



SHIFANG HOLDING LIMITED  
十方控股有限公司

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

Stock Code 股份代號 : 1831

Annual Report  
**2017** 年報

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# CORPORATE INFORMATION

## 公司資料

### DIRECTORS

#### Executive Directors

Mr. Siuming Tsui (Chief Executive Officer)  
Mr. Chen Zhi  
Mr. Yu Shi Quan

#### Non-executive Directors

Mr. Chen Wei Dong  
Ms. Chen Min

#### Independent non-executive Directors

Mr. Zhou Chang Ren  
Mr. Wong Heung Ming, Henry  
Mr. Cai Jian Quan

### COMPANY SECRETARY

Ms. Chan Ching Yi

### AUTHORISED REPRESENTATIVES

Mr. Siuming Tsui  
Ms. Chan Ching Yi

### AUDIT COMMITTEE

Mr. Wong Heung Ming, Henry (Chairman)  
Mr. Zhou Chang Ren  
Mr. Cai Jian Quan

### REMUNERATION COMMITTEE

Mr. Zhou Chang Ren (Chairman)  
Mr. Siuming Tsui  
Mr. Wong Heung Ming, Henry

### NOMINATION COMMITTEE

Mr. Cai Jian Quan (Chairman)  
Mr. Siuming Tsui  
Mr. Wong Heung Ming, Henry

### 董事

#### 執行董事

徐小明先生 (行政總裁)  
陳志先生  
余詩權先生

#### 非執行董事

陳偉東先生  
陳敏女士

#### 獨立非執行董事

周昌仁先生  
黃向明先生  
蔡建權先生

### 公司秘書

陳靜儀女士

### 授權代表

徐小明先生  
陳靜儀女士

### 審核委員會

黃向明先生 (主席)  
周昌仁先生  
蔡建權先生

### 薪酬委員會

周昌仁先生 (主席)  
徐小明先生  
黃向明先生

### 提名委員會

蔡建權先生 (主席)  
徐小明先生  
黃向明先生

## REGISTERED OFFICE

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

6/F, Hua Fu Mansion  
No. 121 Gutian Road  
Gulou District  
Fuzhou, Fujian Province, PRC

## PLACE OF BUSINESS IN HONG KONG

Suite 4701, 47th Floor  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay, Hong Kong

## LEGAL ADVISORS

*As to Hong Kong law:*

Cheung & Choy  
Jeffrey Mak Law Firm

*As to PRC law:*

Beijing P.H. Law Firm

*As to Cayman Islands law:*

Maples and Calder

## INDEPENDENT AUDITOR

PricewaterhouseCoopers

## 註冊辦事處

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

## 總部及中國主要營業地點

中國福建省福州市  
鼓樓區  
古田路121號  
華福大廈6樓

## 香港營業地點

香港銅鑼灣  
希慎道33號  
利園一期  
47樓4701室

## 法律顧問

*關於香港法律：*

張世文蔡敏律師事務所  
麥振興律師事務所

*關於中國法律：*

北京市普華律師事務所

*關於開曼群島法律：*

邁普達律師事務所

## 獨立核數師

羅兵咸永道會計師事務所



## CORPORATE INFORMATION

### 公司資料

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

#### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心22樓

#### PRINCIPAL BANKERS

China Construction Bank Co., Limited  
China Merchants Bank Co., Limited

#### 主要往來銀行

中國建設銀行股份有限公司  
招商銀行股份有限公司

#### STOCK CODE

01831

#### 股份代號

01831

#### COMPANY WEBSITE

<http://www.shifangholding.com>

#### 公司網址

<http://www.shifangholding.com>

# FINANCIAL HIGHLIGHTS AND SUMMARY

## 財務摘要及概要

### RESULTS

### 業績

		For the year ended 31 December				
		截至十二月三十一日止年度				
		2017	2016	2015	2014	2013
		二零一七年	二零一六年	二零一五年	二零一四年	二零一三年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenues	收入	<b>43,428</b>	57,759	66,972	183,556	270,326
Gross profit/(loss)	毛利/(毛損)	<b>11,956</b>	9,725	(5,849)	46,352	76,047
Operating loss	經營虧損	<b>(58,999)</b>	(44,461)	(159,294)	(252,746)	(499,116)
(Loss)/profit attributable to:	以下各項應佔(虧損)/溢利:					
(i) Owners of the Company	(i) 本公司所有者	<b>(56,493)</b>	(57,129)	(163,792)	(304,174)	(516,834)
(ii) Non-controlling interests	(ii) 非控股權益	<b>162</b>	737	(3,388)	(2,930)	2,499
Loss per share – Basic (RMB)	每股虧損 — 基本(人民幣)	<b>(0.0390)</b>	(0.0439)	(0.1755)	(0.3621)	(0.6153)

### ASSETS AND LIABILITIES

### 資產及負債

		As at 31 December				
		於十二月三十一日				
		2017	2016	2015	2014	2013
		二零一七年	二零一六年	二零一五年	二零一四年	二零一三年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Total assets	總資產	<b>312,323</b>	367,427	227,070	307,040	595,576
Total debt	總債項	<b>9,113</b>	11,350	13,579	–	–
Total liabilities	總負債	<b>64,716</b>	67,508	81,352	100,709	82,911
Equity attributable to:	以下各項應佔權益:					
(i) Owners of the Company	(i) 本公司所有者	<b>239,638</b>	294,227	140,763	211,207	502,861
(ii) Non-controlling interests	(ii) 非控股權益	<b>7,969</b>	5,692	4,955	(4,876)	9,804

# FINANCIAL HIGHLIGHTS AND SUMMARY

## 財務摘要及概要

### FINANCIAL RATIOS

### 財務比率

		For the year ended 31 December				
		截至十二月三十一日止年度				
		2017	2016	2015	2014	2013
		二零一七年	二零一六年	二零一五年	二零一四年	二零一三年
Gross profits margins:	毛利率：					
(i) Overall	(i) 整體	<b>27.7%</b>	16.8%	(8.7%)	25.3%	28.1%
(ii) Newspaper advertising	(ii) 報紙廣告	<b>40.9%</b>	(5.4%)	(25.1%)	27.8%	21.4%
(iii) Marketing, distribution management, consulting and printing services	(iii) 營銷、分銷管理、諮詢及印刷服務	<b>24.9%</b>	26.2%	7.9%	16.8%	45.0%
(iv) Online services	(iv) 網絡服務	–	–	80.3%	46.8%	38.9%
(v) Television and radio advertising	(v) 電視及電台廣告	–	–	–	51.3%	(4.3%)
Operating margins	經營利潤率	<b>(135.9%)</b>	(77.0%)	(237.9%)	(137.7%)	(184.6%)
Net margins	淨利潤率	<b>(129.7%)</b>	(97.6%)	(249.6%)	(167.3%)	(190.3%)
Return on equity <sup>(1)</sup>	股本回報率 <sup>(1)</sup>	<b>(22.8%)</b>	(18.8%)	(114.7%)	(148.8%)	(100.3%)
Return on assets <sup>(2)</sup>	資產回報率 <sup>(2)</sup>	<b>(18.0%)</b>	(15.3%)	(73.6%)	(100.0%)	(86.4%)
Trade receivables turnover (days)	貿易應收款項周轉率(日)	<b>54</b>	52	148	90	171
Trade payables turnover (days)	貿易應付款項周轉率(日)	<b>609</b>	464	241	66	50
Gearing ratio	資產負債比率	<b>2.9%</b>	3.1%	6.0%	–	–

Notes:

附註：

(1) Return on equity is calculated based on (loss)/profit for the year divided by total equity.

(1) 股本回報率按年內(虧損)/溢利除以權益總額計算。

(2) Return on assets is calculated based on (loss)/profit for the year divided by total assets.

(2) 資產回報率按年內(虧損)/溢利除以總資產計算。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

In 2017, the Chinese economy maintained a momentum of steady growth and continued to fare well. China's gross domestic product (GDP) exceeded RMB82 trillion, representing a year-on-year increase of 6.9%, with as many as 14 cities with GDP exceeding RMB1 trillion. The growth momentum of the secondary and tertiary industries achieved in the first half of the year continued into the second half, with the emerging industry growing at the highest speed. Added value of emerging strategic industries increased by 11.0% for the year as compared with the previous year, serving as the major driving force behind the overall economic growth.

Benefited from the GDP growth and continuously enhanced internet connections, China has become the world's second largest advertising market. According to the 2017 Chinese Advertising Market Review jointly issued by Newspaper and Magazine Branch of the China Advertising Association and CVSC – TNS Research (CTR) Media Intelligence, total Chinese advertising market expanded by 4.3% in 2017, with the traditional advertising segment increasing by 0.2%. The traditional media advertising industry in China has finally stabilized, after many years of constant downtrend. Data in the 2017 Chinese Advertising Market Review showed that Internet advertising increased by 12.4%. Television advertising increased by 1.7% in 2017, as compared with a decline of 3.7% in 2016. Radio advertising increased by 6.9%. Traditional outdoor advertising decreased by 0.4%. That having said, printed media remained in a severe downtrend, with magazine advertising declining by 18.9% and newspaper advertising suffering a decline of 32.5%, being the biggest fall among traditional media.

於二零一七年，中國經濟維持穩重有序的發展勢態，繼續向好發展，國內生產總值（GDP）逾人民幣82萬億元，比去年同期增長6.9%，當中達萬億GDP級別的城市多達14個。第二、三產業發展規模承接上半年動力繼續增長，當中以新產業的成長速度最為顯著，全年工業戰略性新興產業增加值比上年增長11.0%，發揮經濟增長主要動力的作用。

受惠於國內生產總值的增長和持續完善的網絡連接，中國目前是全球第二大的廣告市場。根據中國廣告協會報刊分會和央視市場研究（CTR）媒介智訊最新發佈的《二零一七年中國廣告市場回顧》顯示，二零一七年中國整體廣告市場增長4.3%，其中傳統廣告市場增長0.2%。經歷數年持續下降的趨勢後，傳統媒體廣告行業終得以穩定發展。《二零一七年中國廣告市場回顧》數據顯示，互聯網廣告增長12.4%，電視廣告從二零一六年下降3.7%逆轉為二零一七年增長1.7%，電台廣告增長6.9%，傳統戶外廣告下降0.4%。可是，平面媒體的下降趨勢依然嚴峻，雜誌廣告下降18.9%，報紙廣告降幅在傳統媒體中最大，達32.5%。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

The structural impacts caused by the popularity of new media and rapidly changing life style of Chinese consumers resulted in an unprecedented blow to Chinese newspaper industry in 2017. The gaining of popularity of mobile terminal news, the massive shift from offline reading to online reading, as well as the emergence of various types of new media on social networking platforms all contributed to the decline in circulation of the traditional print media, resulting in a constant fall in advertising revenue since 2012.

During the year under review, the Chinese government promulgated the Film Industry Promotion Law (《電影產業促進法》), the first law in China's cultural sector. The new law implementation was designed to promote the healthy growth of the Chinese film industry, to provide the driving force to China's creative industry and economic transition, and to attract and retain talents in the creativity industry. Last year was a Year for Promotion of Film Quality (電影品質促進年). The State Administration of Press, Publication, Radio, Film and Television successfully put into effect the Film Industry Promotion Law, and implemented the reformative initiative of decentralization, integrating delegation and regulation, and optimizing services. These measures promoted the sustainable, healthy and prosperous development of the film industry, brought more energy into the market and regulated the development and market order of the industry.

新媒體的普及及中國消費者生活模式迅速改變造成的結構性影響，為中國報業於二零一七年帶來前所未有的衝擊。由於移動端新聞的普及，國內民眾的閱讀習慣大規模由線下改為線上，以及受各種新媒體陸續在社交平台上湧現，均導致傳統紙媒發行量明顯萎縮，廣告收入自二零一二年起呈持續下滑的趨勢。

於回顧年內，中國政府推出《電影產業促進法》，為中國文化領域的第一部法律。實施新法律旨在促進中國電影行業健康發展、推動中國創意產業發展及經濟發展轉型，以及吸引及留任創意行業的人才。去年為「電影品質促進年」，國家廣電總局順利實施電影產業促進法，「放管服」改革不但為電影產業持續健康繁榮發展為市場帶來更多活力，還進一步規範產業發展和市場秩序。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### BUSINESS REVIEW

Given the rapid development of new media and other forms of online interactive advertising in recent years, China's advertising industry inevitably underwent structural adjustments. The advertising market is rapidly switching from the traditional print media to the Internet and other new media.

For the twelve months ended 31 December 2017, the Group recorded revenue of RMB43.4 million, representing a year-on-year decrease of 24.9%. The gross profit for the period was RMB12.0 million, representing a year-on-year increase of 23.7%. The gross profit margin reached 27.7%, representing an increase of 10.9 percentage point as compared with the previous year. During the period, the net loss after taxation decreased to approximately RMB56.3 million (2016: approximately RMB56.4 million). With intensified competition from online new media and the accelerated transformation of the advertising industry ecology, the Group's principal business of traditional newspaper advertising was adversely affected, resulting in a decrease in revenue for the year.

During the year under review, the Group continued to explore opportunities in film and television projects, with the aim of capitalising on the blooming development of the Chinese massive film, television and cultural markets as well as the synergizing of new media with the traditional offline cultural business of the Group.

### 業務回顧

近年來新媒體及其他線上互動形式的廣告發展迅速，中國廣告行業無可避免地出現結構性調整。廣告市場快速由傳統平面媒體轉向互聯網及其他新媒體。

於截至二零一七年十二月三十一日止十二個月，本集團收入為人民幣43.4百萬元，比去年同期下降24.9%。期內毛利為人民幣12.0百萬元，較去年同期增長23.7%，毛利率則比去年同期上升10.9個百分點至27.7%。期內除稅後淨虧損減少至約人民幣56.3百萬元（二零一六年：約人民幣56.4百萬元），受線上新媒體競爭持續激烈及廣告生態轉型速度加劇影響，本集團主營的傳統報紙廣告業務受到負面影響，導致全年收益持續下降。

於回顧年內，本集團繼續尋找影視項目商機，冀把握中國影視文化的龐大市場的發展機遇，以及新媒體與本集團旗下傳統線下文化業務之間產生協同效應。







# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### MARKETING AND PRINTING SERVICES

In the second half of 2017, China implemented macro-tightening measures for the real estate market. Under such macro conditions, the overall business contribution from the marketing and printing services business was close to that for the corresponding period of the previous year, attributable to the Group's long-established capital strength, technological edge and professional team. During the year under review, the Group's revenue from that segment was approximately RMB36.2 million (2016: RMB40.6 million), representing 83.4% of the revenue from the core businesses, and the gross profit margin was 24.9% (2016: 26.2%).

### 營銷及印刷服務

於二零一七年下半年，中國對房地產市場實行宏觀調控措施。於該宏觀環境下，本集團有賴長期以來的資源優勢、成熟技術及專業團隊，整體營銷及印刷服務業務貢獻得以保持與往年同期接近的水平。於回顧年內，本集團於該分部的收入約為人民幣36.2百萬元（二零一六年：人民幣40.6百萬元），佔整體主營業務收入比重達83.4%，毛利率則為24.9%（二零一六年：26.2%）。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### FINANCIAL REVIEW

#### Revenue

Total revenue decreased by 24.9% from RMB57.8 million for the year ended 31 December 2016 to RMB43.4 million for the year ended 31 December 2017, primarily due to the reduced advertising spending by the Group's customers as a result of the combined effect of property macro-tightening measures and switching from printed media to new media. Revenue from newspaper advertising decreased from RMB17.1 million for the year ended 31 December 2016 to RMB7.2 million for the year ended 31 December 2017. Revenue from marketing and printing services decreased from RMB40.6 million for the year ended 31 December 2016 to RMB36.2 million for the year ended 31 December 2017.

#### Gross profit and gross profit margin

Gross profit increased by 23.7% from RMB9.7 million for the year ended 31 December 2016 to RMB12.0 million for the year ended 31 December 2017. Gross profit margin improved from 16.8% in 2016 to 27.7% in 2017, which was primarily attributable to turnaround of gross margin of newspaper advertising from a gross loss margin of -5.4% for 2016 to a 40.9% gross profit margin for 2017, principally due to the adoption of cost control and efficiency enhancement measures.

#### Other income

Other income decreased by 62.5% from RMB1.6 million for the year ended 31 December 2016 to RMB0.6 million for the year ended 31 December 2017. In 2016, the Group received a one-off compensation from customers of RMB1.2 million which was recorded as other income. No similar grant was received in 2017.

### 財務回顧

#### 收入

總收入由截至二零一六年十二月三十一日止年度的人民幣57.8百萬元減少24.9%至截至二零一七年十二月三十一日止年度的人民幣43.4百萬元，主要因為在實行房地產宏觀調控措施及平面媒體向新媒體轉換的共同影響下，本集團客戶縮減廣告開支所致。報紙廣告收入由截至二零一六年十二月三十一日止年度的人民幣17.1百萬元減少至截至二零一七年十二月三十一日止年度的人民幣7.2百萬元，而營銷及印刷服務收入則由截至二零一六年十二月三十一日止年度的人民幣40.6百萬元減至截至二零一七年十二月三十一日止年度的人民幣36.2百萬元。

#### 毛利及毛利率

毛利由截至二零一六年十二月三十一日止年度的人民幣9.7百萬元增長23.7%至截至二零一七年十二月三十一日止年度的人民幣12.0百萬元。毛利率由二零一六年的16.8%改善至二零一七年的27.7%，主要是由於採納成本控制及效率提升措施，導致報紙廣告由二零一六年全年錄得-5.4%毛損率扭轉至二零一七年全年錄得40.9%毛利率。

#### 其他收入

其他收入由截至二零一六年十二月三十一日止年度的人民幣1.6百萬元減少62.5%至截至二零一七年十二月三十一日止年度的人民幣0.6百萬元。於二零一六年，本集團收到人民幣1.2百萬元之一次性客戶補償（計作其他收入），而於二零一七年並無收到任何類似補貼。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Other gain

There is no other gain for the year ended 31 December 2017 while the other gain amounted to RMB3,000 for the year ended 31 December 2016 mainly represented gain on disposal of a subsidiary.

### Selling and marketing expenses

Selling and marketing expenses decreased by 31.3% from RMB8.0 million for the year ended 31 December 2016 to RMB5.5 million for the year ended 31 December 2017, mainly due to the combined effect of decreased customer orders and the adoption of cost control and efficiency enhancement measures during the year.

### General and administrative expenses

General and administrative expenses increased by 38.0% from RMB47.9 million for the year ended 31 December 2016 to RMB66.1 million for the year ended 31 December 2017, mainly due to the increase in foreign exchange loss of RMB 23.0 million and increase in the leasing expense of RMB2.6 million, which was partly offset by the decrease in the provision for impairment.

### Loss before income tax

As a result of the above factors, loss before income tax for the year ended 31 December 2017 was RMB55.6 million, representing a decrease of 1.6% as compared to loss before income tax of RMB56.5 million for the year ended 31 December 2016.

### 其他收益

截至二零一七年十二月三十一日止年度，本集團並無錄得其他收益。截至二零一六年十二月三十一日止年度，本集團錄得其他收益人民幣3,000元，主要為出售附屬公司的收益。

### 銷售及營銷開支

銷售及營銷開支由截至二零一六年十二月三十一日止年度的人民幣8.0百萬元減少31.3%至截至二零一七年十二月三十一日止年度的人民幣5.5百萬元，主要是由於受客戶訂單減少以及採取成本控制及效率提升措施的共同影響所致。

### 一般及行政開支

一般及行政開支由截至二零一六年十二月三十一日止年度的人民幣47.9百萬元增加38.0%至截至二零一七年十二月三十一日止年度的人民幣66.1百萬元，主要是由於外匯虧損增加人民幣23.0百萬元，租金開支增加人民幣2.6百萬元，由減值撥備減少部份抵銷所致。

### 除所得稅前虧損

由於上述因素，於截至二零一七年十二月三十一日止年度錄得除所得稅前虧損人民幣55.6百萬元，較截至二零一六年十二月三十一日止年度的除所得稅前虧損人民幣56.5百萬元減少1.6%。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Income tax (expense)/credit

Income tax expense increased by RMB0.8 million from income tax credit of RMB0.1 million for the year ended 31 December 2016 to income tax expense of RMB0.7 million for the year ended 31 December 2017 as a result of the increase in taxable income from a subsidiary providing marketing services.

### Loss for the year

The Group recorded a net loss for the year of RMB56.3 million for the year ended 31 December 2017, mainly attributable to the decline in advertising revenue, high staff costs and rental expense and increase in foreign exchange loss.

### Profit attributable to non-controlling interests

As a result of the above factors, profit attributable to non-controlling interests decreased from profit of RMB0.7 million for the year ended 31 December 2016 to profit of RMB0.2 million for the year ended 31 December 2017.

### Loss attributable to owners of the Company

As a result of the above factors, loss attributable to owners of the Company decreased from RMB57.1 million for the year ended 31 December 2016 to RMB56.5 million for the year ended 31 December 2017.

### 所得稅(開支)/抵免

所得稅開支由截至二零一六年十二月三十一日止年度的所得稅抵免人民幣0.1百萬元增加人民幣0.8百萬元至截至二零一七年十二月三十一日止年度的所得稅開支人民幣0.7百萬元，是由於一間提供營銷服務之附屬公司產生的應課稅收入增加所致。

### 年內虧損

於截至二零一七年十二月三十一日止年度，本集團錄得年內虧損淨額人民幣56.3百萬元，主要是由於報紙廣告收入下跌，員工成本及租金開支較大，以及外匯虧損增加所致。

### 非控股權益應佔溢利

由於上述因素，非控股權益應佔溢利由截至二零一六年十二月三十一日止年度的溢利人民幣0.7百萬元減少至截至二零一七年十二月三十一日止年度的溢利人民幣0.2百萬元。

### 本公司所有者應佔虧損

由於上述因素，本公司所有者應佔虧損由截至二零一六年十二月三十一日止年度的人民幣57.1百萬元減少至截至二零一七年十二月三十一日止年度人民幣56.5百萬元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Liquidity and capital resources

The Group's management monitors current and expected liquidity requirements regularly to ensure the Group has sufficient working capital to meet its future obligations as and when they fall due. During the year ended 31 December 2017, the Group recorded a net loss of RMB56.3 million and a net cash outflow of RMB115.3 million. The management closely monitors the Group's liquidity position and is implementing measures to improve the Group's cash flow.

### 流動資金及資本資源

本集團管理層定期監察現時及預期流動資金需要，確保本集團具備足夠營運資金應付未來到期責任。於截至二零一七年十二月三十一日止年度，本集團錄得虧損淨額人民幣56.3百萬元及現金流出淨額人民幣115.3百萬元。管理層密切監察本集團的流動資金水平，並正實行多項措施改善本集團的現金流量。

		Year ended 31 December 截至十二月三十一日止年度	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Net cash used in operating activities	經營活動所用現金淨額	<b>(34,687)</b>	(47,318)
Net cash used in investing activities	投資活動所用現金淨額	<b>(80,477)</b>	(106,620)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	<b>(122)</b>	216,114
Net (decrease)/increase in cash and cash equivalents	現金及現金等值項目(減少)/增加淨額	<b>(115,286)</b>	62,176
Cash and cash equivalents at beginning of the year	年初的現金及現金等值項目	<b>182,833</b>	109,492
Exchange (losses)/gains on cash and cash equivalents	現金及現金等值項目的外匯(虧損)/收益	<b>(7,369)</b>	11,165
Cash and cash equivalents at end of the year	年末的現金及現金等值項目	<b>60,178</b>	182,833

### Cash flows used in operating activities

For the year ended 31 December 2017, net cash used in operating activities amounted to RMB34.7 million, primarily attributable to the net loss for the year amounted to RMB56.3 million.

### 經營活動所用現金流量

截至二零一七年十二月三十一日止年度，經營活動所用現金淨額為人民幣34.7百萬元，主要由於年內虧損淨額人民幣56.3百萬元所致。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Cash flows used in investing activities

For the year ended 31 December 2017, net cash used in investing activities amounted to RMB80.5 million, resulted primarily from prepayment of RMB28.0 million for the Yongtai operation right, deposit of RMB22.0 million paid to Yongtai Government under the framework agreement, and deposit of RMB29.9 million paid for the proposed acquisition of the entire equity interest in Supreme Glory Limited, but offset by the addition and disposal of equipment.

### Cash flows (used in)/generated from financing activities

For the year ended 31 December 2017, net cash used in financing activities amounted to RMB0.1 million, mainly attributable to repayments of bank borrowings of RMB2.2 million, offset by the capital contribution from a non-controlling interest shareholder of RMB2.1 million.

### Capital expenditures

Capital expenditures incurred during the year are mainly for the renovation of office and the purchase of motor vehicles. Capital expenditures were RMB6.5 million and RMB0.9 million for the years ended 31 December 2016 and 2017, respectively.

### Pledge of assets

As at 31 December 2017, the Group had pledged ownership right of properties acquired by prepayment with carrying value of RMB24.2 million (31 December 2016: RMB23.6 million) for security of mortgage loans granted by a bank to the Group.

### 投資活動所用現金流量

截至二零一七年十二月三十一日止年度，投資活動所用現金淨額為人民幣80.5百萬元，主要是由於就永泰經營權支付預付款項人民幣28.0百萬元，根據框架協議向永泰政府支付的押金人民幣22.0百萬元及就建議收購卓耀有限公司的全部股權支付押金人民幣29.9百萬元，但因添置及出售設備所抵銷。

### 融資活動（所用）／所得現金流量

截至二零一七年十二月三十一日止年度，融資活動所用現金淨額為人民幣0.1百萬元，主要是由於償還銀行借款人民幣2.2百萬元與非控股權益股東注資人民幣2.1百萬元相抵銷所致。

### 資本支出

本集團產生的資本支出主要用於年內裝修辦公室及購置汽車。截至二零一六年及二零一七年十二月三十一日止年度的資本支出分別為人民幣6.5百萬元及人民幣0.9百萬元。

### 資產質押

於二零一七年十二月三十一日，本集團以賬面值為人民幣24.2百萬元所收購物業的所有權的預付款項（二零一六年十二月三十一日：人民幣23.6百萬元），作為一間銀行授予本集團的按揭貸款的抵押。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Trade receivables – net

The following table sets out the aging analysis of the Group's trade receivables at the dates indicated:

### 貿易應收款項－淨額

下表載列於所示日期本集團貿易應收款項的賬齡分析：

		As at 31 December 於十二月三十一日	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
<b>Aging analysis of trade receivables</b>	<b>貿易應收款項的賬齡分析</b>		
1 – 30 days	1至30日	1,133	1,645
31 – 60 days	31至60日	252	1,099
61 – 90 days	61至90日	417	139
91 – 180 days	91至180日	1,755	833
181 – 365 days	181至365日	272	1,838
Over 1 year	一年以上	15,991	15,328
Total	總計	19,820	20,882
Less: provision for impairment of trade receivables	減：貿易應收款項減值撥備	(13,752)	(14,045)
Total trade receivables – net	總貿易應收款項－淨額	6,068	6,837

Trade receivables decreased by 10.3% from RMB6.8 million as at 31 December 2016 to RMB6.1 million as at 31 December 2017. Such decrease was mainly attributable to the drop in revenue during the year.

貿易應收款項由二零一六年十二月三十一日的人民幣6.8百萬元減少10.3%至二零一七年十二月三十一日的人民幣6.1百萬元，主要是由於年內收入減少所致。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Properties held for sale

### 持作出售物業

		As at 31 December 於十二月三十一日	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Properties held for sale	持作出售物業	<b>34,519</b>	<b>43,774</b>

The properties in the PRC were received in exchange of advertising services to real estate developers in the PRC. The Group's intention is to sell these properties and, accordingly, such rights are recognised as properties held for sale upon the completion of the advertising sales transaction if the related properties are ready to be sold.

Management assessed the fair value less costs to sell of the properties with reference to the market value of the properties as assessed by an independent property valuer. After considering such valuation, the management is of the view that the carrying amount of the properties exceeds their fair value less costs to sell, and therefore no further impairment provision is necessary for the year ended 31 December 2017 (2016: RMB1.2 million).

中國物業乃向中國房地產開發商提供廣告服務交換所得。本集團的意向為銷售該等物業，因此，若相關物業可供出售，則有關權利會於廣告銷售交易完成時確認為持作出售物業。

管理層參照獨立物業估值師評估的物業市值評估其公允值減去銷售成本。經考慮該評估後，管理層認為截至二零一七年十二月三十一日止年度，該等物業的賬面值超過其公允值減銷售成本，故毋須作出進一步減值撥備（二零一六年：人民幣1.2百萬元）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

### Trade payables

### 貿易應付款項

		As at 31 December 於十二月三十一日	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Trade payables	貿易應付款項		
1 – 30 days	1至30日	547	699
31 – 90 days	31至90日	598	532
Over 90 days	90日以上	3,368	2,939
Total	總計	4,513	4,170

Trade payables increased by 7.1% from RMB4.2 million as at 31 December 2016 to RMB4.5 million as at 31 December 2017. Trade payables turnover days increased from 464 days for the year ended 31 December 2016 to 609 days for the year ended 31 December 2017, which was mainly due to the longer settlement period of payables during the year.

貿易應付款項由二零一六年十二月三十一日的人民幣4.2百萬元增加7.1%至二零一七年十二月三十一日的人民幣4.5百萬元。貿易應付款項周轉日數由截至二零一六年十二月三十一日止年度的464日增加至截至二零一七年十二月三十一日止年度的609日，主要是由於年內延長結算應付款項的期限所致。

### Indebtedness

Indebtedness consists of obligations to lenders, including commercial banks and certain related parties and companies.

### 債項

債項包括欠貸款人（包括商業銀行以及若干關連人士及公司）的債項。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

During the year ended 31 December 2015, the Group obtained mortgage loans amounting to RMB15.5 million to finance the Group's acquisition of properties (Note 9(ii)). Transaction costs directly attributable to mortgage loans amounted to RMB35,000. The mortgage loans were drawn on 27 February 2015 and a further prepayment of RMB15.5 million was made by the Group to Xiamen Information Group Ltd. for the properties. The mortgage loans are secured by the ownership rights of the properties and the personal guarantees of Zheng Bai Ling and Zhang Hui, a key management and the spouse of a key management of a subsidiary of the Group respectively. Total consideration for the properties is RMB22.2 million, of which the initial down payment of RMB6.7 million was paid by the Group during the year ended 31 December 2014.

As at 31 December 2017, the mortgage loans were classified as current liabilities due to the related loan agreements containing a repayment on demand clause which gives the bank unconditional right to call the loans at any time. The mortgage terms are 7 years and are denominated in RMB. The mortgage loans are carried at quarterly adjusted floating interest of 1.15 times the benchmark loan interest as prescribed by the People's Bank of China for loans of a similar length. The effective interest rate for the year was 5.71% per annum.

Gearing ratio, being the proportion of the Group's total borrowings to total assets, decreased from 3.1% for the year ended 31 December 2016 to 2.9% for the year ended 31 December 2017.

The HK\$60 million facility as disclosed in the Company's announcement dated 28 September 2017 was not drawn down and was allowed to lapse on the extended drawdown deadline of 26 January 2018, due to the delay in completion of the acquisition of Supreme Glory Limited.

於截至二零一五年十二月三十一日止年度，本集團取得按揭貸款人民幣15.5百萬元，為本集團收購物業（附註9(ii)）融資。按揭貸款直接應佔的交易成本為人民幣35,000元。該等按揭貸款已於二零一五年二月二十七日提取，而本集團已就該等物業向廈門信息集團有限公司進一步預付人民幣15.5百萬元之款項。按揭貸款以該等物業的所有權以及本集團一家附屬公司的主要管理人員鄭柏齡和主要管理人員的配偶張輝提供的個人擔保作抵押。該等物業的總代價為人民幣22.2百萬元，本集團已於截至二零一四年十二月三十一日止年度支付首期款項人民幣6.7百萬元。

於二零一七年十二月三十一日，由於該等按揭貸款的相關貸款協議載有應要求償還條款，賦予銀行無條件權利隨時追收貸款，故該等按揭貸款分類為流動負債。按揭年期為7年，以人民幣計值。該等按揭貸款按浮息計息，有關利息為中國人民銀行就類似年期貸款規定的基準貸款利率的1.15倍，每季調整。年內實際年利率為5.71厘。

於截至二零一七年十二月三十一日止年度，資本負債比率（以本集團借款總額相對總資產的比例計算）由截至二零一六年十二月三十一日止年度的3.1%下降至2.9%。

本公司日期為二零一七年九月二十八日之公佈所述之貸款融資60百萬港元尚未提取，且獲許於因延遲完成收購卓耀有限公司而延長之提取截止日期二零一八年一月二十六日失效。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

On 14 March 2018, the Group obtained banking facilities with a facility limit of RMB100 million and a facility period from 14 March 2018 to 13 March 2019.

### Commitments

#### Operating lease commitments – Group

The future aggregate minimum lease payments under non-cancellable operating lease are as follows:

Not later than 1 year	一年以下
Later than 1 year and not later than 5 years	一年以上及五年以下

於二零一八年三月十四日，本集團取得銀行融資授信額度人民幣100百萬元，授信期限自二零一八年三月十四日至二零一九年三月十三日。

### 承擔

#### 經營租約承擔 – 本集團

不可撤銷經營租約的日後最低租賃付款總額如下：

As at 31 December	
於十二月三十一日	
2017	2016
二零一七年	二零一六年
RMB'000	RMB'000
人民幣千元	人民幣千元
12,952	12,425
3,351	14,957
<b>16,303</b>	<b>27,382</b>

### Contingent liabilities

As at 31 December 2017 and 2016, the Group had no material contingent liabilities.

### Human resources

As at 31 December 2017, the Group had 218 full-time employees (2016: 238). Total staff costs including directors' remuneration for the year ended 31 December 2017 were RMB43.5 million (2016: RMB45.8 million).

The remuneration of the directors is evaluated by the remuneration committee, which also makes recommendations to the Board. In addition, the remuneration committee reviews the performance, and determines the remuneration structure, of the Group's senior management.

### 或有負債

於二零一七年及二零一六年十二月三十一日，本集團並無重大或有負債。

### 人力資源

於二零一七年十二月三十一日，本集團擁有218名（二零一六年：238名）全職僱員。截至二零一七年十二月三十一日止年度的員工成本總額（包括董事薪酬）為人民幣43.5百萬元（二零一六年：人民幣45.8百萬元）。

薪酬委員會負責評估董事薪酬，並向董事會提供推薦意見。此外，薪酬委員會亦會檢討本集團高級管理層表現及制訂彼等的薪酬結構。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論與分析

The Company operates an employee share option scheme, the purpose of which is to incentivise or reward eligible individuals who provide services to the Company for their contributions and their continuing efforts to promote the interests of the Company, and for other purposes as the Board may approve from time to time.

### Events after the reporting period

Subsequent to the end of the reporting period, the Company had issued 289,666,000 Shares at the placing price of HK\$ 0.145 each on 25 January 2018 (representing 16.7% of the total issued share capital of the Company) to not less than six independent placees procured by the placing agent. Net proceeds from the share issuance amounted to HK\$41,057,000 (approximately RMB 33,467,000).

### Prospects

Looking forward, the management expects that the film market in China will continue to prosper. With the implementation of the new law, local Chinese films shall account for at least two-thirds of screening time at cinemas, thereby boosting the demand and growth for local film production. In addition, the rise of live webcast and online television drama series is expected to benefit the film industry in China. With the established corporate image and expertise in cultural, creativity and content-provision, the Group will continue to identify investment opportunities to tap the development of mainland film industry.

本公司營辦一項僱員購股權計劃，藉以鼓勵或獎賞為本公司提供服務的合資格人士對本公司作出貢獻及努力不懈地促進本公司利益，以及董事會可能不時批准的其他原因。

### 報告期後事項

於報告期後，本公司於二零一八年一月二十五日向配售代理推介之不少於六名承購人按每股0.145港元之配售價發行289,666,000股股份（本公司已發行股本總額之16.7%）。股份發行所得款項淨額為41,507,000港元（約人民幣33,467,000元）。

### 前景

展望未來，管理層預計國內電影市場將繼續向好。新法實施後，電影院的國產電影放映時間將不少於三分之二，極大提升對國產電影製作的需求。此外，網絡直播、網絡電視劇的崛起，預計將有利於中國電影產業發展。本集團將憑藉良好的企業形象以及在文化、創意及內容提供領域的豐富經驗，不斷尋找投資機遇，從內地電影產業發展中獲益。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

During the year under review, the Group signed a framework agreement with the government of Yongtai County, Fuzhou City, Fujian Province to cooperate on the establishment of “Yongtai Kungfu Distinctive Town” at a site of 15.6 square kilometers designated by Yongtai Government, and later acquired a 40-years’ exclusive operation right to develop, construct, manage and operate commercial activities such as tourism, sightseeing, resort, culture, sports and entertainment in an operation site of 14.99 square kilometers (within the project site of 15.6 square kilometers). The management is hopeful that the Group’s participation in the Yongtai Project can strengthen the Group’s existing business of integrated project development, broaden the Group’s income stream in the long run and reduce its reliance on the downtrend printed media business.

During the year under review, the Group also announced the proposed acquisition of Supreme Glory Limited, which is engaged in a multi-purpose media, resort and ecotourism project known as Beijing Shihua Caves Niaoyulin (北京石花洞鳥語林). Subject to completion, this project is expected to be partially completed and commence commercial operation in 2018. The management is of the view that this project can leverage on the Group’s established industry experience in cultural, creativity and content-provision and consolidate with the existing integrated project development business of the Group. The management is also hopeful that the project will enable the Group to diversify its revenue stream.

於回顧年內，本集團與福建省福州市永泰縣政府訂立框架協議，就於永泰政府指定的15.6平方公里的選址內創建「永泰功夫主題小鎮」展開合作，並隨後收購一項40年期的獨家經營權，於面積為14.99平方公里（位於15.6平方公里的項目選址內）的經營選址內開發、建設、管理及運營旅遊、觀光、渡假、文化、體育及娛樂等商業活動。管理層希望透過參與永泰項目，增強本集團現有的集成項目開發業務，拓寬本集團之長期收入來源，減少對有下滑趨勢的平面媒體業務的依賴。

於回顧年內，本集團亦宣佈擬收購卓耀有限公司，該公司從事名為北京石花洞鳥語林的多功能媒體、度假村及生態旅遊項目。受制於收購完成，該項目預計將於二零一八年部分完成並開始商業運營。管理層認為該項目可利用本集團在文化、創意及內容提供領域的深厚行業經驗，整合本集團現有集成項目開發業務。管理層亦希望該項目可使本集團收入來源更多元化。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

The management expects that the market share and size of China's newspaper industry will continue to decline, while the balance will continue to be tilted in favour of Internet and mobile based advertising using precise targeting technologies, new media channels and social networking using big data and other new information technologies. The Group will continue to develop its digital media distribution platform, recruit staff with talents and experience in mobile and Internet technologies, and strengthen the research and development team with the view to preparing itself for the structural transformation of the media and advertising industries.

As for the marketing and printing services, the Group will continue to build on the solid advertising and marketing foundation over the past to improve operational capabilities of the team in the segment, and prudently allocate resources to this business segment. The Group will explore more real estate projects, especially those with profitable opportunities arising from the comprehensive marketing services for property projects, to sustain long-term profit contribution of the business segment to the Group.

管理層預計中國報紙產業的市場份額及規模將不斷下滑，而使用精準定位技術的互聯網及移動廣告、新媒體渠道，以及使用大數據及其他新資訊科技的社交媒體將佔據優勢。本集團將繼續發展其數碼媒體分銷平台，招聘在移動及互聯網技術方面具有豐富經驗的人才，並加強研發團隊，為媒體及廣告行業結構轉型做好充分準備。

在營銷及印刷服務方面，本集團將繼續努力在過往累積的穩固廣告營銷根基上，提高團隊的運營能力，審慎地投放資源發展該業務分部，探索更多房地產項目，尤其把握來自地產綜合營銷服務市場的盈利機遇，維持該業務分部對本集團的長遠盈利貢獻。

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層履歷

#### EXECUTIVE DIRECTORS

Mr. Tsui Yiu Ming Siuming, aged 64, is an executive Director and the chief executive officer of the Group. He is a famous film director and producer in China and Hong Kong. He is the founder and the president of Hong Kong Televisioners Association, was awarded in 2013 “World Outstanding Chinese” by the World Chinese Business Investment Foundation. Mr. Tsui holds a Master degree from Jinan University and an honorary doctorate from Northern University of the USA. Mr. Tsui entered film as a child actor at the age of 5, and has been working in the film and TV industry for more than 59 years. He has extensive experience in operations management, and has served as senior vice president of Asia Television Limited, chief executive officer of the Emperor Motion Pictures Group, executive director of i-Cable Entertainment Limited, chief operating officer of i-Cable Satellite Television Limited and president of Sundream Motion Pictures Limited. His film and television works have won many awards. Mr. Tsui was executive director in China Trends Holdings Limited (Stock Code: 8171) during the period from 1 April 2015 till 15 May 2015. Mr. Tsui was appointed as an executive director of the Group on 6 December 2015 and was appointed as the chief executive officer of the Group on 29 January 2016.

#### 執行董事

徐耀明（別名：徐小明）先生，64歲，本集團之執行董事兼行政總裁。徐先生為中國及香港著名電影導演及製片人。彼為香港電視專業人員協會創會會長及現任會長，於二零一三年獲世界華商投資基金會頒授「世界傑出華人」。徐先生持有暨南大學碩士學位及美國北方大學（Northern University of the USA）榮譽博士學位。徐先生五歲以童星身份加入影壇，從事影視行業已有五十九年。徐先生具備豐富的公司運營管理經驗，曾先後任職亞洲電視有限公司高級副總裁、英皇電影集團行政總裁、香港有線娛樂有限公司執行董事、有線衛星電視有限公司營運總裁及驕陽電影有限公司總裁。其影視作品多次獲得各項大獎。徐先生於二零一五年四月一日至二零一五年五月十五日曾擔任中國趨勢控股有限公司（股份代號：8171）執行董事。徐先生於二零一五年十二月六日獲委任為本集團的執行董事並於二零一六年一月二十九日獲委任為本集團的行政總裁。

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層履歷

Mr. Chen Zhi, aged 52, is an executive Director. He is a qualified accountant as conferred by the Ministry of Finance. Mr. Chen was a cadre of the Fuzhou Minhou Tax Bureau from 1982 to 1989 (during which he was granted leave from 1985 to 1988 to pursue his studies at Fujian Radio and Television University), deputy section chief of the Fuzhou Economic and Technology Development Area Tax Bureau from 1989 to 1993, and subsequently the section chief from 1993 to 2002. He joined our Group in 2003 and pioneered our distinctive business model of cooperating with newspaper partners to provide integrated print media services to advertisers, undertook the main decision-making role in the management of our overall operations and oversaw the strategic development of our Group. He was appointed as the chairman, chief executive officer and an executive Director of our Company on 9 December 2009, resigned as the chief executive officer of the Company on 29 January 2016 and resigned as the chairman of the Company on 25 February 2016. Mr. Chen has accumulated more than ten years of relevant experience from developing the business of our Group and possesses a deep understanding of the PRC print media and advertising industries. Mr. Chen graduated from Fujian Radio and Television University in 1988 with a diploma in financial economics. Mr. Chen is one of our controlling shareholders. He is also a director of TopBig International Development Limited ("TopBig International"). Mr. Chen is the brother of Ms. Chen Min, a non-executive Director of the Company.

