.03% 0.03%
Tse Long 謝浪	Beneficial owner 實益擁有人	410,000 (note 3) 410,000 (附註3)	0.03% 0.03%
Zeng Zhaolin 曾肇林	Beneficial owner 實益擁有人	410,000 (note 3) 410,000 (附註3)	0.03% 0.03%

Directors' Report

董事會報告

Notes:

- (1) The percentages were calculated based on the Company's issued share capital 1,174,976,579 shares as at 31 December 2017.
- (2) The 392,982,456 shares are held by, China Force Enterprises Inc., which is wholly owned by Glory Gate International Limited. Glory Gate International Limited is wholly owned by Legit Ability Limited, which in turn is wholly owned by Ms. Shen Jing, the spouse of Mr. Wen Jialong, an executive director of the Company.
- (3) Among which the respective interests in share arise from the share options granted to the respective directors.
- (4) The letters "L" and "S" denote long position and short position in the shares of the Company.

Save as disclosed above, as at 31 December 2017, none of the Directors or the chief executive of the Company had an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- (1) 百分比基於本公司於二零一七年十二月三十一日已發行的股本1,174,976,579股股份計算。
- (2) 392,982,456股股份由China Force Enterprises Inc.持有，該公司由Glory Gate International Limited全資擁有。Glory Gate International Limited由Legit Ability Limited全資擁有，而後者由本公司執行董事溫家瓏先生之配偶沈靜女士全資擁有。
- (3) 其中於股份的各自權益因授予各董事的購股權而產生。
- (4) 字母「L」及「S」表示於本公司股份之好倉及淡倉。

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352條須記入本公司存置之登記冊，或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2017, the interests or short positions of persons other than a director or chief executive of the Company in the shares and underlying shares of the Company as recorded in the register maintained under Section 336 of the SFO were as follows:

Long positions in the shares and underlying shares

Ordinary shares of US\$0.005 each of the Company

主要股東

於二零一七年十二月三十一日，根據證券及期貨條例第336條存置之登記冊所示，下列人士（本公司董事或主要行政人員除外）於本公司股份或相關股份中擁有權益或淡倉：

於股份及相關股份之好倉

本公司每股面值0.005美元之普通股

Name of shareholder	Capacity	Number of ordinary shares held	Approximate percentage of the issued share capital of the Company
股東姓名／名稱	身份	所持普通股數目	佔本公司已發行股本的概約百分比
			(Note 1) (附註1)
China Force Enterprises Inc.	Beneficial owner 實益擁有人	392,982,456 (note 2) 392,982,456 (附註2)	33.45% 33.45%
Glory Gate International Limited	Interest of a controlled corporation 受控法團權益	392,982,456 (note 2) 392,982,456 (附註2)	33.45% 33.45%
Legit Ability Limited	Interest of a controlled corporation 受控法團權益	392,982,456 (note 2) 392,982,456 (附註2)	33.45% 33.45%
Cheng Haiqing 程海慶	Interest of a controlled corporation 受控法團權益	175,464,000 (note 3) 175,464,000 (附註3)	14.93% 14.93%
Rainbow Enterprise Holdings Co., Limited	Beneficial owner 實益擁有人	175,464,000 (note 3) 175,464,000 (附註3)	14.93% 14.93%
GCL-Poly Energy Holdings Limited 保利協鑫能源控股有限公司	Beneficial owner 實益擁有人	299,498,421 (note 4) 299,498,421 (附註4)	25.49% 25.49%
Chan Chunsui 陳臻瑞	Beneficial owner 實益擁有人	173,443,508 173,443,508	14.76% 14.76%

Directors' Report

董事會報告

Notes:

- (1) The percentages were calculated based on the Company's issued share capital 1,174,976,579 shares as at 31 December 2017.
- (2) The 392,982,456 shares were held by China Force Enterprises Inc., which was wholly owned by Glory Gate International Limited. Glory Gate International Limited was wholly owned by Legit Ability Limited, which in turn was wholly owned by Ms. Shen Jing, the spouse of Mr. Wen Jialong, an executive director of the Company.
- (3) The 175,464,000 shares were held by Rainbow Enterprise Holding Co., Limited, which was wholly owned by Cheng Haiqing.
- (4) The 299,498,421 shares were held by GCL-Poly Energy Holdings Limited, which was listed on the Main Board of the Stock Exchange (stock code: 3800).
- (5) The letters "L" and "S" denote long position and short position in the shares of the Company.

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the share capital of the Company as at 31 December 2017.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Company considers all of the independent non-executive directors are independent.

附註：

- (1) 百分比基於本公司於二零一七年十二月三十一日已發行股本中1,174,976,579股股份計算。
- (2) 392,982,456股股份由China Force Enterprises Inc.持有，該公司由Glory Gate International Limited全資擁有。Glory Gate International Limited由Legit Ability Limited全資擁有，而後者由本公司執行董事溫家瓏先生之配偶沈靜女士全資擁有。
- (3) 175,464,000股股份由Rainbow Enterprise Holding Co., Limited持有，該公司由程海慶全資擁有。
- (4) 299,498,421股股份由聯交所主板上市公司保利協鑫能源控股有限公司(股份代號：3800)持有。
- (5) 字母「L」及「S」表示於本公司股份之好倉及淡倉。

除上文所披露者外，於二零一七年十二月三十一日，據本公司所知，並無任何人士於本公司股本中擁有任何其他相關權益或淡倉。

獨立非執行董事

本公司已接獲各獨立非執行董事根據香港聯合交易所有限公司證券上市規則第3.13條發出的獨立身份年度確認書。本公司認為所有獨立非執行董事均為獨立人士。

EMOLUMENT POLICY

The remuneration policy of the employees of the Group is formulated on the basis of their merit, qualifications and competence.

The emoluments of the Directors are decided, having regard to their duties, responsibilities and contribution to the Company, the prevailing market conditions, time commitment and the desirability of performance-based remuneration.

The Company and its subsidiaries have adopted share option schemes as an incentive to directors and eligible employees, details of the schemes are set out in note 32 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, the percentages of purchases and revenue for the year attributable to the Group's major suppliers' purchases and customers' sales respectively, are as follows:

Purchase

– The largest supplier	61%
– Five largest suppliers combined	75%

Sales

– The largest customer	33%
– Five largest customers combined	65%

As far as the Directors are aware, no Directors of the Company, their close associates or any shareholder of the Company (which to the Directors' knowledge owns more than 5% of the Company's share capital) has any shareholding in the suppliers referred to the above as at 31 December 2017.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Further discussion on the Group's environmental policy and our relationship with various stakeholders are covered by a separate ESG Report which will be available at the Group's website and the website of the Stock Exchange not later than 3 months after the publication of this annual report.

薪酬政策

本集團僱員之薪酬政策基於僱員之功績、資歷及能力制訂。

董事之薪酬乃經考慮彼等於本公司之職責、責任及為本公司所作貢獻、現行市況、所付出的時間以及是否應該按表現釐定薪酬後決定。

本公司及其附屬公司已採納購股權計劃以獎勵董事及合資格僱員，有關計劃之詳情載於綜合財務報表附註32。

主要客戶及供應商

於回顧年內，本集團主要供應商採購及客戶銷售分別佔本年度採購及收入百分比如下：

採購

– 最大供應商	61%
– 五大供應商合計	75%

銷售

– 最大客戶	33%
– 五大客戶合計	65%

據董事所知，於二零一七年十二月三十一日，本公司董事、彼等之緊密聯繫人士或任何本公司股東（就董事所知擁有本公司股本超過5%）概無於上文所述供應商中持有任何股權。

環境、社會及管治

關於本集團環境政策及我們與不同利益相關者的關係的進一步討論載於環境、社會及管治報告，該報告將不遲於刊登本年報後的3個月上載於本集團網站及聯交所網站內。

Directors' Report

董事會報告

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year, neither the Company, nor any of its subsidiaries had purchased, sold, or redeemed any of the Company's listed securities.

SUFFICIENCY OF PUBLIC FLOAT

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

COMPETING BUSINESS

None of the Directors has interest in any business which may compete with the business of the Group.

PERMITTED INDEMNITY PROVISIONS

During the Reporting Year and up to the date of this report, permitted indemnity provisions were in force for the benefit of the Directors of the Company and its subsidiaries. The permitted indemnity provisions are provided for in the Company's articles of association and in the Directors liability insurance maintained for the Group in respect of potential liability and costs associated with legal proceedings that may be brought against such Directors.

優先購買權

本公司之章程細則或百慕達之適用法例均無規定本公司須按比例優先向現有股東發售新股份。

購買、出售或贖回上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

足夠公眾持股量

根據本公司可獲得之公開資料及據董事所知，於年內及直至本報告日期，本公司依照上市規則維持規定的公眾持股量。

競爭業務

概無董事於可能與本集團業務構成競爭之任何業務中擁有權益。

獲准彌償條款

於報告年度及直至本報告日期，以本公司及其附屬公司董事為受益人之獲准彌償條款已生效。獲准彌償條款於本公司組織章程細則及就本集團所維持之董事責任險中提供，而董事責任險涉及可能針對該等董事提出之法律程序之相關潛在責任及成本。

AUDITOR

Following the resignation of Deloitte Touche Tohmatsu ("Deloitte") as auditor of the Company on 7 December 2015, ZHONGHUI ANDA CPA Limited ("ZHONGHUI ANDA") was appointed as the auditor of the Company on the same day to fill in the vacancy following the resignation of Deloitte.

Save as disclosed above, there were no other changes in auditor of the Company during the past three years.

The consolidated financial statements of the Company for the year ended 31 December 2017 were audited by ZHONGHUI ANDA whose term of office will expire upon the forthcoming annual general meeting. A resolution for the re-appointment of ZHONGHUI ANDA as the auditor of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Wu Xiaolin

Executive Director

Hong Kong, 29 March 2018

核數師

德勤•關黃陳方會計師行(「德勤」)於二零一五年十二月七日辭任本公司核數師後，中匯安達會計師事務所有限公司(「中匯安達」)於同日獲委任為本公司核數師，以於德勤辭任後填補空缺。

除上文所披露者外，於過往三年本公司核數師並無其他變動。

本公司截至二零一七年十二月三十一日止年度的綜合財務報表經中匯安達審核，其任期將於應屆股東週年大會上到期。一項續聘中匯安達為本公司核數師的決議案將於應屆股東週年大會上提呈。

代表董事會

執行董事

吳曉林

香港，二零一八年三月二十九日

Independent Auditor's Report

獨立核數師報告書



TO THE SHAREHOLDERS OF Lamtex Holdings Limited

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Lamtex Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 76 to 170, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

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

致林達控股有限公司

(於百慕達註冊成立之有限公司)

全體股東

意見

我們已審核刊載於第76頁至第170頁林達控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，包括於二零一七年十二月三十一日的綜合財務報表及截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表及綜合財務報表附註(包括主要會計政策概要)。

我們認為，綜合財務報表根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實及公平地反映 貴集團於二零一七年十二月三十一日的綜合財務狀況及截至該日止年度的綜合表現及其綜合現金流量，並遵照香港公司條例的披露規定妥善編製。

意見基準

我們根據香港會計師公會頒佈的香港會計準則(「香港會計準則」)進行審核。我們於該等準則項下的責任於我們報告內核數師審核綜合財務報表的責任一節進一步陳述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們獲得的審核證據乃充足及適當以為我們的意見提供基準。

Independent Auditor's Report

獨立核數師報告書

KEY AUDIT MATTERS

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

FAIR VALUE MEASUREMENTS

Refer to Notes 19 and 29 to the consolidated financial statements

The Group measured its investment properties and convertible bonds at fair value with the changes in fair value recognised in the consolidated profit or loss. This fair value measurements are significant to our audit because the balances of investment properties and convertible bonds of approximately HK\$83,300,000 and HK\$112,000,000 as at 31 December 2017 are material to the consolidated financial statements. In addition, the Group's fair value measurement involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the competence, independence and integrity of the external valuers engaged by client;
- Obtaining the external valuation reports and communicate with the external valuers to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation models;
- Checking key assumptions and input data in the valuation models to supporting evidence;
- Checking arithmetical accuracy of the valuation models; and
- Assessing the disclosure of the fair value measurement in the consolidated financial statements.

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為對我們審核本期綜合財務報表最重要的該等事項。這些事項在我們審核整體綜合財務報表及出具意見情況下處理，且我們不會對這些事項提供單獨的意見。

公平值計量

請參閱綜合財務報表附註19及29。

貴集團按公平值計量其投資物業及可換股債券，其公平值變動於綜合損益中確認。該公平值計量對我們的審核重要，原因為投資物業及可換股債券於二零一七年十二月三十一日的結餘約83,300,000港元及112,000,000港元對綜合財務報表重要。此外，貴集團的公平值計量涉及採用判斷及以假設及估計為基準。

我們的審核程序包括(其中包括)：

- 評估客戶委聘的外聘估值師的資格、獨立性及操守；
- 獲得外部估值報告及與外聘估值師溝通以商討及質詢所採用之估值程序、方法及就支持估值模型中所用之重大判斷及假設之市場憑證；
- 對照支持憑證，檢查估值模型中之主要假設及輸入數據；
- 檢查估值模式中之算術準確性；及
- 評估綜合財務報表內公平值計量之資料披露。

Independent Auditor's Report

獨立核數師報告書

FAIR VALUE MEASUREMENTS (Continued)

We consider that the Group's fair value measurements of the investment properties and convertible bonds are supported by the available evidence.

LOANS RECEIVABLES

Refer to Note 24 to the consolidated financial statements

The Group tested the amount of loans receivables for impairment. This impairment test is significant to our audit because the balance of loans receivables of HK\$313,350,000 as at 31 December 2017 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on estimates.

Our audit procedures included, among others:

- Assessing the Group's procedures on granting credit limits and loan periods to borrowers;
- Assessing the Group's relationship and transaction history with the borrowers;
- Evaluating the Group's impairment assessment;
- Assessing aging of the loans receivables;
- Assessing creditworthiness of the borrowers;
- Checking subsequent settlements from the borrowers; and
- Assessing the disclosure of the Group's exposure to credit risk in the consolidated financial statements.

We consider that the Group's impairment test for loans receivables is supported by the available evidence.

公平值計量(續)

我們認為 貴集團投資物業及可換股債券之公平值計量獲可得憑證支持。

貸款應收款項

請參閱綜合財務報表附註24。

貴集團對貸款應收款項金額進行減值測試。該減值測試對我們的審核重要，原因為貸款應收款項於二零一七年十二月三十一日的結餘313,350,000港元對綜合財務報表重要。此外， 貴集團的減值測試涉及採用判斷及以估計為基準。

我們的審核程序包括(其中包括)：

- 評估 貴集團授予信用限制的程序及授予借款人的貸款期；
- 評估 貴集團與借款人的關係及交易記錄；
- 估算 貴集團的可回收性評估；
- 評估貸款應收款項於的賬齡；
- 評估借款人的信譽度；
- 檢查借款人的後續結算；及
- 評估於綜合財務報表中披露的 貴集團面臨的信用風險。

我們認為， 貴集團有關貸款應收款項於的減值測試獲可得憑證支持。

Independent Auditor's Report

獨立核數師報告書

OTHER INFORMATION

The directors of the Company (the "Directors") are responsible for the other information. The other information comprises all the information in the Company's annual report, but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

其他資料

貴公司董事(「董事」)負責其他資料。其他資料包括 貴公司年報中的所有資料，但不包括與此有關的綜合財務報表及我們核數師報告。其他資料預期於本核數師報告日期後可提供予我們。

我們對綜合財務報表的意見並無涉及其他資料及我們將不會就此發表任何形式的鑒證結論。

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

董事對綜合財務狀況表的責任

董事須負責根據香港財務報告準則及香港公司條例的披露規定編製真實及公平地反映的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

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

Independent Auditor's Report

獨立核數師報告書

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

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

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website

at: <http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited
Certified Public Accountants

Pang Hon Chung
Audit Engagement Director
Practising Certificate Number P05988

Hong Kong, 29 March 2018

核數師對審核綜合財務報表的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告，除此之外本報告別無其他目的。我們不會就本報告的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，但不能保證按照香港核數準則進行的審核總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

我們對審核綜合財務報表之責任之更多描述載於香港會計師公會之網站：

<http://www.hkicpa.org.hk/en/standards-and-regulations/standards/auditing-assurance/auditre/>

該描述構成我們核數師報告之一部分。

中匯安達會計師事務所有限公司
執業會計師

彭漢忠
審核委聘總監
執業證書號碼 P05988

香港，二零一八年三月二十九日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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

		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	8	122,653	(101,905)
Cost of inventories sold	已售存貨成本		(56,163)	(5,401)
Other income	其他收入	9	578	627
Administrative expenses	行政費用		(33,813)	(35,655)
Share-based payments	以股份支付之款項		–	(8,353)
Gain on bargain purchase	議價收購之收益	10b	456	
Gain on disposal of subsidiaries	出售附屬公司之收益	11	3,187	–
Net fair value loss on convertible bond	可換股債券公平值虧損淨額		(901)	–
Fair value (loss)/gain on investment properties	投資物業公平值之(虧損)/收益		(490)	14,423
Finance costs	融資成本	12	(3,392)	–
Profit/(loss) before tax	除稅前溢利/(虧損)		32,115	(136,264)
Income tax expense	所得稅支出	13	(3,771)	(2,027)
Profit/(loss) for the year	本年度溢利/(虧損)	14	28,344	(138,291)
Other comprehensive income/(loss):	其他全面收入/(虧損):			
<i>Items that may be reclassified to profit or loss:</i>	<i>其後可能會重新分類至損益之項目:</i>			
Foreign currency translation reserve reclassified to profit or loss upon disposal of subsidiaries	於出售附屬公司時重新分類至損益之外幣換算儲備		1,538	–
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		6,684	(6,787)
Total other comprehensive income/(loss) for the year	本年度其他全面收入/(虧損)總額		8,222	(6,787)
Total comprehensive income/(loss) for the year	本年度全面收入/(虧損)總額		36,566	(145,078)
Earnings/(loss) per share	每股盈利/(虧損)	17		
Basic (cents per share)	基本(每股港仙)		3.03	(19.65)
Diluted (cents per share)	攤薄(每股港仙)		2.13	(19.65)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2017

