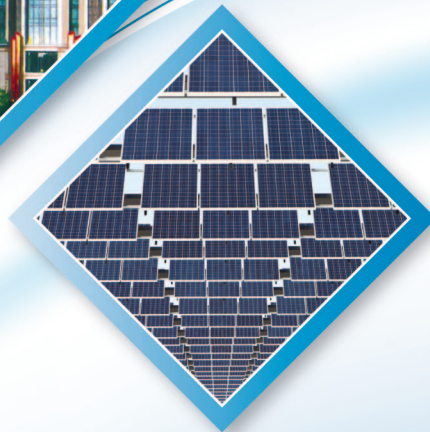




# SILVER GRANT INTERNATIONAL INDUSTRIES LIMITED

銀建國際實業有限公司

股份代號 Stock code: 171



Annual Report 年報 2016

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## FINANCIAL HIGHLIGHTS 財務摘要

		2016 HK\$'m 百萬港元	2015 HK\$'m 百萬港元	Changes 變動 % 百分比
Loss for the year Attributable to Owners of the Company	本公司擁有人應佔年內虧損	(35)	(66)	(47%)
Total Assets	資產總值	10,736	11,295	(5%)
Equity Attributable to Owners of the Company	本公司擁有人應佔股本	6,357	6,790	(6%)
Pledged Bank Deposits, Bank Balances and Cash	抵押銀行存款、銀行結餘及現金	737	490	50%

Key Performance and Liquidity Indicators:	主要營運表現及財務狀況指標	HK\$ 港元	HK\$ 港元	Changes 變動 % 百分比
Basic Loss Per Share	每股基本虧損	(0.015)	(0.029)	(48%)
Net Assets Per Share (Note 1)	每股資產淨值(附註1)	2.76	2.95	(6%)
P/E Ratio (Note 1)	市盈率(附註1)	(55.8x)	(35.5x)	57%
Return on Capital Employed (Note 2)	股本回報率(附註2)	(0.6%)	(1%)	(40%)
Return on Total Assets (Note 3)	總資產回報率(附註3)	(0.3%)	(0.6%)	(50%)
Gearing Ratio (Note 4)	借貸比率(附註4)	48.9%	38.4%	27%
Adjusted Gearing Ratio (Note 5)	經調整借貸比率(附註5)	37%	31%	19%
Current Ratio (Note 6)	流動比率(附註6)	1.3x	1.1x	18%
Interest Coverage (Note 7)	利息償付比率(附註7)	1.0x	(0.2x)	600%

### Notes:

- Based on 2,304,849,611 shares issued and fully paid as at 31 December, 2016 (2015: 2,304,849,611 shares) and the market closing price of HK\$0.85 (2015: HK\$1.03) per share.
- Calculated as loss for the year attributable to owners of the Company over equity attributable to owners of the Company.
- Calculated as loss for the year attributable to owners of the Company over total assets.
- Calculated as total borrowings over equity attributable to owners of the Company.
- Calculated as net borrowings over equity attributable to owners of the Company.
- Calculated as current assets over current liabilities.
- Calculated as loss for the year before finance costs and taxation over finance costs.

### 附註:

- 基於2016年12月31日已發行及已繳足股份2,304,849,611股(2015年: 2,304,849,611股)及收市價每股0.85港元(2015年: 1.03港元)計算所得。
- 以本公司擁有人應佔年內虧損除以本公司擁有人應佔股本計算所得。
- 以本公司擁有人應佔年內虧損除以資產總值計算所得。
- 以借貸總額除以本公司擁有人應佔股本計算所得。
- 以借貸淨額除以本公司擁有人應佔股本計算所得。
- 以流動資產除以流動負債計算所得。
- 以扣除財務費用及稅項前之年內虧損除以財務費用計算所得。

## CORPORATE INFORMATION 企業資料

### Board of Directors

The board (the “Board”) of directors (the “Directors”) of Silver Grant International Industries Limited (the “Company”) as at the date of this report are set out below:

#### Executive Directors

Gao Jian Min (*Managing Director*)  
Liu Tianni (*Deputy Managing Director*)  
Ma Yilin (appointed on 20 January 2017)  
Gu Jianguo (resigned on 20 January 2017)

