

貝森金融集團有限公司
BISON FINANCE GROUP LIMITED

(formerly known as RoadShow Holdings Limited)
(前稱路訊通控股有限公司)

STOCK CODE 股份代號: 888



2017

ANNUAL REPORT 年報

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LETTER FROM THE BOARD

董事會函件

Dear Shareholders,

On behalf of the board (the “Board”) of directors (the “Directors”) of Bison Finance Group Limited (formerly known as RoadShow Holdings Limited 路訊通控股有限公司*) (the “Company”) and its subsidiaries (the “Group”), I hereby present to our Shareholders the annual report of the Company for the year ended 31 December 2017.

2017 was a remarkable year for the Group, the completion of the unconditional mandatory cash offer (“General Offer”) represented a milestone of the Group that it has not only strengthened the development of the existing media and advertising businesses (“Media Business”), but also facilitated the Group to explore opportunities in financial services business (“Financial Services Business”).

The Group will continue to carry on the Media Business and will provide necessary resources and working capital to support its sustainable development. Subject to the availability of suitable investment or business opportunities, it is contemplating to diversify the business of the Group by way of acquisition, joint venture or investment, particularly into the financial service sector in which myself, XU Peixin and Dr MA Weihua (a non-executive director of the Company) have substantial experience, with the view of broadening the source of income of the Group and maximising the value of the Company in the long run and the return of the shareholders of the Company.

CORPORATE DEVELOPMENT

On 27 October 2017, immediately following the completion of the disposal of 728,127,410 shares of the Company, representing approximately 73.01% of the entire issued share capital of the Company as at the date thereof, by the former controlling shareholder to Bliss Chance Global Limited (“Bliss Chance”)

尊敬的股東：

本人謹代表貝森金融集團有限公司(前稱RoadShow Holdings Limited 路訊通控股有限公司*)(「本公司」)及其附屬公司(「本集團」)董事(「董事」)會(「董事會」)謹此向股東提呈本公司截至二零一七年十二月三十一日止年度的年報。

二零一七年對本集團而言是卓爾不凡的一年，當中完成了無條件強制性現金要約(「全面要約」)代表著本集團的里程碑，這不僅加強了現有媒體及廣告業務(「媒體業務」)的發展，而且亦有助本集團發掘金融服務業務(「金融服務業務」)的機遇。

本集團將繼續從事媒體業務，並將提供所需資源及營運資金以支持其可持續的發展。如獲得合適投資或商業機會，預期將透過收購、合資企業或投資於特別是本人徐沛欣及馬蔚華博士(本公司非執行董事)具豐富經驗的金融服務行業，使本集團的業務更多元化，從而擴闊本集團的收入來源及長遠而言提高本公司價值及本公司股東的回報。

企業發展

於二零一七年十月二十七日，緊隨前控股股東根據日期為二零一七年十月二十六日的買賣協議完成向喜昌環球有限公司(「喜昌」)出售本公司728,127,410股股份(佔於出售日期本公司全部已發行股本約73.01%)後，喜昌成為本公司的控股股

* For identification purposes only

* 僅供識別

pursuant to the sale and purchase agreement dated 26 October 2017, Bliss Chance became the controlling shareholder of the Company. All the ordinary shares of Bliss Chance are wholly and beneficially owned by Bison Capital Financial Holdings Limited (“Bison Capital”). Bison Capital is in turn wholly and beneficially owned by myself.

On 12 December 2017, upon the close of the General Offer, Bliss Chance held 750,978,005 shares of the Company, representing approximately 75.30% of the entire issued share capital of the Company as at the date thereof. Accordingly, following the close of the General Offer, less than 25% of the issued share capital of the Company (being the minimum prescribed percentage applicable to the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”)) were held by the public and the Company did not satisfy the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules.

In order to assist the Company to restore its public float in compliance with Rule 8.08(1)(a) of the Listing Rules, Bliss Chance has, through its placing agent, completed the disposal of 50,300,000 shares of the Company, representing approximately 5.05% of the entire issued share capital of the Company as at the date thereof (the “Disposal”), to independent investors on 19 December 2017. Immediately after completion of the Disposal, a total of 296,687,327 shares of the Company, representing approximately 29.75% of the entire issued share capital of the Company as at the date thereof, were held by the public and Bliss Chance held 700,678,005 shares of the Company, representing approximately 70.25% of the entire issued share capital of the Company. As such, the public float of the Company has been restored to not less than 25% of the issued share capital of the Company in compliance with Rule 8.08(1)(a) of the Listing Rules.

東。喜昌全部普通股由貝森資本金融控股有限公司（「貝森資本」）全資實益擁有。貝森資本則由本人全資實益擁有。

於二零一七年十二月十二日，於全面要約截止時，喜昌持有本公司750,978,005股股份，佔於全面要約截止日期本公司全部已發行股本約75.30%。因此，於全面要約截止後，公眾人士持有少於25%的本公司已發行股本（即根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）適用於本公司的最低規定百分比），而本公司未能符合上市規則第8.08(1)(a)條的最低公眾持股量的規定。

為協助本公司恢復其公眾持股量以遵守上市規則第8.08(1)(a)條，喜昌已透過其配售代理於二零一七年十二月十九日完成出售50,300,000股股份予獨立投資者，佔於出售日期本公司全部已發行股本約5.05%（「出售事項」）。緊隨出售事項完成後，本公司合共296,687,327股股份由公眾人士持有，佔於出售事項完成日期本公司全部已發行股本約29.75%，而喜昌持有本公司700,678,005股股份，佔本公司全部已發行股本約70.25%。因此，本公司的公眾持股量已恢復至不少於本公司全部已發行股本的25%，並已遵守上市規則第8.08(1)(a)條。

LETTER FROM THE BOARD

董事會函件

RESULTS FOR THE YEAR

The Group recorded a loss after taxation of approximately HK\$7.5 million for the year ended 31 December 2017, compared with a loss after taxation of HK\$42.1 million for the previous financial year.

For the year ended 31 December 2017, the Group reported total operating revenue of HK\$373.5 million, representing a decrease of approximately 9.9% from that of the previous year. Loss attributable to equity shareholders of the Company was HK\$6.6 million for the year ended 31 December 2017, compared with HK\$45.3 million for 2016. The loss for the year was mainly attributable to the reduction in revenue mainly due to the gradual scaling down of the BUS-TV business which approached the expiry of the related licence agreement with The Kowloon Motor Bus Company (1933) Limited ("KMB") on 30 June 2017 and net off by exchange gain of approximately HK\$12.3 million due to the appreciation of the Renminbi against Hong Kong dollars and net reversal of provision for onerous contracts of approximately HK\$13.9 million.

FINAL DIVIDEND

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2017 (2016: HK\$Nil).

BUSINESS REVIEW

The overall Hong Kong advertising spending (adspend) in the first quarter of 2017 was only on par as the previous year, the 6% year on year (YOY) growth in adspend in second and third quarters, and the 5% YOY increase in the last quarter brought an overall 4% increment in adspend in 2017. Although adspend started to pick up from the second quarter of 2017, the outlook for the media industry, out-of-home (OOH) media in particular, was still murky as advertisers tend to be very cautious when deciding when and where to place their marketing campaigns.

The Group's revenue from advertising dropped amid keen competition from the digital media and other OOH media vendors,

本年度業績

於截至二零一七年十二月三十一日止年度，本集團錄得除稅後虧損約港幣7,500,000元，而上一財政年度則錄得除稅後虧損港幣42,100,000元。

於截至二零一七年十二月三十一日止年度，本集團錄得經營收入總額港幣373,500,000元，較去年減少約9.9%。截至二零一七年十二月三十一日止年度的本公司股東應佔虧損為港幣6,600,000元，而二零一六年則為港幣45,300,000元。本年度的虧損主要是由於收入減少所致，而收入減少的主要原因在於與九龍巴士(一九三三)有限公司(「九巴」)訂立的相關特許協議臨近二零一七年六月三十日屆滿之期，巴士電視業務逐步縮減規模，當中已扣除人民幣升值帶來的匯兌收益約港幣12,300,000元及虧損合約撥備撥回淨額約港幣13,900,000元。

末期股息

董事不建議就截至二零一七年十二月三十一日止年度派發末期股息(二零一六年：港幣零元)。

業務回顧

二零一七年第一季的香港整體廣告支出僅與上年一致，第二及第三季的廣告支出較去年同期增加6%，最後一季則較去年同期增加5%，為二零一七年的廣告支出整體帶來4%增幅。儘管廣告支出於二零一七年第二季開始回升，然而，廣告商於決定進行市場推廣活動的時間及地點時格外審慎，媒體行業(尤其是戶外媒體)前景仍未明朗。

數碼媒體及其他戶外媒體供應商競爭激烈，巴士電視業務因後段所述理由而終止，加上廣告板業務相

the ceasing of the BUS-TV business due to the reason stated in the following paragraph and the expiry of the licence relating to the billboard business. The Group has taken measures to streamline its operations and reduce operating costs so as to increase its cost efficiency. As a result, the Group's performance for the year of 2017 was significantly improved as compared with last year.

Having reviewed the Group's operations and considered the terms included in the tender invitation issued by KMB for a new licence relating to the BUS-TV business, the Group decided during the year ended 31 December 2016 not to submit a tender for this new licence, which would have succeeded the then existing licence due to expire on 30 June 2017. As a result, the Group's BUS-TV business ceased with effect from 1 July 2017. The cessation of the BUS-TV business will allow the Group to reallocate its resources to other more profitable areas of its business.

On the other hand, KMB has exercised its option to extend the term of the licence agreement in respect of the BUS-BODY and BUS-INTERIOR advertising businesses for another 36 months from 1 July 2017 to 30 June 2020 (both dates inclusive) with all other terms and conditions of the licence agreement remaining unchanged.

Furthermore, in May 2017, the Group entered into a licence agreement with KMB for the exclusive licence to place, install, remove, maintain and/or repair advertisements at the advertising space in the bus shelters of KMB for an initial term of 5 years commencing from 1 July 2017 and ending on 30 June 2022 (both dates inclusive), which may be extended for another 5 years from 1 July 2022 to 30 June 2027 (both dates inclusive), at the option of KMB. This licence has succeeded the licence relating to BUS-SHELTER advertising business jointly operated with JCDecaux Cityscape Limited which expired on 30 June 2017. After the commencement date of the licence agreement on 1 July 2017, the Group has endeavored to elevate the perceived value of BUS-SHELTER through continuously upgrading of the display panels, enhancing the tidiness and cleanliness of the shelters in operation and constantly providing effective and creative shelter domination ideas to the advertisers and agencies.

關的特許權屆滿，導致本集團的廣告收入下跌。本集團已採取措施精簡業務及降低經營成本，冀能提升成本效益。因此，本集團於二零一七年的表現與去年同期比較明顯有所改善。

經檢討本集團的營運，並經考慮由九巴發出與巴士電視業務有關的新特許權的招標條款後，本集團於截至二零一六年十二月三十一日止年度決定不會遞交此項新特許權的標書以承續於二零一七年六月三十日屆滿的當時現有特許權。因此，本集團由二零一七年七月一日起終止經營巴士電視業務。終止經營巴士電視業務將可讓本集團將資源重新分配至其他利潤更可觀的業務範疇。

另一方面，九巴已行使其選擇權，將有關巴士車身及巴士車廂廣告業務的特許協議的年期延長三十六個月，由二零一七年七月一日起至二零二零年六月三十日(包括首尾兩天)為止，特許協議的所有其他條款及條件維持不變。

此外，於二零一七年五月，本集團與九巴訂立特許協議，內容有關本集團於九巴的巴士候車亭廣告位置投放、安裝、移除、保養及/或維修廣告的獨家特許權，初步為期五年，由二零一七年七月一日起至二零二零年六月三十日(包括首尾兩天)為止，可按九巴選擇延長五年，由二零二零年七月一日起至二零二七年六月三十日(包括首尾兩天)為止。此特許權承續已於二零一七年六月三十日屆滿有關與德高展域有限公司共同經營巴士候車亭廣告業務的特許權。於二零一七年七月一日特許協議開始日期後，本集團致力透過持續優化展示屏、提高所經營的候車亭的整齊度及清潔度，及不斷為廣告商及代理商提供有效且富創意的候車亭主導構思，以提升巴士候車亭的感知價值。

LETTER FROM THE BOARD

董事會函件

PROSPECTS

In the coming year, in relation to the Media Business, on one hand, the Group shall continue to make new investments in digital panels as 4-dimension interactive advertising platform at bus shelters in Hong Kong which are expected to be launched by stages in 2018 with target advertisers including, but not limited to, commercial, government and NGOs to drive the growth of the Media Business and to explore the possibility of business expansion and collaboration with other entities should opportunities arise; on the other hand, the Group will continue to closely scrutinise the costs and expenses and to increase the cost efficiency of the media operation.

In addition to the existing business, the Group has entered into the sale and purchase agreement in relation to the acquisition of the entire issued share capital of Target Capital Management Limited (“TCM”), BTS Investment Limited, BTY Investment Limited, NanTai Investment Limited and Shangtai Asset Management Limited (collectively, the “Subject Companies”) in January 2018. A special general meeting of the Company will be held on 16 March 2018, details of the transaction have been disclosed in the Company’s announcement dated 23 January 2018 and circular dated 28 February 2018. TCM is a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities and is principally engaged in (i) external asset management and (ii) investment advisory services to fund management businesses. The Subject Companies are the fund manager/general partners of eight offshore private equity funds. Upon completion of the transactions, the Group shall engage in the financial services business carried out by TCM and the Subject Companies and it is expected to form a new business segment of the Group. According to the Fund Management Activities Survey 2016 released by the Securities and Futures

前景

展望來年，就媒體業務而言，本集團一方面將繼續於數碼廣告屏幕作出新投資，作為香港巴士候車亭的四維互動廣告平台，預期將於二零一八年分階段推出，目標廣告商包括(但不限於)商業、政府及非政府組織，以推動媒體業務的增長及於機會合適時拓展與其他實體展開業務擴張及合作的可能性；另一方面，本集團將繼續密切監控成本及支出，並提高媒體業務的成本效益。

除了現有業務外，本集團於二零一八年一月訂立買賣協議，內容有關收購泰達資產管理有限公司（「泰達資產管理」）、BTS Investment Limited、BTY Investment Limited、NanTai Investment Limited及Shangtai Asset Management Limited（統稱「該等公司」）的全部已發行股本。本公司將於二零一八年三月十六日舉行股東特別大會，交易詳情已於本公司日期為二零一八年一月二十三日的公佈及日期為二零一八年二月二十八日的通函中披露。泰達資產管理為證券及期貨條例（香港法例第571章）項下可進行第1類（證券交易）、第4類（就證券提供意見）及第9類（提供資產管理）受規管活動的持牌法團，並主要從事(i)外部資產管理及(ii)基金管理業務的投資顧問服務。該等公司為八個境外私募股權基金的基金經理/一般合夥人。完成該等交易後，本集團將從事泰達資產管理及該等公司所從事的金融服務業務，預期將形成本集團的新業務分部。根據香港證券及期貨事務監察委員會於二零一七年七月刊發的二零一六年基金管理活動調查，於二零

Commission of Hong Kong in July 2017, Hong Kong's combined fund management business reached HK\$18,293 billion as of the end of 2016; and HK\$12,824 billion of which were contributed from the asset management business of licensed corporations, registered institutions and insurance companies. The People's Republic of China (the "PRC") has a growing demand for fund management expertise to manage its massive savings pool and rapidly expanding retirement funds and is in close proximity with Hong Kong. Considering the expected benefit from the strong demand of asset management and fund management business in the PRC, the Group is optimistic about the future prospects of the Financial Services Business.

Looking forward, the Company will strive to strengthen the Group's competence in managing the existing Media Business, formulate plans to develop Financial Services Business, and identify and consider other investment opportunities when they arise with an attempt to maximise the Company's value and shareholders' returns.

APPRECIATION

The Board would like to express its gratitude to all the staff for their hard work and dedication and to thank all our shareholders, clients and suppliers for their continuous support.

By Order of the Board

XU Peixin
Executive Director

Hong Kong, 15 March 2018

一六年年末，香港的基金管理業務合計資產達到港幣182,930億元；其中港幣128,240億元來自持牌法團、註冊機構及保險公司的資產管理業務。中華人民共和國（「中國」）日益需要基金管理專才來管理數額龐大的國民儲蓄和增長迅速的退休基金，而且香港毗鄰中國。考慮到預期將受惠於中國對資產管理及基金管理業務的龐大需求，本集團對金融服務業務前景表示樂觀。

展望未來，本公司將竭力強化本集團管理現有媒體業務的能力、制訂發展金融服務業務的計劃，並物色及考慮其他可能出現的投資機會，藉此提高本公司價值及股東回報。

致謝

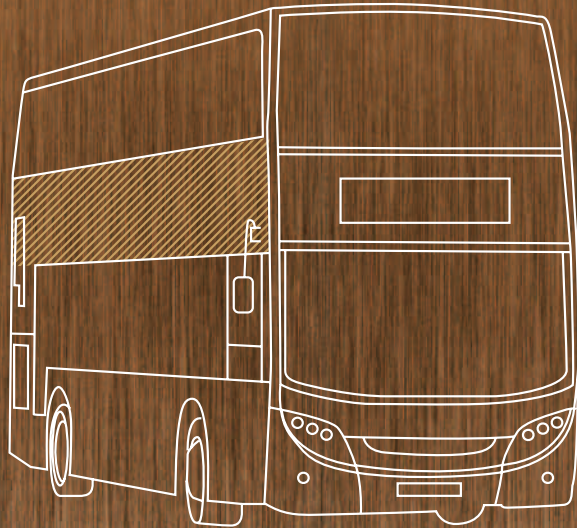
董事會謹此對全體員工努力不懈的工作表現，以及各位股東、客戶及供應商一直的鼎力支持深表謝意。

承董事會命

徐沛欣
執行董事

香港，二零一八年三月十五日

THE MARKET LEADER

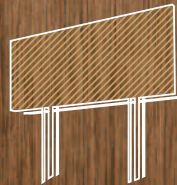


BUS-BODY is a highly creative and impactful platform so the Group shall be benefited from the success of our clients and be able to pursue a steady growth.



4%

Overall 4% increment in Hong Kong advertising spending in 2017



> 380 + 100

Developed bus shelters for advertising and promotion purposes

Will develop 100 bus shelters each year



OPERATIONAL REVIEW

業務回顧



BUS-TV

In the first half year of 2017, BUS-TV continued to produce a broad spectrum of programming that provided general infotainment, entertainment and environmental news to market. Aimed at celebrating the 20th anniversary of HKSAR, BUS-TV has self-produced a series of programmes on the development of the HKSAR after the transfer of sovereignty to the PRC, and they received overwhelming positive response from the market. Commencing from July 2017, the Group ceased the BUS-TV advertising business as the license granted by KMB for this platform expired on 30 June 2017 and the Group did not submit a new tender after considering its terms. The main reason to stop running BUS-TV business was to reallocate the resources to other, more profitable, areas of the Group's Media Business.

BUS-BODY

BUS-BODY faced fiercer than ever competition in 2017. As agile and responsive as always, we were able to implement a number of initiatives and sales packages to tackle the challenges. Our already strong existing client base with sustained progress in attracting new partners further helped the BUS-BODY segment continue to remain as one of the market leaders. In the up-coming 12 months, we shall continue to maintain BUS-BODY as a highly creative and impactful platform so that our clients can strengthen their appeal among targets, and the Group shall be benefited from the success of our clients and be able to pursue a steady growth.

巴士電視

於二零一七年上半年，巴士電視繼續為市場製作內容廣泛的節目，涵蓋一般資訊、娛樂及環保新聞。為了慶祝香港特別行政區成立二十周年，巴士電視自家製作了一系列關於主權移交中國後香港特別行政區發展的節目，市場反應相當熱烈。自二零一七年七月起，本集團已終止巴士電視廣告業務，原因是九巴授予的特許權於二零一七年六月三十日屆滿，本集團經考慮特許權的招標條款後沒有遞交新標書。停止營運巴士電視業務的主要原因是為了重新分配資源至本集團其他利潤更可觀的媒體業務範疇。

巴士車身

巴士車身於二零一七年面對前所未有的激烈競爭。本集團一如以往的快捷敏銳，能夠實施多項措施及銷售手法，以克服種種挑戰。本集團擁有龐大的客戶層，加上不斷吸納新業務夥伴，進一步推動巴士車身分部繼續成為市場領導者之一。展望未來十二個月，本集團將維持巴士車身成為兼具高度創意和影響力的平台，客戶藉此平台可於一眾目標中獨顯吸引力，而本集團將受惠於客戶的成功及能夠追求穩定增長。

OPERATIONAL REVIEW

業務回顧



BUS-INTERIOR

Over the course of the financial year ended 31 December 2017, we implemented many special measures to ensure BUS-INTERIOR continued to be one of the top choices for advertisers and agencies as one of the alternatives for Offline to Online marketing initiatives. We further enhanced BUS-INTERIOR's creativity and interactivity via the leveraging of various state-of-the-art technologies. Specific examples included Hong Kong's first ever Augmented Reality (AR) BUS-INTERIOR campaign for a leading department store operator.

BUS-SHELTER

Starting from 1 July 2017, the Company has expanded its business to BUS-SHELTER advertising. BUS-SHELTER can accommodate a diversity of advertising formats namely Static and Scrolling Première Panel, Mega Panel, 4-Sheet, Shelter Top and Shelter Domination. Evidencing to have 80% coverage of Hong Kong's population, as at 31 December 2017, BUS-SHELTER ad service offered more than 380 developed bus shelters for advertising and promotion purposes. In the coming years, the Group will develop 100 bus shelters each year. Having operated BUS-SHELTER for half a year, advertisers and agencies responded very satisfied with the effectiveness and high creative flexibility of Shelter Domination at prominent locations, which are able to provide platforms for interactive games with customers and to amplify impact of the advertisements by enhancing the brand awareness. BUS-SHELTER's sizeable market share and status as probably Hong Kong's foremost out-of-home (OOH) advertising specialist were also further strengthened, and more importantly the perceived value of BUS-SHELTER has been significantly boosted.

巴士車廂

於截至二零一七年十二月三十一日止財政年度，本集團整年間已落實多項特別措施，以確保巴士車廂繼續成為廣告商及代理在線下至線上宣傳攻勢的首選之一。本集團已借助各種尖端科技，為巴士車廂進一步增添創意度及互動性。具體例子包括為一家著名百貨公司營運商提供香港首個擴增實境(AR)巴士車廂活動。

巴士候車亭

自二零一七年七月一日起，本公司已將其業務擴展至巴士候車亭廣告。巴士候車亭可以迎合多種廣告格式，包括靜態及捲動十二封大燈箱、巨型展板、四封燈箱、站頂及主題巴士站。基於覆蓋率達全香港80%人口，巴士候車亭廣告服務於二零一七年十二月三十一日提供了超過380個已發展巴士候車亭作廣告及宣傳之用。展望未來，本集團將每年發展100個巴士候車亭。經過營運巴士候車亭半年後，於黃金地段的主題巴士站效果出眾、創意靈活多變，令廣告商及代理感到十分滿意，主題巴士站可以為互動遊戲與其客戶提供平台，並透過增加品牌曝光率提升廣告的影響力。巴士候車亭的龐大市場佔有率及作為香港頂尖專業戶外廣告商的地位亦進一步提升，而巴士候車亭的感知價值亦顯著增長。



BILLBOARDS

The Group has been granted sole and exclusive rights to several high-profile outdoor advertising spaces which include the Aberdeen Tunnel and Cheong Wan Road at Cross Harbour Tunnel entrance in Tsim Sha Tsui. Rights granted for the advertising spaces at Hip Kee Godown No.1 and No.2 expired in the financial year ended 31 December 2017.

888 LAB - INTEGRATED MARKETING SOLUTIONS

Leveraging on our leading advertising network in Hong Kong, in June 2017, the Group established 888 Lab Limited ("888 LAB"), which provides integrated marketing solutions for advertisers to connect with customers effectively.

From creative solutions to branded marketing content, event management, concert & entertainment, digital marketing solutions, PR & Promotion, CSR & sustainability campaign, social listening and crisis management, 888 LAB develops innovative ideas with human insights that help to make every intercept to customers a powerful and impactful one.

廣告板

本集團已獲授多個矚目戶外廣告位的獨家專利權，包括香港仔隧道及紅磡海底隧道尖沙咀暢運道出口處。獲授協記貨倉一號及二號倉廣告位的專利權已於截至二零一七年十二月三十一日止財政年度屆滿。

888 LAB - 綜合市場推廣方案

憑藉本集團於香港的龐大廣告網絡，本集團於二零一七年六月成立了 888 Lab Limited (「888 LAB」) 為廣告商提供綜合市場推廣方案，以有效地與客戶連繫。

從創意解決方案至品牌市場推廣內容、項目管理、演唱會及娛樂、數碼市場推廣方案、公關及宣傳、企業社會責任及可持續性活動、社媒聆聽及危機管理，888 LAB 研發創意兼具真知灼見的構思，令所有提供予客戶的方案變得具有效力及影響力。



OPERATIONAL REVIEW

業務回顧

OPERATIONS UNDER CONTRACTUAL ARRANGEMENTS

On 14 December 2017, a subsidiary of the Company incorporated in the PRC (“WFOE”) entered into a series of structured contracts (“Structured Contracts”) with the registered owners of 安愷(天津)經濟信息諮詢有限公司 (Ankai (Tianjin) Economic Information Consulting Limited*) (formerly known as 安凱(天津)控股有限公司 (Ankai (Tianjin) Holdings Limited*)) (“Ankai”), which is the direct sole shareholder of 北京中體保險經紀有限公司 (China Sports Insurance Broker Co., Ltd.)* (“CSIB”), which engages in insurance business relating to sports. As insurance business in the PRC is subject to restrictions on foreign ownership under the prevailing laws, regulations and practice in the PRC, the Structured Contracts allowed the Group to gain control over the financial and business operations of CSIB in the PRC and the Group is also entitled to the economic interest and benefits of the operations, so as to optimise the Group’s business structure. The financial results of CSIB (including the assets and liabilities and revenue and profits) have been consolidated into the audited consolidated financial statements of the Group since 14 December 2017.

The information of CSIB and its registered shareholders under the Structured Contracts

CSIB is a limited liability company incorporated in the PRC and is primarily engaged in insurance business relating to sports in the PRC. The sole registered shareholder of CSIB is Ankai, which is a limited liability company incorporated in the PRC. The registered shareholder of Ankai are Mr JIANG Xiaolin (“Mr Jiang”) (holder of 99% of the equity interests of Ankai) and Mr SHI Pengfei (“Mr Shi”) (holder of 1% of the equity interest of Ankai) (together, the “Registered Shareholders”).

Summary of the major terms of the Structured Contracts

The major terms of each of the Structured Contracts are set out as follows:

(1) Loan Agreement

The WFOE agreed to provide a loan in the sum of RMB 40,000,000 (i) to Mr Jiang and Mr Shi for the acquisition of the entire equity interests of Ankai; and (ii) to Ankai to acquire 30% of the equity interest of CSIB so that upon completion of the two acquisitions, Mr Jiang and Mr Shi shall become the shareholders of the entire equity interests of Ankai and Ankai shall become the sole shareholder of CSIB.

* For identification purposes only

合約安排項下的業務

於二零一七年十二月十四日，本公司於中國註冊成立的附屬公司(「外商獨資企業」)與安愷(天津)經濟信息諮詢有限公司(前稱安凱(天津)控股有限公司)(「安愷」)訂立了一系列結構性合約(「結構性合約」)，安愷為北京中體保險經紀有限公司(「中體保險」)的直接唯一股東，而中體保險從事體育相關保險業務。由於根據中國現行法律、法規及常規，中國保險業務須遵守外資擁有權限制，結構性合約讓本集團獲得中體保險的中國金融及業務經營的控制權，而本集團亦有權享有該等業務的經濟權益及利益，從而優化本集團的業務架構。自二零一七年十二月十四日起，中體保險的財務業績(包括資產及負債以及收入及盈利)已併入本集團的經審核綜合財務報表。

根據結構性合約中體保險及其註冊股東的資料

中體保險為一間於中國註冊成立的有限責任公司，主要於中國從事體育相關保險業務。中體保險的唯一註冊股東為安愷，安愷為一家於中國註冊成立的有限責任公司。安愷的註冊股東為江小林先生(「江先生」)(安愷99%股權持有人)及石鵬飛先生(「石先生」)(安愷1%股權持有人)(統稱「註冊股東」)。

結構性合約主要條款摘要

各結構性合約的主要條款載列如下：

(1) 借款協議

外商獨資企業已同意提供為數人民幣40,000,000元的貸款(i)予江先生及石先生，用作收購安愷全部股權；及(ii)予安愷，以收購中體保險30%股權，因此，於完成兩項收購後，江先生及石先生將成為安愷全部股權的股東，而安愷將成為中體保險的唯一股東。

Mr Jiang, Mr Shi and Ankai shall repay the loan by way of transferring the equity interests of Ankai and CSIB to the WFOE or its designated entities when the WFOE could directly hold all the equity interests of Ankai and CSIB directly under the prevailing laws of the PRC.

The term of the loan agreement is 10 years from the date of execution of the loan agreement and shall be extended for another term of 10 years automatically unless mutually agreed by both parties. The loan agreement will be terminated when the respective obligations by each party to the agreement are fulfilled.

(2) Exclusive Technical Support and Service Agreement

The WFOE shall provide Ankai and its subsidiaries or associated companies (including CSIB) exclusive technical support services, including: (i) research and technical support; (ii) consultancy services; (iii) on-the-job technical training services; (iv) provision of licence in relation to intellectual property rights including softwares, trademarks, domain names and technical secrets; and (v) other services as agreed between the WFOE and Ankai. For services provided by the WFOE, Ankai and its subsidiaries or associated companies which have received the services shall pay to the WFOE its net profits (after deducting all necessary amounts to be reserved as required by law) as service fees. The WFOE is entitled to adjust the service fees to be charged.

Furthermore, the WFOE is entitled to (i) make suggestions and requirements as to the employment of operation and finance staff of Ankai; (ii) the shareholders of Ankai and Ankai shall appoint directors and senior management nominated by the WFOE as the directors and senior management of Ankai; (iii) terminate the employment of any senior management and directorship of any director. The WFOE is granted access to the financial information of Ankai at any time.

The term of the exclusive technical support and service agreement is 10 years from the date of execution of the loan agreement. The term of the exclusive technical support and service agreement could be extended at the option of the WFOE and there is no limitation on the number of extension of the term.

(3) Exclusive Call Option Agreement

The Registered Shareholders and Ankai agreed to unconditionally and irrevocably grant an exclusive right to the WFOE that insofar as permitted under applicable PRC laws and regulations, they shall (i) transfer their respective equity interests in the Ankai to the WFOE or its designated entities; or (ii) transfer all or part of the assets of Ankai at the lowest consideration as allowed under the laws of the PRC.

當外商獨資企業可根據中國現行法律直接持有安愷及中體保險全部股權後，江先生、石先生及安愷將以轉讓安愷及中體保險的股權予外商獨資企業或其指定的實體的方式償還貸款。

借款協議的年期為自借款協議簽訂日期起計10年，除非雙方共同協定，否則年期將自動進一步延長10年。當協議各方已履行各自的責任，借款協議將告終止。

(2) 獨家技術支持和服務協議

外商獨資企業將向安愷及其附屬公司或相聯公司（包括中體保險）提供獨家技術支持服務，包括：(i) 研究及技術支持；(ii) 顧問服務；(iii) 在職技術培訓服務；(iv) 提供有關知識產權的特許權，包括軟件、商標、域名及技術秘密；及(v) 外商獨資企業與安愷協定的其他服務。就外商獨資企業所提供的服務而言，安愷及其接受服務的附屬公司或相聯公司將向外商獨資企業支付其純利（扣減法律規定將予保留的一切所需金額後）作為服務費。外商獨資企業有權調整將予收取的服務費。

此外，外商獨資企業有權 (i) 就僱用安愷的操作及財務員工提出建議及規定；(ii) 安愷股東及安愷將委任外商獨資企業提名的董事及高級管理層擔任安愷的董事及高級管理層；(iii) 終止僱用任何高級管理層及任何董事的董事職務。外商獨資企業獲授於任何時間查閱安愷財務資料的權利。

獨家技術支持和服務協議的年期為自借款協議簽訂日期起計10年。獨家技術支持和服務協議的年期將按外商獨資企業的選擇延長，延長的年期長短不受限制。

(3) 獨家購買權協議

註冊股東及安愷已同意無條件地及不可撤回地向外商獨資企業授予獨家權利，在中國適用法律及法規准許情況下，彼等將以中國法律所容許的最低代價 (i) 向外商獨資企業或其指定的實體轉讓彼等各自於安愷的股權；或 (ii) 轉讓安愷全部或部份資產。

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In the event that consideration is required to be provided for such transfer under relevant PRC laws and regulations, such consideration shall be the minimum as permitted under applicable PRC laws and regulations, and that insofar as permitted under applicable PRC laws and regulations, the full amount of consideration received by or is paid to the registered shareholders of CSIB, shall be returned to the WFOE or its designated entities. The registered shareholders of CSIB shall, upon request from the WFOE at any time, immediately and unconditionally, transfer their entire equity interests in CSIB to such representative(s) as nominated by the WFOE.

The exclusive call option agreement takes effect from the date of execution of the loan agreement and will only be terminated by the WFOE in writing.

(4) Power of Attorney

The Registered Shareholders have irrevocably authorised an exclusive authority to the WFOE:

- (a) to convene shareholders meeting, participate in the shareholders' meeting and to approve shareholders resolutions of Ankaï;
- (b) to exercise the shareholders rights of Ankaï including voting rights, nomination rights and appointment rights;
- (c) to file any documents required to be submitted by the shareholders of Ankaï to government authorities;
- (d) to be entitled to the dividend rights, power of sale or transfer or pledging or disposal of the shares of Ankaï held by its registered holders, and the rights of distribution upon winding up of Ankaï; and
- (e) to be entitled to all shareholders' right of Ankaï.

The power of attorney takes effect from the date of execution of the loan agreement and will be valid and effective during the term of the exclusive technical support and service agreement.

(5) Equity Pledge Agreement

The Registered Shareholders agreed to pledge the entire equity interests and additional registered capital of Ankaï held and to be held by the Registered Shareholders to the WFOE, as security for the obligations under the loan agreement, exclusive technical support and service agreement, exclusive call option agreement and the power of attorney (collectively the "Transaction Documents"). Under the equity pledge agreement, except with prior written consent of the WFOE, the Registered Shareholders are prohibited from transferring any of their equity interests in Ankaï, or creating or allowing any creation of any third party security interests which may affect the rights and benefits of the WFOE.

倘根據中國相關法律及法規規定須就有關轉讓支付任何代價，則有關代價將為中國適用法律及法規准許情況下的最低價，且在中國適用法律及法規准許情況下，中體保險註冊股東所收取或獲支付的代價須全數退還予外商獨資企業或其指定的實體。中體保險註冊股東將於外商獨資企業在任何時間要求時，即時無條件地向有關代表（作為外商獨資企業指定的實體）轉讓彼等於中體保險的全部股權。

獨家購買權協議自借款協議簽訂日期起生效，其僅於外商獨資企業書面提出時終止。

(4) 授權委託書

註冊股東已不可撤回地向外商獨資企業授予獨家權力：

- (a) 召開安愷的股東大會、參與安愷的股東大會及批准安愷的股東決議案；
- (b) 行使安愷的股東權利，包括表決權、提名權及委任權；
- (c) 向政府機關提交安愷股東須遞交的任何文件；
- (d) 有權享有股息權、出售或轉讓或質押或處置安愷註冊持有人所持有的安愷股份的權力，及安愷清盤時的分配權利；及
- (e) 有權享有安愷全部股東權利。

授權委託書自借款協議簽訂日期起生效，並於獨家技術支持和服務協議年內有效及生效。

(5) 股權質押協議

註冊股東已同意將安愷持有及註冊股東將予持有的全部股權及額外註冊股本質押予外商獨資企業，作為借款協議、獨家技術支持和服務協議、獨家購買權協議及授權委託書（統稱「交易文件」）項下責任的擔保。根據股權質押協議，除非獲得外商獨資企業事先書面同意，否則註冊股東不得轉讓彼等於安愷的任何股權或設立或允許設立可能影響外商獨資企業的權利及利益的任何第三方擔保權利。

The equity pledge agreement takes effect from the date of execution of the loan agreement and shall be terminated until the earliest of: (i) fulfilment of all obligations under the Transaction Documents; (ii) the lapse of the Transaction Documents; and (iii) termination of the Transaction Documents.

Risks relating to the Structured Contracts

- (1) There is no assurance that the Structured Contracts could comply with future changes in the regulatory requirements in the PRC and the PRC government may determine that the Structured Contracts do not comply with applicable PRC laws, rules, regulations or policies;
- (2) The Structured Contracts may not be as effective in providing control over and entitlement to the economic interests in CSIB as direct ownership;
- (3) Potential conflicts of interest among the WFOE, CSIB and the registered shareholders of CSIB may exist;
- (4) The equity pledge against the equity interest of CSIB under the equity pledge agreement is subject to successful registration with the relevant governmental authority to take effect; and
- (5) The Structured Contracts may be subject to scrutiny of the PRC tax authorities and additional tax may be imposed.

Nevertheless, the Company has obtained PRC legal opinion that the Structured Contracts are not in contravention of the current regulatory requirements in the PRC. Yet, the Company will continue to monitor the relevant PRC laws and regulations relevant to the Structured Contracts and will take necessary actions to protect the Company's interest in CSIB. The Company will also unwind the Structured Contracts when the restrictions on foreign ownership under the prevailing laws, regulations and practice in the PRC are removed.

Measures taken to mitigate the risks

The Structured Contracts contain dispute resolution clauses that (i) provided for arbitration and that arbitrators may award remedies over the shares or assets of Ankai, injunctive relief or order the winding up of Ankai; and (ii) provided the courts of competent jurisdictions with the power to grant interim remedies in support of the arbitration pending formation of the arbitral tribunal or in appropriate cases. The courts in Hong Kong, the place of incorporation of Ankai and CSIB, and the place where Ankai and CSIB's principal assets are located have been specified as having jurisdiction for this purpose.

股權質押協議自借款協議簽訂日期起生效，並於以下最早發生日期終止：(i) 履行交易文件項下所有責任；(ii) 交易文件失效；及 (iii) 交易文件終止。

有關結構性合約的風險

- (1) 概不保證結構性合約可符合中國監管規定的未來變動，且中國政府可能釐定結構性合約並不符合中國適用法律、規則、法規或政策；
- (2) 結構性合約於控制中體保險及享有其經濟利益方面可能不如直接擁有權有效；
- (3) 外商獨資企業、中體保險及中體保險的註冊股東之間可能存在潛在利益衝突；
- (4) 股權質押協議項下對中體保險股權的股權質押須待向有關政府部門完成登記後方生效；及
- (5) 結構性合約可能會受中國稅務機關審查並產生額外稅項。

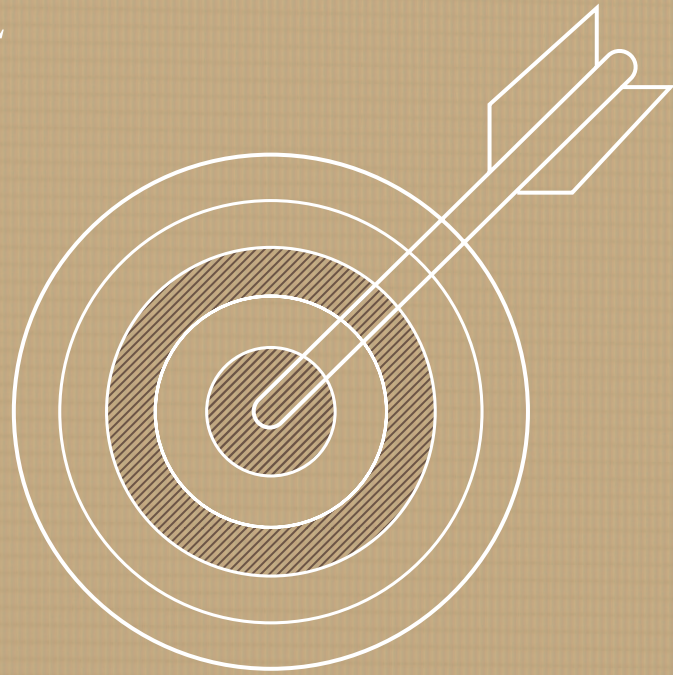
然而，本公司已取得結構性合約並無違反中國當前規管規定的中國法律意見。惟本公司將繼續監察與結構性合約有關的中國相關法律及法規，並將採取所需行動，以保障本公司於中體保險的權益。當中國現行法律、法規及常規項下的外資擁有權限制被廢止，本公司亦將解除結構性合約。

減輕風險所採取的措施

結構性合約所載爭議解決條文包括：(i) 就仲裁作出規定，仲裁員可作出以安愷的股份或資產作為補償的仲裁裁決、禁令救濟或頒令安愷進行清盤；及 (ii) 賦予具司法管轄權的法庭權力，在仲裁庭組成前或適當情況下有權採取臨時補救以支持仲裁的進行。就此而言，香港、安愷及中體保險註冊成立地點及安愷及中體保險主要資產所在地的法庭均列為具有司法管轄權的法庭。

REMARKABLE YEAR

2017 was a remarkable year for the Group that it has not only strengthened the development of the existing media and advertising businesses but also facilitated the Group to explore opportunities in financial services business.



PROSPECTS



The Company will formulate plans to develop financial services business.



Entered into a licence agreement for the exclusive licence at the advertising space in the bus shelters for an initial term of 5 years.



The Company will identify and consider investment opportunities when they arise with an attempt to maximise the Company's value and shareholders' returns.



FINANCIAL HIGHLIGHTS

財務摘要

For the year ended 31 December
截至十二月三十一日止年度

| Full Year Results (HK\$'000) 全年業績(港幣千元) | 2017 | 2016 |
|---|----------|----------|
| Revenue 收入 | 348,449 | 407,511 |
| EBITDA 未計利息、稅項、折舊及攤銷前的盈利 | 3,427 | (26,858) |
| Operating loss 經營虧損 | (1,337) | (42,099) |
| Net loss 虧損淨額 | (7,527) | (42,124) |
| Basic loss per share (HK cents) 每股基本虧損(港仙) | (0.66) | (4.54) |
| Consolidated Statement of Financial Position Data (HK\$'000) 綜合財務狀況表數據(港幣千元) | | |
| Cash and cash equivalents 現金及現金等價物 | 250,305 | 397,954 |
| Total assets 資產總值 | 592,272 | 618,697 |
| Total liabilities 負債總額 | 97,571 | 117,863 |
| Total equity attributable to equity shareholders 股東應佔權益總額 | 486,431 | 491,614 |
| Cash Flow Data (HK\$'000) 現金流量數據(港幣千元) | | |
| Cash (used in)/generated from operations (用於)/來自經營活動的現金 | (70,587) | 47,673 |
| Net increase in cash and cash equivalents 現金及現金等價物增加淨額 | 30,294 | 69,515 |
| Financial Ratios 財務比率 | | |
| Current ratio 流動比率 | 5.43 | 5.04 |
| EBITDA margin 未計利息、稅項、折舊及攤銷前的盈利率 | 0.9% | (6.5%) |
| Net loss margin 淨虧損率 | (2.0%) | (10.2%) |
| Debt-to-equity ratio 負債資本比率 | 0% | 0% |

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財務回顧

RESULTS

For the year ended 31 December 2017, the Group reported total operating revenue of HK\$373.5 million, representing a decrease of approximately 9.9% from that of the previous year. Loss attributable to equity shareholders of the Company was HK\$6.6 million for the year ended 31 December 2017, compared with HK\$45.3 million for 2016. The loss for the year was mainly attributable to the reduction in revenue mainly due to the gradual scaling down of the BUS-TV business which approached the expiry of the related licence agreement with KMB on 30 June 2017 and net off by exchange gain of approximately HK\$12.3 million due to the appreciation of the Renminbi against Hong Kong dollars and net reversal of provision for onerous contracts of approximately HK\$13.9 million. As at 31 December 2017, the Group had bank deposits and cash of HK\$250.3 million (2016: HK\$398.0 million).

OPERATING REVENUE

For the year ended 31 December 2017, the Group reported total operating revenue of HK\$373.5 million, of which HK\$348.4 million was from media sales services and HK\$25.1 million was from other revenue and other net income. Revenue generated from the media sales services was HK\$348.4 million in 2017 compared with HK\$407.5 million in 2016, representing a 14.5% decrease mainly resulting from the expiry of the licences relating to BUS-TV and billboard businesses.

OPERATING EXPENSES

The Group's operating expenses decreased by HK\$82.0 million, from HK\$456.8 million in 2016 to HK\$374.8 million in 2017 as a result of the decrease in impairment loss on property, plant and equipment by approximately HK\$22.9 million, the decrease in royalty, licence and management fees by approximately HK\$11.6 million, the decrease in cost of inventories sold by approximately HK\$9.8 million following the expiry of a licence agreement on the sale of merchandises and the net reversal of provision for onerous contracts of approximately HK\$13.9 million.

FINAL DIVIDEND

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2017 (2016: HK\$Nil).

業績

於截至二零一七年十二月三十一日止年度，本集團錄得經營收入總額港幣373,500,000元，較去年減少約9.9%。截至二零一七年十二月三十一日止年度的本公司股東應佔虧損為港幣6,600,000元，而二零一六年則為港幣45,300,000元。本年度的虧損主要是由於收入減少所致，而收入減少的主要原因在於與九巴訂立的相關特許協議臨近二零一七年六月三十日屆滿之期，巴士電視業務逐步縮減規模，當中已扣除人民幣升值帶來的匯兌收益約港幣12,300,000元及虧損合約撥備撥回淨額約港幣13,900,000元。於二零一七年十二月三十一日，本集團的銀行存款及現金為港幣250,300,000元(二零一六年：港幣398,000,000元)。

經營收入

於截至二零一七年十二月三十一日止年度，本集團錄得經營收入總額港幣373,500,000元，當中港幣348,400,000元來自媒體銷售服務，而港幣25,100,000元則來自其他收入及其他收益淨額。於二零一七年，媒體銷售服務所產生的收入為港幣348,400,000元，對比二零一六年的港幣407,500,000元減少14.5%，乃主要由於巴士電視及廣告板業務相關特許權屆滿所致。

經營費用

本集團的經營費用由二零一六年的港幣456,800,000元減少港幣82,000,000元至二零一七年的港幣374,800,000元，乃由於物業、廠房及設備減值虧損減少約港幣22,900,000元，專利費、特許費及管理費減少約港幣11,600,000元，銷售商品的特許協議屆滿後已售存貨成本減少約港幣9,800,000元，以及虧損合約撥備撥回淨額約港幣13,900,000元所致。

末期股息

董事不建議就截至二零一七年十二月三十一日止年度派發末期股息(二零一六年：港幣零元)。

CASH FLOW

In 2017, the cash used in the operations of the Group was HK\$70.6 million (2016: cash generated from the operations of HK\$47.7 million). Payment for capital expenditure in 2017 amounted to HK\$7.2 million (2016: HK\$11.6 million). The consolidated cash flow statement of the Group for the year ended 31 December 2017 is set out on pages 105 to 106 of this Annual Report.

LIQUIDITY AND FINANCIAL RESOURCES

At 31 December 2017, the Group's bank deposits and cash amounted to HK\$250.3 million (2016: HK\$398.0 million), denominated in Hong Kong dollars, US dollars and Renminbi. Apart from providing working capital to support its media sales, the Group maintains a strong cash position to meet the potential needs for business expansion and development.

At 31 December 2017 and 2016, the Group did not have any bank borrowings. The gearing ratio, representing the ratio of bank borrowings to the total share capital and reserves of the Group was 0% at 31 December 2017 and 2016.

At 31 December 2017, the Group had stand-by banking facilities totalling HK\$30.0 million (2016: HK\$30.0 million).

At 31 December 2017, the Group had net current assets of HK\$429.0 million (2016: HK\$475.4 million) and total assets of HK\$592.3 million (2016: HK\$618.7 million).

CHARGE ON ASSETS

At 31 December 2017, bank deposits of HK\$98.2 million (2016: HK\$78.3 million) were pledged mainly to secure certain bank guarantees provided by the subsidiaries of the Company to the independent third parties regarding their due performance and payment under certain licence agreements between the subsidiaries of the Company and the independent third parties.

EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

The Group's monetary assets and transactions are principally denominated in Hong Kong dollars, US dollars and Renminbi. During the year, the Company recognised an exchange gain of approximately HK\$12.3 million (2016: exchange loss of HK\$9.5 million) due to the appreciation of the Renminbi against Hong Kong dollars. During the year, there was no material fluctuation in the

現金流量

於二零一七年，本集團用於經營活動的現金為港幣70,600,000元(二零一六年：來自經營活動的現金為港幣47,700,000元)。二零一七年的資本開支為港幣7,200,000元(二零一六年：港幣11,600,000元)。本集團截至二零一七年十二月三十一日止年度的綜合現金流量表載於本年報第105頁至第106頁。

流動資金及財務資源

於二零一七年十二月三十一日，本集團的銀行存款及現金為港幣250,300,000元(二零一六年：港幣398,000,000元)，以港幣、美元及人民幣為單位。除提供營運資金以支持其媒體銷售服務外，本集團亦維持穩健的現金狀況以應付業務擴充及發展的潛在需要。

於二零一七年及二零一六年十二月三十一日，本集團並無任何銀行貸款。於二零一七年及二零一六年十二月三十一日，資本負債比率(為銀行貸款佔本集團股本及儲備金總額的比率)為0%。

於二零一七年十二月三十一日，本集團的備用銀行融資合共為港幣30,000,000元(二零一六年：港幣30,000,000元)。

於二零一七年十二月三十一日，本集團的流動資產淨值為港幣429,000,000元(二零一六年：港幣475,400,000元)，而資產總值為港幣592,300,000元(二零一六年：港幣618,700,000元)。

資產抵押

於二零一七年十二月三十一日，港幣98,200,000元(二零一六年：港幣78,300,000元)的銀行存款已被抵押，主要作為本公司附屬公司就其妥善履行及支付其與獨立第三方訂立的若干特許協議下的責任向獨立第三方提供若干銀行擔保的抵押。

匯率波動風險及相關對沖

本集團的貨幣資產及交易主要以港幣、美元及人民幣為單位。年內，由於人民幣兌港幣升值，故本公司確認匯兌收益約港幣12,300,000元(二零一六年：匯兌虧損港幣9,500,000元)。年內，港幣兌美元的匯率並無重大波動。

FINANCIAL REVIEW

財務回顧

exchange rates of Hong Kong dollars and US dollars. The Group did not engage in any derivatives activities and did not commit to any financial instruments to hedge its financial position exposure in 2017. At 31 December 2017 and 2016, the unutilised amount of proceeds from the Global Offering and the exercise of an over-allotment option by the underwriters on 18 July 2001 were placed into bank deposits.