於二零一七年十二月三十一日

			2017 二零一七年	2016 二零一六年
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	18,007	18,417
Investment properties	投資物業	19	83,300	100,946
Intangible asset	無形資產	20	1,000	1,000
Goodwill	商譽	21	6,533	4,137
Other assets	其他資產		400	400
			109,240	124,900
Current assets	流動資產			
Inventories	存貨	22	10,572	–
Trade and interest receivables	貿易應收款項及應收利息	23	41,041	18,661
Loans receivables	貸款應收款項	24	313,350	161,700
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		4,441	4,197
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	25	81,208	–
Bank balances held on behalf of clients	代客持有的銀行結餘	26	37,504	35,326
Bank and cash balances	銀行及現金結餘	27	63,791	41,434
			551,907	261,318
Current liabilities	流動負債			
Trade payables	貿易應付款項	28	54,352	40,189
Other payables and accruals	其他應付款項及預提費用		17,288	2,601
Tax payable	應付稅項		2,796	148
			74,436	42,938

Consolidated Statement of Financial Position

綜合財務狀況表

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
Net current assets	流動資產淨值		477,471	218,380
Total assets less current liabilities	總資產減流動負債		586,711	343,280
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	29	112,000	–
Deferred tax liabilities	遞延稅項負債	30	419	1,960
			112,419	1,960
NET ASSETS	資產淨值		474,292	341,320
Capital and reserves	資本及儲備			
Share capital	股本	31	45,580	32,430
Reserves	儲備		428,712	308,890
TOTAL EQUITY	權益總額		474,292	341,320

The consolidated financial statements on pages 76 to 170 were approved and authorised for issue by the Board of Directors on 29 March 2018 and are signed on its behalf by:

第76頁至第170頁之綜合財務報表已於二零一八年三月二十九日獲董事會批准及授權發佈，並由下列者簽署：

Director **Wen Jialong**
董事 温家瓏

Director **Wu Xiaolin**
董事 吳曉林

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	Share premium	Capital reserve	Share- based payment reserve	Foreign currency translation reserve	Retained profits	Total
		股本	股份溢價	資本儲備	以股份支付 之款項儲備	外幣 換算儲備	保留溢利	總計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2016	於二零一六年一月一日	25,696	218,896	4,289	-	(1,922)	179,653	426,612
Share-based payments	以股份支付之款項	-	-	-	8,353	-	-	8,353
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	-	(6,787)	(138,291)	(145,078)
Issue of shares on placements	於配售時發行股份	6,734	44,699	-	-	-	-	51,433
At 31 December 2016	於二零一六年 十二月三十一日	32,430	263,595	4,289	8,353	(8,709)	41,362	341,320
At 1 January 2017	於二零一七年一月一日	32,430	263,595	4,289	8,353	(8,709)	41,362	341,320
Shares options lapsed during the year	年內已失效購股權	-	-	-	(906)	-	906	-
Issue of share on exercise of share options	於行使購股權時發行股份	1,139	11,262	-	(3,995)	-	-	8,406
Issue of share on conversion of convertible bond	於轉換可換股債券時發行股份	12,011	75,989	-	-	-	-	88,000
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	8,222	28,344	36,566
At 31 December 2017	於二零一七年 十二月三十一日	45,580	350,846	4,289	3,452	(487)	70,612	474,292

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

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流量		
Profit/(loss) before tax	除稅前溢利/(虧損)	32,115	(136,264)
Adjustments for:	經調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,005	2,012
Finance costs	融資成本	3,392	-
Share-based payments	以股份支付之款項	-	8,353
Gain on disposal of subsidiaries	出售附屬公司之收益	(3,187)	-
Gain on bargain purchase	議價收購之收益	(456)	-
Loss on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產之虧損	-	122,328
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	15	452
Interest income	利息收入	(501)	(24)
Fair value loss/(gain) on investment properties	投資物業公平值之虧損/(收益)	490	(14,423)
Net fair value loss on convertible bond	可換股債券公平值虧損淨額	901	-
Fair value gain on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值收益	(18,532)	-
Operating profit/(loss) before working capital changes	營運資金變動前經營溢利/(虧損)	16,242	(17,566)
Change in inventories	存貨變動	(1,324)	-
Change in loans receivables	貸款應收款項變動	(151,650)	(161,700)
Change in trade and other receivables	貿易及其他應收款項變動	(16,424)	4,527
Change in bank balance held on behalf of clients	代客持有的銀行結餘變動	(2,178)	(26,969)
Change in trade payables	貿易應付款項變動	11,532	10,826
Change in other payables and accruals	其他應付款項及預提費用變動	4,692	1,170
Change in financial assets at fair value through profit or loss	按公平值計入損益之金融資產之變動	-	152,682
Cash used in operations	經營活動所用現金	(139,110)	(37,030)
Income tax paid	已付所得稅	(1,123)	-
Net cash used in operating activities	經營活動所用現金淨額	(140,233)	(37,030)

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

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash flows from investing activities	投資活動所得現金流量		
Interest received	已收利息	501	24
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備 之所得款項	–	1,903
Acquisition of subsidiaries	收購附屬公司	(8,992)	(1,226)
Proceed from disposal of subsidiaries	出售附屬公司所得款項	36,186	–
Purchase of property, plant and equipment	購買物業、廠房及設備	(557)	(5,754)
Purchase of investment properties	購置投資物業	(5,153)	(17,381)
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益的 金融資產	(62,676)	–
Net cash used in investing activities	投資活動所用現金淨額	(40,691)	(22,434)
Cash flows from financing activities	融資活動所得現金流量		
Net proceeds from issue of shares	發行股份所得款項淨額	–	51,433
Net proceed from issue of convertible bond	發行可換股債券所得款項淨額	199,099	–
Proceed from issue of shares upon exercise of share options	行使購股權後發行股份所得 款項	8,406	–
Interest paid	已付利息	(3,392)	–
Net cash generated from financing activities	融資活動所得現金淨額	204,113	51,433
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目 增加／(減少)淨額	23,189	(8,031)
Cash and cash equivalents at beginning of the year	年初現金及現金等值項目	41,434	50,832
Effect of foreign exchange rate changes	匯率變動之影響	(832)	(1,367)
Cash and cash equivalents at end of the year	年末現金及現金等值項目	63,791	41,434
Analysis of cash and cash equivalents	現金及現金等值項目分析		
Bank and cash balances	銀行及現金結餘	63,791	41,434

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

1. GENERAL INFORMATION

Lamtex Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. During the year, the address of its principal place of business is Room 1814-1815, 18/F, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company’s shares are listed on The Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of the Company’s subsidiaries are set out in note 38 to the consolidated financial statements.

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

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (the “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2017. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (the “HKAS”) and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current year and prior years.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position except as describe below.

1. 一般資料

林達控股有限公司(「本公司」)為於百慕達註冊成立的有限責任公司。其註冊辦事處為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本年度，其主要營業地址為香港九龍尖沙咀梳士巴利道3號星光行18樓1814-1815室。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為投資控股公司。本公司附屬公司的主要業務載於綜合財務報表附註38。

2. 應用新訂及經修訂香港財務報告準則

於本年度，本集團已採納香港會計師公會(「香港會計師公會」)頒佈並與其業務相關及於二零一七年一月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則(「香港財務報告準則」)。香港財務報告準則包括香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋。採納該等新訂及經修訂香港財務報告準則不會導致本集團之會計政策、本集團綜合財務報表之呈列方式及本年度及過往年度之呈報金額出現重大變動。

本集團並無應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。除下文所述者外，本集團已開始評估該等新訂及經修訂香港財務報告準則的影響，但未能指出該等新訂及經修訂香港財務報告準則是否會對其經營業績及財務狀況造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

a. HKFRS 9 Financial Instruments

The standard replaces HKAS 39 Financial Instruments: Recognition and Measurement.

The standard introduces a new approach to the classification of financial assets which is based on cash flow characteristics and the business model in which the asset is held. A debt instrument that is held within a business model whose objective is to collect the contractual cash flows and that has contractual cash flows that are solely payments of principal and interest on the principal outstanding is measured at amortised cost. A debt instrument that is held within a business model whose objective is achieved by both collecting the contractual cash flows and selling the instruments and that has contractual cash flows that are solely payments of principal and interest on the principal outstanding is measured at fair value through other comprehensive income. All other debt instruments are measured at fair value through profit or loss. Equity instruments are generally measured at fair value through profit or loss. However, an entity may make an irrevocable election on an instrument-by-instrument basis to measure equity instruments that are not held for trading at fair value through other comprehensive income.

The requirements for the classification and measurement of financial liabilities are carried forward largely unchanged from HKAS 39 except that when the fair value option is applied changes in fair value attributable to changes in own credit risk are recognised in other comprehensive income unless this creates an accounting mismatch.

2. 應用新訂及經修訂香港財務報告準則 (續)

a. 香港財務報告準則第9號金融工具

該準則取代香港會計準則第39號金融工具：確認及計量。

該準則就金融資產分類引入新方法，即基於現金流量特徵及持有資產之業務模式釐定。對於以收取合約現金流為目的之業務模式中持有及擁有純粹為支付本金及尚未償還本金利息之合約現金流的債務工具，均按攤銷成本計量。對於同時以收取合約現金流及出售工具為目的之業務模式中持有以及擁有純粹為支付本金及尚未償還本金利息之合約現金流的債務工具，均按公允價值列入其他全面收益計量。所有其他債務工具按公允價值列入損益計量。股本工具一般按公允價值列入損益計量。然而，實體可按個別工具基準作出不可撤回的選擇，把並非持作買賣之股本工具按公允價值列入其他全面收益計量。

有關分類及計量金融負債之規定大致沿承香港會計準則第39號，並無重大變動，惟倘選擇按公允價值計量，因自身信貸風險變動所引致之公允價值變動乃於其他全面收益中確認，除非此舉會產生會計錯配。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

a. HKFRS 9 Financial Instruments (Continued)

HKFRS 9 introduces a new expected-loss impairment model to replace the incurred-loss impairment model in HKAS 39. It is no longer necessary for a credit event or impairment trigger to have occurred before impairment losses are recognised. For financial assets measured at amortised cost or fair value through other comprehensive income, an entity will generally recognise 12-month expected credit losses. If there has been a significant increase in credit risk since initial recognition, an entity will recognise lifetime expected credit losses. The standard includes a simplified approach for trade receivables to always recognise the lifetime expected credit losses.

The de-recognition requirements in HKAS 39 are carried forward largely unchanged.

The new expected credit loss impairment model in HKFRS 9 may result in the earlier recognition of impairment losses on the Group's trade receivables, loan receivables and other receivables. The directors do not expect the impact to be material however.

b. HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 replaces all existing revenue standards and interpretations.

The core principle of the standard is that an entity recognises revenue to depict the transfer of goods and services to customers in an amount that reflects the consideration to which the entity expects to become entitled in exchange for those goods and services.

2. 應用新訂及經修訂香港財務報告準則 (續)

a. 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號引入新的預期虧損減值模式，取代香港會計準則第39號之已發生虧損減值模式。確認減值虧損前毋須再事先發生信貸事件或減值原因。就按攤銷成本計量或按公允價值列入其他全面收益之金融資產而言，實體一般將確認12個月之預期信貸虧損。倘於初步確認後信貸風險顯著上升，實體將會確認使用年限內之預期信貸虧損。該準則就應收貿易賬款納入一項簡化處理方法，在通常情況下均會確認使用年限內之預期信貸虧損。

香港會計準則第39號內的終止確認規定獲大致沿承，並無重大變動。

香港財務報告準則第9號之新預期信貸虧損減值模式可能導致提早確認本集團貿易應收款項、貸款應收款項及其他應收款項之減值虧損。惟董事認為影響並不重大。

b. 香港財務報告準則第15號客戶合約收益

香港財務報告準則第15號取代所有現有收益準則及詮釋。

該準則之核心原則為實體確認收益以描述向客戶轉讓貨物和服務，該金額應反映該實體預期就交換該等貨物和服務而有權獲取之代價。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

b. HKFRS 15 Revenue from Contracts with Customers (Continued)

An entity recognises revenue in accordance with the core principle by applying a 5-step model:

1. Identify the contract with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognise revenue when or as the entity satisfies a performance obligation

The standard also includes comprehensive disclosure requirements relating to revenue.

Other than the disclosure requirement, the adoption of HKFRS 15 will not have significant impact on the consolidated financial statements.

c. HKFRS 16 Lease

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

2. 應用新訂及經修訂香港財務報告準則 (續)

b. 香港財務報告準則第15號客戶合約收益 (續)

實體根據核心原則透過應用五個步驟模式確認收益：

1. 識別與客戶訂立之合約
2. 識別合約中的履約責任
3. 釐定交易價
4. 將交易價分配至合約中的履約責任
5. 於實體完成履約責任時 (或就此) 確認收益

該準則亦包括有關收益之詳盡披露要求。

除披露要求外，採納香港財務報告準則第15號對綜合財務報表並無重大影響。

c. 香港財務報告準則第16號租賃

香港財務報告準則第16號取代香港會計準則第17號租賃及其相關詮釋。該新訂準則引入有關承租人之單一會計處理模式。承租人無需區分經營和融資租賃，但須就全部租賃確認使用權資產及租賃負債(短期租賃及低價值資產之租賃可獲選擇性豁免)。香港財務報告準則第16號大致保留香港會計準則第17號有關出租人之會計處理規定。因此，出租人須繼續將租賃分類為經營租賃或融資租賃。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

2. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

c. HKFRS 16 Lease (Continued)

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

As disclosed in note 36(b), the Group's future minimum lease payments under non-cancellable operating leases for its leased premises amounted to HK\$2,433,000 as at 31 December 2017. The Company will need to perform a more detailed assessment in order to determine the new assets and liabilities arising from these operating leases commitments after taking into account the transition reliefs available in HKFRS 16 and the effects of discounting.

2. 應用新訂及經修訂香港財務報告準則 (續)

c. 香港財務報告準則第16號租賃 (續)

本集團之租賃物業目前列為經營租賃，租賃付款(扣除從出租人所收取之任何優惠)於租期內按直線法確認為開支。根據香港財務報告準則第16號，本集團可能須就該等租賃按未來最低租賃付款之現值確認及計量負債，並確認該等租賃之相應使用權資產。租賃負債之利息開支及使用權資產之折舊將於損益中確認。本集團之資產及負債將因而有所增加且確認開支之時間亦會受到影響。

附註36(b)所披露，於二零一七年十二月三十一日，本集團就其租賃物業不可撤銷經營租賃下之未來最低租賃付款為2,433,000港元。本集團將需進行更詳盡之評估，以於考慮香港財務報告準則第16號允許之過渡安排及影響後，釐定該等經營租賃承擔所產生之新資產及負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of investment properties and financial assets and financial liabilities at fair value through profit or loss which are carried at their fair values. These consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors of the Group (the “Directors”) to exercise their judgments in the process of applying the accounting policies. The areas involving critical judgments and areas where assumptions and estimates are significant to these consolidated financial statements are further disclosed in note 4 to these consolidated financial statements.