陳志先生，52歲，執行董事。彼為財政部認可的合資格會計師。陳先生於一九八二年至一九八九年（期間曾於一九八五年至一九八八年獲批准離職前往福建廣播電視大學深造）為福州閩候稅務局的一名幹部，於一九八九年至一九九三年為福州經濟技術開發區稅務局的副科長，其後於一九九三年至二零零二年擔任科長。彼於二零零三年加入本集團，並開創本公司獨樹一幟的業務模式（即與報章合夥人合作，向廣告客戶提供綜合印刷媒體服務），在本公司整體經營管理中擔當主要決策角色及監督本集團的策略開發。彼於二零零九年十二月九日獲委任為本公司的主席、首席執行官兼執行董事，於二零一六年一月二十九日辭任本公司的首席執行官，並於二零一六年二月二十五日辭任本公司的主席。陳先生於發展本集團業務方面積逾十年相關經驗，諳熟中國印刷媒體及廣告行業。陳先生於一九八八年畢業於福建廣播電視大學，獲經濟財政學文憑。陳先生為本公司控股股東之一。彼亦為昇平國際發展有限公司（「昇平國際」）的董事。陳先生為本公司非執行董事陳敏女士的胞兄。



## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層履歷

Mr. Yu Shi Quan, aged 42, is an executive Director and the chief financial officer. He is a qualified accountant as conferred by the Ministry of Finance. Mr. Yu was an accountant at Fujian Lan Tian Tax Accounting Co., Ltd. from 1996 to 1997, the finance director of Fujian Huanyu Investment Development Co., Ltd from 1997 to 1998 and the finance director of Fujian ShiFang Investment Co. Ltd. ("Fujian ShiFang") from 1998 to 2000. He joined our Group in 2000 and was head of finance of Fujian ShiFang until 2008 when he became the head of finance of Olympia Media, and, subsequently, vice president of finance of China TopReach Inc. in 2009, and was appointed as Director of our Company on 20 December 2011. He graduated from Fujian Radio and Television University in 1996 with a diploma in finance and accounting. Mr. Yu has gained significant management experience from his work with the overall financial operations of our Group and was appointed as the chief financial officer of the Group on 9 June 2014.

#### NON-EXECUTIVE DIRECTORS

Mr. Chen Wei Dong, aged 47, is a non-executive Director. He was appointed as our Director on 1 April 2015. He is currently the manager of China Science & Kingwin Investment Management Limited, a position which he has been serving for almost five years since 19 December 2013. From January 2010 to October 2017, he served as the managing director of Shenzhen China Science & Kingwin Venture Capital Co., Ltd. He served as the deputy director of business of Shenzhen China Science & Merchants Capital Management Group Co., Ltd., from January 2003 to December 2009. From March 1996 to December 2012, Mr. Chen held the position as an assistant general manager of 廈門華閩包裝有限公司 (Xiamen Huamin Packaging Co., Ltd.). In addition, he also had approximately six years of experience working in the Local Taxation Bureau of Pingyu County, Henan Province. Mr. Chen received his Bachelor's degree from the College of Online Education (now known as College of Continuing Education) of the Xiamen University in China in 2006, and has been enrolled in the Executive Master of Business Administration programme of School of Management of the Xiamen University since September 2009.

余詩權先生，42歲，執行董事兼首席財務官。彼為財政部認可的合資格會計師。余先生一九九六年至一九九七年於福建藍天稅務師事務所有限公司任會計師，一九九七年至一九九八年於福建省環宇投資發展有限公司擔任財務總監，而一九九八年至二零零零年於福建十方投資有限公司（「福建十方」）擔任財務總監。彼於二零零零年加入本集團，出任福建十方的財務總監，直至彼於二零零八年成為奧海傳媒的財務總監止，其後於二零零九年擔任中國天瑞控股有限公司的財務副總裁，並於二零一一年十二月二十日獲委任為本公司董事。彼於一九九六年畢業於福建廣播電視大學，獲財務及會計文憑。余先生在本集團的整體財務運營工作中積累了豐富的管理經驗，並於二零一四年六月九日獲委任為本集團首席財務官。

#### 非執行董事

陳偉東先生，47歲，非執行董事。彼於二零一五年四月一日獲委任為董事。彼現任深圳市中科宏易創業投資有限公司的總經理，自二零一三年十二月十九日起擔任此職位，至今已接近五年時間。彼於二零一零年一月至二零一七年十月任深圳市中科宏易創業投資管理有限公司董事總經理。於二零零三年一月至二零零九年十二月期間擔任深圳市中科招商創業投資管理有限公司業務副總監。彼於一九九六年三月至二零一二年十二月，陳先生出任廈門華閩包裝有限公司的助理總經理。此外，彼亦於河南省平輿縣地方稅務局任職約六年。陳先生於二零零六年自中國廈門大學網絡教育學院（現稱遠程教育學院）取得學士學位，並自二零零九年九月起參與廈門大學管理學院工商管理碩士課程學習。

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層履歷

Ms. Chen Min, aged 48, is a non-executive Director. She graduated from the Faculty of Arts, Fujian Normal University with a bachelor's degree in arts in June 1993 and a master's degree in arts specialising in contemporary Chinese drama in June 2002. She also obtained a doctorate degree in arts specialising in theatrical aesthetics from the Central Academy of Drama in June 2006. Ms. Chen had taken up various academic teaching posts at the College of Chinese Language and Literature Fujian Normal University between September 1993 and May 2007 and has been an associate professor of drama literature at the Central Academy of Drama since May 2007. Ms. Chen has also served as a secretary and a member of council of the China Branch of The International Association of Theatre Critics and a member of the expert panel of academic degrees and graduate education of the Ministry of Education of the PRC since May 2007. She was appointed as our Director on 20 December 2011. Ms. Chen is the sister of Mr. Chen Zhi, an executive Director of the Company.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhou Chang Ren, aged 70, is an independent non-executive Director. He was appointed as our Director on 8 November 2010, and is a qualified senior economist as conferred by the Fujian Provincial Department of Personnel. Mr. Zhou was appointed as the chairman of the Qingliu Country Party Committee in 1990. He was engaged in the newspaper industry in the PRC and held several positions including the deputy bureau chief and editorial board member of Fujian Daily from 1996 to 2002, and the general manager, senior economist and Party Committee deputy secretary of the Fujian Daily Newspaper Group from 2002 to 2008. In addition, Mr. Zhou was the vice chairman, and later chairman, of the Fujian Province Newspaper Industry Association during the same periods, before retiring in 2008. He graduated from Fujian Provincial Party School of the CPC in 1986 with a diploma in politics. Mr. Zhou has extensive print media experience and expertise with particular knowledge of the Fujian newspaper industry.

陳敏女士，48歲，非執行董事。彼於一九九三年六月畢業於福建師範大學文學院，持有漢語言文學學士學位，並於二零零二年六月取得中國現代戲劇方面碩士學位。彼亦於二零零六年六月獲中央戲劇學院戲劇文學系戲劇美學方面博士學位。陳女士已於一九九三年九月至二零零七年五月期間於福建師範大學中國語言文學院承擔多個專業任教職務，並自二零零七年五月起在中央戲劇學院擔任戲劇文學系教授、博士生導師。陳女士亦自二零零七年五月起任職國際戲劇評論家協會中國分會秘書長、理事及中國教育部學位及研究生教育專家組成員。彼於二零一一年十二月二十日獲委任為本公司董事。陳女士為本公司執行董事陳志先生的胞妹。

### 獨立非執行董事

周昌仁先生，70歲，獨立非執行董事。彼於二零一零年十一月八日獲委任為本公司董事，並獲福建省人事廳認可具有高級經濟師資格。周先生於一九九零年獲委任為中共清流縣黨委書記。彼曾從事於中國的報紙行業，並擔任多種職務，包括於一九九六年至二零零二年為《福建日報》副社長及編委委員，以及於二零零二年至二零零八年為福建日報報業集團總經理、高級經濟師及黨委副書記。此外，周先生曾於同期在福建省報業協會先為副主席後升任為主席，直至二零零八年退休。彼於一九八六年畢業於中共福建省委黨校，獲政治學文憑。周先生擁有豐富的印刷媒體經驗及專業知識，諳熟福建的報紙行業。

## DIRECTORS AND SENIOR MANAGEMENT PROFILE

### 董事及高級管理層履歷

Mr. Wong Heung Ming Henry, aged 48, is an independent non-executive Director. He was appointed as our Director on 8 November 2010. Mr. Wong took some senior positions, by serving as the finance directors and the internal audit director, for some multinationals, including United States and Hong Kong listed companies engaged in fast-moving consumables, real estates, shopping malls operation and media industry. Prior to that, Mr. Wong had worked for two international accounting firms, Deloitte Touche Tohmatsu and PricewaterhouseCoopers. Mr. Wong graduated from City University in Hong Kong in 1993 with a bachelor's degree in accountancy and also obtained a master's degree in electronic commerce from the Open University of Hong Kong in 2003. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants as well as a certified internal auditor. Mr. Wong has accumulated more than 24 years in financing, internal controls and corporate governance experience and is currently serving as a chief financial officer of Frontiner Services Group (stock code: 0500), a company listed in the Main Board of the Stock Exchange.

Mr. Cai Jian Quan, aged 55, is an independent non-executive Director. He was appointed as our Director on 20 December 2011. He graduated from the Anhui University of Finance Economics with a bachelor's degree in financial accounting in July 1984. Mr. Cai was a finance manager of the finance department of Shanghai Baihuo Headquarters Watches and Glasses Branch between July 1984 and June 1992. He was the general manager of the sales department of Shenyin & Wanguo Securities Co. Ltd. between June 1992 and June 2002. He has also been the chairman of the board of directors of Shanghai Guantong Investment Co. Ltd. since September 2002.

### COMPANY SECRETARY

Ms. Chan Ching Yi, aged 43, is our company secretary. She is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Ms. Chan holds a bachelor's degree in accountancy and has accumulated more than 20 years of financial and auditing experience. She is currently the company secretary of Xinjiang Tianye Water Saving Irrigation System Company Limited (stock code: 840), a company listed on the Main Board of the Stock Exchange. Ms. Chan joined our Group in August 2010.

黃向明先生，48歲，獨立非執行董事。彼於二零一零年十一月八日獲委任為本公司董事。黃先生曾於經營快消品、房地產、百貨及媒體等跨國、美國及香港上市公司任職財務總監及內審總監等高管職位。在此之前，黃先生於德勤及普華永道兩家國際會計事務所工作。黃先生於一九九三年畢業於香港城市大學，並獲取會計學學士學位，而二零零三年亦於香港公開大學兼讀並取得其電子商務碩士學位。彼目前為英國特許公認會計師公會及香港會計師公會資深會員及註冊內部審計師。黃先生積累逾二十四年豐富的財務、內部控制及企業管治等方面的經驗，目前於聯交所主板上市公司先豐服務集團（股份代號：0500）擔任首席財務官。

蔡建權先生，55歲，獨立非執行董事。彼於二零一一年十二月二十日獲委任為本公司董事。彼於一九八四年七月畢業於安徽財經大學，持有財務會計學學士學位。蔡先生自一九八四年七月至一九九二年六月為上海百貨總公司鐘錶眼鏡分公司財務部的財務經理。彼自一九九二年六月至二零零二年六月為申銀萬國證券股份有限公司的營業部總經理。彼自二零零二年九月以來亦一直為上海冠通投資有限公司的董事會主席。

### 公司秘書

陳靜儀女士，43歲，本公司的公司秘書。彼為香港會計師公會會員及英國特許公認會計師公會資深會員。陳女士持有會計學學士學位，並積累了逾二十年財務及審計經驗。彼目前為聯交所主板上市公司新疆天業節水灌溉股份有限公司（股份代號：840）的公司秘書。陳女士於二零一零年八月加入本集團。

# DIRECTORS' REPORT

## 董事報告

The directors (the "Directors") of ShiFang Holding Limited (the "Company") present their report and the audited financial statements of the Company and its subsidiaries (together, the "Group") for the year ended 31 December 2017.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the business of publishing and advertising (the "Publishing and Advertising Businesses") in the People's Republic of China (the "PRC"). The Group has been focusing on restructuring its publishing and advertising businesses by consolidating with cultural media and film media businesses in PRC.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2017 are set out in the consolidated statement of comprehensive income on pages 95 to 96

The Directors did not recommend the payment of any final dividend for the year ended 31 December 2017 and proposed that loss for the year be retained.

### BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's future business development and possible risks and uncertainties that the Group may be facing are provided in the "Management Discussion and Analysis" section of this annual report.

十方控股有限公司（「本公司」）董事（「董事」）謹此提呈彼等的報告，以及本公司及其附屬公司（統稱「本集團」）截至二零一七年十二月三十一日止年度的經審核財務報表。

### 主要業務

本公司為一家投資控股公司，而其附屬公司主要於中華人民共和國（「中國」）從事出版及廣告業務。本集團一直專注於透過整合中國文化傳媒及電影媒體業務，重組其出版及廣告業務。

### 業績及分配

本集團截至二零一七年十二月三十一日止年度的業績載於第95至96頁的合併全面收益表。

董事不建議派付截至二零一七年十二月三十一日止年度任何末期股息，並建議保留年內虧損。

### 業務回顧

本集團年內業務審視以及對本集團業務未來發展及可能面對的風險及不明朗因素的討論載於本年報「管理層討論與分析」一節。



The financial risk management objectives and policies of the Group are set out in note 3 to the consolidated financial statements. Particulars of important events affecting the Group that have occurred since the end of the financial year ended 31 December 2017 are set out in note 34 to the consolidated financial statements.

An analysis of the Group's performance during the year using financial key performance indicators is set out in the "Financial Highlights and Summary" section on pages 5 to 6 of this annual report.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 23 May, 2018 to 25 May, 2018, both days inclusive, during which no transfer of shares will be registered. To determine eligibility to attend and vote at the forthcoming annual general meeting of the Company, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 21 May, 2018.

本集團的財務風險管理目標及政策載於合併財務報表附註3。於截至二零一七年十二月三十一日止財政年度終結後發生的、對本集團有影響的重大事件的詳情載於合併財務報表附註34。

對本集團年內表現運用財務關鍵表現指標進行的分析載於本年報第5至6頁「財務摘要及概要」一節。

### 暫停辦理股東登記手續

本公司將於二零一八年五月二十三日至二零一八年五月二十五日（包括首尾兩天）暫停辦理股東登記手續，期間不會受理股份過戶登記。為釐定出席本公司應屆股東週年大會並於會上投票的資格，所有過戶文件連同有關股票最遲須於二零一八年五月二十一日下午四時三十分送達本公司的香港股份過戶登記分處卓佳證券登記有限公司（地址為香港皇后大道東183號合和中心22樓）以作登記。

# DIRECTORS' REPORT

## 董事報告

### FUND RAISING ACTIVITIES

#### (a) Placing of 167,000,000 shares at HK\$0.70 between November and December 2015

As announced by the Company on 18 November 2015, the Company entered into a placing agreement dated 18 November 2015 with a placing agent in relation to the placing of 167,988,424 ordinary shares of the Company at the placing price of HK\$0.70. The placing was carried out under the general mandate approved by the Company's shareholders at the annual general meeting held on 21 May 2015. Completion of the placing took place on 1 December 2015, with 167,000,000 ordinary shares of the Company allotted and issued to not less than six independent placees procured by the placing agent.

The gross and net proceeds from the placing were approximately HK\$116.9 million and HK\$114.6 million, respectively. At the time of the placing, it was the intention of the Company to apply the net proceeds from the placing for general working capital of the Group. As at 31 December 2017, approximately HK\$103.4 million was utilised for general working capital of the Group as intended, including salaries and directors' emoluments, rental and renovation expenses and equipment purchases of the Group's office premises, and loan principal and interest repayment, whereas the remaining balance of approximately HK\$11.2 million was utilised for the partial payment of deposit under the sale and purchase agreement dated 8 May 2017 in respect of the acquisition of Supreme Glory Limited, for the reasons and benefits set out in the Company's announcement dated 8 May 2017.

### 集資活動

#### (a) 於二零一五年十一月至十二月間按0.70港元配售167,000,000股股份

誠如本公司於二零一五年十一月十八日所公佈，本公司與配售代理訂立日期為二零一五年十一月十八日的配售協議，內容有關按配售價0.70港元配售167,988,424股本公司的普通股。配售乃根據本公司股東於二零一五年五月二十一日舉行的股東週年大會上批准的一般授權進行。配售已於二零一五年十二月一日完成，本公司已向不少於六名由配售代理促成的獨立承配人配發及發行167,000,000股本公司的普通股。

配售所得款項總額及淨額分別約為116.9百萬港元及114.6百萬港元。於配售之時，本公司擬將配售所得款項淨額用作本集團的一般營運資金。於二零一七年十二月三十一日，約103.4百萬港元已按計劃用作本集團的一般營運資金，包括薪金及董事酬金、租金及翻新開支、本集團辦公室物業購買設備以及償還貸款本金及利息，而餘額約11.2百萬港元用於部分支付日期為二零一七年五月八日有關收購卓耀有限公司之買賣協議項下之按金，理由及裨益載於本公司日期為二零一七年五月八日之公佈。

**(b) Subscription of 200,000,000 shares at HK\$0.80 between December 2015 and February 2016**

As announced by the Company on 22 December 2015, the Company entered into two subscription agreements dated 22 December 2015 in relation to the subscriptions of 200,000,000 ordinary shares of the Company by two subscribers at the subscription price of HK\$0.80. The subscriptions were carried out under the specific mandate approved by the Company's shareholders at the extraordinary general meeting held on 17 February 2016. Completion of the subscriptions took place on 19 February 2016 with 200,000,000 ordinary shares of the Company allotted and issued to the two subscribers.

The gross and net proceeds from the subscriptions were approximately HK\$160 million and HK\$159 million, respectively. At the time of the subscriptions, it was the intention of the Company to apply the net proceeds from the subscriptions (a) as to approximately RMB120 million (HK\$144 million) for the acquisition of 55% of the target income right of the movie Ip Man 3 for 30 years; and (b) the remaining balance for the general working capital of the Group and for investment in the media business. As at 31 December 2017, HK\$132 million was utilised for movie investment as intended, HK\$22.8 million was utilised for the partial payment of deposit under the sale and purchase agreement dated 8 May 2017 in respect of the acquisition of Supreme Glory Limited, and the remaining HK\$4.2 million was utilized for general working capital of the Group.

**(b) 於二零一五年十二月至二零一六年二月間按0.80港元認購200,000,000股股份**

誠如本公司於二零一五年十二月二十二日所公佈，本公司訂立兩份日期為二零一五年十二月二十二日的認購協議，內容有關由兩名認購人按認購價0.80港元認購200,000,000股本公司的普通股。該等認購乃根據本公司股東於二零一六年二月十七日舉行的股東特別大會上批准的特定授權進行。該等認購已於二零一六年二月十九日完成，本公司已向該兩名認購人配發及發行200,000,000股本公司的普通股。

認購所得款項總額及淨額分別約為160百萬港元及159百萬港元。於認購之時，本公司擬將認購所得款項淨額中(a)約人民幣120百萬元（144百萬港元）用於收購電影《葉問3》目標收益權的55%，為期30年；及(b)餘額用作本集團的一般營運資金，以及用於在傳媒業務的投資。於二零一七年十二月三十一日，132百萬港元已按計劃用於電影投資，22.8百萬港元用於部分支付日期為二零一七年五月八日有關收購卓耀有限公司之買賣協議項下之按金，而餘額4.2百萬港元已用作本集團的一般營運資金。

## DIRECTORS' REPORT

### 董事報告

#### (c) Placing of 241,388,000 shares at HK\$0.41 between July and August 2016

As announced by the Company on 11 July 2016, the Company entered into a placing agreement dated 11 July 2016 with a placing agent in relation to the placing of 241,388,000 ordinary shares of the Company at the placing price of HK\$0.41. The placing was carried out under the general mandate approved by the Company's shareholders at the annual general meeting held on 17 May 2016. Completion of the placing took place on 1 August 2016, with 241,388,000 ordinary shares of the Company allotted and issued to not less than six independent placees procured by the placing agent.

The gross and net proceeds from the placing were approximately HK\$99 million and HK\$97 million, respectively. At the time of the placing, it was the intention of the Company to apply the net proceeds from the placing to improve the working capital position of the Group in preparation for the prolonged deterioration of the Group's publishing and advertising business, amongst which (a) approximately HK\$22 million was set aside for business development costs for the Group's newspaper advertising business; (b) approximately HK\$9 million was set aside for the Group's professional fees; (c) approximately HK\$9 million was set aside for the repayment of deposits of terminated or completed projects and other receipt in advance; (d) approximately HK\$10 million was intended for the planned budget for business development costs for the Group's new media, movie and other cultural or media related businesses; and (e) approximately HK\$47 million is intended for general working capital of other nature. As at 31 December 2017, (a) the business development budget for the Group's newspaper advertising business was used as to HK\$12.1 million due to the reduced business expenditure in proportion to the reduced business volume; (b) the professional fees budget was used as to HK\$5 million and the remaining HK\$4 million was set aside for unpaid professional fees; (c) the budget reserved for the repayment of deposits of terminated or completed projects and other receipt in advance was only used as to HK\$1 million as there were fewer projects terminated than expected; (d) HK\$59.52 million was used for the payment of deposit to the Yongtai Government for the reasons and benefits set out in the Company's announcement dated 15 September 2017; and (e) HK\$15.38 million was already used in office overheads (including salaries and emoluments and rental expenses) between July and November 2017.

#### (c) 於二零一六年七月至八月間按0.41港元配售241,388,000股股份

誠如本公司於二零一六年七月十一日所公佈，本公司與配售代理訂立日期為二零一六年七月十一日的配售協議，內容有關按配售價0.41港元配售241,388,000股本公司的普通股。配售乃根據本公司股東於二零一六年五月十七日舉行的股東週年大會上批准的一般授權進行。配售已於二零一六年八月一日完成，本公司已向不少於六名由配售代理促成的獨立承配人配發及發行241,388,000股本公司的普通股。

配售所得款項總額及淨額分別約為99百萬港元及97百萬港元。於配售之時，本公司擬將配售所得款項淨額用於改善本集團的營運資金狀況，為本集團出版及廣告業務長期轉差作好準備，其中(a)約22百萬港元撥作本集團報紙廣告業務的業務發展成本；(b)約9百萬港元撥作本集團的專業費用；(c)約9百萬港元撥作償還已終止或已完成項目的按金及其他預收款項；(d)約10百萬港元擬用作本集團新媒體、電影及其他文化或傳媒相關業務的業務發展成本計劃預算；及(e)約47百萬港元擬用作其他性質的一般營運資金。於二零一七年十二月三十一日，(a)本集團報紙廣告業務之業務發展預算已使用12.1百萬港元，原因為業務開支因業務量減少而減少；(b)專業費用預算已使用5百萬港元，餘下4百萬港元須撥作未開票專業費用；(c)留作償還已終止或已完成項目的按金及其他預收款項之預算僅使用1百萬港元，原因為已終止項目較預期為少；(d)59.52百萬港元用作支付永泰政府的按金，有關原因及裨益載於本公司日期為二零一七年九月十五日之公佈；及(e)15.38百萬港元已於二零一七年七月至十一月期間用作支付辦公室開支（包括薪金、酬金及租金開支）。



### (d) Placing of 299,666,000 shares at HK\$0.145 between December 2017 and January 2018

As announced by the Company on 19 December 2017, the Company entered into a placing agreement dated 19 December 2017 with a placing agent in relation to the placing of 289,666,000 ordinary shares of the Company at the placing price of HK\$0.145. The placing was carried out under the general mandate approved by the Company's shareholders at the annual general meeting held on 25 May 2017. Completion of the placing took place on 25 January 2018, with 289,666,000 ordinary shares of the Company allotted and issued to not less than six independent places procured by the placing agent.

The gross and net proceeds from the placing were approximately HK\$42 million and HK\$41 million, respectively. It was the intention of the Company to apply the net proceeds from the placing for general working capital of the Group.

## PROPERTY, PLANT AND EQUIPMENT

During the year of 2017, the Group had acquired property, plant and equipment of approximately RMB0.9 million.

Details of these and other movements in the property, plant and equipment of the Group during the year of 2017 are set out in note 7 to the consolidated financial statements.

## SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 15 to the consolidated financial statements.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company (the "Articles"), or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

### (d) 於二零一七年十二月至二零一八年一月間按0.145港元配售299,666,000股股份

誠如本公司於二零一七年十二月十九日所公佈，本公司與配售代理訂立日期為二零一七年十二月十九日的配售協議，內容有關按配售價0.145港元配售289,666,000股本公司的普通股。配售乃根據本公司股東於二零一七年五月二十五日舉行的股東週年大會上批准的一般授權進行。配售已於二零一八年一月二十五日完成，本公司已向不少於六名由配售代理促成的獨立承配人配發及發行289,666,000股本公司的普通股。

配售所得款項總額及淨額分別約為42百萬港元及41百萬港元。本公司擬將配售所得款項淨額用作本集團的一般營運資金。

## 物業、廠房及設備

於二零一七年度，本集團收購約人民幣0.9百萬元物業、廠房及設備。

上述及二零一七年度其他有關本集團物業、廠房及設備的變動詳情載於合併財務報表附註7。

## 股本

本公司股本於年內的變動詳情載於合併財務報表附註15。

## 優先購買權

本公司組織章程細則（「細則」）或開曼群島法律並無任何規定本公司須向現有股東按比例發售新股份的優先購買權的條文。

# DIRECTORS' REPORT

## 董事報告

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

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

### RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 35 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

The amount of the Company's reserves available for distribution to shareholders as at 31 December 2017 was approximately RMB109.1 million.

### DONATIONS

No charitable and other donations have been made by the Group during the year.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year of 2017, the aggregate sales attributable to the Group's five largest customers comprised approximately 42.9% of the Group's total sales and the sales attributable to the Group's largest customer were approximately 13% of the Group's total sales.

The aggregate purchases during the year of 2017 attributable to the Group's five largest suppliers were approximately 16.4% of the Group's total purchases and the purchases attributable to the Group's largest supplier were approximately 9% of the Group's total purchases.

### 購買、贖回或出售本公司上市證券

年內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

### 儲備

本公司及本集團儲備於年內的變動詳情分別載於合併財務報表附註35及合併權益變動表。

### 可供分派儲備

截至二零一七年十二月三十一日，本公司可供分派予股東的儲備金額約為人民幣109.1百萬元。

### 捐款

本集團年內並無作出慈善及其他捐款。

### 主要客戶及供應商

於二零一七年度，本集團五大客戶應佔銷售總額佔本集團總銷售額約42.9%，而本集團最大客戶應佔銷售額佔本集團總銷售額約13%。

於二零一七年度，本集團五大供應商應佔購貨總額佔本集團總購貨額約16.4%，而本集團最大供應商應佔購貨額佔本集團總購貨額約9%。

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the PRC. The Group's establishment and operations accordingly shall comply with relevant laws and regulations in the PRC. During the Year, the Group has complied, to the best knowledge of the Directors, with the relevant laws and regulations that have a significant impact on the Group.

### DIRECTORS

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

#### Executive directors:

- Mr. Siuming Tsui, chief executive officer  
(appointed as a Director on 6 December 2015)
- Mr. Chen Zhi  
(appointed as a Director on 9 December 2009)
- Mr. Yu Shi Quan  
(appointed on 20 December 2011)

#### Non-executive directors:

- Mr. Chen Wei Dong (appointed on 1 April 2015)
- Ms. Chen Min (appointed on 20 December 2011)

#### Independent non-executive directors:

- Mr. Zhou Chang Ren  
(appointed on 8 November 2010)
- Mr. Wong Heung Ming, Henry  
(appointed on 8 November 2010)
- Mr. Cai Jian Quan  
(appointed on 20 December 2011)

In accordance with the Articles, one-third of the Directors will retire and, being eligible, offer themselves for re-election, at the forthcoming annual general meeting of the Company. Moreover, the Directors appointed during the year will hold office until the forthcoming annual general meeting of the Company and will be eligible for re-election.

### 遵守法律及法規

本集團的業務主要由本公司的中國附屬公司進行，因此本集團的成立及業務應符合中國相關法律及法規。據董事所深知，本集團於年內已符合對本集團有重大影響的相關法律及法規。

### 董事

年內及直至本報告日期的董事如下：

#### 執行董事：

- 徐小明先生（行政總裁）  
(於二零一五年十二月六日獲委任為董事)
- 陳志先生  
(於二零零九年十二月九日獲委任為董事)
- 余詩權先生  
(於二零一一年十二月二十日獲委任)

#### 非執行董事：

- 陳偉東先生（於二零一五年四月一日獲委任）
- 陳敏女士（於二零一一年十二月二十日獲委任）

#### 獨立非執行董事：

- 周昌仁先生  
(於二零一零年十一月八日獲委任)
- 黃向明先生  
(於二零一零年十一月八日獲委任)
- 蔡建權先生  
(於二零一一年十二月二十日獲委任)

按照細則，三分一的董事將於本公司應屆股東週年大會上退任，並符合資格且願意於會上膺選連任。此外，於年內獲委任的董事，其任期直至本公司應屆股東週年大會為止，並符合資格於會上膺選連任。

# DIRECTORS' REPORT

## 董事報告

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 25 to 29

### INDEPENDENT NON-EXECUTIVE DIRECTORS' CONFIRMATION OF INDEPENDENCE

The Company has received, from each of its independent non-executive Directors, namely Mr. Zhou Chang Ren, Mr. Wong Heung Ming, Henry, and Mr. Cai Jian Quan a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of its independent non-executive Directors are independent.

### DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors (save for Mr. Siuming Tsui) and the non-executive Director has entered into a service contract with the Company for a term of three years, which may be terminated by not less than six months' (in case of executive Directors) and by not less than one month's (in case of non-executive Directors) notice in writing served by either party on the other. Mr. Siuming Tsui has entered into a service contract with the Company for a term of 3 years, which may be terminated by (i) the director giving to the Company not less than six months' written notice between 1 October 2016 and 30 September 2019, or not less than three months' written notice thereafter, or (ii) the Company giving not less than twelve months' written notice between 1 October 2016 and 30 September 2019, or not less than three months' written notice thereafter. Each of the independent non-executive Director has been appointed by the Company for a term of three years and shall be terminable by either party by giving not less than one month prior notice in writing.

During the year, none of the Directors had a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### 董事及高級管理層履歷

本集團董事及高級管理層履歷詳情載於第25至29頁。

### 獨立非執行董事的獨立身份確認書

本公司已接獲獨立非執行董事周昌仁先生、黃向明先生及蔡建權先生各自根據上市規則第3.13條發出的獨立身份確認書。本公司認為其全部獨立非執行董事均為獨立人士。

### 董事服務合約

各執行董事（徐小明先生除外）及非執行董事已與本公司訂立服務合約，為期三年，可由任何一方向另一方發出不少於六個月（就執行董事而言）及不少於一個月（就非執行董事而言）的書面通知而終止。徐小明先生已經與本公司訂立一份服務合約，為期三年，可(i)由該董事於二零一六年十月一日至二零一九年九月三十日期間向本公司發出不少於六個月的書面通知，或於上述期間後發出不少於三個月的書面通知終止；或(ii)由本公司於二零一六年十月一日至二零一九年九月三十日期間向該董事發出不少於十二個月的書面通知，或於上述期間後發出不少於三個月的書面通知終止。本公司委任的各獨立非執行董事的任期為三年，有關任命可由任何一方發出不少於一個月的事先書面通知而終止。

年內，各董事概無與本公司訂有任何不可由本公司於一年內免付賠償（法定賠償除外）而終止的服務合約。



### REMUNERATION POLICY

The remuneration policy for the Directors and senior management members of the Group was based on their individual performance as well as market trends and practices. In addition, each of the executive Directors and the non-executive Directors is entitled to a discretionary bonus provided that the aggregate amount of the bonuses payable to all the executive Directors at the sole and absolute discretion of the Company. Details of the remuneration of the Directors are set out in note 36 to the consolidated financial statements.

The emoluments paid to the senior management (excluding the Directors) during the year ended 31 December 2017 were within the following bands:

### 薪酬政策

董事及本集團高級管理層成員的薪酬政策乃依照個人表現以及市場趨勢與慣例制訂。此外，各執行董事及非執行董事均有權獲得酌情花紅，惟應支付予所有執行董事的花紅總額由本公司全權酌情決定。董事薪酬詳情載於合併財務報表附註36。

於截至二零一七年十二月三十一日止年度，已付高級管理層（董事除外）的酬金介乎下列幅度：

		<b>Number of Senior Management 高級管理層人數</b>
HK\$500,001 to HK\$1,000,000	500,001港元至1,000,000港元	<u>2</u>
Total:	總計：	<u><u>2</u></u>

### DIRECTORS' RIGHTS TO ACQUIRE SHARES IN OR DEBT SECURITIES OF THE COMPANY

Other than the pre-IPO share option scheme of the Company (the "Pre-IPO Share Option Scheme") adopted by written resolutions of its shareholders on 26 February 2010 and the post-IPO share option scheme of the Company (the "Post-IPO Share Option Scheme") adopted by the written resolutions of its shareholders on 8 November 2010, at no time during the year of 2016 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

### 董事購入本公司股份或債務證券的權利

除經本公司股東於二零一零年二月二十六日以書面決議案方式採納的本公司首次公開發售前購股權計劃（「首次公開發售前購股權計劃」），以及經本公司股東於二零一零年十一月八日以書面決議案方式採納的本公司首次公開發售後購股權計劃（「首次公開發售後購股權計劃」）外，於二零一六年度，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可藉購入本公司或任何其他法人團體的股份或債務證券（包括債券）而獲益。

# DIRECTORS' REPORT

## 董事報告

### DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party during the year.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors held any interests in any competing business against the Company or any of its jointly controlled entities and subsidiaries for the year ended 31 December 2017.

### POST-IPO SHARE OPTION SCHEME

Pursuant to the resolutions in writing passed by the shareholders of the Company on 8 November 2010, the Company adopted the Post-IPO Share Option Scheme. The purpose of the Post-IPO Share Option Scheme is to provide incentive or reward to (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any Directors (whether executive or non-executive, including any independent non-executive Directors) of the Company or any of its subsidiaries; or (iii) any advisors, consultants, suppliers, customers and agents to the Company or any subsidiaries (each an "Eligible Person").

The Board may, at any time within 10 years after the date of approval of the Post-IPO Share Option Scheme, make an offer to grant options to any Eligible Person. The Scheme will remain in force for a period of 10 years commencing on 8 November 2010 up to 7 November 2020. The subscription price for shares granted pursuant to the Post-IPO Share Option Scheme shall be determined by the Board in its absolute discretion and shall be at least the highest of:

- (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer;

### 董事於合約中的權益

董事概無於本公司或其任何控股公司、附屬公司或同系附屬公司於年內訂立而對本集團業務而言屬重大的任何合約中直接或間接擁有重大權益。

### 董事於競爭業務中的權益

截至二零一七年十二月三十一日止年度，董事概無於任何與本公司或其任何共同控制實體及附屬公司競爭的業務中擁有權益。

### 首次公開發售後購股權計劃

根據本公司股東於二零一零年十一月八日通過的書面決議案，本公司採納首次公開發售後購股權計劃。首次公開發售後購股權計劃旨在獎勵或回饋(i)本公司或其任何附屬公司的任何全職或兼職僱員、行政人員或高級職員；(ii)本公司或其任何附屬公司的任何董事（執行或非執行董事，包括獨立非執行董事）；或(iii)本公司或任何附屬公司的任何顧問、諮詢人士、供應商、客戶及代理（各為「合資格人士」）。

董事會可於首次公開發售後購股權計劃獲批准當日後十年內隨時向任何合資格人士提呈授出購股權。該計劃之有效期為10年，由二零一零年十一月八日起計，直至二零二零年十一月七日止。根據首次公開發售後購股權計劃授出的股份認購價由董事會全權酌情釐定，且不得低於下列各項的最高者：

- (i) 股份於提呈授出購股權當日在聯交所每日報價表所報的正式收市價；

- (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date on which such offer is made; or
- (iii) the nominal value of a Share.

The total number of Shares in respect of which options may be granted under the Post-IPO Share Option Scheme is not permitted to exceed 10% of the total number of Shares in issue as at the Listing Date, 73,216,512 Shares, without prior approval from the shareholders of the Company. The maximum number of Shares which may be issued upon exercise of all outstanding options granted, and yet to be exercised, under the Post-IPO Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the issued share capital of the Company from time to time. The total number of Shares issued and to be issued upon exercise of all options granted under the Post-IPO Share Option Scheme to each Eligible Person (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of issued shares of the Company. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

- (ii) 股份於緊接提呈授出購股權當日前五個營業日在聯交所每日報價表所報的平均正式收市價；或
- (iii) 股份的面值。

如未經本公司股東事先批准，根據首次公開發售後購股權計劃可授出的購股權涉及的股份總數不得超過於上市日期已發行股份總數的10%（即73,216,512股股份）。行使根據首次公開發售後購股權計劃及本公司任何其他購股權計劃授出但尚待行使的所有未行使購股權而可發行的股份數目上限，不得超過本公司不時已發行股本的30%。於任何十二個月期間行使根據首次公開發售後購股權計劃授予每名合資格人士的所有購股權（包括已行使、已註銷及未行使的購股權）而發行及將予發行的股份總數，不得超過本公司已發行股份總數的1%。凡進一步授出超過此上限的購股權均須經股東於股東大會上批准。

## DIRECTORS' REPORT

### 董事報告

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company. In addition, if shares issued and to be issued upon exercise of all options granted under the Post-IPO Share Option Scheme (including options exercised, cancelled and outstanding) to a participant who is a substantial shareholder or an independent non-executive director of the Company, or any of their associates, in any 12-month period (i) represent in aggregate more than 0.1% of the total number of shares in issue, and (ii) have an aggregate value, based on the closing price of the shares of the Company at the date of each grant, in excess of HK\$5,000,000, the proposed grant of option must be approved by the shareholders of the Company in a general meeting.

The amount payable on acceptance of an option is RMB1.00. The exercise period of any option granted under the Post-IPO Share Option Scheme shall not be longer than 10 years from the date of grant of the relevant option. There is no minimum period for which an option must be held before the exercise of the option except otherwise imposed by the Board.

Up to 31 December 2017, no share option had been granted under the Post-IPO Share Option Scheme. As at the date of this report, the number of shares available under the Post-IPO Share Option Scheme is 73,216,512 shares, representing approximately 5.1% of the total number of shares of the Company in issue.

凡向本公司董事、最高行政人員或主要股東或彼等任何聯繫人授出購股權，均須經本公司獨立非執行董事預先批准。此外，倘在任何十二個月期間內，於根據首次公開發售後購股權計劃向參與者（屬本公司主要股東或獨立非執行董事）或彼等任何聯繫人授出的所有購股權（包括已行使、已註銷及未行使的購股權）獲行使後發行及將予發行的股份(i)合共超過已發行股份總數0.1%，及(ii)按於每個授出日期本公司股份收市價計算的總值超過5,000,000港元，則建議授出購股權須經本公司股東於股東大會上批准。

於接納購股權時應付的金額為人民幣1.00元。根據首次公開發售後購股權計劃授出的任何購股權的行使期不得超過相關購股權授出當日起計十年。購股權於獲行使前並無必須持有的最短期限，惟董事會另有施加者則作別論。

截至二零一七年十二月三十一日，並無根據首次公開發售後購股權計劃授出任何購股權。於本報告日期，首次公開發售後購股權計劃下可予發行之股份數目為73,216,512股，相當於本公司已發行股份總數約5.1%。



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

As at 31 December 2017, the interests and short positions of the directors in the share capital and underlying shares (the "Share(s)") of the Company or 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, were set out as follows:

### (i) Long position in the Company

Name of Director 董事姓名	Capacity/Nature of Interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of interest 權益概約百分比
Mr. Chen Zhi 陳志先生	Interest in controlled corporation and beneficial owner 於受控制法團的權益及實益所有者	166,394,696 (note 1) (附註1)	11.49 %
Mr. Yu Shi Quan 余詩權先生	Beneficial Owner 實益所有者	892,196	0.06%

Notes:

- (1) Mr. Chen Zhi (an executive director of the Company) was deemed to be interested in 166,394,696 Shares, comprising (i) 7,032,655 Shares directly held by him; and (ii) 159,362,041 Shares held by TopBig International Development Limited ("TopBig International"), a controlled corporation which is wholly-owned by Mr. Chen Zhi.
- (2) The percentage interests are calculated on the basis of 1,448,330,121 issued Shares of the Company as at 31 December 2017.

## 董事於股份及相關股份的權益及淡倉

於二零一七年十二月三十一日，董事於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股本及相關股份（「股份」）中擁有記錄於根據證券及期貨條例第352條本公司須存置的登記冊，或根據上市發行人董事進行證券交易的標準守則已知會本公司及聯交所的權益及淡倉載列如下：

### (i) 於本公司的好倉

附註：

- (1) 本公司執行董事陳志先生被視為於166,394,696股股份中擁有權益，包括(i)由其直接持有的7,032,655股股份；及(ii)由其全資擁有的受控制法團昇平國際發展有限公司（「昇平國際」）所持有的159,362,041股股份。
- (2) 百分比權益乃基於本公司於二零一七年十二月三十一日1,448,330,121股已發行股份計算。

# DIRECTORS' REPORT

## 董事報告

### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2017, the following persons (other than Directors or chief executives of the Company) had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

#### Long positions in Shares:

Name 名稱	Capacity/Nature of Interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of interest 權益概約百分比
Shi Jianxiang 施建祥	Beneficial Owner 實益所有者	186,850,000	12.90%
TopBig International 昇平國際	Beneficial Owner (note 1) 實益所有者(附註1)	159,362,041	11.00%

#### Notes:

- (1) TopBig International is a company incorporated under the laws of the BVI, which is wholly-owned by Mr. Chen, the executive director of the Company.
- (2) The percentage interests are calculated on the basis of 1,448,330,121 issued Shares of the Company as at 31 December 2017.

Save as disclosed herein, the Company has not been notified of any other person (other than a Director or a chief executive of the Company) who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as at 31 December 2017.

### 主要股東於股份及相關股份的權益

於二零一七年十二月三十一日，以下人士(董事或本公司最高行政人員除外)擁有記錄於根據證券及期貨條例第336條本公司須存置的登記冊的股份及相關股份權益或淡倉：

#### 於股份的好倉：

Name 名稱	Capacity/Nature of Interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of interest 權益概約百分比
Shi Jianxiang 施建祥	Beneficial Owner 實益所有者	186,850,000	12.90%
TopBig International 昇平國際	Beneficial Owner (note 1) 實益所有者(附註1)	159,362,041	11.00%

#### 附註：

- (1) 昇平國際為一家根據英屬處女群島法律註冊成立的公司，由本公司執行董事陳先生全資擁有。
- (2) 百分比權益乃基於本公司於二零一七年十二月三十一日1,448,330,121股已發行股份計算。

除本文所披露者外，於二零一七年十二月三十一日，本公司並無獲知會有任何其他人士(董事或本公司最高行政人員除外)擁有記錄於根據證券及期貨條例第336條本公司須存置的登記冊的本公司股份及相關股份權益或淡倉。

## CONTINUING CONNECTED TRANSACTIONS

The Company has entered into the transactions set out below which will be regarded as continuing connected transactions under the Listing Rules and subject to the disclosure requirements under Chapter 14A of the Listing Rules. Unless otherwise defined, capitalised terms below has the same meanings as those defined in the Prospectus.

## NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

### The Structure Contracts

#### Background

Fuzhou ShiFangCe Culture Media Co., Ltd. (“Original WFOE”), which was a wholly-owned subsidiary of the Company prior to 24 December 2015, entered into (a) structured contracts (the “Internet Structured Contracts”) to enable the Group to capture the economic benefits of and obtain the effective control over Beijing BaiChuanDuKe Science and Technology Co., Ltd. (“Internet Opco” or “Beijing BaiChuanDuKe”) and its subsidiaries (collectively, the “Internet Opco Group”); and (b) structured contracts (the “Publishing Structured Contracts”) to enable the Group to capture the economic benefits of and obtain the effective control over Beijing HongXinTu Culture Communication Co., Ltd (“Publishing Opco” or “Beijing HongXinTu”) and its subsidiaries (collectively, the “Publishing Opco Group”).