CAPITAL EXPENDITURES AND CAPITAL COMMITMENTS

Capital expenditures incurred by the Group during 2017 amounted to HK\$7.2 million (2016: HK\$11.6 million). The amount of capital expenditures incurred is shown in notes 11 and 12 to the financial statements on pages 136 to 137 of this Annual Report.

Capital commitments contracted for but not provided for in the financial statements of the Group at 31 December 2017 amounted to HK\$13.5 million (2016: HK\$Nil).

CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at 31 December 2017 and 2016.

ACCOUNTING STANDARDS AND POLICIES

The financial statements set out on pages 100 to 177 have been prepared in accordance with the applicable disclosure requirements of the Listing Rules, all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

EMPLOYEES AND EMOLUMENT POLICIES

At 31 December 2017, the Group had 122 full-time employees. The Group offers a comprehensive and competitive remuneration and benefits package to all its employees. In addition, it offers a performance bonus scheme to its senior staff based on achievement of business objectives and a sales commission scheme to its sales team based on achievement of advertising revenue targets. The Group has adopted a provident fund scheme for its employees in Hong Kong as required under the Mandatory Provident Fund Schemes Ordinance.

於二零一七年，本集團並無進行任何涉及衍生金融工具的交易，亦無指定任何金融工具對沖其財務狀況風險。於二零一七年及二零一六年十二月三十一日，在二零一一年七月十八日通過全球發售及包銷商行使超額配股權後尚未動用的所得款項已存作銀行存款。

資本開支及資本承擔

本集團於二零一七年產生的資本開支為港幣7,200,000元(二零一六年：港幣11,600,000元)。所產生的資本開支數額載於本年報第136頁至第137頁的財務報表附註11及12。

於二零一七年十二月三十一日，本集團並無於本財務報表作出撥備的已簽訂合約者的資本承擔為港幣13,500,000元(二零一六年：港幣零元)。

或然負債

於二零一七年及二零一六年十二月三十一日，本集團並無任何重大或然負債。

會計準則及政策

載於第100頁至第177頁的財務報表乃根據上市規則的適用披露規定、香港會計師公會頒佈的所有適用《香港財務報告準則》、《香港會計準則》及詮釋、香港公認會計原則及香港《公司條例》的披露規定而編製。

僱員及酬金政策

於二零一七年十二月三十一日，本集團聘有122名全職僱員。本集團為其全體僱員提供完善而具吸引力的薪酬及福利組合。此外，本集團亦為高級職員提供一項以達成業務目標為基礎的表現花紅計劃，並向銷售隊伍提供一項以達成廣告收入目標為基礎的銷售佣金計劃。本集團已根據《強制性公積金計劃條例》的規定，採納一項公積金計劃供香港僱員參加。

CONTINUING CONNECTED TRANSACTIONS

For the year ended 31 December 2017, the Group had the following continuing connected transactions, details of which are set out below.

- (i) The Group entered into the transaction with the following connected party on 31 October 2014 as set out below. The transaction constituted a continuing connected transaction which is subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The details of the transaction and the proposed annual caps were disclosed in the announcement of the Company dated 31 October 2014 and the circular of the Company dated 12 December 2014. The transaction and the proposed annual caps were approved at the special general meeting by the independent shareholders of the Company (the "Independent Shareholders") on 31 December 2014.

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

持續關連交易

於截至二零一七年十二月三十一日止年度，本集團有下述持續關連交易，有關詳情載列如下。

- (i) 本集團於二零一四年十月三十一日與下列關連人士進行交易。根據上市規則第十四A章，該交易構成持續關連交易，須遵守申報、公佈及獨立股東批准規定。該交易及建議年度上限的詳情已於本公司於二零一四年十月三十一日刊發的公佈及本公司於二零一四年十二月十二日刊發的通函內披露。該交易及建議年度上限已於二零一四年十二月三十一日於股東特別大會上獲本公司獨立股東（「獨立股東」）批准。

| Name of connected party 關連人士名稱 | Nature of transaction 交易性質 | HK\$'000 港幣千元 | Cap amount approved by the Independent Shareholders 經獨立股東批准的金額上限 HK\$'000 港幣千元 |
|---|---|------------------|---|
| 1) The Kowloon Motor Bus Company (1933) Limited ("KMB") (Note 1) 九龍巴士（一九三三）有限公司（「九巴」） （附註1） | Licence fee payable by Bus Power Limited ("Bus Power") (Note 2) to KMB in relation to the grant of an exclusive licence by KMB to Bus Power to market, install, display and maintain advertisements on or at such parts of exterior and interior areas and spaces of the KMB buses on which Bus Power may display advertisements Bus Power Limited（「Bus Power」）（附註2）就九巴向Bus Power授出有關推銷、安裝、展示及維持廣告於九巴車身外部及車廂內部Bus Power可展示廣告的位置及空間的獨家特許權應向九巴支付的特許費 | 105,479 | 144,000 |

Notes:

- KMB is an indirect wholly-owned subsidiary and an associate of Transport International Holdings Limited ("TIH"). TIH was the ultimate controlling shareholder of the Company up to 26 October 2017. As such, KMB was a connected person of the Company up to 26 October 2017.
- Bus Power is an indirect wholly-owned subsidiary of the Company.

附註：

- 九巴為載通國際控股有限公司（「載通」）的間接全資附屬公司聯繫人。截至二零一七年十月二十六日，載通為本公司的最終控股股東。因此，截至二零一七年十月二十六日，九巴為本公司的關連人士。
- Bus Power 為本公司的間接全資附屬公司。

FINANCIAL REVIEW

財務回顧

(ii) The Group entered into the transaction with the following connected party on 31 May 2017 as set out below. The transaction constituted a continuing connected transaction which is subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The details of the transaction and the proposed annual caps were disclosed in the announcement of the Company dated 23 May 2017 and the circular of the Company dated 14 June 2017. The transaction and the proposed annual caps were approved at the special general meeting by the Independent Shareholders on 30 June 2017.

(ii) 本集團於二零一七年五月三十一日與下列關連人士進行交易。根據上市規則第十四A章，該交易構成持續關連交易，須遵守申報、公佈及獨立股東批准規定。該交易及建議年度上限的詳情已於本公司於二零一七年五月二十三日刊發的公佈及本公司於二零一七年六月十四日刊發的通函內披露。該交易及建議年度上限已於二零一七年六月三十日於股東特別大會上獲獨立股東批准。

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

| Name of connected party 關連人士名稱 | Nature of transaction 交易性質 | HK\$'000 港幣千元 | Cap amount approved by the Independent Shareholders 經獨立股東批准的金額上限 HK\$'000 港幣千元 |
|-----------------------------------|---|------------------|---|
| 2) KMB 九巴 | Licence fee payable by Leader Force Limited ("Leader Force") (Note 3) to KMB in relation to the grant of an exclusive licence by KMB to Leader Force to conduct media sales agency and management in relation to the KMB bus shelters for the purpose of advertising, sponsorship or commercial promotion Leader Force Limited (「Leader Force」) 3) 就九巴向 Leader Force 授出有關於九巴巴士候車亭進行的媒體銷售代理及管理業務，以進行廣告、贊助或商業推廣的獨家特許權應向九巴支付的特許費 | 12,094 | 21,500 |

Note:

3. Leader Force is an indirect wholly-owned subsidiary of the Company.

附註：

3. Leader Force 為本公司的間接全資附屬公司。

(iii) The Group entered into the transactions with the following connected parties on 12 November 2008 as set out below. The transactions constituted continuing connected transactions which are subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The details of the transactions and the proposed annual caps were disclosed in the circular of the Company dated 28 November 2008. The transactions

(iii) 本集團於二零零八年十一月十二日與下列關連人士進行交易。根據上市規則第十四A章，該等交易構成持續關連交易，須遵守申報、公佈及獨立股東批准規定。該等交易及建議年度上限的詳情已於本公司於二零零八年十一月二十八日刊發的通函內披露。該等交易及建議年度上限已於二零

and the proposed annual caps were approved at the special general meeting by the Independent Shareholders on 15 December 2008.

The following transactions have been extended for the period from 1 August 2012 to 30 June 2017. The details of the extended transactions and the respective proposed annual caps were disclosed in the announcement of the Company dated 3 July 2012 and the circular of the Company dated 30 July 2012. The transactions and the proposed annual caps in respect of the royalty fees payable, shortfall receivable, the management fees payable and the sales rebate payable are subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The transactions and the respective proposed annual caps were approved at the special general meeting by the Independent Shareholders on 15 August 2012.

零八年十二月十五日於股東特別大會上獲獨立股東批准。

以下交易的期限已自二零一二年八月一日延長至二零一七年六月三十日。延長交易及各自建議年度上限的詳情已於本公司於二零一二年七月三日刊發的公佈及本公司於二零一二年七月三十日刊發的通函內披露。根據上市規則第十四A章，該等交易及有關應付專利費、應收不足額、應付管理費及應付銷售回扣的建議年度上限須遵守申報、公佈及獨立股東批准規定。該等交易及各自建議年度上限已於二零一二年八月十五日於股東特別大會上獲獨立股東批准。

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

| Name of connected parties 關連人士名稱 | Nature of transactions 交易性質 | HK\$'000 港幣千元 | Cap amount approved by the Independent Shareholders 經獨立股東批准的金額上限 HK\$'000 港幣千元 |
|---|---|------------------|---|
| 3) KMB 九巴 | Royalty fee payable by Bus Focus Limited ("Bus Focus") (Note 4) to KMB in connection with the provision of media sales services for panels installed at transit vehicle shelters owned by KMB Bus Focus Limited (「Bus Focus」) (附註4) 就為九巴擁有的客運車輛候車亭提供媒體銷售服務應向九巴支付的專利費 | 8,982 | 14,000 |
| 4) JCDecaux Cityscape Limited ("JCDecaux Cityscape") (Note 5) 德高展域有限公司(「德高展域」) (附註5) | Management fee payable by Bus Focus to JCDecaux Cityscape in connection with the provision of media sales services for transit vehicle shelters owned by KMB Bus Focus 就為九巴擁有的客運車輛候車亭提供媒體銷售服務應向德高展域支付的管理費 | 10,207 | 15,500 |

Notes:

- Bus Focus is an indirect 60%-owned subsidiary of the Company and a direct 40%-owned associate of Immense Prestige Limited ("IPL"). IPL is a wholly-owned subsidiary of JCDecaux Cityscape Hong Kong Limited ("JCDecaux CHK").
- JCDecaux Cityscape is a wholly-owned subsidiary of JCDecaux CHK.

附註：

- Bus Focus 為本公司間接擁有60%權益的附屬公司，並為 Immense Prestige Limited (「IPL」) 直接擁有40%權益的聯營公司。IPL 為 JCDecaux Cityscape Hong Kong Limited (「JCDecaux CHK」) 的全資附屬公司。
- 德高展域為 JCDecaux CHK 的全資附屬公司。

FINANCIAL REVIEW

財務回顧

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

| Name of connected parties 關連人士名稱 | Nature of transactions 交易性質 | HK\$'000 港幣千元 | Cap amount approved by the Independent Shareholders 經獨立股東批准的金額上限 HK\$'000 港幣千元 |
|-------------------------------------|---|------------------|---|
| 5) JCDecaux Cityscape 德高展域 | Sales rebate payable by Bus Focus to JCDecaux Cityscape in connection with the provision of media sales services for transit vehicle shelters owned by KMB Bus Focus 就為九巴擁有的客運車輛候車亭提供媒體銷售服務應向德高展域支付的銷售回扣 | (615) | 4,500 |
| 6) JCDecaux Cityscape 德高展域 | Shortfall of guaranteed rental receivable by Bus Focus in connection with the provision of media sales services for transit vehicle shelters owned by KMB Bus Focus 就九巴擁有的客運車輛候車亭提供媒體銷售服務應收的保證租金的不足額 | 4,969 | 12,000 |

(iv) The Group entered into the transaction with the following connected party on 31 October 2007 as set out below. The transaction constituted a continuing connected transaction which is subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The details of the transaction and the proposed annual caps were disclosed in the circular of the Company dated 21 November 2007. The transaction and the proposed annual caps were approved at the special general meeting by the Independent Shareholders on 10 December 2007. The details of the annual caps in respect of the licence fee and service charges

(iv) 本集團於二零零七年十月三十一日與下列關連人士進行交易。根據上市規則第十四A章，該交易構成持續關連交易，須遵守申報、公佈及獨立股東批准規定。該交易及建議年度上限的詳情已於本公司於二零零七年十一月二十一日刊發的通函內披露。該交易及建議年度上限已於二零零七年十二月十日於股東特別大會上獲獨立股東批准。有關截至二零一零年、二零一一年及二零一二年十二月三十一日止年度 RoadShow Media Limited

payable by RoadShow Media Limited (“RoadShow Media”) under the following transaction for the three years ended 31 December 2010, 2011 and 2012 were disclosed in the circular of the Company dated 17 September 2009 and the annual caps were approved at the special general meeting by the Independent Shareholders on 9 October 2009.

The following transaction has been extended for the period from 1 August 2012 to 30 June 2017. The details of the extended transaction and the proposed annual caps were disclosed in the announcement of the Company dated 16 March 2012 and the circular of the Company dated 18 April 2012. The transaction and the proposed annual caps in respect of the licence fee and service charges payable by RoadShow Media under the following transaction for the five years ended 31 December 2013, 2014, 2015, 2016 and 2017 are subject to the reporting, announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules. The transaction and the proposed annual caps were approved at the special general meeting by the Independent Shareholders on 14 May 2012.

(「RoadShow Media」)就有關以下交易應付的特許費及服務費的年度上限的詳情已於本公司於二零零九年九月十七日刊發的通函內披露，該等年度上限已於二零零九年十月九日於股東特別大會上獲獨立股東批准。

以下交易的期限已自二零一二年八月一日延長至二零一七年六月三十日。延長交易及建議年度上限的詳情已於本公司於二零一二年三月十六日刊發的公佈及本公司於二零一二年四月十八日刊發的通函內披露。根據上市規則第十四A章，該交易及截至二零一三年、二零一四年、二零一五年、二零一六年及二零一七年十二月三十一日止五個年度 RoadShow Media 就以下交易應付的特許費及服務費的建議年度上限，須遵守申報、公佈及獨立股東批准規定。該交易及建議年度上限已於二零一二年五月十四日於股東特別大會上獲獨立股東批准。

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

| Name of connected party 關連人士名稱 | Nature of transaction 交易性質 | HK\$'000 港幣千元 | Cap amount approved by the Independent Shareholders 經獨立股東批准的金額上限 HK\$'000 港幣千元 |
|-----------------------------------|--|------------------|---|
| 7) KMB 九巴 | Licence fee, service charges and rental expenses payable by RoadShow Media (Note 6) to KMB in connection with the granting of an exclusive licence to conduct BUS-TV Advertising on KMB's transit vehicles fitted with the multi-media on board broadcasting system RoadShow Media (附註6)就獲授獨家特許權在裝有流動多媒體廣播系統的九巴客運車輛上進行巴士電視廣告業務應向九巴支付的特許費、服務費及租金 | 10,942 | 54,000 |

Note:

6. RoadShow Media is an indirect wholly-owned subsidiary of the Company.

附註：

6. RoadShow Media 為本公司的間接全資附屬公司。

FINANCIAL REVIEW

財務回顧

For each of the continuing connected transactions as set out in (i), (ii), (iii) and (iv) above, the Group has complied with the respective requirements under Chapter 14A of the Listing Rules.

Independent Non-Executive Directors have reviewed and confirmed that the continuing connected transactions as set out in (i), (ii), (iii) and (iv) above, which were entered into by the Group, are:

- in the ordinary and usual course of business of the Group;
- on normal commercial terms or on terms no less favourable than terms available to or from (as appropriate) independent third parties; and
- in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued their unqualified letter containing the auditor's findings and conclusions in respect of the continuing connected transactions disclosed above in accordance with Listing Rule 14A.56. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

USE OF PROCEEDS

Since the listing of the Company on the Stock Exchange, the Group has utilised approximately HK\$488.2 million for the development of, and the purchase of equipment for use in, the BUS-TV and other advertising business and for the acquisition of complementary businesses in Mainland China. The balance of the proceeds, which has not been utilised, has been deposited with licensed banks in Hong Kong.

就上述(i)、(ii)、(iii)及(iv)所載的各項持續關連交易，本集團已遵守上市規則第十四A章的相關規定。

獨立非執行董事已審閱上述(i)、(ii)、(iii)及(iv)項本集團所進行的持續關連交易，並確認此等交易是：

- 於本集團日常及一般業務過程中訂立；
- 按一般商業條款或按不遜於提供予獨立第三者或由獨立第三者提供(視適用情況而定)的條款訂立；及
- 符合相關規管協議，且條款屬公平合理，並符合本公司股東的整體利益。

本公司已委聘核數師根據香港會計師公會頒佈的《香港審驗應聘服務準則》第3000號「歷史財務資料審計或審閱以外的審驗應聘」，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匯報。核數師已根據上市規則第14A.56條發出載有彼等對上文所披露的持續關連交易的發現及結論的無保留意見函件。本公司已將該核數師函件副本呈交聯交所。

所得款項用途

自本公司於聯交所上市以來，本集團為發展巴士電視及其他廣告業務及購置設備，以及收購中國大陸的配套業務而動用約港幣488,200,000元。尚未動用的所得款項餘額已存入香港持牌銀行作為存款。

PROFILE OF DIRECTORS

董事簡介

Mr XU Peixin 徐沛欣先生

Executive Director 執行董事

Mr Xu, aged 46, was appointed as an Executive Director of the Company on 21 November 2017. He has more than 10 years of corporate executive management and investment experience. From June 2005 to June 2012, Mr Xu was a venture partner of New Enterprise Associates (Beijing), Ltd., one of the group companies of New Enterprise Associates, Inc. which is a venture capital firm. He was primarily involved in designing and executing investment strategies in the retail and healthcare industries. Mr Xu also served as a director of AirMedia Group Inc., a NASDAQ Stock Market-listed company and a leading operator of out-of-home advertising platforms in the PRC, which operates digital TV screens in 37 airports and digital frames in 32 airports and providing advertisements on airline routes, as well as operating traditional media platforms such as billboards, lightboxes and LED screens, from September 2013 to December 2016. Mr Xu founded Bison Capital Holding Company Limited, which is an investment holding company specialised in investments in the media and financial industries, and has been an executive director since December 2013. In May 2010, Mr Xu was nominated as a chief committee member of the Expert Committee of the APEC E-Commerce Business Alliance.

徐先生，四十六歲，於二零一七年十一月二十一日獲委任為本公司執行董事。彼在企業行政管理及投資方面擁有逾十年之豐富經驗。徐先生曾於二零零五年六月至二零一二年六月期間擔任New Enterprise Associates (Beijing), Ltd. (為一創業投資公司New Enterprise Associates, Inc.的其中一間集團公司)的創業合夥人。彼主要於零售和醫療保健行業從事設計和執行投資策略。徐先生亦曾於二零一三年九月至二零一六年十二月期間擔任航美傳媒集團有限公司的董事，此公司於納斯達克證券交易所上市及為中國領先的戶外媒體運營商，分別於37座機場及32座機場設有數碼電視屏幕及數碼相框，提供航空航線廣告，並經營廣告看板、燈箱及LED顯示屏幕等傳統媒體平台。徐先生創立了Bison Capital Holding Company Limited，一間主要從事媒體和金融業投資的投資控股公司，並自二零一三年十二月起擔任其執行董事。於二零一零年五月，徐先生被提名為APEC電子商務工商聯盟專家委員會首席委員。

PROFILE OF DIRECTORS

董事簡介

Dr MA Weihua 馬蔚華博士

Non-Executive Director 非執行董事

Dr Ma, aged 69, was appointed as a Non-Executive Director of the Company on 21 November 2017. He was the former president of China Merchants Bank Co., Ltd from 2004 to 2013 and served as its executive director and chief executive officer from 1999 to 2013. Dr Ma formerly served as the chairman of CIGNA & CMC Life Insurance Company Limited, and served as the chairman of Wing Lung Bank Limited from 2008 to 2015. He was an adjunct professor of the School of Economics and Management of Tsing Hua University, the PRC from 2006 to 2009. Dr Ma is currently a member of the 12th National Committee of the Chinese People's Political Consultative Conference ("CPPCC"). He was a deputy to the 10th National People's Congress from 2003 to 2008 and a member of the 11th National Committee of the CPPCC from 2008 to 2013. In addition, he is currently the chairman of National Fund for Technology Transfer and Commercialisation.

Dr Ma is currently an independent non-executive director of China Eastern Airlines Corporation Limited (a company listed on the Stock Exchange with stock code: 670 and the Shanghai Stock Exchange with stock code: 600115) since October 2013, Postal Savings Bank of China Co., Ltd. (a company listed on the Stock Exchange with stock code: 1658) since December 2013, Legend Holdings Corporation (a company listed on the Stock Exchange with stock code: 3396) since June 2015 and China World Trade Center Co. Ltd. (a company listed on the Shanghai Stock Exchange with stock code: 600007) since August 2014. He was previously an independent non-executive director of China Petroleum & Chemical Corporation (a company listed on the Stock Exchange with stock code: 386 and the Shanghai Stock Exchange with stock code: 600028) from May 2010 to May 2015, China Resources Land Limited (a company listed on the Stock Exchange with stock code: 1109) from July 2013 to June 2017, Winox Holdings Limited (a company listed on the Stock Exchange with stock code: 6838) from June 2011 to March 2015 and Guotai Junan Securities Co., Ltd. (a company listed on the Stock Exchange with stock code: 2611 and the Shanghai Stock Exchange with stock code: 601211) from January 2013 to May 2016.

馬博士，六十九歲，於二零一七年十一月二十一日獲委任為本公司非執行董事。彼曾於二零零四年至二零一三年任職招商銀行股份有限公司行長，並於一九九九年至二零一三年擔任其執行董事兼首席執行官。馬博士曾擔任招商信諾人壽保險有限公司董事長，並於二零零八年至二零一五年擔任香港永隆銀行有限公司董事長。彼於二零零六年至二零零九年曾任職清華大學經濟管理學院兼職教授。馬博士現任中國人民政治協商會議（「政協」）第十二屆全國委員會委員。彼於二零零三年至二零零八年曾為第十屆全國人民代表大會代表，並於二零零八年至二零一三年出任第十一屆全國政協委員會委員。此外，彼現任國家科技成果轉化引導基金理事長。

現時，馬博士自二零一三年十月起為中國東方航空股份有限公司（一間於聯交所（股份代號：670）及上海證券交易所（股份代號：600115）上市的公司）、自二零一三年十二月起為中國郵政儲蓄銀行股份有限公司（一間於聯交所上市的公司（股份代號：1658））、自二零一五年六月起為聯想控股股份有限公司（一間於聯交所上市的公司（股份代號：3396））及自二零一四年八月起為中國國際貿易中心股份有限公司（一間於上海證券交易所上市的公司（股份代號：600007））的獨立非執行董事。彼曾於二零一零年五月至二零一五年五月擔任中國石油化工股份有限公司（一間於聯交所（股份代號：386）及上海證券交易所（股份代號：600028）上市的公司）、於二零一三年七月至二零一七年六月擔任華潤置地有限公司（一間於聯交所上市的公司（股份代號：1109））、於二零一一年六月至二零一五年三月擔任盈利時控股有限公司（一間於聯交所上市的公司（股份代號：6838））及於二零一三年一月至二零一六年五月擔任國泰君安證券股份有限公司（一間於聯交所（股份代號：2611）及上海證券交易所（股份代號：601211）上市的公司）獨立非執行董事一職。

Mr BIAN Fang 卞方先生

Executive Director and Chief Executive Officer 執行董事及行政總裁

Mr Bian, aged 54, was appointed as an Executive Director and the Chief Executive Officer of the Company on 8 February 2018. He has more than 20 years of experience in commercial banking, investment banking and corporate finance. From 2013 and up until joining the Company, he acted as a managing director and a co-head of the financial products division (the “Financial Products Division”) in BOCI Securities Limited (“BOCI Securities”), a leading Chinese institution, and was responsible for the business development and the management of the Financial Products Division which provides the services of debt capital markets, fixed income sales and trading, credit research and structured products. From 2005 to 2013, Mr Bian worked in BOCI Securities and served as a managing director and the deputy head of the Financial Products Division. Mr Bian obtained a master of business administration from Murdoch University, Australia in February 2002.

卞先生，五十四歲，於二零一八年二月八日獲委任為本公司執行董事及行政總裁。彼在商業銀行、投資銀行及企業融資方面擁有逾二十年經驗。自二零一三年至加入本公司前，他曾出任中銀國際證券有限公司（「中銀國際證券」）（一間領先的中資機構）金融產品部（「金融產品部」）董事總經理兼聯席主管，負責金融產品部的業務發展及管理，該部門提供債券資本市場、定息收益銷售和交易、信用分析及結構性產品的服務。於二零零五年至二零一三年期間，卞先生曾任中銀國際證券的金融產品部董事總經理兼副主管。卞先生於二零零二年二月取得澳洲Murdoch大學工商管理碩士學位。

Mr ZHU Dong 朱冬先生

Executive Director and Chief Financial Officer 執行董事及首席財務官

Mr Zhu, aged 44, was appointed as an Executive Director and the Chief Financial Officer of the Company on 13 December 2017. He has more than 23 years of experience in accounting, corporate finance and advisory services. Mr Zhu was previously the chairman and executive director of AVIC Joy Holdings (HK) Limited (a company listed on the Stock Exchange with stock code: 260) from December 2015 to November 2017 and an executive director of Peace Map Holding Limited (a company listed on the Stock Exchange with stock code: 402) from December 2012 to October 2017. He previously acted as the deputy chief financial officer of AVIC International Holding (HK) Limited (a company listed on the Stock Exchange with stock code: 232) from January 2011 to January 2016, he acted as the deputy chief accountant of AVIC International (HK) Group Limited. Mr Zhu obtained a master's degree in accounting from Capital University of Economics and Business of the PRC in August 1998 and a bachelor degree in accounting from Xiamen University, the PRC in July 1994, and is a senior accountant.

朱先生，四十四歲，於二零一七年十二月十三日獲委任為本公司執行董事及首席財務官。彼在會計、企業融資及顧問服務方面擁有逾二十三年經驗。朱先生於二零一五年十二月至二零一七年十一月曾任幸福控股（香港）有限公司（一間於聯交所上市之公司（股份代號：260））之主席兼執行董事及於二零一二年十二月至二零一七年十月為天下圖控股有限公司（一間於聯交所上市之公司（股份代號：402））之執行董事。彼曾任中國航空工業國際控股（香港）有限公司（一間於聯交所上市之公司（股份代號：232））之副財務總監及於二零一一年一月至二零一六年一月出任中航國際（香港）集團有限公司之副財務總監。朱先生於一九九八年八月取得中國首都經濟貿易大學會計學碩士學位，及於一九九四年七月取得中國廈門大學會計學學士學位，並為高級會計師。

PROFILE OF DIRECTORS

董事簡介

Dr QI Daqing 齊大慶博士

Independent Non-Executive Director 獨立非執行董事

Dr Qi, aged 53, was appointed as an Independent Non-Executive Director of the Company on 21 November 2017. He is the chairman of the audit committee of the Company (the “Audit Committee”) and a member of the Company’s remuneration committee (the “Remuneration Committee”) and nomination committee (the “Nomination Committee”). He is a professor of accounting and former associate dean of Cheung Kong Graduate School of Business (“CKGSB”) in Beijing, the PRC. He began teaching in CKGSB in 2002 and was the founding director of the executive master of business association programme. His primary research interests are in financial accounting and reporting as well as profit manipulation by management of listed companies.

Dr Qi received his degree of doctor of philosophy in business administration from Michigan State University in 1996, master of business administration degree from the University of Hawaii at Manoa in 1992 and bachelor of science and arts degrees from Fudan University, the PRC in 1985 and 1987 respectively.

Dr Qi is currently an independent director of Sohu.com Inc. (a company listed on NASDAQ (Symbol: SOHU)) since 2005, iKang Healthcare Group, Inc. (a company listed on NASDAQ (Symbol: KANG)) since 2014 and Momo Inc. (a company listed on NASDAQ (Symbol: MOMO)) since 2014, an independent non-executive director of SinoMedia Holding Limited (a company listed on the Stock Exchange with stock code: 623) since May 2008, Jutal Offshore Oil Services Limited (a company listed on the Stock Exchange with stock code: 3303) since July 2015 and Yunfeng Financial Group Limited (a company listed on the Stock Exchange with stock code: 376) since February 2016. Dr Qi was previously an independent non-executive director of Dalian Wanda Commercial Properties Co., Ltd. (a company which was delisted from the Stock Exchange in September 2016 with stock code: 3699) from January 2016 to September 2016 and Honghua Group Limited (a company listed on the Stock Exchange with stock code: 196) from January 2008 to December 2017, and an independent director of Bona Film Group Limited (a company which was delisted from NASDAQ in April 2016 (Symbol: BONA)) from December 2010 to April 2016.

齊博士，五十三歲，於二零一七年十一月二十一日獲委任為本公司獨立非執行董事。彼為本公司審核委員會（「審核委員會」）主席及本公司薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」）成員。彼為中國北京長江商學院（「長江商學院」）之會計學教授及前副院長。彼於二零零二年開始在長江商學院任教，為高級管理人員工商管理碩士之創辦主任。齊博士之主要研究領域為財務會計及報告，以及上市公司管理層之利潤操縱。

齊博士於一九九六年取得密歇根州立大學之工商管理博士學位、於一九九二年取得夏威夷大學馬諾阿分校之工商管理碩士學位及分別於一九八五年及一九八七年取得中國復旦大學之理學士及文學士學位。

現時，齊博士自二零零五年起為Sohu.com Inc.（一間於納斯達克上市的公司股份代號：SOHU）、自二零一四年起為iKang Healthcare Group, Inc.（一間於納斯達克上市的公司股份代號：KANG）及自二零一四年起為Momo Inc.（一間於納斯達克上市的公司股份代號：MOMO）的獨立董事，自二零零八年五月起為中視金橋國際傳媒控股有限公司（一間於聯交所上市的公司（股份代號：623））、自二零一五年七月起為巨濤海洋石油服務有限公司（一間於聯交所上市的公司（股份代號：3303））及自二零一六年二月起為雲鋒金融集團有限公司（一間於聯交所上市的公司（股份代號：376））獨立非執行董事。齊博士曾於二零一六年一月至二零一六年九月擔任大連萬達商業地產股份有限公司（一間於二零一六年九月在聯交所除牌的公司（股份代號：3699））及自二零零八年一月至二零一七年十二月擔任宏華集團有限公司（一間於聯交所上市的公司（股份代號：196））獨立非執行董事及於二零一零年十二月至二零一六年四月擔任博納影業集團（一間於二零一六年四月在納斯達克除牌的公司（股份代號：BONA））獨立董事。

Mr CHEN Yigong 陳亦工先生

Independent Non-Executive Director 獨立非執行董事

Mr Chen, aged 47, was appointed as an Independent Non-Executive Director of the Company on 21 November 2017. He is the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee. He is currently a director and president in Link Motion Inc. (Symbol: LKM), a smart car and smart ride company, whose shares are listed on the New York Stock Exchange. He is also a partner in PacGate Law Group, a law firm in the PRC. Mr Chen obtained a bachelor degree in biochemistry in the Peking University, the PRC in 1992, and he obtained a degree of jurisdoctor in the University of Iowa, the United States of America in 1998.

Mr Chen is currently an independent director of Ambow Education Holding Ltd. (a company whose shares are traded in the over the counter markets of the United States of America (Symbol: AMBOY)) since March 2013 and a director of Link Motion Inc. (a company listed on New York Stock Exchange (American depositary shares) (Symbol: LKM)) since February 2016. He was previously an independent director of Link Motion Inc. from July 2014 to February 2016.

陳先生，四十七歲，於二零一七年十一月二十一日獲委任為本公司獨立非執行董事。彼為提名委員會主席及審核委員會及薪酬委員會成員。彼現時為一家智慧汽車和智慧出行公司 Link Motion Inc. 的董事及總裁，該公司股份在紐約證券交易所上市（股份代號：LKM）。彼現時亦為中國一間律師事務所百宸律師事務所的合夥人。陳先生於一九九二年取得中國北京大學的生物化學學士學位，並於一九九八年取得美國愛荷華大學的法律博士學位。

現時，陳先生自二零一三年三月起為 Ambow Education Holding Ltd.（一間股份於美國場外交易市場交易的公司（股份代號：AMBOY））獨立董事及自二零一六年二月起為 Link Motion Inc.（一間於紐約證券交易所（美國預托證券）上市的公司（股份代號：LKM））董事。彼曾於二零一四年七月至二零一六年二月為 Link Motion Inc. 獨立董事。

Mr FENG Zhonghua 馮中華先生

Independent Non-Executive Director 獨立非執行董事

Mr Feng, aged 47, was appointed as an Independent Non-Executive Director of the Company on 21 November 2017. He is the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. He was previously a director of AirMedia Group Inc. from May 2011 to December 2016, and served as chief operating officer with respect to certain affiliated entities of AirMedia Group Inc. from October 2005 to December 2016. Mr Feng received an executive master of business association degree from Peking University, the PRC in 2009.

馮先生，四十七歲，於二零一七年十一月二十一日獲委任為本公司獨立非執行董事。彼為薪酬委員會主席及審核委員會及提名委員會成員。彼曾於二零一一年五月至二零一六年十二月擔任 AirMedia Group Inc. 的董事，並於二零零五年十月至二零一六年十二月擔任 AirMedia Group Inc. 部分聯屬公司的首席執行官。馮先生於二零零九年取得北京大學的高級管理人員工商管理碩士學位。

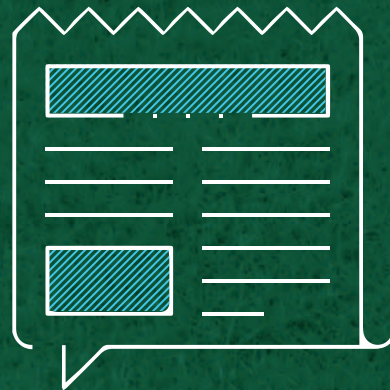
SENIOR MANAGEMENT 高級管理人員

The Executive Directors of the Company are also members of the senior management of the Group.

本公司執行董事亦為本集團之高級管理人員成員。

GIVING BACK TO COMMUNITY

We organised various activities throughout the year to reach out to as many groups of people as possible.



ENVIRONMENTAL COMMITMENTS

Our active participation in positive community-wide activities demonstrates our commitment to being a socially responsible corporate citizen.



Regularly support events organised by environmental or social NGOs



Paper waste recycled 1,497 kg



Active participation in WWF Earth Hour 2017



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告



ABOUT THIS REPORT

Scope of this Report

This is the annual Environmental, Social and Governance Report of Bison Finance Group Limited (formerly known as RoadShow Holdings Limited 路訊通控股有限公司*) (the “Company”) for the year ended 31 December 2017. This report provides information on the environmental, social and governance (“ESG”) issues and performance of the Company and its subsidiaries (the “Group”). It covers our Hong Kong operations which represent the majority of the Group’s investments and businesses, and our most significant environmental and social impacts and influence are from our media sales, design and management services, and advertising production. For more details of our businesses, please refer to the Operational Review on pages 9 to 15 of this Annual Report.

This report should be read in conjunction with the Corporate Governance Report on pages 56 to 80 of this Annual Report.

Reporting Standards

This report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (“HKEx ESG Reporting Guide”) as set out in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Company has complied with the “comply or explain” provisions contained in the HKEx ESG Reporting Guide for the year ended 31 December 2017.

The HKEx ESG Guide Content Index that refers to the relevant information contained in this report is set out in the Appendix to this report on pages 49 to 55.

* For identification purposes only

關於本報告

本報告的範圍

本報告為貝森金融集團有限公司(前稱 RoadShow Holdings Limited 路訊通控股有限公司*)(「本公司」)截至二零一七年十二月三十一日止年度的年度環境、社會及管治報告。本報告提供關於本公司及其附屬公司(「本集團」)的環境、社會及管治(「環境、社會及管治」)事宜及表現的資料。其涵蓋我們的香港業務，香港業務則相當於本集團的大部份投資及業務，而我們對環境及社會的最重大影響源自媒體銷售、設計及管理服務，以及廣告製作。有關我們的業務的進一步詳情，請參閱載於本年報第9頁至第15頁的業務回顧。

本報告應與載於本年報第56頁至第80頁的企業管治報告一併閱覽。

報告準則

本報告乃按《香港聯合交易所有限公司證券上市規則》附錄二十七所載的環境、社會及管治報告指引(「港交所環境、社會及管治報告指引」)編製。

於截至二零一七年十二月三十一日止年度，本公司已遵守港交所環境、社會及管治報告指引所載的「不遵守就解釋」條文。

港交所環境、社會及管治指引內容索引對照本報告所載相關資料，載於本報告第49頁至第55頁的附錄。

* 僅供識別

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Feedback to this Report

If you have any feedback and suggestions about this report, please contact us at: cosec@bison.com.hk.

MATERIALITY ASSESSMENT

We have reviewed our operations to identify the ESG issues relevant to the Group. Subsequently, the identified ESG issues have been assessed by considering their importance to our stakeholders as well as the Group based on the results of the stakeholder engagement conducted last year. The ESG issues considered to be material are listed below:

List of material issues

| ESG Aspects 環境、社會及管治層面 | Issues 事宜 |
|--|--|
| Operating practices 營運慣例 | <ul style="list-style-type: none">Protection of consumer data and privacy 保護消費者資料及私隱Product/Service quality 產品/服務質量Customer service 客戶服務 |
| Employment and labour practices 僱傭及勞工常規 | <ul style="list-style-type: none">Labour standard 勞工準則Workforce and turnover 僱員及僱員流失比率 |
| Community 社會 | <ul style="list-style-type: none">Community investments 社區投資 |
| Environmental 環境 | <ul style="list-style-type: none">Waste management and reduction initiatives 廢棄物管理及減低產生量的措施Material use and efficiency 材料使用及使用效益 |

對本報告的回應

如對本報告有任何回應及建議，請電郵至 cosec@bison.com.hk 以聯絡我們。

重要性評估

我們已檢討我們的業務，以識別與本集團相關的環境、社會及管治事宜。其後，透過根據去年與持份者溝通的結果，考慮所識別的環境、社會及管治事宜對本集團的持份者及本集團的重要性對該等事宜作出評估。被視為重大的環境、社會及管治事宜載列如下：

重要事宜清單

ABOUT THE GROUP

Our Business

The Company is a listed public company in Hong Kong with a history of 17 years. Headquartered in Hong Kong, the Group was principally engaged in the provision of media sales, design services and production of advertisements for transit vehicle exteriors (“BUS-BODY”) and interiors (“BUS-INTERIOR”), shelters (“BUS-SHELTER”), Multi-media On-board (“MMOB” or “BUS-TV”), online portal, mobile apps and outdoor signage advertising business for the year ended 31 December 2017. The Group also offered integrated marketing services covering these advertising platforms.

Having reviewed the Group’s operations and considered the terms included in the tender invitation issued by The Kowloon Motor Bus Company (1933) Limited (“KMB”) for a new licence relating to the BUS-TV business, the Group decided during the year ended 31 December 2016 not to submit a tender for this new licence, which would have succeeded the then existing licence due to expire on 30 June 2017. As a result, the Group’s BUS-TV business ceased with effect from 1 July 2017.

Furthermore, in May 2017, the Group by itself entered into a licence agreement with KMB for the provision of bus shelter advertising agency services to KMB for an initial term of 5 years commencing from 1 July 2017 and ending on 30 June 2022 (both dates inclusive), which may be extended for another 5 years from 1 July 2022 to 30 June 2027 (both dates inclusive), at the option of KMB. This licence has succeeded the licence relating to bus-shelter advertising business jointly operated with JCDecaux Cityscape Limited which expired on 30 June 2017.

關於本集團

我們的業務

本公司在香港上市已有十七年歷史，總部設於香港。於截至二零一七年十二月三十一日止年度，本集團主要從事為客運車輛車身外部(「巴士車身」)及車廂內部(「巴士車廂」)、候車亭(「巴士候車亭」)、流動多媒體(「流動多媒體」或「巴士電視」)、網站、手機應用程式及戶外廣告牌提供媒體銷售、設計服務，以及廣告製作的業務。本集團亦提供涵蓋此等廣告平台的綜合市場推廣服務。

經檢討本集團的營運，並經考慮由九龍巴士(一九三三)有限公司(「九巴」)發出與巴士電視業務有關的新特許權的招標條款後，本集團於截至二零一六年十二月三十一日止年度決定不會遞交此項新特許權的標書以承續於二零一七年六月三十日屆滿的當時現有特許權。因此，本集團由二零一七年七月一日起終止經營巴士電視業務。

此外，於二零一七年五月，本集團與九巴訂立特許協議，內容有關本集團獨自向九巴提供巴士候車亭廣告代理服務，初步為期五年，由二零一七年七月一日起至二零二二年六月三十日(包括首尾兩天)為止，可按九巴選擇延長五年，由二零二二年七月一日起至二零二七年六月三十日(包括首尾兩天)為止。此特許權承續已於二零一七年六月三十日屆滿有關與德高展域有限公司共同經營巴士候車亭廣告業務的特許權。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ESG Strategy and Policy

The Group is committed to a high standard of corporate social responsibility (“CSR”). It focuses on minimising the impact of our operations on the environment and promoting environmental awareness among employees and the public. We believe that the Group can play a positive role in the development of the local community through our community investment. We treat all employees with fairness and respect, and facilitate their career development.

The following ESG policies guide the Group’s business and operational decisions, and deliver our commitments:

- meeting all applicable legal and regulatory requirements on CSR matters
- pursuing good CSR practices in our operations
- minimising the Group’s potential impact on the environment
- promoting environmental awareness among employees and the public
- minimising its carbon footprints through efficient use of resources and employing green office initiatives
- providing a safe and healthy working environment to employees
- supporting our partnering non governmental organisations (“NGOs”) and charitable organisations to help the needy
- engaging our stakeholders and taking into account their interests to achieve sustainable business growth

ESG Prospects

The Group will continue to improve its CSR performance and actively pursue environmental sustainability. In particular, we will adopt new and innovative measures in handling material issues concerned by our stakeholders, including waste reduction and intellectual property rights protection.

We will keep up with our work to give back to the society, and continue supporting our partnering NGOs and charitable organisations to help those in need. Moreover, we understand the importance of communication in our approach towards sustainability. We will keep leveraging our business edge to promote social and environmental awareness.

環境、社會及管治策略及政策

本集團致力於高水平的企業社會責任，並力圖減低業務營運對環境帶來的影響，以及提高僱員及公眾的環保意識。我們相信，本集團的社區投資，能為本地社區發展起到正面作用。我們以公平及尊重的態度對待全體僱員，並促進彼等的事業發展。

以下環境、社會及管治政策為本集團的商業及營運決策訂下指引，落實既定承諾：

- 符合有關企業社會責任事宜的一切適用法律及監管規定
- 推動業務營運的良好企業社會責任常規
- 盡量減低本集團對環境的潛在影響
- 提高僱員及公眾的環保意識
- 透過有效運用資源及採用綠色辦公室措施盡量減低其碳足印
- 為僱員提供安全及健康的工作環境
- 支持我們的非政府組織（「非政府組織」）及慈善團體夥伴，幫助有需要人士
- 與持份者溝通，在實現可持續業務增長時考慮彼等的利益

環境、社會及管治展望

本集團將不斷提升其企業社會責任表現，並積極追求環境的可持續發展。當中，我們將採納創新的措施，處理持份者關注的重要事宜，包括減廢及保護知識產權。

我們將不遺餘力繼續回饋社會，支持我們的非政府組織及慈善團體夥伴，幫助有需要人士。此外，我們深明溝通對達致可持續發展的重要性。我們將持續發揮業務優勢，推廣社會及環保意識。

ESG HIGHLIGHTS IN 2017

Environmental Initiatives and Awards

- World Green Organisation (WGO)'s United Nations Sustainable Development Goals – Green Office and Eco-Healthy Workplace Awards Labelling Scheme 2017
- Participated in World Wide Fund (WWF)'s Earth Hour 2017
- Participated in Greeners Action's Lai See Reuse and Recycling Programme 2017

Social Initiatives and Awards

- Cooperated with Agency For Volunteer Service to organise "The 7th Hong Kong Volunteer Award" and organised "Caring Hearts" Volunteer Activities, including:
 - Easter Party for Youth-Elderly
 - Fun Day for Kids with Disability
 - Luncheon for Families with Physically Disability
- Supported Orbis World Sight Day 2017
- Supported The Community Chest of Hong Kong – Dress Causal Day 2017

Our Industrial Participations

- Affiliated Member of the Association of Accredited Advertising Agencies of Hong Kong (HK4As)
- Participated as a Silver Sponsor of HK4As Kam Fan Awards to recognise the best advertising works in the market
- Membership in Sub-Committee on Promotion & Publicity of Volunteer Service for Volunteer Movement in the Social Welfare Department
- Membership in Promotion and Fundraising Committee for Agency for Volunteer Service

二零一七年環境、社會及管治摘要

環境活動及獎項

- 世界綠色組織的聯合國可持續發展目標 – 綠色辦公室及健康工作間獎勵計劃 2017
- 參與世界自然基金會「地球一小時 2017」
- 參與綠領行動「利是封回收重用大行動 2017」

社會活動及獎項

- 與義務工作發展局合辦「第七屆香港傑出義工獎」，並舉辦「無私奉獻」義工活動，包括：
 - 跨代共融服務日
 - 關愛共融樂滿 Fun
 - 頌親恩·獻愛心
- 支持奧比斯世界視覺日 2017
- 支持香港公益金 – 便服日 2017

行業參與

- 香港廣告商會聯系會員
- 以銀獎贊助商身份參與香港廣告商會金帆廣告大獎，表揚市場上最優秀廣告作品
- 社會福利署義工運動義工服務推廣及宣傳小組委員
- 義務工作發展局籌募及推廣委員會委員

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OUR CORPORATE GOVERNANCE

Governance Structure

The Group recognises the importance of good corporate governance practices in directing and guiding the Group using professional and ethical business practices. Our capable Board of Directors (the “Board”), effective risk management and internal control systems, and dedication to accountability and transparency with our shareholders are core elements of our governance principles. We aim at achieving sustainable business development by taking into account the interests of our stakeholders while ensuring that our business is conducted in compliance with all applicable legal and regulatory requirements.

Our Board is responsible for the success and sustainable development of the Group. The Board provides direction and gives approval on matters concerning the Company’s business strategies, policies and plans, while the day-to-day business operations are delegated to the Executive Directors.

In order to oversee various aspects of the Company’s affairs, the Board has established three Board Committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee. For details of the Board and the Board Committees, please refer to the Corporate Governance Report on pages 56 to 80 of this Annual Report.

Code of Conduct

We set high standards of professionalism and ethicality for our Directors and employees in order to maintain our position as a top-performing media company in Hong Kong. Our Code of Conduct provides guidance on responsibility towards the Group’s shareholders, customers and the community. It sets out the rules and policies on conflicts of interest, procurement and tendering procedures, confidentiality of information, bribery and corrupt practices, and equality of employment opportunity.

All Directors and employees are required to abide by our professional standards and comply with our Code of Conduct. Any member in breach of the Code of Conduct is subject to disciplinary action.

我們的企業管治

管治架構

本集團深明良好企業管治常規的重要性，利用專業及道德業務常規為本集團訂下方向及指引。我們卓越的董事會（「董事會」）、行之有效的風險管理及內部監控系統，以及竭誠盡心對股東負責及給予透明度，均為我們管治原則的核心元素。我們冀能兼顧持份者的利益，實現可持續業務發展，同時確保經營業務時遵從一切適用法律及監管規定。

董事會肩負帶領本集團邁向成功及可持續發展的責任。董事會制訂方向，審批有關本公司業務策略、政策及計劃的事宜，而日常業務運作則交由執行董事負責。

為監督本公司各面的事務，董事會已成立三個董事委員會，分別為審核委員會、薪酬委員會及提名委員會。有關董事會及董事委員會的詳情，請參閱載於本年報第 56 頁至第 80 頁的企業管治報告。

操守準則

我們為董事及僱員制訂高水平的專業及道德標準，以維持我們作為香港頂尖媒體公司的地位。我們的操守準則載有向本集團股東、顧客及社區所承擔責任的指引，載列有關利益衝突、採購及投標程序、資料保密、賄賂及貪污常規以及平等僱傭機會的規則及政策。

全體董事及僱員均須遵守我們的專業標準，並遵從操守準則。任何違反操守準則的成員須接受紀律處分。

Anti-corruption Measures

We are committed to providing a fair and efficient business and working environment for all of our employees. It is the Group's policy to prohibit bribery and corrupt practices. The Group complies with the Prevention of Bribery Ordinance and will act without delay if any legal proceeding arises. Our Code of Conduct describes all types of anti-corruption practices, such as bribery and money laundering in detail so as to avoid any misunderstanding by our employees and prepare them to react accordingly. It also recognises employees' rights and obligations to report any related cases. In 2017, there were no incidents of corruption reported within the Group.

OUR EMPLOYEES

People are our most valuable asset. Our dedicated employees are the keys to success. The Group ensures that our employees are well taken care of through adopting policies that aim at developing their skills to maximum potential, maintaining their health and safety, upholding our equal opportunities principle, and maintaining a safe working environment for all.