#### Non-executive Directors

Wu Songyun (*Chairman*) (appointed on 20 January 2017)  
Chen Xiaozhou (*Chairman*) (resigned on 20 January 2017)  
Hui Xiao Bing (*Vice Chairman*)  
Chen Qiming (*Vice Chairman*)

#### Independent non-executive Directors

Liang Qing  
Zhang Lu  
Hung Muk Ming

#### Audit Committee

Hung Muk Ming (*Committee Chairman*)  
Liang Qing  
Zhang Lu

#### Remuneration Committee

Zhang Lu (*Committee Chairman*)  
Liang Qing

#### Nomination Committee

Wu Songyun (*Committee Chairman*)  
(appointed on 20 January 2017)  
Chen Xiaozhou (*Committee Chairman*)  
(resigned on 20 January 2017)  
Zhang Lu  
Hung Muk Ming

### 董事會

於本報告日期的銀建國際實業有限公司(「本公司」)董事(「董事」)會(「董事會」)呈列如下：

#### 執行董事

高建民(*董事總經理*)  
劉天倪(*副董事總經理*)  
馬懌林(於2017年1月20日獲委任)  
顧建國(於2017年1月20日辭任)

#### 非執行董事

吳松雲(*主席*)(於2017年1月20日獲委任)  
陳孝周(*主席*)(於2017年1月20日辭任)  
惠小兵(*副主席*)  
陳啓明(*副主席*)

#### 獨立非執行董事

梁青  
張璐  
洪木明

#### 審核委員會

洪木明(*委員會主席*)  
梁青  
張璐

#### 薪酬委員會

張璐(*委員會主席*)  
梁青

#### 提名委員會

吳松雲(*委員會主席*)  
(於2017年1月20日獲委任)  
陳孝周(*委員會主席*)  
(於2017年1月20日辭任)  
張璐  
洪木明

## CORPORATE INFORMATION 企業資料

### Company Secretary

Chow Kwok Wai

### Company Lawyer

Tung & Co. Solicitors

### Legal Counselor

Tung Tat Chiu, Michael

### Auditor

Deloitte Touche Tohmatsu  
*Certified Public Accountants*

### Principal Bankers

Bank of China (Hong Kong) Limited  
Nanyang Commercial Bank, Limited  
The Hongkong and Shanghai Banking Corporation Limited  
China Citic Bank International Limited

### Share Registrar and Transfer Office

Tricor Secretaries Limited  
Level 22, Hopewell Centre,  
183 Queen's Road East,  
Hong Kong  
(Tel: 29801888 Fax: 28610285)

### Registered Office

Suite 4901, 49th Floor,  
Office Tower, Convention Plaza,  
1 Harbour Road, Wanchai, Hong Kong  
(Tel: 28770030 Fax: 28029506)

### Company Website

<http://www.silvergrant.com.hk>

### Stock Code

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### 公司秘書

周國偉

### 公司律師

佟達釗律師行

### 法律顧問

佟達釗

### 核數師

德勤 • 關黃陳方會計師行  
*執業會計師*

### 主要往來銀行

中國銀行(香港)有限公司  
南洋商業銀行有限公司  
香港上海滙豐銀行有限公司  
中信銀行(國際)有限公司

### 股份登記及過戶處

卓佳秘書商務有限公司  
香港  
皇后大道東 183 號  
合和中心 22 樓  
(電話：29801888 傳真：28610285)

### 註冊辦事處

香港灣仔港灣道 1 號  
會展廣場辦公大樓  
49 樓 4901 室  
(電話：28770030 傳真：28029506)

### 公司網址

<http://www.silvergrant.com.hk>

### 股份代號

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## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Review of Results

Loss for the year attributable to owners of the Company was approximately HK\$35.1 million (2015: HK\$65.8 million). Basic loss per share was HK\$0.015 (2015: HK\$0.029).