## 持續關連交易

本公司已訂立下文所載根據上市規則將被視為持續關連交易並須遵守上市規則第十四A章下的披露規定的交易。除非另有界定，否則下文的專有詞彙具有招股章程所界定的相同涵義。

## 非豁免持續關連交易

### 架構合約

#### 背景

福州十方策文化傳媒有限公司（「原外商獨資企業」，於二零一五年十二月二十四日前為本公司的全資附屬公司）訂立(a)多項架構合約（「互聯網架構合約」），讓本集團可獲得北京百傳讀客科技有限公司（「互聯網營運公司」或「北京百傳讀客」）及其附屬公司（統稱「互聯網營運公司集團」）的經濟利益及取得其實際控制權；及(b)多項架構合約（「出版架構合約」），以讓本集團可獲得北京鴻馨圖文化傳播有限公司（「出版營運公司」或「北京鴻馨圖」）及其附屬公司（統稱「出版營運公司集團」）的經濟利益及取得其實際控制權。

## DIRECTORS' REPORT

### 董事報告

Pursuant to the Catalogue of Industries for Guiding Foreign Investment jointly promulgated by the National Development and Reform Commission of the PRC and the Ministry of Commerce of the PRC on 31 October 2007 (last updated on 10 April 2015), foreign investors are (i) prohibited from investing in news websites and online publication services; and (ii) restricted from investing in more than 50% controlling stake in value-added telecommunication and printing of publications. At the time of the entering into of the Internet Structured Contracts and the Publishing Structured Contracts, the Company could not directly acquire the equity interest in Internet Opco and the controlling equity interest in Publishing Opco. Therefore, the Company entered into the Internet Structured Contracts and the Publishing Structured Contracts to capture the economic benefits of and obtain the effective control over the Internet Opco and the Publishing Opco.

On 17 December 2015, in anticipation of the imminent disposal of Original WFOE by the Group to an independent third party, the Internet Structured Contracts were novated from Original WFOE to another wholly-owned subsidiary of the Company, Fuzhou DingCe Culture Communication Co. Ltd. ("New WFOE" or "Fuzhou DingCe"). With the disposal by the Group of its equity interests in Original WFOE, the Group ceased to be interested in the Publishing Structured Contracts or the Publishing Opco Group. With the novation of the Internet Structured Contracts to New WFOE, the Group continues to consolidate the financial results of the Internet Opco Group through the contractual arrangements under the Internet Structured Contracts.

依據由中國國家發展和改革委員會及中國商務部於二零零七年十月三十一日（最新於二零一五年四月十日更新）聯合頒佈的《外商投資產業指導目錄》，外國投資者(i)被禁止投資於新聞網站及網絡出版服務；及(ii)被限制不得投資於增值電訊業務及出版物印刷的控股權超過50%。於訂立互聯網架構合約及出版架構合約之時，本公司不能直接收購互聯網營運公司的股權及出版營運公司的控股股權。因此，本公司訂立互聯網架構合約及出版架構合約以讓本集團可獲得互聯網營運公司及出版營運公司的經濟利益及取得其實際控制權。

於二零一五年十二月十七日，鑑於本集團即將向獨立第三方出售原外商獨資企業，互聯網架構合約由本公司另一全資附屬公司福州鼎策文化傳播有限公司（「新外商獨資企業」或「福州鼎策」）代替原外商獨資企業承擔。隨著本集團出售其於原外商獨資企業的股權，本集團不再擁有出版架構合約或出版營運公司集團的權益。鑑於互聯網架構合約改由新外商獨資企業承擔，本集團繼續透過互聯網架構合約下的合約安排，將互聯網營運公司集團的財務業績合併入賬。



#### Internet Opco and Internet Opco Shareholders

Internet Opco is a limited liability company established under the laws of the PRC with a registered capital of RMB1 million and principally engaged in value-added telecommunication business, news websites, online publication services and printing of publications. Internet Opco Group holds a Permit for Internet Publication (互聯網出版許可證), an Operation Permit for Value-added Telecommunication Business (增值電信業務經營許可證) and an Operation Permit for News Publication Printing (新聞出版物印刷經營許可證).

The registered capital of Internet Opco is registered as to 60% in the name of Zheng Bo Ling ("Zheng") and 40% in the name of Xu Kai Ning ("Xu", and together with Zheng, collectively the "Internet Opco Shareholders").

#### Reasons for the entering into of the Internet Structured Contracts

The principal reasons for the entering into of the Internet Structured Contracts were (a) to establish a contractual position which allows the economic benefits of the businesses and operations of the Internet Opco Group to flow to the Group; (b) through the control of the right of nomination of directors of Internet Opco, to monitor, supervise and effectively control the business, operations and financial policies of the Internet Opco Group which in turn ensure due implementation of the Internet Structured Contracts; (c) to prevent any possible leakage of assets to the Internet Opco Shareholders; and (d) to enable the Group to acquire the equity interest of the Internet Opco at an agreed price, which was fixed as a matter of relatively nominal sums and being the lowest prices permissible under PRC law.

Save for the foreign investment restrictions described above, the contractual arrangements under the Internet Structured Contracts are not related to any other regulations or requirements.

#### 互聯網營運公司及互聯網營運公司股東

互聯網營運公司為根據中國法律成立的有限責任公司，註冊資本為人民幣1百萬元，主要從事增值電信業務、新聞網站、網絡出版服務和出版物印刷業務。互聯網營運公司集團持有互聯網出版許可證、增值電信業務經營許可證及新聞出版物印刷經營許可證。

互聯網營運公司的註冊資本中，60%以鄭柏齡（「鄭」）的名義註冊，而40%以許開寧（「許」）的名義註冊。鄭及許統稱為「互聯網營運公司股東」。

#### 訂立互聯網架構合約的理由

訂立互聯網架構合約的主要理由乃(a)確立一個合約地位，使互聯網營運公司集團業務及營運的經濟利益得以流入本集團；(b)透過控制互聯網營運公司董事的提名權，監控、監察及實際控制互聯網營運公司集團的業務、營運及財務政策，進而確保妥為實行互聯網架構合約；(c)防止有任何資產可能洩漏予互聯網營運公司股東的情況；及(d)使本集團可按協定價格（按相對名義款額釐定，即中國法律下允許的最低價格）購入互聯網營運公司的股權。

除上述外商投資限制外，互聯網架構合約下的合約安排與任何其他規例或規定無關。

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### Key terms of the Internet Structured Contracts

In the summary table below, we set out the current status and the key terms of the Internet Structured Contracts:

### 互聯網架構合約的主要條款

下表概列互聯網架構合約目前狀況及主要條款：

#### Loan Agreement 貸款協議

Date: 17 December 2015

日期：二零一五年十二月十七日

Parties: New Wfoe (as lender), Zheng and Xu (as borrowers)

訂約方：新外商獨資企業（作為貸款人），鄭及許（作為借款人）

Loan sum: RMB600,000 (for Zheng) and RMB400,000 (for Xu)

貸款額：人民幣600,000元（鄭）及人民幣400,000元（許）

Term: 10 years, automatically renewable for successive periods of 5 years unless terminated by notice by New Wfoe

年期：10年，除非被新外商獨資企業發出通知終止，否則自動續期每次5年

No early repayment: Each of Zheng and Xu is not permitted to repay any loan without prior written consent of New Wfoe.

不得提早還款：鄭及許均不得在未經新外商獨資企業事先書面同意下償還任何貸款。

#### Equity Pledge Agreement 股權質押協議

Date: 17 December 2015

日期：二零一五年十二月十七日

Parties: Zheng and Xu (as pledgors), New Wfoe (as pledgee), Internet Opco

訂約方：鄭及許（作為質押人），新外商獨資企業（作為承押人），互聯網營運公司

Pledged assets: 60% equity interest in Internet Opco (by Zheng), 40% equity interest in Internet Opco (by Xu)

質押資產：互聯網營運公司60%股權（由鄭質押），互聯網營運公司40%股權（由許質押）

Guaranteed obligations: To guarantee the repayment of the loans under the Loan Agreement and the payment of the service fees under the Service Agreement.

擔保責任：擔保償還貸款協議下的貸款及支付服務協議下的服務費。

Dividends: Pursuant to the Equity Pledge Agreement, New Wfoe is entitled to all of the benefits arising from the pledged equity interests including dividends.

股息：依據股權質押協議，新外商獨資企業有權取得所有已質押股權產生的利益（包括股息）。

**Voting Right Proxy  
Agreement**  
投票權代表委任協議

Date: 17 December 2015  
日期：二零一五年十二月十七日

Parties: Zheng and Xu (as appointers), New Wfoe (as appointee), Internet Opco  
訂約方：鄭及許（作為委任人），新外商獨資企業（作為獲委任人），互聯網營運公司

Power granted: Each of Zheng and Xu granted to New Wfoe and its designee(s) the power to exercise all relevant voting rights in Internet Opco including but not limited to those relating to: (i) the amendment of company constitution; (ii) the appointment, election or dismissal of the directors, supervisors or senior management; (iii) the transfer or disposal of all or part of the equity interest in Internet Opco; (iv) the increase or reduction of capital, other capital reorganization, dissolution or liquidation of Internet Opco; and (v) the right to inspect all documents and information of Internet Opco.

所授權力：鄭及許各自向新外商獨資企業及其指派者授出行使互聯網營運公司所有相關投票權的權力，包括但不限於與以下項目相關者：(i)修訂公司章程；(ii)委任、選舉或辭退董事、監事或高級管理層；(iii)轉讓或處置互聯網營運公司所有或部分股權；(iv)增加或削減互聯網營運公司的資本、其他股本重組、解散或清盤；及(v)查核互聯網營運公司所有文件及資料的權利。

Restriction on equity transfer: None of Zheng nor Xu may transfer all or any part of their equity interest in Internet Opco without the prior written consent of New Wfoe.

股權轉讓限制：鄭及許均不得在未經新外商獨資企業事先書面同意下轉讓彼等於互聯網營運公司的全部或任何部分股權。

**Exclusive Purchase  
Option Agreement**  
獨家選擇購買權協議

Date: 17 December 2015  
日期：二零一五年十二月十七日

Parties: Zheng and Xu (as grantors), New Wfoe (as grantee), Internet Opco  
訂約方：鄭及許（作為授權人），新外商獨資企業（作為承授人），互聯網營運公司

Option: Each of Zheng and Xu irrevocably granted to New Wfoe or its designee(s) an exclusive option to purchase, at any time if and when permitted under PRC laws, all or part of their equity interests in Internet Opco at the agreed price, being the higher of (i) RMB1 million; and (ii) the lowest price permissible under PRC laws.

選擇權：鄭及許各自不可撤回地向新外商獨資企業或其指派者授出獨家選擇購買權，以於中國法律允許的任何時間內按協定價格（即(i)人民幣1百萬元；及(ii)中國法律下允許的最低價格兩者中的較高者）購買彼等於互聯網營運公司的全部或任何部分股權。

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## 董事報告

**Service Agreement** Date: 17 December 2015  
**服務協議** 日期：二零一五年十二月十七日

Parties: New Wfoe (as consultant) and Internet Opco (as appointer)  
訂約方：新外商獨資企業（作為顧問）及互聯網營運公司（作為委任人）

Term: 10 years, automatically renewable for successive periods of 5 years unless terminated by notice by New Wfoe  
年期：10年，除非被新外商獨資企業發出通知終止，否則自動續期每次5年

Scope of services: New Wfoe agreed to provide to Internet Opco consulting services including (i) market research; (ii) business development and market consultation; (iii) consulting services in respect of labor matters; (iv) construction and maintenance of information networks and network security; (v) technical support for software and technology; and (vi) other services in relation to its business operations.

服務範圍：新外商獨資企業同意向互聯網營運公司提供諮詢服務，包括(i)市場研究；(ii)業務發展及市場諮詢；(iii)有關勞務的諮詢服務；(iv)建設及維護資訊網絡及網絡安全；(v)軟件及科技技術支援；及(vi)有關互聯網營運公司業務經營的其他服務。

Service fees: The service fees are according to the nature of the service content and time spent based on market price.

服務費：服務費按照服務內容性質及所費時間依照市價計算。

### Unwinding of the Structured Contracts

The Internet Structured Contract has not been unwound up to the date of this report. The Company does not intend to unwind any Internet Structured Contract unless and until the foreign investment restriction relating to ownership of the equity interest in Internet Opco is lifted. When the foreign investment restriction is lifted, the Company intends to exercise its exclusive purchase right under the Exclusive Purchase Option Agreement to acquire the entire equity interest in Internet Opco, so that the Company can control the Internet Opco Group through the direct shareholding relationship rather than through the Internet Structured Contracts.

### 撤銷架構合約

截至本報告日期，互聯網架構合約並未被撤銷。除非及直至與互聯網營運公司股權的擁有權有關的外商投資限制被撤銷，否則本公司無意撤銷互聯網架構合約。倘若外商投資限制被撤銷，本公司有意行使其於獨家選擇購買權協議下的獨家選擇購買權，收購互聯網營運公司的全部股權，致使本公司能夠透過直接持股關係而非互聯網架構合約控制互聯網營運公司集團。



### Accounting policies and financial information

The consolidated financial statements include the financial information of the Company, its subsidiaries, and structured entity where the Company is deemed the primary beneficiary. Fuzhou DingCe (a wholly owned subsidiary of the Company) entered into the Internet Structured Contracts with Beijing BaiChuanDuKe, whereby Fuzhou DingCe provides consulting services to Beijing BaiChuanDuKe and is entitled to (1) receive a substantial portion of the economic benefits from Beijing BaiChuanDuKe; (2) exercise effective control over Beijing BaiChuanDuKe, and (3) have an exclusive option to purchase all or part of the equity interests in Beijing BaiChuanDuKe when and to the extent permitted by the PRC laws. By virtue of the contractual arrangements under the Internet Structured Contracts, Beijing BaiChuanDuKe is a structured entity and deemed as a subsidiary of the Company under the requirements of IFRS 10 "Consolidated financial statements".

When assessing whether to combine a structured entity, the Group evaluates a range of factors, including whether (1) the activities of the structured entity are being conducted on behalf of the Group according to its specific business needs so that the Group obtains the benefits from the structured entity's operations, (2) the Group has decision-making powers to obtain the majority of the benefits, (3) the Group obtains the majority of the benefits of the activities of the structured entity, and (4) the Group retains the majority of the residual ownership risks related to the assets in order to obtain the benefits from its activities. The Group consolidates a structured entity if an assessment of the relevant factors indicates that it controls the structured entity. Based on the contractual arrangements under the Internet Structured Contracts, the Company consolidated the results, assets and liabilities of Beijing BaiChuanDuKe in the consolidated financial statements of the Group.

### 會計政策及財務資料

合併財務報表包括本公司、其附屬公司及本公司被視為首要受益人的結構性實體的財務資料。本公司全資附屬公司福州鼎策與北京百傳讀客訂立互聯網架構合約，據此，福州鼎策向北京百傳讀客提供諮詢服務，並有權(1)收取來自北京百傳讀客的絕大部分經濟利益；(2)對北京百傳讀客實施有效控制；及(3)擁有在中國法律允許的時間及範圍內購買北京百傳讀客全部或部分股權的獨家選擇權。憑藉互聯網架構合約下的合約安排，北京百傳讀客為結構性實體，且根據國際財務報告準則第10號「合併財務報表」的規定，北京百傳讀客被視為本公司的附屬公司。

當評估是否將結構性實體合併入賬時，本集團會評估多項因素，包括(1)結構性實體業務活動是否根據其特殊業務需要代表本集團進行，而本集團因此從結構性實體業務中獲利；(2)本集團是否擁有獲得大多數利益的決策權；(3)本集團是否獲得結構性實體業務活動的大多數利益；及(4)本集團是否保留大多數與資產有關的餘下擁有權風險以從其業務活動中獲利。倘評估相關因素後顯示其控制結構性實體，則本集團會將結構性實體合併入賬。基於互聯網架構合約下的合約安排，本公司將北京百傳讀客的業績、資產及負債於本集團的合併財務報表合併入賬。

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### 董事報告

PRC laws strictly prohibits foreign investment in, and ownership of, companies engaging in news websites and online publication services, and place significant restrictions on foreign investment in, and ownership of, companies engaging in the value-added telecommunication business (Chinese parties as controlling shareholders) and printing of publications (Chinese parties as controlling shareholders). The Company is considered as a foreign-invested enterprise, and is required to comply with the PRC laws and regulations applicable to foreign-invested enterprises. Due to such restrictions, the Company are not permitted to have and does not have direct ownership of any interest in Beijing BaiChuanDuKe as Beijing BaiChuanDuKe, together with its subsidiaries, holds a Permit for Internet Publication (互聯網出版許可證), an Operation Permit for Value-added Telecommunication Business (增值電信業務經營許可證) and an Operation Permit for News Publication Printing (新聞出版物印刷經營許可證). Instead, the Company conducts the above operations in China principally through contractual arrangements among its subsidiary Fuzhou DingCe on the one hand, and Beijing BaiChuanDuKe and its shareholders, on the other. These contractual arrangements permit the financial results of Beijing BaiChuanDuKe to be consolidated with and effectively all of the economic benefits of its business to be transferred to Fuzhou DingCe. The contractual arrangement is not related to any regulations other than the restriction on foreign investment.

中國法律嚴格禁止外商投資及擁有從事新聞網站、網絡出版服務公司，亦嚴格限制外商投資及擁有從事增值電信業務(中方控股)及出版物印刷(中方控股)公司。本公司被視為外商投資企業，須遵守適用於外商投資企業的中國法律法規。由於該等限制，而北京百傳讀客及其附屬公司持有互聯網出版許可證、增值電信業務經營許可證及新聞出版物印刷經營許可證，故本公司不得亦並無直接擁有北京百傳讀客的任何權益。因此，本公司主要透過附屬公司福州鼎策作為一方與北京百傳讀客以及其股東作為另一方訂立合約安排在中國經營上述業務。該等合約安排使得北京百傳讀客的財務業績與福州鼎策合併，並且實際上其業務的所有的經濟利益均能由此轉移至福州鼎策。合約安排並非與外資進入限制以外的規定相關。

For the years ended 31 December 2017, revenue generated from the printing and online services businesses through Beijing BaiChuanDuKe was RMB4.6 million and nil (2016: RMB4.1 million and nil) respectively, which accounted for 10.5% and 0% of total revenue (2016: 7.1% and 0%) of the total revenue; and the assets of Beijing BaiChuanDuke and the relevant businesses amounted to RMB34.7 million (2016: RMB32.6 million). As Beijing BaiChuanDuke and the relevant businesses have not contributed any significant profit to the Group in the past, Beijing BaiChuanDuke and the relevant businesses were insignificant to the Group respectively, of total revenue. The Company relied on and expects to continue to rely on contractual arrangements with Beijing BaiChuanDuKe and its shareholders to operate the printing and online services business components in China. The PRC legal advisor has advised the Company that the contractual arrangements are in compliance with and enforceable under the relevant PRC laws. However, there exist uncertainties regarding the interpretation and application of PRC laws and regulations regarding the performance and enforcement of such contractual arrangements. As such, there can be no assurance that the relevant PRC regulatory authorities will not, in the future, determine that the contractual arrangements are in breach of applicable PRC laws. If the contractual arrangements are found to be in breach of any existing or future PRC laws, the relevant PRC regulatory authorities would have broad discretion in dealing with such violations, including revoking the business and operating licenses held by Beijing BaiChuanDuKe, restricting or prohibiting any transactions between the Company and Beijing BaiChuanDuKe, imposing penalties or other requirements with which the Company may not be able to comply, or requiring the Company to restructure the relevant ownership, control or operating structure of the Company or its business. The imposition of any of these penalties or requirements could result in a material and adverse effect on its business, and could even result in us being required to cease the printing and online services businesses completely.

截至二零一七年十二月三十一日止年度，透過北京百傳讀客進行的印刷及網絡服務業務所得收入分別為人民幣4.6百萬元及無（二零一六年：人民幣4.1百萬元及無），分別佔收入總額的10.5%及0%（二零一六年：7.1%及0%）；北京百傳讀客及相關業務的資產為人民幣34.7百萬元（二零一六年：人民幣32.6百萬元）。由於過往北京百傳讀客及相關業務對集團並未有重大盈利的貢獻，北京百傳讀客及相關業務對本集團的重要性低。本公司一貫依賴並預期將繼續依賴與北京百傳讀客以及其股東訂立的合約安排，以經營在中國的印刷及網絡服務業務部分。中國法律顧問告知本公司，合約安排符合相關中國法律，可根據相關中國法律強制執行。然而，中國法律法規有關履行及強制執行相關合約安排的詮釋及應用方面存在不確定因素。因此，無法保證中國有關監管機關日後不會認定該等合約安排違反有關適用中國法律。倘若合約安排被發現違反中國的任何現行法律或日後通過的法律，則相關中國監管機關處理有關違法情況時將擁有高度自由裁量權，包括吊銷北京百傳讀客所持有的營業及經營執照、限制或禁止本公司與北京百傳讀客進行任何交易、徵收罰款或施加本公司可能無法遵守的其他要求，或要求本公司重組本公司或其業務的相關擁有權、控制權或經營架構。該等懲罰或要求可能對本公司的業務構成重大不利影響，甚至可能導致本公司須完全中止印刷及網絡服務業務。

## DIRECTORS' REPORT

### 董事報告

In addition to the possibility of administrative penalties or other requirements being imposed upon us due to the relationships with Beijing BaiChuanDuKe and its shareholders, the Company may not be able to effectively enforce such contractual relationships in a cost-effective manner or at all. Under the current contractual arrangements, if Beijing BaiChuanDuKe or any of their shareholders fails to perform their respective obligations under these contractual arrangements, or are required to incur substantial costs to do so, the Company may be forced to incur substantial costs and resources to enforce such arrangements or to rely on PRC law to obtain remedies, including specific performance or damages, and we may not be successful in obtaining such remedies or obtaining such remedies might be cost prohibitive. In the event the Company is unable to enforce these contractual arrangements, its business, financial condition and results of operations may be materially and adversely affected.

Fuzhou ShiFang Printing Co., Ltd., Kunming HanDing Printing Technology Consulting Co., Ltd. and Guizhou ShiFang Printing Co., Ltd, which are subsidiaries of Beijing BaiChuanDuKe, currently hold Operation Permits for News Publication Printing (新聞出版物印刷經營許可證). Xiamen DuKe Information Science & Technology Co., Ltd., a subsidiary of Beijing BaiChuanDuKe, currently holds a Permit for Internet Publication (互聯網出版許可證) and a Operation Permit for Value-added Telecommunication Business (增值電信業務經營許可證) for the operation of www.duk.cn. Pursuant to the Catalogue of Industries for Guiding Foreign Investment (外商投資產業指導目錄) jointly promulgated by NDRC and MOFCOM on 31 October 2007 (with subsequent revisions, the latest being the version that came into effect on 10 April 2015), news websites and online publication services are classified as industries in which foreign investors are prohibited from investing, and value-added telecommunication business (Chinese parties as controlling shareholders) and printing of publications (Chinese parties as controlling shareholders) is classified as an industry in which foreign investors are restricted from investing. These views have been confirmed by our PRC legal advisor.

除本公司可能因與北京百傳讀客及其股東的關係而被處以行政處分或施加其他要求外，本公司亦可能無法以符合成本效益的方式有效強制執行該等合約關係，或根本無法強制執行合約關係。根據現行合約安排，倘北京百傳讀客或其任何股東無法履行各自於該等合約安排下的責任，或須支付巨額成本方能履行有關責任，則本公司可能被迫付出巨額成本及資源以強制執行有關安排或依賴中國法律獲得補救措施，包括尋求特定的履約或損害賠償，而本公司未必能成功獲得該類補救措施，或本公司可能須付出高昂成本方可獲得該類補救措施。倘本公司無法強制執行該等合約安排，則本公司的業務、財務狀況及營運業績可能受到重大不利影響。

福州十方印務有限公司、昆明漢鼎印刷技術諮詢有限公司及貴州十方印務有限公司（為北京百傳讀客的附屬公司）目前持有新聞出版物印刷經營許可證。廈門讀客信息科技有限公司（為北京百傳讀客的附屬公司）目前持有經營讀客網（www.duk.cn）的互聯網出版許可證和增值電信業務經營許可證。依據國家發改委及商務部於二零零七年十月三十一日共同頒佈的《外商投資產業指導目錄》（其後已作修訂，最新版本於二零一五年四月十日生效），新聞網站、網絡出版服務是外國投資者被禁止投資的產業，而增值電信業務（中方控股）及出版物印刷（中方控股）是限制外商投資經營的產業。此等意見已獲中國法律顧問確認。



The Directors believe that the Company's structure whereby Beijing BaiChuanDuKe's financial results are consolidated into the Company's financial statements as if it was a wholly-owned subsidiary and the flow of economic benefits from its business to the Company, places the Group in a special position in relation to the connected transactions rules. Accordingly, notwithstanding that the transactions contemplated under the Structure Contracts technically constitute continuing connected transactions for the purposes of Chapter 14A of the Listing Rules, the Directors consider that it would be unduly burdensome and impracticable and would impose unnecessary administrative costs on us to be subject to strict compliance with the requirements set out under Chapter 14A of the Listing Rules in respect of these continuing connected transactions.

Pursuant to the Listing Rules, in relation to the transactions regarding Beijing BaiChuanDuKe, the Company has applied for and the Stock Exchange has granted a waiver from strict compliance with the reporting, announcement, independent shareholders' approval, annual cap and agreements with fixed term of no more than three years requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions under the Structure Contracts for so long as the Shares are listed on the Stock Exchange.

In accordance with the relevant Structured Contracts, no dividends or other distributions has been made by Beijing BaiChuanDuKe to their shareholders.

董事相信本公司的架構（據此，北京百傳讀客的財務業績將於本公司的財務報表內合併入賬，猶如其為本公司的全資附屬公司，且其業務的經濟利益流入本公司），使本集團處於關連交易規則的特殊位置。因此，儘管根據架構合約擬進行的交易技術上構成上市規則第十四A章項下的持續關連交易，惟董事認為就該等持續關連交易嚴格遵守上市規則第十四A章所載的規定會構成不必要的繁重負擔及不可行，並會為本公司帶來不必要的行政費用。

依據上市規則，本公司已就有關北京百傳讀客的交易向聯交所申請於股份在聯交所上市期間豁免嚴格遵守上市規則第十四A章下有關架構合約下的持續關連交易的申報、公告、獨立股東批准、年度上限及協議固定年期不得超過三年的規定，並已獲聯交所批准。

按照相關架構合約，北京百傳讀客並無向其股東派發股息或作出其他分派。

## DIRECTORS' REPORT

### 董事報告

The independent non-executive Directors have reviewed the Structure Contracts and the above continuing connected transactions. In the opinion of the independent non-executive Directors:

- (i) the continuing connected transactions carried out during the year are in the ordinary and usual course of business of the Group and have been entered into in accordance with the relevant provisions of the Structure Contracts so that the revenue generated by Beijing BaiChuanDuKe and the subsidiaries of the Company have been mainly retained by the Group;
- (ii) the continuing connected transactions were entered into either (a) on normal commercial terms; or (b) where there is no available comparison, on terms that are no less favourable to the Group than terms to or from independent third parties;
- (iii) no dividends or other distributions have been made by Beijing BaiChuanDuKe to their shareholders; and
- (iv) any new Structure Contracts entered into, renewed or reproduced between Beijing BaiChuanDuKe and the Company during the relevant financial period are fair and reasonable, or advantageous, so far as the Company are concerned and in the interests of our shareholders as a whole.

獨立非執行董事已審閱架構合約及上述持續關連交易。獨立非執行董事認為：

- (i) 年內進行的持續關連交易乃於本集團日常及一般業務過程中訂立，並遵照架構合約有關規定而訂立，故北京百傳讀客與本公司的附屬公司產生的收入主要撥歸本集團；
- (ii) 持續關連交易乃(a)按正常商業條款；或(b)（倘無條款可作比較）按不遜於本集團給予或來自獨立第三方的條款訂立；
- (iii) 北京百傳讀客並無向其股東派發股息或作出其他分派；及
- (iv) 於有關財政期間內，北京百傳讀客與本公司訂立、續簽或重訂的任何新架構合約對本公司而言是公平合理或有利，且符合股東整體利益。

Other than disclosed above, there was no other transaction which needs to be disclosed as connected transaction in accordance with the requirements of the Listing Rules during the twelve months ended 31 December 2017.

Pursuant to Rule 14A.56 of the Listing Rules, the Board engaged PricewaterhouseCoopers, the auditor of the Company, to report on the continuing connected transactions of the Group in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. PricewaterhouseCoopers has reported the results and their work to the Board, confirming that the transaction has received the approval of the Directors, has been entered into in accordance with the relevant Structured Contracts and that no dividends or other distributions has been made by Beijing BaiChuanDuKe to its shareholders.

#### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

除上文所披露者外，於截至二零一七年十二月三十一日止十二個月，並無其他交易須按照上市規則規定披露為關連交易。

依據上市規則第14A.56條，董事會已委聘本公司核數師羅兵咸永道會計師事務所根據香港會計師公會頒佈的香港鑒證業務準則第3000號（修訂）「歷史財務資料審計或審閱以外的鑒證業務」，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易作出報告。羅兵咸永道會計師事務所已向董事會匯報有關結果及彼等的工作，並確認交易已獲董事批准，已根據相關架構合約進行以及北京百傳讀客概無向其股東派發股息或作出其他分派。

#### 公眾持股量充足程度

依照本公司可公開獲得的資料及就董事所知，於本報告日期，本公司已發行股本總額最少25%由公眾人士持有。

# DIRECTORS' REPORT

## 董事報告

### RELATIONSHIP WITH STAKEHOLDER

The Group is committed to operate in a sustainable manner while balancing the interests of its various stakeholders including customers, suppliers and employees. Through regular stakeholder engagement via different channels, the stakeholders are encouraged to give their opinions regarding the environmental, social and governance policies of the Group.

This includes providing quality services to customers, developing effective and mutual beneficial working relationships with its suppliers, and offering competitive remuneration package with safety working environments to employees.

The details of environmental, social and governance policies and performance of the Group will be disclosed in a standalone Environmental, Social and Governance Report, which is available on the Company's website ([www.shifangholding.com](http://www.shifangholding.com)) and on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

### AUDITOR

The consolidated financial statements have been audited by PricewaterhouseCoopers who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

ON BEHALF OF THE BOARD

**Siuming Tsui**

*Executive Director (Chief Executive Officer)*

Hong Kong

28 March 2018

### 與持份者的關係

本集團致力以可持續方式經營，同時平衡各持份者（包括客戶、供應商及僱員）的利益。本集團透過定期從不同渠道接觸持份者，鼓勵彼等就本集團的環境、社會及管治政策提供意見。

此等舉措包括為客戶提供優質服務，與供應商建立有效率且互惠互利的合作關係，以及為僱員提供具競爭力的薪酬待遇及安全的工作環境。

本集團環境、社會及管治的政策及表現詳情將於本集團的獨立環境、社會及管治報告中披露，而該報告可於本公司網站（[www.shifangholding.com](http://www.shifangholding.com)）及聯交所網站（[www.hkexnews.hk](http://www.hkexnews.hk)）閱覽。

### 核數師

羅兵咸永道會計師事務所已審核合併財務報表。羅兵咸永道會計師事務所將於本公司應屆股東週年大會上任滿告退，惟合資格並願意於會上獲續聘。

代表董事會

*執行董事（行政總裁）*

徐小明

香港

二零一八年三月二十八日



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE CODE

The Company recognises the importance and value of achieving high standards of corporate governance practices. The Board believes that good corporate governance is an essential element in maintaining and promoting shareholder value and investor confidence.

The Company has adopted the principles and complied with the former and revised code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as its own code of corporate governance since the date of the listing of the shares of the Company on the Main Board of the Stock Exchange on 3 December, 2010, which shall also be revised from time to time in accordance with the Listing Rules. Save as disclosed below, the Board considers the Company has complied with the code provisions as set out in the CG Code.

Apart from the corporate governance aspect, which will be further discussed in this report below, the Company has prepared and published its first environmental, social and governance report (the “ESG Report”) in accordance with the Environmental, Social and Governance Reporting Guide contained in Appendix 27 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”), which sets out information regarding the period from 1 January to 31 December 2017, which is available on the Company’s website ([www.shifangholding.com](http://www.shifangholding.com)) and on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)).

Set out below the corporate governance principles and the practices adopted and observed by the Company during the year ended 31 December 2017.

### 企業管治守則

本公司深明達致高水平企業管治常規的重要性及價值。董事會相信良好企業管治乃維持及提升股東價值與投資者信心的要素。

自本公司股份於聯交所主板上市日期二零一零年十二月三日起，本公司一直採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載先前及經修訂企業管治守則（「企業管治守則」）的原則，並遵守該守則的守則條文，作為本身的企業管治守則，而本公司亦須按照上市規則不時修訂此守則。除下文所披露者外，董事會認為本公司已遵守企業管治守則所載的守則條文。

除將於本報告下文進一步討論的企業管治層面外，本公司已按照香港聯合交易所有限公司證券上市規則（「上市規則」）附錄二十七所載的環境、社會及管治報告指引編製及刊發其首份環境、社會及管治報告，當中載有關於二零一七年一月一日至十二月三十一日期間的資料。環境、社會及管治報告可於本公司網站（[www.shifangholding.com](http://www.shifangholding.com)）及聯交所網站（[www.hkexnews.hk](http://www.hkexnews.hk)）閱覽。

下文載列本公司於截至二零一七年十二月三十一日止年度採納及遵循的企業管治原則及常規。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Code Provision A.2.1

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The Board met regularly in the year 2017 to consider and review the major and appropriate issues which may have affected the operations of the Company arising from the overlap of chairman and CEO and/or the vacancy of chairmanship. As such, the Board considers that the sufficient measures had been taken, and that either the overlap of chairman and CEO and/or the vacancy of chairmanship should not impair the balance of power and authority between the Board and the management.

### Code Provision E.1.2

Under code provision E.1.2 of the CG Code, the chairman of the Board should attend the annual general meeting.

The Board has invited Mr. Chen Zhi, an executive director and ex-chairman of the Company to act as the chairman of the annual general meeting of the Company which was held on 25 May 2017, as the position of the chairman of the Company has been vacated since 1 April 2016. The Board considered that Mr. Chen Zhi was the appropriate person to answer questions, if any, from shareholders at the annual general meeting.

### 守則條文A.2.1

根據企業管治守則的守則條文A.2.1，主席與行政總裁的角色應有區分，並不應由一人同時兼任。

董事會於二零一七年定期舉行會議，考慮及審議主席及首席執行官角色重疊及／或主席職位懸空可能影響本公司經營的重大及合適議題。因此，董事會認為已採取足夠措施，且主席及首席執行官角色重疊及／或主席職位懸空不會使董事會與管理層之間的權力及授權失衡。

### 守則條文E.1.2

根據企業管治守則的守則條文E.1.2，董事會主席應出席股東週年大會。

由於本公司主席的職位自二零一六年四月一日以來一直懸空，故董事會已邀請本公司執行董事及前主席陳志先生擔任於二零一七年五月二十五日舉行的本公司股東週年大會的主席。董事會認為陳志先生是於股東週年大會上回答股東提問（如有）的適當人選。

### THE BOARD

The Board provides effective and responsible leadership for the Company in setting the strategic decision and overseeing the Company's overall operations. The Board meets regularly and each Director has to make decisions objectively in the best interests of the Company and its shareholders.

#### Board Composition

At the date of this report, the Board comprises 8 Directors, 3 of whom are executive Directors and 2 of whom are non-executive Directors and 3 of whom are independent non-executive Directors. The Composition of the Board is well balanced with each Director having extensive knowledge, experience and expertise relevant to the business operations and development of the Group. The biographies of all Directors are set out on pages 25 to 29 of this annual report. Save as disclosed in this annual report, none of the Directors has any other financial, business, family or other material or relevant relationships among members of the Board.

The Company has adopted the Board Diversity Policy in March 2014. The policy sets out the approach to achieve diversity on the Board of the Company which includes but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional experience. The Nomination Committee made an annual review on the structure, size and composition of the Board and where appropriate, made recommendations on changes to the Board that are relevant to the Company's business growth.

### 董事會

董事會負責有效領導本公司，制訂策略及監督本公司整體營運。董事會定期舉行會議，各董事須以本公司及其股東的最佳利益為依歸，客觀地作出決策。

#### 董事會組成

於本報告日期，董事會成員包括八名董事，三名為執行董事，兩名為非執行董事，其餘三名為獨立非執行董事。董事會的組成均衡，各董事均具備與本集團業務營運及發展相關的豐富知識、經驗及專長。各董事的履歷載於本年報第25至29頁。除本年報所披露者外，概無董事與董事會成員擁有任何其他財務、業務、家族或其他重大或相關關係。

本公司已於二零一四年三月採納董事會多元政策，制訂實現本公司董事會多元化的方針，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及地區經驗。提名委員會將每年檢討董事會的架構、規模及組成，並在適當時候就本公司的業務發展提供改變董事會的推薦建議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Chairman and Chief Executive Officer

Under Code provision A.2.1 of the CG Code, the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual.

Mr. Chen Zhi acted as the chairman and chief executive officer (CEO) of the Company until (a) Mr. Siuming Tsui was appointed as the CEO of the Company on 29 January 2016; and (b) Mr. Shi Jianxiang was appointed as the chairman of the Company on 25 February 2016. Subsequently, on 1 April 2016, Mr. Shi Jianxiang resigned as the chairman and a director of the Company and since then the position of the chairman of the Company was vacated. The Company is identifying suitable candidate to fill the vacancy of chairman.

The Board met regularly to consider and review the major and appropriate issues which may affect the operations of the Company arising from the overlap of Chairman and CEO and/or the vacancy of chairmanship. As such, the Board considers that the sufficient measures had been taken and that either the overlap of chairman and CEO and/or the vacancy of chairmanship should not impair the balance of power and authority between the Board and the management.

### Independent Non-executive Directors

In compliance with Rule 3.10(1) of the Listing Rules, the Company has appointed three independent non-executive Directors representing more than one-third of the Board. The Company has received from each of its independent non-executive Directors the written confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Board, based on such confirmation, considers all independent non-executive Directors independent.

### 主席及行政總裁

根據企業管治守則的守則條文A.2.1，主席與行政總裁的角色應有區分，並不應由一人同時兼任。

陳志先生擔任本公司主席及首席執行官，直至(a)徐小明先生於二零一六年一月二十九日獲委任為本公司的行政總裁；及(b)施建祥先生於二零一六年二月二十五日獲委任為本公司的主席為止。其後，施建祥先生於二零一六年四月一日辭任本公司主席及董事等職位，此後本公司主席職位一直懸空。本公司現正物色合適人選填補主席空缺。

董事會定期舉行會議，考慮及審議主席及行政總裁角色重疊及／或主席職位懸空可能影響本公司經營的重大及合適議題。因此，董事會認為已採取足夠措施，且主席及行政總裁角色重疊及／或主席職位懸空應不會使董事會與管理層之間的權力及授權失衡。

### 獨立非執行董事

本公司已遵守上市規則第3.10(1)條，委任三名獨立非執行董事，佔董事會人數三分之一以上。本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性發出的書面確認。基於有關確認，董事會認為全體獨立非執行董事均屬獨立人士。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Board Proceedings

The Company will hold at least four board meetings at approximately quarterly intervals and will also meet at such other times when necessary. Formal agenda of all Board meetings are distributed to the Directors for comments and approval, generally, at least 14 days before the meetings. Adequate time and sufficient resources will be provided to all Directors to discharge their duties at which the Directors actively participate and hold informed discussions. All minutes of Board meetings will be recorded in sufficient detail the matters considered by the Board and decisions reached.

During the period under review, the Board convened 1 shareholders' general meeting, 8 board meetings, 4 Audit Committee meetings, 1 Remuneration Committee meeting and 1 Nomination Committee meeting respectively. The attendance of individual Directors at general meetings and meetings of the Board, Audit Committee, Remuneration Committee and Nomination Committee is as follows:

### 董事會程序

本公司將最少舉行四次董事會會議，約每季舉行一次，有需要時亦會於其他時間舉行會議。所有董事會會議的正式議程一般於會議前最少十四日分發予董事，以供發表意見及批准。各董事將獲賦予足夠時間及充足資源履行其職務，而董事須積極參與並於知情情況下進行討論。董事會會議所有會議紀錄將充分詳細記錄董事會審議的議題及作出的決策。

於回顧期間，董事會分別曾召開一次股東大會、八次董事會會議、四次審核委員會會議、一次薪酬委員會會議及一次提名委員會會議。董事於股東大會以及董事會、審核委員會、薪酬委員會及提名委員會各會議的出席率如下：

		Shareholders' general meeting 股東大會	Meeting attended/held 出席/舉行會議次數			
			Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
<b>Executive Directors</b>	<b>執行董事</b>					
Siuming Tsui ( <i>Chief Executive Officer</i> )	徐小明 (行政總裁)	1	8	N/A 不適用	1	1
Chen Zhi	陳志	1	8	N/A 不適用	N/A 不適用	N/A 不適用
Yu Shi Quan ( <i>Chief Financial Officer</i> )	余詩權 (首席財務官)	1	8	N/A 不適用	N/A 不適用	N/A 不適用
<b>Non-executive Directors</b>	<b>非執行董事</b>					
Chen Wei Dong	陳偉東	1	8	N/A 不適用	N/A 不適用	N/A 不適用
Chen Min	陳敏	1	8	N/A 不適用	N/A 不適用	N/A 不適用
<b>Independent Non-executive Directors</b>	<b>獨立非執行董事</b>					
Wong Heung Ming, Henry	黃向明	1	8	4	1	1
Zhou Chang Ren	周昌仁	-	8	4	1	N/A 不適用
Cai Jian Quan	蔡建權	-	8	4	N/A 不適用	1

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

All the Directors have access to relevant and timely information. They also have access to the advice and services of the company secretary of the Company, who is responsible for providing the Directors with Board papers and related materials. Where queries are raised by the Directors, prompt and full responses will be given if possible.

Should a potential conflict of interest involving a substantial shareholder of the Company or a Director arise, the matter will be discussed in a physical Board meeting, as opposed to being dealt with by a written resolution. Independent Non-Executive Directors with no conflict of interest will be present at meetings dealing with such conflict issues.

Independent Non-Executive Directors are identified in all corporate communications containing the names of the Directors. An updated list of the Directors identifying the Independent Non-Executive Directors and the roles and functions of the Directors is maintained on the website of the Company and the website of the Stock Exchange.

### Roles and responsibilities of the Board

The Board is collectively responsible for promoting the success and interest of the Group through its leadership and supervision. The principal tasks of the Board are to:

- (i) provide entrepreneurial leadership for the Company with a framework of prudent and effective controls which enables risks to be assessed and managed;
- (ii) set the Company's strategic aims, ensuring that the necessary financial and human resources are in place for the Company to meet its objectives and review its management performance; and
- (iii) set the Company's values and standards and ensure that its obligations to its shareholders and others are understood and met.

所有董事可獲得相關及適時的資料。彼等亦可獲得本公司的公司秘書提供的意見及服務，公司秘書負責向董事提供董事會文件及有關材料。倘董事提出問題，本公司會在可能情況下儘快作出詳盡回應。

倘出現涉及本公司主要股東或董事的潛在利益衝突，有關事宜將於實際董事會會議上討論，而不會透過提呈書面決議案處理。並無涉及利益衝突的獨立非執行董事將會出席會議，處理有關衝突事宜。

所有載有董事姓名的公司通訊均會列出獨立非執行董事的身份。列有獨立非執行董事身份以及董事角色及職能的最新董事名單載於本公司網站及聯交所網站。

### 董事會的角色及責任

董事會通過領導及監督，集體負責推動本集團的成功及增進其利益。董事會的主要工作為：

- (i) 以審慎有效的監控架構為本公司提供企業領導，令風險得以評估及管理；
- (ii) 制定本公司的策略目標，確保所需財務及人力資源配置得宜，令本公司可達成其目標及檢討其管理層的表現；及
- (iii) 訂定本公司的價值及標準，確保可了解及履行其對股東及其他人士的責任。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

No event or condition of material uncertainties was found that may cast significant doubt about the Company's ability to continue as a going concern during the period under review. The Directors were responsible for the preparation and the true and fair presentation of the financial statements of the Company, in all material respects, in accordance with applicable regulatory requirements.