People

We are an employer that provides equal employment opportunities. Employment, recruitment, training, terms of employment, benefits, promotions are offered regardless of the individual's race, sex, marital status, pregnancy, disability or family status. Our non-discrimination commitment is demonstrated by our Equal Employment Opportunity Policy to ensure employees are treated equally and fairly under all circumstances. Our policy is fully compliant with the Sex Discrimination Ordinance, Disability Discrimination Ordinance and Family Status Discrimination Ordinance. Complaints or cases of discrimination can be directly reported to the Head of Human Resources & Administration. A thorough investigation will be run, with appropriate follow-up actions to department head/immediate supervisor and the staff involved.

We also have a firm belief in providing a harassment-free working environment. As such, we have adopted the Elimination of Sexual Harassment Policy in accordance with the Sex Discrimination Ordinance.

反貪污措施

我們致力為所有僱員提供公平而有效率的商業及工作環境。本集團的政策乃嚴禁賄賂及貪污行為。本集團遵守《防止賄賂條例》，一旦發生任何法律訴訟，定當迅速採取行動。我們的操守準則詳述各類反貪污常規，例如賄賂及洗黑錢，以免僱員存有任何誤解，並使彼等能作出相應回應。此外，操守準則亦確立僱員報告任何相關案件的權利及責任。於二零一七年，本集團內部並無接獲任何貪污事件的報告。

我們的僱員

員工乃我們最寶貴的資產。我們竭誠盡心的僱員乃成功關鍵。本集團採納的政策旨在發展僱員的潛能，使彼等盡展所長，關心彼等的健康及安全，擁護平等機會原則，維持安全的工作環境，確保僱員得到妥善的照顧。

員工

我們乃提供平等僱傭機會的僱主。僱用、招聘、培訓、僱用條款、福利、晉升等概不受個人種族、性別、婚姻狀況、懷孕、殘疾或家庭崗位影響。我們的不歧視承諾透過我們的平等僱傭機會政策落實，確保僱員在任何情況下均獲得公平公正的待遇。為進一步實踐承諾，我們的政策遵從《性別歧視條例》、《殘疾歧視條例》及《家庭崗位歧視條例》。涉及歧視的投訴或案件可直接向人力資源及行政部主管報告。其後會進行詳細調查，並向部門主管／直屬主管及涉事員工作適當跟進行動。

此外，我們堅持提供無騷擾的工作環境。因此，我們已根據《性別歧視條例》採納消除性騷擾政策。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

For the year ended 31 December 2017, the Group is in compliance with the relevant laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare, including the Employment Ordinance, Mandatory Provident Fund Schemes Ordinance, Sex Discrimination Ordinance, Disability Discrimination Ordinance and Family Status Discrimination Ordinance.

Our emphasis on integrity is reflected in a firm commitment to uphold the Prevention of Bribery Ordinance, which specifies that neither employees nor Directors shall accept any advantages without the permission of the Company.

As a service provider, we also devote ourselves to protecting the privacy of all staff, including their personal data, and treat all information in the strictest confidence.

With our clear policy and dedicated efforts, no cases of child or forced labour has been recorded in our operations.

At the end of 2017, the Group had a total of 122 full-time employees, 92 employees were located in Hong Kong while the rest were in the PRC.

於截至二零一七年十二月三十一日止年度，本集團遵守與薪酬及解僱、招聘及晉升、工作時數、休假、平等機會、多元化、反歧視以及其他待遇及福利相關的法律及規例，包括《僱傭條例》、《強制性公積金計劃條例》、《性別歧視條例》、《殘疾歧視條例》及《家庭崗位歧視條例》。

我們重視誠信，恪守《防止賄賂條例》，明確規定僱員及董事不應在未經本公司許可下收受任何好處。

作為服務供應商，我們亦致力保護全體員工的私隱，包括個人資料，並將所有資料高度保密。

在我們明確的政策及努力下，我們的業務營運並無任何童工或強制勞工案件紀錄。

於二零一七年末，以全職計，僱員總人數為122名。92名僱員位於香港，餘下僱員則位於中國。

Statistic of workforce in Hong Kong

香港僱員統計數字

Total number of workforce by gender

按性別劃分的僱員總數

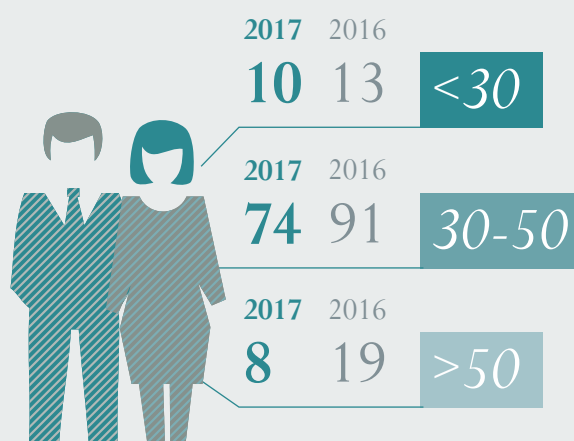
As of 31 December 於十二月三十一日



Total number of workforce by age group

按年齡組別劃分的僱員總數

As of 31 December 於十二月三十一日



Keeping Our People Healthy and Safe

Occupational health and safety

We are committed to ensuring our staff's health and safety, as they are integral to our smooth operation. As part of our commitment, we provide a good and safe working environment for our staff, and comply with all occupational health and safety laws in Hong Kong that are relevant to us. In 2017, there were no records of work-related incidents causing fatalities or injuries, nor lost days due to work injury or occupational diseases.

Sexual Harassment

Our staff are well-protected from all forms of sexual harassment with our policy. As stated under the Sex Discrimination Ordinance with which we are compliant, sexual harassment at work is unlawful and prohibited and have the right to complain or report any cases of workplace sexual harassment. Complaints or reports will be directed to the Head of Human Resources & Administration and will be followed by a thorough investigation and appropriate action. All cases will be treated in the strictest confidence, and the complainant will not be victimised or penalised. This demonstrates our motivation in providing a safe and favourable work environment for all.

Keeping Our People Happy

Compensation and Benefits

Further to our commitment to staff's well-being, we ensure that they get sufficient leave as suggested by Hong Kong labour laws. They are entitled to one rest day every seven days, as required by the Employment Ordinance. They also enjoy more holidays than the statutorily required holidays (i.e. 12 days).

In addition, we have special arrangements that enable our staff to leave work early on special occasions, such as Mid-Autumn Festival, Christmas Eve and Chinese New Year's Eve, allowing them to spend more time with their families and loved ones. Our newly married staff are also entitled to enjoy ten calendar days of marriage leave.

By organising staff-friendly activities, we aim at promoting staff relationships and effective communication to foster a good working environment. Encouraged by the very promising results of previous events, we intend to continue holding such activities in the future.

保持員工健康及安全

職業健康及安全

員工乃業務暢順運作不可或缺的一環，因此我們致力保障員工健康及安全。我們的承諾之一，是為員工提供良好及安全的工作環境，遵守與我們相關的所有香港職業健康及安全法例。於二零一七年，概無任何導致傷亡的工作相關事件，亦無因工傷或職業性疾病而損失工作日數。

性騷擾

我們已制訂政策，保障員工免受任何形式的性騷擾。誠如我們遵從的《性別歧視條例》所述，工作間的性騷擾均屬違法並在禁止之列。我們的員工有權投訴或報告任何工作場所性騷擾的案件。投訴或報告將轉交人力資源及行政部主管處理，其後會進行詳細調查並作出適當行動。所有案件將會以最高規格保密，而投訴人將不會被危害或處罰。此舉展示我們為全體員工提供安全及良好的工作環境的決心。

和諧共融

賠償及福利

我們承諾為員工提供優厚福利，確保彼等享有香港勞工法例建議的足夠假日天數。按照《僱傭條例》規定，彼等每七天可享一天休息日。此外，彼等享有的假日較法定假日（即十二天）為多。

此外，我們設有特別安排，員工可於特別情況（例如中秋節、平安夜及農曆新年除夕）下提早休班，令彼等有更多時間與至愛親朋共聚天倫。新婚員工亦可享十個曆日的婚假。

我們會舉辦不同的聯誼活動，增進員工之間的情誼及有效溝通，提高團隊精神及工作士氣。承接過去活動的成功經驗，我們在未來仍會舉辦不同活動。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Remuneration

We have a systematic process to ensure staff are paid in a timely and regular manner. Our remuneration structures aim at rewarding staff after taking into account of the abilities and performance of each individual. Our staff members are also eligible for the Mandatory Provident Fund Scheme (MPF), allowing them to make their own investment choices that would directly benefit them after retirement (after turning 65 or retiring after the age of 60).

Keeping Our People Educated and Trained

Development and Training

We are committed to developing our staff and enhancing their skills and knowledge so that they contribute fully to the growth and success of the Group. We provide development opportunities and programmes which are challenging and participative in nature to hone our staff's professional and personal skills.

In 2017, all staff received a total of 148 hours of training through attending both internal and external training courses.

OUR COMMUNITY

The Company believes it is important to proactively contribute to our local communities and maximise the effectiveness of our activities. We organised various activities throughout the year to reach out to as many groups of people as possible. As part of our inclusion and diversity principle, the nature of our activities differs one from the next, demonstrating our flexibility in organising such events, and our enthusiasm in learning more about the different and complex needs of our society.

Giving back to Our Local Community

Our active participation in positive community-wide activities demonstrates our commitment to being a socially responsible corporate citizen. We always try our best to properly address the community's needs through our events. In addition, we encourage our clients and their staff to be responsible citizens through organising a myriad of CSR initiatives, spreading our vision down the value chain. Some of the events organised or sponsored this year are as follows:

薪酬

我們設有系統化程序，確保員工適時定期獲支薪。我們的薪酬架構旨在考量個人的能力及表現後獎勵員工。我們的員工亦合資格參與強制性公積金計劃，藉此作出個人投資選擇，在退休後(年屆65歲或於60歲後退休時)直接受惠。

提供進修及培訓

發展及培訓

我們致力於員工的發展，提升彼等的技能及知識，使彼等能夠盡展所長，為本集團的成長及成功發光發熱。我們提供富挑戰性及講求參與的發展機會及課程，鍛練員工的專業及個人技能。

於二零一七年，通過出席內部及外部的培訓課程，全體員工已接受148小時的培訓。

我們的社區

本公司相信，主動為本地社區作出貢獻及令所舉辦活動發揮最大效益極為重要。我們於年內曾舉辦不同活動，盡可能接觸社會各個階層。作為多元化共融原則的一部份，我們所舉辦活動的性質各有不同，展現我們在舉辦活動方面的靈活性，以及在瞭解社會上種種複雜需要方面的熱誠。

回饋社區

我們積極參與宣揚正面訊息的社區活動，充分體現我們的承諾 — 努力成為盡社會責任的企業公民。我們一直透過舉辦活動，盡力妥善回應社區的需要。此外，我們透過舉辦一系列多元化的企業社會責任活動，將理念傳達至集團內外，鼓勵客戶及其員工身體力行參與支持。我們於本年度舉辦或贊助的部份活動如下：

- **Agency For Volunteer Service “Caring Hearts” Volunteer Activities**

As the campaign co-organiser, we organised a series of “Caring Hearts” Volunteer Activities such as Easter Party for Youth-Elderly, Fun Day for Kids with Disability and Luncheon for Families with Physically Disability. More than 300 beneficiary individuals participated in the volunteer activities.

- **Pet Adoptathon 2017**

A campaign organised by The Society for the Prevention of Cruelty to Animals (SPCA) that brings together animal welfare organisations across Hong Kong to find second chances for deserving animals. We support the campaign by sponsoring them with an advertisement placement on our BUS-TV platform.

- **SPS Charity Walk 2017**

Suicide Prevention Services (SPS) aims to help people who are suicidal to relieve their distress or despair and regain their will to live on. We supported the campaign by sponsoring them with an advertisement placement on our BUS-TV platform.

- **Sowers Action Ancient Teahorse Route Expedition for Education 2017**

Sowers Action aims to promote education development in China. We supported the campaign by sponsoring them with an advertisement placement on our BUS-TV platform.

In 2017, we took part in a series of “Caring Hearts” Volunteer Activities such as Easter Party for Youth-Elderly, Fun Day for Kids with Disability and Luncheon for Families with Physically Disability. Our participation contributed 56 service hours.

In addition, the Company has charitable contributions totaling HK\$400,000 in 2017.

OUR ENVIRONMENT

The Group understands the implications of climate change for the entire world and our indirect impact on the environment through the services we provide to customers. We include principles of sustainable development in all aspects of our operations to reduce our impact on the planet as much as possible. Looking ahead, we are moving towards the direction of environmental sustainability in all aspects of our operations.

- **義務工作發展局「無私奉獻」義工活動**

作為活動的協辦單位，我們舉辦一系列「無私奉獻」義工活動，包括「跨代共融服務日」、「關愛樂融樂滿Fun」及「頌親恩·獻愛心」等。逾300名受惠人士參與該等義工活動。

- **領養馬拉松2017**

這是一個由香港愛護動物協會舉辦的活動，讓協會與其他位於香港的動物福利機構一同攜手為動物尋覓新的家。我們贊助了協會在巴士電視平台播放廣告，以表支持。

- **「生命熱線」愛·喜·行慈善步行籌款2017**

生命熱線旨在幫助有自殺傾向、感到絕望及有情緒困擾的人士。我們贊助了生命熱線在巴士電視平台播放廣告，以表支持。

- **苗圃行動 – 茶馬古道助學行2017**

苗圃行動旨在推廣及宣揚在中國山區助學的工作。我們贊助了苗圃行動在巴士電視平台播放廣告，以表支持。

我們於二零一七年合辦了一系列「無私奉獻」義工活動，包括「跨代共融服務日」、「關愛樂融樂滿Fun」及「頌親恩·獻愛心」等。我們的服務時數超過56小時。

此外，本公司於二零一七年的慈善捐款總額為港幣400,000元。

我們的環境

本集團明瞭氣候變化對全球帶來的後果及我們透過向客戶提供服務而對環境造成的間接影響。我們在營運中各個層面奉行可持續發展原則，儘可能減低對地球造成的影響。展望將來，我們會在營運中各個層面朝着環保及可持續性的方向努力。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Natural Resources

The Group is committed to raising the public awareness of environmental conservation, while reducing our own carbon footprint through various means. We are continuously looking for innovative ways to showcase the consequences of climate change, while keeping some of our more successful initiatives. We were deemed by the WGO as one of the pioneers in raising environmental awareness in the media industry. On top of that, we are constantly looking for ways to implement more sustainable practices in our offices to further reduce our overall environmental impact.

天然資源

本集團矢志提高公眾的環保意識，並透過多種途徑減少我們的碳足印。我們一直尋求創新方式展示氣候變化的後果，同時持續推行部份成效理想的措施。我們獲世界綠色組織認可為媒體行業內提高環保意識的先驅之一。除此之外，我們正繼續尋求在辦公室加強實踐更具可持續性的常規，進一步減少對環境的整體影響。

Advertising Sticker and Paper Usage 廣告貼紙及紙張用量



Sticker for BUS-BODY, BUS-INTERIOR and Billboards
巴士車身、巴士車廂及廣告板貼紙



Paper for BUS-SHELTER Poster
巴士候車亭海報用紙

Emissions

We are acutely aware of the need to reduce our production of greenhouse gases. This prompts us to employ green office initiatives and use our resources efficiently. We will proactively explore different ways in reducing carbon emissions in the future. The operations of the Group do not involve discharge of the air and greenhouse gas emissions (other than greenhouse gas emission arising from the use of electricity), discharges into water and land, and generation of hazardous and non-hazardous waste. The conversion of the amount of greenhouse gas emissions from the use of electricity is around 110 tonnes¹.

Remark:

1. Greenhouse gases emissions data is presented in carbon dioxide equivalent and was based on the carbon emission factor for electricity purchased references information released by CLP Holdings Limited.

排放物

我們深明減少產生溫室氣體的需要，這驅使我們實行綠色辦公室政策及善用資源。我們日後會積極探求不同方法減少碳排放。本集團的業務並沒有涉及廢氣及溫室氣體排放(用電引起的溫室氣體排放除外)、向水及土地的排污、以及有害及無害廢棄物的產生。轉化用電的溫室氣體排放量約為110噸¹。

備註：

1. 溫室氣體排放數據以二氧化碳等量呈列，並以所購電力的二氧化碳排放係數(參考中電控股有限公司公佈的數據)為基礎。

Recycling Our Waste

In order to minimise the amount of waste produced, the Group actively recycles paper, plastic bottles, aluminum cans, fluorescent light tubes, toner cartridges and electronic waste. The amount of recycled waste in 2017 was estimated as below:

| | | Recycled 已回收 | |
|---------------------------------------|----------|---|---|
| | | 2017 | 2016 |
| Paper waste recycled | 所回收廢棄紙張 | 1,497 kg/ 公斤 | 1,056 kg/ 公斤 |
| Fluorescent light tube waste recycled | 所回收廢棄光管 | 0 pcs/ 支 | 48 pcs/ 支 |
| Plastic waste recycled | 所回收廢棄塑膠 | 796 pcs/ 個 | 720 pcs/ 個 |
| Aluminum waste recycled | 所回收廢棄鋁罐 | 720 pcs/ 個 | 240 pcs/ 個 |
| Toner cartridge waste recycled | 所回收廢棄碳粉盒 | 64 pcs/ 個 | 127 pcs/ 個 |
| Electronic waste recycled | 所回收電子廢棄物 | 11 computers/ 台電腦 6 printers/ 台打印機 11 monitors/ 個屏幕 7 Macs/ 台 Mac 電腦 | 19 computers/ 台電腦 7 printers/ 台打印機 15 monitors/ 個屏幕 |

Conserving Our Energy and Water

We devote ourselves to energy conservation as is well-demonstrated by our use of more energy-efficient LED lights and our active participation in WWF Earth Hour 2017. Electricity consumption accounts for most of our energy use. We will continuously look for ways to improve our performance in energy efficiency.

| Direct and/or indirect energy consumption by type 按類型劃分的直接及/或間接能源耗量 | | 2017 | 2016 |
|--|-----------|--------|--------|
| Total electricity consumption (MWh) | 總耗電量(兆瓦時) | 203.58 | 220.61 |

Our motivation in environmental sustainability has driven us to continuously improve water efficiency and reduce water consumption.

| Water consumption in total and intensity 總耗水量及密度 | | 2017 | 2016 |
|---|-----------|--------|--------|
| Total water consumption (cubic metre) | 總耗水量(立方米) | 173.92 | 240.98 |

回收廢棄物

為將所產生廢棄物數量減至最低，本集團積極回收紙張、膠樽、鋁罐、光管、碳粉盒及電子廢棄物。於二零一七年回收的廢棄物數量估計如下：

保護能源及水資源

我們致力保護能源，而這方面的努力亦體現在我們的措施中，包括使用更具能源效益的LED燈及積極參與世界自然基金會地球一小時2017。我們使用最多的能源是電力。我們將會繼續尋求可提高能源效益表現的方法。

我們積極推動環境可持續發展，因此會持續提升水資源效益，減少耗水。

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Environmental Commitments

As part of our commitments, we regularly support events organised by environmental or social NGOs. Our support aims at enhancing awareness and allowing our employees to participate in these events.

- **WWF – Earth Hour 2017**

We are active supporters in numerous meaningful local green events. In particular, we sponsored the WWF – Earth Hour airtime for promoting this internationally popular event, and showed post-event coverage of the occasion in our full-fleet buses for seven days. Additionally, the lights of our billboards at Hip Kee Godown No. 2, Cheong Wan Road, and Aberdeen Tunnel were switched off to show our support for the worthy cause.

- **WGO – Green Office and Eco-Healthy Workplace Awards Labelling Scheme 2017**

Apart from social initiatives, we also play our part in environmental conservation within our offices. Various green office practices and initiatives have been employed to raise awareness among our staff, and hence reduce our overall carbon footprint. Our environmental efforts were honoured by the WGO's United Nations Sustainable Development Goals – Green Office and Eco-Healthy Workplace Awards Labelling Scheme.

- **Greeners Action – Lai See Reuse and Recycling Programme & Amazing Greeners 2017**

We supported the two campaigns organised by Greeners Action by sponsoring them with an advertisement placement on our BUS-BODY and BUS-SHELTER platforms.

環保承諾

作為環保承諾的一環，我們定期支持由環保或社會非政府組織舉辦的活動，鼓勵僱員透過參與環保活動提高環保意識。

- **世界自然基金會 – 地球一小時 2017**

我們不遺餘力地支持本地無數別具意義的綠色活動。值得一提的是，我們贊助了世界自然基金會 – 地球一小時的廣告時段以推廣這件國際盛事，並於活動後連續七天在整個巴士車隊播放活動報導。此外，我們關上位於協記貨倉二號倉、暢運道及香港仔隧道的廣告板射燈，以行動支持這個意義重大的環保活動。

- **世界綠色組織 – 綠色辦公室及健康工作間獎勵計劃 2017**

除參與坊間舉行的活動外，我們亦於本集團辦公室內推行環保。為提高員工意識，減低整體碳足印，我們實行了多項綠色辦公室措施及政策，而這方面的努力使我們榮獲世界綠色組織的聯合國可持續發展目標 – 綠色辦公室及健康工作間獎勵計劃。

- **綠領行動 – 利是封回收重用大行動及綠領奇兵 2017**

我們透過贊助綠領行動在巴士車身及巴士候車亭平台刊登廣告，支持由綠領行動舉行的這兩項活動。

OUR PRODUCTS AND SERVICES

Responsible Procurement

We aim at keeping strict procurement practices so as to ensure the utmost quality of our supply chain and reduce any supply chain management risks. In 2017, we engaged a total of 250 suppliers solely from Hong Kong. By purchasing the products and services that we need locally, our Group reduces the carbon emissions associated with transport and shipping.

Our Group has established long-term and good relationship with the suppliers which ensures steady supply so as to provide high quality products and services to customers.

Supply Chain Management

Quality Assurance

Delivering top-quality service to customers is our number one priority. To improve our customers' satisfaction, we actively collect customer feedback and complaints. Complaints received would be investigated within 24 hours, followed by taking appropriate actions so as to continuously offer top-quality entertainment and comfort to our passengers.

Supply Chain Management

Effective supply chain management can help to increase our operational efficiency and minimise ESG risk. Maintaining an effective and compliant supply chain is part of our daily operations. We have a Billboard Services Procurement Procedure and Policy in communicating the standards we uphold to our suppliers and staff. In addition, our Contractor Performance Evaluation Guideline is published to constantly review services of our contractors.

我們的產品及服務

以負責任的方式採購

我們致力嚴謹地進行採購，確保供應鏈品質優良，減低供應鏈管理風險。我們於二零一七年聘用了合共 250 名供應商，全部來自香港。於本地採購所需產品及服務有助本集團減低與運輸及運送有關的碳排放。

本集團與一眾供應商建立了長遠而良好的關係，確保供應穩定，繼而能為客戶提供優質產品及服務。

供應鏈管理

質量檢定

為客戶提供卓越服務是我們的首要考慮。為使客戶更稱心滿意，我們積極地收集客戶意見及投訴。我們收到投訴後會於 24 小時內進行調查，其後採取適當行動，務求持續提供優質娛樂，使乘客可以享受舒適的旅程。

供應鏈管理

有效的供應鏈管理有助我們提高營運效益及降低環境、社會及管治風險，而維持有效且合規的供應鏈是我們日常營運的一部份。我們設有《廣告板服務採購程序及政策》，向供應商及員工傳達我們恪守的標準。此外，我們亦已刊發《承包商表現評估指引》，以持續檢討承包商的服務。

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Product/Service Quality

Customer privacy

We strive to build confidence in our customers, particularly through privacy and personal data protection. The Group keeps reminding the employees of and emphasising the importance of safeguarding the security of the personal data. When collecting and processing such data, the Group complies with the Personal Data (Privacy) Ordinance and the guidelines issued by the Office of the Privacy Commissioner for Personal Data. The Group will not use or provide personal data to any person for use in direct marketing unless we have obtained the data subject's consent in writing.

There were no incidents and substantiated complaints concerning breaches of customer privacy or losses of customer data in 2017.

Customer Service

The Group is not complacent and is constantly seeking new ways to enhance our clients' satisfaction of our products and services. We have commissioned survey specialists, Nielsen, to assess the effectiveness of our BUS-BODY and BUS-TV campaigns for our clients since 2010, and more than 120 campaigns have been surveyed. The information is vital for us in understanding whether our services and products are adequate and effective. In 2017, there were no records of complaints received or recalled products due to safety and health reasons. On the other hand, we respect and value intellectual property rights. We prevent the use of pirated software and infringement of copyrights in our operations, and there are no claims against the Group in relation to infringement of intellectual property rights against the Group for the year ended 31 December 2017.

產品／服務質素

客戶私隱

我們力求讓客戶建立信心，尤其注重私隱及個人資料保護。本集團時刻提醒僱員並強調保障個人資料安全的重要性。在收集及處理該等資料的過程中，本集團遵守《個人資料(私隱)條例》及個人資料私隱專員公署發出的指引。除非經資料當事人書面同意，本集團不會將個人資料用於直銷推廣用途，或將個人資料提供予任何人士作該等用途。

於二零一七年，本集團並無發生違反客戶私隱或遺失客戶資料的事件或接獲經證實的相關投訴。

客戶服務

本集團一直力臻完善，從不自滿，並不斷尋求各種新方法，令客戶更欣賞我們的產品及服務。我們自二零一零年起已委聘調查專業機構尼爾森為客戶評估巴士車身及巴士電視活動的成效，目前已進行調查的活動超過120個。調查所得的資料對我們瞭解服務及產品是否足夠及有效而言至關重要。於二零一七年，我們並無因安全與健康理由而接獲任何投訴或回收任何產品。另一方面，我們尊重並重視知識產權，避免在業務中使用盜版軟件及侵犯版權。於截至二零一七年十二月三十一日止年度，概無就本集團侵犯知識產權向本集團作出的申索。

APPENDIX
HKEx ESG Guide Content Index
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附錄
 港交所環境、社會及管治指引目錄索引
 港交所環境、社會及管治報告指引

| Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標 | Descriptions 描述 | ESG Report 2017 二零一七年環境、社會及管治報告 |
|---|---|---|
| Aspect A1: Emissions 層面 A1：排放物 | | |
| General Disclosure 一般披露 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 | About the Group: ESG Strategy and Policy Our Environment: Emissions; Conserving Our Energy and Water, Recycling Our Waste 關於本集團：環境、社會及管治策略及政策 我們的環境：排放物；保護能源及水資源、回收廢棄物 |
| KPI A1.1 關鍵績效指標 A1.1 | The types of emissions and respective emissions data. 排放物種類及相關排放數據。 | Our Environment: Emissions 我們的環境：排放物 |
| KPI A1.2 關鍵績效指標 A1.2 | Greenhouse gas emissions in total and, where appropriate, intensity. 溫室氣體總排放量及(如適用)密度。 | Our Environment: Emissions 我們的環境：排放物 |
| KPI A1.3 關鍵績效指標 A1.3 | Total hazardous waste produced and, where appropriate, intensity. 所產生有害廢棄物總量及(如適用)密度。 | Our Environment: Recycling Our Waste 我們的環境：回收廢棄物 |
| KPI A1.4 關鍵績效指標 A1.4 | Total non-hazardous waste produced and, where appropriate, intensity. 所產生無害廢棄物總量及(如適用)密度。 | Our Environment: Recycling Our Waste 我們的環境：回收廢棄物 |
| KPI A1.5 關鍵績效指標 A1.5 | Description of measures to mitigate emissions and results achieved. 描述減低排放量的措施及所得成果。 | Our Environment: Environmental Commitment 我們的環境：環保承諾 |
| KPI A1.6 關鍵績效指標 A1.6 | Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。 | Our Environment: Recycling Our Waste 我們的環境：回收廢棄物 |

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|---|---|--|
| Aspect A2: Use of Resources 層面 A2：資源使用 | | |
| General Disclosure 一般披露 | Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。 | About the Group: ESG Strategy and Policy Our Environment: Recycling Our Waste; Conserving Our Energy and Water 關於本集團：環境、社會及管治策略及政策 我們的環境：回收廢棄物；保護能源及水資源 |
| KPIA2.1 關鍵績效指標 A2.1 | Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。 | Our Environment: Conserving Our Energy and Water 我們的環境：保護能源及水資源 |
| KPIA2.2 關鍵績效指標 A2.2 | Water consumption in total and intensity. 總耗水量及密度。 | Our Environment: Conserving Our Energy and Water 我們的環境：保護能源及水資源 |
| KPIA2.3 關鍵績效指標 A2.3 | Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。 | Our Environment: Conserving Our Energy and Water; Environmental Commitments 我們的環境：保護能源及水資源；環保承諾 |
| KPIA2.4 關鍵績效指標 A2.4 | Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果。 | Our Environment: Conserving Our Energy and Water 我們的環境：保護能源及水資源 |
| KPIA2.5 關鍵績效指標 A2.5 | Total packaging material used for finished products and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量及(如適用)每生產單位佔量。 | Our Environment: Natural Resources 我們的環境：天然資源 |

| Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標 | Descriptions 描述 | ESG Report 2017 二零一七年環境、社會及管治報告 |
|--|---|--|
| Aspect A3: The Environment and Natural Resources 層面 A3：環境及天然資源 | | |
| General Disclosure 一般披露 | Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。 | About the Group: ESG Strategy and Policy Our Environment: Natural Resources; Recycling Our Waste; Environmental Commitments 關於本集團：環境、社會及管治策略及政策 我們的環境：天然資源；回收廢棄物；環保承諾 |
| KPI A3.1 關鍵績效指標 A3.1 | Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。 | Our Environment: Natural Resources; Recycling Our Waste; Environmental Commitments 我們的環境：天然資源；回收廢棄物；環保承諾 |
| Aspect B1: Employment 層面 B1：僱傭 | | |
| General Disclosure 一般披露 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, antidiscrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、休假、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 | Our Employees: Keeping Our People Happy Our Corporate Governance: Code of Conduct 我們的僱員：和諧共融 我們的企業管治：操守準則 |
| KPI B1.1 關鍵績效指標 B1.1 | Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。 | Our Employees: People 我們的僱員：員工 |
| KPI B1.2 關鍵績效指標 B1.2 | Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。 | Our Employees: People 我們的僱員：員工 |

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|---|---|---|
| Aspect B2: Health and Safety 層面 B2：健康與安全 | | |
| General Disclosure 一般披露 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 | Our Employees: Keeping Our People Healthy and Safe 我們的僱員：保持員工健康及安全 |
| KPI B2.1 關鍵績效指標 B2.1 | Number and rate of work-related fatalities. 因工作關係而死亡的人數及比率。 | Our Employees: Keeping Our People Healthy and Safe 我們的僱員：保持員工健康及安全 |
| KPI B2.2 關鍵績效指標 B2.2 | Lost days due to work injury. 因工傷損失工作日數。 | Our Employees: Keeping Our People Healthy and Safe 我們的僱員：保持員工健康及安全 |
| KPI B2.3 關鍵績效指標 B2.3 | Description of occupational health and safety measures adopted; how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。 | Our Employees: Keeping Our People Healthy and Safe 我們的僱員：保持員工健康及安全 |
| Aspect B3: Development and Training 層面 B3：發展及培訓 | | |
| General Disclosure 一般披露 | Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。 | Our Employees: Keeping Our People Educated and Trained 我們的僱員：提供進修及培訓 |
| KPI B3.1 關鍵績效指標 B3.1 | The percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。 | Our Employees: Keeping Our People Educated and Trained 我們的僱員：提供進修及培訓 |
| KPI B3.2 關鍵績效指標 B3.2 | The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。 | Our Employees: Keeping Our People Educated and Trained 我們的僱員：提供進修及培訓 |

| Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標 | Descriptions 描述 | ESG Report 2017 二零一七年環境、社會及管治報告 |
|--|---|---|
| Aspect B4: Labour Standards 層面 B4：勞工準則 | | |
| General Disclosure 一般披露 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 | Our Employees: People 我們的僱員：員工 |
| KPI B4.1 關鍵績效指標 B4.1 | Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。 | Our Employees: People 我們的僱員：員工 |
| KPI B4.2 關鍵績效指標 B4.2 | Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。 | Our Employees: People 我們的僱員：員工 |
| Aspect B5: Supply Chain Management 層面 B5：供應鏈管理 | | |
| General Disclosure 一般披露 | Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。 | Our Products and Services: Responsible Procurement; Supply Chain Management 我們的產品及服務：以負責任的方式採購；供應鏈管理 |
| KPI B5.1 關鍵績效指標 B5.1 | Number of suppliers by geographical region. 按地區劃分的供應商數目。 | Our Products and Services: Responsible Procurement 我們的產品及服務：以負責任的方式採購 |
| KPI B5.2 關鍵績效指標 B5.2 | Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。 | Our Products and Services: Supply Chain Management 我們的產品及服務：供應鏈管理 |

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|---|--|--|
| Aspect B6: Product Responsibility 層面 B6：產品責任 | | |
| General Disclosure 一般披露 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 | Our Products and Services: Supply Chain Management; Product/Service Quality; Customer Service 我們的產品及服務：供應鏈管理；產品／服務質素；客戶服務 |
| KPI B6.1 關鍵績效指標 B6.1 | Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。 | Our Products and Services: Customer Service 我們的產品及服務：客戶服務 |
| KPI B6.2 關鍵績效指標 B6.2 | Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。 | Our Products and Services: Customer Service 我們的產品及服務：客戶服務 |
| KPI B6.3 關鍵績效指標 B6.3 | Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保護知識產權有關的慣例。 | Our Products and Services: Customer Service 我們的產品及服務：客戶服務 |
| KPI B6.4 關鍵績效指標 B6.4 | Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。 | Our Products and Services: Quality Assurance 我們的產品及服務：質量檢定 |
| KPI B6.5 關鍵績效指標 B6.5 | Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者資料保護及私隱政策，以及相關執行及監察方法。 | Our Products and Services: Customer Privacy 我們的產品及服務：客戶私隱 |

| Aspects, General Disclosures and KPIs 層面、一般披露及關鍵績效指標 | Descriptions 描述 | ESG Report 2017 二零一七年環境、社會及管治報告 |
|---|--|---|
| Aspect B7: Anti-corruption 層面 B7：反貪污 | | |
| General Disclosure 一般披露 | Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 | Our Corporate Governance: Anti-corruption Measures 我們的企業管治：反貪污措施 |
| KPI B7.1 關鍵績效指標 B7.1 | Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。 | Our Corporate Governance: Anti-corruption Measures 我們的企業管治：反貪污措施 |
| KPI B7.2 關鍵績效指標 B7.2 | Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。 | Our Corporate Governance: Anti-corruption Measures 我們的企業管治：反貪污措施 |
| Aspect B8: Community Investment 層面 B8：社區投資 | | |
| General Disclosure 一般披露 | Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。 | Our Community: Giving Back to Our Local Community 我們的社區：回饋社區 |
| KPI B8.1 關鍵績效指標 B8.1 | Focus areas of contribution. 重點貢獻範圍。 | Our Community: Giving Back to Our Local Community 我們的社區：回饋社區 |
| KPI B8.2 關鍵績效指標 B8.2 | Resources contributed to the focus area. 在重點範圍所動用資源。 | Our Community: Giving Back to Our Local Community 我們的社區：回饋社區 |

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE FRAMEWORK

Bison Finance Group Limited (formerly known as RoadShow Holdings Limited 路訊通控股有限公司*) (the “Company”) and its subsidiaries (together referred to as the “Group”) have placed strong emphasis on maintaining high standards of corporate governance and believe that good corporate governance provides a solid and sound framework to assist the Board (the “Board”) of Directors (the “Directors”) in fulfilling its duties and responsibilities to the Group and its shareholders. The Board also believes that good corporate governance practices are important to protect the interests of our shareholders and to build the investors’ confidence.

Compliance with the Corporate Governance Code

The Company has complied with all the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules throughout the year ended 31 December 2017 except that the then Chairman of the Company did not hold meeting with the Non-Executive Directors (including Independent Non-Executive Directors) without the Executive Director present as stipulated in code provision A.2.7 due to the cancellation of the said meeting.

BOARD OF DIRECTORS

Overall Accountability

The Directors are individually and collectively accountable to the shareholders for the success and sustainable development of the Company. The Board provides direction and approval in relation to matters concerning the Company’s business strategies, policies and plans whilst the day-to-day business operations are delegated to the Executive Directors. The Board is accountable to the shareholders and in discharging its corporate accountability, every Director is required to pursue excellence in the interests of the shareholders and fulfill his or her fiduciary duties by applying the required level of skills, care and diligence to a standard in accordance with the statutory requirements.

企業管治框架

貝森金融集團有限公司(前稱 RoadShow Holdings Limited 路訊通控股有限公司*)(「本公司」)及其附屬公司(統稱「本集團」)一直致力保持高水平的企業管治，並深信良好的企業管治提供穩固而健全的框架，有助於董事(「董事」)會(「董事會」)對本集團及其股東履行職責及責任。董事會亦相信，良好的企業管治常規對保障本公司股東權益及建立投資者信心尤其重要。

遵守《企業管治守則》

除本公司當時的主席因會議被取消而無根據守則條文 A.2.7 與非執行董事(包括獨立非執行董事)舉行沒有執行董事出席的會議外，於截至二零一七年十二月三十一日止年度，本公司已遵守上市規則附錄十四所載《企業管治守則》的所有守則條文。

董事會

全面問責

董事個別及共同地就本公司的成功與可持續發展向股東負責。董事會指導及批准有關本公司業務策略、政策及規劃的事宜，日常業務營運則授權予執行董事處理。董事會須對股東負責，而於履行其企業責任時，各董事須竭力為股東爭取最大利益，並根據法定規定應用所需技能、謹慎及盡職履行其誠信責任。

* For identification purposes only

* 僅供識別

Board Composition

Due to the change of controlling shareholder of the Company, with effect from 4:00 p.m. on 12 December 2017, (i) Dr John CHAN Cho Chak resigned as the Chairman of the Company and a Non-Executive Director (“NED”); (ii) Ms Winnie NG resigned as the Deputy Chairman of the Company and a NED; (iii) Mr YUNG Wing Chung resigned as the Deputy Chairman of the Company and a NED; (iv) Mr LOH Chan Stephen resigned as the Managing Director and an Executive Director (“ED”); (v) Mr MAK Chun Keung resigned as a NED; (vi) Mr John Anthony MILLER resigned as a NED; (vii) Mr Allen FUNG Yuk Lun resigned as a NED; (viii) Mr LEE Luen Fai resigned as a NED; (ix) Dr Carlye Wai-Ling TSUI resigned as an Independent Non-Executive Director (“INED”); (x) Dr Eric LI Ka Cheung resigned as an INED; (xi) Professor Stephen CHEUNG Yan Leung resigned as an INED; and (xii) Dr John YEUNG Hin Chung resigned as an INED.

With effect from 21 November 2017, (i) Mr XU Peixin has been appointed as an ED; (ii) Dr MA Weihua has been appointed as a NED; and (iii) Dr QI Daqing, Mr CHEN Yigong and Mr FENG Zhonghua have been appointed as INEDs.

In addition, Mr ZHU Dong has been appointed as an ED and the Chief Financial Officer with effect from 13 December 2017 and Mr BIAN Fang has been appointed as an ED and the Chief Executive Officer with effect from 8 February 2018.

As at the date of this Annual Report, the Board has seven Directors, comprising three EDs, one NED and three INEDs. The INEDs constitute more than one-third of the Board. These INEDs bring a wide range of business and financial experience to the Board, which facilitates the provision of strategic advice in the future development of the Group. One of these INEDs possesses appropriate professional qualifications or accounting or related financial management expertise. The Company has received from each INED a written confirmation of his or her independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules and considers that all INEDs are independent.

董事會組成

由於本公司控股股東出現變動，自二零一七年十二月十二日下午四時正起，(i) 陳祖澤博士辭任本公司主席兼非執行董事（「非執行董事」）；(ii) 伍穎梅女士辭任本公司副主席兼非執行董事；(iii) 容永忠先生辭任本公司副主席兼非執行董事；(iv) 羅燦先生辭任董事總經理兼執行董事（「執行董事」）；(v) 麥振強先生辭任非執行董事；(vi) 苗學禮先生辭任非執行董事；(vii) 馮玉麟先生辭任非執行董事；(viii) 李鑾輝先生辭任非執行董事；(ix) 徐尉玲博士辭任獨立非執行董事（「獨立非執行董事」）；(x) 李家祥博士辭任獨立非執行董事；(xi) 張仁良教授辭任獨立非執行董事；及(xii) 楊顯中博士辭任獨立非執行董事。

自二零一七年十一月二十一日起，(i) 徐沛欣先生已獲委任為執行董事；(ii) 馬蔚華博士已獲委任為非執行董事；及(iii) 齊大慶博士、陳亦工先生及馮中華先生已獲委任為獨立非執行董事。

此外，自二零一七年十二月十三日起，朱冬先生已獲委任為執行董事及首席財務官，及自二零一八年二月八日起，卞方先生已獲委任為執行董事及行政總裁。

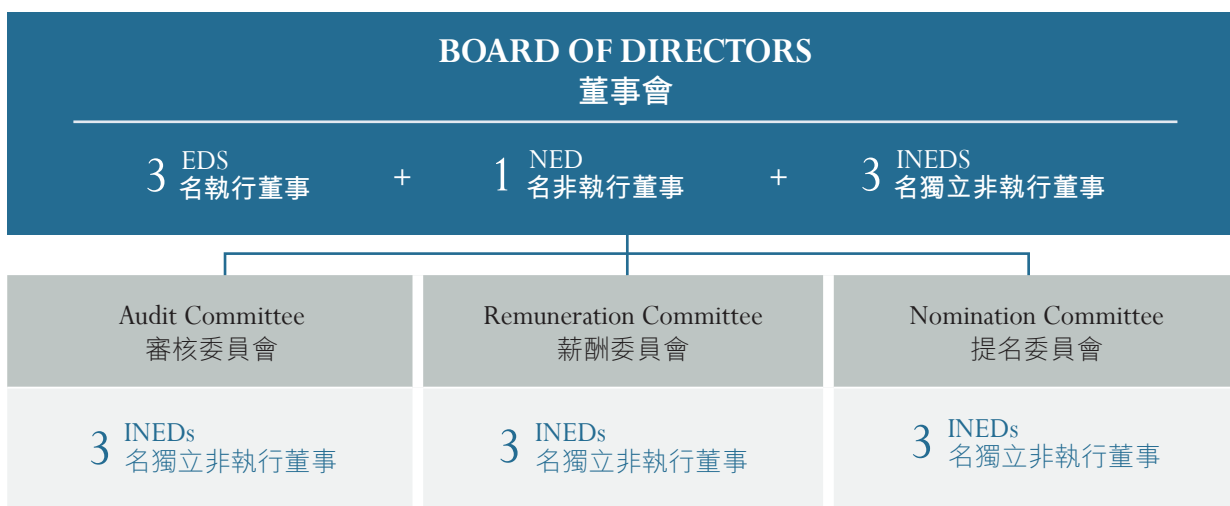
於本年報日期，董事會由七名董事組成，包括三名執行董事、一名非執行董事及三名獨立非執行董事。獨立非執行董事超過董事會人數三分之一。該等獨立非執行董事為董事會帶來豐富的業務及財務經驗，協助提供本集團未來發展的策略性意見。其中一名獨立非執行董事具有適當的專業資格或會計或相關財務管理專業知識。本公司已收到各獨立非執行董事根據上市規則第3.13條所載獨立性指引所提交的確認書以確認其獨立性，並認為全體獨立非執行董事均屬獨立。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Structure

董事會架構



Profile of all Directors are set out on pages 27 to 31 of this Annual Report.

An updated list of Directors identifying their roles and functions is maintained on the websites of the Company and Hong Kong Exchanges and Clearing Limited (“HKEx”).

Board Diversity Policy

The Group adopted a board diversity policy (the “Board Diversity Policy”) in August 2013. The Company recognised and embraced the benefits of having a diverse Board to the quality of its performance. The Board Diversity Policy aimed at setting out the approach to achieve diversity on the Board. In designing the Board’s composition, Board diversity has been considered based on a range of perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision on the appointment of the Directors will be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee will review and monitor the implementation of the Board Diversity Policy from time to time to ensure its effectiveness.

全體董事的簡介載於本年報第 27 頁至第 31 頁。

最新的董事名單列明彼等的角色及職能載於本公司網站及香港交易及結算所有限公司(「港交所」)的網站。

董事會多元化政策

本集團於二零一三年八月採納董事會成員多元化政策(「董事會多元化政策」)。本公司明白並肯定董事會成員多元化對其表現質素的裨益。董事會多元化政策旨在載列達致董事會成員多元化的方法。本公司在設定董事會成員組合時，會從一系列範疇考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任將以用人唯才為原則，並在考慮人選時根據客觀條件充分顧及董事會成員多元化的裨益。

甄選人選將按照一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按特定人選的長處及可為董事會提供的貢獻而作出委任董事的決定。

提名委員會將不時檢討及監察董事會多元化政策的實行情況以確保其有效性。

Board Responsibilities and Delegation

The Board is responsible for promoting the success of the Group by directing and supervising its affairs in a responsible and effective manner. Each Director has a duty to act in good faith and in the best interests of the Company. The types of decisions that are taken by the Board include those relating to:

- the strategic plans and objectives of the Company;
- the monitoring and controlling of the Group's operating and financial performance;
- overseeing the management of relationships with stakeholders, including shareholders, customers, Government, suppliers, employees and the community;
- ensuring the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit and financial reporting functions;
- the corporate governance functions; and
- overseeing the effectiveness of the risk management and internal control systems.

Day-to-day management of the business of the Company is delegated to the Executive Directors who are required to report back to the Board.

All Directors have given sufficient time and attention to the affairs of the Company during the year.

For the year ended 31 December 2017, to fulfill the corporate governance functions, the Board has: (i) reviewed and monitored the policies and practices of the Company on compliance with legal and regulatory requirements; (ii) reviewed and monitored the Code of Conduct for Directors and Employees; and (iii) reviewed compliance of the Company with the Corporate Governance Code and disclosure in the Corporate Governance Report as set out in the Appendix 14 of the Listing Rules and the results of such review were satisfactory.

The Company has arranged appropriate insurance cover in respect of legal action against the Directors and officers.

董事會的職責及授權

董事會以負責任及有效的方式指導及監管本集團事務，務求令本集團創出佳績。各董事須本着真誠為本公司的最佳利益行事。董事會作出的決定類型乃與下列事項有關：

- 本公司的策略性計劃及目標；
- 監察及控制本集團的經營及財務表現；
- 監督與持份者(包括股東、客戶、政府、供應商、僱員及社區)的關係管理；
- 確保本公司在會計、內部審核及財務匯報職能的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足；
- 企業管治職能；及
- 監察風險管理及內部監控制度的成效。

本公司業務的日常管理授權予執行董事，彼等須向董事會匯報。

全體董事於年內均已投入足夠時間關注本公司事務。

於截至二零一七年十二月三十一日止年度，為了履行企業管治職能，董事會已：(i)檢討及監督本公司在遵守法律及監管規定下的政策及常規；(ii)檢討及監督董事及僱員操守準則；及(iii)檢討本公司遵守企業管治守則的情況及上市規則附錄十四所載的企業管治報告中的披露事項，而有關檢討結果令人滿意。

本公司已為其董事及員工可能會面對的法律行動作適當的投保安排。

CORPORATE GOVERNANCE REPORT

企業管治報告

Chairman and Managing Director/ Chief Executive Officer

In order to reinforce independence, accountability and responsibility, the role of the Chairman is separate from that of the Managing Director/Chief Executive Officer. During the year under review, the Chairman was Dr John CHAN Cho Chak (up to 12 December 2017) and the Managing Director was Mr LOH Chan Stephen (up to 12 December 2017), neither of whom has any financial, business, family or other relationship with each other. On 8 February 2018, Mr BIAN Fang was appointed as the Chief Executive Officer.

The Chairman is responsible for providing leadership for the Board and ensuring that the Board works effectively and performs its responsibilities in the best interest of the Company. In addition, as the Chairman of the Board, he is also responsible for ensuring that all Directors are properly briefed on all issues arising at Board meetings and receive adequate, accurate and reliable information in a timely manner.

The Managing Director/Chief Executive Officer is responsible for implementing and reporting to the Board on the Company's strategy and overseeing the realisation by the Company of the objectives set by the Board. In addition, the Managing Director/Chief Executive Officer is also responsible for providing leadership for the management and running the day-to-day operations of the Company.

Board Meetings

The Board met regularly throughout the year to discuss the overall strategy as well as the operational and financial performance of the Group. All Directors are kept informed on a timely basis of major changes that may affect the Group's businesses, including relevant rules and regulations. Written procedures are also in place for Directors to seek independent professional advice in performing their Directors' duties at the Company's expense. No request was made by any Director for such independent professional advice in 2017.

主席及董事總經理／行政總裁

為加強獨立性、問責性及責任性，主席與董事總經理／行政總裁的角色有所區分。於回顧年度內，主席為陳祖澤博士(至二零一七年十二月十二日止)，而董事總經理為羅燦先生(至二零一七年十二月十二日止)，彼等之間並無任何財務、業務、親屬或其他關係。於二零一八年二月八日，卞方先生已獲委任為行政總裁。

主席負責領導董事會，確保董事會有效運作，並以符合本公司最佳利益的方式履行責任。此外，董事會主席亦負責確保全體董事於董事會會議上所有事項得到適當簡介，並適時取得足夠、準確及可靠的資料。

董事總經理／行政總裁負責執行本公司策略並向董事會匯報，同時監察董事會設定的本公司目標的達成情況。此外，董事總經理／行政總裁亦負責領導管理層及本公司的日常營運。

董事會會議

董事會於年內定期召開會議，以商討本集團的整體策略及經營與財務表現。所有董事均適時獲告知可能影響本集團業務的主要變動，包括有關規則及規例。本公司亦已制定有關由本公司支付費用為董事尋求獨立專業意見以令其履行董事職責的書面程序。於二零一七年，並無任何董事要求有關獨立專業意見。

Appointment of Directors

The Company follows formal procedures for the appointment of new Directors. Appointments are first considered by the Nomination Committee. The nomination is then submitted to the Board for decision with reference to the criteria that include professional knowledge and industrial experience, personal ethics, integrity and personal skills, and the time commitments of the candidates. Any Director so appointed by the Board shall hold office only until the next following general meeting (in the case of filling a casual vacancy) or until the next following annual general meeting (in the case of an addition to the Board) after his or her appointment and shall then be eligible for re-election at that meeting.