The loss attributable to owners of the Company in 2016 recorded a significant decrease of approximately 47% as compared with that of last year. The main reasons were detailed below:

The increase in the Group's major source of income in 2016 was approximately HK\$94.5 million in aggregate (including increase in fair value gain on investment properties amounting to approximately HK\$33.1 million, increase in gain on disposal of available-for-sale investments amounting to approximately HK\$27.4 million and increase in fair value gain on loan receivable with embedded derivative amounting to approximately HK\$34.0 million) was not enough to compensate the significant increase in the loss of Tai Zhou United East Petrochemical Company Limited ("TZ United East").

In the current year, TZ United East recorded a prominent increase in after tax loss to approximately HK\$357.8 million (2015: HK\$185.2 million). Increase in loss was mainly attributable to the fact that TZ United East was still in a non-producing condition for a majority time during the year, significant operating loss was thus incurred due to accumulation of operating expenses in the absence of revenue generated from production. Moreover, the construction of the 1.6 million tons per year heavy oil production facility (the "Binjiang Project") by TZ United East was completed and transferred to fixed asset in the current year, the cessation of capitalising loan interest and certain direct expenses in respect of the qualifying assets and commencement to provide for depreciation in respect of the assets had further increased TZ United East's total losses in the current year.

### 業績回顧

本公司擁有人應佔年內業績錄得虧損約 35,100,000 港元 (2015 年 : 65,800,000 港元)。每股基本虧損為 0.015 港元 (2015 年 : 0.029 港元)。

2016 年度本公司擁有人應佔虧損較上年度顯著減少約 47%。主要原因詳列如下：

本集團 2016 年度主要收入來源總額增加約為 94,500,000 港元 (其中包括投資物業公允價值收益增加約 33,100,000 港元、出售可供出售投資收益增加約 27,400,000 港元及附有嵌入式衍生工具之應收貸款公允價值收益增加約 34,000,000 港元) 並不足以彌補泰州東聯化工有限公司 (「泰州東聯化工」) 虧損大幅擴大所致。

本年度，泰州東聯化工錄得稅後虧損顯著擴大至約 357,800,000 港元 (2015 年 : 185,200,000 港元)。虧損擴大的主要原因是泰州東聯化工於年內大部份時間仍然處於非生產狀態，由於缺乏來自生產的收入但不斷累積營運支出，導致錄得重大的經營虧損。此外，泰州東聯化工建設的年產能 160 萬噸的重油制烯烴裝置 (「濱江項目」) 已建設完成並於年內劃轉至固定資產，停止資本化合格資產的貸款利息和若干直接費用，並就該項資產開始提撥折舊等，也進一步增加泰州東聯化工本年度的虧損總額。

### Outlook

A slower China growth coupled with the expectation that United States will continuously raise its interest rates and will adopt protective policies to encourage domestic economy, Hong Kong and China will continue to stay in the stage of adjustments, particularly in the high-end retail sector and the real estate sector. The Board expects the money and the stock market will remain volatile. Year 2017 will face a challenging macro outlook and will be another year of continued adjustments.

The Board believes the China authorities have appropriate tools to support growth and the financial system if necessary for the purpose of maintaining the target economic growth rate. In a tough operating environment in 2017, the Board will continue to focus on execution of its business plans and strategies.

### Changes in Consolidated Statement of Profit or Loss Items:

#### Property Management Fee Income

Increase in property management fee income was mainly due to the management fee income increased upon renovation of certain management projects. Moreover, the Group has carried out an extensive review on property management operations to cope with the replacement of business tax by value-added tax policy which took effect from 1 May 2016.

#### Rental Income

The increase in rental income was mainly due to continuous improvement in occupation rates and increase in rental rates upon renewal of tenancy agreements. Moreover, the Group has carried out an extensive review on rental operations to cope with the replacement of business tax by value-added tax policy which took effect from 1 May 2016.