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

3. 主要會計政策

此等綜合財務報表根據香港財務報告準則、香港公認會計準則、香港聯合交易所有限公司證券上市規則及香港公司條例之適用披露規定編製。

此等綜合財務報表乃採用歷史成本法編製，因按公平值列賬之投資物業以及按公平值計入損益的金融資產及金融負債重估而修改。此等綜合財務報表以港元（「港元」）呈列及除非另有說明，所有價值均湊整至最接近之千位數。

編製符合香港財務報告準則之綜合財務報表須採用若干主要假設及估計。其亦要求本集團董事（「董事」）在應用會計政策之過程中作出判斷。涉及重大判斷之範疇及對此等綜合財務報表有重大影響之假設及估計進一步於此等綜合財務報表附註4披露。

編製此等綜合財務報表時應用之主要會計政策載列如下。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Consolidation

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

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

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

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

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

3. 主要會計政策(續)

綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司是指本集團對其擁有控制權的實體。當本集團承受或享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。當本集團的現有權力賦予其目前掌控有關業務(即大幅影響實體回報的業務)時，則本集團對該實體行使權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有的潛在投票權，以釐定其是否擁有控制權。在持有人能實際行使潛在投票權的情況下，方會考慮其權利。

附屬公司在控制權轉移至本集團之日綜合入賬，而在控制權終止之日起停止綜合入賬。

出售附屬公司而導致失去控制權之收益或虧損為(i)出售代價之公平值加任何保留於該附屬公司之投資之公平值及(ii)本公司應佔該附屬公司淨資產的部分加該附屬公司餘下的任何商譽及任何相關累計外幣換算儲備之差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易提供憑證顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。倘有需要，附屬公司之會計政策會作出調整，以確保符合本集團採納之政策。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Consolidation (Continued)

Non-controlling interest represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

3. 主要會計政策(續)

綜合賬目(續)

非控股權益是指並非由本公司直接或間接擁有附屬公司的權益。非控股權益在綜合財務狀況表及綜合權益變動表的權益項目中列示。於綜合損益及其他全面收益表中，非控股權益呈列為本年度溢利或虧損及全面收益總額在本公司非控股股東與擁有人之間的分配。

溢利或虧損及其他全面收益項目歸本公司擁有人及非控股股東，即使導致非控股權益業績出現虧絀。

業務合併及商譽

於業務合併中收購一間附屬公司使用收購法入賬。收購成本按於收購日所給予資產、所發行股本工具、所產生負債及或然代價之公平值計量。有關收購之成本於產生及獲得服務之期間內確認為開支。收購中附屬公司之可識別資產及負債按該等項目於收購日期之公平值計量。

收購成本超出本公司應佔附屬公司可識別資產及負債之公平淨值之差額記作商譽。本公司應佔可識別資產及負債之公平淨值超出收購成本之任何差額於綜合損益內確認為本公司應佔之議價購買收益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combination and goodwill (Continued)

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

Foreign currency translation

(a) Functional and presentation currency

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

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

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

3. 主要會計政策(續)

業務合併及商譽(續)

商譽會每年進行減值測試，或於有事件或情況改變顯示可能出現減值時更頻繁地進行減值測試。商譽按成本減累計減值虧損計量。商譽減值虧損之計量方法與下文會計政策所述其他資產之計量方法相同。商譽之減值虧損於綜合損益內確認，且隨後不予撥回。就減值測試而言，商譽會分配至預期因收購之協同效益而獲益之現金產生單位。

於附屬公司之非控股權益初步按非控股股東應佔該附屬公司於收購當日之可識別資產及負債之公平淨值比例計算。

外幣換算

(a) 功能及呈列貨幣

本集團各實體之財務報表所載項目採用有關實體營運業務所在地之主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列，而港元乃本公司之功能及呈列貨幣。

(b) 各實體財務報表之交易及結餘

外幣交易於首次確認時按交易當日通行之匯率換算為功能貨幣。以外幣為單位之貨幣資產及負債按各報告期末適用之匯率換算。此換算政策引致之盈虧於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currency translation (Continued)

(c) Translation on consolidation

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

- (i) Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- (ii) Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- (iii) All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

3. 主要會計政策(續)

外幣換算(續)

(c) 綜合賬目之換算

所有集團實體之業績及財務狀況之功能貨幣如有別於本公司之呈列貨幣，均按以下方式換算為本公司之呈列貨幣：

- (i) 於各財務狀況表呈列之資產及負債按有關財務狀況表日期之收市匯率換算；
- (ii) 收支按平均匯率換算(除非該平均匯率並非在有關交易當日通行匯率之累積影響之合理估計內，在該情況下，收支按有關交易當日之匯率換算)；及
- (iii) 所有因此而產生之匯兌差額均於外幣換算儲備內確認。

於綜合賬目時，因換算於海外實體投資淨額及換算借貸而產生之匯兌差額均於外幣換算儲備內確認。當出售海外業務時，有關匯兌差額於綜合損益中確認為出售時產生之部分損益。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment

Property, plant and equipment are stated at cost less subsequent accumulated depreciation and accumulated impairment losses.

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

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

Land and building	土地及樓宇	5%
Leasehold improvements	租賃物業裝修	33%
Plant and machinery	廠房及機器	10% to 20%
		10% 至 20%
Furniture and fixtures	傢俱及固定裝置	10% to 33%
		10% 至 33%
Motor vehicles	汽車	10% to 20%
		10% 至 20%

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

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

3. 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備乃按成本值減其後累計折舊及累計減值虧損列賬。

如項目相關之未來經濟利益可能歸入本集團，而其成本能可靠計量，則項目之其後成本方會計入資產之賬面值，或如適當則當作一項獨立資產確認。所有其他修理及維修則在其產生的期間於損益確認。

物業、廠房及設備項目的折舊以直線法於其估計可使用年期內將成本減其剩餘價值計算。就此採用的主要年折舊率如下：

剩餘價值、可使用年期及折舊法會於各報告期末作出檢討及調整(如適用)。

出售物業、廠房及設備之收益或虧損為出售所得款項淨額與相關資產之賬面值兩者之間差額，於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investment properties

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

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

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

Operating leases

The Group as lessee

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

The Group as lessor

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

3. 主要會計政策(續)

投資物業

投資物業指持作賺取租金及／或資本增值之土地及／或樓宇。投資物業初步按其成本(包括物業應佔之所有直接成本)計量。

於初步確認後，投資物業乃按其公平值列賬。投資物業公平值變動所產生之收益或虧損於其產生期間於損益確認。

出售投資物業之收益或虧損為出售所得款項淨額與物業賬面值之間的差額並於損益確認。

經營租賃

本集團作為承租人

並無將資產擁有權的所有風險及回報絕大部分轉移至本集團的租賃均視為經營租賃。租賃款項在扣除自出租人收取的任何獎勵金後，於租賃期內以直線法確認為開支。

本集團作為出租人

並無將資產擁有權的所有風險及回報絕大部分轉移至承租人的租賃均視為經營租賃。經營租賃的租金收入於有關租賃期間以直線法確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets

Intangible assets acquired in a business combination
Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Recognition and derecognition of financial instruments

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

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

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

3. 主要會計政策(續)

無形資產

於業務合併中收購的無形資產
倘於業務合併中收購的無形資產符合無形資產的定義，且其公平值能可靠地計量，則於業務合併中收購的無形資產將會與商譽分開識別及確認。該等無形資產的成本為其於收購日期的公平值。

確認及終止確認金融工具

本集團於成為工具合約條文之訂約方時在綜合財務狀況表中確認金融資產及金融負債。

於收取資產現金流量之合約權利屆滿、本集團轉讓資產擁有權之絕大部分風險及回報；或本集團既無轉讓亦不保留資產擁有權之絕大部分風險及回報，但不保留資產之控制權時，本集團會終止確認金融資產。終止確認金融資產時，資產賬面值與已收代價及已於其他全面收益內確認之累積盈虧之總和間之差額會於損益中確認。

當相關合約訂明之責任解除、撤銷或屆滿，本集團會終止確認金融負債。已終止確認之金融負債賬面值與已付代價間之差額會於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments

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

Financial assets at fair value through profit or loss

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

Trade and other receivables and loan receivables

Trade and other receivables and loan receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the carrying amount of the receivables and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

3. 主要會計政策(續)

投資

倘根據投資合約條款規定須於有關市場所規定之期限內購入或出售投資，則投資按交易日基準確認入賬及終止確認，並按公平值加應佔直接交易成本作初步計算，惟按公平值計入損益之金融資產則除外。

按公平值計入損益之金融資產

按公平值計入損益之金融資產為分類為持作買賣投資或於初步確認時指定為按公平值計入損益的投資。該等投資其後按公平值計量。該等投資之公平值變動所產生之收益或虧損於損益確認。

貿易及其他應收款項以及貸款應收款項

貿易及其他應收款項以及貸款應收款項為非衍生金融資產，可按固定或可予釐定款項支付，且並無於活躍市場上報價，初步按公平值確認，其後以實際利率法按攤銷成本(減除任何減值撥備)計算。其他應收款項之減值撥備於出現客觀證據顯示本集團無法按應收款項之原有條款收回所有到期金額時確認。撥備金額為應收款項之賬面值與估計未來現金流量現值(按初步確認時計算所得之實際利率貼現計算)間之差額。撥備金額於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Trade and other receivables and loan receivables (Continued)

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

Cash and cash equivalents

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

Financial liabilities and equity instruments

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

Trade and other payables

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

3. 主要會計政策(續)

貿易及其他應收款項以及貸款應收款項(續)

倘應收款項之可回收金額增加能與確認減值後所發生之事件客觀有關，則減值虧損於其後期間撥回並於損益確認，惟於減值日撥回之應收款項賬面值不得高於倘並無確認減值之攤銷成本。

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目指銀行及手頭現金、於銀行及其他財務機構之活期存款，以及可以隨時兌換成已知數額現金及並無重大價值變動風險之短期高度流通投資。須按要求償還並組成本集團現金管理其中部分的銀行透支，亦包括在現金及現金等值項目內。

金融負債及股本工具

金融負債及股本工具乃根據已訂立之合約安排之實質及香港財務報告準則項下的金融負債及股本工具之定義作出分類。股本工具乃證明集團資產於扣除其所有負債後之剩餘權益之任何合約。就特定金融負債及股本工具採納的會計政策載於下文。

貿易及其他應付款項

貿易及其他應付款項初步按其公平值入賬，其後則採用實際利率法按攤銷成本計量，除非貼現影響並不重大，在此情況下則按成本列賬。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Convertible bonds

Convertible bonds which entitle the holder to convert the bonds into equity instruments, other than into a fixed number of equity instruments at a fixed conversion price, are regarded as combined instruments. At the date of issue, the fair value of the convertible bonds is determined using an option pricing model and is measured at fair value with gains and losses recognised in profit or loss.

Transaction costs are net off with the proceeds on initial recognition.

Equity instruments

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

Revenue recognition

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

- (a) Interest income from financial assets is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.
- (b) Rental income is recognised on a straight-line basis over the lease term.

3. 主要會計政策(續)

可換股債券

賦予持有人權利將債券轉換為股本工具之可換股債券(按固定轉換價轉換為固定數目股本工具者除外)被視為合併工具。於發行日期，可換股債券公平值以期權定價模型釐定，收益及虧損以公平值計量於損益確認。

交易成本於初步確認時於所得款項扣減。

股本工具

本公司發行之股本工具按已收所得款項，扣除直接發行成本予以入賬。

收入確認

收入按已收或應收代價之公平值計量，並於經濟利益有可能流入本集團及能可靠地計算時確認。收入根據以下基準確認：

- (a) 金融資產之利息收入於經濟利益有可能流入本集團且收益金額能可靠計量時確認。利息收入按時間基準並參考未償還本金及適用的實際利率累計，實際利率為初次確認時根據資產的賬面淨額，準確貼現未來將於金融資產預計有效年期估計取得的現金數額時所用的比率。
- (b) 租金收入於租賃期間以直線法確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

- (c) Revenues from the sales of goods are recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.
- (d) Commission and brokerage income represent brokerage income earned on all brokerage transactions and are recognised upon rendering of services.

Employee benefits

- (a) *Employee leave entitlements*
Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.
- (b) *Pension obligations*
The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.
- (c) *Termination benefits*
Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

3. 主要會計政策(續)

收入確認(續)

- (c) 銷售貨品所得收入於所有權之重大風險及回報轉移時確認，一般與貨物付運及所有權移交客戶之時間重疊。
- (d) 佣金及經紀收入指就所有經紀交易賺取的經紀收入及於提交服務時確認。

僱員福利

- (a) *僱員假期*
僱員年假及長期服務假於賦予僱員時確認。已就僱員因截至報告期末所提供服務而享有之年假及長期服務假之估計負債作出撥備。僱員病假及產假於放假時方始確認。
- (b) *退休金承擔*
本集團向定額供款退休計劃作出供款，所有僱員均可參與該計劃。供款由本集團及僱員按僱員基本薪金之百分比作出。自損益扣除之退休福利計劃成本指本集團應向該基金支付之供款。
- (c) *合約終止補償*
合約終止補償於當本集團可不再提供該等福利，及當本集團確認重組成本並涉及支付合約終止補償(以較早者為準)時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments transactions

Equity-settled share-based payment transactions

Share options granted to director/employee

The fair value of services received is determined by reference to the fair value of share options granted at the grant date and is recognised as an expense in full at the grant date when the share options granted vest immediately with a corresponding increase in equity (share options reserve).

At the time when the share options are exercised, the amount previously recognised in the share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

Share options granted to consultants

Share options issued in exchange for goods or services are measured at the fair values of the goods or services received, unless that fair value cannot be reliably measured, in which case the goods or services received are measured by reference to the fair value of the share options granted. The fair values of the goods or services received are recognised as expenses, with a corresponding increase in equity (share options reserve), when the Group obtains the goods or when the counterparties render services, unless the goods or services qualify for recognition as assets.

If the equity instruments granted vest immediately, the counterparty is not required to complete a specified period of service before becoming unconditionally entitled to those equity instruments. In the absence of evidence to the contrary, the entity shall presume that services rendered by the counterparty as consideration for the equity instruments have been received. In this case, on grant date the entity shall recognise the services received in full, with a corresponding increase in equity.

3. 主要會計政策(續)

以股份支付之款項交易

以股本結算以股份支付之款項交易

已授予董事／僱員之購股權

已獲取服務之公平值經參考於授出日期所授出購股權公平值釐定，及於已授出購股權即時歸屬之授出日期悉數確認為開支，並於權益(以股份支付之款項儲備)作相應增加。

於購股權獲行使時，先前於以股份支付之款項儲備確認之金額將轉撥至股份溢價。倘購股權於歸屬日後被沒收或於到期日仍未獲行使，則先前於購股權儲備確認之金額將轉撥至保留溢利。

已授予顧問之購股權

為換取貨品或服務而發行之購股權按所獲貨品或服務之公平值計量，惟倘公平值不能可靠計量，則所獲貨品或服務的價值乃參考所授購股權之公平值計量。當本集團取得貨品或當交易對手提供服務時，所獲貨品或服務之公平值確認為開支，權益(購股權儲備)亦相應增加，惟貨品或服務符合資格確認為資產則除外。

倘若授出之股本工具即時歸屬，交易對方於無條件對該等股本工具擁有權利前無須完成指定期間之服務。倘並無證據顯示相反情況，實體須假設交易對方作為股本工具代價提供的服務已收取。在此情形下，該實體須在授出日期全面確認所獲取的服務，並於權益作出相應增加。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Borrowing costs

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

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

Taxation

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

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

3. 主要會計政策(續)

借款成本

可直接歸屬於收購、建造或生產之合資格資產(指需要經過相當長時間才能達到可使用或可銷售狀態的資產)的借款成本,直至該資產實質上已達到可使用或可銷售狀態之前均計入該等資產的成本。在特定借款撥作合資格資產的支出前,暫時用作投資所賺取的投資收入,會從合資格資本化借款成本中扣除。

如借款作一般用途及用作為獲取合資格資產,合資格資本化之借款成本金額乃採用資本化比率計算該項資產開支之方法釐定。資本化比率為適用於本集團於該期間未償還借款之借款成本加權平均值,但為獲得合資格資產之特別借款除外。

所有其他借款成本於其產生之期間內於損益確認。

稅項

所得稅指即期稅項及遞延稅項之總額。

現時應付稅項按年內應課稅溢利計算。應課稅溢利與損益中確認之溢利不同,原因為前者不包括在其他年度應課稅或可扣稅之收入或開支,亦不包括不用課稅或扣稅之項目。本集團之即期稅項負債按報告期末前已頒佈或實質上已頒佈之稅率計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

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

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

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

3. 主要會計政策(續)

稅項(續)

遞延稅項以資產及負債於財務報表之賬面值與計算應課稅溢利所用相應稅基間之差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認，而遞延稅項資產按很可能出現可利用可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免抵銷之應課稅溢利時確認。若於一項交易中，因商譽或因業務合併以外原因初步確認其他資產及負債而引致之暫時差額並不影響應課稅溢利及會計溢利，則不會確認該等資產及負債。

遞延稅項負債按於附屬公司之投資所產生之應課稅暫時差額確認，惟若本集團可控制暫時差額之撥回及暫時差額很可能不會於可見將來撥回之情況除外。

遞延稅項資產之賬面值於各報告期末檢討，並於不大可能有足夠應課稅溢利以收回全部或部分資產時調減。

遞延稅項按預期於負債清償或資產變現期間適用之稅率計算。有關稅率為於報告期末已頒佈或實質上已頒佈之稅率。遞延稅項於損益中確認，惟當遞延稅項乃關於在其他全面收益或直接在權益中確認之項目，遞延稅項亦會於其他全面收益或直接於權益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

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

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

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

3. 主要會計政策(續)

稅項(續)

計量遞延稅項資產及負債反映本集團預期於報告期末以收回或清償其資產及負債賬面值方式帶來之稅務後果。

為對使用公平值模型計量的投資物業之遞延稅項進行計量，假定該等物業之賬面值透過銷售完成收回，除非有關假定被駁回。倘投資物業可折舊及以附有投資物業經長時間伴隨之絕大部份經濟利益持有而非出售，則上述假定可加以反駁。倘先前假定被駁回，該等投資物業的遞延稅項按預期物業將收回的方式計量。

遞延稅項資產及負債僅於有合法可強制執行權利以即期稅項資產抵銷即期稅項負債，及與同一課稅機關徵收之所得稅有關，而本集團計劃以淨額基準處理其即期稅項資產及負債時，方予以抵銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

A related party is a person or entity that is related to the Group.

- (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 the key management personnel of the Company or of a parent of the Company.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Company 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.