All NEDs are appointed for a term of not more than three years. All Directors are subject to retirement by rotation and re-election at the Company's annual general meeting at least once every three years.

Directors' Induction and Training

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

Directors' training is an ongoing process. During the year, Directors are provided with monthly updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. In addition, all Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company updates Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time to time, to ensure compliance and enhance their awareness of good corporate governance practices.

委任董事

本公司依循正式程序委任新董事。委任先經提名委員會考慮，提名名單其後提交董事會，而董事會則參考候選人的專業知識及行業經驗、個人操守、誠信及個人技能，以及可投入的時間等標準後，方作出決定。任何經董事會委任的董事任期僅至首個獲委任年度的股東大會為止（倘為填補臨時空缺）或首個獲委任年度的股東週年大會為止（倘為增添董事會成員），惟屆時符合資格於會上膺選連任。

所有非執行董事的委任期均不多於三年。全體董事須至少每三年一次於本公司的股東週年大會上輪席退任，並膺選連任。

董事就職與培訓

各新委任董事均獲提供必要的就任須知及資料，確保其對本公司的營運及業務以及其於相關法規、法例、規則及規例下的責任有適當程度的了解。

董事培訓會持續進行。年內，董事獲提供有關本公司表現、狀況及前景的每月更新資料，讓董事會整體及各董事可履行他們的職責。此外，本公司鼓勵全體董事參與持續專業發展，以發展及更新其知識及技能。本公司會不時更新董事有關上市規則及其他適用監管規定的最新發展，確保董事遵守企業管治常規，並提升他們對良好企業管治常規的意識。

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According to the records provided by the Directors, a summary of trainings received by the Directors for the year ended 31 December 2017 is as follows:

根據董事提供的記錄，董事於截至二零一七年十二月三十一日止年度已接受的培訓概要如下：

| | Type of trainings 培訓類型 |
|---|------------------------|
| Executive Directors 執行董事： | |
| Mr XU Peixin 徐沛欣先生 ⁺ | A,B |
| Mr ZHU Dong 朱冬先生 ⁺⁺ | A,B |
| Mr LOH Chan Stephen 羅燦先生 [#] | A,B |
| Non-Executive Directors 非執行董事： | |
| Dr MA Weihua 馬蔚華博士 ⁺ | A,B |
| Dr John CHAN Cho Chak 陳祖澤博士 [^] | A,B |
| Ms Winnie NG 伍穎梅女士 [^] | A,B |
| Mr YUNG Wing Chung 容永忠先生 [^] | A,B |
| Mr MAK Chun Keung 麥振強先生 [^] | A,B |
| Mr John Anthony MILLER 苗學禮先生 [^] | A,B |
| Mr Allen FUNG Yuk Lun 馮玉麟先生 [^] | A,B |
| Mr LEE Luen Fai 李鑾輝先生 [^] | A,B |
| Independent Non-Executive Directors 獨立非執行董事： | |
| Dr QI Daqing 齊大慶博士 ⁺ | A,B |
| Mr CHEN Yigong 陳亦工先生 ⁺ | A,B |
| Mr FENG Zhonghua 馮中華先生 ⁺ | A,B |
| Dr Carlye Wai-Ling TSUI 徐尉玲博士 [^] | A,B |
| Dr Eric LI Ka Cheung 李家祥博士 [^] | A,B |
| Professor Stephen CHEUNG Yan Leung 張仁良教授 [^] | A,B |
| Dr John YEUNG Hin Chung 楊顯中博士 [^] | A,B |

⁺ appointed on 21 November 2017

⁺⁺ appointed on 13 December 2017

[#] appointed on 1 February 2017 and resigned at 4:00 p.m. on 12 December 2017

[^] resigned at 4:00 p.m. on 12 December 2017

⁺ 於二零一七年十一月二十一日獲委任

⁺⁺ 於二零一七年十二月十三日獲委任

[#] 於二零一七年二月一日獲委任及於二零一七年十二月十二日下午四時正辭任

[^] 於二零一七年十二月十二日下午四時正辭任

Notes:

A: Reading materials and updates on various topics, including corporate governance matters and directors' duties and responsibilities

B: Attending seminars and/or conferences and/or forums and/or briefings

附註：

A：閱讀有關不同議題(包括有關企業管治事宜及董事職責與責任)的材料及更新資料

B：出席講座及/或會議及/或論壇及/或簡介會

Company Secretary

The Company Secretary, Ms Christine MAK Lai Hung, supports the Chairman, the Board and the committees of the Board (“Board Committees”) by ensuring good information flow and that Board policy and procedures are followed. She advises the Board on corporate governance matters and facilitates the induction and professional development of Directors. The Company Secretary is an employee of the Company and is appointed by the Board. Although the Company Secretary reports to the Chairman and Managing Director/Chief Executive Officer, all Directors may call upon her for advice and assistance at any time in respect of their duties and the effective operation of the Board and Board Committees. The Company Secretary also plays an essential role in the relationship between the Company and its shareholders, including assisting the Board in discharging its obligations to shareholders pursuant to the Listing Rules.

During 2017, the Company Secretary had over 15 hours of professional training to update her skills and knowledge.

BOARD COMMITTEES

In order to oversee various aspects of the Company’s affairs, the Board has established various Board Committees. The majority of the members of the Board Committees are either INEDs or NEDs.

Executive Committee

The Executive Committee was established on 12 September 2001 and was dissolved by the resolutions of the Board on 12 December 2017. Prior to the dissolution, the Committee comprised three NEDs and an ED, namely, Mr John Anthony MILLER (chairman), Dr John CHAN Cho Chak (deputy chairman), Mr Allen FUNG Yuk Lun and Mr LOH Chan Stephen. All the members of the Executive Committee resigned with effect from 4:00 p.m. on 12 December 2017.

The Executive Committee previously reviewed business operations, financial operations and ad hoc projects of the Group. These projects include major acquisitions, investments and their funding requirements.

Audit Committee

The Audit Committee was established on 11 April 2001. The Committee currently comprises three INEDs. After each meeting, the Audit Committee reports to the Board on significant issues. On 12 December 2017, the Risk Committee has been dissolved by the resolutions of the Board, and the Audit Committee will also be

公司秘書

公司秘書麥麗紅女士協助主席、董事會及董事委員會（「董事委員會」）確保良好的資訊交流，以及董事會政策和程序得以遵守。她就企業管治事宜向董事會提供意見，並協助董事的就職和專業發展。公司秘書為本公司僱員，由董事會委任。儘管公司秘書向主席及董事總經理／行政總裁匯報，惟全體董事均可隨時就其職責以及董事會及董事委員會的有效運作要求她提供意見及協助。公司秘書在維持本公司與股東的關係方面亦擔當重要的角色，包括協助董事會根據上市規則履行其對股東的義務。

於二零一七年，公司秘書已接受超過 15 小時的專業培訓，以更新其技能及知識。

董事委員會

為監管本公司各方面的事務，董事會已成立不同的董事委員會。董事委員會成員主要為獨立非執行董事或非執行董事。

行政委員會

行政委員會於二零零一年九月十二日成立，並於二零一七年十二月十二日按董事會決議案被解散。解散前，該委員會由三名非執行董事及一名執行董事組成，包括苗學禮先生（主席）、陳祖澤博士（副主席）、馮玉麟先生及羅燦先生。行政委員會全體成員自二零一七年十二月十二日下午四時正起辭任。

行政委員會以往審閱本集團業務經營、財務運作及特別項目。該等項目包括重大收購、投資項目及上述項目的資金安排。

審核委員會

審核委員會於二零零一年四月十一日成立。委員會目前由三名獨立非執行董事組成。審核委員會於每次會議後均向董事會匯報重大事項。於二零一七年十二月十二日，風險委員會按董事會決議案被解散，而審核委員會亦負責監察本集團整體風險管理框架，並就

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responsible for overseeing the overall risk management framework of the Group and to advise the Board on the Group's risk-related matters. As at the date of this Annual Report, the members of the Audit Committee are Dr QI Daqing (chairman), Mr CHEN Yigong and Mr FENG Zhonghua.

The Audit Committee is to assist the Board in fulfilling its responsibilities relating to accounting and reporting practices, to improve the credibility and objectivity of the Company's financial and other reports, and to strengthen the systems of internal control and risk management and compliance with applicable laws and regulations.

The terms of reference of the Committee are available on the websites of the Company and HKEx.

During 2017, the Audit Committee held two meetings. The Audit Committee reviewed the following documents and matters at the meetings:

- the Directors' Report, Independent Auditor's Report and Financial Statements of the Company for the year ended 31 December 2016 and 2016 Annual Report, with a recommendation to the Board for approval;
- the Company's Interim Financial Statements for the six months ended 30 June 2017 and 2017 Interim Report, with a recommendation to the Board for approval;
- the Company's accounting policies and its compliance with the prevailing accounting standards of Hong Kong;
- the results of the external audits;
- the fees payable to the External Auditors of the interim review for the six months ended 30 June 2017, and terms of engagement of the External Auditors for approval by the Board;
- the proposed internal audit plan for the financial year 2018 of an outsourced independent professional firm (the "Internal Auditors") including the extent of co-ordination between the Audit Committee and the Internal Auditors; and
- the compliance by the Company with all applicable laws, regulations, standards and best practice guidelines.

The Audit Committee also met in separate private session with the External Auditors at least once during the year.

本集團風險相關事宜向董事會提供意見。於本年報日期，審核委員會成員包括齊大慶博士(主席)、陳亦工先生及馮中華先生。

審核委員會協助董事會履行其有關會計及匯報常規的責任，改善本公司財務及其他報告的可信性及客觀性，以及加強內部監控及風險管理系統及遵守適用法例及規例。

委員會的職權範圍可於本公司網站及港交所網站查閱。

於二零一七年，審核委員會舉行了兩次會議。審核委員會已於會議上審閱以下文件及事宜：

- 本公司截至二零一六年十二月三十一日止年度的董事會報告、獨立核數師報告及財務報表與二零一六年年報，以及建議予董事會批准；
- 本公司截至二零一七年六月三十日止六個月的中期財務報告及二零一七年年報，以及建議予董事會批准；
- 本公司會計政策及其遵守香港現行會計準則的情況；
- 外部審核的結果；
- 截至二零一七年六月三十日止六個月應付予外聘核數師的中期審閱費用，以及外聘核數師的聘用條款，並建議予董事會批准；
- 外判獨立專業公司(「內部核數師」)制定的二零一八年財政年度的建議內部審核計劃，包括審核委員會與內部核數師之間的合作情況；及
- 本公司遵守所有適用法例、規例、準則及最佳常規指引的情況。

年內，審核委員會亦與外聘核數師進行不少於一次私人會面。

Remuneration Committee

The Company established the Remuneration Committee on 23 March 2004. The Committee currently comprises three INEDs. As at the date of this Annual Report, the members of the Remuneration Committee are Mr FENG Zhonghua (chairman), Dr QI Daqing and Mr CHEN Yigong.

The Remuneration Committee is intended to define and articulate a compensation philosophy or strategy consistent with the strategic objectives of the Company. To achieve this objective, the Remuneration Committee formulates policies on and reviews the remuneration of the Directors and senior management of the Company.

The Remuneration Committee has adopted the model that it will review the proposals made by the management on the remuneration packages of the Executive Directors and senior management, and make recommendations to the Board. The Board will have final authority to approve the recommendations made by the Remuneration Committee.

The terms of reference of the Committee are available on websites of the Company and HKEx.

The principal elements of the Company's remuneration policy for Directors and senior management are:

- no individual should determine his or her own remuneration package;
- remuneration packages should be on a par with companies with whom the Company competes for human resources;
- the Company should aim at designing remuneration packages that attract and retain executives needed to run the Group successfully and motivate executives to pursue appropriate growth strategies whilst it should avoid paying an excessive amount for such purposes;
- remuneration packages should reflect the performance and responsibility of an individual, as well as the complexity of work; and
- remuneration packages should be structured in such a way that they provide incentives to Directors and senior management to improve their individual performance.

薪酬委員會

本公司於二零零四年三月二十三日成立薪酬委員會。委員會目前由三名獨立非執行董事組成。於本年報日期，薪酬委員會成員包括馮中華先生(主席)、齊大慶博士及陳亦工先生。

薪酬委員會負責界定一套與本公司策略性目標一致的薪酬補償原理或策略，並加以闡釋。為達致此目標，薪酬委員會制定本公司董事及高級管理人員的薪酬政策，並對此作出檢討。

薪酬委員會已採用以下模式，先審閱由管理層提交對執行董事及高級管理人員的薪酬組合的方案，再向董事會提出建議。董事會對批准由薪酬委員會作出的建議擁有最終決定權。

委員會的職權範圍可於本公司網站及港交所網站查閱。

本公司董事及高級管理人員的薪酬政策的主要元素包括：

- 個人不得釐定其本身的薪酬組合；
- 薪酬組合應與本公司在人力市場上的競爭對手相若；
- 本公司應致力設計薪酬組合，以吸引及挽留令本集團能成功運作的行政人員，並推動行政人員追求合適增長的策略，惟應避免就該等目的而支付過多金額；
- 薪酬組合應反映個人的表現及責任以及工作的複雜程度；及
- 薪酬組合應以促使董事及高級管理人員改善其個人表現的方向制定。

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In 2017, the Remuneration Committee:

- reviewed the remuneration packages of senior management;
- reviewed the Directors' fees proposal and made recommendation to the Board; and
- reviewed the proposed remuneration package to be offered to the new Directors and the Chief Financial Officer and made recommendation to the Board.

Nomination Committee

The Company established the Nomination Committee on 8 March 2006. The Committee currently comprises three INEDs. As at the date of this Annual Report, the members of the Nomination Committee are Mr CHEN Yigong (chairman), Dr QI Daqing and Mr FENG Zhonghua.

The principal functions of the Nomination Committee include:

- reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and making recommendations to the Board regarding any proposed changes;
- identifying individuals suitably qualified to become Board members, and selecting or making recommendations to the Board on the selection of individuals nominated for directorships;
- assessing the independence of INEDs; and
- making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Managing Director/Chief Executive Officer.

The terms of reference of the Committee are available on the websites of the Company and HKEx.

於二零一七年，薪酬委員會已：

- 檢討高級管理人員的薪酬組合；
- 檢討董事袍金方案，並向董事會提出建議；及
- 檢討擬向新任董事及首席財務官提出的建議薪酬組合方案，並向董事會提出建議。

提名委員會

本公司於二零零六年三月八日成立提名委員會。委員會目前由三名獨立非執行董事組成。於本年報日期，提名委員會成員包括陳亦工先生(主席)、齊大慶博士及馮中華先生。

提名委員會的主要職責包括：

- 定期檢討董事會架構、人數及組成(包括技能、知識及經驗方面)，並向董事會就任何建議變動提出建議；
- 物色具適合資格成為董事會成員的人士，並挑選獲提名人士出任董事職務或就此向董事會提出建議；
- 評估獨立非執行董事的獨立性；及
- 向董事會就委任或重新委任董事及董事(尤其是主席及董事總經理／行政總裁)的繼任計劃相關事宜提出建議。

委員會的職權範圍可於本公司網站及港交所網站查閱。

In 2017, the Nomination Committee:

- reviewed the structure, size and composition of the Board and the Board diversity;
- reviewed and assessed the independence of INEDs;
- made recommendations to the Board about the retirement and reappointment of Directors by rotation at the forthcoming annual general meeting of the Company; and
- assessed individuals suitably qualified to become the Directors and the Chief Financial Officer, and made recommendation to the Board on individuals nominated for directorship.

Risk Committee

The Company established the Risk Committee on 27 November 2015 and was dissolved by the resolutions of the Board on 12 December 2017. Prior to the dissolution, the Committee comprised an INED and two NEDs, namely, Professor Stephen CHEUNG Yan Leung (chairman), Mr John Anthony MILLER and Mr Allen FUNG Yuk Lun. All the members of the Risk Committee resigned with effect from 4:00 p.m. on 12 December 2017.

Upon the dissolution of the Risk Committee, the Audit Committee is responsible for overseeing the overall risk management framework of the Group and to advise the Board on the Group's risk-related matters.

於二零一七年，提名委員會已：

- 檢討董事會架構、人數及組成，以及董事會成員多元化；
- 檢討及評估獨立非執行董事的獨立性；
- 就董事於本公司應屆股東週年大會上輪席退任及重新委任事宜向董事會提出建議；及
- 評估多名人士是否具備合適資格成為董事及首席財務官，並就提名該等人士出任董事向董事會提出建議。

風險委員會

本公司於二零一五年十一月二十七日成立風險委員會，並於二零一七年十二月十二日按董事會決議案被解散。解散前，該委員會由一名獨立非執行董事及兩名非執行董事組成，包括張仁良教授(主席)、苗學禮先生及馮玉麟先生。風險委員會全體成員自二零一七年十二月十二日下午四時正起辭任。

解散風險委員會後，審核委員會負責監察本集團整體風險管理框架，並就本集團風險相關事宜向董事會提供意見。

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Directors' Attendance at Meetings

The Directors' attendance records at the following meetings in 2017 are set out below:

董事的會議出席情況

董事於二零一七年出席以下會議的紀錄載列如下：

| Name of Directors 董事姓名 | Meeting attended/held 會議出席 / 舉行次數 | | | | | | | |
|---|--------------------------------------|---|-------------------------------------|---|---|-----------------------------------|--|-----------------------------------|
| | Board Meetings 董事會會議 | Executive Committee Meetings 行政委員會會議 | Audit Committee Meetings 審核委員會會議 | Remuneration Committee Meeting 薪酬委員會會議 | Nomination Committee Meeting 提名委員會會議 | Risk Committee Meeting 風險委員會會議 | 2017 Annual General Meeting 二零一七年股東週年大會 | Special General Meeting 股東特別大會 |
| Executive Directors 執行董事： | | | | | | | | |
| Mr XU Peixin ⁺ 徐沛欣先生 ⁺ | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Mr ZHU Dong ⁺⁺ 朱冬先生 ⁺⁺ | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Mr LOH Chan Stephen [#] 羅燦先生 [#] | 4/4 | 9/9 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 | 1/1 |
| Non-Executive Directors 非執行董事： | | | | | | | | |
| Dr MA Weihua ⁺ 馬蔚華博士 ⁺ | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Dr John CHAN Cho Chak [^] (Chairman) 陳祖澤博士 [^] (主席) | 4/4 | 10/10 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 | 1/1 |
| Ms Winnie NG [^] (Deputy Chairman) 伍穎梅女士 [^] (副主席) | 4/4 | N/A 不適用 | 2/2 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 | 0/1 |
| Mr YUNG Wing Chung [^] (Deputy Chairman) 容永忠先生 [^] (副主席) | 4/4 | N/A 不適用 | 2/2 | 1/1 | 1/1 | N/A 不適用 | 1/1 | 0/1 |
| Mr MAK Chun Keung [^] 麥振強先生 [^] | 4/4 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 | 1/1 |
| Mr John Anthony MILLER [^] 苗學禮先生 [^] | 4/4 | 10/10 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 | 1/1 | 1/1 |
| Mr Allen FUNG Yuk Lun [^] 馮玉麟先生 [^] | 4/4 | 7/10 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 | 1/1 | 0/1 |
| Mr LEE Luen Fai [^] 李鑾輝先生 [^] | 4/4 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 | 1/1 |

| Name of Directors 董事姓名 | Meeting attended/held 會議出席/舉行次數 | | | | | | | |
|--|------------------------------------|---|-------------------------------------|---|---|-----------------------------------|--|-----------------------------------|
| | Board Meetings 董事會會議 | Executive Committee Meetings 行政委員會會議 | Audit Committee Meetings 審核委員會會議 | Remuneration Committee Meeting 薪酬委員會會議 | Nomination Committee Meeting 提名委員會會議 | Risk Committee Meeting 風險委員會會議 | 2017 Annual General Meeting 二零一七年股東週年大會 | Special General Meeting 股東特別大會 |
| Independent Non-Executive Directors 獨立非執行董事： | | | | | | | | |
| Dr QI Daqing ⁺ 齊大慶博士 ⁺ | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Mr CHEN Yigong ⁺ 陳亦工先生 ⁺ | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Mr FENG Zhonghua ⁺ 馮中華先生 ⁺ | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 |
| Dr Carlye Wai-Ling TSUI [^] 徐尉玲博士 [^] | 4/4 | N/A 不適用 | 2/2 | 1/1 | 1/1 | N/A 不適用 | 1/1 | 1/1 |
| Dr Eric LI Ka Cheung [^] 李家祥博士 [^] | 3/4 | N/A 不適用 | 2/2 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 | 1/1 |
| Professor Stephen [^] CHEUNG Yan Leung 張仁良教授 [^] | 4/4 | N/A 不適用 | 2/2 | 1/1 | 1/1 | 1/1 | 1/1 | 0/1 |
| Dr John YEUNG Hin Chung [^] 楊顯中博士 [^] | 4/4 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | N/A 不適用 | 1/1 | 1/1 |

⁺ appointed on 21 November 2017

⁺⁺ appointed on 13 December 2017

[#] appointed on 1 February 2017 and resigned at 4:00 p.m. on 12 December 2017

[^] resigned at 4:00 p.m. on 12 December 2017

⁺ 於二零一七年十一月二十日獲委任

⁺⁺ 於二零一七年十二月十三日獲委任

[#] 於二零一七年二月一日獲委任及於二零一七年十二月十二日下午四時正辭任

[^] 於二零一七年十二月十二日下午四時正辭任

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ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors are responsible for the preparation of the Group's financial statements for each financial year or period that give a true and fair view of the state of affairs of the Group and of the results and cash flows for that year or period. In preparing the financial statements for the year ended 31 December 2017, the Directors have:

- selected suitable accounting policies and applied them consistently;
- made judgments and estimates that are prudent and reasonable; and
- prepared the financial statements on a going concern basis.

The Directors acknowledge their responsibility for preparing the Group's financial statements. This responsibility extends to annual and interim reports, "price sensitive" or "inside information" announcements and other financial disclosures required under the Listing Rules, as well as reports to regulators and information required to be disclosed pursuant to statutory requirements. The responsibility of the External Auditors for the audit of the financial statements of the Company for the year ended 31 December 2017 is set out in the Independent Auditor's Report on pages 94 to 99 of this Annual Report.

Auditors' Remuneration

In line with the sound practice that the independence of External Auditors should not be impaired by other non-audit assignments, the Group ensures that assignments other than statutory audits undertaken by External Auditors should not have an adverse impact on their independence. The External Auditors are also required to review their relationship with the Group and furnish confirmation to the Audit Committee confirming their independent status.

During 2017, the External Auditors (including any entity under common control, ownership or management with the External Auditors or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally) provided the following audit and non-audit services to the Group. Details are set out below:

問責性及審核

財務報告

董事負責編製本集團各財政年度或期間的財務報表，該等財務報表均真實公允地反映本集團於該年度或期間的財政狀況、業績與現金流量。於編製截至二零一七年十二月三十一日止年度的財務報表時，董事已：

- 選用合適的會計政策並加以貫徹運用；
- 作出審慎及合理的判斷及估計；及
- 以持續經營基準編製財務報表。

董事確認彼等編製本集團財務報表的責任。責任範圍包括年報及中期報告、上市規則規定作出的「股價敏感」或「內幕消息」公佈及其他財務披露、向監管當局呈交的報告，以及根據法定規定須予披露的資料。外聘核數師審核對本公司截至二零一七年十二月三十一日止年度財務報表的責任載於本年報第94頁至第99頁的獨立核數師報告。

核數師薪酬

為符合外聘核數師的獨立性不應受其他非審計工作削弱的良好常規，本集團確保外聘核數師進行法定審核以外的工作將不會對其獨立性構成負面影響。外聘核數師亦須檢討彼等與本集團的關係，並向審核委員會發出確認書以確認彼等的獨立性。

於二零一七年，外聘核數師(包括任何與外聘核數師受同一機構控制、擁有或管理，或掌握所有相關資料的第三方能合理及知情地推斷其為該核數師事務所的全國或國際分部的機構)為本集團提供以下的審核及非審核服務。詳情載列如下：

| | 2017 HK\$ 港元 | 2016 HK\$ 港元 |
|-------------------------------------|-----------------|-----------------|
| Audit 審核 | 2,000,000 | 2,420,000 |
| Non-audit services (Note) 非審核服務(附註) | 1,149,000 | 528,000 |

Note:

Non-audit services for both years mainly consisted of the reviews of the Group's interim financial reports and the performance of certain agreed-upon procedures.

附註：

兩年來的非審核服務主要包括審閱本集團中期財務報告及執行若干商定程序。

An independence confirmation has been obtained from the External Auditors confirming that for the year ended 31 December 2017 and thereafter to the date of this Annual Report, the External Auditors are independent of the Group in accordance with the independence requirements of the Hong Kong Institute of Certified Public Accountants.

根據香港會計師公會的獨立性規定，本集團已接獲外聘核數師就其於截至二零一七年十二月三十一日止年度及其後截至本年報日期的獨立性作出的獨立性確認書，確認外聘核數師乃獨立於本集團。

Risk Management and Internal Control

The Board should oversee the Group's internal control and risk management systems on an on-going basis, as well as ensure that a review of the effectiveness of these systems has been conducted annually. Management is primarily responsible for the design, implementation and monitoring of the internal control and risk management systems. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

風險管理及內部監控

董事會應持續監察本集團的內部監控及風險管理系統，並確保每年檢討該等系統的成效。管理層主要負責內部監控及風險管理系統的設計、實施及監察。該等系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

Risk Management

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives and ensuring that the Group has established and maintained an appropriate and effective risk management system.

風險管理

董事會整體負責評估及釐定本集團為達成策略目標而願意接納的風險性質及程度，以及確保本集團已建立及維持合適而有效的風險管理系統。

The Risk Committee was delegated by the Board with responsibilities to oversee the Group's overall risk management framework and to advise the Board on the Group's risk-related matters. Subsequently, the Risk Committee was dissolved by the resolutions of the Board on 12 December 2017. Upon the dissolution of the Risk Committee, the Audit Committee is responsible for overseeing the overall risk management framework of the Group and to advise the Board on the Group's risk-related matters.

董事會責成風險委員會監察本集團整體風險管理框架，並就本集團風險相關事宜向董事會提供意見。其後，風險委員會於二零一七年十二月十二日按董事會決議案被解散。解散風險委員會後，審核委員會負責監察本集團整體風險管理框架，並就本集團風險相關事宜向董事會提供意見。

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With the assistance of the External Consultant, the Company compiled a Risk Management Manual, which sets out the Group's risk management policy, risk management framework and risk management process, for the purpose of enhancing the risk management of the Group. The Risk Management Manual was approved by the Risk Committee and the Board.

Risk Management Framework

The Group's risk management framework is based on a "Three Lines of Defence" model with a systematic approach and clearly defined roles and responsibilities of relevant parties.

在外聘顧問協助下，本公司已編撰風險管理手冊，當中載列本集團的風險管理政策、風險管理框架及風險管理程序，從而加強本集團的風險管理。風險管理手冊已獲風險委員會及董事會批准。

風險管理框架

本集團的風險管理框架建基於「三道防線」模式，以有系統的方式，明確界定相關人士的角色及責任。

| 1 st Line of Defence 第一道防線 | | |
|--|---|---|
| Risk ownership 風險歸屬 | Departments/Business Units/Staff Members | 各部門／業務單位／員工 |
| | <ul style="list-style-type: none">identifying existing controls relating to the risks in their areas and evaluating the adequacy of the control;designing risk responses (i.e. actions to improve or optimise controls or mitigate risks identified during the risk assessment process) for risks without adequate control to mitigate risks to the target tolerance level;implementing the risk responses for which they are responsible for;reviewing and monitoring the effectiveness of risk responses for which they are responsible for and update the Risk Management Task Force at least semi-annually on the status of their risk responses implementation. | <ul style="list-style-type: none">識別各範圍與風險相關的現有監控，評估監控是否足夠；就監控不足的風險設計風險應對方案(即改善或優化監控或減輕風險評估過程中識別出的風險)，以將風險降低至目標可承受水平；於其所屬範圍實行風險應對方案；檢討及監察風險應對方案於其所屬範圍的成效，並最少每半年向風險管理專責團隊提供風險應對方案實行情況的最新資料。 |
| 2 nd Line of Defence 第二道防線 | | |
| Risk management 風險管理 | Risk Management Task Force | 風險管理專責團隊 |
| | <ul style="list-style-type: none">providing support to the Senior Management during the process of design, implementation and monitoring of the risk management and internal control systems, and ensuring that it is consistently applied across the Group;maintaining and updating the risk register;providing the risk owners with the methodology for conducting the risk and control monitoring activities, providing direction and training on how to complete the risk response plans and other risk reports; andoverseeing activities performed by risk owners, obtaining and reviewing work prepared by the risk owners. | <ul style="list-style-type: none">於設計、推行及監察風險管理及內部監控系統過程中向高級管理人員提供支援，確保有關係統於本集團上下貫徹應用；保存及更新風險紀錄冊；向風險負責人提供進行風險及監控活動的方法，就如何完成風險應對計劃及其他風險報告提供指引及培訓；及監察風險負責人進行的活動，取得及審閱風險负责人所做的工作。 |

2nd Line of Defence 第二道防線

Risk reporting 風險匯報

Senior Management

- monitoring risk management process and developing relevant responses to risks;
- certifying that they operate an effective system of risk management and have undertaken an exercise to identify and assess significant risks faced by the Group;
- reporting to the Audit Committee on the progress and status of the risk management process; and
- reviewing the risk register and reporting the effectiveness of risk management to the Audit Committee and the Board annually.

高級管理人員

- 監察風險管理程序及加強風險的相關應對方案；
- 確認彼等實行有效的風險管理系統，並已實行措施以識別及評估本集團面對的重大風險；
- 向審核委員會匯報風險管理程序的進度及狀況；及
- 審閱風險紀錄冊，並每年向審核委員會及董事會匯報風險管理成效。

Risk oversight 風險監察

Audit Committee

- overseeing the Group's overall risk management framework and to advise the Board on the Group's risk-related matters;
- approving the Group's risk policies and risk tolerances;
- reviewing risk reports and breaches of risk tolerances and policies; and
- reviewing and assessing the effectiveness of the Group's risk control/mitigation tools including the enterprise risk management programme, the risk management systems, the internal audit function relating to risk management and the Group's contingency plans annually.

審核委員會

- 監察本集團整體風險管理框架，並就本集團風險相關事宜向董事會提供意見；
- 審批本集團的風險政策及風險容忍度；
- 審閱風險報告以及審視風險容忍度和政策的違規情況；及
- 檢討及評估本集團風險監控／紓減工具的成效，包括企業風險管理計劃、風險管理系統、與風險管理有關的內部審核功能及本集團的應變計劃。

3rd Line of Defence 第三道防線

Independent assurance 獨立保證

Internal Audit Function

- outsourced to the External Consultant;
- carrying out the audit plan, assessing and analysing if the controls stated in the risk register is sufficient and effective; and
- supporting the Board through the Audit Committee in reviewing the effectiveness and efficiency of the Group's risk management system.

內部審核功能

- 外判予外聘顧問；
- 進行審核計劃，評估及分析風險紀錄冊所列監控是否足夠及有效；及
- 透過審核委員會支援董事會檢討本集團風險管理系統的成效及效能。

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Risk Management Process

The 5-Step risk management process is adopted under the Group's risk management framework, as illustrated below:

風險管理程序

本集團的風險管理框架已採納五步風險管理程序，說明如下：



| | | |
|--|---|---|
| Step 1 Risk Identification 第一步 風險識別 | Departments, business units and staff members identify the risks which will be categorised into external risks, strategic risks and preventable risks. | 各部門、業務單位及員工識別風險，有關風險將劃分為外部風險、策略風險及可防範風險。 |
| Step 2 Risk Assessment and Prioritisation 第二步 風險評估及排列優次順序 | Departments, business units and staff members assess and score the risks identified along with their impact on the business and the likelihood of their occurrence, and prioritise the risks in a logical manner. | 各部門、業務單位及員工評估已識別風險，並就已識別風險對業務的影響及發生的可能性對風險評分，再以合乎邏輯的方式排列風險優次順序。 |
| Step 3 Risk Owner Appointment 第三步 委任風險負責人 | Risk owners will be appointed to all identified risks. The risk owners are responsible for ensuring that an analysis over the causes and consequences of the risk is conducted and an appropriate risk response is in place to manage the main causes and consequences. | 就所有已識別風險委任風險負責人。風險負責人負責確保分析風險的形成原因及後果，並確保有合適風險應對方案可管理主因及後果。 |
| Step 4 Risk Response 第四步 風險應對 | Risk owners design risk response plans based on the nature of the risks (external, strategic and preventable) and overall impact and likelihood that may result from the risk occurring. | 風險負責人根據風險性質(外部、策略及可防範)以及風險可能造成的整體影響及產生風險的可能性設計風險應對方案。 |
| Step 5 Upward Reporting and Monitoring 第五步 向上級匯報及監察 | Senior management monitors the risk management process and report to the Audit Committee and the Board. | 高級管理人員監察風險管理程序，並向審核委員會及董事會匯報。 |

Enterprise risk management (“ERM”) Assessment

The Company conducted an ERM assessment for the year ended 31 December 2017 based on the Group’s risk management framework to assess the risks relevant to the business of the Group through the External Consultant. The ERM assessment report was compiled to cover: (i) the top inherent risks of the Group; (ii) the control assessment results; and (iii) the new controls recommended to manage the risks. The ERM assessment report, as endorsed by the Audit Committee, was presented to the Board for review.

企業風險管理(「企業風險管理」)評估

本公司透過外聘顧問根據本集團的風險管理框架進行了截至二零一七年十二月三十一日止年度的企業風險管理評估，以評估本集團業務相關風險。編撰企業風險管理評估報告，當中涵蓋：(i) 本集團最高內源風險；(ii) 監控評估結果；及 (iii) 建議用以管理風險的新監控措施。經審核委員會認可的企業風險管理評估報告已呈交董事會審閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

Internal Control

The Board assesses the effectiveness of the internal control system through the Audit Committee. The Board and the Audit Committee have decided to outsource the review of the internal control system to the Internal Auditors and the Board has delegated to the management the design, implementation and monitoring of the internal control system as well as the review of relevant financial, operational and compliance controls procedures.

Control Environment

The review of the internal control system by the Internal Auditors has made reference to the “COSO” framework (the internal control framework developed by the Committee of Sponsoring Organizations of the Treadway Commission). The expectations of the Company regarding duty and integrity are clearly stated in the Company’s Code of Conduct and Staff Handbook, as well as the policies and procedures manuals, which set out the rules and policies, for the Directors and employees to follow. These cover all aspects of administrative and operational activities, including relationships with customers, suppliers, competitors and fellow staff. The internal control system covers every activity and transaction of the Group. The system is based on clear stewardship responsibilities, authorities and accountability. Our employees are an important part of our internal system and the Group expects them to contribute to that system. In addition to setting our guidelines, principles and values, the Group recognises that an environment where employees feel free to bring problems to management is also necessary to make our internal control system successful.

Control Processes

Since 2004, the management and employees, assisted by the Internal Auditors with particular professional experience in assessing risks and control procedures, have evaluated the Company’s control environment, conducted risk assessments of businesses and processes, and documented those processes that are critical to the Group’s performance.

Qualified personnel throughout the Group maintain and monitor the system of controls on an ongoing basis and the Managing Director/Chief Executive Officer and Chief Financial Officer have to report any significant changes, deficiencies and material weaknesses in, and fraud related to, internal controls to the Audit Committee and the Internal Auditors.

內部監控

董事會透過審核委員會評估內部監控系統的成效。董事會及審核委員會已決定向內部核數師外判內部監控系統的檢討工作，而董事會已授權管理層設計、推行及監察內部監控系統，檢討有關財務、經營及合規的控制程序。

監控環境

內部核數師參照「COSO」框架(Committee of Sponsoring Organizations of the Treadway Commission 所建立的內部監控框架)檢討內部監控系統。本公司於其操守準則及員工手冊，以及供董事及僱員依循的政策及程序手冊(載列有關規則及政策)內清楚列明對職責及誠信的期望。該等期望涵蓋行政及營運活動的各個範疇，包括與客戶、供應商、競爭對手及員工的關係。內部監控系統涵蓋本集團各項活動及交易。該系統乃以清楚分明的管理責任、權力及問責為基礎。本集團的僱員為內部系統的重要部份，而本集團預期彼等將為該系統作出貢獻。除制訂指引、原則及價值外，本集團深明，向僱員提供一個能自由向管理層提出問題的環境，亦是致使其內部監控系統成功的必需因素。

監控程序

自二零零四年以來，管理層及僱員在擁有評估風險及監控程序專業經驗的內部核數師協助下，已經評估本公司的監控環境，進行業務及流程方面的風險評估，並將與本公司表現有關的關鍵流程作記錄。

整個集團的合資格人員不斷維持及監察監控系統，而董事總經理／行政總裁及首席財務官須向審核委員會及內部核數師匯報任何有關內部監控的重要變動、不足之處、重大缺陷及欺詐情況。

Control Effectiveness

In accordance with the internal audit plan designed by the Internal Auditors and agreed by the Audit Committee, the Internal Auditors review the Company's internal control system every year in such a way that the review of all the major components of the internal control system are completed within a period of three years. The Internal Auditors provide recommendations to management to improve internal controls after each review for management and Audit Committee's consideration.

No significant areas of concern that might affect the Company's shareholders were identified.

The Board, through the Audit Committee with the assistance of the External Consultant and the Internal Auditors, has reviewed the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2017 respectively. The Board has received a confirmation from management on the effectiveness of the Group's risk management and internal control systems and is satisfied that such systems are effective and adequate for the year ended 31 December 2017.

BUSINESS ETHICS

Code of Conduct

The Group's Code of Conduct for Directors and Employees (the "Code of Conduct") has long been established to ensure that both Directors and employees are kept abreast of and fulfill a set of defined ethical obligations and appropriate behaviours when conducting businesses and/or performing their duties. The Code of Conduct also provides guidance on responsibility to the Group's shareholders, customers and the community. Any member in breach of the Code of Conduct is subject to disciplinary action. The Code of Conduct is updated from time to time, taking into account changes in the relevant legislation and the business environment.

A set of Code of Conduct can be accessed through the Company's intranet and the Company's website.

Price-sensitive and/or inside information

With respect to procedures and internal controls for handling and dissemination of price-sensitive and/or inside information, the Company:

- is aware of its obligations under the Listing Rules and Part XIVA of the Securities and Futures Ordinance that information that is expected to be price sensitive or inside information should be disclosed as soon as reasonably practicable;

監控有效性

根據內部核數師設計及經審核委員會同意的內部審核計劃，內部核數師會每年檢討本公司的內部監控系統，務求於三年內完成檢討所有主要部份。於每次檢討後，內部核數師會向管理層提供有關改善內部監控的建議，以供管理層及審核委員會考慮。

概無發現對本公司股東有影響並需要關注的重大事宜。

董事會已透過審核委員會(在外聘顧問及內部核數師協助下)檢討本集團於截至二零一七年十二月三十一日止年度風險管理及內部監控系統的成效。董事會已接獲管理層就本集團風險管理及內部監控系統的成效提供的確認，管理層信納於截至二零一七年十二月三十一日止年度該等系統行之有效及足夠。

商業道德

操守準則

本集團早已設立董事及僱員操守準則(「操守準則」)，以確保董事及僱員於從事業務及／或履行職責時，瞭解及履行明確界定的道德責任及合適行為。操守準則亦提供對本集團股東、客戶及社區的責任指引。任何違反操守準則的成員須接受紀律處分。操守準則會根據有關立法及業務環境的變動而不時更新。

有關人士可透過本公司內聯網及本公司網站取得操守準則。

股價敏感資料及／或內幕消息

在處理及發放股價敏感資料及／或內幕消息的程序及內部監控方面，本公司

- 知悉其於上市規則及《證券及期貨條例》第XIVA部下的責任，應在合理地切實可行的範圍內盡快披露預計為股價敏感的資料或內幕消息；

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- conducts its affairs with close regard to the “Guidelines on Disclosure of Inside Information” issued by the Securities and Futures Commission in 2012;
- has included in the Code of Conduct a strict prohibition on the unauthorised use of confidential or inside information; and
- has established and implemented procedures for responding to external enquiries about the Group’s affairs. Senior management of the Group are identified and authorised to act as the Company’s spokespersons and respond to enquiries in allocated areas of issues.

With a view to identifying, handling and disseminating inside information in compliance with the Securities and Futures Ordinance, procedures including preclearance on dealing in Company’s securities by designated Director, notification of black-out period and securities dealing restrictions to relevant Directors and employees, identification of project by code name and dissemination of information to stated purpose and on a need-to-know basis have been implemented by the Group to guard against possible mishandling of inside information within the Group.

Directors’ Securities Transactions

The Company has adopted its own Code for Securities Transactions by Directors (the “Securities Code”) on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of the Listed Issuers set out in Appendix 10 to the Listing Rules. Following specific enquiry by the Company, all Directors confirmed that they have complied with the Securities Code throughout the year 2017.

COMMUNICATION WITH SHAREHOLDERS

The Company considers effective communication with shareholders is essential to enable them to have a clear assessment of the Group’s performance as well as accountability of the Board. Major means of communication with shareholders of the Company are as follows:

Information Disclosure on Corporate Website

The Company endeavours to disclose all material information about the Group to all interested parties on a timely basis. The Company maintains a corporate website (www.bison.com.hk) where important corporate information and other relevant financial and non-financial information such as annual reports and interim reports, notices and announcements, circulars and other information are available for review by shareholders and other stakeholders.

- 在處理事務時恪守證券及期貨事務監察委員會於二零一二年頒佈的《內幕消息披露指引》;
- 在其操守準則中載入嚴禁未經授權使用機密資料或內幕消息的規定; 及
- 建立及實施回應外界對本集團事務查詢的程序，並確定及授權本集團高級管理人員擔任本公司的發言人，以回應指定範疇內的查詢。

為遵照《證券及期貨條例》識別、處理及發放內幕消息，本集團已實行包括買賣本公司證券前須事先取得指定董事的批准、禁售期通知及相關董事及僱員買賣證券的限制、以代號識別項目以及按既定目的及按須知基準發佈資料等多項程序，以防範本集團內部可能出現的內幕消息處理失誤。

董事進行證券交易

本公司已採納其自有的《董事進行證券交易的守則》(「證券守則」)，該守則的條款不低於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》所訂的標準。經本公司作出特定查詢後，全體董事已確認於二零一七年度內遵守證券守則。

與股東之間的溝通

本公司認為，與股東進行有效溝通至關重要，讓彼等可明確評估本集團的表現及董事會的問責性。與本公司股東的主要溝通渠道如下：

公司網站的資料披露

本公司致力向所有關注人士適時披露所有有關本集團的重大資料。本公司設有公司網站(www.bison.com.hk)，當中載有如年報及中期報告、通告及公佈、通函等重要公司資料及其他相關財務及非財務資料，以及其他資料，可供股東及其他持份者查閱。

General Meetings with Shareholders

The Company's annual general meetings and special general meetings provide a useful platform for direct communication between the Board and shareholders. Separate resolutions are proposed on each substantially separate issue at the general meetings.

In accordance with the Listing Rules, the Company would arrange for the notice to shareholders to be sent in the case of annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days before in the case of all other meetings. Under the Bye-laws of the Company, all shareholders have 21 clear days' notice of the Annual General Meeting ("AGM") and Special General Meeting ("SGM") for the passing of a special resolution, and 14 clear days' notice of all other general meetings at which the Directors and Committee chairmen or members are available to answer their questions. A representative (usually the engagement partner) of the External Auditors also attends the AGM and will take questions from shareholders relating their audit of the Company's financial statements.

The 2017 AGM was held on 16 May 2017. The poll results of the 2017 AGM were published on the websites of the Company and HKEx. The 2018 AGM has been scheduled to be held on Friday, 8 June 2018.

Voting by Poll

Resolutions put to vote at the general meetings of the Company (other than on procedural and administrative matters) are taken by poll. The results of any voting by poll are announced and published as soon as possible, but in any event no later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following the meeting, on the websites of the Company and HKEx.

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 requirement under Paragraph O of the Corporate Governance Code set out in Appendix 14 of the Listing Rules:

與股東進行的股東大會

本公司的股東週年大會及股東特別大會提供一個有效平台，讓董事會與股東之間直接溝通。於股東大會上將按各重大獨立議題提呈個別決議案。

倘為股東週年大會，本公司將根據上市規則，安排於大會前最少二十個營業日寄發通知，而所有其他大會則最少十個營業日前寄發通知予股東。根據本公司的公司細則，全體股東均會於股東週年大會（「股東週年大會」）及為通過特別決議案而召開的股東特別大會（「股東特別大會」）舉行前足二十一日獲發通知，及於所有其他股東大會舉行前足十四日獲發通知，而董事及委員會主席或成員於會上回答股東的提問。外聘核數師代表（通常是主理審核的合夥人）亦會出席股東週年大會，並回答股東提出有關審核本公司財務報表的問題。

二零一七年股東週年大會已於二零一七年五月十六日舉行。二零一七年股東週年大會的投票結果已於本公司網站及港交所網站登載。二零一八年股東週年大會謹訂於二零一八年六月八日（星期五）舉行。

投票表決

於本公司股東大會上提呈以待表決的決議案（程序及行政事宜除外）以投票方式表決。任何投票表決結果會盡快公佈，並於本公司網站及港交所網站登載，惟公佈時間無論如何不得遲於會議後首個營業日早市或任何開市前時段（以較早者為準）開始交易之前30分鐘。

股東權利

以下載列根據上市規則附錄十四所載《企業管治守則》O段的強制披露規定須作出披露的本公司股東若干權利概要：

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Convening of special general meeting on requisition by shareholders

Pursuant to the Bye-laws of the Company, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board of the Company to convene a SGM for the transaction of any business specified in such requisition. The request must be in written form with the purpose of the meeting stated therein, duly signed by the shareholders concerned and deposited at our Hong Kong principal office for the attention of the Company Secretary. Upon receipt of the confirmation by the Company's Share Registrars that the request is valid, the Company Secretary will arrange to convene a SGM by serving sufficient notice in accordance with the Company's Bye-laws and the statutory requirements to all the registered shareholders.

Procedures for putting forward proposals at general meetings by shareholders

Shareholders holding not less than one-twentieth of the total voting rights of those shareholders having the right to vote at the general meetings may submit a written request to move a resolution at general meetings. The procedures for putting forward proposals at general meetings (including nominating a person for election as a Director) are set out in the Company's Shareholders' Communication Policy, which is available on the website of the Company.

Procedures for directing shareholders' enquiries to the Board

Enquires may be put to the Board by contacting either the Company Secretary through (852) 2165 3000 or e-mail at cosec@bison.com.hk or directly by questions at an AGM or SGM. Questions on the procedure for convening or putting forward proposals at an AGM or a SGM may also be put to the Company Secretary at the same means.

Constitutional Documents

There were no changes made to the constitutional documents of the Company in 2017. An updated version of the Memorandum of Association and Bye-laws of the Company is available on the websites of the Company and HKEx.

應股東要求召開股東特別大會

根據本公司的公司細則，任何於遞呈要求日期持有不少於本公司繳足股本(附有於本公司股東大會表決權利)十分一的股東，於任何時候有權透過向本公司董事會發出書面要求，召開股東特別大會，以處理有關要求中指明的任何事項。要求須以書面形式作出，列明大會之目的，經相關股東正式簽署後須送達本集團的香港總辦事處，列明收件人為公司秘書。收到由本公司股份過戶登記處確認要求有效後，公司秘書將安排召開股東特別大會，並根據本公司的公司細則及法定要求向全體註冊股東給予足夠通知期。

股東於股東大會上提呈建議的程序

持有於股東大會上擁有投票權之股東之總投票權不少於二十分之一之股東可提交書面請求，要求於股東大會上動議一項決議案。於股東大會提呈議案(包括提名一名人士經選舉擔任董事)的程序載於本公司的股東通訊政策，該政策已於本公司網站登載。

向董事會傳達股東查詢的程序

如有查詢，可致電(852) 2165 3000或電郵至 cosec@bison.com.hk 聯絡公司秘書，或直接於股東週年大會或股東特別大會上發問，向董事會提出。有關召開股東週年大會或股東特別大會或於會上提呈建議程序的問題，亦可以同一方式向公司秘書提出。

憲章文件

本公司的憲章文件於二零一七年內概無任何變動。本公司最新的組織章程大綱及公司細則可於本公司網站及港交所網站查閱。

DIRECTORS' REPORT

董事會報告

The directors (the “Directors”) of Bison Finance Group Limited (formerly known as RoadShow Holdings Limited 路訊通控股有限公司*) (the “Company”) submit herewith their annual report together with the audited financial statements for the year ended 31 December 2017.

Change of Company Name

After the date of this report but prior to its issue, as approved by the shareholders at the special general meeting of the Company held on 16 March 2018, the change of the English name of the Company from “RoadShow Holdings Limited” to “Bison Finance Group Limited” and the adoption of the Chinese name “貝森金融集團有限公司” as the secondary name of the Company in place of its existing name in Chinese “路訊通控股有限公司” (which has been used for identification purpose only) have both become effective on 16 March 2018. The Certificate of Incorporation on Change of Name and the Certificate of Secondary Name were both issued by the Registrar of Companies in Bermuda on 27 March 2018. The Company shall file the necessary forms to the Companies Registry in Hong Kong and obtain the Certificate of Registration of Alteration of Name of Registered Non-Hong Kong Company confirming the registration of the new English and Chinese names of the Company in Hong Kong in accordance with Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Principal place of business

The Company was incorporated in Bermuda and has its registered office at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business of the Company will be changed from Flat D, 2/F, HK Spinners Industrial Building, Phase 5, 760-762 Cheung Sha Wan Road, Kowloon, Hong Kong to Rooms 4105-06, 41/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong with effect from 18 April 2018.

Principal activities

The principal activity of the Company is investment holding and the Company and its subsidiaries (together referred to as the “Group”) are principally engaged in the provision of media sales and design services and production of advertisements for transit vehicle exteriors (“BUS-BODY”) and interiors (“BUS-INTERIOR”), shelters (“BUS-SHELTER”), Multi-media On-board (“MMOB” or “BUS-TV”), online portal, mobile apps and outdoor signages advertising businesses. The Group is also engaged in the provision of integrated marketing services covering these advertising platforms.