### 展望

中國增長放緩加上預期美國將持續調高利率以及採取鼓勵本土經濟的保護政策將促使香港及中國經濟持續處於調整階段，尤其是高級零售業以及房地產業。董事會預期貨幣及股票市場將持續波動，2017年的宏觀前景將仍然充滿挑戰，並且將會是一個持續調整的年度。

董事會相信中國當局在需要的情況下，會採取適當措施支持增長和金融體系，確保經濟可維持目標增長率。在經營環境仍然艱難的2017年，董事會將繼續專注於執行其業務計劃及策略。

### 綜合損益表科目之變動：

#### 物業管理費收入

物業管理費收入增加主要原因是若干管理項目裝修後令管理費收入增加。此外，為應對2016年5月1日起生效的營業稅改徵增值稅政策，本集團全面檢視其物業管理運作。

#### 租金收入

租金收入增加主要是出租率持續改善以及在租約到期續租時租金獲得上調所致。此外，為應對2016年5月1日起生效的營業稅改徵增值稅政策，本集團全面檢視其租務運作。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Changes in Consolidated Statement of Profit or Loss Items: (Continued)

#### Other Income, Gains and Losses

Decrease was mainly due to decrease in interest income from loan receivable amounting to approximately HK\$24.5 million as a result of reduction in average loan balance following partial repayments and reduction in interest rates.

#### Administrative Expenses

Increase was mainly attributable to the increase in administrative expenses of TZ United East in current year. The increased expenses mainly include increase in depreciation amounting to approximately HK\$30.0 million resulted from the transfer of the Binjiang Project to fixed asset, increase in staff costs amounting to approximately HK\$30.5 million as a result of increase in number of staff and the cessation of capitalising certain staff costs and increase in electricity and steam expenses amounting to approximately HK\$37.4 million which was not qualified for capitalising in construction in progress.

#### Change in fair value of loan receivable with embedded derivative

Loan receivable with embedded derivative represent the exchangeable bond issued by China Uranium Development Company Limited ("CUDC") to the Company on 1 June 2012 with a term of five years and coupon interest at 5% per annum and is exchangeable into certain quantities of the listed shares of CGN Mining Company Limited (Stock code: 1164) upon fulfillment of certain conditions (the "Bond"). CUDC early redeemed all the principal amount outstanding under the Bond on 6 May 2016 in cash, thus a fair value gain of approximately HK\$76.0 million was recognised by the Company.

### 綜合損益表科目之變動：(續)

#### 其他收入、收益及虧損

減少主要是由於應收貸款的利息收入經部份還款後的平均貸款結餘減少及利率下調而導致利息減少約24,500,000港元。

#### 行政費用

增加主要是由於泰州東聯化工本年度之行政費用增加所致。增加的費用主要包括濱江項目劃轉至固定資產後導致折舊增加約30,000,000港元，員工成本因員工人數增加和停止資本化部份員工成本而增加約30,500,000港元以及電費和蒸氣費增加約37,400,000港元但不符合資格於在建工程中資本化處理。

#### 附有嵌入式衍生工具之應收貸款之公允值變動

附有嵌入式衍生工具之應收貸款代表由中國鈾業發展有限公司(「中國鈾業」)於2012年6月1日發行予本公司之五年期及票面利息為年利率5%並且在符合若干條件的情況下可置換為若干中廣核礦業有限公司(股份代號：1164)之上市股份之可換股債券(「債券」)。中國鈾業於2016年5月6日以現金提前贖回債券之全部未償還本金，因此本公司確認一筆約76,000,000港元之公允值的收益。



## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Changes in Consolidated Statement of Profit or Loss Items: (Continued)

#### Finance costs

Increase was mainly due to increase in average loan outstanding balance and payment of handling charges amounting to approximately HK\$2.5 million in aggregate in respect of new bank loans raised during the current year. Moreover, TZ United East ceased to capitalize the relevant bank loan interest following the completion of the construction of the Binjiang Project which had caused a significant increase in interest expenses during the year.

#### Share of results of associates

Share of results of associates change from a net loss in last year to a net profit in current year. The main reason was profit contribution from Zhong Hai You Qi (Taizhou) Petrochemical Company Limited ("Zhong Hai You Qi") for the current year was approximately HK\$29.0 million which amount exceed the aggregated loss of the other associates. Profit contribution from Zhong Hai You Qi in last year was only approximately HK\$5.9 million which was not enough to compensate the aggregated loss of other associate.