3. 主要會計政策(續)

關聯方

關聯方是指與本集團有關聯之個人或實體。

- (a) 倘符合下列情況，則一名人士或該名人士之近親與本集團有關連：
- (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) 為本公司或本公司母公司主要管理人員。
- (b) 倘實體符合下列任何條件，則其與本集團有關聯：
- (i) 該實體及本公司屬同一集團之成員(即各自的母公司、附屬公司及同系附屬公司互有關連)。
 - (ii) 一個實體為另一實體之聯營公司或合營公司(或為某一集團之成員之聯營公司或合營公司，而該另一實體為此集團之成員)。
 - (iii) 兩個實體均為相同第三方之合營公司。
 - (iv) 一個實體為某一第三方之合營公司，而另一實體為該第三方之聯營公司。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies: (Continued)
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

3. 主要會計政策(續)

關聯方(續)

- (b) 倘實體符合下列任何條件，則其與本集團有關聯：(續)
- (v) 該實體乃為本集團或與本集團有關聯之實體之僱員福利而設之離職後福利計劃。倘本集團本身即為有關計劃，則贊助計劃之僱主亦與本集團有關聯。
 - (vi) 該實體受(a)項所識別之人士控制或共同控制。
 - (vii) 於(a)(i)項所識別之人士對該實體有重大影響力，或是該實體(或該實體之母公司)之主要管理人員。
 - (viii) 實體或屬實體其中一部分的集團旗下任何成員向本公司或本公司母公司提供主要管理人員服務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources to and assess the performance of the Group's various lines of business in different geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of productions processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Impairment of assets

Intangible assets that have an indefinite useful life or not yet available for use are reviewed annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets except investment properties and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

3. 主要會計政策(續)

分類報告

經營分類及綜合財務報表所呈列各分類的金額，乃根據向本集團不同地理位置的各項業務分配資源及評估其業績表現而定期向本集團最高行政管理人員提供的財務資料當中加以識別。

個別重要的經營分類不會合計以供財務報告之用，但如該等經營分類的產品和服務性質、生產工序性質、客戶類別或階層、分銷產品或提供服務的方法以至監管環境的本質等經濟特性均屬類似，則作別論。個別不重要的經營分類如果符合以上大部分條件，則可以合計為一個報告分類。

資產減值

無限使用年期或尚未可供使用的無形資產每年均會進行減值測試，並每當有事件發生或環境出現變化，顯示賬面值可能不可收回時檢討是否減值。

於各報告期末，本集團均會審閱其有形及無形資產(投資物業及應收款項除外)之賬面值，以釐定是否有任何情況顯示資產已出現減值虧損。如有任何減值情況，則會估計資產之可回收金額，以釐定減值虧損之程度。如不可能估計個別資產之可回收金額，則本集團會估計資產所屬現金產生單位之可回收金額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of assets (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

3. 主要會計政策(續)

資產減值(續)

可回收金額為公平值減去出售成本與使用價值兩者中之較高者。於評估使用價值時，估計未來現金流量以可反映市場現時所評估金錢時間值及該資產特定風險之稅前貼現率貼現至現值。

倘資產或現金產生單位之可回收金額估計將少於其賬面值，則資產或現金產生單位之賬面值會減少至其可回收金額。減值虧損會即時於損益確認，除非有關資產乃按重估金額列賬則除外，在該情況下，減值虧損會被視為重估減值。

倘減值虧損其後撥回，則資產或現金產生單位之賬面值會增加至經修訂之估計可回收金額，惟按此增加之賬面值不會高於假設以往年度並無就資產或現金產生單位確認減值虧損而原應釐定之賬面值(扣除攤銷或折舊)。所撥回之減值虧損會即時於損益確認，除非有關資產乃按重估金額列賬則除外，在該情況下，所撥回之減值虧損會被視為重估增值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions and contingent liabilities

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

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

Events after the reporting period

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

3. 主要會計政策(續)

撥備及或然負債

倘本集團須就已發生之事件承擔現行法律或推定責任，而履行該責任可能導致須流出經濟利益，並可作出可靠之估計，則就該時間或數額不定之負債確認撥備。倘貨幣時間價值重大，則按預期履行責任的支出之現值計提撥備。

倘流出經濟利益之可能性不大，或不能可靠估計該數額，則該責任披露為或然負債，惟流出經濟利益之可能性極低則除外。倘有關潛在責任須視乎某宗或多宗未來事件是否發生才能確定存在與否，亦會披露為或然負債，惟流出經濟利益之可能性極低則除外。

報告期後事項

為本集團於報告期末之狀況提供額外資料或顯示持續經營假設並不適合之報告期後事項均屬於調整事項，並於綜合財務報表內反映。並非調整事項之重大報告期後事項則於綜合財務報表附註中披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

Deferred tax for investment properties

For the purposes of measuring deferred tax for investment properties that are measured using the fair value model, the directors have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in determining the Group's deferred tax for investment properties, the directors have rebutted the presumption that investment properties measured using the fair value model are recovered through sale.

Key sources of estimation uncertainty

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

4. 關鍵判斷及主要估計

於會計政策中使用的關鍵判斷

投資物業的遞延稅項

就採用公平值模式計量的投資物業計量遞延稅項而言，董事已審閱本集團的投資物業組合，並得出結論，本集團的投資物業按業務模式持有，其目的為假以時日而非透過出售消耗於投資物業嵌入的絕大部分經濟利益。因此，於釐定本集團的投資物業遞延稅項時，董事已反駁採用公平值模式計量的投資物業透過銷售收回的假設。

估計不明朗因素之主要來源

於報告期末有關未來估計之主要假設及其他主要估計不明朗因素之來源於下文論述，該等假設及因素具有引致須對下個財政年度之資產及負債賬面值作出重大調整之重大風險。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty

(Continued)

(a) *Impairment loss for bad and doubtful debts*

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and interest receivables and loan receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed. If the financial conditions of the debtors were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

(b) *Fair values of investment properties*

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

4. 關鍵判斷及主要估計 (續)

估計不明朗因素之主要來源 (續)

(a) *呆壞賬減值虧損*

本集團乃根據對貿易應收賬款及應收利息以及貸款應收款項可回收性之評估(包括每位債務人之目前信譽及過往收款記錄)作出呆壞賬之減值虧損。當事件或情況變動顯示餘額可能無法收回時會出現減值。呆壞賬之識別需要使用判斷和估計。倘實際結果有別於原來估計,則該等差額將於上述估計出現變動之年度影響貿易應收款項及其他應收款項及呆賬開支之賬面值。倘債務人之財政狀況惡化,導致債務人還款能力削弱,則可能需要額外撥備。

(b) *投資物業之公平值*

本集團委聘一名獨立專業估值師評估投資物業的公平值。於釐定公平值時,估值師已採用估值方法(涉及若干假設)。董事已作出判斷及信納估值的方法乃反映目前市況。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

4. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(Continued)

Key sources of estimation uncertainty

(Continued)

(c) *Property, plant and equipment and depreciation*

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

(d) *Impairment of goodwill*

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. The carrying amount of goodwill at the end of the reporting period was approximately HK\$6,533,000.

4. 關鍵判斷及主要估計 (續)

估計不明朗因素之主要來源 (續)

(c) *物業、廠房及設備以及折舊*

本集團釐定本集團物業、廠房及設備的估計可使用年期、剩餘價值及相關折舊開支。該估計乃以同類性質及功能的物業、廠房及設備的實際可使用年期及剩餘價值的過往經驗為基準。倘可使用年期及剩餘價值與先前估計不同，本集團將修訂折舊開支，或撇銷或撇減已廢棄或出售的技術上已過時或非策略性的資產。

(d) *商譽減值*

釐定商譽是否減值須要估計獲分配有關商譽之現金產生單位使用價值。計算使用價值須要本集團對預期可自現金產生單位獲得之未來現金流量，以及適合計算所得現值之折現率作出估計。商譽於報告期末的賬面值約為6,533,000港元。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

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

(a) Foreign currency risk

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

(b) Credit risk

The carrying amount of the bank balances held on behalf of client, bank and cash balances, trade and interest receivables and loans receivables included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The credit risk on bank balances held on behalf of client, bank and cash balances are limited because the counterparties are banks with high credit-ratings.

5. 金融風險管理目標及政策

本集團的活動令其承受多種金融風險：外匯風險、利率風險、信貸風險及流動資金風險。本集團整體風險管理計劃專注於金融市場的不可預測性，以減少對本集團財務表現的潛在不利影響。

(a) 外幣風險

本集團的外幣風險極低，原因是其大部分業務交易、資產及負債主要以本集團實體的功能貨幣計值。本集團現時並無就外幣交易、資產及負債設立外幣對沖政策。本集團緊密監督其外幣風險，並將在需要時考慮對沖重大外幣風險。

(b) 信貸風險

載入綜合財務狀況表的代客持有的銀行結餘、銀行及現金結餘、貿易應收款項及應收利息以及貸款應收款項指本集團面臨有關本集團金融資產的最大信貸風險。

有關代客持有的銀行結餘、銀行及現金結餘的信貸風險有限，乃由於對手方為具有高信用評級的銀行。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(b) Credit risk (Continued)

The Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations at 31 December 2016 in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to its loans receivables and trade and interest receivables. In order to minimise credit risk, the directors have delegated a team to be responsible for the determination of credit limits, credit approvals and other monitoring procedures. In addition, the Directors review the recoverable amount of each individual loan to customers regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

At the end of the reporting period, the Group had certain concentration of credit risk as approximately 6% (2016: 11%) and 26% (2016: 48%) of the Group's loan and interest receivables were due from the Group's largest customer and the five largest customers, respectively.

(c) Interest rate risk

The Group's loans receivables bear interests at fixed interest rates, therefore the Group's operating cash flows are substantially independent of changes in market interest rate.

5. 金融風險管理目標及政策(續)

(b) 信貸風險(續)

本集團面臨之最大信貸風險為當對手方未能於二零一六年十二月三十一日履行與各類已確認金融資產相關之義務時，該等資產於綜合財務狀況表足夠減值虧損列示之賬面值。本集團之信貸風險主要存在於貸款應收款項以及貿易應收款項及應收利息。為降低信貸風險，董事已指派一隻團隊負責釐定信用限額、信用審批及其他監控程序。此外，董事定期檢討各對客戶的個別貸款之可回收金額，確保為不可回收款項確認。就此而言，管理層認為，本集團之信貸風險已大幅降低。

於報告期末，本集團擁有若干信用集中風險，乃由於本集團約6%（二零一六年：11%）及26%（二零一六年：48%）的貸款應收款項及應收利息分別為應收本集團最大客戶款項及應收五大客戶款項。

(c) 利率風險

本集團貸款應收款項按固定利率計息，故本集團的營運現金流量基本上不受市場利率轉變影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer terms. All the Group's financial liabilities are due within one year.

The maturity analysis of the Company's financial liabilities is as follows:

		Carrying amounts	Within 1 year or on demand 一年內或按 要求於償還	Between 1 and 2 years 一年至兩年之間
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December 2017	於二零一七年十二月三十一日			
Trade payables	貿易應付款項	54,352	54,352	–
Other payables and accruals	其他應付及應計款項	17,288	17,288	–
Convertible bonds	可換股債券	112,000	2,240	112,117
		183,640	73,880	112,117

		Carrying amounts	Within 1 year or on demand 一年內或按 要求於償還	Between 1 and 2 years 一年至兩年之間
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December 2016	於二零一六年十二月三十一日			
Trade payables	貿易應付款項	40,189	40,189	–
Other payables and accruals	其他應付及應計款項	2,601	2,601	–
		42,790	42,790	–

5. 金融風險管理目標及政策(續)

(d) 流動資金風險

本集團的政策是定期監察現時及預期流動資金需要，確保維持充足的現金儲備以滿足短期及長期流動資金需要。本集團所有金融負債於一年內到期。

本公司金融負債到期分析如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

5. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

(e) Categories of financial instruments at 31 December

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Financial assets:	金融資產：		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值項目)	460,127	258,631
Financial assets at fair value through profit or loss initial – initial designated	按公平值計入損益的金融資產(初步指定)	81,208	–
		541,335	258,631
Financial liabilities:	金融負債：		
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	112,000	–
Financial liabilities at amortised cost	按攤銷成本計入的金融負債	71,640	42,790
		183,640	42,790

(f) Fair values

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

5. 金融風險管理目標及政策(續)

(e) 於十二月三十一日之金融工具類別

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Financial assets:	金融資產：		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值項目)	460,127	258,631
Financial assets at fair value through profit or loss initial – initial designated	按公平值計入損益的金融資產(初步指定)	81,208	–
		541,335	258,631
Financial liabilities:	金融負債：		
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債	112,000	–
Financial liabilities at amortised cost	按攤銷成本計入的金融負債	71,640	42,790
		183,640	42,790

(f) 公平值

金融資產及金融負債之賬面值已反映於綜合財務狀況表，該等賬面值與公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

6. FAIR VALUE MEASUREMENTS

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

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

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

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

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

6. 公平值計量

公平值是指在計量日期有關的參與者於有序交易中收到的出售資產或支付轉讓負債。以下為使用公平值層級計量公平值之披露，有關層級將用以計量公平值之估值技術之輸入數據分為三個層級：

第一級輸入數據：是實體於計量日期可以取得的相同資產或負債於活躍市場之報價（未經調整）。

第二級輸入數據：是就資產或負債直接或間接地可觀察之輸入數據（第一級內包括的報價除外）。

第三級輸入數據：是資產或負債的不可觀察輸入數據。

本集團的政策乃於事件或導致轉讓的環境變更當日確認任何三個層級產生的轉入及轉出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

6. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosures of level in fair value hierarchy at the end of the reporting period:

6. 公平值計量(續)

(a) 於報告期末公平值層級披露級別：

Description	詳述	Fair value measurements using:			Total
		Level 1	Level 2	Level 3	Total
		公平值計量所採用之層級：			總計
		第一級	第二級	第三級	二零一七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Recurring fair value measurements:					
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產				
Listed securities in Hong Kong	於香港上市的證券	81,028	-	-	81,028
Financial liabilities at fair value through profit or loss	按公平值計入損益的金融負債				
Convertible bonds	可換股債券	-	112,000	-	112,000
Investment properties:	投資物業：				
Commercial – PRC	商業 – 中國	-	83,300	-	83,300
Total recurring fair value measurements	經常性公平值計量總額	81,028	195,300	-	276,328

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

6. FAIR VALUE MEASUREMENTS (Continued)

(a) Disclosures of level in fair value hierarchy at the end of the reporting period: (Continued)

6. 公平值計量(續)

(a) 於報告期末公平值層級披露級別：(續)

Description	詳述	Fair value measurements using:			Total
		公平值計量所採用之層級：			總計
		Level 1	Level 2	Level 3	2016
		第一級	第二級	第三級	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Recurring fair value measurements:	經常性公平值計量：				
Investment properties:	投資物業：				
Commercial – PRC	商業 – 中國	–	100,946	–	100,946

During the period, there were no transfer between Level 1 and Level 2, or transfers into or out of Level 3 (2016: nil). The Group's policy is to recognise transfer between levels of fair value hierarchy as at the end of the reporting period in which they occur.

於本期間，第一級及第二級之間並無進行轉撥，或轉撥至或自第三級轉撥(二零一六年：無)。本集團的政策為公平值級別間於報告期末發生轉撥時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

6. FAIR VALUE MEASUREMENTS (Continued)

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

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

Valuation techniques and inputs used in Level 2 fair value measurements

Description	Valuation technique	Inputs	Fair value 2017
詳述	估值技術	輸入數據	二零一七年 公平值 HK\$'000 千港元
Assets:			
Investment properties	Direct comparison approach	Market price	83,300
資產：			
投資物業	直接比較法	市場價格	
Liabilities:			
Convertible bonds	Binomial model	Share price Discount rate Volatility	112,000
負債：			
可換股債券	二項式估值	股份價格 折現率 波幅	

6. 公平值計量(續)

(b) 於十二月三十一日本集團所用估值過程披露及公平值計量使用的估值技術及輸入數據

本集團的財務總監負責就財務報告進行所需資產及負債的公平值計量(包括第三級公平值計量)。財務總監就此等公平值計量直接向董事會匯報。財務總監與董事會每年至少兩次討論估值程序及有關結果。

第二級公平值計量使用的估值技術及輸入數據

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

6. FAIR VALUE MEASUREMENTS (Continued)

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

Description	Valuation technique	Inputs	Fair value 2016 二零一六年 公平值 HK\$'000 千港元
詳述	估值技術	輸入數據	
Assets:			
Investment properties	Direct comparison	Market price	100,946
資產： 投資物業	直接比較法	市場價格	

7. SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports about the components of the Group that are regularly reviewed by the chief operating decision maker ("CODM") in order to allocate resources to segments and to assess their performance. Reported segment information is based on internal management reporting information that is regularly reviewed by executive directors, being the CODM of the Group.