### Skills, knowledge, experience and attributes of Directors

All Directors of the Board served in office during the period under review. Every Director commits to give sufficient time and attention to the affairs of the Company. The Directors also demonstrate their understanding and commit to high standards of corporate governance. The Executive Director brings his perspectives to the Board through his deep understanding of the Group's business. The Non-Executive Directors and the Independent Non-Executive Directors contribute their own skills and experience, understanding of local and global economies, and knowledge of capital markets to the Group's business. The Company is responsible for arranging and funding suitable continuous professional development programmes for all Directors to hone and refresh their knowledge and skills.

### Induction and training

Each newly appointed Director, executive or non-executive, is required to undertake an induction program to ensure that he has a proper understanding of his duties and responsibilities. The induction program includes an overview of the Group's business operation and governance policies, the Board meetings' procedures, matters reserved to the Board, an introduction of the Board committees, the Directors' responsibilities and duties, relevant regulatory requirements, review(s) of minutes of the Board and Board committees in the past 12 months, and briefings with senior officers of the Group and site visits (if necessary).

於回顧期間並無發現有任何重大不明朗事件或情況，可導致本公司能否持續經營嚴重成疑。董事有責任根據適用監管規定，編製及在各重大方面真實而公平地呈列本公司的財務報表。

### 董事技能、知識、經驗及特性

董事會所有董事於回顧期間在任。各董事承諾投放足夠時間及注意力處理本公司事務。董事亦表明了解並致力維持高水平的企業管治。執行董事透過對本集團業務的深入了解將其視野帶入董事會。非執行董事及獨立非執行董事則因應本身的技能及經驗、對本地及全球經濟的了解以及對資本市場的認識，為本集團業務作出貢獻。本公司有責任為所有董事安排及出資提供合適的持續專業發展課程，以增進及更新彼等的知識及技能。

### 就職與培訓

各新任執行或非執行董事須參與就職計劃，以確保對其職責及責任有正確理解。就職計劃包括本集團業務營運及管治政策概覽、董事會會議程序、保留予董事會決策的事項、董事委員會簡介、董事責任及職責、有關監管規定、過往十二個月董事會及董事委員會的會議紀錄回顧以及本集團高級管理人員簡報與實地考察（如有需要）。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Pursuant to the Code Provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure their contribution to the Board remains informed and relevant. During the year, all Directors had participated in appropriate continuous professional development activities by ways of attending training and/or reading materials relevant to the Company's business or to the Directors' duties and responsibilities. In addition, all Directors have been updated on the latest development regarding the Listing Rules and other applicable regulatory requirement to ensure compliance and enhance their awareness of good corporate governance practices. A summary of training received by Directors for the year ended 31 December 2017 according to the records provided by the Directors is as follow:

根據企業管治守則的守則條文A.6.5，所有董事應參與持續專業發展，發展並更新其知識及技能，以確保其在具備全面資訊及切合所需的情況下對董事會作出貢獻。本年度內，所有董事已透過參加培訓及／或閱讀有關本公司業務或董事職責及責任的材料參與適當的持續專業發展活動。此外，所有董事已獲提供關於上市規則及其他適用監管規定的最新發展資料，以確保遵守及提升彼等對良好企業管治常規的認知。按照董事提供的紀錄，董事於截至二零一七年十二月三十一日止年度接受的培訓概要如下：

**Training on  
corporate  
governance,  
regulatory  
development and  
other relevant topics**  
有關企業管治、  
監管發展及  
其他相關課題的培訓

Director	董事	
<b>Executive:</b>		
Siuming Tsui, <i>CEO</i>	徐小明 ( <i>行政總裁</i> )	✓
Chen Zhi	陳志	✓
Yu Shi Quan	余詩權	✓
<b>Non-executive:</b>		
Chen Wei Dong	陳偉東	✓
Chen Min	陳敏	✓
<b>Independent Non-executive:</b>		
Wong Heung Ming, Henry	黃向明	✓
Zhon Chang Ren	周昌仁	✓
Cai Jian Quan	蔡建權	✓



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Directors' and officers' liability insurance and indemnity

The Company has arranged appropriate liability insurance to indemnify its Directors and officers in respect of legal actions against the Directors. Throughout 2017 no claim had been made against the Directors and the officers of the Company.

### Appointment and Re-election of Directors

Each of the executive Directors (save for Mr. Siuming Tsui) and non-executive Directors has entered into a service contract with the Company for a term of three years, which may be terminated by not less than six months' (in case of executive Directors) and by not less than one month's (in case of non-executive Directors) notice in writing served by either party on the other. Mr. Siuming Tsui has entered into a service contract with the Company for a term of 3 years, which may be terminated by (i) the director giving to the Company not less than six months' written notice between 1 October 2016 and 30 September 2019, or not less than three months' written notice thereafter, or (ii) the Company giving not less than twelve months' written notice between 1 October 2016 and 30 September 2019, or not less than three months' written notice thereafter. The independent non-executive Directors have been appointed for a term of three years and shall be terminable by either party giving not less than one month prior notice in writing. The Directors have power at any time and from time to time to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next annual general meeting of our Company and shall then be eligible for re-election at that meeting. In accordance with the Articles of the Company, at every annual general meeting of the Company, one-third of the Directors for the time being or, if the number is not three or a multiple of three, then the number nearest to, but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

### 董事及高級職員的責任保險及彌償保證

本公司已安排適當責任保險，以就針對董事的法律訴訟向董事及高級職員作出彌償保證。於二零一七年全年，並無任何人士向本公司董事及高級職員提出索償。

### 委任及重選董事

各執行董事（徐小明先生除外）及非執行董事已與本公司訂立服務合約，為期三年，可由任何一方向另一方發出不少於六個月（就執行董事而言）及不少於一個月（就非執行董事而言）的書面通知而終止。徐小明先生已經與本公司訂立一份服務合約，為期三年，可(i)由該董事於二零一六年十月一日至二零一九年九月三十日期間向本公司發出不少於六個月的書面通知，或於上述期間後發出不少於三個月的書面通知終止；或(ii)由本公司於二零一六年十月一日至二零一九年九月三十日期間向該董事發出不少於十二個月的書面通知，或於上述期間後發出不少於三個月的書面通知終止。獨立非執行董事委任年期為三年，可由任何一方發出不少於一個月的事先書面通知而終止。董事有權隨時及不時委任任何人士出任董事，以填補臨時空缺或出任新增的董事職位。按上述方式委任的董事，任期將於本公司下屆股東週年大會舉行時屆滿，屆時符合資格可於會上重選連任。根據本公司細則，於本公司每年的股東週年大會上，三分之一在任董事，或倘董事人數並非三位或三的倍數，則最接近但不少於三分之一的董事須輪席告退，惟每名董事（包括按特定任期獲委任的董事）均須最少每三年輪席告退一次。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Relationships and associations among the Directors

Ms. Chen Min is the sister of Mr. Chen Zhi. Save as disclosed, there was no relationship between members of the Board (including financial, business, family or other material/relevant relationship(s)).

### Company secretary

The company secretary of the Company (the “Company Secretary”) is responsible for keeping detailed minutes of each meeting of the Board or the Board committees including any dissenting views expressed by the Directors, which should be made available to all Directors for inspection. She is also responsible for ensuring that the Board procedures comply with all applicable laws, rules and regulations and advising the Board on corporate governance matters. All agenda, relevant materials and document are required to be sent out at least 3 days prior to the intended dates of the Board meetings or meetings of the Board committees. It is the responsibility of the Company Secretary to send the draft minutes of the meetings of the Board or the Board committees to all Directors for comments within a reasonable time after the aforesaid meetings. Final versions of minutes of meetings of the Board or the Board committees are also required to be sent to all Directors for record. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures and all applicable laws are followed.

Moreover, the Company Secretary is responsible for keeping all Directors updated on the Listing Rules, regulatory requirements, as well as internal codes of conduct of the Company.

During the Year, the Company Secretary had confirmed that she had taken no less than 15 hours of relevant professional training.

### 董事間之關係及聯繫

陳敏女士為陳志先生的胞妹。除已披露者外，董事會成員間並無任何關係（包括財務、業務、家族或其他重大／相關關係）。

### 公司秘書

本公司的公司秘書（「公司秘書」）負責保存各董事會會議或董事委員會會議的詳細會議紀錄，當中包括董事發表的任何相反意見。有關會議紀錄應可供全體董事查閱。彼亦負責確保董事會程序符合所有適用法律、規則及規例，以及就企業管治事宜向董事會提供意見。所有會議議程、有關資料及文件至少須於董事會或董事委員會會議預定舉行日期前3天發出。公司秘書有責任於上述會議結束後，在合理時間內將董事會或董事委員會會議的會議紀錄初稿提交予全體董事，讓董事給予意見，而董事會或董事委員會會議紀錄定稿亦須交予全體董事備存。所有董事可取得公司秘書的意見及享用其提供的服務，以確保董事會程序及所有適用法律得以遵循。

再者，公司秘書有責任讓全體董事得悉有關上市規則、監管規定及本公司內部行為守則的最新資訊。

於本年度內，公司秘書確認已參加不少於15個小時的相關專業培訓。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Model Code for Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by the Directors of the Company of Listed Issuers (the "Model Code") as set forth in Appendix 10 of the Listing Rules as its own code of conduct for dealing in securities by the Directors of the Company. Specific enquiries have been made with all the Directors of the Company and all of them confirmed and declared that they have complied with the required standards as set out in the Model Code during the period from the Listing Date to 31 December 2017.

## BOARD COMMITTEES

### Audit Committee

The audit committee of the Company (the "Audit Committee") has been established on 8 November, 2010 with written terms of reference in compliance with the CG Code. The Audit Committee comprises three members, all are independent non-executive Directors, namely Mr. Wong Heung Ming, Henry (Chairman), Mr. Zhou Chang Ren and Mr. Cai Jianquan.

The primary duties of the Audit Committee are:

- To make recommendations to the Board on (i) the appointment, reappointment and removal of the external auditors; (ii) the audit fee and terms of engagement of the external auditors; and (iii) any questions of resignation or dismissal of that auditor
- To review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards

### 董事進行證券交易的標準守則

本公司採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為本公司董事進行證券交易的行為守則。在向本公司全體董事作出具體查詢後，彼等全部確認及聲明彼等於上市日期至二零一七年十二月三十一日期間一直遵守標準守則所載的規定標準。

## 董事委員會

### 審核委員會

本公司於二零一零年十一月八日成立審核委員會，並制訂符合企業管治守則的書面職權範圍。審核委員會包括三名成員，即黃向明先生（主席）、周昌仁先生及蔡建權先生，全部均為獨立非執行董事。

審核委員會的主要職責為：

- 就(i)委任、重新委任及撤換外部核數師；(ii)外部核數師的核數費用及委聘條款；及(iii)任何有關核數師辭任或解聘的問題向董事會提出建議
- 按照適用準則，檢討及監察外部核數師的獨立及客觀性，以及核數程序的成效

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

- To monitor the integrity of the financial statements of the Company and the Company's annual report and accounts, interim report and quarterly financial highlights, and reviewing significant financial reporting judgements contained in those reports
  - To review the adequacy and monitor the effectiveness of the Company's financial reporting system, internal control and risk management systems.
  - To review the financial reporting system, risk management and internal control system.
- 監察本公司財務報表、本公司年報及賬目、中期報告及季度財務摘要的完整性，並審閱該等報告所載就財務報告作出的重大判斷
  - 檢討本公司財務報告制度、內部監控及風險管理制度是否全面，並監察其成效。
  - 檢討財務報告制度、風險管理及內部監控制度。

The Audit Committee has reviewed with the management in conjunction with the external auditor, the annual results and annual report of the Group for the year ended 31 December, 2017, including the accounting policies and practice adopted by the Group.

審核委員會已會同外部核數師與管理層審閱本集團截至二零一七年十二月三十一日止年度的年度業績及年報，包括本集團採納的會計政策及慣例。

During the year ended 31 December 2017, the Audit Committee had performed their primary duties to review and supervise the financial reporting process and the internal control procedures of the Company. The Audit Committee has also held meeting with the Company's external auditor, Messrs. PricewaterhouseCoopers ("PwC") without the presence of executive Directors and management, to discuss matters arising from the auditing and report to the Board on material issues, if any, and make recommendations to the Board.

於截至二零一七年十二月三十一日止年度，審核委員會已履行其主要職責，檢討及監督本公司的財務報告程序及內部監控程序。審核委員會亦在執行董事及管理層避席的情況下，與本公司外部核數師羅兵咸永道會計師事務所舉行會議，討論因核數而產生的事項，並向董事會匯報重大事宜（如有），以及向董事會提供推薦意見。

The Audit Committee is provided with sufficient resources to perform its duties. Latest terms of reference of the Audit Committee can be viewed on the website of the Company and the website of the Stock Exchange.

本公司已向審核委員會提供足夠資源，供其履行職責。審核委員會的最新職權範圍可在本公司網站及聯交所網站查閱。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Remuneration Committee

The remuneration committee of the Company (the “Remuneration Committee”) has been established on 8 November, 2010 with written terms of reference in compliance with the CG Code. The Remuneration Committee comprises three members, namely Mr. Zhou Chang Ren (Chairman), Mr. Siuming Tsui and Mr. Wong Heung Ming, Henry, the majority of which are independent non-executive Directors. The primary duties of the Remuneration Committee are to evaluate and make recommendations to the Board regarding the remuneration packages to the Directors and senior management which will be determined by reference to the performance of the individual and the Company as well as market trends and practices.

The Remuneration Committee is provided with sufficient resources to perform its duties. The current duties and responsibilities of the Remuneration Committee are more specifically set out in its latest terms of reference, details of which can be viewed on the website of the Company and the website of the Stock Exchange.

The following is a summary of work performed by the Remuneration Committee during the period under review:

- (a) formulating and recommending the policy and structure of the remuneration of the Directors and senior officers of the Group to the Board;
- (b) assessing individual performance of the Directors and senior officers of the Group;
- (c) reviewing specific remuneration packages of the Directors and senior officers of the Group with reference to the Board’s corporate goals and objectives as well as individual performances; and
- (d) reviewing and making recommendations to the Board on compensation-related issues.

### 薪酬委員會

本公司於二零一零年十一月八日成立薪酬委員會，並制訂符合企業管治守則的書面職權範圍。薪酬委員會包括三名成員，即周昌仁先生（主席）、徐小明先生及黃向明先生，大部分為獨立非執行董事。薪酬委員會的主要職責為評估董事及高級管理層的薪酬組合，並就此向董事會提供推薦意見。有關薪酬將參照個人及本公司表現以及市場趨勢及慣例釐定。

本公司已向薪酬委員會提供足夠資源，供其履行職責。薪酬委員會現時的職責及責任於其最新職權範圍有更具體描述，詳情可在本公司網站及聯交所網站查閱。

於回顧期間，薪酬委員會已進行的工作概列如下：

- (a) 制訂本集團董事及高級職員的薪酬政策及架構，並向董事會提供建議；
- (b) 評估本集團董事及高級職員的個別表現；
- (c) 參照董事會的企業目標及目的以及個別表現，檢討本集團董事及高級職員的特定薪酬待遇；及
- (d) 檢討有關薪酬相關問題，並向董事會提供建議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Nomination Committee

The nomination committee of the Company (the “Nomination Committee”) has been established on 8 November, 2010 with written terms of reference in compliance with the CG Code. The Nomination Committee currently comprises three members, namely Mr. Cai Jian Quan (Chairman), Mr. Siuming Tsui, and Mr. Wong Heung Ming, the majority of which are independent non-executive Directors. The primary duties of the Nomination Committee are to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors. The Nomination Committee selects and recommends the candidates for directorship shall base on the criterion including professional knowledge, competence, experience, independence and integrity.

The Nomination Committee is provided with sufficient resources to perform its duties. The current duties and responsibilities of the Nomination Committee are more specifically set out in its latest terms of reference, details of which can be viewed on the website of the Company and the website of the Stock Exchange.

The Company has adopted the Board Diversity Policy in March 2014. The policy sets out the approach to achieve diversity on the Board of the Company which include but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional experience. The Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board that are relevant to the Company’s business growth.

### 提名委員會

本公司於二零一零年十一月八日成立提名委員會，並制訂符合企業管治守則的書面職權範圍。提名委員會現時包括三名成員，即蔡建權先生（主席）、徐小明先生及黃向明先生，大部分為獨立非執行董事。提名委員會的主要職責為就委任或重新委任董事及董事繼任計劃向董事會提供推薦意見。提名委員會根據專業知識、勝任能力、經驗、獨立性及誠信等準則挑選及推薦董事人選。

本公司已向提名委員會提供足夠資源，供其履行職責。提名委員會現時的職責及責任於其最新職權範圍有更具體描述，詳情可在本公司網站及聯交所網站查閱。

本公司已於二零一四年三月採納董事會多元政策，制定實現本公司董事會多元化的方針，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及地區經驗。提名委員會將每年檢討董事會的架構、規模及組成，並在適當時候就本公司的業務發展提供改變董事會的推薦建議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The following is a summary of the work performed by the Nomination Committee during the period under review:

- (a) reviewing and evaluating the composition of the Board with reference to certain criteria. These criteria included qualifications required under the Listing Rules or any other relevant laws regarding characteristics and skills of the Directors, professional ethics and integrity, appropriate professional knowledge and industry experience, as well as ability to devote sufficient time to the work of the Board and its committees and to participate in all Board meetings and shareholders' meetings;
- (b) reviewing and recommending the re-appointment of the retiring Directors for re-election at the previous general meeting; and
- (c) assessing independence of the Independent Non-Executive Directors.

During the year ended 31 December 2017, the Nomination Committee had performed their primary duties to review and make recommendations to the Board on the structure, size and composition of the Board, including its diversity, based on a range of perspectives with reference to the Company's business model and requirements, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional experience. The Nomination Committee considered that the current composition of the Board is balanced in terms of diversity and is able to meet the objectives of the Board.

於回顧期間，提名委員會已進行的工作概列如下：

- (a) 參照若干準則檢討及評價董事會組成。該等準則包括上市規則或任何其他相關法例規定須具備的資格，包括董事個性及技能、專業操守及誠信、適合的專業知識及行業經驗、能否付出足夠時間參與董事會及其委員會的工作以及參與所有董事會會議及股東大會；
- (b) 檢討續聘於之前股東大會上膺選連任的退任董事，並提供建議；及
- (c) 評估獨立非執行董事的獨立性。

於截至二零一七年十二月三十一日止年度，提名委員會已履行其主要職責，參照本公司的業務模式及需要及從多個角度（包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識及地區經驗）檢討董事會的架構、規模及組成（包括其多元性），並就此向董事會提供推薦建議。提名委員會認為，董事會目前之組成在多元性方面誠屬均衡，並夠達到董事會的目標。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### ACCOUNTABILITY AND AUDIT

#### Directors' and Auditor's Responsibilities for the Financial Statements

The Directors acknowledge their responsibility for preparing the Company's financial statements for the year ended 31 December 2017 which reflect true and fair view of the financial position of the Company and the Group and in compliance with relevant law and disclosure provisions of the Listing Rules. The Board is responsible for presenting a balanced, clear and comprehensible assessment extends to annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules.

The Group appointed PwC as the Group's external auditor. The statement by PwC regarding their reporting responsibility to the shareholders on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 80 to 92 of this annual report.

During the year ended 31 December 2017, the remuneration paid or payable to PwC for audit services and audit-related services amounted to RMB2,960,000 (2016: RMB2,837,000), RMB715,000 (2016: RMB773,000) respectively.

### 問責及核數

#### 董事及核數師就財務報表的責任

董事清楚彼等須負責編製本公司截至二零一七年十二月三十一日止年度的財務報表，而財務報表須真實及公平地反映本公司及本集團的財務狀況，及符合相關法例及上市規則的披露規定。董事會負責平衡、清晰及全面地呈列年報及中期報告、其他股價敏感公告及上市規則規定的其他財務披露事項。

本集團已委任羅兵咸永道會計師事務所為本集團外部核數師。羅兵咸永道會計師事務所就其向股東報告本集團合併財務報表的責任發出的聲明載於本年報第80至92頁的獨立核數師報告內。

於截至二零一七年十二月三十一日止年度，就審核服務及審核相關服務而已付或應付羅兵咸永道會計師事務所的酬金分別為人民幣2,960,000元（二零一六年：人民幣2,837,000元）及人民幣715,000元（二零一六年：人民幣773,000元）。



### Internal Control and Risk Management

The Board is responsible for maintaining sound and effective risk management and internal control systems, and for reviewing their design, operational adequacy, and effectiveness on an ongoing basis to safeguard the shareholders' investment and the assets of the Group. During the year ended 31 December 2017, the Board has reviewed the effectiveness of the risk management and internal control systems of the Group through the Audit Committee. The Board engaged an internal audit team which carries out the analysis and independent assessment of the adequacy and effectiveness of the Company's risk management and internal control systems and reports to the Board. Review of the Group's internal controls cover major financial, operational and compliance controls as well as risk management functions of different systems has been done on a systematic basis based on the risk assessments of the operations and controls. The scope of review for the year had been determined and approved by the Audit Committee. Save as disclosed below, no major issues but areas for improvement have been identified. The Board and the Audit Committee considered that the key areas of the Group's internal control systems are reasonably implemented.

The Company recognises that the vacancy of chairmanship may affect the operations of the Company. The Board has met regularly to consider and review the major and appropriate issues. As such, the Board considers that the sufficient measures had been taken and the vacancy of chairmanship should not impair the balance of power and authority between the Board and the management.

### 內部監控及風險管理

董事會負責維持穩健而有效的風險管理及內部監控制度，且不斷檢討其設計、運作充份性及效益，以保障股東的投資及本集團資產。於截至二零一七年十二月三十一日止年度，董事會已透過審核委員會檢討本集團風險管理及內部監控制度的成效。董事會亦已委聘一支內部審核團隊，就本公司風險管理及內部監控系統是否充足及有效進行分析及獨立評估，並向董事會匯報。本集團的內部監控檢討涵蓋主要的財務、營運及合規監控，而不同系統之風險管理職能已基於對營運及監控作出之風險評估按有系統基準履行。年度檢討範圍已由審核委員會釐定及批准。除下文所披露者外，撇除確認需予改進之處，並無發現重大問題。董事會及審核委員會認為，本集團已合理實施內部監控系統的主要部分。

本公司確認，主席職位懸空或會影響本公司營運。董事會定期舉行會議，考慮及審議重大及合適議題。因此，董事會認為已採取足夠措施，不會因主席職位懸空而使董事會與管理層之間的權力及授權失衡。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Corporate governance functions

The Board is responsible for performing the following corporate governance duties as required under the CG Code:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of the Directors and senior officers of the Group;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the codes of conduct applicable to employees and the Directors; and
- (e) to review the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

During the period under review, the Board considered the following corporate governance matters:

- (i) review of the compliance with the CG Code; and
- (ii) review of the effectiveness of the internal controls and risk management systems of the Group through the Audit Committee.

### 企業管治職能

董事會有責任根據企業管治守則履行下列企業管治職責：

- (a) 制定及檢討本公司的企業管治政策及常規；
- (b) 檢討及監察本集團董事及高級職員的培訓及持續專業發展；
- (c) 檢討及監察本公司遵守法定及監管規定的政策及常規；
- (d) 制定、檢討及監察適用於僱員及董事的行為守則；及
- (e) 檢討本公司有否遵守企業管治守則，以及審閱本企業管治報告內的披露資料。

於回顧期間，董事會已考慮以下企業管治事宜：

- (i) 檢討有否遵守企業管治守則；及
- (ii) 透過審核委員會檢討本集團的內部監控及風險管理系統的成效。

### INVESTORS AND SHAREHOLDERS RELATIONS

The Board recognises the importance of effective communication with shareholders and continues to act in the best interests of the Company and its shareholders. The Company keeps shareholders and investors informed of its business performance and strategies by adopting a transparent and timely disclosure policy which complies with the Listing Rules and provides all shareholders equal access to such information. The Company also publishes all documents on the Company's website at [www.shifangholding.com](http://www.shifangholding.com).

The annual general meeting of the Company (the "AGM") also provides a forum for the Board to dialogue and interact with the Shareholders directly. The Directors and the committee members are available to answer questions during the AGM.

Notice of AGM, annual report, financial statements and related papers were posted to shareholders of the Company for their consideration at least 20 clear business days prior to the AGM. AGM proceedings of the Company are continually reviewed in the light of corporate governance best practices.

#### Shareholders' rights

Set out below is a summary of certain rights of the shareholders of the Company as required to be disclosed pursuant to the mandatory disclosure requirements under Paragraph O of the CG Code which is effective from 1 April 2012.

### 投資者及股東關係

董事會了解與股東有效溝通的重要性，繼續以本公司及其股東的最佳利益為依歸行事。本公司透過採納符合上市規則、具透明度及適時的披露政策，讓股東及投資者清楚其業務表現及策略，並為所有股東提供取得該等資料的平等途徑。本公司亦於本公司網站 ([www.shifangholding.com](http://www.shifangholding.com)) 登載所有文件。

本公司股東週年大會（「股東週年大會」）亦為董事會提供與股東直接對話及互動的平台。董事及委員會成員均會出席股東週年大會解答提問。

股東週年大會通告、年報、財務報表及有關文件已於股東週年大會舉行前最少20個完整營業日寄予本公司股東，供彼等省覽。本公司股東週年大會程序會根據企業管治最佳常規持續檢討。

#### 股東權利

以下載有根據由二零一二年四月一日起生效的企業管治守則第O段的強制性披露規定須予披露的本公司股東若干權利概要。

## CORPORATE GOVERNANCE REPORT

### 企業管治報告

#### (a) Convening of general meeting on requisition by shareholders

General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

#### (a) 應股東要求召開股東大會

股東大會亦須在兩名或以上本公司股東向本公司於香港的主要辦事處或（倘本公司並無主要辦事處）登記辦事處送達書面要求的情況下召開，書面要求須列明大會目的，並由提出要求的人士簽署，惟提出要求的人士於遞交要求當日須持有有權於本公司股東大會上投票的本公司繳足股本不少於十分一。股東大會亦可在任何一名屬認可結算所的本公司股東（或其代名人）向本公司於香港的主要辦事處或（倘本公司並無主要辦事處）登記辦事處送達書面要求的情況下召開，書面要求須列明大會目的，並由提出要求的人士簽署，惟提出要求的人士於遞交要求當日須持有有權於本公司股東大會上投票的本公司繳足股本不少於十分一。

倘董事會未有於提交要求日期後21天內正式召開須於其後21天內舉行的大會，提出要求的人士或當中持有彼等總投票權過半的任何人士可自行以與董事會召開大會同樣的方式（盡可能相近）召開股東大會，惟如此召開的大會不可遲於提交要求當日起三個月後召開，而提出要求的人士因董事會未能完成有關要求而產生的所有合理開支，將由本公司向彼等作出補償。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### (b) Procedures for putting forward proposals at a Shareholders' meeting

There are no provisions allowing Shareholders to put forward new resolutions at the general meetings under the Cayman Islands Companies Law (as amended from time to time) or the articles of association of the Company. However, Shareholders who wish to put forward a resolution may request the Company to convene an extraordinary general meeting following the procedures set out above.

Detailed procedures for shareholders to propose a person for election as a Director are available on the Company's website.

### (c) Enquiries to the Board

Shareholders may put forward enquiries to the Board in writing to the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the enquiries.

### Constitutional documents

During the period under review, there had been no significant change in the Company's constitutional documents.

### (b) 於股東大會上提呈議案的程序

開曼群島公司法（經不時修訂）或本公司組織章程細則並無容許股東於股東大會上提呈新決議案的條文。然而，股東如欲提呈決議案，可按上文所載程序要求本公司召開股東特別大會。

股東提名任何人士參選董事的詳細程序可於本公司網站查閱。

### (c) 向董事會查詢

股東可以書面形式向董事會作出查詢，有關查詢應送遞至本公司於香港的主要辦事處或（倘本公司並無主要辦事處）登記辦事處，並列明查詢事項。

### 憲章文件

於回顧期間，本公司的憲章文件並無重大變動。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



To the Shareholders of ShiFang Holding Limited  
(incorporated in the Cayman Islands with limited liability)

### OPINION

#### What we have audited

The consolidated financial statements of ShiFang Holding Limited (the "Company") and its subsidiaries (the "Group") set out on pages 93 to 212, which comprise:

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

#### Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the 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 International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## 羅兵咸永道

致十方控股有限公司股東  
(於開曼群島註冊成立的有限公司)

### 意見

#### 我們已審計的內容

十方控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第93至212頁的合併財務報表,包括:

- 於二零一七年十二月三十一日的合併資產負債表;
- 截至該日止年度的合併全面收益表;
- 截至該日止年度的合併權益變動表;
- 截至該日止年度的合併現金流量表;及
- 合併財務報表附註,包括主要會計政策概要。

#### 我們的意見

我們認為,該等合併財務報表已根據《國際財務報告準則》真實而中肯地反映了貴集團於二零一七年十二月三十一日的合併財務狀況及其截至該日止年度的合併財務表現及合併現金流量,並已遵照香港《公司條例》的披露規定妥為擬備。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (“ISAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants’ Code of Ethics for Professional Accountants (“IESBA Code”), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

### KEY AUDIT MATTERS

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

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

- Valuation of an available-for-sale financial asset
- Valuation of the Group’s properties held for sale

### 意見的基礎

我們已根據《國際審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計合併財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### 獨立性

根據國際會計師專業操守理事會頒佈的《專業會計師道德守則》（以下簡稱「道德守則」），我們獨立於 貴集團，並已履行道德守則中的其他專業道德責任。

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期合併財務報表的審計最為重要的事項。這些事項是在我們審計整體合併財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 一項可供出售金融資產的計價
- 貴集團持作出售物業的計價

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Key Audit Matter

#### 關鍵審計事項

#### *Valuation of an available-for-sale financial asset*

#### 一項可供出售金融資產的估值

Refer to note 2.9 and note 2.11(b) (Accounting policies), note 4(a) (Critical accounting estimates and assumptions) and note 12 (Available-for-sale financial asset) to the consolidated financial statements

請參閱合併財務報表附註2.9及附註2.11(b) (會計政策)、附註4(a) (關鍵會計估計及假設)及附註12(可供出售金融資產)

On 22 February 2016, the Group entered into a movie investment agreement with a movie executive producer in China (the "Counterparty") pursuant to which the Group has agreed to acquire 55% of the target income right of a movie (the "Movie Income Right"). The Movie Income Right has been classified as an available-for-sale financial asset with an initial carrying amount of approximately RMB111.0 million and measured at fair value in subsequent reporting periods. Management has estimated the fair value of the Movie Income Right according to the Group's accounting policies and has determined that the fair value of the Movie Income Right was approximately RMB84.7 million as at 31 December 2017.

於二零一六年二月二十二日，貴集團與中國一家電影出品公司(「交易對手」)訂立一份電影投資協議，據此，貴集團同意收購一部電影收益權的55%(「電影收益權」)。電影收益權已分類為可供出售金融資產，初始確認賬面值約為人民幣111.0百萬元，往後報告期按公允值計量。管理層已按照貴集團的會計政策估計電影收益權的公允值，並釐定電影收益權於二零一七年十二月三十一日的公允值約為人民幣84.7百萬元。

### How our audit addressed the Key Audit Matter

#### 我們的審計如何處理關鍵審計事項

Our procedures in relation to management's judgements used to estimate the fair value of the Movie Income Right included:

我們就管理層用以估計電影收益權公允值的判斷所用程序包括：

- (i) Discussing with management to understand the streams of income which the Group is entitled to receive pursuant to the terms of the Movie Income Right and corroborating findings from the discussion with evidence gathered through review of the Movie Income Right agreement, the Group's correspondence with the Counterparty and written advice from the Group's external legal counsel;
- (ii) 與管理層討論，以了解貴集團根據電影收益權的條款有權收取的溢利，再以審閱電影收益權協議所得憑證、貴集團與交易對手的通訊及貴集團外聘法律顧問的書面意見確認討論所得結果；



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Key Audit Matter

#### 關鍵審計事項

*Valuation of an available-for-sale financial asset*

一項可供出售金融資產的估值

### How our audit addressed the Key Audit Matter

#### 我們的審計如何處理關鍵審計事項

- (ii) Considering the reasonableness of the management's judgements over the expected timing of settlement and applicable discount rate with reference to the Group's ongoing liaison with the Counterparty about settlement of the outstanding amounts, our knowledge of the industry, external information regarding the Counterparty's credit profile and available market information of the costs of capital of similar movie executive producers in China; and
- (ii) 參照 貴集團與交易對手就結清未付款項一直的聯繫、我們對有關行業的知識、有關交易對手信貸紀錄的外部資料及中國類似電影出品公司的資本成本的可得市場資料，考慮管理層對預期收回時期及適用折現率的判斷是否合理；及

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Key Audit Matter

#### 關鍵審計事項

##### *Valuation of an available-for-sale financial asset*

##### 一項可供出售金融資產的估值

Refer to note 2.9 and note 2.11(b) (Accounting policies), note 4(a) (Critical accounting estimates and assumptions) and note 12 (Available-for-sale financial asset) to the consolidated financial statements

請參閱合併財務報表附註2.9及附註2.11(b)（會計政策）、附註4(a)（關鍵會計估計及假設）及附註12（可供出售金融資產）

Management's estimation of the Movie Income Right's fair value involved the use of management judgements to evaluate the streams of income which the Group is entitled to under the terms of the Movie Income Right agreement as supported by an external legal advice, expected timing of settlement, applicable discount rate and credit profile of the Counterparty.

管理層估計電影收益權的公允值時，涉及運用管理層判斷以評估 貴集團根據電影收益權協議的條款有權收取的溢利，有關評估以外部法律意見、預期收回時期、適用折現率及交易對手的信貸紀錄作支持。

We focused on this area due to the significant management judgements used to estimate the fair value of the Movie Income Right.

我們關注此範疇是鑑於估計電影收益權的公允值時須運用重大管理層判斷。

### How our audit addressed the Key Audit Matter

#### 我們的審計如何處理關鍵審計事項

(iii) Considering management's sensitivity analysis with respect to variations of expected time to collect the outstanding payments and discount rates, to evaluate the extent to which reasonably possible changes, both individually and in aggregate, would result in material changes in the fair value of the Movie Income Right.

(iii) 考慮管理層在評估中所使用的預期收回時期及折現率的敏感度分析，以評估在合理範圍內的可能變動（個別及合計）可能對電影收益權的公允值造成的重大變動。

Based on the above, we found management's judgements and estimates used to determine the fair value of the Movie Income Right to be supported by available evidence.

基於上文所述，我們發現管理層用以釐定電影收益權的公允值的判斷及估計有可得憑證支持。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Key Audit Matter

#### 關鍵審計事項

#### *Valuation of the Group's properties held for sale*

#### 貴集團持作出售物業的估值

Refer to note 2.8 (Accounting policies), note 4(b) (Critical accounting estimates and assumptions) and note 11 (Properties held for sale) to the consolidated financial statements

請參閱合併財務報表附註2.8(會計政策)、附註4(b)(關鍵會計估計及假設)及附註11(持作出售物業)

The Group owns certain properties held for sale which are stated at the lower of carrying amount and fair value less costs to sell. The net carrying value of the Group's properties held for sale was RMB34.5 million as at 31 December 2017.

貴集團擁有若干持作出售物業，該等物業按賬面值與公允價值減出售成本較低者列賬。貴集團持作出售物業於二零一七年十二月三十一日的賬面淨值為人民幣34.5百萬元。

Management engaged an independent valuer to appraise the value of the properties held for sale using the direct market comparable approach and income approach. Management assessed the appropriateness of methodologies and assumptions underlying the valuations performed by the independent valuer.

管理層委聘獨立估值師利用市場比較法及收入法評估持作出售物業的價值。管理層已評估獨立估值師進行估值時的相關方法及假設是否合適。

### How our audit addressed the Key Audit Matter

#### 我們的審計如何處理關鍵審計事項

Our procedures in relation to management's judgement and estimates used to determine the fair value less costs to sell of the Group's properties held for sale included:

我們就管理層用以釐定 貴集團持作出售物業的公允價值減出售成本的管理層判斷及估計所用程序包括：

- (i) evaluating the independent valuer's objectivity, capability and competency to perform the valuation;
- (ii) 評價獨立估值師是否客觀、有能力及勝任進行估值；

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Key Audit Matter

#### 關鍵審計事項

#### *Valuation of the Group's properties held for sale*

#### 貴集團持作出售物業的估值

We focused on this area due to the significant management judgement and estimates used to determine the fair value less costs to sell and, consequentially, the provision for loss for the Group's properties held for sale if necessary.

我們關注此範疇是鑑於釐定 貴集團持作出售物業的公允價值減出售成本及因此得出的虧損撥備（如必要）時須運用重大管理層判斷及估計。

### How our audit addressed the Key Audit Matter

#### 我們的審計如何處理關鍵審計事項

- (ii) considering the appropriateness of the valuation methodologies used by the independent valuer with reference to the nature and purposes of the Group's properties and relevant market practice;
- (ii) 參照 貴集團物業之性質及用途以及相關市場慣例，考慮獨立估值師所用估值方法是否合適；
- (iii) discussing with management the appropriateness of the selection criteria of comparable properties and the adjusting factors used in the independent valuer's valuation under market comparable approach having regard to the location, size and nature of the properties;
- (iii) 與管理層討論可比較物業的挑選準則及獨立估值師根據市場比較法就物業位置、大小及性質所用的調整因素是否合適；
- (iv) Assessing the reasonableness of key assumptions used in the valuation under income approach, including expected rental income, growth rate and discount rate, based on our knowledge of the business and industry and comparing with relevant market data;
- (iv) 根據我們對有關業務及行業的知識，評估根據收入法進行估值時所用的關鍵假設（包括預期租金收入、增長率及折現率）是否合理，並與相關市場數據進行比較；



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### Key Audit Matter

#### 關鍵審計事項

#### *Valuation of the Group's properties held for sale*

#### 貴集團持作出售物業的估值

Refer to note 2.8 (Accounting policies), note 4(b) (Critical accounting estimates and assumptions) and note 11 (Properties held for sale) to the consolidated financial statements

請參閱合併財務報表附註2.8(會計政策)、附註4(b)(關鍵會計估計及假設)及附註11(持作出售物業)

### How our audit addressed the Key Audit Matter

#### 我們的審計如何處理關鍵審計事項

- (v) comparing the independent valuer's valuation results, on a sample basis, with recent market transaction data of similar properties; and
- (v) 以抽樣方式比較獨立估值師的估值結果與類似物業的近期市場交易數據；及
- (vi) inspecting the physical conditions, on a sample basis, of the Group's properties held for sale to evaluate management's consideration of changes in the properties' conditions that would have a material impact to the valuation results.
- (vi) 以抽樣方式查察 貴集團持作出售物業的實際狀況，以評估管理層所考慮物業狀況的變動，可能對估值結果造成重大影響。

Based on the above, we found management's judgement and estimates used to determine the fair value less costs to sell of the Group's properties held for sale to be supported by available evidence.

基於上文所述，我們發現管理層用以釐定 貴集團的持作出售物業的公允值減出售成本的判斷及估計有可得憑證支持。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### OTHER INFORMATION

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

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

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

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

### RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs 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.

### 其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括合併財務報表及我們的核數師報告。

我們對合併財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對合併財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與合併財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

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

### 董事及審核委員會就合併財務報表須承擔的責任

貴公司董事須負責根據《國際財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的合併財務報表，並對其認為為使合併財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

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

The audit committee are responsible for overseeing the Group's financial reporting process.