#### Taxation

Increase was mainly due to additional provision on deferred tax made in respect of increase in the fair value of investment properties and the withholding tax on dividend income received from a PRC subsidiary.

#### Non-controlling interest

Decrease was mainly due to sharp increase in loss shared by the minority shareholders of TZ United East during the year.

### 綜合損益表科目之變動：(續)

#### 財務費用

增加主要是平均貸款結餘增加以及就於本年度內新獲取之銀行貸款支付手續費總額約2,500,000港元所致。此外，泰州東聯化工在濱江項目建設完成後停止資本化相關銀行貸款利息導致年內利息支出大幅增加。

#### 攤佔聯營公司業績

攤佔聯營公司業績從上年度錄得淨虧損轉為本年度錄得淨溢利。主要原因是本年度來自中海油氣(泰州)石化有限公司(「中海油氣」)之溢利貢獻為約29,000,000港元並且超過其他聯營公司之虧損總額。上年度來自中海油氣之溢利貢獻僅為約5,900,000港元，故未能抵銷其他聯營公司之虧損總額。

#### 稅項

增加主要是投資物業公允值增加而需要提撥額外的遞延稅項以及收取一家中國附屬公司股息收入之預扣稅所致。

#### 非控制權益

減少主要是泰州東聯化工之少數股東攤佔年內虧損大幅增加所致。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Changes in Items on Consolidated Statement of Financial Position:

#### Investment properties

Decrease in carrying value was mainly due to the exchange loss recognised amounting to approximately HK\$157.7 million upon the change in exchange rates, which was deducted directly in reserve was larger than the increase in the fair value in current year amounting to approximately HK\$70.0 million.

#### Property, Plant and Equipment

Decrease in carrying value was mainly due to exchange loss recognised amounting to approximately HK\$248.4 million upon the change in exchange rates, which was deducted directly in reserve.

#### Interests in Associates

The increase was mainly due to the capital injection, on a pro rata basis, to an associate Zhong Hai You Qi amounting to approximately RMB136.9 million (equivalent to approximately HK\$158.9 million) made by the Group during the year.

#### Loan Receivable with Embedded Derivative

The loan receivable with embedded derivative has been early redeemed by the issuer on 6 May 2016.

#### Held-for-trading Investments

Increase was mainly due to acquisition of new shares which are listed in Hong Kong during the year for short term trading and hold until the end of the reporting period.

#### Deposits, Prepayments and Other Receivables

The increase was mainly due to the advance of HK\$100.0 million to a business partner as working capital during the year.

### 綜合財務狀況表科目之變動：

#### 投資物業

賬面結餘減少主要是由於換算滙率變動產生，並直接扣減儲備之滙兌虧損約157,700,000港元大於本年度公允值增加總額約70,000,000港元所致。

#### 物業、廠房及設備

賬面結餘減少主要是由於換算滙率變動產生，並直接扣減儲備之滙兌虧損約248,400,000港元所致。

#### 聯營公司權益

增加主要是由於本集團於年內對一家聯營公司中海油氣按照持股比例增資人民幣約136,900,000元(相當於約158,900,000港元)所致。

#### 附有嵌入式衍生工具之應收貸款

附有嵌入式衍生工具之應收貸款已於2016年5月6日被發行人提早贖回。

#### 持作買賣投資

增加主要是年內認購於香港上市之新股作短期買賣並持有至報告期末所致。

#### 按金、預付款及其他應收款

增加是由於本年度內向一名業務夥伴墊支營運資金100,000,000港元所致。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Changes in Items on Consolidated Statement of Financial Position: (Continued)

#### Loan Receivables

These were loans made to certain independent borrowers for the purpose of utilising a portion of the Group's idle funds for better returns and to increase interest income in the prevailing low deposit rates era. The increase was mainly due to advance of US\$20.0 million (equivalent to approximately HK\$155.5 million) short-term working capital to an independent third party which is guaranteed by non-controlling shareholder of TZ United East by the end of the year.