6. 公平值計量(續)

(b) 於十二月三十一日本集團所用估值過程披露及公平值計量使用的估值技術及輸入數據(續)

7. 分類資料

經營分類以本集團內部報告作為基準，以識別有關本集團構成的經營分類，該等分類由主要營運決策者（「主要營運決策者」）定期檢討，以分配資源至各分類並評估其表現。所報告分類資料乃基於執行董事（即本集團主要營運決策者）定期審閱之內部管理報告資料。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

7. SEGMENT INFORMATION (Continued)

The Group's operation are organised based on six business activities which are also the information regularly reported to CODM. The details of operating and reportable segments of the Group are as follows:

- (i) Securities trading and investment – purchase and sale of securities and securities investment
- (ii) Securities brokerage and provision of securities margin finance
- (iii) Property investment – generation of rental income
- (iv) Loan financing services – provision of funds and financial services to third parties
- (v) Trading and manufacturing of electronic products

Other operating segment which do not meet the quantitative thresholds prescribed by HKFRS 8 for determining reporting segments are combined as “all other segments”:

7. 分類資料(續)

本集團之營運根據該六項業務活動組織分類。這亦為向主要營運決策者定期報告之資料。本集團之經營及可報告分類詳情如下：

- (i) 證券買賣及投資－證券買賣及證券投資。
- (ii) 證券經紀及提供證券保證金融資。
- (iii) 物業投資－產生租金收入。
- (iv) 貸款融資服務－提供資金及金融服務予第三方。
- (v) 電子產品買賣及製造。

未符合香港財務報告準則第8號有關釐定可報告分部的量化標準的其他經營分類則合併為「所有其他分類」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

7. SEGMENT INFORMATION (Continued)

Segment revenue and results:

The following is an analysis of the Group's revenue and results by reportable segments:

	Securities trading and investment	Securities brokerage and provision of securities margin finance 證券經紀 及提供證券 保證金融資	Property investment 物業投資	Loan financing services 貸款 融資服務	Trading and manufacturing of electronic products 電子產品買賣 及製造	All other segments 所有 其他分類	Total 總計
	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	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						
Segment revenue:	分類收入：						
Revenue from external customers	18,532	3,275	2,697	35,819	62,253	77	122,653
Segment profit/(loss)	18,532	(4,595)	1,911	21,029	2,787	(180)	39,484
Unallocated corporate income	未予分配公司收入						3,643
Unallocated corporate expenses	未予分配公司開支						(11,012)
Profit before tax	除稅前溢利						32,115

7. 分類資料(續)

分類收入及業績：

以下為本集團可報告分類之收入及業績分析：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

7. SEGMENT INFORMATION (Continued)

Segment revenue and results: (Continued)

7. 分類資料 (續)

分類收入及業績：(續)

		Securities trading and investment	Securities brokerage and provision of securities margin finance	Property investment	Loan financing services	All other segments	Total
		證券買賣 及投資	證券經紀 及提供證券 保證金融資	物業投資	貸款 融資服務	所有 其他分類	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
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度						
Segment revenue:	分類收入：						
Revenue from external customers	外部客戶收入	(122,328)	2,574	2,321	9,707	5,821	(101,905)
Segment (loss)/ profit	分類(虧損)/溢利	(122,637)	(3,327)	13,265	829	(93)	(111,963)
Unallocated corporate income	未予分配公司收入						627
Unallocated corporate expenses	未予分配公司開支						(24,928)
Loss before tax	除稅前虧損						(136,264)

The accounting policies of the reportable and operating segment are the same as the Group's accounting policies. Segment result represents profit/(loss) from each segment without allocation of central administrative costs, share-based payments, directors' remuneration, finance costs, other income and other gains and losses (excluding the fair value changes and gain/loss from financial assets at fair value through profit or loss, which is included in the securities trading and investment segment result). This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

可報告及經營分類之會計政策與本集團會計政策相同。分類業績指各分類之溢利/(虧損)，未分配中央行政費用、以股份支付之款項、董事薪酬、融資成本、其他收入及其他收益(不包括計入證券買賣及投資分類業績之公平值變動及按公平值計入損益之金融資產收益/虧損)。此為向主要營運決策者進行匯報以作資源分配及評估表現之方式。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

7. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment:

		Securities trading and investment	Securities brokerage and provision of securities margin finance	Property investment	Loan financing services	Trading and manufacturing of electronic products	All other segments	Total
		證券買賣 及投資	證券經紀 及提供證券 保證金融資	物業投資	貸款 融資服務	電子產品買賣 及製造	所有 其他分類	總計
		HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
As at 31 December 2017	於二零一七年十二月三十一日							
Segment assets	分類資產	81,208	60,445	86,457	340,963	39,757	8,653	617,483
Unallocated corporate assets	未予分配公司資產							43,664
Consolidated total assets	綜合資產總值							661,147
Segment liabilities	分類負債	-	46,615	439	3,561	20,311	562	71,488
Unallocated corporate liabilities	未予分配公司負債							115,367
Consolidated total liabilities	綜合負債總額							186,855

7. 分類資料(續)

分類資產及負債

以下為本集團可報告分類之資產及負債分析：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

7. SEGMENT INFORMATION (Continued) Segment assets and liabilities (Continued)

7. 分類資料 (續) 分類資產及負債 (續)

		Securities trading and investment	Securities margin finance	Property investment	Loan financing services	All other segments	Total
		證券買賣 及投資	及提供證券 保證金融資	物業投資	貸款 融資服務	所有 其他分類	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
As at 31 December 2016	於二零一六年十二月三十一日						
Segment assets	分類資產	96	56,977	104,407	167,293	6,203	334,976
Unallocated corporate assets	未予分配公司資產						51,242
Consolidated total assets	綜合資產總值						386,218
Segment liabilities	分類負債	-	40,876	3,062	148	208	44,294
Unallocated corporate liabilities	未予分配公司負債						604
Consolidated total liabilities	綜合負債總額						44,898

The Group's unallocated corporate assets at the end of the reporting period mainly consist of property, plant and equipment, deposits and prepayments and cash and cash equivalents. The Group's unallocated corporate liabilities at the end of the reporting period consists other payables and accruals, convertible bonds and deferred tax liabilities.

本集團於報告期末之未予分配公司資產主要包括物業、廠房及設備、按金及預付款項及現金及現金等值項目。本集團於報告期末之未予分配公司負債包括其他應付款項及預提費用、可換股債券及遞延稅項負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

7. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

Geographical information:

		Revenue		Non-current assets	
		收入		非流動資產	
		2017	2016	2017	2016
		二零一七年	二零一六年	二零一七年	二零一六年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong	香港	119,879	(110,047)	23,663	22,812
PRC	中國	2,774	8,142	85,577	102,088
		122,653	(101,905)	109,240	124,900

The revenue and non-current assets information above is based on the locations of operations.

上文的收入及非流動資產資料乃基於經營所在地區。

Information about major customers

有關主要客戶的資料

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Trading and manufacturing of electronic products segment	電子產品買賣及製造分類		
Customer A	客戶 A	39,928	N/A
Customer B	客戶 B	31,196	N/A

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

8. REVENUE

The Group's revenue is analysed as follows:

8. 收入

本集團的收入分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss on disposal of financial assets at fair value through profit or loss	出售按公平值計入損益的金融資產虧損	-	(122,328)
Fair value gain on financial assets at fair value through profit or loss	按公平值計入損益的金融資產公平值收益	18,532	-
Rental income	租金收入	2,902	2,321
Sales of goods	產品銷售	62,330	5,821
Commission and brokerage income from securities dealings	來自證券買賣的佣金及經紀收入	3,070	1,662
Interest income from brokerage business	來自經紀業務的利息收入	-	912
Interest income from loans to customers	來自對客戶貸款的利息收入	35,819	9,707
		122,653	(101,905)

9. OTHER INCOME

9. 其他收入

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Interest income	利息收入	501	24
Others	其他	77	603
		578	627

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

10. ACQUISITION OF SUBSIDIARIES

- (a) On 31 August 2017, the Group acquired 100% of issued share capital of Praise Perfection Limited for a cash consideration of HK\$2,000,000. Praise Perfection Limited and its subsidiaries is principally engaged in trading and manufacturing of electronic products.

The fair value of the identifiable assets and liabilities of Praise Perfection Limited and its subsidiaries acquired as at its date of acquisition is as follows:

10. 收購附屬公司

- (a) 於二零一七年八月三十一日，本集團以現金代價2,000,000港元收購崇優有限公司的100%已發行股本。崇優有限公司及其附屬公司主要從事電子產品買賣及製造。

於收購崇優有限公司及其附屬公司日期其可識別資產及負債的公平值如下：

		HK\$' 000 千港元
Property, plant and equipment	物業、廠房及設備	2,084
Inventories	存貨	1,910
Deposits, prepayments and other receivable	按金、預付款項及其他應收款項	7,350
Bank and cash balances	銀行及現金結餘	377
Trade payables	貿易應付款項	(2,631)
Other payables	其他應付款項	(9,486)
Total identifiable net liabilities at fair value	按公平值計算的可識別淨資產總值	(396)
Goodwill	商譽	2,396
Consideration transferred, satisfied by cash	所轉讓代價，以現金支付	2,000

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

10. ACQUISITION OF SUBSIDIARIES (Continued)

Analysis of net outflow of cash and cash equivalents in respect of acquisition of subsidiaries:

10. 收購附屬公司(續)

有關收購附屬公司之現金及現金等值項目流出淨額分析：

		HK\$' 000 千港元
Total cash consideration	總現金代價	2,000
Cash and cash equivalents acquired	所收購的現金及現金等值項目	(377)
		1,623

Praise Perfection Limited and its subsidiary contributed revenue of approximately HK\$62,253,000 to the Group's revenue and profit of approximately HK\$2,787,000 to the Group's profit for the year between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1 January 2017, total Group's revenue for the year would have been approximately HK\$131,524,000, and profit for the year would have been approximately HK\$27,949,000. The proforma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2017, nor is intended to be a projection of future results.

The goodwill arising on the acquisition of Praise Perfection Limited is attributable to anticipates profit contribution of the subsidiaries.

崇優有限公司及其附屬公司於收購日期至本報告期末間年度貢獻收入約62,253,000港元至本集團收入，及溢利約2,787,000港元至本集團溢利。

倘該收購於二零一七年一月一日完成，本集團年內總收入為約131,524,000港元及年內溢利為約27,949,000港元。此等備考資料僅供說明之用，未必反映如於二零一七年一月一日完成，本集團將實際達致之收入及經營業績，亦不擬作為未來業績之預測。

收購崇優有限公司而產生之商譽歸因於附屬公司之預期溢利貢獻。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

10. ACQUISITION OF SUBSIDIARIES (Continued)

- (b) On 30 November 2017, the Group acquired 100% of issued share capital of Meteor Investment (H.K.) Limited for a cash consideration of HK\$7,565,000. Meteor Investment (H.K.) Limited and its subsidiaries initially serve as a platform to development business in relation to tourism and entertainment alike.

The fair value of the identifiable assets and liabilities of Meteor Investment (H.K.) Limited and its subsidiaries acquired as at its date of acquisition is as follows:

10. 收購附屬公司(續)

- (b) 於二零一七年十一月三十日，本集團以現金代價7,565,000港元收購星豫投資有限公司的100%已發行股本。星豫投資有限公司及其附屬公司初步可作發展旅遊及娛樂相關業務發展之平台。

於收購星豫投資有限公司及其附屬公司日期其可識別資產及負債的公平值如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	111
Inventories	存貨	7,788
Deposits, prepayments and other receivable	按金、預付款項及其他應收款項	636
Bank and cash balances	銀行及現金結餘	196
Other payables	其他應付款項	(456)
Deferred tax liabilities	遞延稅項負債	(254)
Total identifiable net assets at fair value	按公平值計算的可識別淨資產總值	8,021
Gain on bargain purchase	議價收購之收益	(456)
Consideration transferred, satisfied by cash	所轉讓代價，以現金支付	7,565

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

10. ACQUISITION OF SUBSIDIARIES (Continued)

Analysis of net outflow cash and cash equivalents in respect of acquisition of subsidiaries:

10. 收購附屬公司(續)

有關收購附屬公司之現金及現金等值項目流出淨額分析：

		HK\$'000 千港元
Total cash consideration	總現金代價	7,565
Cash and cash equivalents acquired	所收購的現金及現金等值項目	(196)
		7,369

Meteor Investment (H.K.) Limited and its subsidiaries contributed revenue of approximately HK\$77,000 to the Group's revenue and loss of approximately HK\$180,000 to the Group's profit for the year between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1 January 2017, total Group's revenue for the year would have been approximately HK\$122,653,000, and profit for the year would have been approximately HK\$26,257,000. The proforma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2017, nor is intended to be a projection of future results.

The Group recognised a gain on bargain purchase of HK\$456,000 in the business combination. The gain on bargain purchase was mainly attributable to the appreciation of inventories.

星豫投資有限公司及其附屬公司於收購日期至本報告期末間年度貢獻收入約77,000港元至本集團收入，及虧損約180,000港元至本集團溢利。

倘該收購於二零一七年一月一日完成，本集團年內總收入為約122,653,000港元及年內溢利為約26,257,000港元。此等備考資料僅供說明之用，未必反映如於二零一七年一月一日完成，本集團將實際達致之收入及經營業績，亦不擬作為未來業績之預測。

本集團於業務合併中確認議價收購之收益456,000港元。議價收購之收益主要歸因於存貨增值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

11. DISPOSAL OF SUBSIDIARIES

Pursuant to an agreement dated 18 April 2017 entered into between a subsidiary of the Company, Eminent Alliance Investments Limited (“Eminent Alliance”) and an independent third party (the “Purchaser”), Eminent Alliance disposed of its entire interest in a subsidiary, Cityray Investments Limited (the “Disposed Company”) and its subsidiaries (collectively referred as the “Disposal Group”) to the Purchaser at a cash consideration of HK\$38,000,000 (the “Disposal”). The Disposal resulted a gain on disposal of subsidiaries of approximately HK\$3,187,000. Further details of the Disposal were published in the related announcement of the Company dated 19 April 2017.

The Disposal Company was principally engaged in investment holding and the Disposal Group was principally engaged in trading of construction materials and properties investment during the period. The disposal was completed on 18 April 2017.

11. 出售附屬公司

根據本公司附屬公司傑聯投資有限公司(「傑聯」)與一位獨立第三方(「買方」)於二零一七年四月十八日訂立之協議，傑聯以現金代價38,000,000港元出售其於附屬公司城亮投資有限公司(「出售公司」)及其附屬公司(統稱「出售集團」)之全部權益予買方(「出售事項」)。出售事項錄得出售附屬公司之收益約3,187,000港元。出售事項之進一步詳情請參閱本公司於二零一七年四月十九日刊發之公告。

於期內，出售公司主要從事投資控股而出售集團主要從事建材買賣及物業投資。出售事項於二零一七年四月十八日完成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

11. DISPOSAL OF SUBSIDIARIES (Continued)

11. 出售附屬公司(續)

		HK\$' 000 千港元
<hr/>		
<i>Net assets of the Disposal Group disposed of:</i>	<i>已出售附屬公司資產淨值：</i>	
Property, plant and equipment	物業、廠房及設備	1,153
Investment properties	投資物業	29,887
Trade and other receivable	貿易及其他應收款項	1,786
Inventories	存貨	450
Cash and cash equivalents	現金及現金等值項目	1,814
Deferred tax liabilities	遞延稅項負債	(1,815)
<hr/>		
Net assets disposed of	已出售資產淨值	33,275
Release of foreign currency translation reserve	解除貨幣換算儲備	1,538
Gain on disposal of subsidiaries	出售附屬公司之收益	3,187
<hr/>		
Total consideration – satisfied by cash	總代價(以現金清付)	38,000
<hr/>		
<i>Analysis of net outflow of cash and cash equivalent in respect of disposal of subsidiaries:</i>	<i>有關出售附屬公司之現金及現金等值項目流出淨額之分析：</i>	
Cash consideration	現金代價	38,000
Cash and cash equivalents disposed of	已出售現金及現金等值項目	(1,814)
<hr/>		
		36,186
<hr/>		

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

12. FINANCE COSTS

12. 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 convertible bonds	可換股債券利息	3,392	–

13. INCOME TAX

13. 所得稅

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current tax – Hong Kong Profits Tax:	即期稅項 – 香港利得稅：		
– Provision for the year	– 本年度撥備	3,735	–
– Over-provision in prior years	– 過往年度超額撥備	36	148
Deferred tax (note 30)	遞延稅項(附註30)	–	1,879
Income tax expense	所得稅支出	3,771	2,027

Hong Kong Profits Tax is provided at 16.5% (2016: 16.5%) based on the assessable profit for the year.

香港利得稅基於年度應課稅溢利按16.5% (二零一六年：16.5%)計提撥備。

No provision for PRC Enterprise Income Tax made as the subsidiaries operating in the PRC have no assessable profits for both years.

由於於中國運營之附屬公司於兩個年度均無應課稅溢利，故並無作出中國企業所得稅撥備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

13. INCOME TAX (Continued)

The reconciliation between the income tax expense/ (credit) and the loss before tax is as follows:

13. 所得稅(續)

所得稅支出/(抵免)與除稅前虧損之對賬如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Profit/(loss) before tax	除稅前溢利/(虧損)	32,116	(136,264)
Calculated at a domestic income tax rate of 16.5% (2016: 16.5%)	按國內所得稅稅率 16.5% (二零一六年: 16.5%) 計算	5,455	(22,484)
Tax effect of income not taxable	毋須課稅收入之稅務影響	(3,770)	(59)
Effect of different tax rates of group entities operating in other jurisdictions	於其他司法權區運營之集團實體不同稅率之影響	-	859
Tax effect of expenses not deductible	毋須課稅開支之稅務影響	1,524	24,932
Tax effect of temporary difference not recognised	未獲確認暫時差額之稅務影響	11	-
Tax effect of taxes losses not recognised	未獲確認稅項虧損之稅務影響	1,097	1,011
Utilisation of tax losses previously not recognised	動用先前未確認之稅項虧損	(470)	(2,380)
Over-provision in prior years	過往年度超額撥備	(36)	178
One-off tax reduction	一次性稅項扣減	(40)	-
Income tax expense for the year	年度所得稅項支出	3,771	2,057

At the end of the reporting period subject to agreement by the tax authorities, the Group has unused tax losses of approximately HK\$307,277,758 (2016: HK\$300,631,704) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future streams of those entities of the Group.