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

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

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

審核委員會須負責監督 貴集團的財務報告過程。

### 核數師就審計合併財務報表承擔的責任

我們的目標，是對合併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《國際審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響合併財務報表使用者依賴合併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。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

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

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

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

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



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意合併財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價合併財務報表的整體列報方式、結構和內容，包括披露，以及合併財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對合併財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Leung Chi Hang, Benson.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 28 March 2018

我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

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

出具本獨立核數師報告的審計專案合夥人是梁志恒。

**羅兵咸永道會計師事務所**  
*執業會計師*

香港，二零一八年三月二十八日

# CONSOLIDATED BALANCE SHEET

## 合併資產負債表

AS AT 31 DECEMBER 2017

於二零一七年十二月三十一日

		Note	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
		附註		
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	7	14,707	20,093
Intangible assets	無形資產	8	532	1,020
Available-for-sale financial asset	可供出售金融資產	12	84,726	81,775
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	9	105,826	27,157
			<u>205,791</u>	<u>130,045</u>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	10	1,224	912
Properties held for sale	持作出售物業	11	34,519	43,774
Trade receivables – net	貿易應收款項－淨額	13	6,068	6,837
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	9	3,803	2,734
Amounts due from related parties	應收關連人士款項	30(c)	740	292
Cash and cash equivalents	現金及現金等值項目	14	60,178	182,833
			<u>106,532</u>	<u>237,382</u>
<b>Total assets</b>	<b>總資產</b>		<u>312,323</u>	<u>367,427</u>
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司所有者應佔權益</b>			
Share capital	股本	15	123,919	123,919
Share premium	股份溢價	15	816,907	816,907
Other reserves	其他儲備	16	48,904	46,980
Accumulated deficits	累計虧絀		(750,092)	(693,579)
			<u>239,638</u>	<u>294,227</u>
Non-controlling interests	非控股權益	17(a)	7,969	5,692
<b>Total equity</b>	<b>權益總額</b>		<u>247,607</u>	<u>299,919</u>

# CONSOLIDATED BALANCE SHEET

## 合併資產負債表

AS AT 31 DECEMBER 2017

於二零一七年十二月三十一日

		Note	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
		附註		
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Amount due to a related party	應付一名關連人士款項	30(c)	–	688
Deferred income tax liabilities	遞延所得稅負債	18	<u>120</u>	<u>240</u>
			<u>120</u>	<u>928</u>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	19	<b>4,513</b>	4,170
Other payables and accrued expenses	其他應付款項及應計開支	19	<b>30,464</b>	31,628
Bank borrowings	銀行借款	20	<b>9,113</b>	11,350
Current income tax liabilities	即期所得稅負債		<b>20,031</b>	19,226
Amounts due to related parties	應付關連人士款項	30(c)	<u>475</u>	<u>206</u>
			<u>64,596</u>	<u>66,580</u>
<b>Total liabilities</b>	<b>總負債</b>		<u><b>64,716</b></u>	<u>67,508</u>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<u><b>312,323</b></u>	<u>367,427</u>

Approved and authorised for issue by the Board of Directors on 28 March 2018 and signed on behalf of the Board by:

經董事會於二零一八年三月二十八日批准並授權刊發，並由下列董事代表董事會簽署：

**Siuming Tsui**

徐小明

Director

董事

**Yu Shi Quan**

余詩權

Director

董事

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

上述合併資產負債表須與隨附附註一併閱讀。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 合併全面收益表

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

		Note	2017	2016
		附註	二零一七年	二零一六年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>Revenue</b>	收入	5	<b>43,428</b>	57,759
Cost of sales	銷售成本	22	<b>(31,472)</b>	(48,034)
<b>Gross profit</b>	毛利		<b>11,956</b>	9,725
Selling and marketing expenses	銷售及營銷開支	22	<b>(5,476)</b>	(7,953)
General and administrative expenses	一般及行政開支	22	<b>(66,066)</b>	(47,860)
Other gains	其他收益	21	–	3
Other income	其他收入	21	<b>587</b>	1,624
<b>Operating loss</b>	經營虧損		<b>(58,999)</b>	(44,461)
Finance income	財務收入	24	<b>3,381</b>	160
Finance costs	財務成本	24	–	(12,183)
Finance income/(costs)– net	財務收入／(成本) – 淨額	24	<b>3,381</b>	(12,023)
<b>Loss before income tax</b>	除所得稅前虧損		<b>(55,618)</b>	(56,484)
Income tax (expense)/credit	所得稅(開支)／抵免	25	<b>(713)</b>	92
<b>Loss for the year</b>	年內虧損		<b>(56,331)</b>	(56,392)
<b>(Loss)/profit attributable to:</b>	以下各項應佔(虧損)／溢利：			
– Owners of the Company	– 本公司所有者		<b>(56,493)</b>	(57,129)
– Non-controlling interests	– 非控股權益		<b>162</b>	737
			<b>(56,331)</b>	(56,392)



# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 合併全面收益表

FOR THE YEAR ENDED 31 DECEMBER 2017  
截至二零一七年十二月三十一日止年度

	Note	2017	2016
	附註	二零一七年	二零一六年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
<b>Other comprehensive income/(loss)</b>	其他全面收益／(虧損)		
<i>Items that may be reclassified to profit or loss</i>	可重新分類至損益賬的項目		
Fair value loss on an available-for-sale financial asset	可供出售金融資產之公允值虧損	12	
		–	(7,063)
Currency translation differences	貨幣換算差額	1,904	(695)
<b>Other comprehensive income/(loss) for the year</b>	年內其他全面收益／(虧損)	<u>1,904</u>	<u>(7,758)</u>
<b>Loss and total comprehensive loss for the year</b>	年內虧損及全面虧損總額	<u>(54,427)</u>	<u>(64,150)</u>
<b>(Loss)/profit and total comprehensive (loss)/income attributable to:</b>	以下各項應佔(虧損)／溢利及全面(虧損)／收益總額：		
– Owners of the Company	– 本公司所有者	(54,589)	(64,887)
– Non-controlling interests	– 非控股權益	162	737
		<u>(54,427)</u>	<u>(64,150)</u>
<b>Loss per share for loss attributable to owners of the Company</b>	本公司所有者應佔虧損的每股虧損		
– Basic (RMB per share)	– 基本(每股人民幣)	26	(0.0439)
– Diluted (RMB per share)	– 攤薄(每股人民幣)	26	(0.0439)

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述合併全面收益表須與隨附附註一併閱讀。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 合併權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

		Attributable to owners of the Company 本公司所有者應佔										
		Share capital	Share premium	Available-for-sale financial asset fair value reserve 可供出售金融資產之公允價值儲備	Capital redemption reserve	Capital reserves	Exchange reserves	Statutory Reserves	Accumulated deficits	Total	Non-controlling interests	Total equity
		股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	公允價值儲備 RMB'000 人民幣千元	股本贖回儲備 RMB'000 人民幣千元	資本儲備 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	累計虧絀 RMB'000 人民幣千元	總計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	權益總額 RMB'000 人民幣千元
Note	附註											
	Balance at 1 January 2017	123,919	816,907	(7,063)	997	41,297	(695)	12,444	(693,579)	294,227	5,692	299,919
	<b>Comprehensive income</b>											
	Loss for the year	-	-	-	-	-	-	-	(56,493)	(56,493)	162	(56,331)
	<b>Other comprehensive income</b>											
	Currency translation differences	-	-	-	-	-	1,904	-	-	1,904	-	1,904
	Total comprehensive income	-	-	-	-	-	1,904	-	(56,493)	(54,589)	162	(54,427)
	<b>Transactions with owners</b>											
	Appropriation to statutory reserves	-	-	-	-	-	-	20	(20)	-	-	-
	Capital injection from a non-controlling shareholder of a subsidiary	-	-	-	-	-	-	-	-	-	2,115	2,115
	Total transactions with owners	-	-	-	-	-	-	20	(20)	-	2,115	2,115
	Balance at 31 December 2017	123,919	816,907	(7,063)	997	41,297	1,209	12,464	(750,092)	239,638	7,969	247,607

		Attributable to owners of the Company 本公司所有者應佔										
		Share capital	Share premium	Available-for-sale financial asset fair value reserve 可供出售金融資產之公允價值儲備	Capital redemption reserve	Capital reserves	Exchange reserves	Statutory reserves	Accumulated deficits	Total	Non-controlling interests	Total equity
		股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	公允價值儲備 RMB'000 人民幣千元	股本贖回儲備 RMB'000 人民幣千元	資本儲備 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	法定儲備 RMB'000 人民幣千元	累計虧絀 RMB'000 人民幣千元	總計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	權益總額 RMB'000 人民幣千元
Note	附註											
	Balance at 1 January 2016	86,295	636,180	-	997	41,297	-	12,677	(636,683)	140,763	4,955	145,718
	<b>Comprehensive income</b>											
	Loss for the year	-	-	-	-	-	-	-	(57,129)	(57,129)	737	(56,392)
	<b>Other comprehensive income</b>											
	Fair value loss on an available-for-sale financial asset	12	-	(7,063)	-	-	-	-	-	(7,063)	-	(7,063)
	Currency translation differences	-	-	-	-	-	(695)	-	-	(695)	-	(695)
	Total comprehensive income	-	-	(7,063)	-	-	(695)	-	(57,129)	(64,887)	737	(64,150)
	<b>Transactions with owners</b>											
	Appropriation to statutory reserves	-	-	-	-	-	-	280	(280)	-	-	-
	Disposal of equity interests in subsidiaries	-	-	-	-	-	-	(513)	513	-	-	-
	Issuance of ordinary shares	15	37,624	180,727	-	-	-	-	-	218,351	-	218,351
	Total transactions with owners	37,624	180,727	-	-	-	-	(233)	233	218,351	-	218,351
	Balance at 31 December 2016	123,919	816,907	(7,063)	997	41,297	(695)	12,444	(693,579)	294,227	5,692	299,919

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述合併權益變動表須與隨附附註一併閱讀。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 合併現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2017

截至二零一七年十二月三十一日止年度

	Note 附註	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
<b>Cash flows from operating activities</b>			
Cash flows from operating activities			
Cash used in operations	28(a)	(34,504)	(46,766)
Interest received	24	430	160
Interest paid		(585)	(711)
Income tax paid		(28)	(1)
Net cash used in operating activities		(34,687)	(47,318)
<b>Cash flows from investing activities</b>			
Cash flows from investing activities			
Deposit paid for the proposed acquisition of a subsidiary	9(iv)	(29,945)	-
Additions of property, plant and equipment	7	(881)	(6,522)
Additions of intangible assets	8	-	(15)
Deposit for township development	9(v)	(22,000)	-
Prepayment for township operation right	9(v)	(28,000)	-
Proceeds from disposal of property, plant and equipment	28(b)	349	938
Acquisition of an investment classified as available-for-sale financial asset	12	-	(111,021)
Receipt from an investment classified as available-for-sale financial asset	12	-	10,000
Net cash used in investing activities		(80,477)	(106,620)
<b>Cash flows from financing activities</b>			
Cash flows from financing activities			
Capital injection from a non-controlling interest shareholder		2,115	-
Repayment of bank borrowings		(2,237)	(2,237)
Net proceeds from issuance of ordinary shares	15	-	218,351
Net cash (used in)/generated from financing activities		(122)	216,114
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(115,286)</b>	<b>62,176</b>
Cash and cash equivalents at beginning of the year	14	182,833	109,492
Exchange (losses)/gains on cash and cash equivalent		(7,369)	11,165
<b>Cash and cash equivalents at end of the year</b>	14	<b>60,178</b>	<b>182,833</b>

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述合併現金流量表須與隨附附註一併閱讀。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 1 GENERAL INFORMATION

ShiFang Holding Limited (the “Company”) is an investment holding company and its subsidiaries (together, the “Group”) are principally engaged in the business of publishing and advertising (the “Publishing and Advertising Businesses”) in the People’s Republic of China (the “PRC”). The Group has been focusing on restructuring its publishing and advertising businesses by consolidating with cultural media and film media business in PRC.

The Company was incorporated in the Cayman Islands on 9 December 2009 as an exempted company with limited liability under the Companies Law (2009 Revision as amended, supplemented or otherwise modified) of the Cayman Islands. The address of its registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in thousands of units of Renminbi (RMB’000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 28 March 2018.

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Basis of preparation

The consolidated financial statements of ShiFang Holding Limited have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRS”) and disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial asset at fair value.

### 1 一般資料

十方控股有限公司(「本公司」)為一家投資控股公司，而其附屬公司(統稱「本集團」)主要於中華人民共和國(「中國」)從事出版及廣告業務(「出版及廣告業務」)。本集團一直專注於透過整合中國文化傳媒及電影媒體業務，重組其出版及廣告業務。

本公司於二零零九年十二月九日在開曼群島根據開曼群島公司法(二零零九年修訂版，經修訂、補充或以其他方式修改)註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為PO Box 309, Ugland House, Grand Cayman, KY1- 1104, Cayman Islands。

本公司股份於香港聯合交易所有限公司主板上市。

除另有說明者外，本合併財務報表以人民幣千元呈列。本合併財務報表已於二零一八年三月二十八日獲董事會批准刊發。

### 2 主要會計政策概要

#### 2.1 編製基準

十方控股有限公司的合併財務報表已按照所有適用國際財務報告準則及香港《公司條例》(第622章)的披露規定編製。本合併財務報表乃根據歷史成本慣例編製，並就按公允值列賬的可供出售金融資產的重估作出修改。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

The preparation of consolidated financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

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

#### (i) Amendments to standards effective in 2017

Amendment to IAS 7 Disclosure initiative

Amendment to IAS 12 Recognition of deferred tax assets for unrealised losses

Amendment to IFRS 12 Disclosure of interest in other entities

The adoption of these amendments to standards did not have any material impact on the financial statements for the current year or any prior years.

### 2 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

編製符合國際財務報告準則的合併財務報表需要採用若干關鍵會計估計。管理層亦須在採用本集團會計政策的過程中作出判斷。涉及高度判斷或極為複雜的範疇，或涉及對合併財務報表屬重大的假設及估計的範疇於附註4披露。

下文載列編製此等合併財務報表時所應用的主要會計政策。除另有說明者外，該等政策已於所有呈報年度貫徹應用。

#### (i) 於二零一七年生效之準則修訂本

國際會計準則 披露計劃  
第7號的修訂本

國際會計準則 就未變現虧損確認遞  
第12號的修訂本 延稅項資產

國際財務報告 披露於其他實體之權  
準則第12號的 益  
修訂本

採納該等準則修訂本並未對本年度或任何過往年度的財務報表產生任何重大影響。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

- (ii) New standards, amendments to standards and interpretations that are not yet effective and have not been early adopted by the Group

Amendment to IFRS 1	First time adoption of IFRS <sup>1</sup>
Amendment to IFRS 2	Classification and measurement of share-based payment transactions <sup>1</sup>
Amendment to IFRS 4	Applying IFRS 9 financial instruments with IFRS 4 insurance contracts <sup>1</sup>
IFRS 9	Financial instruments <sup>1</sup>
IFRS 15	Revenue from contracts with customers <sup>1</sup>
Amendment to IFRS 15	Clarifications to IFRS 15 <sup>1</sup>
Amendment to IAS 28	Investments in associates and joint ventures <sup>1</sup>
Amendment to IAS 40	Transfers of investment property <sup>1</sup>
IFRIC 22	Foreign currency transactions and advance consideration <sup>1</sup>
IFRS 16	Leases <sup>2</sup>
IFRIC 23	Uncertainty over income tax treatment <sup>2</sup>
IFRS 17	Insurance contract <sup>3</sup>
Amendments to IFRS 10 and IAS 28	Sale or contribution of assets between an investor and its associate or joint venture <sup>4</sup>

## 2 主要會計政策概要 (續)

### 2.1 編製基準 (續)

- (ii) 尚未生效且本集團並無提早採納之新準則、準則的修訂本及詮釋

國際財務報告準則第1號的修訂本	首次採用國際財務申報準則 <sup>1</sup>
國際財務報告準則第2號的修訂本	以股份為基礎付款交易之分類及計量 <sup>1</sup>
國際財務報告準則第4號的修訂本	應用國際財務報告準則第9號金融工具與國際財務報告準則第4號保險合約 <sup>1</sup>
國際財務報告準則第9號	金融工具 <sup>1</sup>
國際財務報告準則第15號	客戶合約收入 <sup>1</sup>
國際財務報告準則第15號的修訂本	釐清國際財務報告準則第15號 <sup>1</sup>
國際會計準則第28號的修訂本	於聯營公司及合營企業的投資 <sup>1</sup>
國際會計準則第40號的修訂本	轉移投資物業 <sup>1</sup>
國際財務報告詮釋委員會第22號	外幣交易及預付代價 <sup>1</sup>
國際財務報告準則第16號	租賃 <sup>2</sup>
國際財務報告詮釋委員會第23號	所得稅處理的不確定性 <sup>2</sup>
國際財務報告準則第17號	保險合約 <sup>3</sup>
國際財務報告準則第10號及國際會計準則第28號的修訂本	投資者與其聯營公司或合營企業之間出售或注入資產 <sup>4</sup>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

(ii) New standards, amendments to standards and interpretations that are not yet effective and have not been early adopted by the Group (Continued)

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2018
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>4</sup> Effective date to be determined

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2018 and have not been applied in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

### 2 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

(ii) 尚未生效且本集團並無提早採納之新準則、準則的修訂本及詮釋 (續)

- <sup>1</sup> 於二零一八年一月一日或之後開始的年度期間生效
- <sup>2</sup> 於二零一九年一月一日或之後開始的年度期間生效
- <sup>3</sup> 於二零二一年一月一日或之後開始的年度期間生效
- <sup>4</sup> 尚未釐定生效日期

多項新準則、準則的修訂本及詮釋於二零一八年一月一日或之後開始的年度期間生效，且於編製該等綜合財務報表時尚未採用。該等新準則、準則的修訂本及詮釋預期不會對本集團的綜合財務報表產生重大影響，惟以下所載各項除外：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

- (ii) New standards, amendments to standards and interpretations that are not yet effective and have not been early adopted by the Group (Continued)

*Impact of IFRS 9, 'Financial instruments'*

The new standard addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

The Group has reviewed its financial assets and liabilities. The debt instruments that are currently classified as available-for-sale does not meet the criteria to be classified either as at fair value through other comprehensive income or at amortised cost and will have to be reclassified to financial assets at fair value through profit or loss. Related fair value loss of RMB\$7,063,000 will have to be transferred from the available-for-sale financial assets fair value reserve to accumulated deficits on 1 January 2018.

## 2 主要會計政策概要 (續)

### 2.1 編製基準 (續)

- (ii) 尚未生效且本集團並無提早採納之新準則、準則的修訂本及詮釋 (續)

*國際財務報告準則第9號「金融工具」的影響*

新準則處理金融資產及金融負債的分類、計量及取消確認，並引入對沖會計及金融資產新減值模式的新規則。

本集團已審閱其金融資產及負債。現時分類為可供出售之債務工具不符合分類為按公允值計入其他全面收益或按攤銷成本分類之標準，而將會重新歸類為按公允值計入損益之金融資產。相關公允值虧損人民幣7,063,000元將於二零一八年一月一日從可供出售金融資產公允值儲備轉至累計虧絀。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

- (ii) New standards, amendments to standards and interpretations that are not yet effective and have not been early adopted by the Group (Continued)

*Impact of IFRS 9, 'Financial instruments' (Continued)*

For financial liabilities there are two classification categories: amortised cost and fair value through profit or loss. Where non-derivative financial liabilities are designated at fair value through profit or loss, the changes in the fair value due to changes in the liability's own credit risk are recognised in other comprehensive income, unless such changes in fair value would create an accounting mismatch in profit or loss, in which case, all fair value movements are recognised in profit or loss. There is no subsequent recycling of the amounts in other comprehensive income to profit or loss. For financial liabilities held for trading (including derivative financial liabilities), all changes in fair value are presented in profit or loss.

The implementation of IFRS 9 is not expected to result in any significant impact on the Group's financial position and results of operations.

### 2 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

- (ii) 尚未生效且本集團並無提早採納之新準則、準則的修訂本及詮釋 (續)

*國際財務報告準則第9號「金融工具」的影響 (續)*

金融負債被歸納為兩個分類：攤銷成本以及按公允值計入損益。倘非衍生金融負債被指定為按公允值計入損益，則負債本身之信貸風險變動所導致之公允值變動於其他綜合收益內確認，除非有關公允值變動會引致損益中出現會計錯配；在此情況下，所有公允值變動於損益確認。於其他綜合收益內之金額其後不可循環至損益。至於持作買賣之金融負債（包括衍生金融負債），所有公允值變動均於損益呈列。

執行國際財務報告準則第9號預期不會對本集團的財務狀況及經營業績產生任何重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

- (ii) New standards, amendments to standards and interpretations that are not yet effective and have not been early adopted by the Group (Continued)

*Impact of IFRS 9, 'Financial instruments' (Continued)*

The new impairment model in IFRS 9 replaces the “incurred loss” model in IAS 39 with an “expected credit loss” model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure expected credit losses as either 12-month expected credit losses or lifetime expected credit losses, depending on the asset and the facts and circumstances. This new impairment model may result in an earlier recognition of credit losses on the Group’s trade receivables and other financial assets.

IFRS 9 must be applied for financial years commencing on or after 1 January 2018. The Group will apply the rule retrospectively from 1 January 2018, with the practical expedients permitted under the standard. Comparatives for 2017 will not be restated.

## 2 主要會計政策概要 (續)

### 2.1 編製基準 (續)

- (ii) 尚未生效且本集團並無提早採納之新準則、準則的修訂本及詮釋 (續)

*國際財務報告準則第9號「金融工具」的影響 (續)*

國際財務報告準則第9號的新減值模式要求按「預期信貸損失」模式替代國際會計準則第39號的「已產生虧損」。根據預期信貸損失模式，毋須再待發生損失事件後方確認減值損失。取而代之，公司需根據資產以及事實情況確認及計量預期信貸損失為十二個月預期信貸損失或永久預期信貸損失。新減值模式可能導致本集團提早就貿易應收款項及其他金融資產確認信貸損失。

國際財務報告準則第9號須於二零一八年一月一日或之後開始之財政年度採用。在該準則容許的可行權宜情況下，本集團將於二零一八年一月一日起追溯應用有關新準則。二零一七年的比較數字將不予重列。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

- (ii) New standards, amendments to standards and interpretations that are not yet effective and have not been early adopted by the Group (Continued)

*Impact of IFRS 15, 'Revenue from contracts with customers'*

IFRS 15 will replace IAS 18 which covers contracts for goods and services and IAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

Management has assessed the impact of the adoption of IFRS 15 on the Group's consolidated financial statements by analysing the Group's key revenue stream against the 5-step approach and does not expect the adoption would have a material impact on the timing and amounts of revenue recognised based on the existing business model of the Group other than presenting more disclosures.

IFRS 15 is mandatory for financial years commencing on or after 1 January 2018. The Group intends to adopt the standard using the modified retrospective approach which means that the cumulative impact of the adoption will be recognised in retained earnings as of 1 January 2018 and that comparatives will not be restated.

### 2 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

- (ii) 尚未生效且本集團並無提早採納之新準則、準則的修訂本及詮釋 (續)

*國際財務報告準則第15號「客戶合約收益」的影響*

國際財務報告準則第15號將取代國際會計準則第18號(涵蓋貨品及服務合約)及國際會計準則第11號(涵蓋建築合約)。新準則乃基於貨品或服務的控制權轉移至客戶時確認收入的原則。該準則允許全面追溯採納或以經修訂追溯方式採納。

管理層已評估採納國際財務報告準則第15號對本集團綜合財務報表之影響，方式為採用五步法分析本集團之主要收益來源，且預期採納該準則不會對根據本集團現有業務模式(而非呈列更多披露)確認收益之時機及金額產生重大影響。

國際財務報告準則第15號於二零一八年一月一日或之後開始之財政年度強制生效。本集團擬使用經修訂回溯法採納有關準則，此乃意味著採納的累計影響將於截至二零一八年一月一日之保留盈利內確認，而有關比較數字將不予重列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.1 Basis of preparation (Continued)

- (ii) New standards, amendments to standards and interpretations that are not yet effective and have not been early adopted by the Group (Continued)

#### *Impact of IFRS 16, 'Leases'*

IFRS 16 will result in almost all leases being recognised on the consolidated balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The standard will affect primarily the accounting for Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of RMB16,303,000 (Note 29(a)). However, the Group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Group's financial performance and classification of cash flows.

Some of the commitments may be covered by the exception for short-term and low value leases and some commitments may relate to arrangements that will not qualify as leases under IFRS 16.

The new standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date.

## 2 主要會計政策概要 (續)

### 2.1 編製基準 (續)

- (ii) 尚未生效且本集團並無提早採納之新準則、準則的修訂本及詮釋 (續)

#### *國際財務報告準則第16號「租賃」的影響*

在經營及融資租賃的區分被取消的情況下，國際財務報告準則第16號將導致近乎所有租賃於合併資產負債表內確認。根據此新準則，資產（租賃項目的使用權）及繳納租金的金融負債均獲確認，惟短期及低值租賃不在此列。

此準則將主要影響本集團經營租賃的會計處理。於報告日期，本集團的不可撤銷經營租賃（附註29(a)）承擔為人民幣16,303,000元。然而，本集團尚未確定該等承擔對確認資產及未來付款責任之影響程度，以及其將如何影響本集團之財務表現以及現金流量分類。

部份承擔可能屬於短期及低價值租賃之例外情況，而部份承擔可能與將不符合確認為國際財務報告準則第16號所指之租賃之安排有關。

新準則會於二零一九年一月一日或之後開始之財政年度強制生效。於此階段，本集團不擬於其生效日期前採納該準則。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.2 Principal of consolidation

##### (a) Subsidiaries

###### *Consolidation*

Subsidiaries are all entities (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

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

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of comprehensive income, statement of changes in equity and balance sheet respectively.

### 2 主要會計政策概要 (續)

#### 2.2 合併入賬原則

##### (a) 附屬公司

###### *合併入賬*

附屬公司為受本集團控制的實體(包括結構性實體)。當本集團因參與實體的營運而承擔可變回報的風險或享有可變回報的權利，並有能力透過其對該實體的權力影響有關回報時，本集團即控制該實體。附屬公司自控制權轉讓予本集團當日起合併入賬，並自該項控制權終止當日起終止合併入賬。

集團內公司間交易、結餘及集團內公司間交易未變現收益均會抵銷。未變現虧損亦會抵銷，惟該交易有證據顯示已轉讓資產出現減值則除外。附屬公司的會計政策已在有需要時作出調整，以確保與本集團所採納有關政策一致。

附屬公司業績及權益中的非控股權益分別於合併全面收益表、權益變動表及資產負債表中單獨呈列。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Principal of consolidation

#### (a) Subsidiaries (Continued)

##### *Disposal of subsidiaries*

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

##### *Separate financial statements*

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

## 2 主要會計政策概要 (續)

### 2.2 合併入賬原則 (續)

#### (a) 附屬公司 (續)

##### *出售附屬公司*

本集團失去控制權時，於實體的任何保留權益將按失去控制權當日的公允值重新計量，有關賬面金額變動在損益賬內確認。就其後入賬列作聯營公司、合資企業或金融資產的保留權益，其公允值為初始賬面金額。此外，先前於其他全面收益內確認與該實體有關的任何金額按猶如本集團已直接出售有關資產或負債的方式入賬。這意味著先前在其他全面收益內確認的金額重新分類至損益賬。

##### *獨立財務報表*

於附屬公司的投資乃以成本減減值的方法記賬。成本包括投資的直接應佔成本。附屬公司的業績由公司按已收及應收股息入賬。

當收到於附屬公司的投資的股息，而股息超過附屬公司在宣派股息期間的全面收益總額，或倘獨立財務報表的投資賬面金額超過被投資方淨資產（包括商譽）在合併財務報表的賬面金額，則必須對有關投資進行減值測試。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.2 Principal of consolidation (Continued)

##### (b) Structured entity

The consolidated financial statements include the financial statements of the Company, its subsidiaries, and structured entity where the Company is deemed the primary beneficiary. Fuzhou DingCe Culture, one of the Company's wholly-owned subsidiaries, entered into contractual agreements with Beijing BaiChuanDuKe (the "Structural Agreements"), where Fuzhou DingCe Culture provides consulting services to Beijing BaiChuanDuKe, and is entitled to (1) receive a substantial portion of the economic benefits from Beijing BaiChuanDuKe; (2) exercise effective control over Beijing BaiChuanDuKe, and (3) have an exclusive option to purchase all or part of the equity interests in Beijing BaiChuanDuKe when and to the extent permitted by the PRC laws. By virtue of the contractual arrangements, Beijing BaiChuanDuKe is a structured entity and deemed as subsidiary of the Company under the requirements of IFRS 10 "Consolidated financial statements".

### 2 主要會計政策概要 (續)

#### 2.2 合併入賬原則 (續)

##### (b) 結構性實體

合併財務報表包括本公司、其附屬公司及本公司被視為首要受益人的結構性實體的財務報表。本公司全資附屬公司福州鼎策文化與北京百傳讀客訂立合約性協議（「架構協議」），據此，福州鼎策文化向北京百傳讀客提供諮詢服務，並有權(1)收取來自北京百傳讀客的絕大部分經濟利益；(2)對北京百傳讀客實施有效控制；及(3)擁有在中國法律允許的時間及範圍內購買北京百傳讀客全部或部分股權的獨家選擇權。憑藉該等合約安排，北京百傳讀客為結構性實體，且根據國際財務報告準則第10號「合併財務報表」的規定被視為本公司的附屬公司。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Principal of consolidation (Continued)

#### (b) Structured entity (Continued)

When assessing whether to combine a structured entity, the Group evaluates a range of factors, including whether (1) the activities of the structured entity are being conducted on behalf of the Group according to its specific business needs so that the Group obtains the benefits from the structured entity's operations, (2) the Group has decision-making powers to obtain the majority of the benefits, (3) the Group obtains the majority of the benefits of the activities of the structured entity, and (4) the Group retains the majority of the residual ownership risks related to the assets in order to obtain the benefits from its activities. The Group consolidates a structured entity if an assessment of the relevant factors indicates that it controls the structured entity.

Based on the contractual arrangements, the Company consolidated Beijing BaiChuanDuKe's results, assets and liabilities in its consolidated financial statements.

## 2 主要會計政策概要 (續)

### 2.2 合併入賬原則 (續)

#### (b) 結構性實體 (續)

當評估是否將結構性實體合併入賬時，本集團會評估多項因素，包括(1)結構性實體業務活動是否根據其特殊業務需要代表本集團進行，而本集團因此從結構性實體業務中獲利；(2)本集團是否擁有獲得大多數利益的決策權；(3)本集團是否獲得結構性實體業務活動的大多數利益；及(4)本集團是否保留大多數與資產有關的餘下擁有權風險以從其業務活動中獲利。倘評估相關因素後顯示其控制結構性實體，則本集團會將結構性實體合併入賬。

基於該等合約安排，本公司將北京百傳讀客的業績、資產及負債於十方控股有限公司的合併財務報表合併入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.2 Principal of consolidation (Continued)

##### (c) Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investments in associates include goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

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

### 2 主要會計政策概要 (續)

#### 2.2 合併入賬原則 (續)

##### (c) 聯營公司

聯營公司指本集團對其有重大影響力而無控制權的實體，通常附帶有20%至50%投票權的股權。於聯營公司的投資以權益會計法入賬。根據權益法，投資初步按成本確認，並調高或調低賬面金額以確認投資者於收購日期後應佔的被投資方損益。本集團於聯營公司的投資包括收購時已識別的商譽。在收購聯營公司的擁有權權益時，該聯營公司的成本與本集團應佔該聯營公司可識別資產及負債的公允淨值的任何差額會入賬列為商譽。

倘於聯營公司的擁有權權益減少，而重大影響力獲保留，則先前於其他全面收益內確認的金額僅有一定比例部分重新分類至損益賬（視情況而定）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Principal of consolidation (Continued)

#### (c) Associates (Continued)

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

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

## 2 主要會計政策概要 (續)

### 2.2 合併入賬原則 (續)

#### (c) 聯營公司 (續)

本集團應佔的收購後溢利或虧損於合併全面收益表內確認，應佔收購後其他全面收益的變動則於其他全面收益內確認，而投資賬面金額會作相應調整。當本集團應佔聯營公司虧損等於或超過其佔聯營公司的權益（包括任何其他無抵押應收款項）時，本集團不再確認進一步虧損，除非本集團須承擔法定或推定負債或代聯營公司支付款項。

本集團在每個報告日期釐定於聯營公司的投資是否存在客觀減值證據。倘存在減值證據，則本集團會按聯營公司可收回金額與其賬面值差額計算減值金額，並使用權益法於合併全面收益表「應佔聯營公司虧損」確認有關金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.2 Principal of consolidation (Continued)

##### (c) Associates (Continued)

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gains or losses on dilution of equity interest in associates are recognised in the consolidated statement of comprehensive income.

#### 2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors (the "Board") that makes strategic decisions.

### 2 主要會計政策概要 (續)

#### 2.2 合併入賬原則 (續)

##### (c) 聯營公司 (續)

本集團與其聯營公司之間的上游及下游交易產生的溢利及虧損於本集團的財務報表內確認，惟僅以聯營公司中的非關連投資者權益為限。未變現虧損已對銷，除非有關交易有證據顯示所轉讓資產出現減值。聯營公司的會計政策已作必要更改，以確保與本集團所採納政策貫徹一致。

攤薄於聯營公司的股權所產生的收益或虧損於合併全面收益表內確認。

#### 2.3 分類報告

經營分類按與向首席營運決策人作內部呈報者一致的方式呈報。首席營運決策人負責分配資源及評核經營分類的表現，被認為負責作出策略決定的董事會（「董事會」）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 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 Renminbi ("RMB"), which is the Company's functional and the Group's presentation currency.

#### (b) Transactions and balances

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

All foreign exchange gains and losses are presented in the consolidated statement of comprehensive income within 'general and administrative expenses'.

## 2 主要會計政策概要 (續)

### 2.4 外幣換算

#### (a) 功能及呈列貨幣

本集團旗下各實體財務報表計入的項目，均以該實體經營所在主要經濟環境的通行貨幣（「功能貨幣」）計量。合併財務報表以人民幣呈列，而人民幣為本公司功能貨幣及本集團呈列貨幣。

#### (b) 交易及結餘

外幣交易均按交易當日或倘有關項目經重計則按估值當日的匯率換算為功能貨幣。因結算該等交易及按年終匯率換算以外幣列值的貨幣資產和負債而產生的外匯收益及虧損均在合併全面收益表內確認。

所有外匯收益及虧損均於合併全面收益表的「一般及行政開支」內呈列。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.4 Foreign currency translation (Continued)

##### (c) Group companies

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

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each statement of comprehensive income 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 rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

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

### 2 主要會計政策概要 (續)

#### 2.4 外幣換算 (續)

##### (c) 集團公司

功能貨幣有別於呈列貨幣的海外經營實體 (並不涉及嚴重通脹經濟地區的貨幣) 的業績及財務狀況, 按下述方式換算為呈列貨幣:

- (i) 各資產負債表內呈列的資產與負債以該資產負債表結算日的收市匯率換算;
- (ii) 各全面收益表內的收入及支出乃按平均匯率換算, 惟倘該平均值並非交易日通行匯率累計影響的合理約數, 則收入及支出按交易日的匯率換算; 及
- (iii) 所產生的所有匯兌差額均於其他全面收益內確認。

於綜合賬目時, 因換算海外實體投資淨額而產生的匯兌差額乃計入其他全面收益。當出售海外業務時, 相關匯兌差額作為出售的部分收益或虧損重新分類為損益。

因收購海外實體而產生的商譽及公允值調整, 均視作為該海外實體的資產及負債處理, 並以收市匯率換算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.5 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings	40 years
Leasehold improvements	5 – 10 years or the remaining term of any non-renewable lease, whichever is shorter
Machinery	5 – 10 years
Fixture, furniture and equipment	5 years
Motor vehicles	5 – 10 years

## 2 主要會計政策概要 (續)

### 2.5 物業、廠房及設備

物業、廠房及設備按過往成本減累計折舊及累計減值虧損入賬。過往成本包括收購項目直接應佔的開支。

當項目相關的未來經濟利益可能會流入本集團及能可靠地計算項目成本時，其後成本方會視適用情況計入資產賬面金額或確認為獨立資產。替代部分的賬面金額會終止確認。所有其他維修及保養於產生財政期間自合併全面收益表扣除。

物業、廠房及設備的折舊以直線法計算，按估計可使用年期將成本分攤至其剩餘價值。有關年期如下：

樓宇	40年
租賃物業裝修	5至10年或不可重續租賃的餘下年期（以較短者為準）
機器	5至10年
裝置、傢俬及設備	5年
汽車	5至10年

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.5 Property, plant and equipment (Continued)

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'General and administrative expenses' in the consolidated statement of comprehensive income.

#### 2.6 Intangible assets

##### Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

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

### 2 主要會計政策概要 (續)

#### 2.5 物業、廠房及設備 (續)

資產的剩餘價值及可使用年期在各報告期末進行審閱，並在適當時作出調整。

倘資產的賬面金額超過其估計可收回金額，則資產的賬面金額即時撇減至其可收回金額 (附註2.7)。

出售產生的收益及虧損乃透過比較所得款項與賬面金額而釐定，並於合併全面收益表的「一般及行政開支」內確認。

#### 2.6 無形資產

##### 商譽

收購附屬公司所產生的商譽，指所轉讓代價、於被收購方的任何非控股權益金額及於被收購方的任何先前股權的收購日公允值超出所收購可識別淨資產的公允值的差額。

就減值測試而言，因業務合併獲得的商譽會分配至預期將受惠於合併的協同效應的各個或各組現金產生單位。獲分配商譽的各單位或各組單位指實體內為內部管理目的而對商譽進行監督的最低層面。商譽按經營分類層面監督。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Intangible assets (Continued)

#### Goodwill (Continued)

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

#### Trademarks and licences

Separately acquired trademarks and licences are shown at historical cost. Trademarks and licences acquired in a business combination are recognised at fair value at the acquisition date. Trademarks and licences have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and licences over their estimated useful lives of seven years.

#### Contractual customer relationships

Contractual customer relationships acquired in a business combination are recognised at fair value at the acquisition date. The contractual customer relations have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate over the expected life of the customer relationship of three years.

## 2 主要會計政策概要 (續)

### 2.6 無形資產 (續)

#### 商譽 (續)

商譽會每年進行減值檢討，或當有事件出現或情況轉變顯示可能出現減值時，作出更頻密檢討。包括商譽在內的現金產生單位的賬面值與可收回金額作比較，可收回金額為使用價值與公允值減去銷售成本後的數額兩者的較高者。任何減值即時確認為開支，且其後不會撥回。

#### 商標及特許權

分開購入的商標及特許權按歷史成本列示。經業務合併購入的商標及特許權按於收購當日的公允值確認。商標及特許權有限定可使用年限，並按成本減累計攤銷列賬。攤銷利用直線法將商標及特許權的成本於其估計可使用年限七年攤分計算。

#### 合約客戶關係

經業務合併獲得的合約客戶關係按收購當日的公允值確認。合約客戶關係具有有限定可使用年限，並按成本減累計攤銷列賬。攤銷利用直線法於客戶關係的預計年期三年攤分計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.6 Intangible assets (Continued)

##### Computer software and web site

Costs associated with maintaining computer software program and web site are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique computer software and web site controlled by the Group are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the computer software and web site so that they will be available for use;
- Management intends to complete the computer software and web site, and use or sell them;
- There is an ability to use or sell the computer software and web site;
- It can be demonstrated how the computer software and web site will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the computer software and web site are available; and
- The expenditure attributable to the computer software and web site during their development can be reliably measured.

### 2 主要會計政策概要 (續)

#### 2.6 無形資產 (續)

##### 電腦軟件及網站

有關維護電腦軟件程式及網站的成本在產生時確認為開支。直接歸屬於設計及測試由本集團控制的可識別及獨特電腦軟件及網站的開發成本，會於符合以下條件時確認為無形資產：

- 於完成電腦軟件及網站使其可供使用方面，屬技術上可行者；
- 管理層有完成該電腦軟件及網站並使用或將其出售的意圖；
- 有使用或出售該電腦軟件及網站的能力；
- 能顯示該電腦軟件及網站將可能產生未來經濟利益；
- 有足夠的技術、財務及其他資源完成開發及使用或出售該電腦軟件及網站；及
- 能可靠地計量開發該電腦軟件及網站應佔的支出。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Intangible assets (Continued)

#### Computer software and web site (Continued)

Directly attributable costs that are capitalised as part of the computer software and web site cost include the software development employee costs. Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Remaining computer software and web site costs recognised as assets are amortised over their estimated useful lives and the terms of validity granted by corresponding authorities, which are three years.

Subsequent expenditure on capitalised intangible assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised as an expense as incurred.

## 2 主要會計政策概要 (續)

### 2.6 無形資產 (續)

#### 電腦軟件及網站 (續)

資本化為電腦軟件及網站成本一部分的直接應佔成本包括參與軟件開發的僱員成本。其他不符合該等條件的開發支出於產生時確認為開支。先前確認為開支的開發成本不會在後續期間確認為資產。

確認為資產的餘下電腦軟件及網站成本於其估計可使用年期及相關機關授予的三年有效期攤銷。

已資本化無形資產的往後開支，僅於與其相關的特定資產所體現的未來經濟利益增加時撥充資本。所有其他開支均於產生時確認為開支。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.7 Impairment of non-financial assets

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

#### 2.8 Properties held for sale

Properties are classified as properties held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is to be recovered principally through a sale transaction rather than through continuing use.

### 2 主要會計政策概要 (續)

#### 2.7 非金融資產減值

可使用年限不受限定的無形資產或尚未可供使用的無形資產毋須攤銷，但每年須就減值進行測試。須攤銷的資產會於出現顯示賬面金額可能無法收回的事件或情況轉變時檢討有否減值。當資產賬面金額高於可收回金額時，會將差額確認為減值虧損。可收回金額即資產公允值扣除銷售成本後的數額與使用價值兩者的較高者。為評估減值，資產按獨立可識別現金流量的最低級別（現金產生單位）分類。商譽以外的非金融資產若出現減值，則須於各報告日期評估其能否撥回減值。

#### 2.8 持作出售物業

當物業的賬面金額將主要透過一項出售交易收回而該項出售被視為極有可能，則分類為持作出售物業。倘該等物業的賬面金額將主要透過一項出售交易而非持續使用而收回，則該等物業按賬面金額與公允值減去銷售成本後的數額兩者的較低者列賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.9 Investments and other financial assets

#### 2.9.1 Classification

The Group classifies its financial assets as loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investment at initial recognition. See note 3.3 for details about each type of financial asset.

#### (a) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets. The Group's loans and receivables comprise 'Trade receivables', 'Deposits and other receivables', 'Amounts due from related parties' and 'Cash and cash equivalents' in the consolidated balance sheet.

#### (b) *Available-for-sale financial assets*

Investments are designated as available-for-sale financial assets if they do not have fixed maturities and fixed or determinable payments, and management intends to hold them for the medium to long-term. Financial assets that are not classified into any of the other categories are also included in the available-for-sale category. The financial assets are presented as non-current assets unless they mature, or management intends to dispose of them within 12 months of the end of the reporting period.

## 2 主要會計政策概要 (續)

### 2.9 投資及其他金融資產

#### 2.9.1 分類

本集團將其金融資產分類為貸款及應收款項以及可供出售金融資產。有關分類乃視乎購入投資的目的而定。管理層於初步確認投資時釐定其分類。有關各類金融資產，請參閱附註 3.3。

#### (a) *貸款及應收款項*

貸款及應收款項為有固定或可釐定付款且沒有在活躍市場上報價的非衍生金融資產。預期於一年或較短時間收回的款項，則歸類非流動資產。否則，呈列為非流動資產。本集團的貸款及應收款項包括合併資產負債表內的「貿易應收款項」、「按金及其他應收款項」、「應收關連人士款項」及「現金及現金等值項目」。

#### (b) *可供出售金融資產*

倘投資並無固定到期日及固定或可釐定款項且管理層中長期持有該等資產，則其指定為可供出售金融資產。未有分類至任何其他類別的金融資產歸類為可供出售資產。除非金融資產於由報告期末起計十二個月內到期，或管理層計劃於由報告期末起計十二個月內予以出售，否則歸類為非流動資產。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.9 Investments and other financial assets (Continued)

##### 2.9.2 Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on the trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

When financial assets classified as available-for-sale are sold, the accumulated fair value adjustments recognised in other comprehensive income are reclassified to profit or loss as gains and losses from investment securities.

##### 2.9.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Available-for-sale financial assets are subsequently carried at fair value. Gains or losses arising from changes in the fair value of monetary and non-monetary securities classified as available-for-sale financial assets are recognised in other comprehensive income.

### 2 主要會計政策概要 (續)

#### 2.9 投資及其他金融資產 (續)

##### 2.9.2 確認及終止確認

正常的金融資產買賣於交易日確認，即本集團承諾購買或出售資產當日。當自投資收取現金流量的權利屆滿或已轉讓而本集團已轉讓擁有權絕大部分風險及回報時，金融資產會被終止確認。

當分類為可供出售之金融資產售出時，已於其他全面收益確認之累計公允值調整於損益中重新分類為投資證券之損益。

##### 2.9.3 計量

本集團按金融資產之公允值加，初始確認時（倘並非透過損益按公允值列值之金融資產）直接歸類於收購金融資產之交易成本計量。透過損益按公允值列賬的金融資產之交易成本計入損益。

貸款及應收款項隨後採用實際利率法按攤銷成本列賬。

可供出售金融資產隨後按公允值列賬。分類為可供出售金融資產的貨幣及非貨幣證券的公允值變動所產生的損益於其他全面收益內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.10 Offsetting financial instruments

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

### 2.11 Impairment of financial assets

#### (a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a “loss event”) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

## 2 主要會計政策概要 (續)

### 2.10 抵銷金融工具

當有可合法強制執行抵銷已確認金額的權利，並有意按淨額基準結算或同一時間變現資產及清償負債時，金融資產及負債予以抵銷，淨額於資產負債表內呈列。可合法強制執行的權利不得視未來事件而定，必須於正常業務過程中及本公司或交易對手違約、無力償債或破產的事件中可強制執行。

### 2.11 金融資產減值

#### (a) 按攤銷成本列賬的資產

本集團於各報告期末評估是否有客觀證據表明一項或一組金融資產出現減值。僅於有客觀證據顯示因資產在初步確認後發生一項或多項事件（「虧損事件」）而出現減值，並能夠可靠地估計虧損事件對一項或一組金融資產估計未來現金流量構成的影響時，該項或該組金融資產方會減值並產生減值虧損。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.11 Impairment of financial assets (Continued)

##### (a) Assets carried at amortised cost (Continued)

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- Significant financial difficulty of the obligor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- The Group, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;
- It becomes probable that the borrower will enter bankruptcy or other financial reorganisation;
- The disappearance of an active market for that financial asset because of financial difficulties; or

### 2 主要會計政策概要 (續)

#### 2.11 金融資產減值 (續)

##### (a) 按攤銷成本列賬的資產 (續)

本集團用以釐定是否有客觀證據顯示出現減值虧損的標準包括：

- 債務人有重大財務困難；
- 違反合約，如拖欠或欠繳利息或本金款項；
- 因與借款人的財政困難相關的經濟或法律原因，本集團給予借款人在一般情況下貸款人不會考慮的優惠條件；
- 借款人有可能破產或進行其他財務重組；
- 財政困難導致該金融資產的活躍市場消失；或

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.11 Impairment of financial assets (Continued)

#### (a) Assets carried at amortised cost (Continued)

- Observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio, including:
  - (i) adverse changes in the payment status of borrowers in the portfolio; and
  - (ii) national or local economic conditions that correlate with defaults on the assets in the portfolio.