* For identification purposes only

貝森金融集團有限公司(前稱RoadShow Holdings Limited 路訊通控股有限公司*)(「本公司」)董事(「董事」)謹此提呈其年度報告及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。

更改公司名稱

於本報告日期後但刊發本報告前，經股東於二零一八年三月十六日舉行的股東特別大會上批准，本公司的英文名稱由「RoadShow Holdings Limited」更改為「Bison Finance Group Limited」，及採納中文名稱「貝森金融集團有限公司」作為本公司的第二名稱，以取代現有僅供識別的中文名稱「路訊通控股有限公司」，兩者均自二零一八年三月十六日起生效。百慕達公司註冊處處長已於二零一八年三月二十七日發出更改名稱註冊證明書及第二名稱證明書。本公司須根據香港法例第622章《公司條例》第16部向香港公司註冊處提交所需表格，以取得確認本公司的新英文及中文名稱已於香港註冊的註冊非香港公司變更名稱註冊證明書。

主要營業地點

本公司於百慕達註冊成立，其註冊辦事處位於 Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。本公司的主要營業地點將由香港九龍長沙灣道 760-762 號香港紗廠工業大廈 5 期 2D 室更改為香港灣仔皇后大道東 183 號合和中心 41 樓 4105-06 室，自二零一八年四月十八日起生效。

主要業務

本公司的主要業務為投資控股，而本公司及其附屬公司(統稱「本集團」)主要從事為客運車輛車身外部(「巴士車身」)及車廂內部(「巴士車廂」)、候車亭(「巴士候車亭」)、流動多媒體(「流動多媒體」或「巴士電視」)、網站、手機應用程式及戶外廣告牌提供媒體銷售及設計服務，以及廣告製作的業務。本集團亦提供涵蓋此等廣告平台的綜合市場推廣服務。

* 僅供識別

DIRECTORS' REPORT

董事會報告

The principal activities and other particulars of the Company's subsidiaries are set out in note 15 to the financial statements. The analysis of the principal activities and geographical locations of the operations of the Group during the financial year are set out in note 2 to the financial statements.

Recommended dividend

The Directors do not recommend the payment of a final dividend for year ended 31 December 2017 (2016: HK\$Nil).

Business review

A review of the business of the Group for the year ended 31 December 2017, a discussion on the Group's future business development and the description of the risks and uncertainties that the Group may be facing are set out in the Letter from the Board on pages 2 to 7 and Operational Review on pages 9 to 15 of this Annual Report. This discussion forms part of this Directors' Report.

The risk management objectives and policies of the Group are set out on pages 71 to 77 of this Annual Report.

An analysis of the Group's performance during the year using financial key performance indicators is set out in Financial Highlights on page 17 and Financial Review on pages 18 to 26 of this Annual Report.

Environmental policies and performance

The Group respects the environment and is committed to building awareness of environmental conservation and minimising its carbon footprints through efficient use of resources, employing green office initiatives and promoting environmental awareness among employees and the public. The Group understands the implications of climate change for the entire world and is committed to minimising the potential impact of its operations on the environment.

In 2017, the Group supported various meaningful local green events in town such as "Earth Hour 2017" of World Wide Fund and "Lai See Reuse and Recycling Program 2017" of Greeners Action.

In relation to the efficient use of resources, the Group has introduced various measures including, improving the office environment to help conserve energy, using of more energy-efficient LED lights to reduce electricity consumption and the need for air-conditioning, encouraging double-sided printing, less colour printing and paperless practices to reduce carbon footprints. The concept of "Reduce", "Reuse" and "Recycle" are heavily promoted. Employees are also encouraged to treasure food and minimise waste and noise.

本公司附屬公司的主要業務及其他資料載於財務報表附註15。本集團在本財政年度的主要業務及經營地區分析載於財務報表附註2。

建議股息

董事不建議就截至二零一七年十二月三十一日止年度派發末期股息(二零一六年：港幣零元)。

業務回顧

本集團截至二零一七年十二月三十一日止年度的業務回顧，有關本集團未來業務發展的討論以及本集團可能面對的風險及不明朗因素的描述載於本年報第2頁至第7頁的董事會函件及第9頁至第15頁的業務回顧。此討論構成本董事會報告的一部份。

本集團之風險管理目標及政策載於本年報的第71頁至第77頁。

利用財務關鍵表現指標進行的本集團年內表現分析載於本年報第17頁的財務摘要及第18頁至第26頁的財務回顧。

環境政策及表現

本集團愛惜環境，致力加強環保意識，並透過善用資源、實行綠色辦公室政策及提高僱員及公眾的環保意識，將本集團的碳足印減至最少。本集團深明氣候轉變對全世界的影響，並致力減輕其業務對環境的潛在影響。

於二零一七年，本集團支持世界自然基金會「地球一小時 2017」及綠領行動「利是封回收重用大行動 2017」等城中別具意義之綠色活動。

為善用資源，本集團已推行多項措施，包括改善辦公室環境以減少使用能源、使用更具能源效益的LED燈以減少耗電和使用冷氣、鼓勵雙面列印、減少彩色印刷及無紙化以減少碳足印。本集團亦積極推動「減廢」、「重用」及「循環再用」三項原則，同時鼓勵僱員珍惜食物及減少廢物和噪音。

During the year under review saw the Group's continuous commitment to greener office operations honoured by the World Green Organisation's United Nations Sustainable Development Goals Green Office and Eco-Healthy Workplace Awards.

For details of the Group's environmental policy, performance and commitments during the year, please refer to the Environmental, Social and Governance Report.

Compliance with relevant laws and regulations

On the Group's business and operation levels, before using any information, programme, music video or photo which is not owned or taken by the Group, the Group shall identify the copyright owner, ascertain the ownership of the relevant copyright work and obtain consent from the copyright owner. In addition, if any advertisement placed by the advertiser which may have legal issue or issue about compliance with the applicable laws, rules or regulations, such advertisement shall be pre-vetted by the Group in accordance with the advertising guidelines of the Group before acceptance of publication. The Group keeps reminding the employees of and emphasising the importance of safeguarding the security of the personal data. When collecting and processing such data, the Group complies with the Personal Data (Privacy) Ordinance and the guidelines issued by the Office of the Privacy Commissioner for Personal Data. The Group will not use or provide personal data to any person for use in direct marketing unless we have obtained the data subject's consent in writing.

In relation to human resources, the Group is committed to complying with the requirements of the Personal Data (Privacy) Ordinance, and ordinances relating to disability, sex, family status and race discrimination, as well as the Employment Ordinance, the Minimum Wage Ordinance and ordinances relating to occupational safety of employees of the Group, so as to safeguard the interests and well-being of its employees.

On the corporate level, the Group complies with the requirements under the Companies Ordinance, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and the Securities and Futures Ordinance (the "SFO") for, among other things, the disclosure of information and corporate governance, and the Group has adopted its own Code for Securities Transactions by Directors on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules.

本集團於回顧年度內獲世界綠色組織頒發聯合國可持續發展目標—綠色辦公室及健康工作間獎項，反映本集團努力不懈經營綠色辦公室。

有關本集團的環境政策及本年度表現及承諾的詳情，請參閱環境、社會及管治報告。

遵守相關法律及法規

在本集團的業務及營運層面上，於使用任何並非由本集團擁有或拍攝的資料、節目、音樂錄像及照片前，本集團會識別版權擁有人、確定相關版權作品的擁有權及取得版權擁有人同意。此外，倘任何由廣告商投放的廣告可能涉及法律問題或遵守適用法律、規則或規例的問題，則本集團會於接受該廣告前先按照本集團的廣告指引進行審批。本集團時刻提醒僱員並強調保障個人資料安全的重要性。在收集及處理該等資料的過程中，本集團遵守《個人資料(私隱)條例》及個人資料私隱專員公署發出的指引。除非經資料當事人書面同意，本集團不會將個人資料用於直銷推廣用途，或將個人資料提供予任何人士作該等用途。

人力資源方面，本集團致力遵守《個人資料(私隱)條例》、有關殘疾、性別、家庭狀況及種族歧視的條例以及《僱傭條例》、《最低工資條例》及有關本集團僱員職業安全的條例的規定，以保障其僱員的權益及福利。

在企業層面上，本集團遵守《公司條例》、《香港聯合交易所有限公司證券上市規則》(「上市規則」)及《證券及期貨條例》(「《證券及期貨條例》」)有關(其中包括)資料披露及企業管治的規定，而本集團已採納其自有的《董事進行證券交易的守則》，該守則的條款不低於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》所訂的標準。

DIRECTORS' REPORT

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Relationship with employees, customers and suppliers

The Group believes that employees are the valuable assets of the Group. With a view to retaining talents, the Group offers a comprehensive and competitive remuneration and benefits packages to all its employees. On-the-job training and development opportunities are provided to employees to enhance their career progression. The Group also encourages work-life balance by organising charitable, corporate social responsibility (“CSR”) and staff-friendly activities for employees, which are vital to promote staff relationship and communication.

For the year ended 31 December 2017, the key customers of the Group include the advertisers and the advertising agents (collectively, the “Advertisers”). Delivering top-quality services to the Advertisers is our top priority. To ensure customers’ satisfaction, the Group actively collects feedback from the Advertisers and deals with complaints within 24 hours. Most of the Advertisers have established long-term business relationship with the Group which ensures steady advertising income of the Group.

During the year under view, the largest supplier of the Group was The Kowloon Motor Bus Company (1933) Limited (“KMB”). The Group has maintained long-term and close business relationship with KMB over the years. The other key suppliers of the Group include advertising production or outdoor media companies. The Group has also established long-term and good relationship with these suppliers which ensures steady supply so as to provide high quality products and services to customers.

Share capital

Details of the share capital of the Company are set out in note 26 to the financial statements. There were no movements during the year.

與僱員、客戶及供應商的關係

本集團相信，僱員為本集團的寶貴資產。為挽留人才，本集團為其全體僱員提供完善及具吸引力的薪酬及福利，亦提供各種在職培訓及發展機會，促進僱員的事業發展。本集團亦透過為僱員舉辦慈善、企業社會責任及關懷員工關係的活動，鼓勵僱員於工作與生活之間取得平衡，有助加強員工關係及溝通。

於截至二零一七年十二月三十一日止年度，本集團的主要客戶包括廣告商及廣告代理（統稱「廣告商」）。為廣告商提供頂級服務為本集團的首要任務。為確保客戶稱心滿意，本集團積極徵詢廣告商的意見，並於24小時內處理投訴。大部份廣告商已與本集團建立長遠的業務關係，能確保本集團獲得穩定的廣告收入。

於本回顧年度，本集團的最大供應商為九龍巴士（一九三三）有限公司（「九巴」）。本集團多年來與九巴一直維持緊密的長遠業務關係。本集團的其他主要供應商包括廣告製作或戶外媒體公司。本集團亦與該等供應商維持良好的長遠關係，確保供應的穩定性，從而為客戶提供優質產品及服務。

股本

本公司股本的詳情載於財務報表附註26。年內概無變動。

Directors

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

董事

於本財政年度及截至本報告日期止的董事如下：

| | |
|--|---|
| Mr XU Peixin ⁺ 徐沛欣先生 ⁺ | Appointed on 21 November 2017 於二零一七年十一月二十一日獲委任 |
| Dr MA Weihua [#] 馬蔚華博士 [#] | Appointed on 21 November 2017 於二零一七年十一月二十一日獲委任 |
| Mr BIAN Fang ⁺ 卞方先生 ⁺ | Appointed on 8 February 2018 於二零一八年二月八日獲委任 |
| Mr ZHU Dong ⁺ 朱冬先生 ⁺ | Appointed on 13 December 2017 於二零一七年十二月十三日獲委任 |
| Dr QI Daqing [^] 齊大慶博士 [^] | Appointed on 21 November 2017 於二零一七年十一月二十一日獲委任 |
| Mr CHEN Yigong [^] 陳亦工先生 [^] | Appointed on 21 November 2017 於二零一七年十一月二十一日獲委任 |
| Mr FENG Zhonghua [^] 馮中華先生 [^] | Appointed on 21 November 2017 於二零一七年十一月二十一日獲委任 |
| Dr John CHAN Cho Chak [#] GBS, JP 陳祖澤博士太平紳士 [#] GBS | Resigned at 4:00 p.m. on 12 December 2017 於二零一七年十二月十二日下午四時正辭任 |
| Ms Winnie NG [#] JP 伍穎梅太平紳士 [#] | Resigned at 4:00 p.m. on 12 December 2017 於二零一七年十二月十二日下午四時正辭任 |
| Mr YUNG Wing Chung [#] 容永忠先生 [#] | Resigned at 4:00 p.m. on 12 December 2017 於二零一七年十二月十二日下午四時正辭任 |
| Mr LOH Chan Stephen ⁺ 羅燦先生 ⁺ | Appointed on 1 February 2017 and resigned at 4:00 p.m. on 12 December 2017 於二零一七年二月一日獲委任及於二零一七年十二月十二日下午四時正辭任 |
| Dr Carlye Wai-Ling TSUI [^] BBS, MBE, JP 徐尉玲博士太平紳士 [^] BBS, MBE | Resigned at 4:00 p.m. on 12 December 2017 於二零一七年十二月十二日下午四時正辭任 |

DIRECTORS' REPORT

董事會報告

| | |
|---|--|
| Dr Eric LI Ka Cheung [^] GBS, OBE, JP 李家祥博士太平紳士 [^] GBS, OBE | Resigned at 4:00 p.m. on 12 December 2017 於二零一七年十二月十二日下午四時正辭任 |
| Professor Stephen CHEUNG Yan Leung [^] BBS, JP 張仁良教授太平紳士 [^] BBS | Resigned at 4:00 p.m. on 12 December 2017 於二零一七年十二月十二日下午四時正辭任 |
| Dr John YEUNG Hin Chung [^] SBS, OBE, JP 楊顯中博士太平紳士 [^] SBS, OBE | Resigned at 4:00 p.m. on 12 December 2017 於二零一七年十二月十二日下午四時正辭任 |
| Mr MAK Chun Keung [#] 麥振強先生 [#] | Resigned at 4:00 p.m. on 12 December 2017 於二零一七年十二月十二日下午四時正辭任 |
| Mr John Anthony MILLER [#] SBS, OBE 苗學禮先生 [#] SBS, OBE | Resigned at 4:00 p.m. on 12 December 2017 於二零一七年十二月十二日下午四時正辭任 |
| Mr Allen FUNG Yuk Lun [#] 馮玉麟先生 [#] | Resigned at 4:00 p.m. on 12 December 2017 於二零一七年十二月十二日下午四時正辭任 |
| Mr LEE Luen Fai [#] 李鑾輝先生 [#] | Resigned at 4:00 p.m. on 12 December 2017 於二零一七年十二月十二日下午四時正辭任 |

⁺ Executive Director
[#] Non-Executive Director
[^] Independent Non-Executive Director

⁺ 執行董事
[#] 非執行董事
[^] 獨立非執行董事

In accordance with the Company's Bye-law 87 and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, Mr XU Peixin, Dr MA Weihua and Dr QI Daqing will retire from the Board of Directors (the "Board") by rotation at the forthcoming Annual General Meeting and, being eligible, have offered themselves for re-election.

No Director proposed for re-election at the forthcoming Annual General Meeting has an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than normal statutory compensation.

根據本公司的公司細則第87條及上市規則附錄十四所載的《企業管治守則》，徐沛欣先生、馬蔚華博士及齊大慶博士將於即將舉行的股東週年大會上輪席退任董事會（「董事會」）職務，而彼等均符合資格並願膺選連任。

本公司或其任何附屬公司並無與擬於即將舉行的股東週年大會上膺選連任的董事訂立任何於一年內若本公司或其任何附屬公司終止其合約時，需作出賠償（一般法定賠償除外）而尚未屆滿的服務合約。

Directors' and chief executive's interests and short positions in shares, underlying shares and debentures

The Directors who held office at 31 December 2017 and have interests in the shares of the Company, and its associated corporations (within the meaning of Part XV of the SFO) at that date as recorded in the register of directors' and chief executives' interests and short positions required to be kept under section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers under the Appendix 10 to the Listing Rules are set out as follows:

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

根據《證券及期貨條例》第352條規定須存置的董事及最高行政人員權益及淡倉登記冊所記錄，於二零一七年十二月三十一日在任及於該日於本公司及其相關法團(定義見《證券及期貨條例》第xv部)的股份中擁有權益的董事，或根據上市規則附錄十《上市發行人董事進行證券交易的標準守則》而須另行知會本公司及香港聯合交易所有限公司(「聯交所」)的權益載列如下：

Interests in issued shares of the Company and associated corporations of the Company 於本公司及本公司的相聯法團已發行股份中的權益

| | Personal interests 個人權益 | Family interests 家族權益 | Corporate interests 公司權益 | Other interests 其他權益 | Total number of shares held 所持有股份總數 | % of total issued shares 佔全部已發行股份百分比 |
|---|----------------------------|--------------------------|-----------------------------|-------------------------|--|---|
| The Company: Ordinary shares of HK\$0.1 each 本公司：每股面值港幣 0.1 元的普通股 | | | | | | |
| Mr XU Peixin ("Mr Xu") (Note 1) 徐沛欣先生(「徐先生」)(附註 1) | — | — | 700,678,005 | — | 700,678,005 | 70.25% |
| Bliss Chance Global Limited ("Bliss Chance") (Note 2): Ordinary shares of no par value 喜昌環球有限公司(「喜昌」)(附註 2)：無面值普通股 | | | | | | |
| Mr Xu (Note 3) 徐先生(附註 3) | — | — | 160,000,000 | — | 160,000,000 | 100.00% |
| Bison Capital Financial Holdings Limited ("Bison Capital") (Note 2): Ordinary shares of US\$1.00 each 貝森資本金融控股有限公司(「貝森資本」)(附註 2)：每股面值 1.00 美元的普通股 | | | | | | |
| Mr Xu (Note 3) 徐先生(附註 3) | 1 | — | — | — | 1 | 100.00% |

Notes:

- These 700,678,005 shares of the Company are held by Bliss Chance, all the ordinary shares of which are wholly and beneficially owned by Bison Capital. Bison Capital is in turn wholly and beneficially owned by Mr Xu. By virtue of the SFO, Mr Xu is deemed to be interested in the shares of the Company held by Bliss Chance.
- Bliss Chance and Bison Capital are the holding companies of the Company.
- All the ordinary shares of Bliss Chance are wholly and beneficially owned by Bison Capital. Bison Capital is in turn wholly and beneficially owned by Mr Xu. By virtue of the SFO, Mr Xu is deemed to be interested in the shares of Bliss Chance held by Bison Capital. Mr Xu is a director of Bliss Chance and Bison Capital.

附註：

- 該等本公司700,678,005股股份由喜昌持有，而喜昌全部普通股均由貝森資本全資及實益擁有。貝森資本則由徐先生全資及實益擁有。根據證券及期貨條例，徐先生被視為於喜昌持有的本公司股份中擁有權益。
- 喜昌及貝森資本為本公司的控股公司。
- 喜昌全部普通股均由貝森資本全資及實益擁有。貝森資本則由徐先生全資及實益擁有。根據證券及期貨條例，徐先生被視為於貝森資本持有的喜昌股份中擁有權益。徐先生為喜昌及貝森資本的董事。

DIRECTORS' REPORT

董事會報告

Short positions in issued shares of the Company and associated corporations of the Company

於本公司及本公司的相聯法團已發行股份中的淡倉

| | Personal interests 個人權益 | Family interests 家族權益 | Corporate interests 公司權益 | Other interests 其他權益 | Total number of shares held that are subject to short position 所持有涉及淡倉股份總數 | % of total issued shares 佔全部已發行股份百分比 |
|--|----------------------------|--------------------------|-----------------------------|-------------------------|---|---|
| The Company: Ordinary shares of HK\$0.1 each 本公司：每股面值港幣 0.1 元的普通股 | | | | | | |
| Mr Xu (Note 1) 徐先生(附註 1) | — | — | 678,259,144 | — | 678,259,144 | 68.01% |
| Bliss Chance (Note 2): Ordinary shares of no par value 喜昌(附註 2)：無面值普通股 | | | | | | |
| Mr Xu (Note 2) 徐先生(附註 2) | — | — | 160,000,000 | — | 160,000,000 | 100.00% |

Notes:

- 678,259,144 shares of the Company held by Bliss Chance have been charged in favour of Fruitful Worldwide Limited ("Fruitful Worldwide"). Fruitful Worldwide is wholly-owned by China Huarong International Holdings Ltd., which in turn is wholly-owned by China Huarong Asset Management Co., Ltd. All the ordinary shares of Bliss Chance are wholly and beneficially owned by Bison Capital. Bison Capital is in turn wholly and beneficially owned by Mr Xu. By virtue of the SFO, Mr Xu is deemed to be interested in the short positions in the shares of the Company held by Bliss Chance.
- Bliss Chance is the holding company of the Company. All ordinary shares of Bliss Chance held by Bison Capital have been charged in favour of Fruitful Worldwide. By virtue of the SFO, Mr Xu is deemed to be interested in the short positions in the shares of Bliss Chance held by Bison Capital.

Apart from the foregoing, none of the Directors and chief executive of the Company had any interest or short position in the shares, underlying shares and/or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under 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.

Confirmation of independence

The Company has received from each of the Independent Non-Executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the Independent Non-Executive Directors to be independent.

附註：

- 喜昌持有的本公司678,259,144股股份已抵押予Fruitful Worldwide Limited (「Fruitful Worldwide」)。Fruitful Worldwide由中國華融國際控股有限公司全資擁有，而中國華融國際控股有限公司則由中國華融資產管理股份有限公司全資擁有。喜昌全部普通股均由貝森資本全資及實益擁有。貝森資本則由徐先生全資及實益擁有。根據證券及期貨條例，徐先生被視為於喜昌持有的本公司股份中之淡倉擁有權益。
- 喜昌為本公司的控股公司。貝森資本持有的喜昌全部普通股已抵押予Fruitful Worldwide。根據證券及期貨條例，徐先生被視為於貝森資本持有的喜昌股份中之淡倉擁有權益。

除上述者外，本公司董事及最高行政人員概無於本公司或其任何相聯法團(定義見《證券及期貨條例》第XV部)的股份、相關股份及／或債權證中擁有按根據《證券及期貨條例》第352條規定須存置的登記冊所記錄或根據《上市發行人董事進行證券交易的標準守則》須知會本公司及聯交所的權益或淡倉。

獨立性確認

本公司已根據上市規則第3.13條的規定，接獲各獨立非執行董事的年度獨立性確認書，並認為全體獨立非執行董事均具獨立性。

Substantial shareholders' and other persons' interests and short positions in shares and underlying shares

At 31 December 2017, the interests or short positions of the persons (not being Directors and chief executives of the Company) in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO and required to be entered into the register maintained by the Company pursuant to section 336 of the SFO were as follows:

| Name 名稱 | Capacity 身份 | Total number of shares held 所持有股份總數 | % of total issued shares 佔全部已發行 股份百分比 |
|--|--|---|---|
| Bliss Chance (Note 1) 喜昌(附註 1) | Beneficial owner 實益擁有人 | 700,678,005 | 70.25% |
| Bison Capital (Note 2) 貝森資本(附註 2) | Interest of controlled corporation 受控制法團的權益 | 700,678,005 | 70.25% |
| Ms JIANG Feng Yun (Note 3) 蔣鳳雲女士(附註 3) | Interest of spouse 配偶的權益 | 700,678,005 | 70.25% |
| Fruitful Worldwide (Note 4) Fruitful Worldwide (附註 4) | Person having a security interest in shares 於股份中擁有保證權益的人士 | 678,259,144 | 68.01% |
| China Huarong International Holdings Limited 中國華融國際控股有限公司 | Person having a security interest in shares 於股份中擁有保證權益的人士 | 678,259,144 | 68.01% |
| China Huarong Asset Management Co., Ltd. 中國華融資產管理股份有限公司 | Person having a security interest in shares 於股份中擁有保證權益的人士 | 678,259,144 | 68.01% |

Notes:

- Bliss Chance owns 700,678,005 shares of the Company.
- As Bliss Chance is a wholly-owned subsidiary of Bison Capital, Bison Capital is deemed to be interested in the same number of shares of the Company held by Bliss Chance under the SFO.
- Ms JIANG Feng Yun is the spouse of Mr Xu. She is deemed to be interested in 700,678,005 shares of the Company which represents the same interest of Mr Xu for the purpose of Part XV of the SFO.
- 678,259,144 shares of the Company held by Bliss Chance have been charged in favour of Fruitful Worldwide. As Fruitful Worldwide is wholly-owned by China Huarong International Holdings Ltd., which in turn is wholly-owned by China Huarong Asset Management Co., Ltd., China Huarong International Holdings Ltd. and China Huarong Asset Management Co., Ltd. are deemed to be interested in the security interest in the 678,259,144 shares of the Company charged in favour of Fruitful Worldwide for the purpose of Part XV of the SFO.

主要股東及其他人士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，除本公司董事及最高行政人員外的人士於本公司或其任何相聯法團(定義見《證券及期貨條例》第 XV 部)的股份及相關股份中擁有根據《證券及期貨條例》第 XV 部第 2 及 3 分部須知會本公司及聯交所及須載入本公司根據《證券及期貨條例》第 336 條存置的登記冊的權益或淡倉如下：

附註：

- 喜昌持有本公司 700,678,005 股股份。
- 由於喜昌為貝森資本的全資附屬公司，根據證券及期貨條例，貝森資本因此被視為於喜昌持有本公司同等數量的股份中擁有權益。
- 蔣鳳雲女士為徐先生的配偶。彼被視為於本公司 700,678,005 股股份中擁有權益，就《證券及期貨條例》第 XV 部而言，該等權益指徐先生擁有的相同權益。
- 喜昌持有的本公司 678,259,144 股股份已抵押予 Fruitful Worldwide。由於 Fruitful Worldwide 由中國華融國際控股有限公司全資擁有，而中國華融國際控股有限公司則由中國華融資產管理股份有限公司全資擁有，故就《證券及期貨條例》第 XV 部而言，中國華融國際控股有限公司及中國華融資產管理股份有限公司均被視為於本公司已抵押予 Fruitful Worldwide 的 678,259,144 股股份中擁有保證權益。

DIRECTORS' REPORT

董事會報告

Apart from the foregoing, no other interests or short positions required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

Sufficiency of public float

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this Annual Report, the Company has maintained the prescribed public float under the Listing Rules.

Indemnity of directors

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the Directors is currently in force and was in force throughout this year.

Directors' interests in transactions, arrangements or contracts

No transaction, arrangement or contract of significance to which the Company, or any of its holding companies, subsidiaries or fellow subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Contract of Significance

There was no contract of significance between the Company or any of its subsidiaries, and a controlling shareholder of the Company or any of its subsidiaries as at 31 December 2017.

Competing Interests

For the year ended 31 December 2017, the Directors were not aware of any business or interest of the Directors, the controlling shareholders of the Company and their respective close associates (as defined under the Listing Rules) that competes or may compete with the business of the Group and any other conflict of interest, which any such person has or may have with the Group.

除上述者外，本公司並無獲知會其他須記入根據《證券及期貨條例》第 336 條存置的登記冊的權益或淡倉。

公眾持股量的充足程度

根據本公司從公開途徑取得的資料及就董事所知，於本年報日期，本公司已維持上市規則所規定的公眾持股量。

董事的彌償

有關向董事提供彌償的獲准許的彌償條文(定義見香港《公司條例》第 469 條)現正生效，並於本年度內一直生效。

董事於交易、安排或合約的權益

於年末或於年內任何時間，並無存續任何由本公司、其任何控股公司、附屬公司或同系附屬公司訂立而董事於當中直接或間接擁有重大權益的交易、安排或重要合約。

重要合約

於二零一七年十二月三十一日，本公司或其附屬公司與本公司控股股東或其任何附屬公司之間並無訂立任何重要合約。

競爭權益

於截至二零一七年十二月三十一日止年度，董事並無察覺董事、本公司控股股東及彼等各自的緊密聯繫人士(定義見上市規則)的任何業務或權益與本集團的業務競爭或可能構成競爭，及任何該等人士與本集團具有或可能具有任何其他利益衝突。

Major customers and suppliers

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

| | | Percentage of the Group's total 佔本集團總數百分比 | |
|-------------------------------------|---------|--|-----------------|
| | | Sales 銷售 | Purchases 購買 |
| The largest customer | 最大客戶 | 8% | — |
| Five largest customers in aggregate | 五大客戶合計 | 24% | — |
| The largest supplier | 最大供應商 | — | 46% |
| Five largest suppliers in aggregate | 五大供應商合計 | — | 69% |

No Director who held office at 31 December 2017 nor any of his close associates; nor any shareholder (which to the knowledge of the Directors own more than 5% of the number of issued shares of the Company) had any interest in the largest suppliers.

Purchase, sale or redemption of the Company's listed securities

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

Pre-emptive rights

There is no provision for pre-emptive rights under the Company's Bye-Laws and the laws of Bermuda.

Tax relief

The Company is not aware of any relief from taxation available to the shareholders of the Company by reason of their shareholding in the Company.

Management Contracts

For the year ended 31 December 2017, the Company has not entered into any contract with any individual, firm or body corporate to manage or administer the whole or any substantial part of any business of the Company.

主要客戶及供應商

於本財政年度內，本集團主要客戶及供應商分別應佔的銷售及購買資料如下：

於二零一七年十二月三十一日在任的董事、其任何緊密聯繫人士及任何股東(據董事所知，擁有本公司已發行股本逾5%)概無擁有最大供應商的任何權益。

購買、出售或贖回本公司上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

優先購買權

本公司的公司細則及百慕達法例概無優先購買權的條文。

稅務寬免

本公司並不知悉本公司股東因持有股份而可享有的任何稅務寬免。

管理合約

於截至二零一七年十二月三十一日止年度，本公司概無與任何個人、公司或法人團體訂立管理或處理本集團任何業務的全部或任何重大部分的任何合約。

DIRECTORS' REPORT

董事會報告

Donations

During the year, the Group made charitable and other donations amounting to HK\$400,000.

Equity-linked agreements

No equity-linked agreement was entered into during the year or subsisted at the end of the year ended 31 December 2017.

Profile of Directors

Profile of Directors are set out on pages 27 to 31 of this Annual Report.

Five year financial summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 178 to 179 of this Annual Report.

Retirement schemes

The Group operates a mandatory provident fund scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance and participates in employee pension schemes organised by the local governments of the People's Republic of China ("PRC") under the regulations of the PRC. All these retirement schemes are defined contribution plans and their particulars are set out in note 29 to the financial statements.

Auditors

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board

XU Peixin

Executive Director

Hong Kong, 15 March 2018

捐款

本集團於本年度內的慈善及其他捐款總額為港幣400,000元。

股權掛鈎協議

本集團於年內概無訂立或於截至二零一七年十二月三十一日止年度終結時概無存續任何股票掛鈎協議。

董事簡介

董事簡介載於本年報第27頁至第31頁。

五年財務概要

本集團最近五個財政年度的業績及資產負債概要載於本年報第178頁至第179頁。

退休計劃

本集團根據香港《強制性公積金計劃條例》設有強制性公積金計劃，並按中華人民共和國（「中國」）的法規規定參與由中國地方政府籌辦的僱員退休金計劃。所有該等退休計劃乃定額供款計劃，其詳情載於財務報表附註29。

核數師

畢馬威會計師事務所依章告退，惟符合資格並願接受重聘。有關重聘畢馬威會計師事務所為本公司核數師的決議案將於即將舉行的股東週年大會上提出。

承董事會命

徐沛欣

執行董事

香港，二零一八年三月十五日

FINANCIAL REPORT 財務報告

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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
BISON FINANCE GROUP LIMITED (FORMERLY KNOWN AS ROADSHOW HOLDINGS LIMITED)
致貝森金融集團有限公司(前稱路訊通控股有限公司)股東的獨立核數師報告



**Independent auditor's report to the
shareholders of Bison Finance Group Limited
(formerly known as RoadShow Holdings
Limited)**

(Incorporated in Bermuda with limited liability)

Opinion

We have audited the consolidated financial statements of Bison Finance Group Limited (formerly known as RoadShow Holdings Limited) ("the Company") and its subsidiaries ("the Group") set out on pages 100 to 177, which comprise the consolidated statement of financial position as at 31 December 2017, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for opinion

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

**致貝森金融集團有限公司
(前稱路訊通控股有限公司)股東的
獨立核數師報告**

(於百慕達註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計刊載於第100頁至第177頁的貝森金融集團有限公司(前稱路訊通控股有限公司)(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零一七年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一七年十二月三十一日的綜合財務狀況以及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對百慕達綜合財務報表的審計相關的道德要求，我們獨立於貴集團，並已履行這些道德要求及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證充足和適當地為我們的審計意見提供基礎。

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.

Recoverability of accounts receivable

Refer to note 18 to the consolidated financial statements and the accounting policies on pages 113 and 114.

The Key Audit Matter

At 31 December 2017, the Group's accounts receivable, after making allowances for doubtful debts of HK\$9.2 million, amounted to HK\$91.7 million, of which HK\$31.2 million was past due. The balance of accounts receivable represented 18.5% of the Group's net assets at the end of the reporting period.

The Group enters into sales transactions with customers across a number of different sectors. These customers have different credit profiles and the timing of settlement of accounts receivable can be influenced by sector norms and the economic environment in which the customers operate. The Group's allowances for doubtful debts are based on management's estimate of the expected credit losses to be incurred, which is estimated by taking into account the credit history of the Group's customers and current market and customer-specific conditions.

At the end of each reporting period a considerable level of management judgement is therefore required to determine whether there is objective evidence of impairment and, if such evidence is determined to exist, the amount required to write down accounts receivable to their recoverable amounts.

How the matter was addressed in our audit

Our audit procedures to assess the recoverability of accounts receivable included the following:

- understanding and evaluating the design, implementation and operating effectiveness of key internal controls relating to the Group's credit control process;
- assessing whether items in the ageing analysis of accounts receivable were included in the appropriate ageing category by comparison with the relevant sales invoices on a sample basis;
- evaluating the recorded allowances for doubtful debts by comparing cash receipts after the end of the reporting period against accounts receivable balances at the end of the reporting period, on a sample basis, taking into account credit terms given to the relevant customers;
- assessing the basis of management's conclusions about the recoverability of the significant or long overdue balances with reference to recent history of settlement, defaults or disputes and their assessment of the delinquent trade debtors' financial condition and estimated date of settlement; and

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合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綜合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。

應收賬款的可收回程度

參閱綜合財務報表附註18及第113頁至第114頁的會計政策。

關鍵審計事項

於二零一七年十二月三十一日，貴集團應收賬款(經扣除呆賬撥備港幣9,200,000元)為港幣91,700,000元，其中港幣31,200,000元已逾期。應收賬款結餘相當於報告期末貴集團資產淨值的18.5%。

貴集團與多個行業的客戶訂立銷售交易。該等客戶的信貸狀況不同，而清償應收賬款的時間或會受到行業常規及客戶經營所處經濟環境影響。貴集團的呆賬撥備乃以管理層對將產生的預期信貸虧損的估計為基礎，而於計算有關信貸虧損時會計及貴集團客戶的信貸紀錄以及現時市場及客戶個別情況。

因此，於各報告期末釐定有否任何減值的客觀憑證時須作出大量管理層判斷，而倘釐定存在有關憑證，則須釐定將應收賬款撇減至可收回金額的數額。

我們於審計時處理有關事項的方法

我們評估應收賬款的可收回程度的程序包括下列各項：

- 瞭解及評估有關貴集團信貸監控過程的主要內部監控的設計、實行狀況及操作成效；
- 藉着抽樣比較相關銷售發票，評估應收賬款賬齡分析內的項目是否計入適當賬齡類別內；
- 藉着抽樣比較報告期末後收取的現金與於報告期末的應收賬款結餘(當中會計及給予相關客戶的信貸期)，評估已入賬的呆賬撥備；
- 參照近期清償、欠款或爭議紀錄以及管理層對違約債務人財務狀況及估計清償日期的評估，評估管理層對大額或嚴重逾期結餘的可收回程度所作結論的基礎；及

Key audit matters (continued)

Recoverability of accounts receivable (continued)

| The Key Audit Matter (continued) | How the matter was addressed in our audit (continued) |
|---|--|
| We identified the recoverability of accounts receivable as a key audit matter because of the significance of any potential reduction in the recoverable amount of accounts receivable to the Group's results for the year and because the determination of allowances for doubtful debts is inherently subjective and requires significant management judgement which increases the risk of error or potential management bias. | <ul style="list-style-type: none">assessing the historical accuracy of the assumptions and estimates made by management for the allowances for doubtful debts by examining, on a sample basis, the utilisation or release of previously recorded allowances for doubtful debts during the current year and write-offs of accounts receivable during the current year which were not provided for at the end of the preceding financial year. |

Information other than the consolidated financial statements and auditor's report thereon

The directors are responsible for the other information. The other information comprises all 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.

關鍵審計事項(續)

應收賬款的可收回程度(續)

| 關鍵審計事項(續) | 我們於審計時處理有關事項的方法(續) |
|--|--|
| 我們將應收賬款的可收回程度識別為關鍵審計事項，原因為應收賬款可收回金額的潛在下調對貴集團本年度業績具有重要性，加上釐定呆賬撥備本身性質主觀，涉及重大管理層判斷，增加錯誤或潛在管理層偏好的風險。 | <ul style="list-style-type: none">藉着抽樣審視本年度使用或解除過往入賬的呆賬撥備的狀況及本年度撇銷應收賬款(並無於過往財政年度年末確認撥備)的狀況，評估管理層於呆賬撥備中所作假設及估計的歷史準確性。 |

綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，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綜合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。

Responsibilities of the directors for the consolidated financial statements

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

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

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

Auditor's responsibility for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的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。

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

審核委員會協助董事履行監督 貴集團的財務報告過程的責任。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表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，並出具包括我們的意見的核數師報告。我們是按照百慕達一九八一年《公司法》第90條的規定，僅向整體股東報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，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滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，即有關錯誤陳述可被視為重大。

Auditor's responsibility for the audit of the consolidated financial statements (continued)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

核數師就審計綜合財務報表承擔的責任(續)

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審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。
- 了解與審計有關的內部控制，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。
- 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，從而可能對 貴集團持續經營的能力產生重大疑慮。如果我們認為存在重大不確定性，則須於核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。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。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易及事項。

Auditor's responsibility for the audit of the consolidated financial statements (continued)

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

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and 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 Felix Kwo Hang LEE.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

15 March 2018

核數師就審計綜合財務報表承擔的責任 (續)

- 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，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出的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綜合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項目合夥人是李果行。

畢馬威會計師事務所

執業會計師
香港中環
遮打道10號
太子大廈8樓

二零一八年三月十五日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2017 (Expressed in Hong Kong dollars)

截至二零一七年十二月三十一日止年度(按港幣計算)

| | | Note | 2017 | 2016 |
|--|-----------------|-------|------------------|-----------|
| | | 附註 | \$'000 | \$'000 |
| | | | 千元 | 千元 |
| Revenue | 收入 | 2 & 3 | 348,449 | 407,511 |
| Other revenue | 其他收入 | 4(a) | 10,759 | 17,125 |
| Other net income/(loss) | 其他收益/(虧損)淨額 | 4(b) | 14,274 | (9,940) |
| Total operating revenue | 經營收入總額 | | 373,482 | 414,696 |
| Operating expenses | 經營費用 | | | |
| Royalty, licence and management fees | 專利費、特許費及管理費 | | (194,574) | (206,153) |
| Cost of production | 製作成本 | | (69,548) | (74,611) |
| Staff expenditure | 員工支出 | | (66,598) | (66,010) |
| Depreciation and amortisation | 折舊及攤銷 | | (4,764) | (15,241) |
| Cost of inventories sold | 已售存貨成本 | 16 | — | (9,844) |
| Repairs and maintenance | 維修及保養 | | (2,211) | (5,926) |
| Impairment loss on accounts receivable | 應收賬款減值虧損 | 18(b) | (2,858) | (2,422) |
| Impairment loss on intangible assets | 無形資產減值虧損 | 12 | — | (217) |
| Write-down of inventories | 存貨撇減 | 16 | — | (4,101) |
| Impairment loss on property, plant and equipment | 物業、廠房及設備減值虧損 | 11 | (37) | (22,910) |
| Reversal of provision/(provision for) onerous contracts, net | 撥備撥回/虧損合約(撥備)淨額 | 23 | 13,910 | (14,455) |
| Other operating expenses | 其他經營費用 | | (48,139) | (34,905) |
| Total operating expenses | 經營費用總額 | | (374,819) | (456,795) |
| Loss before taxation | 除稅前虧損 | 5 | (1,337) | (42,099) |
| Income tax | 所得稅 | 6(a) | (6,190) | (25) |
| Loss for the year | 本年度虧損 | | (7,527) | (42,124) |
| Attributable to: | 應佔如下： | | | |
| Equity shareholders of the Company | 本公司股東 | | (6,577) | (45,260) |
| Non-controlling interests | 非控股權益 | | (950) | 3,136 |
| Loss for the year | 本年度虧損 | | (7,527) | (42,124) |
| Loss per share (in Hong Kong cents) | 每股虧損(港仙) | 10 | | |
| Basic and diluted | 基本及攤薄 | | (0.66) | (4.54) |

The notes on pages 107 to 177 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the year are set out in note 9.

第107頁至第177頁的附註屬本財務報表的一部份。本年度應付本公司股東股息的詳情載於附註9。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2017 (Expressed in Hong Kong dollars)

截至二零一七年十二月三十一日止年度(按港幣計算)

| | | 2017 | 2016 |
|---|--------------------------------|----------------|-----------------|
| | | \$'000 | \$'000 |
| | | 千元 | 千元 |
| Loss for the year | 本年度虧損 | (7,527) | (42,124) |
| Other comprehensive income for the year (after tax and reclassification adjustments): | 本年度其他全面收益 (除稅及重新分類調整後): | | |
| Item that may be reclassified subsequently to profit or loss: | 其後可重新分類至損益的項目: | | |
| Exchange differences on translation of the financial statements of operations outside Hong Kong, net of tax | 換算香港境外業務財務報表的匯兌差額，扣除稅項後 | 1,394 | (1,015) |
| Total comprehensive income for the year | 本年度全面收益總額 | (6,133) | (43,139) |
| Attributable to: | 應佔如下: | | |
| Equity shareholders of the Company | 本公司股東 | (5,183) | (46,275) |
| Non-controlling interests | 非控股權益 | (950) | 3,136 |
| Total comprehensive income for the year | 本年度全面收益總額 | (6,133) | (43,139) |

The notes on pages 107 to 177 form part of these financial statements.

第107頁至第177頁的附註屬本財務報表的一部份。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2017 (Expressed in Hong Kong dollars)

於二零一七年十二月三十一日(按港幣計算)

| | | Note | 2017 | 2016 |
|--|------------------|-------|----------------|----------------|
| | | 附註 | \$'000 | \$'000 |
| | | | 千元 | 千元 |
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 11 | 15,491 | 13,629 |
| Intangible assets | 無形資產 | 12 | — | — |
| Goodwill | 商譽 | 13 | 40,770 | — |
| Non-current prepayments and deposits | 非流動預付款項及按金 | 14 | 3,218 | 1,523 |
| Deferred tax assets | 遞延稅項資產 | 25(b) | 7,042 | 10,393 |
| | | | 66,521 | 25,545 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 16 | — | — |
| Amounts due from fellow subsidiaries | 應收同系附屬公司款項 | 17(b) | — | 5,203 |
| Accounts receivable | 應收賬款 | 18 | 91,737 | 101,154 |
| Loan receivable | 應收貸款 | 19 | 26,400 | — |
| Other receivables and deposits | 其他應收賬款及按金 | | 57,305 | 10,098 |
| Current tax recoverable | 應收本期稅項 | 25(a) | 1,756 | 400 |
| Pledged bank deposits | 已抵押銀行存款 | 20 | 98,248 | 78,343 |
| Bank deposits and cash | 銀行存款及現金 | 21 | 250,305 | 397,954 |
| | | | 525,751 | 593,152 |
| Current liabilities | 流動負債 | | | |
| Accounts payable | 應付賬款 | 22 | 29 | 1,977 |
| Amount due to ultimate holding company | 應付最終控股公司款項 | 17(a) | — | 3 |
| Amounts due to fellow subsidiaries | 應付同系附屬公司款項 | 17(b) | — | 1,065 |
| Other payables and accruals | 其他應付賬款及應計費用 | | 95,227 | 99,165 |
| Finance lease liabilities | 融資租賃負債 | 24 | 151 | — |
| Provision for onerous contracts | 虧損合約撥備 | 23 | 545 | 14,455 |
| Current tax payable | 應付本期稅項 | 25(a) | 835 | 1,060 |
| | | | 96,787 | 117,725 |
| Net current assets | 流動資產淨值 | | 428,964 | 475,427 |
| Total assets less current liabilities | 資產總值減流動負債 | | 495,485 | 500,972 |
| Non-current liabilities | 非流動負債 | | | |
| Finance lease liabilities | 融資租賃負債 | 24 | 590 | — |
| Deferred tax liabilities | 遞延稅項負債 | 25(b) | 194 | 138 |
| | | | 784 | 138 |
| NET ASSETS | 資產淨值 | | 494,701 | 500,834 |

| | | Note | 2017 | 2016 |
|--|--------------------|-------|----------------|----------------|
| | | 附註 | \$'000 千元 | \$'000 千元 |
| CAPITAL AND RESERVES | 股本及儲備金 | | | |
| Share capital | 股本 | 26(b) | 99,737 | 99,737 |
| Reserves | 儲備金 | | 386,694 | 391,877 |
| Total equity attributable to equity shareholders of the Company | 本公司股東應佔權益總額 | | 486,431 | 491,614 |
| Non-controlling interests | 非控股權益 | | 8,270 | 9,220 |
| TOTAL EQUITY | 權益總額 | | 494,701 | 500,834 |

Approved and authorised for issue by the Board of Directors on 15 March 2018. 經董事會於二零一八年三月十五日批准並授權刊發。

BIAN Fang

卞方

Executive Director

執行董事

ZHU Dong

朱冬

Executive Director

執行董事

The notes on pages 107 to 177 form part of these financial statements.

第107頁至第177頁的附註屬本財務報表的一部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2017 (Expressed in Hong Kong dollars)

截至二零一七年十二月三十一日止年度(按港幣計算)

| | | Attributable to equity shareholders of the Company 本公司股東應佔 | | | | | | Non-controlling | | |
|--|----------------------------|---|-----------------|---------------------|---------------|------------------|--------------------|-----------------|-----------|--------------|
| | | Share capital | General reserve | Contributed surplus | Other reserve | Exchange reserve | Accumulated losses | Total | interests | Total equity |
| | | 股本 | 一般儲備 | 實繳盈餘 | 其他儲備 | 外匯儲備 | 累計虧損 | 總計 | 非控股權益 | 權益總額 |
| | | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| | | 千元 | 千元 | 千元 | 千元 | 千元 | 千元 | 千元 | 千元 | 千元 |
| Balance at 1 January 2016 | 於二零一六年一月一日的結餘 | 99,737 | 602 | 531,569 | (605) | 13,346 | (106,760) | 537,889 | 7,684 | 545,573 |
| Changes in equity for 2016: | 二零一六年的權益變動： | | | | | | | | | |
| (Loss)/profit for the year | 本年度(虧損)/盈利 | — | — | — | — | — | (45,260) | (45,260) | 3,136 | (42,124) |
| Other comprehensive income | 其他全面收益 | — | — | — | — | (1,015) | — | (1,015) | — | (1,015) |
| Total comprehensive income | 全面收益總額 | — | — | — | — | (1,015) | (45,260) | (46,275) | 3,136 | (43,139) |
| Dividend paid to non-controlling interests | 已付予非控股權益的股息 | — | — | — | — | — | — | — | (1,600) | (1,600) |
| Balance 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的結餘 | 99,737 | 602 | 531,569 | (605) | 12,331 | (152,020) | 491,614 | 9,220 | 500,834 |
| Changes in equity for 2017: | 二零一七年的權益變動： | | | | | | | | | |
| Loss for the year | 本年度虧損 | — | — | — | — | — | (6,577) | (6,577) | (950) | (7,527) |
| Other comprehensive income | 其他全面收益 | — | — | — | — | 1,394 | — | 1,394 | — | 1,394 |
| Total comprehensive income | 全面收益總額 | — | — | — | — | 1,394 | (6,577) | (5,183) | (950) | (6,133) |
| Balance at 31 December 2017 | 於二零一七年十二月三十一日的結餘 | 99,737 | 602 | 531,569 | (605) | 13,725 | (158,597) | 486,431 | 8,270 | 494,701 |

The notes on pages 107 to 177 form part of these financial statements.