於報告期末，待稅務機構同意後，本集團的未動用稅項虧損約 307,277,758 港元(二零一六年: 300,631,704 港元)可用作抵銷日後溢利。由於本集團該等實體日後收入來源的不可確定性，故並無確認遞延稅項資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

14. PROFIT/(LOSS) FOR THE YEAR

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

14. 本年度溢利／(虧損)

本集團本年度溢利／(虧損)已扣除下列各項：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cost of inventories sold	已售存貨成本	56,163	5,401
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,005	2,012
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	15	452
Staff costs (including Directors' emoluments in note 15)	員工成本(包括附註15中的董事薪酬)：		
Salaries, fees, bonuses and allowances	薪金、費用、獎金及津貼	10,702	10,284
Share-based payments	以股份支付之款項	-	7,570
Retirement benefits scheme contribution	退休福利計劃供款	358	386
		11,060	18,240
Share-based payments to a consultant	給予一名顧問之以股份支付之款項	-	783
Operating lease rentals in respect of land and buildings	有關土地及樓宇之經營租賃租金	2,007	3,487
Auditors' remuneration	核數師酬金	990	720

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

15. DIRECTORS' EMOLUMENTS

(a) Directors' emoluments

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

15. 董事薪酬

(a) 董事薪酬

截至二零一七年十二月三十一日止年度本公司各董事之薪酬載列如下：

			Salaries and other Fees	Share-based benefits 袍金	Share-based payment 以股份 支付之款項	Retirement benefits scheme 退休 福利計劃	Total 總計
	Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<i>Executive directors:</i> 執行董事：							
Mr. Wu Xiaolin	吳曉林先生		360	574	-	18	952
Mr. Wen Wenfeng	溫文丰先生		600	604	-	36	1,240
Ms. Shen Jing	沈靜女士	a	180	-	-	6	186
Mr. Wen Jialong	溫家瓏先生	g	-	-	-	-	-
<i>Non-executive directors:</i> 非執行董事：							
Mr. Lung Chee Ming George	龍子明先生		360	-	-	-	360
Mr. Liu Zhanqing	劉湛清先生	b	120	-	-	-	120
Mr. Ye Weiming	葉偉銘先生	c	131	-	-	-	131
<i>Independent non-executive directors:</i> 獨立非執行董事：							
Mr. Zeng Zhaolin	曾肇林先生		120	-	-	-	120
Dr. Loke Yu (alias Lok Hoi Lam)	陸海林博士		120	-	-	-	120
Mr. Tse Long	謝浪先生		120	-	-	-	120
			2,111	1,178	-	60	3,349

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

15. DIRECTORS' EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

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

15. 董事薪酬(續)

(a) 董事薪酬(續)

截至二零一六年十二月三十一日止年度本公司各董事之薪酬載列如下：

			Fees	Salaries and other benefits	Share-based payment	Retirement benefits scheme	Total
	Notes	HK\$' 000	袍金	薪金及其他福利	以股份支付之款項	退休福利計劃	總計
	附註	千港元	千港元	千港元	千港元	千港元	千港元
<i>Executive directors:</i>		<i>執行董事：</i>					
Mr. Wu Xiaolin		418	650	1,253	20	2,341	
Mr. Wen Wenfeng		678	480	1,253	36	2,447	
Ms. Shen Jing	a	300	-	-	8	308	
Mr. Lam Kwok Hing Wilfred	d	302	90	-	-	392	
Mr. Shi Liangsheng	e	275	-	-	10	285	
<i>Non-executive directors:</i>		<i>非執行董事：</i>					
Mr. Lung Chee Ming George		390	-	906	-	1,296	
Mr. Ye Weiming	c	101	-	906	-	1,007	
Mr. Yu Shaoheng	f	167	-	-	-	167	
<i>Independent non-executive directors:</i>		<i>獨立非執行董事：</i>					
Mr. Zeng Zhaolin		130	-	62	-	192	
Dr. Loke Yu (alias Lok Hoi Lam)		130	-	62	-	192	
Mr. Tse Long		130	-	62	-	192	
		3,021	1,220	4,504	74	8,819	

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

15. DIRECTORS' EMOLUMENTS (Continued)

(a) Directors' emoluments (Continued)

Notes:

- (a) Ms. Shen Jing was appointed as an executive director on 29 July 2016 and resigned on 19 April 2017.
- (b) Mr. Liu Zhanqing was appointed as non-executive director on 1 September 2017.
- (c) Mr. Ye Weiming was appointed as a non-executive director on 30 August 2016 and resigned on 17 July 2017.
- (d) Mr. Lam Kwok Hing resigned as an executive director on 14 March 2016.
- (e) Mr. Shi Liangsheng resigned as an executive director on 15 July 2016.
- (f) Mr. Yu Shaoheng was appointed as a non-executive director on 15 March 2016 and resigned on 30 August 2016.
- (g) Mr. Wen Jialong was appointed as a non-executive director on 17 July 2017 and redesignated as executive director on 1 September 2017.

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group are as follows:

15. 董事薪酬(續)

(a) 董事薪酬(續)

附註：

- (a) 沈靜女士於二零一六年七月二十九日獲委任為執行董事及於二零一七年四月十九日辭任。
- (b) 劉湛清先生於二零一七年九月一日獲委任為非執行董事。
- (c) 葉偉銘先生於二零一六年八月三十日獲委任為非執行董事及於二零一七年七月十七日辭任。
- (d) 林國興先生於二零一六年三月十四日辭任執行董事。
- (e) 石梁升先生於二零一六年七月十五日辭任執行董事。
- (f) 余紹亨先生於二零一六年三月十五日獲委任為非執行董事及於二零一六年八月三十日辭任。
- (g) 溫家瓏先生於二零一七年七月十七日獲委任為非執行董事及於二零一七年九月一日調任為執行董事。

(b) 五位最高薪酬人士

本集團五位最高薪酬人士如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Directors	董事	2,192	7,091
Employees	僱員	1,795	1,361
		3,987	8,452

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

15. DIRECTORS' EMOLUMENTS (Continued)

(b) Five highest paid individuals (Continued)

The Group's five highest paid individuals included two (2016: four) directors and three (2016: one) employee. Details of the emoluments of the Directors are reflected in the analysis presented above. The details of the aggregate emoluments of the remaining three (2016: one) employee 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
Salaries, allowances and benefit-in-kind	薪金、津貼及實物利益	1,741	290
Share-based payments	以股份支付之款項	–	1,057
Retirement benefit costs	退休福利成本	54	14
		1,795	1,361

The emoluments fell within the following bands:

屬於下列範圍之薪酬：

		Number of individuals 人數	
		2017 二零一七年	2016 二零一六年
HK\$0 – HK\$1,000,000	0港元至1,000,000港元	3	–
HK\$1,000,001 – HK\$1,500,000	1,000,001港元至 1,500,000港元	–	1

Save as disclosed above, for the two years ended 31 December 2017 and 2016, no other emoluments had been paid by the Group to the Directors or the five highest paid individuals as an inducement to join or upon joining the Group.

除上文所披露者外，截至二零一七年及二零一六年十二月三十一日止兩個年度，本集團並無向董事或五名最高薪酬人士支付其他酬金作為加入本集團或加入本集團後的獎勵。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

16. DIVIDEND

The Directors do not recommend the payment of any dividend in respect of the year ended 31 December 2017 (2016: nil).

17. EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company of approximately HK\$28,344,000 (2016: loss of HK\$138,291,000) and the weighted average number of ordinary shares of 935,122,469 (2016: 703,734,923) in issue during the year.

Diluted earnings per share

For the year ended 31 December 2017, the calculation of diluted earnings per share attributable to owners of the Company is based on the following:

Earnings

	HK\$'000 千港元
Earnings for the purpose of calculating basic earnings per share	28,344
Add: Interest expenses on convertible bonds	3,392
Net fair value loss on convertible bonds	901
	32,637

16. 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任何股息(二零一六年：無)。

17. 每股盈利／(虧損)

每股基本盈利／(虧損)

本公司擁有人應佔每股基本盈利／(虧損)乃基於本公司擁有人應佔本年度溢利約28,344,000港元(二零一六年：虧損138,291,000港元)及本年度已發行的普通股加權平均數935,122,469股(二零一六年：703,734,923股)計算。

每股攤薄盈利

於截至二零一七年十二月三十一日止年度，本公司擁有人應佔攤薄每股盈利乃根據以下計算：

盈利

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

17. EARNINGS/(LOSS) PER SHARE (Continued)

Diluted earnings per share (Continued)

17. 每股盈利／(虧損)(續)

每股攤薄盈利(續)

		HK\$'000
		千港元
Number of shares	股份數目	
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	計算每股基本盈利之普通股加權平均數	935,122,469
Effect of dilutive potential ordinary shares arising from convertible bonds outstanding	尚未行使可換股債券之潛在攤薄普通股之影響	592,030,761
Effect of dilutive potential ordinary shares arising from share options	購股權之潛在攤薄普通股之影響	6,758,202
		1,533,911,432

The effects of all potential ordinary shares are anti-dilutive for the year ended 31 December 2016.

於截至二零一六年十二月三十一日止年度所有潛在普通股具反攤薄效應。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Land and building	Leasehold improvements	Plant and machinery	Furniture and fixtures 傢俱及 固定裝置	Motor vehicles 汽車	Total 總計
		土地及樓宇 HK' 000 千港元	租賃物業裝修 HK' 000 千港元	廠房及機器 HK' 000 千港元	HK' 000 千港元	HK' 000 千港元	HK' 000 千港元
COST: 成本:							
At 1 January 2016	於二零一六年一月一日	14,700	1,510	-	368	-	16,578
Additions	添置	-	1,129	-	473	4,152	5,754
Disposals	出售	-	(1,293)	-	-	(1,592)	(2,885)
Acquisition of subsidiaries	收購附屬公司	-	-	-	1,035	-	1,035
Exchange difference	匯兌差額	-	-	-	(5)	-	(5)
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	14,700	1,346	-	1,871	2,560	20,477
Additions	添置	-	-	-	395	162	557
Acquisition of subsidiaries	收購附屬公司	-	-	2,056	120	19	2,195
Disposals of subsidiaries	出售附屬公司	-	(1,127)	-	(69)	-	(1,196)
Disposals	出售	-	-	-	(98)	(19)	(117)
Exchange differences	匯兌差額	-	-	4	6	-	10
At 31 December 2017	於二零一七年十二月三十一日	14,700	219	2,060	2,225	2,722	21,926
ACCUMULATED DEPRECIATION: 累計折舊:							
At 1 January 2016	於二零一六年一月一日	61	353	-	171	-	585
Charge for the year	年內開支	735	406	-	439	432	2,012
Disposals	出售	-	(530)	-	-	-	(530)
Exchange differences	匯兌差額	-	(7)	-	-	-	(7)
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	796	222	-	610	432	2,060
Charge for the year	年內開支	735	73	77	597	523	2,005
Disposals of subsidiaries	出售附屬公司	-	(43)	-	-	-	(43)
Disposals	出售	-	(106)	-	(4)	-	(110)
Exchange differences	匯兌差額	-	6	1	-	-	7
At 31 December 2017	於二零一七年十二月三十一日	1,531	152	78	1,203	955	3,919
CARRYING AMOUNTS: 賬面值:							
31 December 2017	二零一七年十二月三十一日	13,169	67	1,982	1,022	1,767	18,007
31 December 2016	二零一六年十二月三十一日	13,904	1,124	-	1,261	2,128	18,417

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

19. INVESTMENT PROPERTIES

19. 投資物業

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At 1 January	於一月一日	100,946	64,456
Additions	添置	5,153	27,573
Change in fair value	公平值變動	(490)	14,423
Disposal of subsidiaries	出售附屬公司	(29,887)	–
Exchange differences	匯兌差額	7,578	(5,506)
At 31 December	於十二月三十一日	83,300	100,946

Investment properties were revalued at the end of the reporting period on the open market value basis by reference to market evidence of recent transactions for similar properties by an independent professional valuer, Graval Consulting Limited (2016: Ascent Partner Valuation Service Limited).

投資物業於報告期末由獨立專業估值師博浩企業顧問有限公司(二零一六年：艾升評值諮詢有限公司)經參照類似物業近期交易的市場資料後按公開市場價值基準進行重估。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

20. INTANGIBLE ASSETS

20. 無形資產

		Trading rights 交易權 HK\$'000 千港元
Cost:	成本：	
At 1 January 2016	於二零一六年一月一日	–
Arising on acquisition of a subsidiary	於收購一間附屬公司時產生	1,000
At 31 December 2016 and 31 December 2017	於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	1,000
Accumulated amortisation and impairment losses:	累計攤銷及減值虧損：	
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	–
Carrying amount	賬面值	
At 31 December 2016 and 31 December 2017	於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	1,000

The Group's trading rights represent the trading right for dealing in securities and advising on securities in the Stock Exchange.

本集團的交易權指有關證券買賣及就聯交所上的證券提供意見的交易權。

The trading rights has no foreseeable limit to the period over which the Company can use to generate net cash flows. The trading rights is considered by the management of the Company as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. The trading rights will not be amortised until its useful life is determined to be finite.

交易權對本集團可用於錄得現金流量淨額的期間並無可預見限制。交易權被本集團管理層視為有無限期的可使用年期，原因為預期無限期地貢獻現金流量淨額。交易權將不會於其可使用年期被釐定為有限之前攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

21. GOODWILL

Goodwill acquired in business combination is allocated, at acquisition, to the cash generating unit (“CGU”) that are expected to benefit from that business combination. The carrying amount of goodwill had been allocated as follows:

		2017 二零一七年 HK\$' 000 千港元	2016 二零一六年 HK\$' 000 千港元
Securities brokerage and provision of securities margin finances	證券經紀及提供證券保證金融資	4,137	4,137
Trading and manufacturing of electronic products	電子產品買賣及製造	2,396	–
		6,533	4,137

The recoverable amounts of the CGUs are determined on the basis of their value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and revenue during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the CGUs operate. Budgeted gross margin and revenue are based on past practices and expectations on market development.

21. 商譽

於業務合併中收購的商譽於收購時分配至預期將受惠於業務合併的現金產生單位（「現金產生單位」）。已分配商譽賬面值如下：

	2017 二零一七年 HK\$' 000 千港元	2016 二零一六年 HK\$' 000 千港元
Securities brokerage and provision of securities margin finances	4,137	4,137
Trading and manufacturing of electronic products	2,396	–
	6,533	4,137

現金產生單位的可回收金額乃經使用貼現現金流量法計算使用價值後釐定。貼現現金流量法所採用的主要假設乃期內有關貼現率、增長率、預算毛利率及收入的假設。本集團利用可反映目前市場對貨幣時值的評估及現金產生單位的特定風險的除稅前利率估計貼現率。增長率則按現金產生單位經營業務所在地區的平均長期經濟增長率為基準。預算毛利率及收入乃按過往慣例及預期市場發展為基準。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

21. GOODWILL (Continued)

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors for the next five years with the residual period using the growth rate of 5%. This rate does not exceed the average long-term growth rate for the relevant markets.

The rates used to discount the forecast cash flows are as follows:

21. 商譽(續)

本集團編製的現金流量預測源自獲董事批准未來五年的最近期財政預算，剩餘期間的增長率為5%。該增長率不超過有關市場的平均長期增長率。

用以貼現預測現金流量的利率如下：

		2017 二零一七年	2016 二零一六年
Securities brokerage and provision of securities margin finances	證券經紀及提供證券保證金融資	8.86%	11.12%
Trading and manufacturing of electronic products	電子產品買賣及製造	9.85%	N/A

22. INVENTORIES

22. 存貨

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Raw material	原材料	455	—
Finish goods	製成品	2,424	—
Merchandised goods	商品	7,693	—
		10,572	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

23. TRADE AND INTEREST RECEIVABLES

23. 貿易應收款項及應收利息

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	貿易應收款項		
Cash client	現金客戶	4,107	5,429
Margin client	保證金客戶	1,402	8,187
Clearing houses	結算所	1,292	1,165
Trade receivables	貿易應收款項	27,122	1,678
Interest receivables	應收利息	4,916	2,694
Rental receivable	應收租金	2,694	-
Less: allowance for doubtful debts	減：呆賬撥備	(492)	(492)
Trade and interest receivables, net	貿易應收款項及 應收利息，淨額	41,041	18,661

All trade receivable from cash clients and margin clients are not past due at the reporting dates for which the management believes 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 considered fully recoverable. The settlement terms of trade receivables arising from the business of dealing in securities are two days after trade date. No aging analysis is disclosed as in the opinion of the directors of the Group, the aging analysis does not give additional value in view of the nature of business of the Group.

來自現金客戶及保證金客戶的所有貿易應收款項於報告日期未逾期，就此管理層相信毋須就該等結餘作出減值撥備，乃由於信貸質素並無重大變動及結餘被視為可悉數收回。證券買賣業務產生的貿易應收款項的結算期為貿易日期後的兩日。並無披露賬齡分析，乃由於本集團董事認為，於本集團業務性質下賬齡分析並無反映額外價值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

23. TRADE AND INTEREST RECEIVABLES (Continued)

In relation to trade receivable from trading and manufacturing of electronic products and trading of construction material, the general credit terms of the Group granted to its trade customers is aged within 90 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the senior management. An aging analysis of trade receivables, based on the invoice date, 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
Within 30 days	30日內	27,122	1,678

24. LOANS RECEIVABLES

Loans receivables	貸款應收款項	313,350	161,700
-------------------	--------	----------------	---------

The aging analysis of loans receivables, based on the loan agreement date 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	6,000	37,000
31 to 60 days	31至60日	41,000	9,500
61 to 90 days	61至90日	8,000	8,000
Over 91 days	90日以上	258,350	107,200
		313,350	161,700

23. 貿易應收款項及應收利息(續)

有關電子產品買賣及製造以及建材買賣之貿易應收款項，本集團授予其貿易客戶之一般信貸期為90日內。本集團對未收回之應收款項實施嚴格控制。高級管理層定期審閱逾期結餘。基於發票日期，貿易應收款項之賬齡分析如下：

24. 貸款應收款項

基於貸款提取日期，貸款應收款項的賬齡分析如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

24. LOANS RECEIVABLES (Continued)

The fixed-rate loans receivables of approximately HK\$313,350,000 (2016: HK\$161,700,000) under the Group's loan financing services operation as at 31 December 2017 represent loan advanced to 28 (2016: 14) independent third parties. The interest rates for the loan receivables were ranging from 8% to 14% (2016: 8% – 16%) per annum.