#### Trade and Bills Payables

Decrease was mainly due to settlement of the bill payables amounting to approximately HK\$142.3 million in respect of raw materials acquired from an associate by the end of 2015 during the year.

#### Accrued Charges, Rental Deposits and Other Payables

Decrease was mainly due to partial settlement of the retention money and balances of payment in respect of the Binjiang Project made by TZ United East during the year. At 31 December 2016, the carrying balances of the retention money and balance amounted to approximately HK\$289.0 million in aggregate, decreased by approximately HK\$218.8 million as compared with that of 2015. Moreover, receipts in advance at the year end of 2016 was increased by approximately HK\$75.1 million as compared to that at the year end of 2015, which partially compensated the effect of settlement of retention money and balance of payment.

### 綜合財務狀況表科目之變動：(續)

#### 應收貸款

此等為借予若干獨立借款人之貸款，目的是動用本集團部份閒置資金，以祈在當前低存款利息時期賺取較佳回報及增加利息收入。增加主要是由於本年度末墊支20,000,000美元(相當於約155,500,000港元)短期營運資金予泰州東聯化工的非控制股東保證之獨立第三方所致。

#### 應付賬款及票據

減少主要是由於本年度內支付2015年末向一家聯營公司購入原材料相關的應付票據款約142,300,000港元所致。

#### 應計費用、租務按金及其他應付款

減少主要是由於泰州東聯化工於本年度內陸續支付部份與建造濱江項目相關的應付工程履約款及尾款所致。於2016年12月31日，該等履約款及尾款之賬面結餘共約289,000,000港元，較2015年度總額減少約218,800,000港元。此外，於2016年度末預收賬款總額則較2015年末之總額增加約75,100,000港元，部份抵銷支付工程款及尾款之影響。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Changes in Items on Consolidated Statement of Financial Position: (Continued)

綜合財務狀況表科目之變動：(續)

#### Borrowings

#### 借貸

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Carrying balances under non-current liabilities	非流動負債項下賬面結餘	1,487,075	1,236,320
Carrying balances under current liabilities	流動負債項下賬面結餘	1,621,026	1,369,567
Total	總額	3,108,101	2,605,887

Increase in total borrowings was mainly due to the Group had obtained new banking facilities during the year and utilized it to finance the working capital needs of TZ United East.

借貸總額增加主要是本集團於本年度內取得新的銀行信貸額度並用於滿足泰州東聯化工的營運資金需求所致。

### Business Review

### 業務回顧

#### Property Investments, Management and Development

#### 物業投資、管理及發展

##### Property Leasing

##### 物業租賃

Rental income of Beijing East Gate Development Co., Ltd. ("Beijing East Gate") for the current year amounted to approximately HK\$120.3 million (2015: HK\$86.1 million). Rental income increased by approximately 40% was mainly due to continuous improvement in occupation rate and increase in rental rates upon renewal of tenancy agreements of East Gate Plaza. The occupation rates of the commercial portion and the residential portion of East Gate Plaza in the current year was approximately 98% (2015: 89%). Moreover, the Group has carried out an extensive review on rental operations to cope with the replacement of business tax by value-added tax policy which was effective from 1 May 2016. The property leasing segment recorded a significant increase in segment profit to approximately HK\$143.4 million (2015: HK\$68.7 million). Apart from the aforesaid reasons, fair value gain on revaluation of investment properties in current year increased to approximately HK\$70.0 million (2015: HK\$36.9 million) has made further contribution to segment results.

北京東環置業有限公司(「北京東環」)本年度租金收入約120,300,000港元(2015年：86,100,000港元)。租金收入增加約40%，主要是東環廣場出租率持續獲得改善並且於租約續租時租金獲得提升所致。東環廣場本年度之商業部份及住宅部份的出租率約為98%(2015年：89%)。此外，為應對2016年5月1日起生效的營業稅改徵增值稅政策，本集團全面檢視其租務運作。物業租賃分部之分部溢利錄得大幅增加至約143,400,000港元(2015年：68,700,000港元)。除前述原因外，年內重估投資物業的公允值收益增加至約70,000,000港元(2015年：36,900,000港元)，進一步貢獻分部業績。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Business Review (Continued)