第 107 頁至第 177 頁的附註屬本財務報表的一部份。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 December 2017 (Expressed in Hong Kong dollars)
截至二零一七年十二月三十一日止年度(按港幣計算)

| | Note | 2017 | 2016 |
|--|-------------------------------|-----------------|---------------|
| | 附註 | \$'000 | \$'000 |
| | | 千元 | 千元 |
| Operating activities | 經營活動 | | |
| Loss before taxation | 除稅前虧損 | (1,337) | (42,099) |
| Adjustments for: | 調整： | | |
| Depreciation and amortisation | 折舊及攤銷 | 4,764 | 15,241 |
| (Gain)/loss on disposal of property, plant and equipment | 出售物業、廠房及設備 (收益)/虧損 | (1,987) | 432 |
| Impairment loss on accounts receivable | 應收賬款減值虧損 | 2,858 | 2,422 |
| Write-down of inventories | 存貨撇減 | — | 4,101 |
| Impairment loss on intangible assets | 無形資產減值虧損 | — | 217 |
| Impairment loss on property, plant and equipment | 物業、廠房及設備減值虧損 | 37 | 22,910 |
| Interest income | 利息收入 | (5,260) | (4,918) |
| (Reversal of provision)/provision for onerous contracts, net | (撥備撥回)/虧損合約撥備 淨額 | (13,910) | 14,455 |
| Foreign exchange (gain)/loss | 匯兌(收益)/虧損 | (10,461) | 11,585 |
| Operating (loss)/profit before changes in working capital | 營運資金變動前的經營 (虧損)/盈利 | (25,296) | 24,346 |
| Decrease in inventories | 存貨減少 | — | 2,615 |
| (Decrease)/increase in amount due to ultimate holding company, net | 應付最終控股公司款項 (減少)/增加淨額 | (3) | 5,007 |
| Decrease/(increase) in amounts due from fellow subsidiaries | 應收同系附屬公司款項 減少/(增加) | 5,203 | (2,084) |
| Decrease in accounts receivable | 應收賬款減少 | 8,331 | 45,067 |
| (Increase)/decrease in other receivables and deposits | 其他應收賬款及按金 (增加)/減少 | (44,166) | 13,670 |
| Decrease in accounts payable | 應付賬款減少 | (1,948) | (3,094) |
| Decrease in amounts due to fellow subsidiaries | 應付同系附屬公司款項減少 | (1,065) | (12,174) |
| Decrease in other payables and accruals | 其他應付賬款及應計費用減少 | (6,725) | (20,245) |
| Cash (used in)/generated from operations | (用於)/來自經營活動的現金 | (65,669) | 53,108 |
| Tax paid | 已付稅項 | | |
| — Hong Kong Profits Tax paid | — 已付香港利得稅 | (4,339) | (4,885) |
| — The People's Republic of China ("PRC") income tax paid | — 已付中華人民共和國 (「中國」)所得稅 | (579) | (550) |
| Net cash (used in)/generated from operating activities | (用於)/來自經營活動的 現金淨額 | (70,587) | 47,673 |

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

For the year ended 31 December 2017 (Expressed in Hong Kong dollars)

截至二零一七年十二月三十一日止年度(按港幣計算)

| | Note | 2017 | 2016 |
|--|-------|----------------|----------------|
| | 附註 | \$'000 | \$'000 |
| | | 千元 | 千元 |
| Investing activities | | | |
| | | | |
| Payment for the purchase of property, plant and equipment | | (7,176) | (11,488) |
| Payment for the purchase of intangible assets | | — | (90) |
| Payment for acquisition of subsidiaries | | (40,500) | — |
| Proceeds from sale of property, plant and equipment | | 2,001 | 10 |
| Increase in loan receivable | | (26,400) | — |
| Interest received | | 6,292 | 4,909 |
| Decrease in bank deposits with original maturities over three months | | 186,642 | 28,753 |
| (Increase)/decrease in pledged bank deposits | | (19,905) | 1,348 |
| Net cash generated from investing activities | | 100,954 | 23,442 |
| Financing activities | | | |
| | | | |
| Repayment of finance lease liabilities | 24(b) | (73) | — |
| Dividend paid to non-controlling shareholders | | — | (1,600) |
| Net cash used in financing activities | | (73) | (1,600) |
| Net increase in cash and cash equivalents | | 30,294 | 69,515 |
| Cash and cash equivalents at 1 January | | 204,621 | 138,571 |
| Effect of foreign exchange rate changes | | 3,792 | (3,465) |
| Cash and cash equivalents at 31 December | 21 | 238,707 | 204,621 |

The notes on pages 107 to 177 form part of these financial statements.

第107頁至第177頁的附註屬本財務報表的一部份。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指示外，均按港幣計算)

1 Significant accounting policies

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (“the Listing Rules”). Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2017 comprise Bison Finance Group Limited (“the Company”) (formerly known as RoadShow Holdings Limited) and its subsidiaries (together referred to as the “Group”).

The measurement basis used in the preparation of the financial statements is the historical cost basis.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

1 主要會計政策

(a) 遵例聲明

本財務報表已按照香港會計師公會頒佈的所有適用的《香港財務報告準則》(包括所有適用的個別《香港財務報告準則》、《香港會計準則》及詮釋)、香港公認會計原則及香港《公司條例》的披露規定編製。本財務報表亦符合香港聯合交易所有限公司主板《證券上市規則》(「上市規則」)的適用披露條文。本集團採納的主要會計政策於下文披露。

香港會計師公會已頒佈若干新訂及經修訂《香港財務報告準則》，該等新訂及經修訂準則於本集團當前會計期間首次生效或可供提早採納。附註1(c)載列本財務報表所反映的當前及過往會計期間因初次應用與本集團有關的該等新訂與經修訂準則而產生的會計政策變動的資料。

(b) 財務報表編製基準

截至二零一七年十二月三十一日止年度的綜合財務報表包括貝森金融集團有限公司(「本公司」)(前稱路訊通控股有限公司)及其附屬公司(統稱「本集團」)。

編製財務報表所採用的計量基準為歷史成本法。

於編製符合《香港財務報告準則》的財務報表時，管理層須作出對會計政策的應用及資產、負債、收入及支出的報告金額構成影響的判斷、估計及假設。估計及相關假設乃根據過往經驗及管理層相信在该等情況下乃屬合理的各項其他因素為基礎而作出，所得結果乃構成管理層就目前未能從其他資料來源得出的資產及負債賬面值所作判斷的基礎。實際結果可能有別於該等估計數額。

1 Significant accounting policies (continued)

(b) Basis of preparation of the financial statements (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements and estimates made by management in the application of HKFRSs that have significant effect on the financial statements are discussed in note 32.

(c) Changes in accounting policies

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these impact on the accounting policies of the Group. However, additional disclosure has been included in note 24 to satisfy the new disclosure requirements introduced by the amendments to HKAS 7, *Statement of cash flows: Disclosure initiative*, which require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

1 主要會計政策(續)

(b) 財務報表編製基準(續)

估計及相關假設按持續基準檢討。倘會計估計的修訂僅影響作出修訂的期間，則有關修訂於該期間內確認；或倘會計估計的修訂對當前及未來期間均有影響，則於作出修訂的期間及未來期間確認。

有關管理層在應用《香港財務報告準則》時作出而對財務報表有重大影響的判斷及估計於附註32討論。

(c) 會計政策變動

香港會計師公會已頒佈對於本集團而言於本會計期間首次生效的《香港財務報告準則》的多項修訂。此等修訂對本集團會計政策概無影響。然而，附註24已包括額外披露以滿足《香港會計準則》第7號的修訂「現金流量表：披露計劃」的新披露要求，該修訂要求實體提供披露事項，使財務報表使用者可評估因融資活動而產生的負債變動，包括現金流量產生的變動及非現金變動。

本集團並無應用任何於本會計期間仍未生效的新準則或詮釋。

(d) 附屬公司及非控股權益

附屬公司為受本集團控制的實體。倘本集團從參與實體運作而承受或獲得可變動回報的風險或權利，及有能力行使其對該實體的權力來影響這些回報，則本集團擁有該實體的控制權。評估本集團是否擁有權力時，僅會考慮(由本集團及其他人士持有的)實質權力。

1 Significant accounting policies (continued)

(d) Subsidiaries and non-controlling interests

(continued)

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

1 主要會計政策(續)

(d) 附屬公司及非控股權益(續)

附屬公司投資由擁有控制權開始起併入綜合財務報表內，直至控制權終止日期為止。集團內公司間的結餘、交易及現金流量，及集團內公司間的交易所產生的任何未變現盈利，將於編製綜合財務報表時予以全面抵銷。集團內公司間的交易所產生的未變現虧損按與未變現收益相同的方式抵銷，惟只限於未變現虧損並無減值證據的情況。

非控股權益指並非由本公司直接或間接應佔的附屬公司權益，而本集團並無就此與該等權益的持有人協定任何額外條款，致使本集團整體就該等權益負有符合財務負債定義的合約責任。就個別業務合併而言，本集團可選擇按公允價值或按非控股權益應佔附屬公司可識別淨資產的比例，計量任何非控股權益。

非控股權益須於綜合財務狀況表內的權益項下與本公司股東應佔權益分開列示。本集團業績內的非控股權益於綜合損益表及綜合損益及其他全面收益表中以分配予非控股權益和本公司股東的本年度損益總額及全面收益總額列賬。

本集團於附屬公司的權益變動如不導致失去控制權，將按權益交易列賬，並在綜合權益中調整控股權益及非控股權益的數額，以反映相對權益的變動，但不會調整商譽，亦不會確認收益或虧損。

1 Significant accounting policies (continued)**(d) Subsidiaries and non-controlling interests**

(continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(j)).

(e) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 1(j)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

1 主要會計政策(續)**(d) 附屬公司及非控股權益(續)**

倘本集團失去於附屬公司的控制權，則按出售該附屬公司的全部權益列賬，因此而產生的收益或虧損於損益確認。於失去控制權當日於該前附屬公司留存的任何權益按公允價值確認，有關金額視為初始確認金融資產時的公允價值或(倘適用)初始確認聯營公司或合營企業投資時的成本。

本公司財務狀況表內的附屬公司投資乃按成本減減值虧損(見附註1(j))列賬。

(e) 商譽

商譽指：

- (i) 已轉讓代價的公允價值、被收購方任何非控股權益的金額及本集團先前所持被收購方股權的公允價值的總和；超出
- (ii) 於收購日期所計量被收購方可識別資產及負債的公允價值淨值的部分。

如(ii)項之金額大於(i)項，則有關差額即時於損益中確認為議價購買的收益。

商譽按成本減累計減值虧損列賬。業務合併產生的商譽被分配至各個現金生產單位或各組現金生產單位(預期會產生合併協同效益)，並須每年作減值測試(見附註1(j))。

年內出售單一現金生產單位時，任何購入商譽的應佔金額於計算出售的損益時計入在內。

1 Significant accounting policies (continued)

(f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(j)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

| | |
|----------------------------|-------------------------------|
| Audio and visual equipment | 5-7 years |
| Billboards | Over the remaining lease term |
| Furniture and fixtures | 5-7 years |
| Hardware and software | 5 years |
| Motor Vehicle | 5-10 years |
| Leasehold improvements | Over the remaining lease term |
| Panels | Over the remaining lease term |

Both the useful life of an asset and its residual value, if any, are reviewed annually.

1 主要會計政策(續)

(f) 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及減值虧損(見附註 1(j))列賬。

物業、廠房及設備項目在報廢或出售時所產生的收益或虧損，以出售所得款項淨額與該項目的賬面值之間的差額釐定，並於報廢或出售當日在損益內確認。

折舊乃按照下列物業、廠房及設備項目的估計可使用年期計算，以直線法撇銷其成本(扣除估計剩餘價值(如有)後)：

| | |
|--------|-----------|
| 影音設備 | 5-7年 |
| 廣告板 | 按餘下租賃年期計算 |
| 傢俬及裝置 | 5-7年 |
| 硬體及軟件 | 5年 |
| 汽車 | 5-10年 |
| 租賃物業裝修 | 按餘下租賃年期計算 |
| 廣告燈箱 | 按餘下租賃年期計算 |

資產的可使用年期及剩餘價值(如有)均每年檢討。

1 Significant accounting policies (continued)**(g) Programming library**

Cost of programmes produced in-house is recognised as an expense in the period in which it is incurred.

(h) Intangible assets and amortisation

(i) Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete the development. Capitalised development costs are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 1(j)).

(ii) Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. Website and mobile apps development costs capitalised are amortised over their estimated useful lives of five years from the date they are available for use. Both the period and method of amortisation are reviewed annually.

(i) Accounts receivable and other receivables

Accounts receivable and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 1(j)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts (see note 1(j)).

1 主要會計政策(續)**(g) 節目庫**

內部製作的節目成本於產生的期間內確認為支出。

(h) 無形資產及攤銷

(i) 如本集團具備足夠資源及意向完成開發，而該產品或工序於技術上及商業上可行，相關開發活動的開支會予以資本化。資本化開發成本按成本減累計攤銷(倘有指定估計可使用年期)及減值虧損(見附註 1(j))列賬。

(ii) 有指定可使用年期的無形資產的攤銷，乃以直線法按資產的估計可使用年期在損益中扣除。網站及手機應用程式的資本化開發成本自其可供使用日期起計五年的估計可使用年期內進行攤銷。攤銷期間及方法均每年檢討。

(i) 應收賬款及其他應收賬款

應收賬款及其他應收賬款初步按公允價值確認，其後以實際利率法按攤銷成本減呆賬減值撥備(見附註 1(j))列賬，惟倘應收賬款為向有關連人士作出且並無固定還款期的免息貸款或折現影響並不重大，則應收賬款會按成本減呆賬減值撥備(見附註 1(j))列賬。

1 Significant accounting policies (continued)

(j) Impairment of assets

(i) Impairment of receivables

Current and non-current receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For trade and other receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

1 主要會計政策(續)

(j) 資產減值

(i) 應收賬款的減值

按成本或攤銷成本列賬的流動及非流動應收賬款於每個報告期末予以審閱以釐定是否存在減值客觀證據。減值客觀證據包括本集團得悉有關下列一項或多項虧損事項的可觀察數據：

- 債務人出現重大財務困難；
- 違約，如拖欠或無法償還利息或本金付款；
- 債務人可能破產或進行其他財務重組；
- 技術、市場、經濟或法律環境出現重大變化而對債務人造成不利影響；及
- 股本工具投資的公允價值大幅或長期下跌至低於其成本。

如存在任何有關證據，則按以下方式釐定及確認減值虧損：

- 就按攤銷成本列賬的應收賬款及其他應收賬款以及其他金融資產而言，減值虧損按資產賬面值與按金融資產原實際利率(即初步確認該等資產時計算的實際利率)折現(倘折現影響重大)的估計未來現金流量現值的差額計量。如金融資產具備類似的風險特徵，例如類似的逾期情況，且並未單獨被評估為減值，則集體進行評估。集體進行減值評估的金融資產的未來現金流量會根據具有類似信貸風險特徵的資產的過往虧損情況釐定。

1 Significant accounting policies (continued)

(j) Impairment of assets (continued)

(i) Impairment of receivables (continued)

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the assets' carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors and bills receivable included within accounts receivable, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors and bills receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

1 主要會計政策(續)

(j) 資產減值(續)

(i) 應收賬款的減值(續)

倘減值虧損數額在其後期間減少，而該減少可客觀地與確認減值虧損後發生的事件聯繫，則減值虧損會於損益撥回。減值虧損撥回不得導致資產賬面值超過倘若在往年並無確認減值虧損而釐定的賬面值。

減值虧損從相應資產中直接撇銷，惟包括在應收賬款中、可收回性被視為存疑但並非微乎其微的貿易應收賬款及應收票據的已確認減值虧損則例外。在該情況下，呆賬的減值虧損以撥備賬予以記錄。倘本集團信納收回應收賬款的機會微乎其微，則被視為不可收回的數額會從貿易應收賬款及應收票據中直接撇銷，而在撥備賬中持有有關該債務的任何金額會被撥回。倘之前計入撥備賬的款項於其後收回，則該款項自撥備賬撥回。撥備賬的其他變動及之前直接撇銷而其後收回的款項，均於損益確認。

(ii) 其他資產減值

本集團於每個報告期末審閱內外資訊來源，以辨識下列資產是否減值跡象(商譽除外)，或之前所確認的減值虧損是否已不再存在或可能已經減少：

- 物業、廠房及設備；
- 無形資產；
- 商譽；及
- 本公司財務狀況表內的附屬公司投資。

1 Significant accounting policies (continued)

(j) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, intangible assets that are not yet available for use and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

— Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

— Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

— Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

1 主要會計政策(續)

(j) 資產減值(續)

(ii) 其他資產減值(續)

若存在任何有關跡象，須估計資產的可收回數額。此外，就商譽、尚未可供使用的無形資產及可使用年期為無限的無形資產而言，不論是否存在任何減值跡象，均會每年估計其可收回數額。

— 可收回數額的計算方法

資產可收回數額為其公允價值減出售成本及使用價值兩者中的較高者。在評估使用價值時，會使用除稅前折現率將估計未來現金流量折現至其現值。該折現率反映市場當時所評估的貨幣時間價值及該資產的特定風險。若資產所產生的現金流入並無高度獨立於其他資產所產生的現金流入，則其可收回數額乃按可獨立產生現金流入的最小資產組合(即一個現金生產單位)釐定。

— 減值虧損的確認

每當資產(或其所屬的現金生產單位)的賬面值高於其可收回數額時，則於損益內確認減值虧損。就現金生產單位確認的減值虧損會首先分配至減少該現金生產單位(或該組單位)所獲分配的任何商譽的賬面值，其後分配至按比例減少單位(或單位組別)內其他資產的賬面值，惟資產賬面值不會減少至低於其個別公允價值減出售成本(如可計量)或使用價值(如可釐定)後的數額。

— 減值虧損的撥回

就商譽以外的資產而言，倘據以釐定可收回數額的估計基準出現有利變動，則減值虧損將會撥回。商譽的減值虧損不會撥回。

1 Significant accounting policies (continued)**(j) Impairment of assets (continued)****(ii) Impairment of other assets (continued)**

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(j)(i) and (ii)).

(k) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in-first-out costing method and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

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

1 主要會計政策(續)**(j) 資產減值(續)****(ii) 其他資產減值(續)**

減值虧損的撥回額僅限於倘往年並無確認減值虧損而釐定的資產賬面值。減值虧損的撥回將於確認撥回的年度內在損益確認。

(iii) 中期財務報告及減值

根據上市規則，本集團須遵照《香港會計準則》第34號「中期財務報告」編製財政年度首六個月的中期財務報告。於中期期間結束時，本集團須應用與於財政年度結束時相同的減值測試、確認及撥回標準(見附註1(j)(i)及(ii))。

(k) 存貨

存貨乃按成本及可變現淨值兩者中的較低者列賬。

成本乃按先進先出成本法計算，並包括所有購買成本及其他將存貨運往現時所在地點及達致現有狀況所涉及的成本。

可變現淨值是在日常業務過程中的估計售價減去估計完工成本及估計銷售必需的成本後所得的數額。

在售出存貨時，此等存貨的賬面值於確認相關收入期間確認為支出。存貨的價值撇減至可變現淨值的數額和所有存貨虧損均在出現撇減或虧損的期間內確認為支出。任何存貨撇減的撥回數額，將於出現該等撥回的期間內確認為已列作開支的存貨數額的扣減。

1 Significant accounting policies (continued)

(l) Accounts payable and other payables

Accounts payable and other payables are initially recognised at fair value and subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(n) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

1 主要會計政策(續)

(l) 應付賬款及其他應付賬款

應付賬款及其他應付賬款初步按公允價值確認，其後按攤銷成本列賬，惟倘折現影響並不重大，則會按成本列賬。

(m) 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、在銀行及其他金融機構的活期存款以及流動性極高的短期投資，該等投資可即時轉換為已知數額的現金，而在價值變動方面的風險並不重大，且在購入後三個月之內到期。

(n) 所得稅

本年度所得稅包括本期稅項及遞延稅項資產及負債的變動。本期稅項及遞延稅項資產及負債的變動在損益確認，除非與屬於在其他全面收益確認或直接計入權益的項目有關者，則有關稅項金額分別於其他全面收益確認或直接計入權益。

本期稅項是指本年度應課稅收入按於報告期末有效或實際有效的稅率計算的預期應繳稅項，及就過往年度的應繳稅項作出的任何調整。

遞延稅項資產及負債是於就財務報告而言的資產及負債賬面值與其稅基之間分別出現可抵扣暫時性差異及應課稅暫時性差異時產生。未使用的稅務虧損及未使用的稅收抵免亦可產生遞延稅項資產。

1 Significant accounting policies (continued)**(n) Income tax (continued)**

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

1 主要會計政策(續)**(n) 所得稅(續)**

除一些有限的例外情況外，所有遞延稅項負債及所有遞延稅項資產必須確認，惟可確認的遞延稅項資產應以可用以抵銷該資產可能出現的未來應課稅盈利的數額為限。可支持確認可抵扣暫時性差異所產生的遞延稅項資產的未來應課稅盈利包括因撥回現有應課稅暫時性差異所產生者，惟該等差異必須屬於同一稅務機關及同一應課稅實體，並預期會在預期撥回可抵扣暫時性差異的同一期間或遞延稅項資產所產生的稅務虧損可結轉的後期或前期間撥回。在釐定現有應課稅暫時性差異是否支持確認未使用的稅務虧損及抵免所產生的遞延稅項資產時，會採用上述同一標準，即倘該等差異與同一稅務機關及同一應課稅實體有關，並預期會在可使用上述稅務虧損或抵免的期間內撥回，則計入該等差異。

確認遞延稅項資產及負債的有限例外情況為因初步確認不影響會計或應課稅盈利的資產或負債(如其並非業務合併一部份)而產生，以及有關附屬公司投資的暫時性差異，如屬應課稅差異，只限於本集團可控制撥回的時間，而且在可預見的將來不大可能撥回的差異；或如屬可抵扣差異，則只限於很可能在將來撥回的差異。

已確認遞延稅項的數額乃根據資產及負債的賬面值變現或清償的預期模式，以於報告期末有效或實際有效的稅率計量。遞延稅項資產及負債均毋須折現。

1 Significant accounting policies (continued)

(n) Income tax (continued)

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group or the Company has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group or the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

1 主要會計政策(續)

(n) 所得稅(續)

本集團於每個報告期末審閱遞延稅項資產的賬面值，倘若認為可能再無足夠應課稅盈利以供扣減有關稅項利益，則遞延稅項資產的賬面值會予以削減。任何有關削減數額可在可能有足夠應課稅盈利時撥回。

本期稅項和遞延稅項結餘及其變動，均各自分開列示及不會互相抵銷。本期稅項資產和遞延稅項資產只會在本集團或本公司有合法可強制執行權利以本期稅項資產抵銷本期稅項負債，並且符合以下附帶條件的情況下才可以分別抵銷本期稅項負債和遞延稅項負債：

- 就本期稅項資產及負債而言，本集團或本公司計劃按淨額基準結算，或在變現資產的同時清償負債；或
- 就遞延稅項資產和負債而言，該等資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一個應課稅實體；或
 - 不同的應課稅實體，而該等實體計劃在預期有大額遞延稅項負債需要清償或大額遞延稅項資產可以收回的每個未來期間內，按淨額基準變現本期稅項資產並清償本期稅項負債，或在變現資產的同時清償負債。

1 Significant accounting policies (continued)**(o) Provisions and contingent liabilities**

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

Provision for an onerous contract is recognised when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling the contract and any compensation or penalties arising from failure to fulfil the contract.

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

1 主要會計政策(續)**(o) 撥備及或然負債**

倘若本集團或本公司有可能因過去事件構成法定或推定義務而可能需付出經濟利益以履行其責任，並能對付出的經濟利益作可靠估計時，則須對此未能確定時間或數額的負債確認撥備。倘若有關貨幣時間價值重大，撥備乃以履行責任時預期所需支出的現值列賬。

當履行合約下的責任所產生的不可避免成本可能會超過預期收取的經濟利益，則會確認虧損合約撥備。合約下的不可避免成本反映撤銷合約的最低成本淨額，即履行合約成本與未能履行合約所產生任何賠償或罰金的較低者。

除非付出經濟利益的機會極微，否則倘若需要付出經濟利益的可能性較低，或不能對數額作可靠估計，則此項責任會被披露為或然負債。除非付出經濟利益的機會極微，否則倘若潛在責任的存在須視乎一項或多項未來事件是否發生才獲肯定，亦以或然負債披露。

1 Significant accounting policies (continued)

(p) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

- (i) Income from bus interior and exterior advertising, multi-media sales, and advertising on transit vehicle shelters, online portal, mobile apps and outdoor signages is recognised when the related advertisements are telecast or commercials appear before the public. Revenue is stated net of agency commission and rebate and is recognised by reference to the stage of telecast of the related advertisements at the end of the reporting period.
- (ii) Fee income from media sales management and administrative services, production of advertisements and advertising agency services is recognised when the related services are rendered.
- (iii) Revenue from sale of merchandise is recognised when the merchandise is delivered at the customers' premises which is taken to be the point in time when the significant risks and rewards of ownership of the merchandise have been transferred to the customers. Revenue is stated net of trade discounts.
- (iv) Interest income is recognised as it accrues using the effective interest method.
- (v) Dividend income from unlisted investments is recognised when the shareholders' right to receive payment is established.
- (vi) Insurance brokering service income is recognised when the related services are rendered.

1 主要會計政策(續)

(p) 收入確認

收入乃按已收取或應收代價的公允價值計量。收入是在經濟利益可能流入本集團，及能可靠地計量該等收入與成本(如適用)時，按以下方法於損益內確認：

- (i) 來自巴士車廂內部及巴士車身外部廣告、多媒體銷售、以及客運車輛候車亭、網站、手機應用程式及戶外廣告牌廣告的收入乃在有關廣告公開播放或推出時確認。所列出的收入已扣除代理佣金及回扣款額，並參照有關廣告於報告期末播放的階段確認。
- (ii) 來自媒體銷售管理及行政服務、製作廣告及廣告代理服務的費用收入乃在提供有關服務時確認。
- (iii) 來自商品銷售的收入乃在商品交付至客戶處所時確認，即商品擁有權的重大風險及回報已轉讓予客戶的時刻。所列出的收入已扣除交易折扣款額。
- (iv) 利息收入乃在應計時採用實際利息法確認。
- (v) 非上市投資的股息收入在股東收取付款的權利確立時確認。
- (vi) 保險經紀服務收入乃在提供有關服務時確認。

1 Significant accounting policies (continued)**(q) Leased assets and operating leases**

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

(ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are recognised as property, plant and equipment and the corresponding liabilities net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 1(f). Impairment losses are accounted for in accordance with the accounting policy as set out in note 1(j). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

1 主要會計政策(續)**(q) 租賃資產及經營租賃**

倘本集團確定一項由一宗交易或一連串交易組成的安排會在協定期間內賦予一項或多項特定資產的使用權，以換取一筆或多筆付款，則這項安排屬於或包含租賃。該釐定乃根據該安排的本質而作出評估，不論該安排是否具備租賃的法律形式。

(i) 租賃予本集團資產的分類

本集團根據租賃持有的資產，而其中所有權的絕大部份風險及回報轉移至本集團乃分類為融資租賃。倘租賃不會使所有權的絕大部份風險及回報轉移至本集團，則分類為經營租賃。

(ii) 以融資租賃購入的資產

倘本集團是以融資租賃獲得資產的使用權，便會將相當於租賃資產公允價值或最低租賃付款額的現值(如為較低的數額)記入物業、廠房及設備，而扣除融資費用後的相應負債則列為融資租賃承擔。折舊是在相關的租賃期或資產的可用期限(如本集團很可能取得資產的所有權)內，以沖銷其成本或估值的比率計提；有關的資產可用年期列載於附註1(f)。減值虧損按照附註1(j)所載的會計政策入賬。租賃付款內含的融資費用會計入租賃期內的損益中，使每個會計期間的融資費用佔承擔餘額的比率大致相同。或然租金在其產生的會計期間計入損益。

1 Significant accounting policies (continued)

(q) Leased assets and operating leases (continued)

(iii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made.

(r) Employee benefits

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(s) Translation of foreign currencies

The functional currency of the Company and subsidiaries which operate in Hong Kong is Hong Kong dollar while that for subsidiaries which operate in Mainland China is Renminbi. The presentation currency of the Company is Hong Kong dollar.

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

1 主要會計政策(續)

(q) 租賃資產及經營租賃(續)

(iii) 經營租賃支出

倘本集團是以經營租賃獲得資產的使用權，則根據租賃作出的付款會在租賃期所涵蓋的會計期間內，以等額在損益中分期列支；但如有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。已獲取的租賃優惠於損益內確認為淨租金總額的組成部份。

(r) 僱員福利

薪金、年度花紅、有薪年假、定額供款退休計劃供款以及非金錢福利的成本均於僱員提供相關服務的年度計提。倘付款或結算有延誤及影響重大，則有關金額會按現值列賬。

(s) 外幣換算

本公司及於香港營運的附屬公司的功能貨幣為港幣，而於中國大陸營運的附屬公司的功能貨幣則為人民幣。本公司的呈列貨幣為港幣。

年內的外幣交易按交易日的匯率換算。以外幣為單位的貨幣資產及負債則按報告期末的匯率換算。匯兌收益及虧損於損益內確認。

按歷史成本計量並以外幣為單位的非貨幣資產及負債，均使用交易日的匯率換算。按公允價值列賬並以外幣為單位的非貨幣資產及負債，均使用計量公允價值當日的匯率換算。

1 Significant accounting policies (continued)**(s) Translation of foreign currencies (continued)**

The results of operations outside Hong Kong are translated into Hong Kong dollar at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollar at the foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised directly in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of an operation outside Hong Kong, the cumulative amount of the exchange differences recognised in equity which relate to that operation is included in the calculation of the profit or loss on disposal.

(t) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same Group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a Group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

1 主要會計政策(續)**(s) 外幣換算(續)**

香港以外業務的業績乃按與各交易日的匯率相若的匯率換算為港幣。財務狀況表的項目按報告期末的匯率換算為港幣。所產生的匯兌差額直接於其他全面收益確認，並於權益中的外匯儲備分開累計。

於出售香港以外業務時，由該業務產生並在權益內確認的累計匯兌差額，會包括在出售損益的計算內。

(t) 有關連人士

(a) 倘屬以下人士，則該人士或該人士的近親與本集團有關連：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本集團或本集團母公司的主要管理層成員。

(b) 倘符合下列任何條件，則該實體與本集團有關連：

- (i) 該實體與本集團屬同一集團的成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關連）。
- (ii) 一間實體為另一實體的聯營公司或合營企業（或為另一實體所屬集團旗下成員公司的聯營公司或合營企業）。
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

1 Significant accounting policies (continued)

(t) Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies: (continued)

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(u) Segment reporting

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

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

1 主要會計政策(續)

(t) 有關連人士(續)

(b) 倘符合下列任何條件，則該實體與本集團有關連：(續)

(v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。

(vi) 實體受(a)內所識別人士控制或共同控制。

(vii)(a)(i) 內所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)的主要管理層成員。

(viii) 實體或其所屬集團旗下任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

個別人士的近親指於彼等與實體進行交易時，預期可影響該人士或受該人士影響的家族成員。

(u) 分部報告

經營分部及於財務報表呈報的各個分部項目金額乃按就本集團不同業務線及營運地區分配資源及評估表現而向本集團最高級行政管理人員定期提供的財務資料予以區別。

個別屬重大的經營分部就財務報告而言並不會合計，除非該等分部具有類似經濟特徵，以及具有類似產品及服務性質、生產程序性質、客戶類型或類別、用作分銷產品或提供服務的方法及監管環境性質。倘並非個別屬重大的經營分部具有上述大部份特質，則可能會予以合計。

2 Segment reporting

The Group manages its business by geographical areas. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has identified the following two reportable segments.

Hong Kong: Provision of media sales, design and management services and production of advertisements

Mainland China: Provision of media sales services and production of advertisements

There are no sales between the reportable segments.

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation and amortisation of assets attributable to those segments.

Segment assets and liabilities include all current and non-current assets and liabilities, respectively, which are directly managed by the segments.

2 分部報告

本集團按地區管理其業務。按照就分配資源及評估表現而向本集團最高級行政管理人員內部呈報資料一致的方式，本集團已識別以下兩個呈報分部。

香港：提供媒體銷售、設計及管理服務，以及廣告製作

中國大陸：提供媒體銷售服務及廣告製作

呈報分部之間並無進行銷售。

就評估分部表現及於分部間分配資源而言，本集團最高級行政管理人員按以下基準監控各呈報分部的業績：

收入及支出乃經參考呈報分部產生的銷售額及支出或該等分部應佔資產折舊及攤銷所產生的支出分配至該等分部。

分部資產及負債分別包括所有由分部直接管理的流動及非流動資產及負債。

2 Segment reporting (continued)

Information regarding the Group's reportable segments for the years ended 31 December 2017 and 2016 is set out below.

(a) Reportable segment revenues, profit or loss, assets and liabilities:

2 分部報告(續)

截至二零一七年及二零一六年十二月三十一日止年度，本集團呈報分部的資料載列如下。

(a) 呈報分部收入、盈利或虧損、資產及負債：

| | | Hong Kong | | Mainland China | | Total | |
|--|--------------------|----------------|-----------------|----------------|----------------|----------------|-----------------|
| | | 香港 | | 中國大陸 | | 總計 | |
| | | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| | | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| | | 千元 | 千元 | 千元 | 千元 | 千元 | 千元 |
| Revenue from external customers | 來自外部客戶的收入 | 348,449 | 407,511 | — | — | 348,449 | 407,511 |
| Other revenue and other net income/(loss) | 其他收入及其他收益/(虧損)淨額 | 6,810 | 12,093 | (161) | 193 | 6,649 | 12,286 |
| Reportable segment revenue | 呈報分部收入 | 355,259 | 419,604 | (161) | 193 | 355,098 | 419,797 |
| Reportable segment profit/(loss) | 呈報分部盈利/(虧損) | 15,097 | (13,651) | (820) | 53 | 14,277 | (13,598) |
| Depreciation and amortisation for the year | 本年度折舊及攤銷 | (2,707) | (13,018) | — | — | (2,707) | (13,018) |
| Impairment loss on accounts receivable | 應收賬款減值虧損 | (2,858) | (2,422) | — | — | (2,858) | (2,422) |
| Impairment loss on intangible assets | 無形資產減值虧損 | — | (217) | — | — | — | (217) |
| Write-down of inventories | 存貨撇減 | — | (4,101) | — | — | — | (4,101) |
| Impairment loss on property, plant and equipment | 物業、廠房及設備減值虧損 | — | (22,910) | (37) | — | (37) | (22,910) |
| Reversal of provision/(provision for) onerous contracts, net | 撥備撥回/虧損合約(撥備)淨額 | 13,910 | (14,455) | — | — | 13,910 | (14,455) |
| Reportable segment assets | 呈報分部資產 | 418,093 | 460,803 | 117,342 | 153,233 | 535,435 | 614,036 |
| Additions to non-current segment assets during the year | 年內非流動分部資產的添置 | 7,176 | 11,578 | — | — | 7,176 | 11,578 |
| Reportable segment liabilities | 呈報分部負債 | 89,270 | 117,334 | 363 | 529 | 89,633 | 117,863 |

2 Segment reporting (continued)

(b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities are as follows:

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|---|-------------------------|----------------------|----------------------|
| Revenue | 收入 | | |
| Reportable segment revenue | 呈報分部收入 | 355,098 | 419,797 |
| Unallocated other revenue and other net income/(loss) | 未分配其他收入及其他收益/ (虧損)淨額 | 18,384 | (5,101) |
| Consolidated total operating revenue | 綜合經營收入總額 | 373,482 | 414,696 |
| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
| Profit or loss | 盈利或虧損 | | |
| Reportable segment profit/(loss) | 呈報分部盈利/(虧損) | 14,277 | (13,598) |
| Unallocated other revenue and other net income/(loss) | 未分配其他收入及其他收益/ (虧損)淨額 | 18,384 | (5,101) |
| Unallocated head office and corporate expenses and others | 未分配總辦事處及 企業支出及其他 | (33,998) | (23,400) |
| Consolidated loss before taxation | 綜合除稅前虧損 | (1,337) | (42,099) |
| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
| Assets | 資產 | | |
| Reportable segment assets | 呈報分部資產 | 535,435 | 614,036 |
| Unallocated head office and corporate assets and others | 未分配總辦事處及 企業資產及其他 | 56,837 | 4,661 |
| Consolidated total assets | 綜合資產總值 | 592,272 | 618,697 |

2 分部報告(續)

(b) 呈報分部收入、盈利或虧損、資產及負債對賬如下：

2 Segment reporting (continued)

(b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities are as follows: (continued)

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|--|-----------------|----------------------|----------------------|
| Liabilities | 負債 | | |
| Reportable segment liabilities | 呈報分部負債 | 89,633 | 117,863 |
| Unallocated head office and corporate liabilities and others | 未分配總辦事處及企業負債及其他 | 7,938 | — |
| Consolidated total liabilities | 綜合負債總值 | 97,571 | 117,863 |

3 Revenue

The Group is principally engaged in the provision of media sales and design services and production of advertisements for transit vehicle exteriors and interiors, shelters, Multi-media On-board (“MMOB” or “BUS-TV”), online portal, mobile apps and outdoor signages advertising businesses. The Group is also engaged in the provision of integrated marketing services covering these advertising platforms.

Revenue represents income from media sales, design and management services and production of advertisements, net of commission and rebate.

2 分部報告(續)

(b) 呈報分部收入、盈利或虧損、資產及負債對賬如下：(續)

3 收入

本集團主要從事為客運車輛車身外部及車廂內部、候車亭、流動多媒體(「流動多媒體」或「巴士電視」)、網站、手機應用程式及戶外廣告牌提供媒體銷售及設計服務，以及廣告製作的業務。本集團亦提供涵蓋此等廣告平台的綜合市場推廣服務。

收入指扣除任何代理佣金及回扣後，來自媒體銷售、設計及管理服務，以及廣告製作的收益。

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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指示外，均按港幣計算)

4 Other revenue and other net income/(loss) 4 其他收入及其他收益/(虧損)淨額

(a) Other revenue

(a) 其他收入

| | | 2017 | 2016 |
|--|---------------------------|--------|--------|
| | | \$'000 | \$'000 |
| | | 千元 | 千元 |
| Interest income from financial assets not at fair value through profit or loss | 來自並非透過損益按公允價值列賬的金融資產的利息收入 | 5,260 | 4,918 |
| Sales of merchandise | 商品銷售 | — | 12,117 |
| Insurance brokering service income | 保險經紀服務收入 | 684 | — |
| Sundry revenue | 其他收入 | 4,815 | 90 |
| | | 10,759 | 17,125 |

(b) Other net income/(loss)

(b) 其他收益/(虧損)淨額

| | | 2017 | 2016 |
|--|-------------------|--------|---------|
| | | \$'000 | \$'000 |
| | | 千元 | 千元 |
| Exchange gain/(loss) | 匯兌收益/(虧損) | 12,287 | (9,508) |
| Gain/(loss) on disposal of property, plant and equipment | 出售物業、廠房及設備收益/(虧損) | 1,987 | (432) |
| | | 14,274 | (9,940) |

5 Loss before taxation

5 除稅前虧損

Loss before taxation is arrived at after charging:

除稅前虧損已扣除：

| | | 2017 | 2016 |
|--|----------------|--------|--------|
| | | \$'000 | \$'000 |
| | | 千元 | 千元 |
| Auditor's remuneration | 核數師酬金 | 3,149 | 2,948 |
| Contributions to defined contribution retirement schemes | 定額供款退休計劃的供款 | 1,498 | 1,701 |
| Depreciation and amortisation | 折舊及攤銷 | 4,764 | 15,241 |
| Operating lease charges — land and buildings | 經營租賃支出 — 土地及樓宇 | 3,355 | 4,671 |

6 Income tax in the consolidated statement of profit or loss 6 列於綜合損益表的所得稅

(a) Taxation in the consolidated statement of profit or loss represents:

(a) 列於綜合損益表的稅項為：

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|--|------------------------|----------------------|----------------------|
| Current tax | 本期稅項 | | |
| Provision for Hong Kong Profits Tax for the current year | 本年度香港利得稅撥備 | 2,211 | 5,097 |
| Under/(over)-provision in respect of prior years | 過往年度撥備不足／(超額撥備) | 153 | (22) |
| | | 2,364 | 5,075 |
| Provision for PRC income tax | 中國所得稅撥備 | 419 | 621 |
| Under-provision in respect of prior years | 過往年度撥備不足 | — | 26 |
| | | 2,783 | 5,722 |
| Deferred tax | 遞延稅項 | | |
| Reversal and origination of temporary differences (see note 25(b)) | 暫時性差異的轉回及確認(見附註 25(b)) | 3,407 | (5,697) |
| Income tax expense | 所得稅支出 | 6,190 | 25 |

The provision for Hong Kong Profits Tax for the year is calculated at 16.5% (2016: 16.5%) of the estimated assessable profits for the year. Taxation for subsidiaries in the PRC is charged at the appropriate current rates of taxation ruling in the PRC.

本年度的香港利得稅撥備乃按照本年度估計應課稅盈利的 16.5% (二零一六年：16.5%) 計算。於中國的附屬公司的稅項按照中國現行的適用稅率計算。

(b) Reconciliation between tax expense and accounting loss at applicable tax rates:

(b) 按適用稅率計算的稅項開支與會計虧損的對賬：

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|--|--------------------------------|----------------------|----------------------|
| Loss before taxation | 除稅前虧損 | (1,337) | (42,099) |
| Notional tax on loss before taxation, calculated at the rates applicable to losses in the relevant tax jurisdictions | 就除稅前虧損按該虧損於相關稅務司法權區適用稅率計算的名義稅項 | (127) | (6,735) |
| Tax effect of non-deductible expenses | 不可扣減開支的稅項影響 | 1,336 | 1,695 |
| Tax effect of non-taxable revenue | 毋須課稅收入的稅項影響 | (2,649) | (436) |
| Tax effect of tax losses not recognised | 未確認稅務虧損的稅項影響 | 7,213 | 5,460 |
| Under-provision in prior years | 過往年度撥備不足 | 153 | 4 |
| Others | 其他 | 264 | 37 |
| Actual tax expense | 實際稅項開支 | 6,190 | 25 |

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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指示外，均按港幣計算)

7 Directors' emoluments

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

7 董事酬金

根據香港《公司條例》第383(1)條及《公司(披露董事利益資料)規例》第2部的規定，董事酬金披露如下：

| | | 2017 | | | | |
|---|----------------|---|----------------------------------|---|--------|--------|
| | | Salaries, allowances and benefits in kind (note 5) 薪金、津貼及 實物福利 (附註5) | Discretionary bonuses 酌情花紅 | Retirement scheme contributions 退休計劃供款 | Total | |
| Directors' fees | | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| | | 千元 | 千元 | 千元 | 千元 | 千元 |
| Executive Directors | 執行董事 | | | | | |
| Mr XU Peixin (Note 2) | 徐沛欣先生(附註2) | 22 | — | — | — | 22 |
| Mr ZHU Dong (Note 3) | 朱冬先生(附註3) | 10 | 92 | — | — | 102 |
| Mr LOH Chan Stephen (Note 1) | 羅燦先生(附註1) | 95 | 2,998 | 458 | 14 | 3,565 |
| Non-Executive Directors | 非執行董事 | | | | | |
| Dr MA Weihua (Note 2) | 馬蔚華博士(附註2) | 33 | — | — | — | 33 |
| Dr John CHAN Cho Chak (Note 4) | 陳祖澤博士(附註4) | 146 | — | — | — | 146 |
| Ms Winnie NG (Note 4) | 伍穎梅女士(附註4) | 225 | — | — | — | 225 |
| Mr YUNG Wing Chung (Note 4) | 容永忠先生(附註4) | 269 | — | — | — | 269 |
| Mr MAK Chun Keung (Note 4) | 麥振強先生(附註4) | 104 | — | — | — | 104 |
| Mr John Anthony MILLER (Note 4) | 苗學禮先生(附註4) | 126 | — | — | — | 126 |
| Mr Allen FUNG Yuk Lun (Note 4) | 馮玉麟先生(附註4) | 126 | — | — | — | 126 |
| Mr LEE Luen Fai (Note 4) | 李鑾輝先生(附註4) | 104 | — | — | — | 104 |
| Independent Non-Executive Directors | 獨立非執行董事 | | | | | |
| Dr QI Daqing (Note 2) | 齊大慶博士(附註2) | 33 | — | — | — | 33 |
| Mr CHEN Yigong (Note 2) | 陳亦工先生(附註2) | 17 | — | — | — | 17 |
| Mr FENG Zhonghua (Note 2) | 馮中華先生(附註2) | 17 | — | — | — | 17 |
| Dr Carlye Wai-Ling TSUI (Note 4) | 徐蔚玲博士(附註4) | 278 | — | — | — | 278 |
| Dr Eric LI Ka Cheung (Note 4) | 李家祥博士(附註4) | 274 | — | — | — | 274 |
| Professor Stephen CHEUNG Yan Leung (Note 4) | 張仁良教授 (附註4) | 309 | — | — | — | 309 |
| Dr John YEUNG Hin Chung (Note 4) | 楊顯中博士(附註4) | 104 | — | — | — | 104 |
| | | 2,292 | 3,090 | 458 | 14 | 5,854 |

7 Directors' emoluments (continued)

7 董事酬金(續)

| | | 2016 | | | | |
|--|----------------|-----------------|---|-----------------------|---------------------------------|--------|
| | | Directors' fees | Salaries, allowances and benefits in kind | Discretionary bonuses | Retirement scheme contributions | Total |
| | | 董事袍金 | 薪金、津貼及實物福利 | 酌情花紅 | 退休計劃供款 | 總計 |
| | | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| | | 千元 | 千元 | 千元 | 千元 | 千元 |
| Non-Executive Directors | 非執行董事 | | | | | |
| Dr John CHAN Cho Chak | 陳祖澤博士 | 154 | — | — | — | 154 |
| Ms Winnie NG | 伍穎梅女士 | 231 | — | — | — | 231 |
| Mr YUNG Wing Chung | 容永忠先生 | 275 | — | — | — | 275 |
| Mr MAK Chun Keung | 麥振強先生 | 110 | — | — | — | 110 |
| Mr John Anthony MILLER | 苗學禮先生 | 132 | — | — | — | 132 |
| Mr Allen FUNG Yuk Lun | 馮玉麟先生 | 132 | — | — | — | 132 |
| Mr LEE Luen Fai | 李鑾輝先生 | 110 | — | — | — | 110 |
| Independent Non-Executive Directors | 獨立非執行董事 | | | | | |
| Dr Carlye Wai-Ling TSUI | 徐尉玲博士 | 284 | — | — | — | 284 |
| Dr Eric Li Ka Cheung | 李家祥博士 | 279 | — | — | — | 279 |
| Professor Stephen CHEUNG Yan Leung | 張仁良教授 | 315 | — | — | — | 315 |
| Dr John YEUNG Hin Chung | 楊顯中博士 | 110 | — | — | — | 110 |
| | | 2,132 | — | — | — | 2,132 |

Notes:

- Mr LOH Chan Stephen was appointed as a Director with effect from 1 February 2017 and resigned as a Director with effect from 4:00 p.m. on 12 December 2017, but remained as a director of certain subsidiaries of the Group.
- Mr XU Peixin, Dr MA Weihua, Dr QI Daqing, Mr CHEN Yigong and Mr FENG Zhonghua were appointed as Directors with effect from 21 November 2017.
- Mr ZHU Dong was appointed as a Director with effect from 13 December 2017.
- Dr John CHAN Cho Chak, Ms Winnie NG, Mr YUNG Wing Chung, Mr MAK Chun Keung, Mr John Anthony MILLER, Mr Allen FUNG Yuk Lun, Mr LEE Luen Fai, Dr Carlye Wai-Ling TSUI, Dr Eric Li Ka Cheung, Professor Stephen CHEUNG Yan Leung and Dr John YEUNG Hin Chung resigned as Directors with effect from 4:00 p.m. on 12 December 2017.
- The benefits in kind are medical and personal accident insurance entitled by the Executive Directors of the Group.

附註：

- 羅燦先生自二零一七年二月一日起獲委任為董事，並自二零一七年十二月十二日下午四時正起辭任董事，但仍然出任本集團若干附屬公司的董事。
- 徐沛欣先生、馬蔚華博士、齊大慶博士、陳亦工先生及馮中華先生自二零一七年十一月二十一日起獲委任為董事。
- 朱冬先生自二零一七年十二月十三日起獲委任為董事。
- 陳祖澤博士、伍穎梅女士、容永忠先生、麥振強先生、苗學禮先生、馮玉麟先生、李鑾輝先生、徐尉玲博士、李家祥博士、張仁良教授及楊顯中博士自二零一七年十二月十二日下午四時正起辭任董事。
- 實物福利指本集團執行董事享有的醫療及個人意外保險。

8 Individuals with highest emoluments

Of the five individuals with the highest emoluments, one is a Director whose emoluments are disclosed in note 7 for the year ended 31 December 2017. The aggregate of the emoluments in respect of the four (2016: five) individuals are as follows:

| | | 2017 | 2016 |
|---|------------|--------|--------|
| | | \$'000 | \$'000 |
| | | 千元 | 千元 |
| Salaries, allowances and other benefits | 薪金、津貼及其他福利 | 5,086 | 7,587 |
| Retirement scheme contributions | 退休計劃供款 | 72 | 90 |
| | | 5,158 | 7,677 |

The emoluments of the four (2016: five) individuals with the highest emoluments are within the following bands:

| | | Number of individuals | |
|---------------------------|---------------------------|-----------------------|------|
| | | 人數 | |
| | | 2017 | 2016 |
| \$500,001 — \$1,000,000 | 500,001 元 — 1,000,000 元 | 1 | — |
| \$1,000,001 — \$1,500,000 | 1,000,001 元 — 1,500,000 元 | 2 | 2 |
| \$1,500,001 — \$2,000,000 | 1,500,001 元 — 2,000,000 元 | 1 | 3 |
| | | 4 | 5 |

8 最高酬金人士

於截至二零一七年十二月三十一日止年度，五名最高酬金人士中包括一名董事，該董事酬金已於附註7披露。四名（二零一六年：五名）最高酬金人士的酬金總額載列如下：

該四名（二零一六年：五名）最高酬金人士的酬金分析如下：

9 Dividends

(a) Dividend payable to equity shareholders of the Company attributable to the year:

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|--|-----------------------------------|----------------------|----------------------|
| Final dividend proposed after the end of the reporting period of nil cent per share (2016: nil cent per share) | 已於報告期末後建議分派的末期股息每股零仙 (二零一六年：每股零仙) | — | — |

(b) No final dividend in respect of the financial year ended 31 December 2016 approved and paid during the year (2016: \$Nil).

9 股息

(a) 本年度應付本公司股東的股息：

(b) 概無於年內批准及派發截至二零一六年十二月三十一日止財政年度的末期股息(二零一六年：零元)。

10 Loss per share

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company of \$6,577,000 (2016: \$45,260,000) and the weighted average of 997,365,332 ordinary shares (2016: 997,365,332 ordinary shares) in issue during the year.

(b) Diluted loss per share

There were no dilutive potential ordinary shares outstanding during the years ended 31 December 2017 and 2016 and diluted loss per share is the same as basic loss per share.