The loan made available to customers depends on management's assessment of credit risk on the customers by evaluation on background check and repayment abilities. The Group determines the allowance of impaired debts based on the evaluation of collectability and aged analysis of accounts and on the management's judgment, including assessment of change of credit quality and the past collection history of each customer. There are no loan receivables which were past due at the end of reporting period and the Directors consider that no impairment was necessary.

25. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

24. 貸款應收款項(續)

於二零一七年十二月三十一日本集團貸款融資服務營運下的固定利息貸款應收賬款約313,350,000港元(二零一六年: 161,700,000港元)指貸款予28名(二零一六年: 14名)獨立第三方的貸款。貸款應收款項的利率介乎每年8%至14%(二零一六年: 8%至16%)。

可給予客戶的貸款取決於管理層通過評價背景調查及償還能力而評估客戶的信用風險。本集團基於可收回性及賬目的賬齡分析以及管理層的判斷，包括評估每名客戶的信用質素變動及過往收回記錄，釐定所減值債務的撥備。概無於報告期末已逾期的貸款應收款項及董事認為毋須減值。

25. 按公平值計入損益的金融資產

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Financial assets designated at fair value through profit or loss:		
Equity securities listed in Hong Kong	81,208	–

按公平值計入損益的
金融資產：
於香港上市的股本證券

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

26. BANK BALANCES HELD ON BEHALF OF CLIENTS

The Company maintains segregated trust accounts with licensed banks to hold clients' monies arising from its normal course of business. The Company has classified the clients' monies as bank trust account balances under the current assets section of the consolidated statement of financial position and recognised the corresponding accounts payable to respective clients on the ground that it is liable for any loss or misappropriation of the client's monies. The Company is not permitted to use the clients' monies to settle its own obligations.

27. BANK AND CASH BALANCES

Bank and cash balances comprise cash and short-term bank deposits with original maturity of three months or less, and carry interest ranging from 0.01% to 0.8% (2016: 0.01% to 0.8%) per annum.

At the end of the reporting period, the Group had bank and cash balances that were in RMB, which is not freely convertible into other currencies or were subject to exchange controls in the PRC amounting to approximately HK\$3,730,000 (2016: HK\$6,168,000).

The carrying amounts of the Group's other bank and cash balances are mainly denominated in Hong Kong dollars.

26. 代客持有的銀行結餘

本公司維持持牌銀行中的獨立信託賬戶，以持有客戶正常業務過程中產生的資金。本集團已將客戶款項劃分為綜合財務狀況表的流動資產一節項下的銀行信託賬戶結餘，並確認為應付各客戶的相應賬戶，理據為須承擔客戶資金損失或被挪用的責任。本集團不得使用客戶資金以履行其自身的義務。

27. 銀行及現金結餘

銀行及現金結餘包括原到期日三個月或以下之現金及短期銀行存款，年利率介乎0.01%至0.8%（二零一六年：0.01%至0.8%）。

於報告期末，本集團以人民幣持有之銀行及現金結餘約為3,730,000港元（二零一六年：6,168,000港元），不可自由兌換成其他貨幣或須受中國外匯管制所規限。

本集團其他銀行及現金結餘的賬面值主要以港元列值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

28. TRADE PAYABLES

28. 貿易應付款項

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Margin client	保證金客戶	28,841	28,250
Hong Kong Securities Clearing Company Limited	香港中央結算有限公司	7,843	5,510
Cash client	現金客戶	9,251	6,429
Trade payables	貿易應付款項	8,417	-
		54,352	40,189

The payables of margin client and cash client are repayable on demand except where certain trade payables to clients represent margin deposits received from clients for their trading activities under normal course of business. Only the excess amounts over the required margin deposits stipulated are repayable on demand.

保證金客戶及現金客戶應付款項須按
要求償還，除對客戶的若干貿易應付
款項指就客戶於日常業務過程中買賣
活動從客戶收取的保證金外。僅超出
所訂明必需的保證金的金額須按
要求償還。

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

基於發票日期，貿易應付款項的賬齡
分析如下：

		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
0 – 30 days	0至30日	4,489	-
31 – 90 days	31至90日	2,792	-
91 – 180 days	91至180日	1,136	-
		8,417	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

29. CONVERTIBLE BONDS

On 19 January 2017, the convertible bonds with the nominal value of HK\$200,000,000 (the “Convertible Bonds”) were issued to China Force Enterprises Inc., a company incorporated in the British Virgin Islands and controlled by Ms. Shen Jing, a substantial shareholder and a former director of the Company, who resigned on 19 April 2017.

The Convertible Bonds is convertible to ordinary shares of the Company at any time between the date of issue of the Convertible Bonds and 18 January 2019 (the “Maturity Date”). The Convertible Bonds will be convertible to maximum 701,754,385 ordinary shares of US\$0.005 each at conversion prices of HK\$0.285 per share.

The Company may at any time prior to the Maturity Date and from time to time redeem the Convertible Bonds at 100% of the outstanding principal amount (in whole or in part) in cash by serving at least 30 Business Days’ prior written notice on the bondholder with the total amount proposed to be redeemed from the bondholder specified therein. If the bondholder issues a conversion notice on the same date as the Company issues an early redemption notice, the Company shall have the right to elect whether the early redemption notice or the conversion notice prevails.

If the Convertible Bonds have not been converted, they will be redeemed at par on the Maturity Date. Interest of 2 per cent per annum will be paid quarterly up until the Maturity Date.

29. 可換股債券

於二零一七年一月十九日，面值為200,000,000港元之可換股債券（「可換股債券」）發行予一間於英屬處女群島註冊成立並由本公司主要股東及前董事沈靜女士（於二零一七年四月十九日辭任）控制之公司China Force Enterprises Inc.。

可換股債券可於發行可換股債券日期至二零一九年一月十八日（「到期日」）期間任何時間轉換為本公司普通股。可換股債券可以轉換價每股0.285港元轉換為最多701,754,385股每股0.005美元之普通股。

本公司可透過向債券持有人發出至少30個營業日之事先書面通知（並於當中列明向債券持有人建議贖回之總額），於到期日前隨時及不時以現金按未行使本金額之100%贖回可換股債券（全部或部份）。倘債券持有人在本公司發出提早贖回通知同日發出兌換通知，則本公司有權選擇以提早贖回通知或兌換通知為準。

倘可換股債券未獲轉換，可換股債券則於到期日按面值贖回。年利率2.0%之利息將按季度支付直至到期日。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

29. CONVERTIBLE BONDS (Continued)

The movements of the Group's Convertible Bonds during the year ended 31 December 2017 are as follows:

		HK\$' 000 千港元
Principal value of convertible bonds issued	已發行可換股債券本金	200,000
Arrangement fee	安排費用	(901)
Convert into the Company's ordinary shares during the year	年內轉換為本公司普通股	(88,000)
Fair value loss	公平值虧損	901
Fair value of convertible bonds as at 31 December 2017	於二零一七年十二月三十一日 可換股債券之公平值	112,000

29. 可換股債券(續)

截至二零一七年十二月三十一日可換股債券的變動如下：

30. DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities during the year are as follows:

		Investment Inventories	Intangible properties	Intangible assets	Total
		存貨	投資物業	無形資產	總計
		HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
At 1 January 2016	於二零一六年一月一日	-	-	-	-
Acquisition of a subsidiary	收購一間附屬公司	-	-	165	165
Charged to profit or loss (note 13)	於損益中扣除(附註13)	-	1,879	-	1,879
Exchange differences	匯兌差額	-	(84)	-	(84)
At 31 December 2016	於二零一六年十二月三十一日	-	1,795	165	1,960
Acquisition of a subsidiary	於收購一間附屬公司	254	-	-	254
Disposal of subsidiaries (note 11)	出售附屬公司(附註11)	-	(1,815)	-	(1,815)
Exchange differences	匯兌差額	-	20	-	20
At 31 December 2017	於二零一七年十二月三十一日	254	-	165	419

30. 遞延稅項負債

於本年度遞延稅項負債的變動如下：

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

31. SHARE CAPITAL

31. 股本

		Number of ordinary shares 普通股數目 ('000) (千股)	US\$' 000 千美元	HK\$' 000 千港元
Authorised:	法定：			
At 1 January 2016 (US\$0.001 each)	於二零一六年一月一日 (每股面值0.001美元)	100,000,000	100,000	775,000
Share consolidation (note b)	股份合併(附註b)	(80,000,000)	–	–
At 31 December 2016 and 31 December 2017 (US\$0.005 each)	於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 (每股面值0.005美元)	20,000,000	100,000	775,000
Issued and fully paid:	已發行及悉數繳足：			
At 1 January 2016	於二零一六年一月一日	3,296,673	3,297	25,696
Issue of shares on placement (note a)	於配售時發行股份(附註a)	190,500	191	1,482
Share consolidation (note b)	股份合併(附註b)	(2,789,738)	–	–
Issue of shares on placement (note c)	於配售時發行股份(附註c)	139,480	697	5,252
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	836,915	4,185	32,430
Issue of shares on exercise of share option (note d)	於行使購股權時發行股份 (附註d)	29,290	146	1,139
Issue of shares on conversion of convertible bonds (note e)	於轉換可換股債券時發行 股份(附註e)	308,772	1,544	12,011
At 31 December 2017	於二零一七年十二月三十一日	1,174,977	5,875	45,580

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

31. SHARE CAPITAL (Continued)

Notes:

- (a) Completion of the share placement took place on 1 February 2016 pursuant to which 190,500,000 placement shares were issued under the placement agreement (the "February Placement") at the placement price of HK\$0.11 per placement share at an aggregate consideration of approximately HK\$20,955,000, of which approximately HK\$1,482,000 was credited to share capital and the remaining balance of approximately HK\$18,771,000 (net of issuing expenses of approximately HK\$702,000) was credited to the share premium account. Details of the February Placement were set out in the Company's announcement dated 10 January 2016 and 1 February 2016.
- (b) Pursuant to special resolution passed on 29 July 2016, every 5 issued and unissued ordinary shares of US0.001 each in the issued and unissued share capital of the Company were consolidated into one consolidated ordinary share of US0.005 each in the issued and unissued share capital of the Company.
- (c) Completion of the share placement took place on 7 December 2016 pursuant to which 139,480,000 placement shares were issued under the placement agreement (the "December Placement") at the placement price of HK\$0.23 per placement share at an aggregate consideration of approximately HK\$32,080,000, of which approximately HK\$5,252,000 was credited to share capital and the remaining balance of approximately HK\$25,928,000 (net of issuing expenses of approximately HK\$900,000) was credited to the share premium account. Details of the December Placement were set out in the Company's announcement dated 22 November 2016 and 7 December 2016.

31. 股本(續)

附註：

- (a) 股份配售已於二零一六年二月一日完成，據此，190,500,000股配售股份已根據配售協議按配售價每股配售股份0.11港元予以發行（「二月配售事項」），總代價約為20,955,000港元，其中約1,482,000港元計入股本及餘額約18,771,000港元（扣除發行開支約702,000港元）計入股份溢價賬。二月配售事項的詳情載於本公司日期為二零一六年一月十日及二零一六年二月一日的公告。
- (b) 根據於二零一六年七月二十九日通過的普通決議案，本公司已發行及未發行股本中每5股每股面值為0.001美元的普通股合併為本公司已發行及未發行股本中1股面值為0.005美元的合併股份。
- (c) 股份配售已於二零一六年十二月七日完成，據此，139,480,000股配售股份已根據配售協議按配售價每股配售股份0.23港元予以發行（「十二月配售事項」），總代價約為32,080,000港元，其中約5,252,000港元計入股本及餘額約25,928,000港元（扣除發行開支約900,000港元）計入股份溢價賬。十二月配售事項的詳情載於本公司日期為二零一六年十一月二十二日及二零一六年十二月七日的公告。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

31. SHARE CAPITAL (Continued)

Notes: (Continued)

- (d) During the year ended 31 December 2017, the subscription rights attaching to 29,290,000 share options issued pursuant to the share option scheme of the Company were exercised at the subscription price of HK\$0.287 per share, resulting in the issue of 29,290,000 Company's ordinary shares of US\$ 0.005 each for the total cash consideration of approximately HK\$8,406,000 (2016: Nil).
- (e) During the year ended 31 December 2017, the holder of convertible bonds exercised the conversion right to convert HK\$88,000,000 convertible bonds into 308,771,929 Company's ordinary shares of US\$0.005 each.

Capital Risk Management

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No major changes were made in the objectives, policies or processes for managing capital during the two years ended 31 December 2017 and 2016. The capital structure of the Group consists of equity attributable to owners of the Company, comprising share capital and reserves.

31. 股本(續)

附註：(續)

- (d) 於截至二零一七年十二月三十一日止年度，附於29,290,000份根據本公司購股權計劃發行購股權之認購權以認購價每股0.287港元獲行使，使本公司以總現金代價約8,406,000港元(二零一六年：零)發行29,290,000股每股面值0.005美元之普通股。
- (e) 於截至二零一七年十二月三十一日止年度，可換股債券持有人行使兌換權以轉換88,000,000港元可換股債券為308,771,929股本公司每股面值0.005美元之普通股。

資本風險管理

本集團管理資本時旨在保障本集團能持續經營及透過優化負債及權益的平衡提高股東回報。

本集團管理其資本架構，並就經濟情況及相關資產的風險特徵變動作出調整。本集團可能調整向股東派發之股息、向股東退還資本及發行新股份，以維持或調整資本結構。於截至二零一七年及二零一六年十二月三十一日止兩個年度並無為管理資本對目標、政策或過程作出主要變動。本集團的資本架構由本公司擁有人應佔權益(包括股本及儲備)組成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

32. SHARE OPTION SCHEMES

A share option scheme (the "Scheme") was adopted by the Company on 25 May 2012. Pursuant to the Scheme, the Board of Directors (the "Board") may, at their discretion, grant options to any directors, executives, employees and any other persons who have contributed or will contribute to the Group to subscribe for shares in the Company at a price determined by the directors and not less than the highest of:

- (i) The closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant of the options;
- (ii) The average closing price of the shares of the Company as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant of the options; and
- (iii) The nominal value of the shares of the Company on the date of grant.

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

32. 購股權計劃

本公司於二零一二年五月二十五日採納一項購股權計劃(「計劃」)。根據計劃，董事會(「董事會」)可酌情向任何董事、行政人員、僱員及對本集團有所貢獻或將會作出貢獻之任何其他人士授出購股權，以按董事釐定之價格認購本公司股份。認購價不得低於下列最高者：

- (i) 本公司股份於購股權授出日期在聯交所每日報價表所示之收市價；
- (ii) 本公司股份於緊接購股權授出日期前五個營業日在聯交所每日報價表所示之平均收市價；及
- (iii) 本公司股份於授出日期之面值。

根據計劃可予授出購股權涉及之股份總數未經本公司股東事先批准不得超過本公司在任何時候已發行股份之10%。根據於任何年度授予及可能授予任何個人之購股權已發行及將予發行之股份數目未經本公司股東事先批准不得超過本公司在任何時候已發行股份之1%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

32. SHARE OPTION SCHEMES (Continued)

Options granted must be taken up within 28 days of that date of grant, upon payment of HK\$1 in aggregate as consideration for the options granted. Vesting periods are determined by the Board on each grant date. Options are lapsed if the employee leaves the Group before the option vest.

On 20 December 2016, 58,120,000 share options were grants. The options may be exercised by the grantees at any time from the date of grant of share option to the tenth anniversary of the date of grant. All share options vested immediately at the date of grant.