The Group first assesses whether objective evidence of impairment exists.

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated statement of comprehensive income. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

## 2 主要會計政策概要 (續)

### 2.11 金融資產減值 (續)

#### (a) 按攤銷成本列賬的資產 (續)

- 顯示金融資產組合所產生估計未來現金流量自該等資產獲初步確認起有可量度減幅 (即使未能於組合內個別金融資產內識別有關減幅) 的可觀察數據, 包括:
  - (i) 組合內借款人的還款狀況有不利轉變; 及
  - (ii) 與組合內資產逾期還款相關的國家或地區經濟狀況。

本集團首先評估是否存在減值的客觀證據。

虧損金額按資產賬面金額與按金融資產原實際利率折現的估計未來現金流量現值 (不包括尚未產生的未來信貸虧損) 之間的差額計量。資產賬面金額會予以削減, 而虧損金額會於合併全面收益表內確認。倘貸款按浮動利率計息, 則計量任何減值虧損的折現率為根據合約釐定的當前實際利率。在實際運作上, 本集團可能以可觀察市價釐定的工具公允值為基準計量減值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.11 Impairment of financial assets (Continued)

##### (a) Assets carried at amortised cost (Continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated statement of comprehensive income.

##### (b) Assets classified as available-for-sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired.

For debt securities, if any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is reclassified from equity and recognised in profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated statement of profit or loss.

### 2 主要會計政策概要 (續)

#### 2.11 金融資產減值 (續)

##### (a) 按攤銷成本列賬的資產 (續)

倘減值虧損金額在往後期間減少，減幅亦可與確認減值後發生的事件有客觀關連（例如債務人信貸評級改善），則於合併全面收益表內確認撥回過往已確認的減值虧損。

##### (b) 分類為可供出售的資產

本集團於各報告期末評估是否有客觀證據表明一項或一組金融資產出現減值。

就債務證券而言，倘存在任何有關證據，則累計虧損（按收購成本與現時公允值的差額，減該金融資產先前在損益賬內確認的任何減值虧損計量）自權益重新分類，並在損益賬內確認。倘於隨後期間，分類為可供出售的債務工具的公允值增加，而增幅可客觀地與在損益賬內確認減值虧損後所發生的事件聯繫，則於合併損益表撥回減值虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods comprises of newsprint paper and printing consumables. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

### 2.13 Trade and other receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

### 2.14 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand and deposits held at call with banks with original maturities of three months or less.

## 2 主要會計政策概要 (續)

### 2.12 存貨

存貨按成本與可變現淨值兩者的較低者入賬。成本按加權平均法釐定。製成品的成本包括新聞紙及印刷耗材。可變現淨值指日常業務過程中的估計售價減適用可變銷售開支。

### 2.13 貿易及其他應收款項

貿易應收款項為在日常業務過程中就已提供服務應收客戶的款項。倘貿易及其他應收款項預期可於一年或以內（或倘時間更長，則在業務的正常營運週期）收回，會分類為流動資產，否則以非流動資產呈列。

貿易及其他應收款項初步按公允值確認，其後採用實際利率法按攤銷成本並扣除減值撥備計量。

### 2.14 現金及現金等值項目

在合併現金流量表內，現金及現金等值項目包括手頭現金及原定於三個月或以內到期的銀行活期存款。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.15 Share capital

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

#### 2.16 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### 2.17 Current and deferred income tax

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

### 2 主要會計政策概要 (續)

#### 2.15 股本

普通股歸類為權益。直接歸屬於發行新股或購股權的遞增成本在權益內列為所得款項的扣減項目（扣除稅項）。

#### 2.16 貿易應付款項

貿易應付款項為在日常業務過程中自供應商取得貨品或服務的付款責任。倘貿易應付款項於一年或以內（或倘時間更長，則在業務的正常營運週期）到期，會分類為流動負債，否則以非流動負債呈列。

貿易應付款項初步按公允值確認，隨後採用實際利率法按攤銷成本計量。

#### 2.17 即期及遞延所得稅

期內稅項開支包括即期及遞延稅項。稅項乃在合併全面收益表內確認，惟涉及已於其他全面收益內確認或直接於權益內確認的項目則除外。在此情況下，有關稅項亦會分別於其他全面收益內或直接於權益內確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Current and deferred income tax (Continued)

#### (a) Current income tax

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

#### (b) Deferred income tax

##### *Inside basis differences*

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

## 2 主要會計政策概要 (續)

### 2.17 即期及遞延所得稅 (續)

#### (a) 即期所得稅

即期所得稅支出乃按照本公司的附屬公司及聯營公司經營所在及產生應課稅收入的國家於結算日已頒佈或已大致頒佈的稅法計算。管理層定期就適用稅務條例出現須待詮釋的情況評估其採取的報稅立場。管理層會基於預期將向稅務機關繳付的金額於適當時作出撥備。

#### (b) 遞延所得稅

##### *內在差異*

遞延所得稅乃以負債方法按照資產負債的稅基與於合併財務報表內兩者賬面金額之間所產生的暫時差額確認。然而，倘遞延稅項負債因商譽經初步確認而產生，則不確認遞延稅項負債，倘遞延所得稅因一宗交易（而非業務合併）中的資產或負債經初步確認而產生（而該項交易當時並無對會計或應課稅溢利或虧損構成影響），則不會將遞延所得稅入賬。遞延所得稅乃以於結算日已頒佈或已大致頒佈、並預期會於有關遞延所得稅資產變現時或於遞延所得稅負債清償時應用的稅率（及稅法）釐定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.17 Current and deferred income tax (Continued)

##### (b) Deferred income tax (Continued)

###### *Inside basis differences (Continued)*

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

###### *Outside basis differences*

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

##### (c) Offsetting

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

### 2 主要會計政策概要 (續)

#### 2.17 即期及遞延所得稅 (續)

##### (b) 遞延所得稅 (續)

###### *內在差異 (續)*

遞延所得稅資產僅於可能有未來應課稅溢利以供用於抵銷暫時差額時確認。

###### *外在差異*

遞延所得稅負債乃根據於附屬公司的投資所產生的應課稅暫時差額作撥備，惟對於撥回暫時差額的時間由本集團控制，並於可見將來不大可能撥回暫時差額的遞延所得稅負債則另作別論。

##### (c) 抵銷

當享有可依法執行的權利以即期稅項資產抵銷即期稅項負債，以及當遞延所得稅資產及負債乃關於同一稅務機關對有意按淨額基準結清即期所得稅資產及負債結餘的應課稅實體或不同應課稅實體所徵收的所得稅，遞延所得稅資產及負債會互相抵銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Employee benefits

#### (a) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current accrual and other payables in the consolidated balance sheet.

#### (b) Pension obligations

Full time employees of the PRC entities participate in a government mandated multiemployer defined contribution plan pursuant to which certain pension benefits, medical care, unemployment insurance, employee housing fund and other welfare benefits are provided to employees. Chinese labor regulations require the Company to accrue for these benefits based on certain percentages of the employees' salaries. Management believes full time employees who have passed the probation period are entitled to such benefits.

The Group contributes to Mandatory Provident Fund Scheme ("MPF") for eligible employees in Hong Kong. The assets of the MPF are held in a separate trustee administered fund. The Company's contributions to the MPF are expensed as incurred.

## 2 主要會計政策概要 (續)

### 2.18 僱員福利

#### (a) 短期債務

工資及薪金責任(包括預期在僱員提供相關服務期限結束後十二個月內全部結算之非貨幣福利及累計病假)乃就直至報告日期之僱員服務於其他應付賬款確認,並按預期於結清責任時支付之金額計算。負債乃於合併資產負債表中呈列為即期應計費用及其他應付款項。

#### (b) 退休金責任

中國實體的全職僱員參與政府強制性多邊僱主界定供款計劃,據此,僱員享有若干退休金福利、醫療福利、失業保險、僱員住房津貼及其他福利。中國勞工法規規定本公司根據僱員薪金的若干比例計付該等福利。管理層認為,通過試用期的全職僱員有權享有該等福利。

本集團為香港合資格僱員提供強制性公積金計劃(「強制性公積金計劃」)。強制性公積金計劃資產由一獨立信託管理基金持有。本公司強制性公積金計劃供款為應計費用。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.18 Employee benefits (Continued)

##### (b) Pension obligations (Continued)

The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

##### (c) Bonus plans

The Group recognises a liability and an expense for bonuses, based on performance and takes into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

#### 2.19 Provisions

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

### 2 主要會計政策概要 (續)

#### 2.18 僱員福利 (續)

##### (b) 退休金責任 (續)

支付供款後，本集團再無其他付款責任。供款在到期時確認為僱員福利開支，並扣除在供款完全歸屬前離開計劃的僱員被沒收的供款。預付供款確認為資產，以可獲得現金退款或可從未來付款扣除者為限。

##### (c) 花紅計劃

本集團就按業績計算並計及本公司股東應佔溢利在作出若干調整後的花紅確認負債及開支。本集團於有合約責任或過往慣例產生推定責任時確認撥備。

#### 2.19 撥備

當本集團因過去事件而須承擔現有法律或推定責任，而履行該責任很有可能導致資源流出，且能夠可靠地估計金額的情況下，便會確認撥備。本集團不會就日後經營虧損確認撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.19 Provisions (Continued)

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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

### 2.20 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

## 2 主要會計政策概要 (續)

### 2.19 撥備 (續)

倘出現多項類似責任，履行責任時導致資源流出的可能性乃考慮責任整體類別釐定。即使同類責任中任何一項可能導致資源流出的機會不大，仍會確認撥備。

撥備乃按採用稅前比率計算預期須就履行責任支付開支的現值計量，有關比率反映市場當時對貨幣時間價值及該責任的特定風險的評估。因時間流逝而產生的撥備增加確認為利息開支。

### 2.20 借款

借款於扣除所產生的交易成本後，初步按公允值確認，其後按攤銷成本列賬；所得款項（扣除交易成本）與贖回價值之間的任何差額，於借款期內以實際利息法於合併全面收益表內確認。

在貸款融資將可能部分或全部提取的情況下，就設立融資支付的費用乃確認為貸款的交易成本。在此情況下，該費用將遞延至提取貸款為止。在並無跡象顯示將可能部分或全部提取該融資的情況下，該費用會撥充資本作為流動資金服務的預付款項，並於有關融資期間內攤銷。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.20 Borrowings (Continued)

Borrowings are removed from the consolidated balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in consolidated statement of comprehensive income as other income or finance costs.

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

#### 2.21 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customers, the type of transactions and the specifics of each arrangement.

### 2 主要會計政策概要 (續)

#### 2.20 借款 (續)

當合約內規定的責任被解除、取消或屆滿，借款即從合併資產負債表剔除。已消除或轉移至另一方的金融負債的賬面金額與已付代價（包括已轉移的非現金資產或所承擔的負債）之間的差額，在合併全面收益表內確認為其他收入或財務成本。

除非本集團擁有無條件權利可將負債的償還日期遞延至報告期末後至少十二個月，否則借款乃分類為流動負債。

#### 2.21 收入確認

收入按於本集團日常業務過程中銷售服務的已收或應收代價的公允值計量。收入於扣除增值稅、退貨、回扣及折扣以及沖銷本集團內部銷售後呈列。

當收入的金額能夠可靠地計量，而未來經濟利益有可能流入實體，且本集團每項活動均符合下文所述的具體條件時，本集團將確認收入。本集團會根據其過往業績並考慮客戶類別、交易種類和每項安排的特點作出估計。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.21 Revenue recognition (Continued)

#### (a) Newspaper advertising

The Group's role in the provision of services on newspaper advertising is that of a principal. When deciding the most appropriate basis for presenting revenue or costs of revenue, both the legal form and substance of the agreement between the Group and its business partners are reviewed to determine each party's respective role in the transaction.

Hence, revenue from newspaper advertising services is recognised on a gross basis when services are rendered for the creation, production and placement of advertising materials through all media.

#### (b) Marketing services

Revenue from marketing services is recognised as the services are delivered to the customers.

#### (c) Printing services

Revenue from printing services is recognised as the services are delivered to the customers.

### 2.22 Government grants

Grants from the government are recognised at fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants are deferred and recognised in the consolidated statement of comprehensive income over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to expenses are shown separately as other income.

## 2 主要會計政策概要 (續)

### 2.21 收入確認 (續)

#### (a) 報紙廣告

本集團在提供報紙廣告服務方面的身份極為重要。在釐定收入或收入成本的最佳呈列基準時，本集團會審閱其與業務夥伴所訂立協議的法律形式及內容，以釐定各方在交易中的身份。

因此，來自報紙廣告服務的收入於在所有媒體創設、製作及投放廣告材料提供服務時按總額基準確認。

#### (b) 營銷服務

來自市場服務的收入於向客戶提供服務時確認。

#### (c) 印刷服務

印刷服務收入於向客戶提供服務時確認。

### 2.22 政府補助

倘能合理保證將取得政府補助及本集團將符合所有附帶條件，則該等政府補助將按公允值確認。

為配合擬補償的成本，政府補助會於必要期間內遞延處理並於合併全面收益表內確認。與開支相關的政府補助獨立呈列為其他收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.23 Leases

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

#### 2.24 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

#### 2.25 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the consolidated statement of comprehensive income in the period in which they are incurred.

### 2 主要會計政策概要 (續)

#### 2.23 租賃

如租賃擁有權的絕大部分風險和報酬由出租方保留，則租賃列為經營租賃。根據經營租賃支付的款項在扣除自出租方收取的任何獎勵金後，於租期內按直線基準自合併全面收益表扣除。

#### 2.24 股息分派

向本公司股東分派的股息在股息獲本公司股東或董事（如適用）批准的期間內於本集團的財務報表內確認為負債。

#### 2.25 借貸成本

收購、建造或生產合資格資產（指需要大量時間準備就緒作擬定用途或出售的資產）直接應佔的一般及特定借貸成本乃計入該等資產的成本，直至該等資產大致上已準備就緒作擬定用途或出售為止。

特定借款用於合資格資產之前作為短暫投資所賺取的投資收入，自合資格撥充資本的借款成本扣除。

所有其他借款成本於產生期間於合併全面收益表內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk and cash flow 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. The Group has not used any derivative financial instruments to hedge its risk exposures.

#### (a) Market risk

##### (i) Foreign exchange risk

The Group operates principally in the PRC. Majority of recognised assets and liabilities are denominated in RMB and majority of transactions are settled in RMB. Foreign exchange risk mainly arises from cash and cash equivalents and deposits and other receivables balance denominated in Hong Kong dollar ("HKD"). The Group does not hold or issue any derivative financial instruments to manage its exposure to foreign currency risk.

As at 31 December 2017, if HKD had weakened/strengthened by 5% against RMB with all other variables held constant, post-tax loss for the year would have been RMB3,212,000 (2016: RMB8,191,000) higher/lower, mainly as a result of foreign exchange losses/gains on translation of HKD denominated cash and cash equivalents and deposits and other receivables balance.

### 3 財務風險管理

#### 3.1 財務風險因素

本集團的業務承受多項財務風險：市場風險（包括貨幣風險、公允價值利率風險及現金流量利率風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃集中於金融市場的不可預測事項，並尋求盡量減低對本集團財務表現的潛在不利影響。本集團並無採用任何衍生金融工具對沖其所面對的風險。

#### (a) 市場風險

##### (i) 外匯風險

本集團主要在中國經營業務。已確認的大部分資產及負債均以人民幣列值，且大部分交易均以人民幣結算。外匯風險主要來自以港元計值的現金及現金等值項目以及按金及其他應收款項結餘。本集團並無持有或發行任何衍生金融工具，以管理其所面對的外幣風險。

於二零一七年十二月三十一日，倘港元兌人民幣貶值／升值5%，而所有其他變數維持不變，則年內稅後虧損將增加／減少人民幣3,212,000元（二零一六年：人民幣8,191,000元），主要是由於換算以港元計值的現金及現金等值項目以及按金及其他應收款項結餘產生的匯兌虧損／收益所致。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

###### (ii) Cash flow and fair value interest rate risk

The Group's interest rate risk arises from bank borrowings and bank deposits. Bank borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by bank deposits held at variable rates. As at 31 December 2017 and 2016, the Group does not hold any financial assets nor financial liabilities that are carried at fixed rates which could expose the Group to fair value interest rate risk.

The sensitivity analysis below has been determined based on the exposure to interest rate risk on its variable rate bank borrowings and bank deposits at the balance sheet date and prepared assuming the amount of bank borrowings and bank deposits outstanding at each balance sheet date was outstanding for the whole year.

At 31 December 2017, if interest rates had been 100 basis points higher/lower with all other variables held constant, the Group's post-tax loss for the year ended 31 December 2017, would have been RMB5,000 higher/lower (2016: RMB1,056,000 lower/higher), mainly as a result of higher/lower interest expense on the bank borrowings.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (a) 市場風險 (續)

###### (ii) 現金流量及公允值利率風險

本集團的利率風險來自銀行借款及銀行存款。按浮息取得的銀行借款使本集團面對現金流量利率風險，部分風險被按浮息持有的銀行存款所抵銷。於二零一七年及二零一六年十二月三十一日，本集團並無持有任何使本集團面對公允值利率風險的定息金融資產或金融負債。

下列敏感度分析乃根據於結算日浮息銀行借款及銀行存款的利率風險釐定，並假設於各結算日現有銀行借款及銀行存款金額於全年內存置而編製。

於二零一七年十二月三十一日，倘利率上升／下降100個基點，而所有其他變數維持不變，本集團截至二零一七年十二月三十一日止年度的稅後虧損將增加／減少人民幣5,000元（二零一六年：減少／增加人民幣1,056,000元），主要是由於銀行借款利息開支增加／減少所致。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk

Credit risk is managed on group basis. Credit risk primarily arises from available-for-sale financial assets, trade receivables, deposits and other receivables, amounts due from related parties, and bank balances.

The trade receivables mainly represent the advertising fee due from advertising customers. The Group generally grants to its advertising customers a credit period ranging from one month to one year after delivery of the relevant advertising services. The length of the credit period the Group grants to its customers varies by industry and is driven by credit periods granted by its competitors. The Group grants customers from industries such as real estate, automotive and telecommunications as well as those with national brand names and its long-term customers with large orders longer credit periods. For short-term customers with small orders, out-of-province customers that do not have well-known brand names, classified advertising customers and secondary advertising agents, the Group usually requests that the contractual amount be paid in full prior to delivery of service.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險

信貸風險按組別基準管理。信貸風險主要因可供出售金融資產、貿易應收款項、按金及其他應收款項、應收關連人士款項及銀行結餘而產生。

貿易應收款項主要指應收廣告客戶的廣告費。本集團一般給予其廣告客戶介乎提供相關廣告服務後一個月至一年的信貸期。本集團給予客戶的信貸期長短因行業而異，視乎其競爭對手給予的信貸期而定。本集團給予房地產、汽車及電訊等行業的客戶、國家品牌客戶及大額訂單的長期客戶較長信貸期。至於小額訂單的短期客戶、並無知名品牌的省外客戶、分類廣告客戶及二級廣告代理，本集團一般要求於提供服務前全數支付合約金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

The Group has a credit policy with established procedures in place, which it reviews from time to time. The Group's credit management team assigns internal credit ratings to customers after evaluation of their creditworthiness through assessment of their particulars including business licenses, certifications and credit rating reports and considering factors such as operating status, business condition, profitability, indebtedness and assets. These internal credit ratings are used to determine the credit-related clauses in the sales contracts signed with customers. The Group also prepares regular credit reports to update its understanding of the customer's operating conditions and business information for better risk management in relation to bad debts. In the event the credit rating of a particular customer drops after the Group's review, it may adopt measures such as settlement of its fee through barter transactions, requesting the customer to provide or procure a guarantor to provide security or reducing the customer's advertisement publication volume.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

本集團訂有信貸政策和既定程序，並不時作出檢討。本集團的信貸管理團隊透過評核客戶的資料（包括營業執照、認證資格及信貸評級報告）及考慮經營狀況、營商條件、盈利能力、債務及資產等因素，評估客戶的信用狀況，之後會給予客戶內部信貸評級。有關內部信貸評級乃用以釐定與客戶簽訂的銷售合約中的信貸相關條款。本集團亦編製定期信貸報告，以了解客戶經營狀況及業務資料的最新情況，藉此達致較佳的壞賬風險管理。倘經本集團檢討後，某一客戶的信貸評級下降，則本集團可能採取透過易貨交易結算費用、要求客戶提供或安排擔保人提供擔保或調低客戶廣告刊登量等各種措施。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

The Group makes allowance for doubtful accounts based on assessments of the recoverability of the trade receivable, including the current creditworthiness and the past collection history of each debtor. During the year ended 31 December 2017, the Group has assessed the recoverability of its trade receivables and made impairment provision for certain trade receivables where the recoverability has become less than probable. Details of allowance for doubtful trade receivables are set out in Note 13. Determining the allowance involves significant management judgements and estimates about and, by definition, would seldom equal to actual results. Any difference between management's estimates of the recoverability of trade receivables and the amounts that the Group eventually recovers will impact the Group's consolidated statement of comprehensive income.

Receivables that were past due but not impaired relate to a number of independent customers with satisfactory repayment history and no recent history of default. Based on past experience, 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 still considered fully recoverable.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

本集團根據對貿易應收款項的可收回性(包括各債務人當前的信用狀況及過往還款紀錄)的評估作出呆賬撥備。於截至二零一七年十二月三十一日止年度,本集團已評估貿易應收款項的可收回性,並於不大可能收回時就若干貿易應收款項作出減值撥備。貿易應收款項呆賬撥備詳情載於附註13。釐定撥備涉及管理層的重大判斷及估計,顧名思義,甚少等同實際結果。管理層對貿易應收款項可收回性的估計與本集團最終收回的數額如有任何差異,會影響本集團的合併全面收益表。

已逾期但未減值的應收款項乃與多名還款紀錄良好及近期並無違約紀錄的獨立客戶有關。由於信貸質素並無重大變動及結餘仍然被視為可以完全收回,故根據過往經驗,管理層認為並無必要就該等結餘作出減值撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

The Group's bank balances are placed with a number of major banks in the PRC and Hong Kong. Counterparties' credit risks are carefully reviewed and in general, the Group only deals with financial institutions with low credit risk. The amount of counterparties' lending exposure to the Group is also an important consideration as a means to control credit risk.

The available-for-sales financial asset of the movie income right is continuously monitored by assessing the credit quality of the counterparty, taking into account its financial information, historical repayment records and other factors. Based on the historical repayment record and the creditworthiness of the counterparty, management believes that no provision for impairment is necessary in respect of the balance as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

Management regularly reviews the utilisation and recoverability of these balances and follows up on the disputes or amounts overdue. The Group actively monitors the credit qualities and business development of its debtors by taking into account of their financial positions, relationships with the Group, credit history and other factors. The Group also assesses on a case-by-case basis at each reporting date whether there is any objective evidence exists for impairment of these balances.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

本集團的銀行結餘存放於中國及香港多家主要銀行。本集團審慎檢討對方的信貸風險，且本集團一般只與信貸風險低的金融機構交易。本集團所面對對方貸款風險的金額亦為控制信貸風險方法的重要考慮因素。

管理層持續監察電影收益權可供出售金融資產，評估交易對手的信貸質素，當中考慮其財務資料、過往還款紀錄及其他因素。根據交易對手的過往還款紀錄及信用狀況，管理層相信信貸質素並無重大變動，且結餘仍被視為可全數收回，故毋須就結餘作出減值撥備。

管理層定期檢討該等結餘的動用及可收回能力，並跟進糾紛或逾期款項金額。本集團按其債務人的財務狀況、與本集團的關係、信貸紀錄及其他因素積極監察其債務人的信貸質素及業務發展。本集團亦於各報告日期按個別情況評估該等結餘是否存在客觀減值證據。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

When objective evidence of impairment exists, the amount of impairment loss is measured as the short-fall of the expected cash receipts from counterparties or the value in use measured by discounted cash flow method as compared to the carrying value of the deposits and other receivables.

##### (c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements for maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet its liquidity requirements in the short and longer term. The Group invests surplus cash in time deposits and money market deposits with appropriate maturities. The Group reported net loss of RMB56,331,000 and operating cash outflow of RMB34,687,000 during the year ended 31 December 2017. As at the same date, the Group held cash and cash equivalent of RMB60,178,000 (2016: RMB182,833,000) (Note 14) and trade receivables of RMB6,068,000 (2016: RMB6,837,000) (Note 13) that are expected to readily generate cash inflows for managing liquidity risk and to fund the Group's operations.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

倘存在客觀減值證據，則減值虧損金額按來自對方的預期現金收入或採用折現現金流量法計量的使用價值與按金及其他應收款項賬面值比較下的不足額計量。

##### (c) 流動資金風險

本集團的政策是定期監察即期及預期流動資金需求，以維持充足的現金，並透過足夠的承諾信貸融資額，滿足短期及長期的流動資金需求。本集團將現金盈餘投資於附有合適到期日的定期存款及貨幣市場存款。於截至二零一七年十二月三十一日止年度，本集團錄得虧損淨額人民幣56,331,000元及經營現金流出人民幣34,687,000元。同日，本集團持有現金及現金等值項目人民幣60,178,000元（二零一六年：人民幣182,833,000元）（附註14）以及貿易應收款項人民幣6,068,000元（二零一六年：人民幣6,837,000元）（附註13），預計可為管理流動資金風險帶來現金流入及為本集團營運提供資金。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

As at 31 December 2017, the Group has mortgage loans amounted to RMB9,113,000 (2016: RMB11,350,000) to finance the Group's acquisition of properties. The mortgage loans were drawn on 27 February 2015, maturity of the mortgage term is 7 years with floating interest adjusted quarterly. Details of the bank borrowings are disclosed in Note 20.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant. Specifically, for bank borrowings which contain a repayment on demand clause which can be exercised at the bank's discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay.

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (c) 流動資金風險 (續)

於二零一七年十二月三十一日，本集團有按揭貸款人民幣9,113,000元（二零一六年：人民幣11,350,000元），以就收購物業融資。該等按揭貸款已於二零一五年二月二十七日提取。按揭年期為七年，按每季調整的浮動利率計息。銀行借款詳情於附註20披露。

下表乃根據由結算日至合約到期日止剩餘期間，將本集團的金融負債劃分為相關到期日組別的分析。表中披露的金額為合約未折現現金流。由於折現的影響不大，於12個月內到期的結餘相等於其賬面結餘。具體而言，對於載有銀行可酌情行使的應要求償還條款的銀行借款，以下分析所示現金流出量乃以實體可能被要求付款的最早期限為基礎。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

### 3 財務風險管理 (續)

#### 3.1 財務風險因素 (續)

##### (c) 流動資金風險 (續)

		Less than 1 year 一年以內 RMB'000 人民幣千元	Over 1 year 一年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 31 December 2017</b>	於二零一七年 十二月三十一日			
Trade and other payables	貿易及其他應付款項	19,341	-	19,341
Bank borrowings	銀行借款	9,133	-	9,133
Amounts due to related parties	應付關連人士款項	475	-	475
		<u>28,949</u>	<u>-</u>	<u>28,949</u>
<b>At 31 December 2016</b>	於二零一六年 十二月三十一日			
Trade and other payables	貿易及其他應付款項	19,963	-	19,963
Bank borrowings	銀行借款	11,369	-	11,369
Amounts due to related parties	應付關連人士款項	206	688	894
		<u>31,538</u>	<u>688</u>	<u>32,226</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.2 Capital risk management

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total assets, as shown in the consolidated balance sheet.

During the year, the Group's strategy, which was unchanged from 2016, was to maintain the gearing ratio below 40%. Gearing ratio as at 31 December 2017 is 2.9% (2016: 3.1%).

### 3 財務風險管理 (續)

#### 3.2 資本風險管理

在資本管理上，本集團的目標為保障本集團以持續經營基準繼續營運的能力，務求為股東提供回報及為其他持份者帶來利益，以及維持最有效的資本架構以減省資金成本。

為維持或調整資本架構，本集團或會調整派付予股東的股息額、發行新股或出售資產以削減債項。

本集團根據資產負債比率監察資本。該比率按合併資產負債表所示的借款總額除以總資產計算。

本集團於年內的策略是將資產負債比率維持在40%以下，與二零一六年相同。於二零一七年十二月三十一日的資產負債比率為2.9% (二零一六年：3.1%)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.3 Financial instruments by category

### 3 財務風險管理 (續)

#### 3.3 按類別劃分的金融工具

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
<b>Assets as per balance sheet</b>			
Available-for-sale financials asset	資產負債表所列的資產 可供出售金融資產	<b>84,726</b>	81,775
Loans and receivables:	貸款及應收款項：		
Trade receivables and deposits and other receivables	貿易應收款項以及按金及其他應收款項	<b>61,255</b>	12,283
Amount due from related parties	應收關連人士款項	<b>740</b>	292
Cash and cash equivalents	現金及現金等值項目	<b>60,178</b>	182,833
Total	總計	<b>206,899</b>	277,183
<b>Liabilities as per balance sheet</b>			
Carried at amortised cost:	資產負債表所列的負債 按攤銷成本列賬：		
Trade and other payables	貿易及其他應付款項	<b>19,341</b>	19,963
Bank borrowings	銀行借款	<b>9,113</b>	11,350
Amounts due to related parties	應付關連人士款項	<b>475</b>	894
Total	總計	<b>28,929</b>	32,207

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 3 FINANCIAL RISK MANAGEMENT (Continued)

#### 3.4 Fair value estimation

The carrying amounts of the following financial assets and financial liabilities approximate their fair values as all of them are short-term in nature: cash and cash equivalents, trade and other receivables, amounts due from related parties, trade and other payables, bank borrowings and amounts due to related parties.

As at 31 December 2017 and 31 December 2016, there is an available-for-sale financial asset measured at value in use using discounted cash flow method which is approximate to its fair value. See Note 12 for disclosures relevant to the available-for-sale financial asset.

As at 31 December 2017 and 31 December 2016, there are certain properties held for sale measured at fair value less cost to sell using direct market comparable approach and income approach which are approximate to their fair values. See Note 11 for disclosures relevant to properties held for sale.

#### 3.5 Offsetting financial assets and financial liabilities

No disclosure of the offsetting of financial assets and financial liabilities is made as there are no netting arrangements in place during the year.

### 3 財務風險管理 (續)

#### 3.4 公允值估計

以下金融資產及金融負債的賬面金額與其公允值相若，此乃由於該等項目均屬短期性質所致：現金及現金等值項目、貿易及其他應收款項、應收關連人士款項、貿易及其他應付款項、銀行借款以及應付關連人士款項。

於二零一七年十二月三十一日及二零一六年十二月三十一日，可供出售金融資產採用折現現金流量法按使用價值計量，其使用價值與其公允值相若。可供出售金融資產的相關披露見附註12。

於二零一七年十二月三十一日及二零一六年十二月三十一日，若干持作出售物業採用直接市場比較法及收入法按公允值減去銷售成本計量，其減去銷售成本的公允值與其公允值相若。持作出售物業的相關披露見附註11。

#### 3.5 抵銷金融資產及金融負債

由於年內並無淨額結算安排，因此並無作出抵銷金融資產及金融負債的披露。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 4 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

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

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

#### (a) Valuation of an available-for-sale financial asset

The Group owns an investment in movie income right which has been classified as an available-for-sale financial asset. The management performed an assessment on the fair value of the balance based on discounted cash flow model which required significant estimates, including the streams of income which the Group is entitled, determination of appropriate discount rate and expected timing of settlement. Where the expectation is different from the original estimate, such difference will impact the carrying value of the available-for-sale financial asset in the period in which such estimate has been changed.

### 4 關鍵會計估計及假設

本集團持續根據過往經驗及其他因素（包括對相信日後在若干情況下屬合理的若干事件的期望）衡量估計及判斷。

本集團對未來作出估計及假設。顧名思義，所得會計估計甚少等同相關實際結果。下文指出具有重大風險導致須就下個財政年度的資產和負債賬面金額作出重大調整的估計和假設。

#### (a) 可供出售金融資產的估值

本集團擁有電影收益權投資，分類為可供出售金融資產。管理層以折現現金流量法評估結餘的公允值，當中須要作出重大估計，包括本集團享有的收入流量、釐定適當折現率及預付結算時間。倘預期不同於原估計，則差額會影響估計變動期間可供出售金融資產的賬面值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 4 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS (Continued)

#### (b) Valuation of properties held for sale

The Group owns certain properties held for sale which are stated at the lower of carrying amount and fair value less costs to sell. In absence of current price in an active market for similar properties which is the best evidence of fair value, the management determined the amount within a range of reasonable fair values estimates. In making its estimates, the management considers information from the valuations of properties performed by external professional valuer by (i) direct market comparable approach, including the assumptions of the adjusting factors regarding to the location, size and nature of the properties; and (ii) income approach, including the assumptions of the expected rent income, growth rate and discount rate to determine the fair value. Had the Group used different inputs or assumptions, the fair value of the properties would be different and thus caused impact to the consolidated income statement. Details of the valuation of properties held for sale are disclosed in Note 11.

### 4 關鍵會計估計及假設 (續)

#### (b) 持作出售物業的估值

本集團擁有若干持作出售物業，按賬面值與公允值減出售成本的較低者列賬。類似物業於活躍市場的現價是公允值的最佳證據，倘無有關現價，管理層將於若干合理估計公允值範圍內釐定金額。於作出估計時，管理層考慮外部專業估值師所進行的物業估值資料，以釐定公允值，包括(i)直接市場比較法，當中包括有關物業位置、面積及性質的調整因素假設；及(ii)收入法，當中包括預期租金收入、增長率及折現率等假設。倘本集團使用不同輸入數據或假設，則物業的公允值將有所不同，因而影響合併收益表。持作出售物業估值詳情於附註11披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 4 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS (Continued)

#### (c) Allowance for doubtful accounts

The Group makes allowance for doubtful accounts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such a difference will impact the carrying value of the trade and other receivables and bad 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. Details of allowance for doubtful accounts are described in Note 13.

#### (d) Impairment of assets

The Group follows the guidance of IAS 36 "Impairment of Assets" to determine when assets are impaired, which requires significant judgement. In making this judgement, the Group evaluates, among other factors, the duration and extent to which the recoverable amount of assets is less than their carrying balance, including factors such as the industry performance and changes in operational and financing cash flows. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (a CGU). The recoverable amount of the CGU has been determined based on value-in-use calculations. These calculations require the use of estimates, including operating results, income and expenses of the business, future economic conditions on growth rates and future returns.

### 4 關鍵會計估計及假設 (續)

#### (c) 呆賬撥備

本集團根據對貿易及其他應收款項的可收回性(包括各債務人當前的信用狀況及過往還款紀錄)的評估作出呆賬撥備。倘有任何事件出現或情況轉變顯示餘款可能無法收回,則會出現減值。識別呆壞賬需要作出判斷及估計。倘實際結果不同於原估計,則差額會影響估計變動當年貿易及其他應收款項的賬面值以及呆壞賬開支。倘債務人的財務狀況惡化,導致其還款能力受到影響,則可能須作出額外撥備。呆賬撥備詳情載於附註13。

#### (d) 資產減值

本集團遵從國際會計準則第36號「資產減值」的指引,以釐定資產何時出現減值(須作出重大判斷)。在作出此項判斷時,本集團評估(其中包括)資產的可收回金額少於賬面餘額的持續期間及程度,包括行業表現以及營運及融資現金流量變動等因素。就評估減值而言,資產按可獨立識別現金流量的最低水平分組(現金產生單位)。現金產生單位的可收回金額乃根據使用價值計算方法釐定。該等計算須使用估計,包括經營業績、業務的收入及開支、增長率等未來經濟狀況及未來回報。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

#### 4 CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS (Continued)

##### (d) Impairment of assets (Continued)

Changes in the key assumptions on which the recoverable amount of the assets is based could significantly affect the Group's financial position and results of operations.

##### (e) Income taxes

The Group is principally subject to income taxes in the PRC. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax provision and deferred income tax assets and liabilities in the period in which such determination is made.

#### 4 關鍵會計估計及假設 (續)

##### (d) 資產減值 (續)

資產可收回金額所依據的主要假設的變動可對本集團的財務狀況及經營業績造成重大影響。

##### (e) 所得稅

本集團主要須在中國繳納所得稅。釐定所得稅撥備時須作出重大判斷。在日常業務過程中有許多交易及計算會導致難以明確作出最終的稅務釐定。倘有關事項最終的稅務結果與最初記入的金額不同，則該等差額會影響作出釐定期間的即期所得稅撥備以及遞延所得稅資產及負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 5 REVENUE

Revenue from external customers are derived from the provision of newspaper advertising services to advertisers in the PRC and the provision of marketing and printing services. The total sales amount of the Group's five largest customers is RMB18,648,000 for the year ended 31 December 2017 (2016: RMB18,445,000). An analysis of the Group's revenue for the year is as follows:

Newspaper advertising	報紙廣告
Marketing services	營銷服務
Printing services	印刷服務

During the year ended 31 December 2017, revenue derives from a customer of the Group amounted to RMB5,633,000 which accounted for more than 10% of the Group's revenue (2016: RMB4,484,000).

### 5 收入

來自外部客戶的收入源於向中國廣告客戶提供報紙廣告服務，以及提供營銷及印刷服務。截至二零一七年十二月三十一日止年度，本集團五大客戶所佔銷售總額為人民幣18,648,000元（二零一六年：人民幣18,445,000元）。本集團年內收入分析如下：

	<b>2017</b>	2016
	二零一七年	二零一六年
	<b>RMB'000</b>	RMB'000
	人民幣千元	人民幣千元
Newspaper advertising	<b>7,210</b>	17,127
Marketing services	<b>31,668</b>	36,515
Printing services	<b>4,550</b>	4,117
	<b>43,428</b>	57,759

於截至二零一七年十二月三十一日止年度，來自本集團一名客戶的收入為人民幣5,633,000元，超過本集團收入的10%（二零一六年：人民幣4,484,000元）。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 6 SEGMENT INFORMATION

The Executive Directors have been identified as the CODM. Management has determined the operating segments based on the information reviewed by the CODM for the purposes of allocating resources and assessing performance.

The Executive Directors assess the performance of the Group's advertising, marketing, and printing businesses from both geographic and product perspectives. From a product perspective, management takes into consideration of the economic benefits of abovementioned businesses as a whole when executing a centralised assessment of the performance as the CODM considers they are mutually dependent and inseparable. Geographically, management considers the Group's businesses activities are included in a single reportable segment in accordance with IFRS 8 "Operating segments". As such, no segment information is presented.

### 6 分類資料

執行董事被認定為首席營運決策人。管理層根據首席營運決策人為分配資源及評估表現而審閱的資料釐定經營分類。

執行董事從地域及產品角度評估本集團廣告、營銷及印刷業務的表現。產品角度方面，由於首席營運決策人認為上述業務互相依賴及不可分割，故管理層在進行集中表現評估時，總體考慮上述業務的經濟利益。地域方面，管理層認為本集團的業務活動均按照國際財務報告準則第8號「經營分類」計入單獨須呈報分類。因此，並無呈列分類資料。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 7 PROPERTY, PLANT AND EQUIPMENT

### 7 物業、廠房及設備

		Land and buildings	Leasehold improvement	Machinery	Fixture, furniture and equipment	Motor vehicles	Total
		土地及樓宇	租賃物業裝修	機器	裝置、傢俬及 設備	汽車	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>At 1 January 2016</b>	於二零一六年一月一日						
Cost	成本	–	12,778	38,447	6,769	8,611	66,605
Accumulated depreciation	累計折舊	–	(4,901)	(30,172)	(4,937)	(3,981)	(43,991)
Accumulated impairment losses	累計減值虧損	–	–	(2,171)	–	–	(2,171)
Net carrying amount	賬面淨額	<u>–</u>	<u>7,877</u>	<u>6,104</u>	<u>1,832</u>	<u>4,630</u>	<u>20,443</u>
<b>Year ended 31 December 2016</b>	截至二零一六年十二月三十一日 止年度						
Opening net carrying amount	年初賬面淨額	–	7,877	6,104	1,832	4,630	20,443
Additions	添置	–	4,269	4	1,613	636	6,522
Transfer	轉讓	4,681	–	–	–	–	4,681
Disposals	出售	–	–	(613)	–	(617)	(1,230)
Write-off (Note 22)	撇銷(附註22)	–	(4,835)	(62)	–	–	(4,897)
Depreciation (Note 22)	折舊(附註22)	–	(1,809)	(1,860)	(749)	(1,226)	(5,644)
Currency translation differences	貨幣換算差額	–	159	–	32	27	218
Closing net carrying amount	年末賬面淨額	<u>4,681</u>	<u>5,661</u>	<u>3,573</u>	<u>2,728</u>	<u>3,450</u>	<u>20,093</u>
<b>At 31 December 2016</b>	於二零一六年十二月三十一日						
Cost	成本	4,681	7,940	32,123	8,439	8,064	61,247
Accumulated depreciation	累計折舊	–	(2,279)	(26,820)	(5,711)	(4,614)	(39,424)
Accumulated impairment losses	累計減值虧損	–	–	(1,730)	–	–	(1,730)
Net carrying amount	賬面淨額	<u>4,681</u>	<u>5,661</u>	<u>3,573</u>	<u>2,728</u>	<u>3,450</u>	<u>20,093</u>
<b>Year ended 31 December 2017</b>	截至二零一七年十二月三十一日 止年度						
Opening net carrying amount	年初賬面淨額	4,681	5,661	3,573	2,728	3,450	20,093
Additions	添置	–	499	–	382	–	881
Disposals	出售	–	–	–	–	(571)	(571)
Depreciation (Note 22)	折舊(附註22)	(234)	(2,334)	(1,092)	(589)	(1,145)	(5,394)
Currency translation differences	貨幣換算差額	–	(358)	–	91	(35)	(302)
Closing net carrying amount	年末賬面淨額	<u>4,447</u>	<u>3,468</u>	<u>2,481</u>	<u>2,612</u>	<u>1,699</u>	<u>14,707</u>
<b>At 31 December 2017</b>	於二零一七年十二月三十一日						
Cost	成本	4,681	8,104	32,123	8,770	6,720	60,398
Accumulated depreciation	累計折舊	(234)	(4,636)	(27,912)	(6,158)	(5,021)	(43,961)
Accumulated impairment losses	累計減值虧損	–	–	(1,730)	–	–	(1,730)
Net carrying amount	賬面淨額	<u>4,447</u>	<u>3,468</u>	<u>2,481</u>	<u>2,612</u>	<u>1,699</u>	<u>14,707</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 7 PROPERTY, PLANT AND EQUIPMENT (Continued)

During the year ended 31 December 2016, certain buildings with net book value of RMB4,681,000 were transferred from properties held for sale. No revaluation gain or loss nor impairment were made upon the transfer.