10 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據年內本公司普通股股東應佔虧損6,577,000元(二零一六年：45,260,000元)及已發行普通股的加權平均數997,365,332股(二零一六年：997,365,332股普通股)計算。

(b) 每股攤薄虧損

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無具潛在攤薄影響的已發行普通股，每股攤薄虧損與每股基本虧損相同。

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(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有指示外，均按港幣計算)

11 Property, plant and equipment

11 物業、廠房及設備

| | | Audio and visual equipment 影音設備 \$'000 千元 | Hardware and software 硬體及軟件 \$'000 千元 | Furniture and fixtures 傢俬及裝置 \$'000 千元 | Leasehold improvements 租賃物業裝修 \$'000 千元 | Billboards 廣告板 \$'000 千元 | Total 總計 \$'000 千元 |
|--|------------------------|--|---|--|---|-----------------------------------|-----------------------------|
| Cost: | 成本： | | | | | | |
| At 1 January 2016 | 於二零一六年一月一日 | 140,749 | 14,992 | 3,423 | 5,043 | 538 | 164,745 |
| Exchange adjustments | 匯兌調整 | — | (17) | (34) | — | — | (51) |
| Additions | 添置 | 10,576 | 257 | 167 | 9,038 | — | 20,038 |
| Disposal | 出售 | (1,643) | (1,843) | (1,399) | (4,642) | (458) | (9,985) |
| At 31 December 2016 | 於二零一六年 十二月三十一日 | 149,682 | 13,389 | 2,157 | 9,439 | 80 | 174,747 |
| Accumulated depreciation and impairment losses: | 累計折舊及減值 虧損： | | | | | | |
| At 1 January 2016 | 於二零一六年一月一日 | 118,027 | 7,490 | 2,149 | 4,607 | 347 | 132,620 |
| Exchange adjustments | 匯兌調整 | — | (15) | (33) | — | — | (48) |
| Charge for the year | 年內折舊 | 10,392 | 2,423 | 319 | 1,887 | 158 | 15,179 |
| Written back on disposal | 出售時撥回 | (1,614) | (1,808) | (1,021) | (4,642) | (458) | (9,543) |
| Impairment loss | 減值虧損 | 22,877 | — | — | — | 33 | 22,910 |
| At 31 December 2016 | 於二零一六年 十二月三十一日 | 149,682 | 8,090 | 1,414 | 1,852 | 80 | 161,118 |
| Net book value: | 賬面淨值： | | | | | | |
| At 31 December 2016 | 於二零一六年 十二月三十一日 | — | 5,299 | 743 | 7,587 | — | 13,629 |

| | | Audio and visual equipment 影音設備 \$'000 千元 | Hardware and software 硬體及軟件 \$'000 千元 | Furniture and fixtures 傢俬及裝置 \$'000 千元 | Leasehold improvements 租賃物業裝修 \$'000 千元 | Billboards 廣告板 \$'000 千元 | Panels 廣告燈箱 \$'000 千元 | Motor Vehicle 汽車 \$'000 千元 | Total 總計 \$'000 千元 |
|--|------------------------|--|---|--|---|-----------------------------------|--------------------------------|--|-----------------------------|
| Cost: | 成本： | | | | | | | | |
| At 1 January 2017 | 於二零一七年一月一日 | 149,682 | 13,389 | 2,157 | 9,439 | 80 | — | — | 174,747 |
| Exchange adjustments | 匯兌調整 | — | 21 | 44 | — | — | — | — | 65 |
| Additions | 添置 | 48 | 519 | 96 | 1,248 | — | 3,305 | 814 | 6,030 |
| Acquisition of subsidiary | 收購附屬公司 | — | 86 | 59 | — | — | — | 502 | 647 |
| Disposal | 出售 | (147,258) | (64) | (35) | — | — | — | — | (147,357) |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 2,472 | 13,951 | 2,321 | 10,687 | 80 | 3,305 | 1,316 | 34,132 |
| Accumulated depreciation and impairment losses: | 累計折舊及減值 虧損： | | | | | | | | |
| At 1 January 2017 | 於二零一七年一月一日 | 149,682 | 8,090 | 1,414 | 1,852 | 80 | — | — | 161,118 |
| Exchange adjustments | 匯兌調整 | — | 21 | 44 | — | — | — | — | 65 |
| Charge for the year | 年內折舊 | 6 | 2,282 | 204 | 2,160 | — | 107 | 5 | 4,764 |
| Written back on disposal | 出售時撥回 | (147,258) | (64) | (21) | — | — | — | — | (147,343) |
| Impairment loss | 減值虧損 | — | 20 | 17 | — | — | — | — | 37 |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 2,430 | 10,349 | 1,658 | 4,012 | 80 | 107 | 5 | 18,641 |
| Net book value: | 賬面淨值： | | | | | | | | |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 42 | 3,602 | 663 | 6,675 | — | 3,198 | 1,311 | 15,491 |

11 Property, plant and equipment (continued)

Audio and visual equipment was used in the BUS-TV business. Against the background that the Group decided during the year ended 31 December 2016 not to submit a tender for a new licence relating to the BUS-TV business which would have succeeded the then existing licence due to expire on 30 June 2017 (see note 23), management assessed that the carrying amount of the audio and visual equipment may not be recoverable through future cash flows to be generated from operations or from their disposal upon expiry of the related licences. Therefore, an impairment provision of \$22,877,000 was recognised to reduce the carrying amount of the audio and visual equipment to its estimated recoverable amount for the year ended 31 December 2016.

11 物業、廠房及設備(續)

影音設備用於巴士電視業務。鑑於本集團已於截至二零一六年十二月三十一日止年度決定不會遞交與巴士電視業務有關的新特許權的標書以承續將於二零一七年六月三十日屆滿的當時現有特許權(見附註23)，管理層評估影音設備的賬面值可能無法透過從經營產生的未來現金流量或於相關特許權屆滿時從出售中收回。因此，已確認減值撥備22,877,000元，以將影音設備的賬面值減低至其於截至二零一六年十二月三十一日止年度的估計可收回數額。

12 Intangible assets

12 無形資產

| | | Website and mobile apps 網站及 手機應用程式 \$'000 千元 |
|--|--|---|
| Cost: | 成本： | |
| At 1 January 2016 | 於二零一六年一月一日 | 4,348 |
| Additions | 添置 | 90 |
| Disposal | 出售 | (1,200) |
| At 31 December 2016, 1 January 2017 and 31 December 2017 | 於二零一六年十二月三十一日、 二零一七年一月一日及 二零一七年十二月三十一日 | 3,238 |
| Accumulated amortisation and impairment losses: | 累計攤銷及減值虧損： | |
| At 1 January 2016 | 於二零一六年一月一日 | 4,159 |
| Charge for the year | 年內攤銷 | 62 |
| Written back on disposal | 出售時撥回 | (1,200) |
| Impairment loss | 減值虧損 | 217 |
| At 31 December 2016, 1 January 2017 and 31 December 2017 | 於二零一六年十二月三十一日、 二零一七年一月一日及 二零一七年十二月三十一日 | 3,238 |
| Net book value | 賬面淨值 | |
| At 31 December 2016, 1 January 2017 and 31 December 2017 | 於二零一六年十二月三十一日、 二零一七年一月一日及 二零一七年十二月三十一日 | — |

During the year ended 31 December 2016, an impairment loss of \$217,000 was recognised. The main factor contributing to the impairment was the expiry of a licence agreement on the sale of merchandises. The Group assessed that the recoverable amounts of the development costs of the website and mobile apps which are used in the sale of merchandises are not significant and as a result a full provision of impairment loss has been made on such intangible assets.

於截至二零一六年十二月三十一日止年度，已確認減值虧損為217,000元。出現減值的主要因素為銷售商品的特許協議屆滿。本集團評估用於銷售商品的網站及手機應用程式開發成本的可收回數額不大，因此已就該等無形資產全數確認減值虧損撥備。

13 Acquisition of subsidiaries

(a) Business combination

(i) Background

On 14 December 2017, the Group acquired 100% controlling stake in Ankai (Tianjin) Economic Information Consulting Co., Ltd. (“Ankai Tianjin”), which held 100% equity interest of China Sports Insurance Broker Co., Ltd. (“CSIB”), for a total cash consideration of RMB40,000,000 (equivalent to HK\$48,000,000), through certain structured contracts. The principal activity of Ankai Tianjin is investment holding while that of CSIB is insurance brokerage.

The Group exercises control over these subsidiaries and enjoys all economic benefits of these subsidiaries through structured contracts, notwithstanding the fact that it does not hold direct equity interest in them, as it has power over the financial and operating policies of these subsidiaries and receives substantially all of the economic benefits from their business activities through the structured contracts.

Taking control of Ankai Tianjin and its subsidiary will enable the Group to strengthen the business development in the PRC and broaden the sources of the Group’s revenue.

Included in the profit for year ended 31 December 2017 was a profit of \$77,000 attributable to the business additionally generated by Ankai Tianjin and CSIB. The other revenue for the year ended 31 December 2017 included \$684,000 generated by Ankai Tianjin and CSIB. Had the acquisition been completed on 1 January 2017, consolidated revenue for the year would have been \$348,449,000, and loss for the year would have been \$4,699,000.

(ii) Consideration transferred

The cash consideration for the acquisition is RMB40,000,000 (equivalent to HK\$48,000,000). No contingent consideration was agreed between the Group and the vendors.

13 收購附屬公司

(a) 業務合併

(i) 背景

於二零一七年十二月十四日，本集團收購了安愷(天津)經濟信息諮詢有限公司(「安愷天津」)100%控股權，而安愷天津持有北京中體保險經紀有限公司(「中體保險」)100%股權，總現金代價為人民幣40,000,000元(相等於港幣48,000,000元)，該收購是透過若干結構性合約進行的。安愷天津的主要業務為投資控股，而中體保險主要從事保險經紀業務。

儘管本集團並無持有該等附屬公司的直接股權，本集團可對該等附屬公司行使控制權，並透過結構性合約享有該等附屬公司的一切經濟利益，原因是本集團可行使其對該等附屬公司的財務及經營政策的權力，並透過結構性合約享有來自該等附屬公司業務絕大部份的經濟利益。

獲得安愷天津及其附屬公司的控制權將讓本集團能夠加強其於中國的業務發展及擴闊本集團的收入來源。

額外由安愷天津及中體保險業務所產生的盈利77,000元亦計入截至二零一七年十二月三十一日止年度的盈利。截至二零一七年十二月三十一日止年度的其他收益包括安愷天津及中體保險所產生的684,000元。倘收購事項於二零一七年一月一日完成，本年度綜合收益則為348,449,000元，而本年度虧損則為4,699,000元。

(ii) 所轉讓代價

收購事項的現金代價為人民幣40,000,000元(相等於港幣48,000,000元)。本集團與賣方概無協定或然代價。

13 Acquisition of subsidiaries (continued)

(a) Business combination (continued)

(iii) Acquisition-related costs

The Group incurred acquisition-related costs of RMB3,160,000 (equivalent to HK\$3,639,000) on investment target referral fees, legal fees and due diligent costs. These costs have been included in “other operating expenses”.

(iv) Identifiable assets acquired and liabilities assumed

| | | 2017 \$'000 千元 |
|--|---------------|----------------------|
| Property, plant and equipment | 物業、廠房及設備 | 647 |
| Accounts receivable | 應收賬款 | 1,772 |
| Other receivables and deposits | 其他應收賬款及按金 | 645 |
| Cash and cash equivalents | 現金及現金等價物 | 7,500 |
| Other payables and accruals | 其他應付賬款及應計費用 | (2,784) |
| PRC tax payables | 應付中國稅項 | (550) |
| Total identifiable net assets acquired | 所收購可識別資產淨值的總值 | 7,230 |

(v) Receivables acquired at the acquisition date

Accounts receivable of RMB1,477,000 (equivalent to HK\$1,772,000) and other receivables and deposits of RMB538,000 (equivalent to HK\$645,000) expected to be collectible at the acquisition date.

13 收購附屬公司(續)

(a) 業務合併(續)

(iii) 收購相關成本

本集團就投資目標轉介費、律師費及盡職審查成本產生收購相關成本人民幣3,160,000元(相等於港幣3,639,000元)。該等成本已計入「其他經營費用」。

(iv) 所收購可識別資產及所承擔負債

(v) 於收購日收購的應收賬款

預計應收賬款人民幣1,477,000元(相等於港幣1,772,000元)及其他應收賬款及按金人民幣538,000元(相等於港幣645,000元)可於收購日期收回。

13 Acquisition of subsidiaries (continued)**(a) Business combination (continued)****(vi) Goodwill**

Goodwill arising from the acquisition has been recognised as follows:

| | | 2017 \$'000 千元 |
|---------------------------------------|--------------|----------------------|
| Consideration transferred | 所轉讓代價 | 48,000 |
| Fair value of identifiable net assets | 可識別資產淨值的公允價值 | (7,230) |
| Goodwill | 商譽 | 40,770 |

The goodwill is attributable mainly to the future profitability of the acquired business and the skills and specialised knowledge of the work force of CSIB. None of the goodwill recognised is expected to be deductible for tax purposes.

(vii) Analysis of cash flow on acquisition

Analysis of cash flow on acquisition

| | | 2017 \$'000 千元 |
|------------------------------------|-------------|----------------------|
| Cash consideration | 現金代價 | 48,000 |
| Cash and cash equivalents acquired | 所收購現金及現金等價物 | (7,500) |
| Net cash flow | 現金流量淨額 | 40,500 |

13 收購附屬公司(續)**(a) 業務合併(續)****(vi) 商譽**

收購事項所產生的商譽已確認如下：

商譽主要來自所收購業務的未來盈利能力及中體保險業務員工的技術及專門知識。預計概無所確認商譽為可在稅務方面獲得抵扣。

(vii) 收購事項現金流量分析

收購事項現金流量分析

13 Acquisition of subsidiaries (continued)

(b) Goodwill

| | | \$'000 千元 |
|-------------------------|---------------|--------------|
| Cost: | 成本： | |
| At 1 January 2017 | 於二零一七年一月一日 | — |
| Addition | 添置 | 40,770 |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 40,770 |
| Carrying amount: | 賬面值： | |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 40,770 |
| At 1 January 2017 | 於二零一七年一月一日 | — |

Impairment tests for cash-generating units containing goodwill

Goodwill is allocated to the Group's cash-generating units (CGU) as follows:

| | | 2017 \$'000 千元 |
|------|------|----------------------|
| CSIB | 中體保險 | 40,770 |

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projections based on historical data and financial budgets approved by Board of Directors covering a five-year period. Cash flows beyond the five-year period are extrapolated using an estimated weighted average growth rate of 3%. The growth rates used do not exceed the long-term average growth rates for the business in which the CGU operates. The cash flows are discounted using a discount rate of 20%. The discount rate used are pre-tax and reflect specific risks relating to the relevant CGU.

14 Non-current prepayments and deposits

Non-current prepayments and deposits comprise prepayments and deposits for the purchase of property, plant and equipment, security for the due payment of licence fees and office rental. The amounts are neither past due nor impaired.

13 收購附屬公司(續)

(b) 商譽

包含商譽的現金生產單位的減值測試

本集團分配商譽至現金生產單位如下：

現金生產單位的可收回數額按使用價值計算。該計算方式使用現金流量預測，依據歷史數據及經董事會批核的五年期財政預算。五年期後的現金流量是參照估計加權平均增長率3%推算。所使用的增長率並無超出此現金生產單位運作的業務裏的長期平均增長率。此現金流量是以折現率20%折算。所使用的折現率為稅前的及反映相關現金生產單位的個別風險。

14 非流動預付款項及按金

非流動預付款項及按金包括購買物業、廠房及設備以及抵押到期支付的特許費及辦事處租金的預付款項及按金。該等款項並無逾期或出現減值。

15 Investments in subsidiaries

The following list contains the particulars of subsidiaries. The class of shares held is ordinary unless otherwise stated.

All of these are controlled subsidiaries as defined under note 1(d) and have been consolidated into the Group's financial statements.

15 附屬公司投資

下表載列附屬公司的資料。除另有指明外，所持股份類別均為普通股。

所有附屬公司均為附註1(d)所定義的受控制附屬公司，其業績已併入本集團財務報表內綜合計算。

| Name of company 公司名稱 | Place of incorporation/ operation 註冊成立/營業地點 | Particulars of issued and paid up capital 已發行及已繳足股本詳情 | Proportional of ownership interest (%) 應佔股權(百分比) | | | Principal activity 主要業務 |
|--|---|--|---|--------------|----------------|---|
| | | | Effective interest 實際權益 | Direct 直接 | Indirect 間接 | |
| AdSociety Advertising Agency Limited 創智傳動廣告有限公司 | Hong Kong 香港 | 2 shares 2股股份 | 100 | — | 100 | Investment holding 投資控股 |
| Bus Focus Limited | The British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$100 100美元 | 60 | — | 60 | Provision of media sales service for advertising on transit vehicle shelters 提供客運車輛候車亭廣告的媒體銷售服務 |
| Bus Power Limited | Hong Kong 香港 | 1 share 1股股份 | 100 | — | 100 | Provision of media sales service for advertising on transit vehicle exteriors and interiors 提供客運車輛車身外部及內部廣告的媒體銷售服務 |
| Cityway Resources Limited | The British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$1 1美元 | 100 | 100 | — | Investment holding 投資控股 |
| Cyberstop Limited | The British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$1 1美元 | 100 | — | 100 | Dormant 暫無營業 |
| KM-Vision Limited | Hong Kong 香港 | 10,000 shares 10,000股股份 | 100 | — | 100 | Dormant 暫無營業 |
| Leader Force Limited | Hong Kong 香港 | 1 share 1股股份 | 100 | — | 100 | Provision of media sales service for advertising on transit vehicle shelters and billboards 提供客運車輛候車亭及廣告板廣告的媒體銷售服務 |
| LW-Vision Limited | Hong Kong 香港 | 10,000 shares 10,000股股份 | 100 | — | 100 | Dormant 暫無營業 |

15 Investments in subsidiaries (continued)

15 附屬公司投資(續)

| Name of company 公司名稱 | Place of incorporation/ operation 註冊成立/營業地點 | Particulars of issued and paid up capital 已發行及已繳足 股本詳情 | Proportional of ownership interest (%) 應佔股權(百分比) | | | Principal activity 主要業務 |
|--|---|--|--|--------------|----------------|---|
| | | | Effective interest 實際權益 | Direct 直接 | Indirect 間接 | |
| MB-Vision Limited | Hong Kong 香港 | 2 shares 2股股份 | 100 | — | 100 | Investment holding 投資控股 |
| Road Publications Limited | Hong Kong 香港 | 2 shares 2股股份 | 100 | — | 100 | Trading of bus souvenirs 經營巴士紀念品銷售業務 |
| RoadShow Advertising (Beijing) Company Limited (limited liability company) 路訊通廣告(北京)有限公司 (有限責任公司) | The PRC 中國 | US\$500,000 500,000美元 | 100 | — | 100 | Provision of media advertising agency service and design and production of advertisements 提供媒體廣告代理服務及 廣告設計與製作 |
| RoadShow Creations Limited | Hong Kong 香港 | 2 shares 2股股份 | 100 | — | 100 | Trading of bus souvenirs 經營巴士紀念品銷售業務 |
| RoadShow Media Holdings Limited | The British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$1 1美元 | 100 | — | 100 | Investment holding 投資控股 |
| RoadShow Media Limited | Hong Kong 香港 | 2 shares 2股股份 | 100 | — | 100 | Provision of media sales & management services for BUS-TV business 提供巴士電視業務的媒 體銷售及管理服務 |
| RoadShow Media Group Limited (formerly known as RoadShow Resources Limited) (前稱 RoadShow Resources Limited) | The British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$1 1美元 | 100 | 100 | — | Investment holding 投資控股 |
| RoadShow Productions Holdings Limited | The British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$1 1美元 | 100 | — | 100 | Investment holding 投資控股 |
| RoadShow Productions Limited | Hong Kong 香港 | 2 shares 2股股份 | 100 | — | 100 | Events production and production of content for BUS-TV systems 項目製作及製作巴士 電視系統內容 |
| RoadVision Holdings (China) Limited | The British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$1 1美元 | 100 | — | 100 | Investment holding 投資控股 |

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

15 Investments in subsidiaries (continued)

15 附屬公司投資(續)

| Name of company 公司名稱 | Place of incorporation/ operation 註冊成立/營業地點 | Particulars of issued and paid up capital 已發行及已繳足股本詳情 | Proportional of ownership interest (%) 應佔股權(百分比) | | | Principal activity 主要業務 |
|---------------------------------|---|--|---|--------------|----------------|--|
| | | | Effective interest 實際權益 | Direct 直接 | Indirect 間接 | |
| RoadVision Holdings Limited | The British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$2 2美元 | 100 | — | 100 | Investment holding 投資控股 |
| RoadVision (Beijing) Limited | The British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$1 1美元 | 100 | — | 100 | Investment holding 投資控股 |
| RoadVision (Shanghai) Limited | The British Virgin Islands/ Hong Kong 英屬處女群島/香港 | US\$1 1美元 | 100 | — | 100 | Investment holding 投資控股 |
| RSG Resources Limited | Hong Kong 香港 | 2 shares 2股股份 | 100 | — | 100 | Provision of employment agency services 提供職業中介服務 |
| SB-Vision Limited | Hong Kong 香港 | 10,000 shares 10,000股股份 | 95 | — | 95 | Dormant 暫無營業 |
| Silver Sea Limited | Hong Kong 香港 | 1 share 1股股份 | 100 | — | 100 | Provision of media sales service for online advertising 提供網上廣告的媒體銷售服務 |
| 888 Lab Limited | Hong Kong 香港 | 1 share 1股股份 | 100 | — | 100 | Provision of integrated marketing services 提供綜合市場推廣服務 |
| 霍爾果斯環際信息諮詢有限公司 | The PRC 中國 | — | 100 | — | 100 | Investment holding 投資控股 |
| 北京貝森睿誠管理諮詢有限公司 | The PRC 中國 | — | 100 | — | 100 | Investment holding 投資控股 |
| 安愷(天津)經濟信息諮詢有限公司 ⁽ⁱ⁾ | The PRC 中國 | RMB10,000,000 人民幣10,000,000元 | 100 | — | — | Investment holding 投資控股 |
| 北京中體保險經紀有限公司 ⁽ⁱ⁾ | The PRC 中國 | RMB10,000,000 人民幣10,000,000元 | 100 | — | — | Provision of insurance brokerage service 提供保險經紀服務 |

(i) These are subsidiaries arising from the contractual agreements (see note 13 for details).

(i) 此等公司為合約協議所產生的附屬公司(詳情見附註13)。

15 Investments in subsidiaries (continued)

The following table lists out the information relating to Bus Focus Limited, the only subsidiary of the Group which has material non-controlling interest (“NCI”). The summarised financial information presented below represents the amounts before any inter-company elimination.

15 附屬公司投資(續)

下表載列有關本集團唯一擁有重大非控股權益(「非控股權益」)的附屬公司 Bus Focus Limited 的資料。以下呈列的財務資料概要為公司間對銷前的金額。

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|--------------------------------------|-------------|----------------------|----------------------|
| NCI percentage | 非控股權益百分比 | 40% | 40% |
| Current assets | 流動資產 | 25,342 | 29,604 |
| Current liabilities | 流動負債 | 4,667 | 6,553 |
| Net assets | 資產淨值 | 20,675 | 23,051 |
| Carrying amount of NCI | 非控股權益賬面值 | 8,270 | 9,220 |
| Revenue | 收入 | 29,287 | 61,469 |
| Profit for the year | 本年度盈利 | 2,376 | 7,840 |
| Total comprehensive income | 全面收益總額 | 2,376 | 7,840 |
| Profit allocated to NCI | 分配至非控股權益的盈利 | 950 | 3,136 |
| Dividend paid to NCI | 已付予非控股權益的股息 | — | 1,600 |
| Cash flows from operating activities | 來自經營活動的現金流量 | 7,163 | 9,257 |
| Cash flows from financing activities | 來自融資活動的現金流量 | — | (4,000) |

16 Inventories

All of the inventories are finished goods of merchandise.

The amount of inventories recognised as an expense is as follows:

| | | 2016 \$'000 千元 |
|-------------------------------------|----------|----------------------|
| Carrying amount of inventories sold | 已出售存貨賬面值 | 9,844 |
| Write-down of inventories | 存貨撇減 | 4,101 |
| | | 13,945 |

Due to the expiry of the licence agreement on the sale of certain merchandises during the year ended 31 December 2016, inventories of \$4,101,000 were written down to its net realisable value at 31 December 2016.

During the year ended 31 December 2017, the amount of inventories recognised as an expense is \$Nil.

17 Amounts due from/(to) group companies

(a) The amount due to ultimate holding company at 31 December 2016 was unsecured, interest-free and has no fixed terms of repayment.

(b) The amounts due from/(to) fellow subsidiaries at 31 December 2016 were unsecured, interest-free, repayable on demand and represent normal trade receivables and payables. The amounts due from fellow subsidiaries were neither past due nor impaired.

16 存貨

所有存貨均為商品製成品。

確認為支出的存貨金額如下：

| | 2016 \$'000 千元 |
|-------------------------------------|----------------------|
| Carrying amount of inventories sold | 9,844 |
| Write-down of inventories | 4,101 |
| | 13,945 |

由於銷售若干商品的特許協議於截至二零一六年十二月三十一日止年度屆滿，存貨4,101,000元已於二零一六年十二月三十一日撇減至其可變現淨值。

於截至二零一七年十二月三十一日止年度，確認為支出的存貨金額為零元。

17 應收／(應付)集團公司款項

(a) 於二零一六年十二月三十一日，應付最終控股公司款項為無抵押、免息及無固定還款期。

(b) 於二零一六年十二月三十一日，應收／(應付)同系附屬公司款項為無抵押、免息、須於要求時償還，及涉及一般貿易應收及應付賬款。該等應收同系附屬公司的款項並無逾期或出現減值。

18 Accounts receivable

(a) Ageing analysis

Details of the ageing analysis of accounts receivable that are neither individually nor collectively considered to be impaired at the end of the reporting period are as follows:

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|--|---------------|----------------------|----------------------|
| Neither past due nor impaired | 並無逾期或減值 | 60,561 | 52,161 |
| Within one month past due | 逾期少於一個月 | 12,858 | 21,662 |
| Over one month but within two months past due | 逾期超過一個月但少於兩個月 | 7,513 | 6,616 |
| Over two months but within three months past due | 逾期超過兩個月但少於三個月 | 4,547 | 3,449 |
| Over three months but within one year past due | 逾期超過三個月但少於一年 | 6,033 | 14,697 |
| Over one year past due | 逾期超過一年 | 225 | 2,569 |
| | | 91,737 | 101,154 |

According to the Group's credit policy, credit period granted to customers is generally within 90 days. Therefore, all the balances which are not past due as disclosed above are within three months from the invoice date.

All of the accounts receivable are expected to be recovered within one year.

(b) Impairment of accounts receivable

Impairment losses in respect of accounts receivable are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against accounts receivable directly.

18 應收賬款

(a) 賬齡分析

於報告期末，並無出現個別或整體減值的應收賬款的賬齡分析詳情如下：

根據本集團的信貸政策，一般授予客戶的信貸期為90日。因此，所有上文所披露的未逾期結餘均於發票日期後三個月內到期。

預期所有應收賬款將於一年內收回。

(b) 應收賬款減值

應收賬款的減值虧損已記入撥備賬，除非本集團確信收回該金額的機會極微，於此情況下，減值虧損直接與應收賬款對銷。

18 Accounts receivable (continued)**(b) Impairment of accounts receivable (continued)**

The movement in the allowance for doubtful debts during the year is as follows:

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|-----------------------------------|------------|----------------------|----------------------|
| At 1 January | 於一月一日 | 6,334 | 13,501 |
| Impairment loss recognised | 已確認的減值虧損 | 2,858 | 2,422 |
| Uncollectible amounts written off | 已撇銷的不可收回金額 | — | (9,589) |
| | | 9,192 | 6,334 |

At 31 December 2017, the Group's accounts receivable of \$9,192,000 was individually determined to be impaired (2016: \$6,334,000). The individually impaired receivables related to customers with long overdue balances and management assessed that the receivables are not expected to be recovered. Consequently, an impairment loss is provided for. The Group does not hold any collateral over such balances.

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. 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. The Group does not hold any collateral over these balances.

19 Loan receivable

The loan was made to a third party. The balance is unsecured, interest bearing and repayable within one year.

18 應收賬款(續)**(b) 應收賬款減值(續)**

年內呆賬撥備的變動如下：

| | 2017 \$'000 千元 | 2016 \$'000 千元 |
|--|----------------------|----------------------|
| 於二零一七年十二月三十一日，本集團應收賬款9,192,000元(二零一六年：6,334,000元)已個別釐定為須作減值。個別減值的應收款項乃與擁有長時間逾期結餘的客戶有關，且管理層估計應收款項極有可能無法收回，故已作出減值虧損撥備。本集團並無就該等結餘持有任何抵押品。 | 6,334 | 13,501 |
| 已個別釐定為須作減值。個別減值的應收款項乃與擁有長時間逾期結餘的客戶有關，且管理層估計應收款項極有可能無法收回，故已作出減值虧損撥備。本集團並無就該等結餘持有任何抵押品。 | 2,858 | 2,422 |
| 已撇銷的不可收回金額 | — | (9,589) |
| | 9,192 | 6,334 |

於二零一七年十二月三十一日，本集團應收賬款9,192,000元(二零一六年：6,334,000元)已個別釐定為須作減值。個別減值的應收款項乃與擁有長時間逾期結餘的客戶有關，且管理層估計應收款項極有可能無法收回，故已作出減值虧損撥備。本集團並無就該等結餘持有任何抵押品。

並無逾期或減值的應收款項乃與多名最近並無拖欠記錄的客戶有關。

已逾期但未減值的應收款項乃與若干與本集團擁有良好往績記錄的獨立客戶有關。根據過往經驗，管理層相信由於該等結餘的信貨質素並未出現重大改變，且該等結餘仍被視為可全部收回，故毋須為該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

19 應收貸款

該筆貸款已提供予一名第三方。結餘為無抵押、計息及須於一年內償還。

20 Pledged bank deposits

Pursuant to certain licence agreements between subsidiaries of the Company and independent third parties, bank guarantees have been provided to the independent third parties in respect of the subsidiaries' due performance and payment under the respective licence agreements. The Company has pledged bank deposits of \$97,248,000 (2016: \$78,343,000) to banks for the bank guarantees issued.

The remaining deposit amounting \$1,000,000 (2016: \$Nil) has been pledged to secure banking facilities granted to the Group.

20 已抵押銀行存款

根據本公司附屬公司與獨立第三方訂立的若干特許協議，該等附屬公司已就其妥善履行及支付其於各自特許協議項下的責任及款項，作出以該等獨立第三方為受益人的銀行擔保。本公司已就所發出的銀行擔保向銀行抵押銀行存款97,248,000元（二零一六年：78,343,000元）。

餘下的存款為1,000,000元（二零一六年：零元）已抵押作為本集團獲授銀行融資的擔保。

21 Bank deposits and cash

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|---|---------------------------|----------------------|----------------------|
| Cash at bank and in hand | 銀行及手頭現金 | 130,074 | 105,558 |
| Bank deposits with original maturities within three months | 原到期日為三個月內的 銀行存款 | 108,633 | 99,063 |
| Cash and cash equivalents for the purpose of the consolidated cash flow statement | 就編製綜合現金流量表而言的 現金及現金等價物 | 238,707 | 204,621 |
| Bank deposits with original maturities over three months | 原到期日超過三個月的 銀行存款 | 11,598 | 193,333 |
| | | 250,305 | 397,954 |

21 銀行存款及現金

22 Accounts payable

Details of the ageing analysis of accounts payable at the end of the reporting period are as follows:

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|----------------------|---------|----------------------|----------------------|
| Due within one month | 於一個月內到期 | 29 | 1,977 |

Credit period granted to the Group by suppliers is generally within 90 days. Above balances are all within three months from the invoice date.

All of the accounts payable are expected to be settled within one year.

22 應付賬款

於報告期末，應付賬款的賬齡分析詳情如下：

供應商一般授予本集團的信貸期為90日。上述結餘均於發票日期後三個月內到期。

預期所有應付賬款將於一年內繳付。

23 Provision for onerous contracts

Having reviewed the Group's operations and considered the terms included in the tender invitation issued by The Kowloon Motor Bus Company (1933) Limited ("KMB") for a new licence relating to the BUS-TV business, the Group decided during the year ended 31 December 2016 not to submit a tender for this new licence, which would have succeeded the then existing licence due to expire on 30 June 2017. Consequently, a provision for onerous contracts of \$14,455,000 was recognised for the year ended 31 December 2016.

The Group remeasured the provision for onerous contracts and considered that following the expiry of the licence on 30 June 2017, it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation as at 31 December 2017. A reversal of provision for onerous contracts of \$14,455,000 was recognised for the year ended 31 December 2017.

Given the increasingly keen price and market competition, a provision was made for onerous contracts relating to the Group's outdoor signages advertising business. The Group assessed that the unavoidable costs of meeting the obligations under related licences, which are all non-cancellable, may exceed the economic benefits expected to be received therefrom and, therefore, considered these licences to be onerous contracts. Consequently, a provision for onerous contracts of \$545,000 was recognised for the year ended 31 December 2017.

23 虧損合約撥備

於檢討本集團的營運並經考慮由九龍巴士(一九三三)有限公司(「九巴」)發出與巴士電視業務有關的新特許權的招標條款後，本集團於截至二零一六年十二月三十一日止年度決定不會遞交此項新特許權的標書以承續將於二零一七年六月三十日屆滿的當時現有特許權。因此，於截至二零一六年十二月三十一日止年度已就虧損合約確認撥備 14,455,000 元。

本集團已重新計量虧損合約撥備，並認為於特許權在二零一七年六月三十日屆滿後，於二零一七年十二月三十一日不大可能再需付出附帶經濟利益的資源以履行責任。本集團就截至二零一七年十二月三十一日止年度，確認虧損合約撥備撥回 14,455,000 元。

鑑於價格及市場競爭愈趨激烈，本集團已就其戶外廣告牌廣告業務計提虧損合約撥備。本集團評估，基於履行相關特許權(全部不可註銷)項下的責任所產生的不可避免成本可能會超過預期可從該等特許權收取的經濟利益，因此認為該等特許權為虧損合約，並已於截至二零一七年十二月三十一日止年度確認虧損合約撥備 545,000 元。

24 Finance leases

(a) Obligations under finance leases:

At 31 December 2017, the Group had obligations under finance leases repayable as follows:

| | | 2017 | |
|--------------------------------------|------------|---|---------------------------------|
| | | Present value of the minimum lease payments | Total minimum lease payments |
| | | 最低租賃 付款現值 | 最低租賃 付款總額 |
| | | \$'000 | \$'000 |
| | | 千元 | 千元 |
| Within 1 year | 一年內 | 151 | 183 |
| After 1 year but within 2 years | 一年後至兩年內 | 158 | 183 |
| After 2 years but within 5 years | 兩年後至五年內 | 432 | 457 |
| | | 590 | 640 |
| | | 741 | 823 |
| Less: total future interest expenses | 減：未來利息開支總額 | | (82) |
| Present value of lease obligations | 租賃承擔現值 | | 741 |

During the year ended 31 December 2016, no obligations under finance leases was noted.

於截至二零一六年十二月三十一日止年度，本集團概無融資租賃承擔。

(b) Reconciliation of changes in finance leases to changes in financing cash flow:

(b) 融資租賃變動與融資現金流量變動對賬：

| | | \$'000 |
|---|-----------------|--------|
| | | 千元 |
| At 1 January 2017 | 於二零一七年一月一日 | — |
| Non-cash flow change | 非現金流量變動 | |
| New finance lease | 新融資租賃 | 814 |
| Change from financing cash flow | 融資現金流量變動 | |
| Repayment of capital element of finance lease | 償還融資租賃的本金部份 | (73) |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 741 |

25 Income tax in the consolidated statement of financial position 25 列於綜合財務狀況表的所得稅

(a) Current taxation in the consolidated statement of financial position represents:

(a) 列於綜合財務狀況表的本期稅項為：

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|--|------------|----------------------|----------------------|
| Provision for Hong Kong Profits Tax for the year | 本年度香港利得稅撥備 | 2,211 | 5,097 |
| Provisional Profits Tax paid | 已付暫繳利得稅 | (3,967) | (4,878) |
| | | (1,756) | 219 |
| PRC income tax payable | 應付中國所得稅 | 835 | 441 |
| | | (921) | 660 |

Reconciliation to consolidated statement of financial position:

與綜合財務狀況表對賬：

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|--|-------------------|----------------------|----------------------|
| Current tax recoverable recognised in the consolidated statement of financial position | 於綜合財務狀況表確認的應收本期稅項 | (1,756) | (400) |
| Current tax payable recognised in the consolidated statement of financial position | 於綜合財務狀況表確認的應付本期稅項 | 835 | 1,060 |
| | | (921) | 660 |

25 Income tax in the consolidated statement of financial position (continued) **25 列於綜合財務狀況表的所得稅(續)**

(b) Deferred tax assets/(liabilities) recognised:

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

(b) 已確認的遞延稅項資產／(負債)：

於綜合財務狀況表確認的遞延稅項資產／(負債)的組成部份及於年內的變動如下：

| | | Depreciation allowances in excess of related accelerated depreciation | Tax losses | Onerous contracts | Total |
|--------------------------------------|---------------|---|------------|-------------------|---------|
| | | 超出相關加速折舊的折舊抵免 | 稅務虧損 | 虧損合約 | 總計 |
| | | \$'000 | \$'000 | \$'000 | \$'000 |
| | | 千元 | 千元 | 千元 | 千元 |
| At 1 January 2016 | 於二零一六年一月一日 | (3,418) | 7,976 | — | 4,558 |
| Credited/(charged) to profit or loss | 在損益內計入／(列支) | 4,137 | (825) | 2,385 | 5,697 |
| At 31 December 2016 | 於二零一六年十二月三十一日 | 719 | 7,151 | 2,385 | 10,255 |
| At 1 January 2017 | 於二零一七年一月一日 | 719 | 7,151 | 2,385 | 10,255 |
| Charged to profit or loss | 在損益內列支 | (547) | (475) | (2,385) | (3,407) |
| At 31 December 2017 | 於二零一七年十二月三十一日 | 172 | 6,676 | — | 6,848 |

Amounts recognised in the consolidated statement of financial position:

於綜合財務狀況表確認的金額：

| | | 2017 | 2016 |
|------------------------------|----------|--------|--------|
| | | \$'000 | \$'000 |
| | | 千元 | 千元 |
| Net deferred tax assets | 遞延稅項資產淨值 | 7,042 | 10,393 |
| Net deferred tax liabilities | 遞延稅項負債淨額 | (194) | (138) |
| | | 6,848 | 10,255 |

25 Income tax in the consolidated statement of financial position (continued) 25 列於綜合財務狀況表的所得稅(續)

(c) Deferred tax assets not recognised:

In accordance with the accounting policy set out in note 1(n), the Group has not recognised deferred tax assets of \$32,407,000 (2016: \$25,194,000) in respect of cumulative tax losses of \$196,408,000 (2016: \$152,692,000), where it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdictions and entities. At 31 December 2017 and 2016, the tax losses do not expire under the current tax legislation.

(d) Deferred tax liabilities not recognised:

At 31 December 2017, temporary differences relating to the undistributed profits of a subsidiary amounted to \$10,634,000 (2016: \$8,991,000). Deferred tax liabilities of \$1,063,000 (2016: \$899,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of this subsidiary and it has been determined that it is probable that profits will not be distributed in the foreseeable future.

(c) 未確認的遞延稅項資產：

根據附註1(n)所載的會計政策，由於有關稅務司法權區及實體不大可能出現可用以抵銷虧損的未來應課稅盈利，故本集團並無就196,408,000元(二零一六年：152,692,000元)的累計稅務虧損確認32,407,000元(二零一六年：25,194,000元)的遞延稅項資產。於二零一七年及二零一六年十二月三十一日，根據現行稅務法例，稅務虧損並無期滿日。

(d) 未確認的遞延稅項負債：

於二零一七年十二月三十一日，有關一間附屬公司未分派盈利的暫時性差異為10,634,000元(二零一六年：8,991,000元)。由於本公司控制該附屬公司的股息政策，且認為該附屬公司在可見將來很大可能不會分派盈利，因此，並無就分派該等保留盈利原應繳付的稅項確認1,063,000元(二零一六年：899,000元)的遞延稅項負債。

26 Capital and reserves

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

The Company

| | | 本公司 | | | |
|--|----------------------------|---------------|---------------------|--------------------|---------|
| | | Share capital | Contributed surplus | Accumulated losses | Total |
| | | 股本 | 實繳盈餘 | 累計虧損 | 總計 |
| | | \$'000 | \$'000 | \$'000 | \$'000 |
| | | 千元 | 千元 | 千元 | 千元 |
| Balance at 1 January 2016 | 於二零一六年一月一日的結餘 | 99,737 | 594,404 | (340,716) | 353,425 |
| Change in equity for 2016: | 二零一六年的權益變動： | | | | |
| Profit and total comprehensive income for the year | 本年度盈利及全面收益總額 | — | — | 1,114 | 1,114 |
| Balance 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的結餘 | 99,737 | 594,404 | (339,602) | 354,539 |
| Change in equity for 2017: | 二零一七年的權益變動： | | | | |
| Profit and total comprehensive income for the year | 本年度盈利及全面收益總額 | — | — | 1,334 | 1,334 |
| Balance at 31 December 2017 | 於二零一七年十二月三十一日的結餘 | 99,737 | 594,404 | (338,268) | 355,873 |

(b) Share capital

(b) 股本

| | | 2017 | | 2016 | |
|-------------------------------|--------------|------------------|-----------|------------------|-----------|
| | | Number of shares | | Number of shares | Total |
| | | 股份數目 | \$'000 | 股份數目 | \$'000 |
| | | '000 | 千元 | '000 | 千元 |
| | | 千股 | 千元 | 千股 | 千元 |
| Authorised: | 法定： | | | | |
| Ordinary shares of \$0.1 each | 每股面值0.1元的普通股 | 10,000,000 | 1,000,000 | 10,000,000 | 1,000,000 |
| Issued and fully paid: | 已發行及已繳足： | | | | |
| At 31 December | 於十二月三十一日 | 997,365 | 99,737 | 997,365 | 99,737 |

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

普通股持有人有權收取不時宣派的股息，並有權於本公司股東大會上每持有一股股份投一票。所有普通股對本公司的剩餘資產而言均享有同等權益。

26 Capital and reserves (continued)**(c) Nature and purpose of reserves****(i) Share premium**

The application of the share premium account is governed by the Company's Bye-laws and the Bermuda Companies Act 1981.

(ii) General reserve

General reserve is provided by each of the Group's PRC subsidiaries at 10% of their net profit after tax, based on the relevant subsidiary's PRC statutory financial statements.

The general reserve can be used to set off any accumulated losses or converted into paid-up capital of the relevant subsidiary.

(iii) Contributed surplus

Pursuant to a group reorganisation in 2001, the Company became the holding company of the Group. The excess of the consolidated net assets represented by the shares acquired over the nominal value of the shares issued by the Company in exchange under the reorganisation in 2001 was transferred to contributed surplus. Under the Bermuda Companies Act 1981, contributed surplus is available for distribution to shareholders.

(iv) Other reserve

In 2007, the Group entered into an agreement with a fellow subsidiary to acquire the remaining 8% equity interests in a subsidiary, KM-Vision Limited at a consideration of \$1,211,000, resulting in a premium of \$605,000. The additional investment was accounted for as an equity transaction and the premium was recognised directly in shareholders' equity.

(v) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong. The reserve is dealt with in accordance with the accounting policy set out in note 1(s).

26 股本及儲備金(續)**(c) 儲備金的性質及用途****(i) 股份溢價**

股份溢價賬的應用受本公司的公司細則及百慕達一九八一年《公司法》所規限。

(ii) 一般儲備

本集團各中國附屬公司均須根據有關附屬公司的中國法定財務報表計算的除稅後純利的10%撥入一般儲備。

一般儲備可用於抵銷任何累計虧損或轉換為有關附屬公司的已繳足股本。

(iii) 實繳盈餘

根據二零零一年的集團重組，本公司成為本集團的控股公司。綜合資產淨值盈餘指所購股份超出本公司因二零零一年根據重組計劃作交換而發行的股份面值，該等盈餘已撥入實繳盈餘。根據百慕達一九八一年《公司法》規定，實繳盈餘可派發予股東。

(iv) 其他儲備

本集團於二零零七年與一同系附屬公司簽訂一項協議，以1,211,000元的代價收購其於附屬公司KM-Vision Limited剩餘的8%的股權，所產生溢價為605,000元。此額外投資乃以權益交易列賬，溢價直接於股東權益中確認。

(v) 外匯儲備

外匯儲備包括換算香港以外業務財務報表產生的所有匯兌差額。該等儲備按照附註1(s)所載的會計政策處理。

26 Capital and reserves (continued)

(c) Nature and purpose of reserves (continued)

(vi) Distributability of reserves

At 31 December 2017, the aggregate amount of reserves available for distribution to shareholders of the Company was \$256,136,000 (2016: \$254,802,000). After the end of the reporting period, the Directors did not propose a final dividend for the year ended 31 December 2017 (2016: \$Nil) (note 9(a)).

(d) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

At 31 December 2017 and 2016, the Group did not have any bank borrowings. The Group had bank deposits and cash balance as at 31 December 2017 amounting to \$250,305,000 (2016: \$397,954,000).

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

27 Financial risk management and fair values of financial instruments

The Group is exposed to credit, liquidity, interest rate and currency risks arising from the normal course of its business. These risks are limited by the Group's financial management policies and practices described below.

(a) Credit risk

The Group's credit risk is primarily attributable to accounts receivable and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

26 股本及儲備金(續)

(c) 儲備金的性質及用途(續)

(vi) 儲備金的可分派性

於二零一七年十二月三十一日，可分派予本公司股東的儲備金總額為256,136,000元(二零一六年：254,802,000元)。於報告期末後，董事不建議就截至二零一七年十二月三十一日止年度派發末期股息(二零一六年：零元)(附註9(a))。

(d) 資本管理

本集團管理資本的首要目標乃保障本集團能夠繼續持續經營的能力，從而透過與風險水平相對應的產品及服務定價，以及獲得合理成本的融資，繼續為股東提供回報及為其他持份者提供收益。

於二零一七年及二零一六年十二月三十一日，本集團並無任何銀行借貸。本集團於二零一七年十二月三十一日的銀行存款及現金結餘為250,305,000元(二零一六年：397,954,000元)。

本集團積極及定期對其資本架構展開檢討及管理，以在較高股東回報情況下可能伴隨的較高借貸水平與良好的資本狀況帶來的優勢及保障之間取得平衡，並因應經濟環境的變化對資本架構作出調整。

27 財務風險管理及金融工具的公允價值

本集團的日常業務過程會產生信貸、流動資金、利率及貨幣風險。該等風險受下述本集團財務管理政策及做法限制。

(a) 信貸風險

本集團的信貸風險主要來自應收賬款及其他應收賬款。管理層設有一項信貸政策，並會持續監察這些信貸風險。

27 Financial risk management and fair values of financial instruments (continued)

(a) Credit risk (continued)

Individual credit evaluations are performed on all customers requiring credit over a certain amount. Customers of media sales business and insurance brokerage business are generally granted credit terms of 90 days and 60 days, respectively, while customers of merchandising business either pay on delivery or are generally granted credit terms of 30 to 90 days. Normally, the Group does not obtain collateral from customers.

Bank deposits and cash at bank are normally placed with licensed banks that have credit ratings equal to or better than the Group. Given their high credit ratings, management does not expect any licensed bank to fail to meet its obligations.

The Group has not provided any guarantee which would expose the Group or the Company to credit risk.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from accounts receivable are set out in note 18.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the raising of loans to cover expected cash demands, subject to approval by the Company's Board of Directors when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

27 財務風險管理及金融工具的公允價值 (續)

(a) 信貸風險(續)

本集團對所有要求超過若干金額信貸的客戶進行單獨信貸評估。本集團一般給予媒體銷售業務及保險經紀業務的客戶分別90日及60日信貸期，而商品銷售業務的客戶則須貨到付款或一般獲給予30至90日的信貸期。本集團一般不會向客戶收取抵押品。

銀行存款及銀行現金一般會存放於信貸評級相等於或高於本集團的持牌銀行。鑑於其信貸評級較高，管理層並不預期任何持牌銀行會無法履行其義務。

本集團並無提供任何可能令本集團或本公司面臨信貸風險的擔保。

本集團來自應收賬款的信貸風險的具體資料於附註18作進一步披露。

(b) 流動資金風險

本集團旗下個體經營實體負責其自身的現金管理，包括籌集貸款以滿足預期的現金需求，而當借款金額超過權限的若干預定水平，則須獲得本公司董事會的批准。本集團的政策為定期監察其流動資金需要，以確保其維持充裕的現金儲備及自主主要金融機構取得足夠的承諾資金額度，滿足其長短期的流動資金需要。

27 Financial risk management and fair values of financial instruments (continued)

(b) Liquidity risk (continued)

The Company also monitors closely the cash flows of its subsidiaries. Generally, the Company's subsidiaries are required to obtain the Company's approval for activities such as investment of surplus cash, raising of loans and settlement of suppliers' invoices beyond certain limits.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

| | | 2017 | | | | | 2016 | | |
|---|-----------------------------|--|---|--|--------|---|---|--------|---|
| | | Contractual undiscounted cash outflow 合約未貼現現金流出 | | | | | Contractual undiscounted cash outflow 合約未貼現現金流出 | | |
| | | Within 1 year or on demand | More than 1 year but less than 2 years | More than 2 years but less than 5 years | | Carrying amount at 31 December | Within 1 year or on demand | Total | Carrying amount at 31 December |
| | | 一年內或 於要求時 | 超過一年 但少於 兩年 | 超過兩年 但少於 五年 | 總計 | 於十二月 三十一日 的賬面值 | 一年內或 於要求時 | 總計 | 於十二月 三十一日 的賬面值 |
| | | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| | | 千元 | 千元 | 千元 | 千元 | 千元 | 千元 | 千元 | 千元 |
| Accounts payable | 應付賬款 | 29 | — | — | 29 | 29 | 1,977 | 1,977 | 1,977 |
| Amount due to ultimate holding company | 應付最終控股公司 款項 | — | — | — | — | — | 3 | 3 | 3 |
| Amounts due to fellow subsidiaries | 應付同系附屬 公司款項 | — | — | — | — | — | 1,065 | 1,065 | 1,065 |
| Other payables and accruals (excluding deferred income) | 其他應付賬款及 應計費用 (不計遞延收入) | 44,306 | — | — | 44,306 | 44,306 | 34,505 | 34,505 | 34,505 |
| Provision for onerous contracts | 虧損合約 撥備 | 545 | — | — | 545 | 545 | 14,455 | 14,455 | 14,455 |
| Finance lease liabilities | 融資租賃負債 | 183 | 183 | 457 | 823 | 741 | — | — | — |
| | | 45,063 | 183 | 457 | 45,703 | 45,621 | 52,005 | 52,005 | 52,005 |

27 財務風險管理及金融工具的公允價值 (續)

(b) 流動資金風險(續)

本公司亦密切監察其附屬公司的現金流量。一般而言，本公司的附屬公司須就以現金盈餘作投資、籌集貸款及清繳超過若干上限的供應商發票等活動取得本公司批准。

下表顯示於報告期末本集團的非衍生金融負債的餘下合約到期日，乃根據合約未貼現現金流量(包括採用合約利率計算的利息付款，或倘為浮動利率，則根據於報告期末的當前利率計算)及要求本集團的最早還款日期而得出：

27 Financial risk management and fair values of financial instruments (continued)

(c) Interest rate risk

It is the Group's policy to monitor market conditions closely and devise suitable strategies against interest rate risk. The Group regularly reviews its strategy on interest rate risk management in the light of the prevailing market condition.