#### Property Investments, Management and Development (Continued)

##### Property Management

Property management fee income of Beijing Yinda Property Management Limited ("Yinda") for the current year amounted to approximately HK\$252.5 million (2015: HK\$220.4 million), representing an increment of approximately 15%. Segment results recorded a profit of approximately HK\$6.0 million (2015: loss of HK\$19.1 million). The main reason was that the management fee income increased upon renovation of certain management projects. Moreover, the Group has carried out an extensive review on property management operations to cope with the replacement of business tax by value-added tax policy which took effect from 1 May 2016. At 31 December 2016, there were 26 projects (2015: 27 projects) under the management of Yinda, with managed gross floor area in excess of 4.0 million square meters (2015: in excess of 4.0 million square meters).

##### Property Development

Cinda Jianrun Property Company Limited ("Cinda Jianrun") is a 30% owned associate of the Group. In 2014, there was a downward adjustment trend in the real estate market in China as both prices and floor area of commodity houses sold declined over the previous years. In the second half year of 2014, there were signs of improvement in the real estate market after the local governments (except Beijing, Shanghai, Guangzhou and Shenzhen) gradually loosened the restrictions on mortgage lending and purchase. In addition, as the authority to take austerity measures on the real estate market was delegated from the central to the local governments and with the full liberalization of financing to the real estate industry and mortgage loans for home purchases, it will provide the impetus for recovery of the real estate market.

### 業務回顧(續)

#### 物業投資、管理及發展(續)

##### 物業管理

北京銀達物業管理有限責任公司(「銀達」)本年度之物業管理費收入金額約為252,500,000港元(2015年：220,400,000港元)，增幅約15%。分部業績錄得溢利約6,000,000港元(2015年：虧損19,100,000港元)。主要原因是若干管理項目裝修後令管理費收入增加。此外，為應對2016年5月1日起生效的營業稅改徵增值稅政策，本集團全面檢視其物業管理運作。於2016年12月31日，經銀達管理的項目組合共有26個(2015年：27個)，所管理的樓面總面積逾4,000,000平方米(2015年：逾4,000,000平方米)。

##### 物業發展

信達建潤地產有限公司(「信達建潤」)為本集團持股30%之聯營公司。於2014年，中國房地產市場出現下行調整趨勢，商品房價格及銷售面積較以往年度均有所下滑。2014年下半年，隨著各地方政府(北京、上海、廣州及深圳除外)陸續開放限貸及限購政策，房地產市場出現改善跡象。另外，隨著房產調控權力由中央下放至地方政府、金融機構對房地產行業融資、購房按揭等全面放開，將有力地推動房地產市場的回暖。

# MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

## Business Review (Continued)

### Property Investments, Management and Development (Continued)

#### Property Development (Continued)

In addition, due to the fact that Cinda Jianrun need more time to realise its short-term and medium-term investments at appropriate price levels, the Board decided not to close the operations of Cinda Jianrun in 2014 and continue to retain Cinda Jianrun as a vehicle company. When the operating environment of the real estate sector have signs of further improvement, the Group will re-consider to invest in and/or develop medium to high grade real estate projects.

During the current year, Cinda Jianrun was principally concentrated its effort in realizing its investment projects.

#### Financial Investments

The Group strategically invested in certain PRC enterprises. These enterprises have good potential for separate listing. As at 31 December 2016, the carrying value of these strategic investments was approximately HK\$288.9 million in aggregate (2015: HK\$310.2 million) with individual allocation (unless otherwise explained, changes in the carrying balance as at both year ends were due to changes in exchange rates) detailed below:

		2016 HK\$ million 百萬港元	2015 HK\$ million 百萬港元
JC International	江銅國際	124.6	124.6
Beijing TeraSolar	兆陽光熱	64.7	69.3
CUP	中國銀聯	50.3	53.8
Kema Yinxiang	科馬印象	21.2	22.7
Hejing Zhongdao	合敬中道	22.5	—
SINOMA	中材股份	—	34.2
Others	其他	5.6	5.6
		<b>288.9</b>	<b>310.2</b>