Depreciation of the Group's property, plant and equipment has been charged to the consolidated statement of comprehensive income as follows:

### 7 物業、廠房及設備（續）

於截至二零一六年十二月三十一日止年度，賬面淨值人民幣4,681,000元的若干樓宇已從持作出售物業轉出。轉移後概無重估收益或虧損，亦無作出減值。

本集團的物業、廠房及設備折舊已按下列方式於合併全面收益表扣除：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Cost of sales	銷售成本	1,194	1,341
General and administrative expenses	一般及行政開支	4,200	4,303
Total	總計	<u>5,394</u>	<u>5,644</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 8 INTANGIBLE ASSETS

### 8 無形資產

		Computer software 電腦軟件 RMB'000 人民幣千元	Non- compe te agree ment 不競爭協議 RMB'000 人民幣千元	Goodwill 商譽 RMB'000 人民幣千元	Customer relationships 客戶關係 RMB'000 人民幣千元	Trademark 商標 RMB'000 人民幣千元	Web site 網站 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>At 1 January 2016</b>	於二零一六年一月一日							
Cost	成本	3,112	11,500	12,573	14,500	9,400	8,476	59,561
Accumulated amortisation	累計攤銷	(2,640)	(11,500)	-	(14,500)	(5,697)	(8,476)	(42,813)
Accumulated impairment losses	累計減值虧損	(410)	-	(12,573)	-	(2,265)	-	(15,248)
Net carrying amount	賬面淨額	<u>62</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,438</u>	<u>-</u>	<u>1,500</u>
<b>Year ended 31 December 2016</b>	截至二零一六年十二月三十一日止年度							
Opening net carrying amount	年初賬面淨額	62	-	-	-	1,438	-	1,500
Additions	添置	15	-	-	-	-	-	15
Amortisation (Note 22)	攤銷(附註22)	(16)	-	-	-	(479)	-	(495)
Closing net carrying amount	年末賬面淨額	<u>61</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>959</u>	<u>-</u>	<u>1,020</u>
<b>At 31 December 2016</b>	於二零一六年十二月三十一日							
Cost	成本	3,127	11,500	12,573	14,500	9,400	8,476	59,576
Accumulated amortisation	累計攤銷	(2,656)	(11,500)	-	(14,500)	(6,176)	(8,476)	(43,308)
Accumulated impairment losses	累計減值虧損	(410)	-	(12,573)	-	(2,265)	-	(15,248)
Net carrying amount	賬面淨額	<u>61</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>959</u>	<u>-</u>	<u>1,020</u>
<b>Year ended 31 December 2017</b>	截至二零一七年十二月三十一日止年度							
Opening net carrying amount	年初賬面淨額	61	-	-	-	959	-	1,020
Amortisation (Note 22)	攤銷(附註22)	(9)	-	-	-	(479)	-	(488)
Closing net carrying amount	年末賬面淨額	<u>52</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>480</u>	<u>-</u>	<u>532</u>
<b>At 31 December 2017</b>	於二零一七年十二月三十一日							
Cost	成本	3,127	11,500	12,573	14,500	9,400	8,476	59,576
Accumulated amortisation	累計攤銷	(2,665)	(11,500)	-	(14,500)	(6,655)	(8,476)	(43,796)
Accumulated impairment losses	累計減值虧損	(410)	-	(12,573)	-	(2,265)	-	(15,248)
Net carrying amount	賬面淨額	<u>52</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>480</u>	<u>-</u>	<u>532</u>

The amortisation of intangible assets has been charged to "General and administrative expenses" in the consolidated statement of comprehensive income.

無形資產攤銷已於合併全面收益表的「一般及行政開支」扣除。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 9 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 9 預付款項、按金及其他應收款項

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
<b>Non-current portion</b>	<b>非流動部分</b>		
Long term prepayment (note (i))	長期預付款項 (附註(i))	138,000	138,000
Prepayment for acquisition of properties (note (ii))	收購物業的預付款項 (附註(ii))	24,211	23,626
Deposits to a newspaper publisher (note (iii))	給予一家報紙出版商的按金 (附註(iii))	30,000	30,000
Rental deposits	租金按金	3,300	3,531
Deposit for a proposed acquisition (note (iv))	建議收購事項的按金 (附註(iv))	28,315	-
Deposit for township development (note (v))	小鎮項目開發的按金 (附註(v))	22,000	-
Prepayment for township operation right (note (v))	小鎮項目經營權的預付款項 (附註(v))	28,000	-
		<b>273,826</b>	195,157
Less: Provision for impairment	減：減值撥備	<b>(168,000)</b>	(168,000)
Prepayments, deposits and other receivables – net	預付款項、按金及其他應收款項－淨額	<b>105,826</b>	27,157
<b>Current portion</b>	<b>流動部分</b>		
Prepayment to a newspaper publisher and others (note (vi))	向一家報紙出版商及其他方面預付的款項 (附註(vi))	91,386	89,922
Deposits and other receivables (note (vii))	按金及其他應收款項 (附註(vii))	15,706	16,101
		<b>107,092</b>	106,023
Less: Provision for impairment	減：減值撥備	<b>(103,289)</b>	(103,289)
Prepayments, deposits and other receivables – net	預付款項、按金及其他應收款項－淨額	<b>3,803</b>	2,734



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 9 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

The carrying amounts of the Group's prepayments, deposits and other receivables are denominated in the following currencies:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
RMB	人民幣	77,023	26,314
HK\$	港元	32,606	3,577
		<b>109,629</b>	<b>29,891</b>

#### (i) Long term prepayment

As at 31 December 2017 and 2016, long term prepayment represents cash paid by the Group to a metropolitan newspaper publisher in the PRC, namely Southeast Express, in relation to the potential establishment of a joint venture with the metropolitan newspaper publisher.

In view of the continuous decline in advertising revenue associated with the exclusive advertising rights over the years, the entire prepayment totalling RMB138,000,000 made to Southeast Express has been provided for in prior years.

### 9 預付款項、按金及其他應收款項 (續)

本集團的預付款項、按金及其他應收款項的賬面金額以下列貨幣計值：

#### (i) 長期預付款項

於二零一七年及二零一六年十二月三十一日，長期預付款項指本集團就可能與中國一家都市報出版商（即東南快報社）成立合營企業而向該都市報出版商支付的現金。

鑒於與獨家廣告權利相關的廣告收入逐年下跌，向東南快報社支付的預付款項全數合共人民幣138,000,000元已於過往年度計提撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 9 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

#### (ii) Prepayment for acquisition of properties

As at 31 December 2017 and 2016, prepayment for acquisition of properties represents the prepayment paid by the Group to Xiamen Information Group Ltd. for the purchase of certain commercial premises located within Xiamen Software Park III. Total consideration for the properties is RMB22,164,000, out of which RMB15,470,000 were financed by mortgage loans on the properties granted by a bank to the Group. Details of the mortgage loans are disclosed in Note 20. During the year, the Group has capitalised borrowing costs amounting to RMB585,000 (2016: RMB719,000) on the prepayment.

#### (iii) Deposit to a newspaper publisher

As at 31 December 2017 and 2016, deposit to a newspaper publisher represents cash paid by the Group to a metropolitan newspaper publisher in the PRC, namely Southeast Express, pursuant to exclusive agreements between the Group and the newspaper publisher.

In view of the continuous decline in revenue associated with the exclusive advertising rights over the years, the entire deposit of RMB30,000,000 made to Southeast Express has been provided for in prior years.

### 9 預付款項、按金及其他應收款項 (續)

#### (ii) 收購物業的預付款項

於二零一七年及二零一六年十二月三十一日，收購物業的預付款項指本集團就購買位於廈門軟件園三期的若干商業物業而向廈門信息集團有限公司預付的款項。該等物業的總代價為人民幣22,164,000元，其中人民幣15,470,000元以一家銀行就該等物業向本集團授出的按揭貸款撥付。按揭貸款的詳情於附註20披露。年內，本集團已就該預付款項將借款成本人民幣585,000元（二零一六年：人民幣719,000元）撥充資本。

#### (iii) 給予一家報紙出版商的按金

於二零一七年及二零一六年十二月三十一日，給予一家報紙出版商的按金指本集團根據其與一家中國都市報出版商（即東南快報社）訂立的獨家協議向該報紙出版商支付的現金。

鑒於與獨家廣告權利相關的廣告收入逐年下跌，向東南快報社支付的全數按金人民幣30,000,000元已於過往年度計提撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 9 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

#### (iv) Deposit for a proposed acquisition

Pursuant to the acquisition agreement signed on 8 May 2017, the Group conditionally agreed to acquire and the sellers of Supreme Glory Limited conditionally agreed to sell the entire equity interest in Supreme Glory Limited for a consideration of HK\$340,000,000. As at 31 December 2017, the Group paid HK\$34,000,000 (equivalent to approximately RMB28,315,000) as a deposit for the acquisition. The deposit is non-interest bearing and is refundable if the acquisition is terminated.

#### (v) Deposit for township development and prepayment for township operation right

Pursuant to the framework agreement entered into by the Group with Yongtai Government on 15 September 2017, Yongtai Government agreed to form a long-term strategic cooperation with the Group regarding the development and operation of the Township Project. Under the framework agreement, the Group shall pay a deposit of RMB50,000,000 to Yongtai Government, which is intended to be utilised for participating in open tender auctions to be organised by the Yongtai Government for land use rights, assets, grant of lease and/or operation rights circulation within the project site.

### 9 預付款項、按金及其他應收款項 (續)

#### (iv) 建議收購事項的按金

根據於二零一七年五月八日簽署的收購協議，本集團有條件同意收購而卓耀有限公司之賣方有條件同意出售卓耀有限公司的全部股權，代價為340,000,000港元。於二零一七年十二月三十一日，本集團支付34,000,000港元（相等於約人民幣28,315,000）作為收購事項的按金。該按金不計利息且可予退回（倘收購事項予以終止）。

#### (v) 小鎮項目開發的按金及小鎮項目經營權的預付款項

根據本集團與永泰縣政府於二零一七年九月十五日訂立之框架協議，永泰政府同意就開發及經營小鎮項目與本集團訂立長期策略性合作關係。根據框架協議，本集團將向永泰政府支付按金人民幣50,000,000元，擬用於參與永泰政府將舉辦的就項目選址內的土地使用權、資產、租賃授予及／或經營權流轉的公開招標拍賣。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 9 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

#### (v) Deposit for township development and prepayment for township operation right (Continued)

During the year ended 31 December 2017, the Group entered into an operation right agreement with the Yongtai Government for the acquisition of a 40-years' exclusive operation right to develop, construct, manage and operate commercial activities such as tourism, sightseeing, resort, culture, sports and entertainment in the operation site at a consideration of RMB28,000,000. The consideration of RMB28,000,000 is deducted from the RMB50,000,000 refundable deposit placed by the Group with Yongtai Government under the framework agreement.

As at 31 December 2017, the remaining amount of RMB22,000,000 remained as a deposit.

#### (vi) Prepayment to a newspaper publisher and others

Under the terms of an exclusive advertising agreement with a metropolitan newspaper publisher, namely Southeast Express, the Group has to make prepayments for print media advertising to the newspaper publisher. The amounts prepaid to the metropolitan newspaper publisher can be utilised as advertising costs in the coming 12 months.

As at 31 December 2017, prepayments of RMB89,103,000 (31 December 2016: RMB89,103,000) were impaired and provided for. Management has assessed the recoverability of the prepayments, including the prepayments made to Southeast Express of RMB83,927,000 that have been fully provided for in prior years, and considered no further impairment provision is required for the year ended 31 December 2017.

### 9 預付款項、按金及其他應收款項 (續)

#### (v) 小鎮項目開發的按金及小鎮項目經營權的預付款項 (續)

截至二零一七年十二月三十一日止年度，本集團與永泰政府訂立一項經營權協議，內容有關收購40年獨家經營權，以於經營選址內進行包括旅遊、觀光、度假村、文化、體育及娛樂在內的開發、建設、管理及商業運營活動，代價為人民幣28,000,000元。代價人民幣28,000,000元應自本集團根據框架協議向永泰政府已支付的可退還按金人民幣50,000,000元中扣除。

於二零一七年十二月三十一日，餘下金額人民幣22,000,000元仍為按金。

#### (vi) 向一家報紙出版商及其他方面預付的款項

根據與一家都市報出版商（即東南快報社）訂立的獨家廣告協議的條款，本集團須就印刷媒體廣告向該報紙出版商支付預付款項。向該都市報出版商預付的款項可用作未來十二個月的廣告成本。

於二零一七年十二月三十一日，人民幣89,103,000元（二零一六年十二月三十一日：人民幣89,103,000元）之預付款項已作減值及撥備。管理層已評估預付款項（包括向東南快報社作出之預付款項人民幣83,927,000元，該款項已於過往年度作出悉數撥備）之可回收性，認為毋須就截至二零一七年十二月三十一日止年度作出進一步減值撥備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 9 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

#### (vii) Deposits and other receivables

Deposits and other receivables primarily include cash paid to contracted business partners as deposits for operation rights. The deposits are interest free and are refundable upon the expiry of the agreements or on request under mutual consent.

As at 31 December 2017, deposits and other receivables of RMB14,186,000 (31 December 2016: RMB14,186,000) were impaired and provided for. Management has assessed the recoverability of deposits and other receivables, including those from Southeast Express of RMB4,162,000 that have been fully provided for in prior years, and considered no further impairment provision is required for the year ended 31 December 2017.

### 9 預付款項、按金及其他應收款項 (續)

#### (vii) 按金及其他應收款項

按金及其他應收款項主要包括已付已訂約業務夥伴作為經營權按金的現金。按金屬於免息及可於協議屆滿時或在雙方同意下按要求退回。

於二零一七年十二月三十一日，人民幣14,186,000元（二零一六年十二月三十一日：人民幣14,186,000元）之按金及其他應收款項已作減值及撥備。管理層已評估收回按金及其他應收款項（包括有關東南快報社的人民幣4,162,000元，該款項已於過往年度作出悉數撥備）的能力，認為毋須就截至二零一七年十二月三十一日止年度作出進一步減值撥備。

## 10 INVENTORIES

## 10 存貨

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Newsprint and printing consumables	新聞紙及印刷消耗品	<u>1,224</u>	<u>912</u>

The cost of inventories recognised as expense and included in "Cost of sales" amounted to RMB2,018,000 (2016: RMB1,519,000).

確認為開支並納入「銷售成本」的存貨成本為人民幣2,018,000元（二零一六年：人民幣1,519,000元）。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 11 PROPERTIES HELD FOR SALE

The Group's properties held for sale includes the following:

Properties held for sale 持作出售物業

The properties in the PRC were received in exchange of advertising services to real estate developers in the PRC. The Group's intention is to sell these properties and, accordingly, such rights are recognised as properties held for sale upon the completion of the advertising sales transaction if the related properties are ready to be sold.

Management assessed the fair value less costs to sell of the properties with reference to their market value with the assistance of an independent property valuer. Valuation methodologies used in the valuation included direct market comparable approach and income approach which are within Level 2 and Level 3 of the fair value hierarchy respectively. For direct market comparable approach, observable inputs other than quoted prices within Level 1 included market price of comparable properties adjusted having regard to the location, size and nature of the properties (Level 2). For income approach, unobservable inputs included expected rent income, growth rate and discount rate (Level 3). There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during the year. For the year ended 31 December 2017, the management compared the carrying amount and fair value less costs to sell of the properties and considered no further impairment provision is necessary (2016: RMB1,152,000) (Note 22).

### 11 持作出售物業

本集團的持作出售物業包括以下項目：

2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
<b>34,519</b>	43,774

中國物業乃於向中國房地產開發商交換廣告服務時取得。本集團的目的為銷售該等物業，因此，若相關物業可供出售，則有關權利於完成廣告銷售交易時確認為持作出售物業。

管理層在獨立物業估值師的協助下，參照物業的市值評估其公允值減去銷售成本。評估所用的估值方法包括市場比較法及收益法，乃分別屬於公允值架構等級的第二及第三級。就市場比較法而言，可觀察輸入數據（第一級內的報價除外）包括可資比較物業的市價，當中已就物業地點、大小及性質作出調整（第二級）。就收益法而言，不可觀察輸入數據包括預期租賃收入、增長率及折現率（第三級）。就經常性公允價值計量而言，本年度第一級、第二級及第三級之間並無轉撥。於截至二零一七年十二月三十一日止年度，管理層已比較物業的賬面值與公允值減銷售成本，並認為毋須作出進一步減值撥備（二零一六年：人民幣1,152,000元）（附註22）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 11 PROPERTIES HELD FOR SALE (Continued)

Cash flows associated with the disposal of properties held for sale are presented under “Operating activities” in the consolidated statement of cash flows. The gain or loss on disposal and impairment loss of properties held for sale are recorded in “General and administrative expenses” in the consolidated statement of comprehensive income.

### 11 持作出售物業（續）

有關出售持作出售物業的現金流量於合併現金流量表「經營活動」下呈列。出售持作出售物業的收益或虧損及持作出售物業的減值虧損在合併全面收益表的「一般及行政開支」內記錄。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 12 AVAILABLE-FOR-SALE FINANCIAL ASSET

### 12 可供出售金融資產

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Available-for-sale financial asset	可供出售金融資產	<b>84,726</b>	<b>81,775</b>

Note:

On 22 February 2016, the Group entered into a movie investment agreement with Shanghai Hehe Film Investment Co., Ltd. ("Shanghai Hehe"), a movie executive producer in China, pursuant to which the Group has agreed to acquire 55% of the income right of a movie, Ip Man 3, for 30 years. The purchase consideration of HK\$131,168,000 (equivalent to RMB110,000,000) was paid on 23 February 2016. Transaction costs that were directly attributable to the acquisition amounted to RMB1,021,000. Shanghai Hehe guaranteed to the Group that the total income from the income right within 1 year after the first release date will not be less than RMB16,500,000. During the year ended 31 December 2016, Shanghai Hehe acknowledged that the Group could, at minimum, receive RMB128,580,000 from the investment, of which RMB10,000,000 was already settled. The remaining balance was due on 3 January 2017 which was 10 months after the first PRC release date of the movie. The balance has not been settled as at 31 December 2017 and up to the date of this report.

The fair value estimate of the investment in movie income right was based on the cash flows discounted using a rate based on the market interest rate and risk premium specific to the investment. Significant unobservable inputs involved in the fair value measurement included the expected timing of settlement and discount rate, which are within level 3 of the fair value hierarchy. There were no transfers between levels 1, 2 and 3 for recurring fair value measurements during the year.

附註：

於二零一六年二月二十二日，本集團與上海合禾影視投資有限公司（「上海合禾」，中國一家電影出品公司）訂立一份電影投資協議。據此，本集團同意收購電影《葉問3》收益權的55%，為期30年。本集團已於二零一六年二月二十三日支付代價131,168,000港元（相等於人民幣110,000,000元）。收購直接應佔交易成本為人民幣1,021,000元。上海合禾向本集團保證，於首個發行日後一年內收益權的總收入不會少於人民幣16,500,000元。於截至二零一六年十二月三十一日止年度，上海合禾確認本集團可最少從該項投資收取人民幣128,580,000元，其中人民幣10,000,000元已支付。餘下款項於二零一七年一月三日（即中國首次公映日期起計10個月）到期。於二零一七年十二月三十一日及直至本報告發出之日為止，有關餘下款項尚未結清。

電影收益權投資的公允值乃按以市場利率及該投資的特定風險溢價計算的利率折現的現金流量估計。公允值計量涉及的重大不可觀察輸入數據包括預期收回時期及折現率，屬於公允值架構等級的第三級。年內，經常性公允價值計量之任何第一級、第二級及第三級之間並無轉撥。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 12 AVAILABLE-FOR-SALE FINANCIAL ASSET (Continued)

Changes to the following unobservable inputs can significantly affect the cash flow projections.

Unobservable inputs 不可觀察輸入數據	Range of unobservable inputs 不可觀察輸入數據範圍	Relationship of unobservable input to fair value 不可觀察輸入數據與公允值的關係
Discount rate 折現率	22%	The higher the discount rate, the lower the fair value. 折現率愈高，公允值愈低。
Expected timing of settlement 預期收回時期	Over a period of 3 years 為期3年以內	The longer the expected settlement period, the lower the fair value. 預期收回期愈長，公允值愈低。

Management has performed sensitivity analysis for the fair value of the available-for-sale financial asset by adjusting the discount rate and the expected timing of settlement.

Based on the sensitivity analysis, as at 31 December 2017, should the discount rate adopted increase/decrease by 2.5%, the fair value of the available-for-sale financial asset would be approximately RMB2,851,000 lower/RMB2,818,000 higher (2016: RMB3,091,000 lower/RMB3,058,000 higher) than the current carrying amount. Should the timing of settlement delayed by six months over the base case, the fair value of the available-for-sale financial asset would be approximately RMB8,000,000 lower (2016: RMB7,721,000 lower) than the current carrying amount.

Management has assessed the recoverability of the investment in the movie income right, by evaluating past settlement record and the advice from the Group's external legal counsel, the Group's on-going communications with Shanghai Hehe and credit profile of Shanghai Hehe, and considered that no impairment provision is required for the year ended 31 December 2017 (2016: nil).

During the year ended 31 December 2017, an interest income of RMB2,951,000 (2016: interest expense of RMB12,183,000) has been credited to finance income (2016: charged to finance costs) in the consolidated statement of comprehensive income.

### 12 可供出售金融資產 (續)

以下不可觀察輸入數據有變可重大影響現金流量預測。

管理層透過調整折現率及預期收回時期對可供出售金融資產之公允值進行敏感度分析。

根據敏感度分析，於二零一七年十二月三十一日，倘所採納之折現率上漲／下跌2.5%，可供出售金融資產之公允值較現有賬面值少人民幣2,851,000元／多人民幣2,818,000元（二零一六年：少人民幣3,091,000元／多人民幣3,058,000元）。倘結算時間較基本時間延遲六個月，則可供出售金融資產的公允值較現有賬面值少約人民幣8,000,000元（二零一六年：少人民幣7,721,000元）。

管理層已透過評核過往收回紀錄、本集團外部法律顧問之意見、本集團一直與上海合禾的溝通及上海合禾的信貸狀況，評估電影收益權投資的可收回性，並認為毋須就截至二零一七年十二月三十一日止年度計提減值撥備（二零一六年：無）。

截至二零一七年十二月三十一日止年度，利息收益人民幣2,951,000元（二零一六年：利息開支人民幣12,183,000元）已於合併全面收益表內列為財務收入（二零一六年：計入財務成本）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 13 TRADE RECEIVABLES – NET

### 13 貿易應收款項－淨額

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Trade receivables	貿易應收款項	19,820	20,882
Less: provision for impairment of trade receivables	減：貿易應收款項減值撥備	(13,752)	(14,045)
Trade receivables – net	貿易應收款項－淨額	<u>6,068</u>	<u>6,837</u>

The payment terms with customers are mainly cash on delivery and on credit. The credit periods range from 30 days to 365 days after the end of the month in which the relevant sales occurred. Aging analysis of the Group's trade receivables based on invoice date was as follows:

客戶主要按貨到付現及以記賬方式付款。信貸期由作出相關銷售當月結束起計介乎30日至365日不等。本集團的貿易應收款項根據發票日期的賬齡分析如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
1 – 30 days	1至30日	1,133	1,645
31 – 60 days	31至60日	252	1,099
61 – 90 days	61至90日	417	139
91 – 180 days	91至180日	1,755	833
181– 365 days	181至365日	272	1,838
Over 1 year	一年以上	15,991	15,328
		<u>19,820</u>	<u>20,882</u>
Less: provision for impairment of trade receivables	減：貿易應收款項減值撥備	(13,752)	(14,045)
Trade receivables – net	貿易應收款項-淨額	<u>6,068</u>	<u>6,837</u>

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

本集團貿易應收款項的賬面值以人民幣計值。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 13 TRADE RECEIVABLES – NET (Continued)

As at 31 December 2017, trade receivables of RMB2,431,000 (2016: RMB2,415,000) were past due but not impaired. These receivables relate to a number of independent customers for whom there is no recent history of default and the repayment periods are consistent with the Group's practice. The aging analysis of these trade receivables were as follows:

Past due 1 – 30 days	逾期1至30日
Past due 31 – 60 days	逾期31至60日
Past due 61 – 90 days	逾期61至90日
Past due over 91 days	逾期91日以上

As at 31 December 2017, trade receivables of RMB13,752,000 (2016: RMB14,045,000) were impaired and provided for. For the year ended 31 December 2017, the amounts of the provision charged to the consolidated statement of comprehensive income were RMB718,000 (2016: RMB821,000). The aging of these receivables based on due date were as follows:

91 – 365 days	91至365日
Over 1 year	一年以上

### 13 貿易應收款項－淨額（續）

於二零一七年十二月三十一日，貿易應收款項人民幣2,431,000元（二零一六年：人民幣2,415,000元）已逾期但並未減值。該等應收款項乃有關近期並無違約紀錄的多名獨立客戶，且還款期與本集團慣例一致。該等貿易應收款項的賬齡分析如下：

	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Past due 1 – 30 days	198	230
Past due 31 – 60 days	53	138
Past due 61 – 90 days	16	76
Past due over 91 days	<u>2,164</u>	<u>1,970</u>
	<u>2,431</u>	<u>2,414</u>

於二零一七年十二月三十一日，貿易應收款項人民幣13,752,000元（二零一六年：人民幣14,045,000元）已減值並計提撥備。截至二零一七年十二月三十一日止年度，於合併全面收益表扣除的撥備金額為人民幣718,000元（二零一六年：人民幣821,000元）。該等應收款項根據到期日的賬齡如下：

	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
91 – 365 days	–	300
Over 1 year	<u>13,752</u>	<u>13,745</u>
	<u>13,752</u>	<u>14,045</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 13 TRADE RECEIVABLES – NET (Continued)

The provision was made as management has determined that the ability of the debtors to repay the trade receivables has deteriorated. This provision amount was determined in line with the Group's policies and historical practice, where management has reviewed the relevant debtors' current creditworthiness and past payment history.

During the year ended 31 December 2017, no trade receivables (2016: nil) were directly written-off to the consolidated statement of comprehensive income.

Movements on the Group's provision for impairment on trade receivables are as follows:

At 1 January	於一月一日
Provision for impairment on trade receivables	貿易應收款項減值撥備
Receivables written back	應收款項撥回
At 31 December	於十二月三十一日

The provision and reversal of provision for trade receivables have been included in "General and administrative expenses" in the consolidated statement of comprehensive income. Amounts charged to the allowance account are generally written off, when there is no expectation of recovering additional cash. Apart from the trade receivables with impairment provided, the remaining trade receivables do not contain impaired assets.

The Group does not hold any collateral as security.

### 13 貿易應收款項－淨額（續）

由於管理層認為該等貿易應收款項的債務人的還款能力已下降，因而計提撥備。釐定該撥備金額的基準與本集團政策和過往慣例相符，而管理層已審視相關債務人現時的信用狀況及還款紀錄。

於截至二零一七年十二月三十一日止年度，並無貿易應收款項（二零一六年：無）直接於合併全面收益表撇銷。

本集團貿易應收款項減值撥備的變動如下：

	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
At 1 January	14,045	15,748
Provision for impairment on trade receivables	718	821
Receivables written back	(1,011)	(2,524)
At 31 December	<b>13,752</b>	<b>14,045</b>

貿易應收款項的撥備及撥備撥回已計入合併全面收益表的「一般及行政開支」內。於備抵賬扣除的數額一般會於預期不可收回額外現金時撇銷。除已計提減值撥備的貿易應收款項外，其餘貿易應收款項不包括已減值資產。

本集團並無持有任何抵押品作擔保。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 14 CASH AND BANK BALANCES

The Group's cash and cash equivalents are denominated in the following currencies:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Cash at bank and on hand:	銀行及手頭現金：		
Denominated in RMB	以人民幣計值	13,459	13,103
Denominated in HKD	以港元計值	38,126	169,723
Denominated in USD	以美元計值	8,593	7
		<b>60,178</b>	<b>182,833</b>
Maximum exposure to credit risk	最高信貸風險	<b>59,995</b>	<b>182,743</b>

Cash at bank earns interest at floating rates based on daily bank deposits rate. The carrying amounts of the cash at bank approximate their fair values.

The conversion of RMB denominated balances into foreign currencies and the remittance of such foreign currencies denominated bank balances and cash out of the PRC are subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

### 14 現金及銀行結餘

本集團的現金及現金等值項目乃以下列貨幣計值：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Cash at bank and on hand:	銀行及手頭現金：		
Denominated in RMB	以人民幣計值	13,459	13,103
Denominated in HKD	以港元計值	38,126	169,723
Denominated in USD	以美元計值	8,593	7
		<b>60,178</b>	<b>182,833</b>
Maximum exposure to credit risk	最高信貸風險	<b>59,995</b>	<b>182,743</b>

銀行現金按基於銀行每日存款利率的浮動利率計息。銀行現金的賬面值與其公允值相若。

將以人民幣計值的結餘兌換為外幣以及將有關以外幣計值的銀行結餘及現金匯出中國須遵守中國政府頒佈的相關外匯管制規則及規例。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 15 SHARE CAPITAL

### 15 股本

	Number of ordinary shares 普通股數目	Nominal value of ordinary shares 普通股面值 HK\$ 港元	Equivalent nominal value of ordinary shares 普通股等值面值 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Authorised: Ordinary shares of HK\$0.1 each at 31 December 2017 and 2016 (Note (a))	法定： 於二零一七年及 二零一六年 十二月三十一日 每股面值0.1港元的 普通股(附註(a))	2,000,000,000	0.1		
Issued: Ordinary shares at 1 January 2016	已發行： 於二零一六年一月一日的 普通股	1,006,942,121	100,694,212	86,295	722,475
Issuance of ordinary shares (Note (b))	發行普通股(附註(b))	200,000,000	20,000,000	16,842	134,317
Issuance of ordinary shares (Note (c))	發行普通股(附註(c))	241,388,000	24,138,800	20,782	84,034
At 31 December 2016 and 1 January 2017 and 31 December 2017	於二零一六年 十二月三十一日及 二零一七年一月一日 以及二零一七年 十二月三十一日	1,448,330,121	144,833,012	123,919	940,826

#### Notes:

#### 附註：

- (a) The Company was incorporated in the Cayman Islands on 9 December 2009 with an authorised share capital of HK\$200 million divided into 2,000,000,000 shares of HK\$0.1 each.
- (a) 本公司於二零零九年十二月九日在開曼群島註冊成立，法定股本為200,000,000港元，分為2,000,000,000股每股面值0.1港元的股份。
- (b) The Company issued 200,000,000 ordinary shares at HK\$0.8 each on 19 February 2016 (representing 16.6% of the total issued ordinary shares of the Company as enlarged by the issuance) to 2 subscribers. The related transaction costs of RMB413,000 have been netted off against share premium.
- (b) 本公司於二零一六年二月十九日按每股0.8港元的價格向兩名認購人發行200,000,000股普通股(相當於本公司經有關發行擴大後已發行普通股總數16.6%)。相關交易成本人民幣413,000元已經與股份溢價抵銷。
- (c) The Company issued 241,388,000 ordinary shares at HK\$0.41 each on 1 August 2016 (representing 16.7% of the total issued ordinary shares of the Company as enlarged by the issuance) to 9 subscribers. The related transaction costs of RMB1,176,000 have been netted off against share premium.
- (c) 本公司於二零一六年八月一日按每股0.41港元的價格向九名認購人發行241,388,000股普通股(相當於本公司經有關發行擴大後已發行普通股總數16.7%)。相關交易成本人民幣1,176,000元已經與股份溢價抵銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 16 RESERVES

The details of movement in the Group's reserves are set out in the consolidated statement of changes in equity on page 97:

#### (a) Capital redemption reserve

The capital redemption reserve relates to the redemption and cancellation of the Company's own shares.

#### (b) Capital reserves

Capital reserves primarily represent capital contributions to certain subsidiaries of the Group and the differences between the consideration and proportionate carrying value of the subsidiary disposed of where the Group still retains control of the subsidiary.

#### (c) Statutory reserves

The statutory reserves represent reserves of the PRC incorporated companies which are set aside for future development purpose in accordance with the regulations in the PRC. The allocation is based on certain percentages of these companies' profit for the year, as reported in their statutory financial statements.

### 16 儲備

本集團儲備的變動詳情載於第97頁的合併權益變動表：

#### (a) 股本贖回儲備

股本贖回儲備與本公司贖回及註銷本身股份有關。

#### (b) 資本儲備

資本儲備主要指向本集團若干附屬公司出資及代價與所出售附屬公司（本集團仍保留其控制權）比例賬面值之間的差額。

#### (c) 法定儲備

法定儲備指中國註冊成立公司就未來發展目的根據中國法規設立的儲備。法定儲備乃基於該等公司在法定財務報表內所報的年內溢利的若干百分比進行劃撥。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 16 RESERVES (Continued)

#### (c) Statutory reserves (Continued)

Pursuant to the PRC regulations and the companies' respective Articles of Association, each of the Group companies is required to transfer 10% of its profit for the year, as determined under the PRC Accounting Regulations, to a statutory common reserve fund until the fund balance exceeds 50% of the Group company's registered capital. The statutory common reserve fund can be used to make good previous years' losses, if any, and to issue new shares to shareholders in proportion to their existing shareholdings or to increase the par value of the shares currently held by them, provided that the balance after such issue is not less than 25% of the registered capital.

Each of the Group companies is also permitted to transfer a certain percentage of its profit for the year as determined under the PRC Accounting Regulations, to a discretionary common reserve fund. The transfer to this reserve is subject to approval at shareholders' meetings.

### 16 儲備 (續)

#### (c) 法定儲備 (續)

根據中國法規及公司各自的組織章程細則，本集團旗下各公司須將按中國會計法規所釐定的年內溢利的10%撥入法定公積金，直至該公積金結餘超過本集團該旗下公司註冊資本的50%。法定公積金可用於彌補以往年度虧損（如有），亦可按現有持股比例發行新股予股東或增加股東現時所持股份的面值，惟發行後的結餘不可少於註冊資本的25%。

本集團旗下各公司亦可將按中國會計法規所釐定的年內溢利的若干百分比撥入任意公積金。該項撥款須經股東大會批准。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 17 SUBSIDIARIES

The following is a list of principal subsidiaries of the Company as at 31 December 2017:

### 17 附屬公司

下表載列本公司於二零一七年十二月三十一日的主要附屬公司：

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及法人類別	Principal activities 主要業務	Issued or registered/ paid up capital 已發行或註冊/實繳股本	Effective interest held as at 31 December 於十二月三十一日持有的實際權益	
				2017 二零一七年	2016 二零一六年
<b>Directly owned subsidiary:</b> 直接擁有附屬公司：					
Dragon Soar Ltd. 龍翔有限公司	The British Virgin Islands, Limited liability company 英屬處女群島, 有限責任公司	Investment holding 投資控股	USD1 1美元	100%	100%
Ysolde Group Limited 十方優良集團有限公司 (previously known as 「優良集團有限公司」) (前稱優良集團有限公司)	Samoa, Limited liability company 薩摩亞, 有限責任公司	Investment holding 投資控股	USD50,000 50,000美元	100%	100%
Graceful Universe Holdings Limited 雅宙控股有限公司	The British Virgin Islands, Limited liability company 英屬處女群島, 有限責任公司	Investment holding 投資控股	USD1 1美元	100%	100%
ShiFang Expert Company Limited 十方俊才有限公司	Hong Kong, Limited liability company 香港, 有限責任公司	Human resources 人力資源	HKD1 1港元	100%	100%
Glory Peace Limited 榮泰有限公司	Samoa, Limited liability company 薩摩亞, 有限責任公司	Investment holding 投資控股	USD1 1美元	100% (Note a) (附註a)	-
<b>Indirectly owned subsidiaries:</b> 間接擁有附屬公司：					
Fuzhou DingCe Culture Communication Co. Ltd. 福州鼎策文化傳播有限公司	Fuzhou, the PRC, Limited liability company 中國福州, 有限責任公司	Provision of full-line advertising agency services 提供全方位廣告 代理服務	USD200,000 200,000美元	100%	100%
Fuzhou ShiFang Printing Co., Ltd. 福州十方印務有限公司	Fuzhou, the PRC, Limited liability company 中國福州, 有限責任公司	Provision of printing services 提供印刷服務	RMB10,000,000 人民幣10,000,000元	100%	100%
Fujian ShiFangYuan Advertisement Co., Ltd. 福建十方源廣告有限公司	Fuzhou, the PRC, Limited liability company 中國福州, 有限責任公司	Provision of full-line advertising agency services 提供全方位廣告 代理服務	RMB5,000,000 人民幣5,000,000元	100%	100%
Fuzhou DaFang Advertisement Co., Ltd. 福建大方廣告有限公司	Fuzhou, the PRC, Limited liability company 中國福州, 有限責任公司	Provision of full-line advertising services 提供全方位廣告服務	RMB5,000,000 人民幣5,000,000元	100%	100%
Kunming HanDing Printing Technology Consulting Co., Ltd. 昆明漢鼎印刷技術諮詢有限公司	Kunming, the PRC, Limited liability company 中國昆明, 有限責任公司	Provision of publishing and printing services 提供出版及印刷服務	RMB10,000,000 人民幣10,000,000元	100%	100%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 17 SUBSIDIARIES (Continued)

### 17 附屬公司 (續)

Name 名稱	Place of incorporation and kind of legal entity 註冊成立地點及法人類別	Principal activities 主要業務	Issued or registered/ paid up capital 已發行或註冊/實繳股本	Effective interest held as at 31 December 於十二月三十一日持有的實際權益	
				2017 二零一七年	2016 二零一六年
<b>Indirectly owned subsidiaries: (Continued)</b> 間接擁有附屬公司：(續)					
Xiamen DuKe Information Science & Technology Co., Ltd. ("Xiamen Duke") 廈門讀客信息科技有限公司 (「廈門讀客」)	Xiamen, the PRC, Limited liability company 中國廈門·有限責任公司	Provision of technology promotion and consultancy services 提供技術推廣及諮詢服務	RMB11,000,000 人民幣11,000,000元	100%	100%
Fujian HaoBang Real Estate Consulting & Agency Co. Ltd. 福建好邦房產策劃代理有限公司	Fuzhou, the PRC, Limited liability company 中國福州·有限責任公司	Property marketing & agency services 物業營銷及代理服務	RMB10,000,000 人民幣10,000,000元	51%	51%
Fujian FangKe Network Technology Corporation Ltd. 福建房客網絡科技股份有限公司	Fuzhou, the PRC, Limited liability company 中國福州·有限責任公司	Provision of full-line advertising services & property marketing 提供全方位廣告服務及物業營銷	RMB50,000,000 人民幣50,000,000元	51%	51%
Fujian ShiFang KaiTai Advertisement Technology Co., Ltd. 福建十方開泰傳媒科技有限公司	Fuzhou, the PRC, Limited liability company 中國福州·有限責任公司	Provision of technology promotion and consultancy services 提供技術推廣及諮詢服務	RMB10,000,000 人民幣10,000,000元	100%	100%
Tian Pu Commerce Management Ltd. 香港添鋪商業管理有限公司	Hong Kong, Limited liability company 香港·有限責任公司	Investment holding 投資控股	HKD100 100港元	51% (Note b) (附註b)	-
Fujian Tian Pu Commerce Management Co., Ltd. 福建省添鋪商業管理有限公司	Fuzhou, the PRC, Limited liability company 中國福州·有限責任公司	Property marketing & agency services 物業營銷及代理服務	RMB10,000,000 人民幣10,000,000元	51% (Note c) (附註c)	-
Fujian ShiFang Real Estate Investment Consulting Co., Ltd. 福建省十方地產投資顧問有限公司	Fuzhou, the PRC, Limited liability company 中國福州·有限責任公司	Property investment consultancy services 物業投資諮詢服務	RMB50,000,000 人民幣50,000,000元	51% (Note d) (附註d)	-
Ningbo Caijunhui Culture Media Co., Ltd. 寧波才俊匯文化傳媒有限公司	Ningbo, the PRC, Limited liability company 中國寧波·有限責任公司	Human resources 人力資源	HKD7,000,000 7,000,000港元	100% (Note e) (附註e)	-
Fuzhou Kungfu Town Scenic Area Development Co., Ltd. 福州功夫小鎮景區開發有限公司	Fuzhou, the PRC, Limited liability company 中國福州·有限責任公司	Tourism and entertainment 旅遊及娛樂	USD15,000,000 15,000,000美元	100% (Note f) (附註f)	-
<b>Special purpose entity:</b> 特殊目的實體：					
Beijing BaiChuanDuKe Science and Technology Co., Ltd. 北京百傳讀客科技有限公司	Beijing, the PRC, Limited liability company 中國北京·有限責任公司	Provision of technology promotion and consultancy services 提供技術推廣及諮詢服務	RMB1,000,000 人民幣1,000,000元	100%	100%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 17 SUBSIDIARIES (Continued)

Note a: the subsidiary was incorporated on 28 February 2017.

Note b: the subsidiary was incorporated on 17 March 2017.

Note c: the subsidiary was incorporated on 22 May 2017.

Note d: the subsidiary was incorporated on 24 May 2017.

Note e: the subsidiary was incorporated on 11 August 2017.

Note f: the subsidiary was incorporated on 27 August 2017.

#### (a) Material non-controlling interests

By subsidiaries:	按附屬公司：
Fujian Fangke Network Technology Co. Ltd (“Fujian Fangke”)	福建房客網絡科技股份有限公司（「福建房客」）
Others	其他

Summarised financial information on a subsidiary with material non-controlling interests  
Set out below are the summarised financial information for a subsidiary that has non-controlling interests that are material to the Group.

### 17 附屬公司（續）

附註a：該附屬公司乃於二零一七年二月二十八日註冊成立。

附註b：該附屬公司乃於二零一七年三月十七日註冊成立。

附註c：該附屬公司乃於二零一七年五月二十二日註冊成立。

附註d：該附屬公司乃於二零一七年五月二十四日註冊成立。

附註e：該附屬公司乃於二零一七年八月十一日註冊成立。

附註f：該附屬公司乃於二零一七年八月二十七日註冊成立。

#### (a) 重大非控股權益

	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
	<b>14,401</b>	13,375
	<b>(6,432)</b>	(7,683)
	<b>7,969</b>	5,692

#### 擁有重大非控股權益的附屬公司的財務資料概要

下文載列擁有對本集團而言屬重大的非控股權益的各附屬公司的財務資料概要。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 17 SUBSIDIARIES (Continued)

(a) Material non-controlling interests (Continued)  
Summarised balance sheets for Fujian Fangke

### 17 附屬公司 (續)

(a) 重大非控股權益 (續)  
福建房客的資產負債表概要

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Current:	流動：		
Assets	資產	27,172	26,385
Liabilities	負債	(3,267)	(5,291)
Net current assets	流動資產淨值	<u>23,905</u>	<u>21,094</u>
Non-current:	非流動：		
Assets	資產	<u>5,486</u>	<u>6,203</u>
Net assets	資產淨值	<u><u>29,391</u></u>	<u><u>27,297</u></u>

Summarised statements of comprehensive income  
for Fujian Fangke

福建房客的全面收益表概要

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Revenue	收益	31,103	36,515
Profit before income tax	除所得稅前溢利	2,807	3,580
Income tax expense	所得稅開支	(713)	(27)
Profit for the year	年內溢利	2,094	3,553
Other comprehensive income	其他全面收益	-	-
Total comprehensive income	全面收益總額	<u>2,094</u>	<u>3,553</u>
Total comprehensive income allocated to non-controlling interests	分配至非控股權益的全面收益總額	1,026	1,740
Dividends paid to non-controlling interests	已付非控股權益的股息	-	-



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 17 SUBSIDIARIES (Continued)

#### (a) Material non-controlling interests (Continued)

Summarised cash flow statements for Fujian Fangke

### 17 附屬公司 (續)

#### (a) 重大非控股權益 (續)

福建房客的現金流量表概要

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
<b>Cash flows from operating activities</b>	<b>經營活動所得現金流量</b>		
Cash generated from operations	經營業務所得現金	639	4,418
Interest received	已收利息	7	13
Income tax paid	已付所得稅	(28)	-
Net cash generated from operating activities	經營活動所得現金淨額	618	4,431
Net cash used in investing activities	投資活動所用現金淨額	(346)	(110)
Net cash used in financing activities	融資活動所用現金淨額	(688)	-
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等值項目 (減少) / 增加淨額</b>	<b>(416)</b>	4,321
Cash and cash equivalents at beginning of year	年初的現金及現金等值項目	7,263	2,942
Cash and cash equivalents at end of year	年末的現金及現金等值項目	<b>6,847</b>	7,263

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 18 DEFERRED INCOME TAX

The analysis of deferred income tax liabilities is as follows:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Deferred income tax liabilities	遞延所得稅負債		
– to be recovered after more than 12 months	– 將於超過12個月後收回	–	120
– to be recovered within 12 months	– 將於12個月內收回	<b>120</b>	120
		<b>120</b>	240

The movements on the deferred income tax liabilities are as follows:

		Intangible assets 無形資產	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
At 1 January	於一月一日	240	360
Recognised in the consolidated statement of comprehensive income (Note 25)	於合併全面收益表內確認 (附註25)	<b>(120)</b>	(120)
At 31 December	於十二月三十一日	<b>120</b>	240

No deferred income tax asset has been recognised in respect of estimated tax losses of RMB111,547,000 as at 31 December 2017 (2016: RMB109,588,000) as it is not probable that the relevant subsidiaries of the Group will generate taxable profit to utilise the tax losses in the foreseeable future. Such tax losses have an expiry period of five years.