(i) Interest rate profile

The following table details the interest rate profile of the Group's interest bearing assets and liabilities at the end of the reporting period.

| | | 2017 | | 2016 | |
|--|-------------------|------------------------------|---------|------------------------------|---------|
| | | Effective interest rate p.a. | | Effective interest rate p.a. | |
| | | 實際年利率 | \$'000 | 實際年利率 | \$'000 |
| | | % | 千元 | % | 千元 |
| | | 百分比 | | 百分比 | |
| Fixed rate liabilities: | 固定利率負債： | | | | |
| Finance lease liabilities | 融資租賃負債 | 4.8 | 741 | — | — |
| Fixed rate assets: | 固定利率資產： | | | | |
| Bank deposits (including pledged deposits) | 銀行存款 (包括已抵押存款) | 1.5 | 218,479 | 1.5 | 370,739 |
| Loan receivable | 應收貸款 | 8.0 | 26,400 | | — |
| | | | 244,879 | | 370,739 |
| Variable rate assets: | 浮動利率資產： | | | | |
| Cash at bank | 銀行現金 | 0.3 | 67,521 | 0.1 | 47,852 |

27 財務風險管理及金融工具的公允價值 (續)

(c) 利率風險

本集團的政策為密切監察市場狀況，以及策劃應對利率風險的合適策略。本集團根據當前的市場狀況，定期檢討其利率風險管理策略。

(i) 利率概況

下表詳列本集團於報告期末的計息資產及負債的利率概況。

27 Financial risk management and fair values of financial instruments (continued)

(c) Interest rate risk (continued)

(ii) Sensitivity analysis

At 31 December 2017, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's loss after tax and accumulated losses by approximately \$547,000 (2016: \$459,000).

The sensitivity analysis above indicates the instantaneous change in the Group's loss after tax (and accumulated losses) that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's loss after tax (and accumulated losses) is estimated as an annualised impact on interest income of such a change in interest rates. The analysis is performed on the same basis as for 2016.

27 財務風險管理及金融工具的公允價值 (續)

(c) 利率風險(續)

(ii) 敏感度分析

於二零一七年十二月三十一日，估計利率普遍上升／下跌100個基點，假設所有其他變量維持不變，本集團的除稅後虧損及累計虧損將減少／增加約547,000元(二零一六年：459,000元)。

上述敏感度分析顯示假設利率於報告期末出現變動且已用於重新計量本集團所持的金融工具(令本集團於報告期末面對公允價值利率風險)，則本集團的除稅後虧損(及累計虧損)將出現的即時變動。關於本集團於報告期末所持有浮動利率非衍生金融工具所產生的現金流量利率風險，對本集團除稅後虧損(及累計虧損)的影響，會以利率變動對利息收入的年度化影響作出估計。分析基準與二零一六年所用的相同。

27 Financial risk management and fair values of financial instruments (continued)**(d) Currency risk**

The following table details the Group's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate.

Exposure to foreign currencies

(expressed in Hong Kong dollars)

| | 2017 | | 2016 | |
|--------------------------------|---------------------------|----------------------------|---------------------------|----------------------------|
| | USD 美元 \$'000 千元 | RMB 人民幣 \$'000 千元 | USD 美元 \$'000 千元 | RMB 人民幣 \$'000 千元 |
| Pledged bank deposits 已抵押銀行存款 | 31,183 | — | 68,343 | — |
| Bank deposits and cash 銀行存款及現金 | 93,139 | 25,131 | 57,165 | 22,292 |
| | 124,322 | 25,131 | 125,508 | 22,292 |

In addition, the Group is exposed to currency risk arising from inter-company receivables and payables denominated in Renminbi which is not the functional currency of either the lender or the borrower. The net inter-company receivables amounted to RMB122,369,000 as at 31 December 2017 (2016: RMB122,454,000).

The following table indicates how a change in Renminbi against Hong Kong dollar at the end of the reporting period would have affected the Group's results for the year and other components of equity.

27 財務風險管理及金融工具的公允價值 (續)**(d) 貨幣風險**

下表詳列本集團因確認以公司功能貨幣以外貨幣為單位列值的資產及負債而於報告期末所須承擔的貨幣風險。

外幣風險

(按港幣計算)

此外，本集團面對以人民幣（非貸款方或借款方的功能貨幣）列賬的公司間應收賬款及應付賬款所產生的貨幣風險。於二零一七年十二月三十一日，公司間應收款項淨額為人民幣122,369,000元（二零一六年：人民幣122,454,000元）。

下表顯示於報告期末人民幣兌港幣變動對本集團的本年度業績及其他權益組成部份的影響。

27 Financial risk management and fair values of financial instruments (continued)

(d) Currency risk (continued)

| | | 2017 | | | 2016 | | |
|----------|-----|---|--|--|---|--|--|
| | | Increase/ (decrease) in foreign exchange rate | Decrease/ (increase) in loss for the year and accumulated losses | Effect on and other components of equity | Increase/ (decrease) in foreign exchange rate | Decrease/ (increase) in loss for the year and accumulated losses | Effect on and other components of equity |
| | | 匯率增加/ (減少) \$'000 千元 | 本年度 虧損及累計 虧損減少/ (增加) \$'000 千元 | 對其他 權益組成 部份的影響 \$'000 千元 | 匯率增加/ (減少) \$'000 千元 | 本年度 虧損及累計 虧損減少/ (增加) \$'000 千元 | 對其他 權益組成 部份的影響 \$'000 千元 |
| Renminbi | 人民幣 | 3% (3)% | 5,166 (5,166) | — — | 3% (3)% | 4,760 (4,760) | — — |

The sensitivity analysis assumes that the change in foreign exchange rate had been applied to re-measure those financial instruments held by the Group which expose the Group to currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower, and that all other variables, in particular interest rates, remain constant. In this respect, it is assumed that the linked rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the Group entities' results after tax and equity measured in their respective functional currencies, translated into Hong Kong dollar at the exchange rate ruling at the end of the reporting period for presentation purposes. The analysis has been performed on the same basis as for 2016.

Renminbi is not a fully convertible currency. All foreign exchange transactions involving Renminbi must take place either through the People's Bank of China or other institutions authorised to buy and sell foreign currencies.

27 財務風險管理及金融工具的公允價值 (續)

(d) 貨幣風險(續)

敏感度分析乃假設匯率變動已用於重新計量本集團所持有的金融工具，而該等工具令本集團於報告期末面對外匯風險，包括本集團內公司間以貸款方或借款方功能貨幣以外的貨幣列值的應付賬款及應收賬款，且假定所有其他變數(尤其是利率)維持不變。就此而言，本集團假設美元兌其他貨幣匯價的任何變動將不會對港元與美元的聯繫匯率產生重大影響。上表所列分析結果為對本集團各實體以其功能貨幣計量的除稅後業績及權益的總計影響，並已按於報告期末的通行匯率兌換成港元用作呈列用途。分析基準與二零一六年所用的相同。

人民幣並非可完全自由兌換的貨幣。所有涉及人民幣的外匯交易必須透過中國人民銀行或其他獲授權買賣外幣的機構進行。

27 Financial risk management and fair values of financial instruments (continued)**(e) Fair value measurement***Fair value of financial assets and liabilities carried at other than fair value*

All financial instruments carried at cost or amortised cost are carried at amounts not materially different from their fair values as at 31 December 2017 and 2016 except that amounts due from/to ultimate holding company and fellow subsidiaries are unsecured, interest-free and have no fixed repayment terms. Given these terms it is not meaningful to disclose their fair values.

28 Commitments**(a) Capital commitments**

At 31 December 2017, the Group had the following capital commitments in relation to the purchase of property, plant and equipment and investment in subsidiaries not provided for in the financial statements:

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|-------------------------------|---------------|----------------------|----------------------|
| Contracted for | 已簽訂合約者 | | |
| Property, plant and equipment | 物業、廠房及設備 | 1,960 | — |
| Investment in subsidiaries | 附屬公司投資 | 11,524 | — |
| | | 13,484 | — |

27 財務風險管理及金融工具的公允價值 (續)**(e) 公允價值計量***並非按公允價值列賬的金融資產及負債的公允價值*

所有按成本或攤銷成本列賬的金融工具與其於二零一七年及二零一六年十二月三十一日的公允價值概無重大差異，惟應收／應付最終控股公司及同系附屬公司款項為無抵押、免息及無固定還款期。鑒於此等條款，披露其公允價值的意義不大。

28 承擔**(a) 資本承擔**

於二零一七年十二月三十一日，本集團並未於財務報表作出撥備的有關購置物業、廠房及設備及附屬公司投資的資本承擔如下：

28 Commitments (continued)

(b) Operating lease commitments

At 31 December 2017, the Group's total future minimum lease payments under non-cancellable operating leases in respect of property and equipment are payable as follows:

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|---------------------------------|---------|----------------------|----------------------|
| Within 1 year | 一年內 | 5,028 | 3,350 |
| After 1 year but within 5 years | 一年後但五年內 | 1,829 | 2,970 |
| | | 6,857 | 6,320 |

The Group leases property and equipment under operating leases. The leases run for an initial period of 1 to 5 years, with an option to renew the leases when all terms are renegotiated. The leases do not include any contingent rentals.

(c) Other commitments

Under certain exclusive licences to (i) conduct media sales agency and management business on selected bus shelters, (ii) solicit advertising business in respect of the interior and exterior panels of buses operated by KMB and Long Win Bus Company Limited ("Long Win"), and (iii) solicit advertising business on billboards and other advertising spaces owned by independent third parties, the Group has committed to pay licence fees or royalty fees at a pre-determined percentage of the net advertising rental received, subject to a guaranteed minimum amount, as at 31 December 2017 and 2016. Such licences will expire in periods ranging from 2018 to 2022. As at 31 December 2016, the Group has committed to pay licence fees at a pre-determined percentage of the net advertising rental received, subject to a guaranteed minimum amount for exclusive licences to conduct media sales management services for BUS-TV business on buses operated by KMB and Long Win. The future minimum guaranteed licence fees and royalty fees are payable as follows:

28 承擔(續)

(b) 經營租賃承擔

於二零一七年十二月三十一日，本集團根據有關物業及設備的不可註銷經營租賃應付的未來最低租金總額如下：

本集團根據經營租賃租用物業及設備。租賃初步為期一至五年，並可於重新磋商全部條款後續約。租賃不包括任何或然租金。

(c) 其他承擔

於二零一七年及二零一六年十二月三十一日，根據本集團獲授若干(i)為特選巴士候車亭提供媒體銷售代理及管理業務、(ii)就九巴及龍運巴士有限公司(「龍運」)所營運巴士的車廂內部及車身外部廣告位進行廣告業務及(iii)就獨立第三方擁有的廣告板及其他廣告位進行廣告業務的獨家特許權，本集團已承諾按所接獲廣告租金淨額的預先釐定百分比繳付特許費或專利費，惟須受最低保證金額所限。該等特許權於介乎二零一八年至二零二二年期間屆滿。於二零一六年十二月三十一日，本集團已承諾按所接獲廣告租金淨額的預先釐定百分比繳付特許費，惟須受就九巴及龍運所營運巴士上的巴士電視業務提供媒體銷售管理服務的獨家特許權的最低保證金額所限。應付未來最低保證特許費及專利費如下：

28 Commitments (continued)

(c) Other commitments (continued)

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|---------------------------------|---------|----------------------|----------------------|
| Within 1 year | 一年內 | 180,432 | 173,024 |
| After 1 year but within 5 years | 一年後但五年內 | 400,767 | 365,279 |
| | | 581,199 | 538,303 |

The above licences typically run for an initial period of 32 to 72 months, and certain of the licences contain an option to renew the licence when all terms are renegotiated.

29 Employee retirement benefits

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

As stipulated by the regulations of Mainland China, the Group participated in employee pension schemes organised by the local governments under which the Company's subsidiaries were governed. Details of the schemes of the Group are as follows:

| Administrator 管理人 | Beneficiary 受益人 | Contribution rate 供款率 | |
|---|--------------------|--------------------------|---------|
| | | 2017 | 2016 |
| Beijing Social Security Fund Management Centre 北京市社會保險基金管理中心 | Employees 僱員 | 20% | 19%-20% |

The Group did not employ any staff in Mainland China during the year ended 31 December 2016.

28 承擔(續)

(c) 其他承擔(續)

上述特許權一般的初始有效期為32至72個月，而若干特許權包含重續該特許權的選擇權，惟全部條款須重新議定。

29 僱員退休福利

本集團根據香港《強制性公積金計劃條例》為按照香港《僱傭條例》而聘請的僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃是定額供款退休計劃，由獨立信託機構管理。根據強積金計劃，僱主與其僱員均須向計劃作出相等於僱員有關收入5%的供款，而每月有關收入的上限為30,000元。強積金計劃供款乃即時歸屬。

根據中國法規，本集團參與由規管本公司附屬公司的地方政府籌辦的僱員退休金計劃。本集團的計劃詳情如下：

本集團於截至二零一六年十二月三十一日止年度並無於中國僱用任何員工。

30 Material related party transactions

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group has the following related party transactions during the year:

30 有關連人士的重大交易

除本財務報表其他部份所披露的交易及結餘外，本集團於年內有以下有關連人士的交易：

| | | Expenses/(income) | |
|---|-------------------------|-------------------|---------|
| | | 費用/(收入) | |
| | | 2017 | 2016 |
| | | \$'000 | \$'000 |
| | | 千元 | 千元 |
| Licence fee and service fees for conducting BUS-TV business | 巴士電視業務特許費及服務費 | 10,942 | 20,897 |
| Licence and royalty fees paid for the right to sell advertising space on bus shelters | 就銷售巴士候車亭廣告位權利支付的特許及專利費 | 21,076 | 19,727 |
| Licence fee for the right to solicit advertising business at advertising space on bus interiors | 於巴士車廂內部廣告位進行廣告業務的權利的特許費 | 18,927 | 22,250 |
| Licence fee for the right to solicit advertising business at advertising space on bus exteriors | 於巴士車身外部廣告位進行廣告業務的權利的特許費 | 86,552 | 103,504 |
| Rental expenses | 租賃費用 | — | 715 |
| Management fee and sales rebate | 管理費及銷售回扣 | 9,592 | 23,676 |
| Service fee paid for logistic function | 就後勤服務支付服務費 | 245 | 490 |
| Mobile data subscription fees | 流動數據用戶費 | 681 | 1,499 |
| Key management personnel remuneration | 主要管理人員酬金 | 11,012 | 9,809 |
| Consideration received from disposal of audio and visual equipment | 出售影音設備已收代價 | (2,000) | — |
| Shortfall of guaranteed rental | 保證租金的不足額 | (4,969) | — |
| Compensation for capital investment | 資本投資的補償 | (7,500) | — |

Notes:

- (i) Licence fee and service fees were paid to subsidiaries of Transport International Holdings Limited (“TIH”) for conducting BUS-TV advertising business on buses operated by KMB and fitted with the BUS-TV broadcasting system. The amount payable by the Group as at 31 December 2016 amounted to \$706,000.
- (ii) Licence and royalty fees were paid for selling advertising spaces on certain bus shelters owned by a subsidiary of TIH. The amount receivable by the Group as at 31 December 2016 amounted to \$600,000.
- (iii) Licence fee was paid to a subsidiary of TIH for soliciting advertising business in respect of the interior panels and other interior spaces inside the compartments of buses operated by KMB. The amount receivable by the Group as at 31 December 2016 amounted to \$23,000.

附註：

- (i) 特許費及服務費是指於九巴所營運的巴士上的巴士電視廣播系統進行巴士電視廣告業務支付予載通國際控股有限公司(「載通」)的附屬公司的費用。於二零一六年十二月三十一日，本集團應付款項為706,000元。
- (ii) 特許及專利費是指就銷售載通附屬公司所擁有的若干巴士候車亭廣告位支付的費用。於二零一六年十二月三十一日，本集團應收款項為600,000元。
- (iii) 特許費是指就於九巴所營運的巴士的車廂內部廣告位及其他車廂內部位置進行廣告業務支付予載通附屬公司的費用。於二零一六年十二月三十一日，本集團應收款項為23,000元。

30 Material related party transactions (continued)

Notes: (continued)

- (iv) Licence fee was paid to a subsidiary of TIH for marketing, displaying and maintaining advertisements at the exterior panels of the bodies of buses operated by KMB. The amount receivable by the Group as at 31 December 2016 amounted to \$167,000.
- (v) Rental expenses were paid to a subsidiary of TIH for leasing of properties amounted to \$Nil (2016: \$715,000). The amount payable by the Group as at 31 December 2016 amounted to \$Nil.
- (vi) Management fee amounting to \$10,207,000 (2016: \$22,354,000) and write back of over-provision of sales rebate amounting to \$615,000 (2016: provision of sales rebate amounting to \$1,322,000) were paid to JCDecaux Cityscape Limited ("JCDecaux Cityscape"), a fellow subsidiary of a non-controlling shareholder of a subsidiary of the Company, for the provision of management and agency services in relation to bus shelters. The amount payable to JCDecaux Cityscape at the end of the reporting period amounted to \$Nil (2016: \$212,000).
- (vii) The Group paid a service fee to JCDecaux Cityscape for the logistic function provided to the Group in relation to the bus shelters under the media sales business. The amount due to JCDecaux Cityscape at the end of the reporting period amounted to \$Nil (2016: \$41,000).
- (viii) Mobile data subscription fees were paid to a subsidiary of a substantial shareholder of the TIH for mobile data transmission services. The amount payable by the Group as at 31 December 2016 amounted to \$125,000.
- (ix) Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8, is as follows:

| | | 2017 \$'000 千元 | 2016 \$'000 千元 |
|------------------------------|--------|----------------------|----------------------|
| Short-term employee benefits | 短期僱員福利 | 10,926 | 9,719 |
| Post-employment benefits | 離職後福利 | 86 | 90 |
| | | 11,012 | 9,809 |

- (x) Consideration was received from disposal of audio and visual equipment from a subsidiary of TIH amounted to \$2,000,000 (2016: \$Nil). The amount receivable by the Group as at 31 December 2016 amounted to \$Nil.
- (xi) Shortfall of guaranteed rental was received from JCDecaux Cityscape in connection with the provision of media sales services for transit vehicle shelters (2016: \$Nil). The amount receivable by the Group as at 31 December 2017 amounted to \$Nil (2016: \$Nil).
- (xii) Compensation was paid to JCDecaux Cityscape in connection with the capital investment of bus shelter panels (2016: \$Nil). The amount payable by the Group as at 31 December 2017 amounted to \$Nil (2016: \$Nil).
- (xiii) TIH and its subsidiaries ceased to be related parties of the Group since 27 October 2017. As such, only transactions occurred for the period from 1 January 2017 to 26 October 2017 are included in the above related party transactions disclosures.

30 有關連人士的重大交易(續)

附註：(續)

- (iv) 特許費是指就市場推銷、展示及維持廣告於九巴所營運的巴士的車身外部廣告位須支付予載通附屬公司的費用。於二零一六年十二月三十一日，本集團應收款項為167,000元。
- (v) 本集團為租賃物業金額零元(二零一六年：715,000元)向載通附屬公司支付租賃費用。於二零一六年十二月三十一日，本集團應付款項為零元。
- (vi) 本集團向提供有關巴士候車亭管理及代理服務的德高展域有限公司(「德高展域」)支付管理費10,207,000元(二零一六年：22,354,000元)及銷售回扣超額撥備的回撥金額615,000元(二零一六年：銷售回扣撥備1,322,000元)，該公司是本公司附屬公司非控股股東的同系附屬公司。於報告期末，應付予德高展域的款項為零元(二零一六年：212,000元)。
- (vii) 本集團就德高展域向本集團提供有關巴士候車亭媒體銷售業務項下的後勤服務向德高展域支付服務費。於報告期末，應付予德高展域的款項為零元(二零一六年：41,000元)。
- (viii) 流動數據用戶費是指就流動數據傳輸服務支付予載通主要股東的附屬公司的費用。於二零一六年十二月三十一日，本集團應付款項為125,000元。
- (ix) 主要管理人員的酬金(包括附註7所披露支付予本公司董事的款項及附註8所披露支付予若干最高薪金僱員的款項)如下：

- (x) 從載通的附屬公司出售影音設備所收取的代價為2,000,000元(二零一六年：零元)。於二零一六年十二月三十一日，本集團應收款項為零元。
- (xi) 從德高展域就客運車輛候車亭提供媒體銷售服務收取保證租金的不足額(二零一六年：零元)。於二零一七年十二月三十一日，本集團應收款項為零元(二零一六年：零元)。
- (xii) 就巴士候車亭廣告燈箱的資本投資須支付予德高展域的補償(二零一六年：零元)。於二零一七年十二月三十一日，本集團應付款項為零元(二零一六年：零元)。
- (xiii) 自二零一七年十月二十七日起，載通及其附屬公司不再是本集團的有關連人士。因此，僅於二零一七年一月一日至二零一七年十月二十六日期間發生的交易方會包括在上述有關連人士的交易披露內。

30 Material related party transactions (continued)

Notes: (continued)

(xiv) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of licence fees and rental expenses payable to subsidiaries of TIH and management fee payable to JCDecaux Cityscape above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided on pages 21 to 26 of the annual report.

The related party transactions in respect of service fee paid for logistic function payable to JCDecaux Cityscape, rental expense for leasing of properties payable to a subsidiary of TIH, the mobile data subscription fees payable to a subsidiary of a substantial shareholder of TIH, consideration received from disposal of audio and visual equipment from a subsidiary of TIH, shortfall of guaranteed rental received from JCDecaux Cityscape and consideration paid to JCDecaux Cityscape for the capital investment of bus shelter panels constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. However, they are exempt from the disclosure requirements in Chapter 14A of the Listing Rules.

31 Immediate and ultimate controlling parties

At 31 December 2016, the Directors considered the immediate parent and ultimate controlling party of the Group to be KMB Resources Limited and TIH respectively. KMB Resources Limited is incorporated in the British Virgin Islands while TIH is incorporated in Bermuda and listed in Hong Kong. TIH produces financial statements available for public use.

On 27 October 2017, TIH entered into a Sale and Purchase Agreement to transfer approximately 73.01% of the entire issued share capital of the Group to Bliss Chance Global Limited.

At 31 December 2017, the Directors consider the immediate parent and ultimate controlling party of the Group to be Bliss Chance Global Limited and Bison Capital Financial Holdings Limited respectively. Bliss Chance Global Limited and Bison Capital Financial Holdings Limited are incorporated in the British Virgin Islands. Bison Capital Financial Holdings Limited does not produce financial statements available for public use.

30 有關連人士的重大交易(續)

附註：(續)

(xiv) 有關關連交易的上市規則適用性

有關應付予載通附屬公司的特許費及租賃費用，以及應付予德高展域的管理費的有關連人士交易構成關連交易或持續關連交易(定義見上市規則第十四A章)。上市規則第十四A章規定的披露載於年報第21頁至第26頁。

有關就後勤服務應付予德高展域的服務費、就租賃物業應付予載通附屬公司的租賃費用、應付予載通主要股東的附屬公司的流動數據用戶費、從載通的附屬公司出售影音設備所收取的代價、從德高展域收取保證租金的不足額及就巴士候車亭廣告燈箱的資本投資支付予德高展域的補償的有關連人士交易構成持續關連交易(定義見上市規則第十四A章)。然而，該等交易獲豁免遵守上市規則第十四A章的披露規定。

31 直接及最終控股公司

於二零一六年十二月三十一日，董事認為本集團的直接母公司及最終控股公司分別為KMB Resources Limited及載通。KMB Resources Limited於英屬處女群島註冊成立，而載通則於百慕達註冊成立及於香港上市。載通編製財務報表以供公眾人士閱覽。

於二零一七年十月二十七日，載通訂立買賣協議，以轉讓本集團全部已發行股本約73.01%予喜昌環球有限公司。

於二零一七年十二月三十一日，董事認為本集團的直接母公司及最終控股公司分別為喜昌環球有限公司及Bison Capital Financial Holdings Limited。喜昌環球有限公司及Bison Capital Financial Holdings Limited均於英屬處女群島註冊成立。Bison Capital Financial Holdings Limited並無編製財務報表以供公眾人士閱覽。

32 Accounting estimates and judgements

The key sources of estimation uncertainty are as follows:

(a) Impairment of property, plant and equipment, intangible assets and goodwill

The Group reviews at the end of each reporting period to identify any indication that the Group's property, plant and equipment and intangible assets may be impaired and test annually whether goodwill has suffered any impairment in accordance with the accounting policy (see note 1(j)).

Such indications include physical damage of a property, plant and equipment and a decrease in the revenue derived from an intangible asset or property, plant and equipment. In considering the impairment losses that may be required for the property, plant and equipment, intangible asset and goodwill of the Group, their recoverable amounts need to be determined. The recoverable amount of an intangible asset or property, plant and equipment and assets or CGU to which the goodwill has been allocated is based on value-in-use calculations. These calculations use cash flow projections based on reasonable assumptions that represent management's best estimate of the range of economic benefits from the asset over its remaining useful life.

(b) Provision for onerous contracts

The Group has entered into a number of licences and other contracts related to its media advertising business. Where the unavoidable costs of meeting the obligations under these licences and other contracts exceed the expected economic benefits, a provision for onerous contracts is recognised. The calculation of the provision will involve the use of estimates. The provision for onerous contracts is calculated by taking into account the unavoidable costs that will be incurred under the related licences and other contracts and deducting any expected economic benefits to be derived from these licences or other contracts. The expected economic benefits are estimated based on the revenue expected to be generated from advertisement placements committed by customers while unavoidable costs are estimated based on the signed non-cancellable contracts with suppliers that the Group is obliged to honour, which is the lower of the net costs of fulfilling the contracts and the cost of terminating it.

32 會計估計及判斷

以下為不確定估計的主要來源：

(a) 物業、廠房及設備、無形資產及商譽減值

本集團按照會計政策於每個報告期末檢討本集團的物業、廠房及設備及無形資產有否減值跡象，並對商譽進行年度減值測試(見附註1(j))。

該等跡象包括物業、廠房及設備的實質損壞及無形資產或物業、廠房及設備所產生的收益減少。在考慮本集團的物業、廠房及設備、無形資產及商譽是否要減值時，需釐定彼等的可收回數額。無形資產或物業、廠房及設備及分配為商譽的資產或現金生產單位的可收回數額按使用價值計算。該等計算基於管理層對該資產的經濟利益作出最佳估計所得的合理假設，並按餘下可使用年期進行現金流量預測。

(b) 虧損合約撥備

本集團已訂立多項有關媒體廣告業務的特許權及其他合約。倘履行該等特許權及其他合約項下的責任所產生的不可避免成本超過預期經濟利益，則會確認虧損合約撥備。計算撥備時須使用估計。虧損合約撥備乃根據相關特許權及其他合約將產生的不可避免成本扣除預期可從該等特許權或其他合約收取的任何經濟利益計算。預期經濟利益根據預期客戶承諾刊登廣告將產生的收入估計，而不可避免成本則根據與供應商簽訂而本集團有責任履行的不可註銷合約估計，即履行合約成本淨額與終止合約成本兩者中的較低者。

32 Accounting estimates and judgements

(continued)

(c) Impairment of accounts receivable and other receivables

The Group maintains impairment losses for bad and doubtful debts for estimated losses resulting from the inability of the debtors to make the required payments. The Group bases the estimates of future cash flows on the ageing of the accounts receivable balance and debtors' credit-worthiness. A considerable level of judgement is exercised by management when assessing the credit-worthiness of each individual customer and the collectability of each accounts receivable balance. Any increase or decrease in impairment losses for bad and doubtful debts would affect the Group's results in future years.

(d) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives. The Company reviews annually the useful life of an asset. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

(e) Contractual arrangements

Certain subsidiaries are engaged in the provision of insurance brokerage services, which falls under the scope of "Catalogue of Restricted Foreign Investment Industries" and foreign investors are prohibited to invest in such business.

The Group exercises control over these subsidiaries and enjoys all economic benefits of these subsidiaries through structured contracts.

The Group considers that it controls these subsidiaries, notwithstanding the fact that it does not hold direct equity interest in them, as it has power over the financial and operating policies of these subsidiaries and receives substantially all of the economic benefits from their business activities through the structured contracts. Accordingly, they have been accounted for as subsidiaries during the year.

32 會計估計及判斷(續)

(c) 應收賬款及其他應收賬款減值

本集團就債務人無力償還所需支付款項而引致的估計虧損維持呆壞賬的減值虧損。本集團根據應收賬款結餘的賬齡及債務人的信貸能力來估計未來現金流量。管理層於評估個別客戶的信貸能力及各應收賬款結餘可收回性時需作出相當程度的判斷。呆壞賬減值虧損的任何增減均可能影響本集團未來年度的業績。

(d) 折舊

物業、廠房及設備乃按照其估計可使用年期以直線法計算折舊。本公司每年檢討資產的可使用年期。倘過往估計發生重大變動，則未來期間的折舊開支會作出調整。

(e) 合約安排

若干附屬公司從事提供保險經紀服務業務，此業務乃於《限制外商投資產業目錄》範圍內，且外國投資者禁止投資有關業務。

本集團可對該等附屬公司行使控制權，並透過結構性合約享有該等附屬公司的一切經濟利益。

儘管本集團並無持有該等附屬公司的直接股權，本集團認為其可對該等附屬公司行使控制權，原因是本集團可行使其對該等附屬公司的財務及經營政策的權力，並透過結構性合約享有來自該等附屬公司業務絕大部份的經濟利益。因此，該等附屬公司於本年度已按附屬公司列賬。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(Expressed in Hong Kong dollars unless otherwise indicated)

(除另有指示外，均按港幣計算)

33 Company-level statement of financial position

33 公司財務狀況表

| | Note | 2017 | 2016 |
|--|------------------|----------------|----------------|
| | 附註 | \$'000 | \$'000 |
| | | 千元 | 千元 |
| Non-current assets | 非流動資產 | | |
| Investments in subsidiaries | 附屬公司投資 | 62,835 | 62,835 |
| Amounts due from subsidiaries | 應收附屬公司款項 | 103,094 | 94,753 |
| | | 165,929 | 157,588 |
| Current assets | 流動資產 | | |
| Amounts due from subsidiaries | 應收附屬公司款項 | 372,064 | 371,880 |
| Other receivables and deposits | 其他應收賬款及按金 | 476 | 735 |
| Pledged bank deposits | 已抵押銀行存款 | 98,248 | 78,343 |
| Bank deposits and cash | 銀行存款及現金 | 119,647 | 149,600 |
| | | 590,435 | 600,558 |
| Current liabilities | 流動負債 | | |
| Amount due to ultimate holding company | 應付最終控股公司款項 | — | 3 |
| Amounts due to subsidiaries | 應付附屬公司款項 | 273,849 | 262,077 |
| Other payables and accruals | 其他應付賬款及應計費用 | 6,265 | 5,707 |
| | | 280,114 | 267,787 |
| Net current assets | 流動資產淨值 | 310,321 | 332,771 |
| Total assets less current liabilities | 資產總值減流動負債 | 476,250 | 490,359 |
| Non-current liabilities | 非流動負債 | | |
| Amounts due to subsidiaries | 應付附屬公司款項 | 120,377 | 135,820 |
| NET ASSETS | 資產淨值 | 355,873 | 354,539 |
| CAPITAL AND RESERVES | 股本及儲備金 | | |
| Share capital | 股本 | 99,737 | 99,737 |
| Reserves | 儲備金 | 256,136 | 254,802 |
| TOTAL EQUITY | 權益總額 | 355,873 | 354,539 |

Approved and authorised for issue by the Board of Directors on 15 March 2018.

經董事會於二零一八年三月十五日批准並授權刊發。

BIAN Fang

卞方

Executive Director

執行董事

ZHU Dong

朱冬

Executive Director

執行董事

34 Non-adjusting events after the reporting period

- (a) After the end of the reporting period, the Directors did not propose a final dividend. Further details are disclosed in note 9(a).
- (b) On 23 January 2018, Bison Financial (Hong Kong) Limited (“Bison Financial”), a wholly-owned subsidiary of the Company, entered into an agreement (the “Agreement”) to purchase the entire issued share capital in Target Capital Management Limited (“TCM”) for a consideration of \$270,000,000 (the “Acquisition”). Pursuant to the Agreement, among others, the vendors of TCM shall procure the respective shareholders of BTS Investment Limited, BTY Investment Limited, NanTai Investment Limited and Shangtai Asset Management Limited (collectively, the “Subject Companies”), to which TCM is the investment adviser of the Subject Company’s offshore private equity funds, to sell the entire issued share capital of the Subject Companies to Bison Financial or any subsidiaries of the Company at a nominal consideration of \$1 each on or before the completion of the Agreement. A special general meeting of the Company will be held on 16 March 2018, details of the transaction have been disclosed in the Company’s announcement dated 23 January 2018 and circular dated 28 February 2018. Up to the date of approval of these financial statements, the transactions have not yet been completed.

34 非調整報告期後事項

- (a) 董事於報告期末後不建議派發末期股息。進一步詳情於附註9(a)披露。
- (b) 於二零一八年一月二十三日，Bison Financial (Hong Kong) Limited (「Bison Financial」，本公司的全資附屬公司)訂立協議(「該協議」)，有關購買泰達資產管理有限公司(「泰達資產管理」)的全部已發行股本，代價為270,000,000元(「收購事項」)。根據該協議，(其中包括)泰達資產管理的賣方須促使BTS Investment Limited、BTY Investment Limited、NanTai Investment Limited及Shangtai Asset Management Limited(統稱「該等公司」)各自的股東於該協議完成或之前以每間公司1元之名義代價出售該等公司的全部已發行股本予Bison Financial或本公司的任何附屬公司。泰達資產管理為該等公司的離岸私募股權基金的投資顧問。本公司將於二零一八年三月十六日舉行股東特別大會，交易詳情已於本公司日期為二零一八年一月二十三日的公佈及日期為二零一八年二月二十八日的通函中披露。截至批准本財務報表日期，該等交易尚未完成。

35 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2017

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the year ended 31 December 2017 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

35 已頒佈但於截至二零一七年十二月三十一日止年度尚未生效的修訂、新準則及詮釋可能造成的影響

截至本財務報表刊發日期，香港會計師公會已頒佈多項於截至二零一七年十二月三十一日止年度尚未生效的修訂、新準則及詮釋，而本財務報表並無採納該等修訂、新準則及詮釋，包括以下或會與本集團有關的修訂、新準則及詮釋。

| | Effective for accounting periods beginning on or after 於下列日期或 之後開始的 會計期間生效 |
|---|---|
| HKFRS 9, <i>Financial instruments</i> 《香港財務報告準則》第9號，「金融工具」 | 1 January 2018 二零一八年一月一日 |
| HKFRS 15, <i>Revenue from contracts with customers</i> 《香港財務報告準則》第15號，「客戶的合約收入」 | 1 January 2018 二零一八年一月一日 |
| HK(IFRIC) 22, <i>Foreign currency transactions and advance consideration</i> 《香港(國際財務報告詮釋委員會詮釋)》第22號，「外幣交易及預付代價」 | 1 January 2018 二零一八年一月一日 |
| HKFRS 16, <i>Leases</i> 《香港財務報告準則》第16號，「租賃」 | 1 January 2019 二零一九年一月一日 |
| HK(IFRIC) 23, <i>Uncertainty over income tax treatments</i> 《香港(國際財務報告詮釋委員會詮釋)》第23號，「所得稅處理的不確定性」 | 1 January 2019 二零一九年一月一日 |

35 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2017 (continued)

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

HKFRS 9, *Financial instruments*

HKFRS 9 will replace the current standard on accounting for financial instruments, HKAS 39, *Financial instruments: Recognition and measurement*. HKFRS 9 introduces new requirements for classification and measurement of financial assets, including the measurement of impairment for financial assets and hedge accounting. On the other hand, HKFRS 9 incorporates without substantive changes the requirements of HKAS 39 for recognition and derecognition of financial instruments and the classification and measurement of financial liabilities.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2018 on a retrospective basis. The Group plans to use the exemption from restating comparative information and will recognise any transition adjustments against the opening balance of equity at 1 January 2018. Expected impacts of the new requirements on the Group's financial statements are as follows.

35 已頒佈但於截至二零一七年十二月三十一日止年度尚未生效的修訂、新準則及詮釋可能造成的影響(續)

本集團現正評估預期該等修訂、新準則及詮釋在初次應用期間的影響。本集團暫時已識別該等新準則有部份範疇或會對綜合財務報表造成重大影響。儘管有關《香港財務報告準則》第9號及《香港財務報告準則》第15號的評估已大致完成，惟初次採納該等準則時產生的實際影響可能有所不同，原因是至今完成的評估乃根據本集團現時可得資料作出，而於本集團截至二零一八年六月三十日止六個月的中期財務報告初次應用該等準則前可能會識別其他影響。本集團亦可能變更其會計政策選擇(包括過渡選擇)，直至於該財務報告初次應用該等準則。

《香港財務報告準則》第9號，「金融工具」

《香港財務報告準則》第9號將取代《香港會計準則》第39號 – 金融工具：確認及計量(關於金融工具會計處理的現行準則)。《香港財務報告準則》第9號引入了金融資產分類及計量，包括金融資產減值計量及對沖會計的新要求。另一方面，《香港財務報告準則》第9號納入《香港會計準則》第39號關於金融工具確認及終止確認以及金融負債分類及計量的要求(未作出實質性改變)。

《香港財務報告準則》第9號按追溯基準於二零一八年一月一日或之後開始的年度期間生效。本集團計劃使用重列比較資料的豁免，並將確認就於二零一八年一月一日的期初股權結餘作出的任何過渡調整。新規定對本集團財務報表的預期影響如下：

35 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2017 (continued)

HKFRS 9, *Financial instruments* (continued)

The new impairment model in HKFRS 9 replaces the “incurred loss” model in HKAS 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 either a 12-month expected credit loss or a lifetime expected credit loss, depending on the asset and the facts and circumstances. The Group expects that the application of the expected credit loss model will result in earlier recognition of credit losses. The Group is in the process of completing an assessment of the quantitative impact of this amendment.

HKFRS 15, *Revenue from Contracts with Customers*

HKFRS 15 requires the identification of separate performance obligations and allocation of transaction price to the performance obligations in the contract. An entity typically allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling prices of each distinct good or service promised in the contract. An entity estimates the stand-alone selling price if it is not observable. The transaction price may include a discount. Except when an entity has observable evidence that the entire discount relates to only one or more, but not all, performance obligations in a contract, the entity shall allocate a discount proportionately to all performance obligations in the contract. The proportionate allocation of the discount in those circumstances is a consequence of the entity allocating the transaction price to each performance obligation on the basis of the relative stand-alone selling prices of the underlying distinct goods or services. At this stage, the Group is in the process of completing a detailed analysis of the impact of the above to the Group’s consolidated financial statements.

35 已頒佈但於截至二零一七年十二月三十一日止年度尚未生效的修訂、新準則及詮釋可能造成的影響(續)

《香港財務報告準則》第9號，「金融工具」(續)

《香港財務報告準則》第9號的新減值模式以「預期信貸虧損」模式取代《香港會計準則》第39號的「所產生虧損」模式。根據預期信貸虧損模式，虧損事件不必再於確認減值虧損前發生。反之，實體須視乎資產以及事實及情況，按12個月的預期信貸虧損或可用年期的預期信貸虧損確認及計量預期信貸虧損。本集團預期應用預期信貸虧損模式將導致提早確認信貸虧損。本集團正在完成評估此修訂的定量影響。

《香港財務報告準則》第15號，「客戶的合約收入」

《香港財務報告準則》第15號規定識別獨立的履約義務及將交易價格分配至合約中的履約義務。實體一般將按照合約所承諾的各項不同貨物或服務的單獨售價的相對比例將交易價格分配至各項單獨履約義務。倘單獨售價無法觀察，則實體將估計單獨售價。交易價格或會包含折扣。除非當實體有證據顯示全部折扣與合約中一項或多項(惟不是全部)履約義務有關，則實體需按比例將折扣按比例分配至合約中所有履約義務。在該等情況下按比例分配折扣乃實體按照相關不同貨物或服務的單獨售價的相對比例將交易價格分配至各項履約義務的結果。於現階段，本集團正在完成上述準則對本集團綜合財務報表的影響的詳細分析。

35 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2017 (continued)

HKFRS 16, *Leases*

As disclosed in note 1(q), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease.

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. Once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

The Group expects HKFRS 16 will primarily affect certain leases that are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16 and the effects of discounting.

35 已頒佈但於截至二零一七年十二月三十一日止年度尚未生效的修訂、新準則及詮釋可能造成的影響(續)

《香港財務報告準則》第16號「租賃」

誠如附註1(q)所披露，本集團現時將租賃分類為融資租賃及經營租賃，並且根據租賃的分類對租賃安排進行不同的會計核算。

預期《香港財務報告準則》第16號將不會大幅影響出租人根據租賃核算其權利及義務的方式。《香港財務報告準則》第16號於二零一九年一月一日或之後開始的年度期間生效。採用《香港財務報告準則》第16號後，承租人將不再區分融資租賃及經營租賃。相反，受實際可行的方法所規限，承租人將按與現有融資租賃會計處理方法類似的方法核算所有租賃，即於租賃開始日期，承租人將按最低未來租賃付款的現值確認及計量租賃負債，並將確認相應的「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債尚未清償結餘所累計的利息開支及使用權資產折舊，而非根據現行政策按租期以有系統基準確認根據經營租賃產生的租金費用。作為實際可行的方法，承租人可選擇不將此會計模式應用於短期租賃(即租期為12個月或以下者)及低價值資產的租賃，於該等情況下，租金費用將繼續按租期以有系統基準確認。

本集團預期《香港財務報告準則》第16號將主要影響現時分類為經營租賃的若干租賃。採用新會計模式預期會增加資產及負債，以及影響於租賃期內損益表確認開支的時間。經考慮可行權宜方法的適用性及就現時與採用《香港財務報告準則》第16號期間已訂立或終止的任何租賃及折現影響作出調整後，本集團將須進行更為詳細的分析以釐定於採用《香港財務報告準則》第16號時經營租賃承擔所產生的新資產及負債的金額。

FIVE YEAR FINANCIAL SUMMARY
五年財務概要

| | | For the years ended 31 December 截至十二月三十一日止年度 | | | | |
|--|-------------------|---|-----------------|-----------------|----------------|----------------|
| | | 2017 | 2016 | 2015 | 2014 | 2013 |
| | | HK\$'000 | HKs'000 | HK\$'000 | HKs'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| RESULTS | 業績 | | | | | |
| Revenue | 收入 | 348,449 | 407,511 | 411,946 | 459,462 | 462,002 |
| Other revenue and other net income | 其他收入及其他收益淨額 | 25,033 | 7,185 | 17,975 | 15,756 | 26,212 |
| Total revenue | 收入總額 | 373,482 | 414,696 | 429,921 | 475,218 | 488,214 |
| (Loss)/profit from operations | 經營(虧損)/盈利 | (15,210) | (4,734) | (41,137) | 48,087 | 98,882 |
| Gain on disposal of other financial assets | 出售其他金融資產收益 | — | — | — | 36,603 | — |
| Reversal of impairment loss on other financial assets | 其他金融資產減值虧損撥回 | — | — | — | — | 25,611 |
| Impairment loss on property, plant and equipment | 物業、廠房及設備減值虧損 | (37) | (22,910) | — | — | — |
| Reversal of provision/(provision for) onerous contracts, net | 撥備撥回/虧損合約(撥備)淨額 | 13,910 | (14,455) | — | — | — |
| (Loss)/profit before taxation | 除稅前(虧損)/盈利 | (1,337) | (42,099) | (41,137) | 84,690 | 124,493 |
| Income tax | 所得稅 | (6,190) | (25) | (4,892) | (8,008) | (15,871) |
| (Loss)/profit for the year | 本年度(虧損)/盈利 | (7,527) | (42,124) | (46,029) | 76,682 | 108,622 |
| Attributable to: | 應佔如下： | | | | | |
| Equity shareholders of the Company | 本公司股東 | (6,577) | (45,260) | (47,913) | 70,587 | 104,853 |
| Non-controlling interests | 非控股權益 | (950) | 3,136 | 1,884 | 6,095 | 3,769 |
| (Loss)/profit for the year | 本年度(虧損)/盈利 | (7,527) | (42,124) | (46,029) | 76,682 | 108,622 |

At 31 December

於十二月三十一日

| | | 2017 | 2016 | 2015 | 2014 | 2013 |
|---|---------------|----------------|----------------|----------------|----------------|----------------|
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 | 港幣千元 |
| ASSETS AND LIABILITIES | 資產及負債 | | | | | |
| Property, plant and equipment | 物業、廠房及設備 | 15,491 | 13,629 | 32,125 | 39,255 | 48,938 |
| Intangible assets | 無形資產 | — | — | 189 | 2,441 | — |
| Goodwill | 商譽 | 40,770 | — | — | — | — |
| Non-current prepayments and deposits | 非流動預付款項及按金 | 3,218 | 1,523 | 14,502 | 7,444 | 12,484 |
| Other non-current financial assets | 其他非流動金融資產 | — | — | — | — | 8,124 |
| Deferred tax assets | 遞延稅項資產 | 7,042 | 10,393 | 4,775 | 4,311 | 3,770 |
| Net current assets | 流動資產淨值 | 428,964 | 475,427 | 494,199 | 623,316 | 611,265 |
| Total assets less current liabilities | 資產總值減流動負債 | 495,485 | 500,972 | 545,790 | 676,767 | 684,581 |
| Non-current finance lease liabilities | 非流動融資租賃負債 | (590) | — | — | — | — |
| Deferred tax liabilities | 遞延稅項負債 | (194) | (138) | (217) | (125) | (129) |
| Net Assets | 資產淨值 | 494,701 | 500,834 | 545,573 | 676,642 | 684,452 |
| Capital and reserves | 股本及儲備金 | | | | | |
| Share capital | 股本 | 99,737 | 99,737 | 99,737 | 99,737 | 99,737 |
| Reserves | 儲備金 | 386,694 | 391,877 | 438,152 | 566,305 | 575,010 |
| Total equity attributable to equity shareholders of the Company | 本公司股東應佔權益總額 | 486,431 | 491,614 | 537,889 | 666,042 | 674,747 |
| Non-controlling interests | 非控股權益 | 8,270 | 9,220 | 7,684 | 10,600 | 9,705 |
| Total Equity | 權益總額 | 494,701 | 500,834 | 545,573 | 676,642 | 684,452 |

Board of Directors 董事會

Mr XU Peixin⁺
徐沛欣先生⁺

Dr MA Weihua[#]
馬蔚華博士[#]

Mr BIAN Fang⁺
卞方先生⁺

Mr ZHU Dong⁺
朱冬先生⁺

Dr QI Daqing[^]
齊大慶博士[^]

Mr CHEN Yigong[^]
陳亦工先生[^]

Mr FENG Zhonghua[^]
馮中華先生[^]

⁺ Executive Director 執行董事

[#] Non-Executive Director 非執行董事

[^] Independent Non-Executive Director 獨立非執行董事

Company Secretary 公司秘書

Ms Christine MAK Lai Hung
麥麗紅女士
ACS, ACIS

Registrars 股票註冊處

Hong Kong 香港

Computershare Hong Kong Investor Services Limited
Shops 171-1716, 17/F, Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong

香港中央證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓1712-1716室

Bermuda 百慕達

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

Annual General Meeting 股東週年大會

Date & Time : 8 June 2018 at 10:30 a.m.
Venue : Novotel Century Hong Kong
Plaza 4, Lower Lobby
238 Jaffe Road, Wanchai, Hong Kong
日期及時間 : 二零一八年六月八日上午十時三十分
地點 : 香港灣仔謝斐道238號香港諾富特世紀
酒店大堂低座4號宴會廳

Closure of Register of Members 暫停辦理股份過戶登記手續

For the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting:
5 June 2018 to 8 June 2018 (both dates inclusive)
為確定股東出席股東週年大會並於會上投票的權利:
二零一八年六月五日至二零一八年六月八日(包括首尾兩日)

Registered Office 註冊辦事處

Clarendon House, 2 Church Street
Hamilton HM11, Bermuda

Principal Office 總辦事處

Rooms 4105-06, 41/F, Hopewell Centre
183 Queen's Road East, Wanchai, Hong Kong
Telephone : (852) 2165 3000
Facsimile : (852) 2165 3001
香港灣仔皇后大道東183號合和中心41樓4105-06室
電話 : (852) 2165 3000
傳真 : (852) 2165 3001
<http://www.bison.com.hk/>

Auditors 核數師

KPMG
8/F, Prince's Building, 10 Chater Road, Central, Hong Kong
畢馬威會計師事務所
香港中環遮打道10號太子大廈8樓