The following tables disclose position of the Company's share options held by director, employee and consultants during the year:

2017

		Outstanding at 1 January 2017 於二零一七年 一月一日 未行使	Exercise during the year 於年內行使	Lapsed/ cancelled during the year 於年內 失效/註銷	Outstanding at 31 December 2017 於二零一七年 十二月三十一日 未行使	Grant date 授出日期	Exercisable period 可行使的期間	Exercise price 行使價
Executive Directors	執行董事							
Mr. WU Xiaolin	吳曉林先生	8,300,000	-	-	8,300,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零一六年十二月十九日	HK\$0.287 0.287港元
Mr. WEN Wenfeng	溫文丰先生	8,300,000	-	-	8,300,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零一六年十二月十九日	HK\$0.287 0.287港元

32. 購股權計劃(續)

於就已授出購股權支付合共1港元之代價後，已授出購股權須於該授出日期28日內接納。歸屬期由董事會於各授出日期釐定。倘僱員於購股權歸屬前離開本集團，購股權即告失效。

於二零一六年十二月二十日，58,120,000份購股權獲授出。承授人可於購股權授出日期至授出日期滿第10週年止期間隨時行使購股權。所有購股權於授出當日即時歸屬。

下表披露於本年度本公司購股權的數目變動：

二零一七年

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

32. SHARE OPTION SCHEMES (Continued) 2017 (Continued)

32. 購股權計劃(續) 二零一七年(續)

		Outstanding at 1 January 2017 於二零一七年 一月一日 未行使	Exercise during the year 於年內行使	Lapsed/ cancelled during the year 於年內 失效/註銷	Outstanding at 31 December 2017 於二零一七年 十二月三十一日 未行使	Grant date 授出日期	Exercisable period 可行使的期間	Exercise price 行使價
Non-executive Directors	非執行董事							
Mr. LUNG Chee Ming George	龍子明先生	6,000,000	(6,000,000)	-	-	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零一六年十二月十九日	HK\$0.287 0.287 港元
Mr. YE WeiMing	葉偉銘先生	6,000,000	-	(6,000,000)	-	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零一六年十二月十九日	HK\$0.287 0.287 港元
Mr. TSE Long	謝浪先生	410,000	-	-	410,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零一六年十二月十九日	HK\$0.287 0.287 港元
Dr. LOKE Yu alias Loke Hoi Lam	陸海林博士	410,000	-	-	410,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零一六年十二月十九日	HK\$0.287 0.287 港元
Mr. ZENG Zhaolin	曾肇林先生	410,000	-	-	410,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零一六年十二月十九日	HK\$0.287 0.287 港元
Sub-total	小計	29,830,000	(6,000,000)	(6,000,000)	17,830,000			
Consultant	顧問	7,990,000	(7,990,000)	-	-	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零一六年十二月十九日	HK\$0.287 0.287 港元
Other employees	其他僱員	20,300,000	(15,300,000)	-	5,000,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零一六年十二月十九日	HK\$0.287 0.287 港元
Total	總計	58,120,000	(29,290,000)	(6,000,000)	22,830,000			

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

32. SHARE OPTION SCHEMES (Continued) 2016

32. 購股權計劃(續) 二零一六年

		Outstanding at 1 January 2016 於二零一六年 一月一日 未行使	Granted during the year 於年內授出	Outstanding at 31 December 2016 於二零一六年 十二月三十一日 未行使	Grant date 授出日期	Exercisable period 可行使的期間	Exercise price 行使價
Executive Directors	執行董事						
Mr. WU Xialin	吳曉林先生	-	8,300,000	8,300,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零二六年十二月十九日	HK\$0.287 0.287港元
Mr. WEN Wenfeng	溫文羊先生	-	8,300,000	8,300,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零二六年十二月十九日	HK\$0.287 0.287港元
Non-executive Directors	非執行董事						
Mr. LUNG Chee Ming George	龍子明先生	-	6,000,000	6,000,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零二六年十二月十九日	HK\$0.287 0.287港元
Mr. YE WeiMing	葉偉銘先生	-	6,000,000	6,000,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零二六年十二月十九日	HK\$0.287 0.287港元
Mr. TSE Long	謝浪先生	-	410,000	410,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零二六年十二月十九日	HK\$0.287 0.287港元
Dr. LOKE Yu alias Loke Hoi Lam	陸海林博士	-	410,000	410,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零二六年十二月十九日	HK\$0.287 0.287港元
Mr. ZENG Zhaolin	曾肇林先生	-	410,000	410,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零二六年十二月十九日	HK\$0.287 0.287港元

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

32. SHARE OPTION SCHEMES (Continued) 2016 (Continued)

32. 購股權計劃(續) 二零一六年(續)

		Outstanding at 1 January 2016 於二零一六年 一月一日 未行使	Granted during the year 於年內授出	Outstanding at 31 December 2016 於二零一六年 十二月三十一日 未行使	Grant date 授出日期	Exercisable period 可行使的期間	Exercise price 行使價
Sub-total	小計	-	29,830,000	29,830,000			
Consultant	顧問	-	7,990,000	7,990,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零二六年十二月十九日	HK\$0.287 0.287 港元
Other employees	其他僱員	-	20,300,000	20,300,000	31 December 2016 二零一六年十二月三十一日	20 December 2016 – 19 December 2026 二零一六年十二月二十日至 二零二六年十二月十九日	HK\$0.287 0.287 港元
Total	總計	-	58,120,000	58,120,000			

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

32. SHARE OPTION SCHEMES (Continued)

32. 購股權計劃(續)

		Movement from 1 January 2017 to 31 December 2017	Movement from 1 January 2016 to 31 December 2016
		自二零一七年 一月一日至 二零一七年 十二月三十一日 之變動	自二零一六年 一月一日至 二零一六年 十二月三十一日 之變動
Balance at 1 January	於一月一日之結餘	58,120,000	–
Granted during the year	於年內授出	–	58,120,000
Exercise during the year	於年內行使	(29,290,000)	–
Lapsed/cancelled during the year	於年內失效/註銷	(6,000,000)	–
Exercisable at the end of the year	年末可行使	22,830,000	58,120,000
Weighted average exercise price	加權平均行使價	0.287	0.287

The options outstanding at the end of the year have a weighted average remaining contractual life of 8.97 years (2016: 9.97 years).

於本年度末未行使的購股權的餘下加權平均合約年期為8.97年(二零一六年：9.97年)。

These fair values were calculated using the binomial option pricing model. The inputs into the model are as follows:

公平值採用二項式購股權定價模式計算。該模式的輸入數據如下：

		20 December 2016 二零一六年十二月二十日
Expected volatility	預期波幅	96.28%
Expected life	預期年期	10 years 10年
Risk free rate	無風險利率	2.09%
Expected dividend yield	預計股息收益率	0.00%

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

33. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Reserves of the Company

33. 儲備

(a) 本集團

本集團之儲備及其變動呈列於綜合損益及其他全面收益表及綜合權益變動表。

(b) 本公司之儲備

		Share premium	Share-based payment reserve	Retained profits	Total
		股份溢價	以股份支付之款項儲備	保留溢利	總計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		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	218,896	–	115,623	334,519
Share-based payment	以股份支付之款項	–	8,353	–	8,353
Issue of shares	發行股份	44,699	–	–	44,699
Loss for the year	本年度虧損	–	–	(78,681)	(78,681)
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	263,595	8,353	36,942	308,890
Issue of shares on exercise of share options	於行使購股權時發行股份	11,262	(3,995)	–	7,267
Shares options lapsed during the year	於年內失效之購股權	–	(906)	906	–
Issue of shares on conversion of convertible bonds	於轉換可換股債券時發行股份	75,989	–	–	75,989
Loss for the year	本年度虧損	–	–	(4,717)	(4,717)
At 31 December 2017	於二零一七年十二月三十一日	350,846	3,452	33,131	387,429

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Changes in liabilities arising from financing

The following table shows the Group's changes in liabilities arising from financing activities during the year:

34. 綜合現金流量表附註

自融資產生之負債變動

下表列示年內本集團自融資活動產生之負債變動：

		Convertible bonds 可換股債券 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	–
Changes in cash flows	現金流量變動	–
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	–
Changes in cash flows	現金流量變動	195,707
Non-cash changes	非現金變動	
– interest charge	– 利息收費	3,392
– fair value change	– 公平值變動	901
– conversion into shares	– 轉換為股份	(88,000)
At 31 December 2017	於二零一七年十二月三十一日	112,000

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period includes:

35. 本公司財務狀況表

有關本公司於報告期末之財務狀況表之資料如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current assets	非流動資產		
Investment in subsidiaries	於附屬公司之投資	2	2
Current assets	流動資產		
Other receivables and prepayments	其他應收款項及預付款項	993	574
Amounts due from subsidiaries	應收附屬公司款項	526,107	314,080
Amount due from a director	應收一名董事款項	580	127
Bank and cash balances	銀行及現金結餘	18,142	26,969
		545,822	341,750
Current liabilities	流動負債		
Other payables	其他應付款項	815	432
Net current assets	流動資產淨值	545,007	341,318
Total assets less current liabilities	總資產減流動負債	545,009	341,320
Non-current liabilities	非流動負債		
Convertible bonds	可換股債券	112,000	–
NET ASSETS	資產淨值	433,009	341,320
Equity	權益		
Share capital	股本	45,580	32,430
Reserves	儲備	387,429	308,890
TOTAL EQUITY	權益總額	433,009	341,320

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

36. OPERATING LEASE COMMITMENTS

(a) The Group as lessor

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

		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	於一年內	2,289	615
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	9,231	8,285
Over 5 years	五年以上	40,771	40,520
		52,291	49,420

(b) The Group as lessee

Leases for office premises are negotiated for terms ranging from 1 to 2 years. At the end of the reporting period, the Group's total future minimum lease payments under non-cancellable operating leases falling due 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	1,674	2,206
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	759	1,212
		2,433	3,418

36. 經營租賃承擔

(a) 本集團作為出租人

於報告期末，本集團與租戶就下列未來最低租賃付款訂約：

	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	2,289	615
In the second to fifth years, inclusive	9,231	8,285
Over 5 years	40,771	40,520
	52,291	49,420

(b) 本集團作為承租人

辦公室物業的租期協商為介乎1至2年。於報告期末，本集團根據不可撤銷經營租賃的未來最低租賃付款總額之到期如下：

	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	1,674	2,206
In the second to fifth years, inclusive	759	1,212
	2,433	3,418

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

37. RELATED PARTY TRANSACTIONS

The key management personnel are the directors of the Company. The details of their remuneration are set out in note 15. Other than that, the Group has no other significant transactions and balances with related parties.

37. 關聯方交易

主要管理人員為本公司董事。彼等之薪酬詳情載於附註15。除此之外，本集團與關聯方概無其他重大交易及結餘。

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the following list contains only the subsidiaries at the end of the reporting period which principally affect the results and financial position of the Group.

38. 主要附屬公司詳情

董事認為載列一份完整之附屬公司資料所佔用之篇幅將會非常冗長，故僅列出於報告期末以下對本集團業績及財務狀況有重要影響之附屬公司。

Particulars of the principal subsidiaries at the end of the reporting period are as follows:

於報告期末，本公司主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Place of operation 營運地點	Issued and paid-up share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of ownership interest/ voting power 佔所有權權益/投票權力百分比		Principal activities 主要業務
				Direct 直接	Indirect 間接	
Kerui Financial Services Limited (Formerly known as Fulbond Corporate Management Limited) 科瑞金融服務有限公司 (前稱福邦企業管理有限公司)	HK 香港	HK 香港	Ordinary HK\$10,000 普通股 10,000港元	-	100%	Provision of management services 提供管理服務
Source Peak Limited 峰廣有限公司	HK 香港	HK 香港	HK\$1 1港元	-	100%	Investment in securities 證券投資
Prance Fortune Investments Limited 騰瑞投資有限公司	BVI 英屬處女群島	BVI 英屬處女群島	US\$10,000 10,000美元	-	100%	Investment holding 投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued) 38. 主要附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Place of operation 營運地點	Issued and paid-up share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of ownership interest/ voting power 佔所有權權益/投票權力百分比		Principal activities 主要業務
				Direct 直接	Indirect 間接	
Achieve Prime Limited 隆芯有限公司	HK 香港	HK 香港	Ordinary HK\$10,000 普通股 10,000港元	-	100%	Investment holding 投資控股
Xin Fu International Limited	BVI 英屬處女群島	BVI 英屬處女群島	US\$1 1美元	100%	-	Investment holding 投資控股
Wise Utility Enterprises Limited	BVI 英屬處女群島	BVI 英屬處女群島	US\$1 1美元	-	100%	Property Investment 物業投資
Cheng Da Development Limited	BVI 英屬處女群島	BVI 英屬處女群島	HK\$1 1港元	100%	-	Investment holding 投資控股
Kerui Finance Group Limited (Formerly known as New Winning International Group Limited) 科瑞金融集團有限公司 (前稱新滙銀國際集團有限公司)	HK 香港	HK 香港	Ordinary HK\$10,000 普通股 10,000港元	-	100%	Investment holding 投資控股
Eminent Alliance Investments Limited	BVI 英屬處女群島	BVI 英屬處女群島	US\$100 100美元	100%	-	Investment holding 投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2017

截至二零一七年十二月三十一日止年度

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(Continued)

38. 主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Place of operation 營運地點	Issued and paid-up share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of ownership interest/ voting power 佔所有權權益/投票權力百分比		Principal activities 主要業務
				Direct 直接	Indirect 間接	
貴陽鼎天投資諮詢管理有限公司	PRC 中國	PRC 中國	RMB1,000,000 人民幣 1,000,000元	-	100%	Property Investment 物業投資
貴陽隆芯商業諮詢管理有限公司	PRC 中國	PRC 中國	RMB9,000,000 人民幣 9,000,000元	-	100%	Property Investment 物業投資
Jolly Profit Investments Limited	HK 香港	HK 香港	HK\$1 1港元	-	100%	Property Investment 物業投資
New Winning Finance Company Limited 新滙銀財務有限公司	HK 香港	HK 香港	HK\$10 10港元	-	100%	Loan financing services 貸款融資服務
Lamtex Securities Limited 林達證券有限公司	HK 香港	HK 香港	Ordinary HK\$60,000,000 普通股 60,000,000港元	-	100%	Securities brokerage and provision of margin finance 證券經紀及 提供保證金融資
Praise Perfection Limited 崇優有限公司	HK 香港	HK 香港	HK\$10,000 10,000港元	-	100%	Trading of electronic products 電子產品買賣

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

38. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Place of operation 營運地點	Issued and paid-up share capital/ registered capital 已發行及繳足 股本/註冊資本	Percentage of ownership interest/ voting power 佔所有權權益/投票權力百分比		Principal activities 主要業務
				Direct 直接	Indirect 間接	
廣西北流金里電子塑膠有限公司	PRC 中國	PRC 中國	RMB10,000,000 人民幣 10,000,000元	-	100%	Manufacturing of electronic products 電子產品製造
Meteor Investment (H.K.) Limited 星豫投資有限公司	HK 香港	HK 香港	HK\$10,000 10,000港元	-	100%	Investment holding 投資控股
茂名星豫旅遊有限公司	PRC 中國	PRC 中國	RMB8,000,000 人民幣 8,000,000元	-	100%	Tour operation 旅行團經營

38. 主要附屬公司詳情 (續)

39. EVENT AFTER THE REPORTING PERIOD

In March 2018, the Company completed a placement of 170,000,000 new shares with value of HK\$0.43 each (the "March 2018 Placement"). The March Placement was referred to the announcement dated 7 March 2018 under the General Mandate. After the completion of the March 2018 Placement, the issued share capital of the Company has been further enlarged to 1,344,976,579 shares in total.

The Company intends to use the net proceeds from the placing for the development of new business if opportunities arise and for general working capital.

40. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 29 March 2018.

39. 報告期後事項

於二零一八年三月，本公司完成配售170,000,000股每股0.43港元新股份（「二零一八年三月配售事項」）。三月配售事項乃根據一般授權進行（於二零一八年三月七日公告提述）。二零一八年三月配售事項完成後，本公司已發行股本進一步擴大至總共1,344,976,579股。

本公司擬將配售事項所得款項淨額使用於倘機會出現時發展新業務及用作一般營運資金。

40. 批准綜合財務報表

綜合財務報表已於二零一八年三月二十九日獲董事會批准及授權刊發。

Financial Summary

財務概要

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited consolidated financial statements and restated/reclassified as appropriate, is set out below:

本集團過去五個財政年度之業績、資產及負債之概要載列如下，乃摘錄自己刊發之經審核綜合財務報表，並已經適當重列／重新分類：

RESULTS

業績

		For the year ended 31 December 截至十二月三十一日止年度				
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Revenue	收入	122,653	(101,905)	(177,804)	160,865	16,815
Profit/(Loss) before taxation	除稅前溢利／(虧損)	32,115	(136,264)	(257,305)	129,139	20,279
Tax	稅項	3,771	(2,027)	2,742	(6,512)	–
Profit/(Loss) for the year	本年度溢利／(虧損)	28,344	(138,291)	(254,563)	122,627	20,279
Attributable to:	下列者應佔：					
Owners of the Company	本公司擁有人	28,344	(138,291)	(251,343)	122,627	24,416
Non-controlling interests	非控股權益	–	–	(3,220)	–	(4,137)
		28,344	(138,291)	(254,563)	122,627	20,279

ASSETS AND LIABILITIES

資產及負債

		At 31 December 於十二月三十一日				
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元
Total assets	總資產	661,147	386,218	427,521	611,351	470,135
Total liabilities	總負債	(186,855)	(44,898)	(909)	(9,967)	(183,131)
Net assets	資產淨值	474,292	341,320	426,612	601,384	287,004
Attributable to:	下列者應佔：					
Owners of the Company	本公司擁有人	474,292	341,320	426,612	601,384	287,004
Non-controlling interests	非控股權益	–	–	–	–	–
		474,292	341,320	426,612	601,384	287,004

The financial summary does not form part of the audited consolidated financial statements.

財務概要並不構成經審核綜合財務報表的一部分。

Particulars of Investment Properties

投資物業詳情

Property	Particulars of occupancy	Tenure	Attributable interest of the Group
物業	佔用詳情	租賃期	本集團應佔權益
Block A-27, Site A of First City, No. 399 Jinzhu Road, Guanshanhu District, Guiyang City, Guizhou Province, the PRC 中國 貴州省 貴陽市 觀山湖區 金朱路 339號第一城A區 A座27	The Property was tenant-occupied and operated as a 3-star hotel. 物業由承租人用作營運一間三星級酒店。	Medium Term lease 中期租賃	100%



林達控股有限公司

LAMTEX HOLDINGS LTD.

STOCK CODE 股份代號1041