### 18 遞延所得稅

遞延所得稅負債分析如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
遞延所得稅負債			
– 將於超過12個月後收回		–	120
– 將於12個月內收回		<b>120</b>	120
		<b>120</b>	240

遞延所得稅負債變動如下：

		Intangible assets 無形資產	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
於一月一日		240	360
於合併全面收益表內確認 (附註25)		<b>(120)</b>	(120)
於十二月三十一日		<b>120</b>	240

於二零一七年十二月三十一日，由於本集團相關附屬公司並不可能會產生應課稅溢利以於可見將來利用稅項虧損，因此並無就人民幣111,547,000元（二零一六年：人民幣109,588,000元）的估計稅項虧損確認遞延所得稅資產。該等稅項虧損的屆滿期間為五年。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 19 TRADE PAYABLES, OTHER PAYABLES AND ACCRUED EXPENSES

### 19 貿易應付款項、其他應付款項及應計開支

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Trade payables	貿易應付款項	<b>4,513</b>	4,170
Other payables and accrued expenses:	其他應付款項及應計開支：		
Accrued utility expenses and other liabilities	應計公共設施開支及 其他負債	<b>3,495</b>	4,773
Accrued salaries and welfare	應計薪金及福利	<b>5,675</b>	5,653
Value added tax and other taxes payable	增值稅及其他應付稅項	<b>3,716</b>	3,798
Other payables	其他應付款項	<b>10,517</b>	10,204
Deposits from customers	來自客戶的按金	<b>816</b>	816
Receipts in advance	預先收取的款項	<b>6,245</b>	6,384
		<b>30,464</b>	31,628
		<b>34,977</b>	35,798

Payment terms granted by suppliers are mainly cash on delivery and on credit. The credit periods range from 30 days to 365 days after end of the month in which the relevant purchase occurred.

供應商給予的付款條款主要為貨到付現及以記賬方式付款。信貸期由作出相關採購當月結束起計介乎30日至365日不等。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

#### 19 TRADE PAYABLES, OTHER PAYABLES AND ACCRUED EXPENSES (Continued)

The aging analysis of the trade payables based on the invoice date was as follows:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
1 – 30 days	1至30日	547	699
31 – 90 days	31至90日	598	532
Over 90 days	90日以上	3,368	2,939
		<b>4,513</b>	<b>4,170</b>

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

#### 19 貿易應付款項、其他應付款項及應計開支(續)

貿易應付款項根據發票日期的賬齡分析如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
1 – 30 days	1至30日	547	699
31 – 90 days	31至90日	598	532
Over 90 days	90日以上	3,368	2,939
		<b>4,513</b>	<b>4,170</b>

本集團貿易應付款項的賬面值全部以人民幣計值。

#### 20 BANK BORROWINGS

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Secured bank borrowings – current (Note (i))	有擔保銀行借款—即期 (附註(i))	9,113	11,350

#### 20 銀行借款

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Secured bank borrowings – current (Note (i))	有擔保銀行借款—即期 (附註(i))	9,113	11,350

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 20 BANK BORROWINGS (Continued)

The maturity of the above borrowings based on scheduled repayment dates set out in the loan agreements and excluding the repayment on demand clause is as follows:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Within 1 year	一年內	2,229	2,229
Between 1 and 2 years	一至兩年	2,230	2,230
Between 2 and 5 years	兩至五年	4,654	6,698
Beyond 5 years	五年以上	-	193
		<b>9,113</b>	<b>11,350</b>

Notes (i):

As at 31 December 2017, the mortgage loans were classified as current liabilities due to the related loan agreements containing a repayment on demand clause which gives the bank unconditional right to call the loans at any time.

The mortgage loans are secured by the ownership rights of the properties and the personal guarantee of Zheng Bai Ling and Zhang Hui, a key management and the spouse of a key management of a subsidiary of the Group.

The mortgage terms are 7 years and are denominated in RMB. The mortgage loans are carried at quarterly adjusted floating interest rate of 1.15 times the benchmark loan interest rate as prescribed by the People's Bank of China for loans of a similar length. The effective interest rate for the year is 5.71% (2016: 5.81%) per annum.

### 20 銀行借款 (續)

按照貸款協議所載預定還款日期，並撇除應要求償還條款，上述借款的到期日如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Within 1 year	一年內	2,229	2,229
Between 1 and 2 years	一至兩年	2,230	2,230
Between 2 and 5 years	兩至五年	4,654	6,698
Beyond 5 years	五年以上	-	193
		<b>9,113</b>	<b>11,350</b>

附註(i)：

於二零一七年十二月三十一日，由於該等按揭貸款的相關貸款協議載有應要求償還條款，賦予銀行無條件權利隨時追收貸款，故該等按揭貸款分類為流動負債。

按揭貸款以該物業的所有權以及本集團一家附屬公司的主要管理人員鄭柏齡和主要管理人員的配偶張輝提供的個人擔保作抵押。

按揭年期為7年，以人民幣計值。該等按揭貸款按浮息計息，有關利息為中國人民銀行就類似年期貸款規定的基準貸款利率的1.15倍，每季調整。年內實際年利率為5.71%（二零一六年：5.81%）。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 21 OTHER INCOME AND OTHER GAIN

### 21 其他收入及其他收益

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
<b>Other income:</b>	<b>其他收入：</b>		
Compensation from customers	來自客戶的賠償	-	1,168
Government grants (note a)	政府補助(附註a)	554	383
Sundry income	雜項收入	33	73
		<u>587</u>	<u>1,624</u>
<b>Other gain:</b>	<b>其他收益：</b>		
Gain on disposal of a subsidiary	出售一間附屬公司的收益	-	3

Note

附註

(a) The Group obtained and recognised as income government grants of RMB554,000 (2016: RMB383,000) from the Fujian government authority for the year ended 31 December 2017.

(a) 截至二零一七年十二月三十一日止年度，本集團已確認從福建政府機關收取的政府補助人民幣554,000元(二零一六年：人民幣383,000元)為收入。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 22 EXPENSES BY NATURE

Loss before income tax is stated after charging/(crediting) the following:

### 22 按性質劃分的開支

除所得稅前虧損經扣除／（計入）以下項目後入賬：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Cost of newspaper advertising	報紙廣告成本		
– Media costs	– 媒體成本	4,008	16,792
Cost of printing services:	印刷服務成本：		
– Raw materials	– 原材料	2,018	1,519
– Other costs	– 其他成本	435	298
Depreciation (Note 7)	折舊（附註7）	5,394	5,644
Amortisation (Note 8)	攤銷（附註8）	488	495
Auditor's remuneration	核數師薪金	3,675	3,610
Operating lease charges in respect of land and buildings	有關土地及樓宇的經營租賃收費	13,318	11,098
Net loss on disposal of property, plant and equipment (Note 28(b))	出售物業、廠房及設備的虧損淨額（附註28(b)）	222	292
Net (gain)/loss on disposals of properties held for sale	出售持作出售物業的（收益）／虧損淨額	(753)	539
Provision for impairment of trade receivables, net of trade receivables written back (Note 13)	貿易應收款項減值撥備，扣除貿易應收款項撥回（附註13）	(293)	(1,703)
Write-off of property, plant and equipment (Note 7)	撇銷物業、廠房及設備（附註7）	–	4,897
Provision for impairment of properties held for sale (Note 11)	持作出售物業減值撥備（附註11）	–	1,152
Net foreign exchange losses/(gains)	外匯虧損／（收益）淨額	11,584	(11,420)
Employee benefit expenses (including directors' emoluments) (Note 23)	僱員福利開支（包括董事酬金）（附註23）	43,531	45,751
Business tax	營業稅	437	1,070

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 23 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

### 23 僱員福利開支（包括董事酬金）

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Salaries and other allowances	薪金及其他補貼	41,382	42,174
Discretionary bonus	酌情花紅	-	1,215
Defined contribution plan	界定供款計劃	239	196
Social security costs	社保費用	1,206	1,300
Retirement scheme contribution	退休計劃供款	704	866
		<b>43,531</b>	<b>45,751</b>

#### (a) Five highest paid individuals

For the year ended 31 December 2017, the five individuals whose emoluments were the highest in the Group included 3 directors (2016: 3 directors), whose emoluments were reflected in the analysis presented above and note 36. The emoluments paid/payable to the remaining 2 (2016: 2 individuals) individuals during the year ended 31 December 2017 were as follows:

#### (a) 五名最高薪人士

截至二零一七年十二月三十一日止年度，本集團五名最高薪人士包括三名（二零一六年：三名）董事，彼等的酬金在上文及附註36所呈列的分析中反映。於截至二零一七年十二月三十一日止年度，已付／應付餘下兩名（二零一六年：兩名）人士的酬金如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Salaries and other allowances	薪金及其他補貼	1,394	1,110
Defined contribution plan	界定供款計劃	49	23
		<b>1,443</b>	<b>1,133</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 23 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

#### (a) Five highest paid individuals (Continued)

For the years ended 31 December 2017 and 2016, the emoluments of the highest paid individuals of the Group fall within the following bands:

### 23 僱員福利開支（包括董事酬金）

#### (a) 五名最高薪人士（續）

截至二零一七年及二零一六年十二月三十一日止年度，本集團最高薪人士的酬金介乎下列幅度：

		Number of individuals 人數	
		2017 二零一七年	2016 二零一六年
HK\$500,001 to HK\$1,000,000	500,001港元至 1,000,000港元	<u>2</u>	<u>2</u>

### 24 FINANCE INCOME/(COSTS) – NET

### 24 財務收入／（成本）－淨額

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Finance income:	財務收入：		
Interest income on short-term bank deposits	短期銀行存款的利息收入	430	160
Interest income on available-for-sale financial asset (Note 12)	可供出售金融資產的利息收入（附註12）	<u>2,951</u>	-
Total finance income	財務收入總額	<u>3,381</u>	160
Finance costs:	財務成本：		
Interest expense on available-for-sale financial asset (Note 12)	可供出售金融資產的利息收入（附註12）	-	12,183
Interest expense on bank borrowings	銀行借款之利息開支	585	719
Less: amounts capitalised on qualifying assets (Note 9(ii))	減：就合資格資產撥充資本的金額（附註9(ii)）	<u>(585)</u>	(719)
Total finance costs	財務成本總額	<u>-</u>	12,183
Finance income/(costs) – net	財務收入／（成本）－淨額	<u>3,381</u>	(12,023)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 25 INCOME TAX EXPENSE/(CREDIT)

### 25 所得稅開支／（抵免）

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Current income tax expense	即期所得稅開支		
Mainland China enterprise income tax	中國大陸企業所得稅		
– Current tax expense	– 即期稅項開支	<b>833</b>	28
		<b>833</b>	28
Deferred income tax credit	遞延所得稅抵免	<b>(120)</b>	(120)
		<b>713</b>	(92)

The Group has no assessable income arising in or derived from Hong Kong during the years ended 31 December 2017 and 2016.

本集團於截至二零一七年及二零一六年十二月三十一日止年度並未於香港產生或獲得應課稅收入。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 25 INCOME TAX EXPENSE/(CREDIT) (Continued)

The taxation on the Group's loss before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities in the respective jurisdictions as follows:

### 25 所得稅開支／（抵免）（續）

本集團除所得稅前虧損的稅項與採用適用於各個司法權區的合併實體溢利的加權平均稅率所計算理論金額之間的差額如下：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Loss before income tax	除所得稅前虧損	<b>(55,618)</b>	(56,484)
Tax calculated at domestic rates applicable to profits of the entities in the respective jurisdictions	按適用於各個司法權區實體溢利的地方稅率計算的稅項	<b>(10,263)</b>	(11,722)
Tax effects of:	以下項目的稅項影響：		
Income not subject to tax	毋須繳稅收入	<b>(841)</b>	(1,975)
Expenses not deductible for tax purposes	不可扣稅開支	<b>8,922</b>	6,642
Tax losses for which no deferred income tax asset was recognised	未確認遞延所得稅資產的稅項虧損	<b>3,408</b>	7,992
Utilisation of previously unrecognised tax losses	動用之前未確認的稅項虧損	<b>(513)</b>	(1,029)
		<b>713</b>	(92)

The weighted average applicable tax rate was 18.5% (2016: 20.8%). The decrease is mainly caused by the incorporation of certain subsidiaries in Hong Kong which were entitled to lower applicable tax rate.

加權平均適用稅率為18.5%（二零一六年：20.8%）。稅率下跌主要由於若干享有較低適用稅率的附屬公司於香港註冊成立。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 26 LOSS PER SHARE

#### (a) Basic

Basic loss per share for the years is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

		2017 二零一七年	2016 二零一六年
Loss attributable to owners of the Company (RMB'000)	本公司所有者應佔虧損 (人民幣千元)	<u>(56,493)</u>	<u>(57,129)</u>
Weight average number of shares in issue, including bonus element (thousands)	已發行股份加權平均數 (包括紅利元素)(千股)	<u>1,448,330</u>	<u>1,301,178</u>
Basic loss per share (RMB per share)	每股基本虧損 (每股人民幣)	<u>(0.0390)</u>	<u>(0.0439)</u>

#### (b) Diluted

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has no dilutive potential ordinary shares during the year ended 31 December 2017 (2016: same).

### 27 DIVIDEND

No dividend has been declared by the Company since its incorporation.

### 26 每股虧損

#### (a) 基本

年內的每股基本虧損乃按本公司所有者應佔虧損除以年內已發行普通股加權平均數計算。

#### (b) 攤薄

每股攤薄虧損乃按調整發行在外普通股的加權平均數以假設所有具潛在攤薄影響的普通股獲兌換計算。截至二零一七年十二月三十一日止年度，本公司並無具潛在攤薄影響的普通股(二零一六年：相同)。

### 27 股息

本公司自註冊成立以來概無宣派任何股息。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 28 NOTES TO THE STATEMENT OF CASH FLOWS

#### (a) Cash used in operations

### 28 現金流量表附註

#### (a) 經營業務所用現金

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
	Note 附註		
Loss before income tax	除所得稅前虧損	<b>(55,618)</b>	(56,484)
Adjustments for:	就下列各項作出調整：		
Depreciation	折舊	7 <b>5,394</b>	5,644
Amortisation	攤銷	8 <b>488</b>	495
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損淨額	22 <b>222</b>	292
Net reversal of for impairment of trade receivables	貿易應收款項減值撥備撥回淨額	22 <b>(293)</b>	(1,703)
Provision for impairment of properties held for sale	持作出售物業減值撥備	22 <b>–</b>	1,152
Write off of property, plant and equipment	撇銷物業、廠房及設備	7 <b>–</b>	4,897
Foreign exchange losses/(gains) on operating activities	經營活動的外匯虧損／(收益)	22 <b>11,584</b>	(11,420)
Finance income	財務收入	24 <b>(3,381)</b>	(160)
Finance costs	財務成本	24 <b>–</b>	12,183
Gains on disposal of subsidiaries	出售附屬公司的收益	21 <b>–</b>	(3)
Changes in working capital:	營運資金變動：		
– Trade receivables	– 貿易應收款項	<b>9,977</b>	6,440
– Inventories	– 存貨	<b>(312)</b>	4,671
– Prepayments, deposits and other receivables	– 預付款項、按金及其他應收款項	<b>(747)</b>	(1,655)
– Amounts due from related parties	– 應收關連人士款項	<b>(448)</b>	230
– Trade payables	– 貿易應付款項	<b>343</b>	(318)
– Other payables and accrued expenses	– 其他應付款項及應計開支	<b>(1,294)</b>	(10,190)
– Amounts due to related parties	– 應付關連人士款項	<b>(419)</b>	(837)
Cash used in operations	經營業務所用現金	<b>(34,504)</b>	(46,766)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 28 NOTES TO THE STATEMENT OF CASH FLOWS (Continued)

#### (b) Disposal of property, plant and equipment

In the consolidated statements of cash flows, proceeds from disposal of property, plant and equipment comprise:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Net carrying amount (Note 7)	賬面淨額 (附註7)	571	1,230
Net loss on disposal of property, plant and equipment (Note 22)	出售物業、廠房及設備的虧損淨額 (附註22)	(222)	(292)
Cash consideration from disposal of property, plant and equipment	出售物業、廠房及設備的現金代價	349	938

#### (c) Disposal of subsidiaries

In the consolidated statement of cash flows, net cash outflow on disposal of subsidiaries comprise:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Cash consideration received (Note 32)	已收現金代價 (附註32)	-	3
Cash and cash equivalents disposed (Note 32)	已出售現金及現金等值項目 (附註32)	-	(3)
Net cash outflow from disposal of subsidiaries included in the cash flows from investing activities	出售附屬公司的現金流出淨額·計入投資活動所得現金流量	-	-

### 28 現金流量表附註 (續)

#### (b) 出售物業、廠房及設備

綜合現金流量表中出售物業、廠房及設備的所得款項包括：

#### (c) 出售附屬公司

合併現金流量表中出售附屬公司的現金流出淨額包括：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 28 NOTES TO THE STATEMENT OF CASH FLOWS (Continued)

#### (d) Non-cash transactions

For the year ended 31 December 2016, the principal non-cash transaction is the reclassification of properties held for sale to property, plant and equipment.

#### (e) Net debt reconciliation

The following section sets out an analysis of net debt and the movements in net debt for each of the years presented.

### 28 現金流量表附註 (續)

#### (d) 非現金交易

截至二零一六年十二月三十一日止年度，主要非現金交易為將持作出售物業重新分類為物業、廠房及設備。

#### (e) 債務淨額對賬

以下載列債務淨額分析及各呈列年度債務淨額的變動。

Net debt	債務淨額	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Cash and cash equivalents (Note 14)	現金及現金等值項目 (附註14)	60,178	182,833
Borrowings	借款		
– repayable within one year (Note 20)	– 於一年內償還 (附註20)	(2,229)	(2,229)
Borrowings	借款		
– repayable after one year (Note 20)	– 於一年後償還 (附註20)	(6,884)	(9,121)
Net debt	債務淨額	<u>51,065</u>	<u>171,483</u>

	Cash and cash equivalents 現金及現金 等值項目 RMB'000 人民幣千元	Borrowings due within 1 year 於一年內 到期的借款 RMB'000 人民幣千元	Borrowings due after 1 year 於一年後 到期的借款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
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Net debt as at 31 December 2016	於二零一六年十二月三十一日 的債務淨額	182,833	(2,229)	(9,121)	171,483
Cash flows	現金流量	(115,286)	2,237	–	(113,049)
Foreign exchange adjustments	外匯調整	(7,369)	–	–	(7,369)
Other non-cash movements	其他非現金變動	–	(2,237)	2,237	–
Net debt as at 31 December 2017	於二零一七年十二月三十一日 的債務淨額	<u>60,178</u>	<u>(2,229)</u>	<u>(6,884)</u>	<u>51,065</u>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 29 COMMITMENTS

#### (a) Operating lease commitments

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Not later than 1 year	一年以下	12,952	12,425
Later than 1 year and not later than 5 years	一年以上及五年以下	3,351	14,957
		<b>16,303</b>	<b>27,382</b>

### 30 RELATED-PARTY TRANSACTIONS

For the purposes of these consolidated financial statements, parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise significant influence over the Group in making financial and operating decisions, or vice versa. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control.

In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms mutually negotiated between the Group and the respective related parties.

### 29 承擔

#### (a) 經營租賃承擔

不可撤銷經營租賃的日後最低租賃付款總額如下：

### 30 關連人士交易

就本合併財務報表而言，倘某人士有能力在本集團作出財務及經營決策時直接或間接對本集團施加重大影響（反之亦然），該人士即被認為與本集團有關連。關連人士可以為個人（即主要管理人員、主要股東及／或彼等的近親）或其他實體。倘本集團的關連人士為個人，則關連人士亦包括受到關連人士重大影響的實體。倘有關實體受到共同控制，亦被認為是關連人士。

本公司董事認為，該等關連人士交易乃於日常業務過程中按照本集團與各關連人士相互磋商的條款進行。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 30 RELATED-PARTY TRANSACTIONS (Continued)

(a) The directors of the Company are of the view that the following companies/individuals were related parties that had transactions or balances with the Group during the year ended 31 December 2017:

Name 名稱／姓名	Relationship with the Group 與本集團的關係
Mr. Tsui Yiu Ming, Siuming 徐耀明(別名:徐小明)先生	Executive director of the Company/Chief Executive Officer of the Group <sup>1</sup> 本公司執行董事／本集團行政總裁 <sup>1</sup>
Mr. Chen Zhi 陳志先生	Executive director of the Company/Former Chief Executive Officer of the Group <sup>2</sup> 本公司執行董事／本集團前首席執行官 <sup>2</sup>
Ms. Zheng Shou Ling 鄭守齡女士	Spouse of the Executive director of the Group 本集團執行董事的配偶
Fujian ShiFang Digital Technology Co., Ltd 福建十方數碼技術有限公司	Controlled by the Executive director of the Group 由本集團執行董事控制
Fujian Lanting Network Technology Holding Limited Company 福建蘭庭網路科技股份有限公司	A significant shareholder of a subsidiary of the Group 本集團一家附屬公司的主要股東
Mr. Zhang Tie Zhu 張鐵柱先生	Former executive director of the Company <sup>3</sup> 本公司前執行董事 <sup>3</sup>
Mr. Hong Pei Feng 洪培峰先生	Former executive director of the Company <sup>4</sup> 本公司前執行董事 <sup>4</sup>

### 30 關連人士交易(續)

(a) 本公司董事認為，以下公司／個人為於截至二零一七年十二月三十一日止年度內與本集團進行交易或存有結餘的關連人士：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 30 RELATED-PARTY TRANSACTIONS (Continued) (a) (Continued)

### 30 關連人士交易 (續) (a) (續)

Name 名稱／姓名	Relationship with the Group 與本集團的關係
Mr. Yu Shi Quan 余詩權先生	Executive director of the Company/Chief Financial Officer of the Group 本公司執行董事／本集團首席財務官
Mr. Chen Wei Dong 陳偉東先生	Non-executive director of the Company 本公司非執行董事
Ms. Chen Min 陳敏女士	Non-executive director of the Company 本公司非執行董事
Mr. Zhou Xu Xiang 周栩翔先生	Former non-executive director of the Company <sup>5</sup> 本公司前非執行董事 <sup>5</sup>
Liaoning Baixin Media Company Limited 遼寧百信傳媒有限公司	A significant shareholder of a subsidiary of the Group 本集團一家附屬公司的主要股東
Ms. Chan Ching Yi 陳靜儀女士	Key management of the Group 本集團主要管理人員
Ms. Chen Xiao Min 陳小敏女士	Key management of the Group 本集團主要管理人員
Mr. Zheng Bo Ling 鄭柏齡先生	Key management of the Group 本集團主要管理人員
Mr. Cai Jian Quan 蔡建權先生	Independent non-executive director of the Company 本公司獨立非執行董事
Mr. Zhou Chang Ren 周昌仁先生	Independent non-executive director of the Company 本公司獨立非執行董事
Mr. Wong Heung Ming, Henry 黃向明先生	Independent non-executive director of the Company 本公司獨立非執行董事

The above names of certain related parties companies represented the best effort by management of the Company in translating their Chinese names as they do not have official English names.

上列若干關連人士／公司的英文名稱由本公司管理層以其中文名稱盡力翻譯而提供，原因是有關人士／公司並無正式英文名稱。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 30 RELATED-PARTY TRANSACTIONS (Continued)

#### (a) (Continued)

Note:

1. Appointed as Chief Executive Officer on 29 January 2016.
2. Resigned as Chief Executive Officer on 29 January 2016.
3. Resigned on 25 February 2016.
4. Resigned on 29 January 2016.
5. Resigned on 17 March 2016.

#### (b) Transactions with related parties:

In addition to those disclosed elsewhere in the financial statements, the following transactions were undertaken by the Group with related parties during the year ended 31 December 2017:

### 30 關連人士交易 (續)

#### (a) (續)

附註：

1. 於二零一六年一月二十九日獲委任為行政總裁。
2. 於二零一六年一月二十九日辭任首席執行官。
3. 於二零一六年二月二十五日辭任。
4. 於二零一六年一月二十九日辭任。
5. 於二零一六年三月十七日辭任。

#### (b) 與關連人士進行的交易：

除財務報表其他部分所披露者外，本集團於截至二零一七年十二月三十一日止年度與關連人士進行以下交易：

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Continuing transactions:			
Key management compensation	持續交易： 主要管理人員薪酬	8,389	8,434
Rental expenses to a related party	向一位關連人士的租金開支	465	-
		<b>8,854</b>	<b>8,434</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 30 RELATED-PARTY TRANSACTIONS (Continued)

#### (c) Balances with related parties

As at 31 December 2017 and 2016, the balances are unsecured, interest-free and are repayable on demand.

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
<b>Amounts due from related parties – non-trade</b>	<b>應收關連人士款項 – 非貿易</b>		
A non-controlling shareholder of a subsidiary of the Group	本集團附屬公司的非控股股東	470	–
Key management of the Group	本集團主要管理人員	110	17
Directors of the Group	本集團董事	160	275
		<b>740</b>	<b>292</b>

As at 31 December 2017 and 2016, the balances are unsecured, interest-free and are repayable on demand.

### 30 關連人士交易 (續)

#### (c) 與關連人士存有的結餘

於二零一七年及二零一六年十二月三十一日，結餘為無抵押、免息及須應要求償還。

於二零一七年及二零一六年十二月三十一日，結餘為無抵押、免息及須應要求償還。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 30 RELATED-PARTY TRANSACTIONS (Continued)

#### (c) Balances with related parties (Continued)

### 30 關連人士交易 (續)

#### (c) 與關連人士存有的結餘 (續)

		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
<b>Amounts due to directors:</b>	<b>應付董事款項：</b>		
Mr. Chen Zhi	陳志先生	9	19
Mr. Tsui Yiu Ming Siuming	徐耀明 (別名：徐小明) 先生	11	-
Mr. Yu Shi Quan	余詩權先生	-	10
Mr. Hong Pei Fang	洪培峰先生	-	36
		<b>20</b>	65
<b>Amounts due to related parties:</b>	<b>應付關連人士款項：</b>		
Liaoning Baixin Media Company Limited	遼寧百信傳媒有限公司	127	22
Fujian ShiFang Digital Technology Co., Ltd	福建十方數碼技術有限公司	3	24
Ms. Zheng Shou Ling	鄭守齡女士	325	95
		<b>475</b>	206
<b>Amount due to a related party - non-trade (non-current portion)</b>	<b>應付一名關連人士款項 - 非貿易 (非流動部分)</b>		
A non-controlling shareholder of a subsidiary of the Group	本集團一家附屬公司的一名 非控股股東	-	688

The balance due to a non-controlling shareholder is unsecured, interest-free, with no fixed repayment term and repayable upon mutual agreement between the Group and the non-controlling shareholder.

應付一名非控股股東的結餘為無抵押、免息及無固定還款期，並須按本集團與該名非控股股東的相互協議償還。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 31 RETIREMENT BENEFITS SCHEME

The employees of the Group's subsidiaries established in the PRC are members of a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of the employees' basic salaries and wages to the central pension scheme to fund the retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of these subsidiaries. The only obligation of these subsidiaries with respect to the central pension scheme is to meet the required contributions under the scheme.

The total contributions incurred in this connection for the year ended 31 December 2017 were approximately RMB704,000 (2016: RMB866,000). No forfeited contributions are available to reduce the contribution payable by the Group in the future years.

### 32 CONSIDERATIONS FROM DISPOSAL OF SUBSIDIARIES

#### (a) Disposal of subsidiaries during the year ended 31 December 2016

During the year ended 31 December 2016, the Group entered into sale and purchase agreements with independent third parties to dispose of controlling equity interests in certain subsidiaries, namely Guangxi ShiFang, Fuzhou Aohai, Greatest Ocean, Hung Hing To, ShiFangCe, Xiamen DingCe, Liaoning Aohai, Guizhou ShiFang HanDing, ShiFang YaQi and Beijing HongXinTu, (together, the "Disposed Companies") for total cash considerations of RMB30,000 ("Disposal").

The Disposal was completed during the year ended 31 December 2016.

### 31 退休福利計劃

本集團在中國成立的附屬公司的僱員為地方市政府所營辦的中央退休金計劃的成員。有關附屬公司須按僱員基本薪金及工資的若干百分比向中央退休金計劃供款，以撥付退休福利。地方市政府承諾承擔有關附屬公司的所有現有及未來退休僱員的退休福利責任。有關附屬公司就中央退休金計劃的唯一責任乃根據計劃作出所規定的供款。

截至二零一七年十二月三十一日止年度，就此產生的供款總額約為人民幣704,000元（二零一六年：人民幣866,000元）。概無沒收供款可用作減少未來年度本集團應付供款。

### 32 出售附屬公司的代價

#### (a) 於截至二零一六年十二月三十一日止年度出售附屬公司

於截至二零一六年十二月三十一日止年度，本集團與獨立第三方訂立買賣協議，以出售於若干附屬公司（分別為廣西十方、福州奧海、志海、鴻馨圖、十方策、廈門鼎策、遼寧奧海、貴州十方漢鼎、十方亞祺及北京鴻馨圖，統稱「已出售公司」）的控股股權，總現金代價為人民幣30,000元（「出售事項」）。

出售事項已於截至二零一六年十二月三十一日止年度完成。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 32 CONSIDERATIONS FROM DISPOSAL OF SUBSIDIARIES (Continued)

(a) Disposal of subsidiaries during the year ended 31 December 2016 (Continued)

The aggregate net assets of Guizhou QianZhong at disposal were as follows:

### 32 出售附屬公司的代價

(a) 於截至二零一六年十二月三十一日止年度出售附屬公司(續)

貴州黔中於出售時的淨資產總值如下：

	2016 二零一六年 RMB'000 人民幣千元
<b>Net assets disposed of:</b>	<b>已出售淨資產：</b>
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項 988
Cash and cash equivalents	現金及現金等值項目 3
Other payables and accrued expenses	其他應付款項及應計開支 (923)
Income tax payables	應付所得稅 (68)
	-
Gain on disposal of a subsidiary (Note 21)	出售一間附屬公司的收益(附註21) 3
	3
Satisfied by:	<b>支付方式：</b>
– Cash considerations	– 現金代價 3
– Non-cash considerations	– 非現金代價 -
	3
<b>Net cash outflow arising on disposal of the subsidiary</b>	<b>出售附屬公司所產生的現金流出淨額</b>
Cash consideration received	已收現金代價 3
Cash and cash equivalents disposed	已出售現金及現金等值項目 (3)
	-
Net cash outflow on disposal of the subsidiary included in cash flows from investing activities (Note 28(c))	出售附屬公司的現金流出淨額，計入投資活動所得現金流量(附註28(c)) -
	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 33 CONTINGENT LIABILITIES

The Group follows the guidance of IAS 37 “Provisions, Contingent Liabilities and Contingent Assets” to determine when should contingent liabilities be recognised, which requires significant judgement.

A contingent liability will be disclosed when a possible obligation has arisen, but its existence has to be confirmed by future events outside the Group’s control, or when it is not possible to calculate the amount. Realisation of any contingent liabilities not currently recognised or disclosed could have a material impact on the Group’s financial position.

The Group reviews for any significant outstanding litigations in order to assess the need for provisions. Among the factors considered are the nature of the litigation, legal processes and potential level of damages, the opinions and views of the legal counsel, and the management’s intentions to respond to the litigations. To the extent the estimates and judgements do not reflect the actual outcome, this could materially affect the results for the year and the financial position.

As at 31 December 2017 and 2016, the Group had no material contingent liabilities.

### 34 SUBSEQUENT EVENTS

The Company issued 289,666,000 shares at HK\$0.145 each on 25 January 2018 (representing 16.7% of the total enlarged ordinary share capital issued) to not less than six independent placees procured by the placing agent. Net proceeds from the share issuance amounted to HK\$41,057,000 (approximately RMB33,467,000).

### 33 或有負債

本集團遵照國際會計準則第37號「撥備、或有負債及或有資產」的指引釐定應何時確認或有負債，而確認時須作出重大判斷。

當有可能產生義務，惟其存在與否須透過非本集團所能控制的未來事件確定；或當不可能計算義務所涉金額，即會披露或有負債。任何目前未有確認或披露的或有負債一旦實現，均可能對本集團的財務狀況造成重大影響。

本集團會審閱任何重大的待決訴訟，以評估是否有需要計提撥備。所考慮的因素包括訴訟的性質、損害賠償的法律程序及潛在水平、法律顧問的意見及見解以及管理層對回應訴訟的意向。倘估計及判決不能反映實際結果，則可能嚴重影響年內業績及財務狀況。

於二零一七年及二零一六年十二月三十一日，本集團並無重大或有負債。

### 34 報告期後事項

本公司於二零一八年一月二十五日向配售代理推介之不少於六名獨立承配人按每股0.145港元的價格發行289,666,000股股份（佔已發行經擴大普通股本總額16.7%）。股份發行所得款項淨額為41,057,000港元（約人民幣33,467,000元）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 35 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

### 35 本公司的資產負債表及儲備變動

		Note 附註	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Available-for-sale financial asset	可供出售金融資產	12	84,726	81,775
Investments in subsidiaries	於附屬公司的投資	17	-	-
Deposit for a proposed acquisition	擬收購事項的按金	9(iv)	28,315	-
			<u>113,041</u>	<u>81,775</u>
<b>Current assets</b>	<b>流動資產</b>			
Prepayments and other receivables	預付款項及其他應收款項		118	187
Amounts due from subsidiaries	應收附屬公司款項		71,070	55,703
Amount due from a director	應收一名董事款項		160	270
Cash and cash equivalents	現金及現金等值項目		27,799	161,858
			<u>99,147</u>	<u>218,018</u>
<b>Total assets</b>	<b>總資產</b>		<u>212,188</u>	<u>299,793</u>
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司所有者應佔權益</b>			
Share capital	股本		123,919	123,919
Share premium	股份溢價		816,907	816,907
Other reserves	其他儲備	a	(7,063)	(7,063)
Accumulated deficits	累計虧絀	a	(724,456)	(650,956)
<b>Total equity</b>	<b>權益總額</b>		<u>209,307</u>	<u>282,807</u>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 35 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

### 35 本公司的資產負債表及儲備變動(續)

	Note	2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
	附註		
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Other payables		2,745	1
Amounts due to subsidiaries		136	16,985
		<u>2,881</u>	<u>16,986</u>
<b>Total liabilities</b>		<u>2,881</u>	<u>16,986</u>
<b>Total equity and liabilities</b>		<u>212,188</u>	<u>299,793</u>

The balance sheet of the Company was approved by the Board of Directors on 28 March 2018 and was signed on its behalf:

本公司的資產負債表經董事會於二零一八年三月二十八日批准，並由下列董事代表董事會簽署：

**Siuming Tsui**

徐小明

Director

董事

**Yu Shi Quan**

余詩權

Director

董事

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 35 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

Note a: Reserve movement of the Company

### 35 本公司的資產負債表及儲備變動(續)

附註a：本公司的儲備變動

		<b>Accumulated deficits</b>	<b>Other reserves</b>
		累計虧絀	其他儲備
		RMB'000	RMB'000
		人民幣千元	人民幣千元
At 1 January 2016	於二零一六年一月一日	(624,218)	-
Loss for the year	年內虧損	(26,738)	-
Fair value loss on an available-for-sale financial asset	可供出售金融資產之公允值虧損	-	(7,063)
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	(650,956)	(7,063)
Loss for the year	年內虧損	(73,500)	-
At 31 December 2017	於二零一七年十二月三十一日	<u>(724,456)</u>	<u>(7,063)</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 36 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES)

#### (A) Directors' and chief executive's emoluments

The remuneration of every directors and the chief executive is set out below:

For the year ended 31 December 2017:

### 36 董事利益及權益 (香港《公司條例》(第622章)第383條·公司(披露董事利益資料)規例(第622G章)及香港上市規則規定的披露)

#### (A) 董事及行政總裁的酬金

各董事及行政總裁的薪酬載列如下:

截至二零一七年十二月三十一日止年度:

Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking:  
就個人擔任(不論是本公司或其附屬公司)董事所提供的服務已付或應收的酬金:

Name	姓名	Fees RMB'000 人民幣千元	Salary RMB'000 人民幣千元	Discretionary bonuses RMB'000 人民幣千元	Housing allowance RMB'000 人民幣千元	Estimated money value of other benefits RMB'000 人民幣千元	Employer's contribution to a retirement benefit scheme RMB'000 人民幣千元	Remunerations paid or receivable in respect of office as director RMB'000 人民幣千元	Emoluments paid or receivable in respect of other services in connection with the management of the affairs of the company or its subsidiary undertaking RMB'000 人民幣千元	Total RMB'000 人民幣千元
<b>Executive directors</b>	<b>執行董事</b>									
Mr. Chen Zhi (Former Chairman and CEO, Note (a))	陳志先生(前主席兼首席執行官,附註(a))	180	1,620	-	-	-	-	-	-	1,800
Mr. Yu Shiquan	余詩權先生	180	720	-	-	36	8	-	-	944
Mr. Tsui Yiu Ming Siuming (CEO, Note (b))	徐耀明(別名:徐小明)先生(行政總裁,附註(b))	217	2,896	-	-	-	179	-	-	3,292
<b>Non-executive directors</b>	<b>非執行董事</b>									
Mr. Chen Wei Dong	陳偉東先生	120	-	-	-	-	-	-	-	120
Ms. Chen Min	陳敏女士	120	-	-	-	-	-	-	-	120
<b>Independent and non-executive directors</b>	<b>獨立非執行董事</b>									
Mr. Zhou Chang Ren	周昌仁先生	120	-	-	-	-	-	-	-	120
Mr. Wong Heung Ming, Henry	黃向明先生	120	-	-	-	-	-	-	-	120
Mr. Cai Jianquan	蔡建權先生	120	-	-	-	-	-	-	-	120

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 36 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

#### (A) Directors' and chief executive's emoluments (Continued)

For the year ended 31 December 2016:

### 36 董事利益及權益 (香港《公司條例》(第622章)第383條·公司(披露董事利益資料)規例(第622G章)及香港上市規則規定的披露)(續)

#### (A) 董事及行政總裁的酬金(續)

截至二零一六年十二月三十一日止年度:

		Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking: 就個人擔任(不論是本公司或其附屬公司)董事所提供的服務已付或應收的酬金								
Name	姓名	Fees	Salary	Discretionary bonuses	Housing allowance	Estimated money value of other benefits	Employer's contribution to a retirement benefit scheme	Remunerations paid or receivable in respect of accepting office as director	Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking	Total
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	其他福利的估計貨幣價值	退休福利計劃的僱主供款	就接受董事職位已付或應收的薪酬	就董事有關管理本公司或其附屬公司事務所提供的其他服務已付或應收的酬金	總計
<b>Executive directors</b>		<b>執行董事</b>								
Mr. Chen Zhi (Former Chairman and CEO, Note (a))	陳志先生(前主席兼首席執行官·附註(a))	135	1,665	-	-	-	-	-	-	1,800
Mr. Hong Pei Feng (Note (c))	洪培峰先生(附註(c))	-	-	920	-	-	-	-	-	920
Mr. Zhang Tie Zhu (Note (d))	張鐵柱先生(附註(d))	-	42	500	-	3	1	-	-	546
Mr. Yu Shiquan	余詩權先生	135	765	-	-	36	8	-	-	944
Mr. Tsui Yiu Ming Siuming (CEO, Note (b))	徐耀明(別名:徐小明)先生(行政總裁·附註(b))	1,880	748	133	-	-	47	-	-	2,808
<b>Non-executive directors</b>		<b>非執行董事</b>								
Mr. Chen Wei Dong	陳偉東先生	120	-	-	-	-	-	-	-	120
Ms. Chen Min	陳敏女士	120	-	-	-	-	-	-	-	120
<b>Independent and non-executive directors</b>		<b>獨立非執行董事</b>								
Mr. Zhou Chang Ren	周昌仁先生	120	-	-	-	-	-	-	-	120
Mr. Wong Heung Ming, Henry	黃向明先生	120	-	-	-	-	-	-	-	120
Mr. Cai Jianquan	蔡建權先生	120	-	-	-	-	-	-	-	120
Mr. Zhou Xu Xiang (Note (e))	周翔翔先生(附註(e))	26	-	-	-	-	-	-	-	26

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

#### 36 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

##### (A) Directors' and chief executive's emoluments (Continued)

Notes:

- (a) Resigned as CEO of the Company on 29 January 2016 and resigned as Chairman of the Board on 25 February 2016
- (b) Appointed as CEO of the Company on 29 January 2016
- (c) Resigned on 29 January 2016
- (d) Resigned on 25 February 2016
- (e) Re-designed as a non-executive director on 20 February 2016 and resigned on 17 March 2016

#### 36 董事利益及權益 (香港《公司條例》(第622章)第383條·公司(披露董事利益資料)規例(第622G章)及香港上市規則規定的披露)(續)

##### (A) 董事及行政總裁的酬金(續)

附註:

- (a) 於二零一六年一月二十九日辭任本公司首席執行官，於二零一六年二月二十五日辭任董事會主席
- (b) 於二零一六年一月二十九日獲委任為本公司行政總裁
- (c) 於二零一六年一月二十九日辭任
- (d) 於二零一六年二月二十五日辭任
- (e) 於二零一六年二月二十日調任非執行董事及於二零一六年三月十七日辭任



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 合併財務報表附註

### 36 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

#### (B) Directors' retirement benefits

None of the directors received or will receive any retirement benefits during the year (2016: nil).

#### (C) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year (2016: nil).

#### (D) Consideration provided to third parties for making available directors' services

During the year ended 31 December 2017, the Company did not pay consideration to any third parties for making available directors' services (2016: nil).

#### (E) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There is no other loans, quasi-loans and other dealing arrangements in favour of directors, bodies corporate controlled by and entities connected with all directors of the Company as at 31 December 2017 (2016: Nil).

### 36 董事利益及權益 (香港《公司條例》(第622章)第383條·公司(披露董事利益資料)規例(第622G章)及香港上市規則規定的披露)(續)

#### (B) 董事退休福利

年內·概無董事已收取或將收取任何退休福利(二零一六年:無)。

#### (C) 董事終止僱傭福利

年內·概無董事已收取或將收取任何終止僱傭福利(二零一六年:無)。

#### (D) 就提供董事服務向第三方支付代價

於截至二零一七年十二月三十一日止年度·本公司概無就提供董事服務向任何第三方支付代價(二零一六年:無)。

#### (E) 有關以董事·受該等董事控制的法人團體及該等董事的關連實體為受益人的貸款·準貸款及其他交易的資料

於二零一七年十二月三十一日·概無有關以董事·受本公司所有董事控制的法人團體及本公司所有董事的關連實體為受益人的其他貸款·準貸款及其他交易安排(二零一六年:無)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 合併財務報表附註

#### 36 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (Continued)

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

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

#### 36 董事利益及權益（香港《公司 條例》（第622章）第383條、 公司（披露董事利益資料）規例 （第622G章）及香港上市規則 規定的披露）（續）

(F) 董事於交易、安排或合約的重大  
權益

於年末或年內任何時間並無任何由本公司就本集團業務訂立而本公司董事直接或間接擁有重大權益的重大交易、安排或合約存續。