## 業務回顧(續)

### 物業投資、管理及發展(續)

#### 物業發展(續)

此外，鑒於信達建潤仍需更多的時間，在合適價格水平逐步套現其短期及中期投資。因此，董事會於2014年已改變結束經營信達建潤的決定，並繼續保留信達建潤作為一個載體公司。待國內房地產市場的經營環境出現進一步改善的時候，本集團將重新考慮投資及／或發展中、高檔房地產項目。

於本年度內，信達建潤的主要工作是集中於套現其投資項目。

#### 金融投資

本集團策略性地投資於若干中國企業。該等企業具有獨立上市之潛力。於2016年12月31日，該等策略性投資之賬面值總額約為288,900,000港元(2015年：310,200,000港元)，其各自的份額(除非另有說明，兩個年度末賬面結餘之變動乃因匯率變動所致)詳列如下：

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Business Review (Continued)

#### Financial Investments (Continued)

##### JC International

The Group invested RMB100.0 million (equivalent to approximately HK\$124.6 million) for an indirect equity interest of 10% in Jiangxi Copper International Trading Co., Ltd. ("JC International"). JC International is 60% owned subsidiary of Jiangxi Copper Company Limited and is principally engaged in the trading of copper on both the spot and futures market.

##### Beijing TeraSolar

Beijing TeraSolar Photothermal Technologies Co., Ltd. ("Beijing TeraSolar") is a high-tech enterprise providing complete solution for solar thermal electric system specialising in research and development, manufacture and marketing services of solar mirrors, concentrating collectors, thermal storage systems, solar tracking devices and supporting structures. It is further supported by a strong technical team of experienced experts, with doctor and master degrees who have been focusing on the research and development of concentrating solar thermal ("CST") technologies and products for over 6 years. In the PRC, it has been granted with 57 patents in total, including 12 invention patents and 45 utility model patents. It also has 35 patents pending for application in total, including 32 invention patents and 3 utility model patents. On the other hand, the Beijing TeraSolar devotes itself to comprehensive utilisation and development of renewable energy. With its advanced technologies, rich experience, foreseeing idea and continuous technical innovation, Beijing TeraSolar is well positioned to play an important role in new product's development, quality assurance and service system, and promote the CST industry in the PRC and the world.

### 業務回顧(續)

#### 金融投資(續)

##### 江銅國際

本集團投資人民幣100,000,000元(相當於約124,600,000港元)，間接持有江銅國際貿易有限公司(「江銅國際」)10%股本權益。江銅國際為江西銅業股份有限公司持股60%之附屬公司，其主營業務是於現貨及期貨市場銷售銅。

##### 兆陽光熱

北京兆陽光熱技術有限公司(「兆陽光熱」)為一家高科技企業，致力為太陽能熱發電系統提供全面解決方案，專門進行太陽能反射鏡、聚光型集熱器、集熱系統、太陽能跟蹤系統及支架的研發、製造及市場推廣服務。其亦獲得經驗豐富的專家、博士及碩士所組成的強大科研團隊支援，團隊專注於研發聚光太陽能發熱(「聚光太陽能發熱」)技術及產品超過6年。在中國已獲得授權專利共57件，其中包括發明專利12件及實用新型專利45件。正在申請專利共35件，其中包括發明專利32件及實用新型專利3件。另一方面，兆陽光熱致力全面動用及開發可再生能源。憑藉其先進技術、豐富經驗、高瞻遠矚的想法及持續的技術創新，兆陽光熱穩居有利位置，於新產品開發、品質保證及服務系統，以及於中國及全世界推廣聚光太陽能發熱行業中發揮重要作用。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Business Review (Continued)

#### Financial Investments (Continued)

##### Beijing TeraSolar (Continued)

In May 2015, the Group entered into an agreement to invest RMB116.0 million (equivalent to approximately HK\$129.5 million) in cash to Beijing TeraSolar for an equity interest of 8.29%. During the year of 2015, the Group paid RMB58.0 million (equivalent to approximately HK\$64.7 million) as partial payment in accordance with the terms of the agreement, the remaining balance was initially agreed to be payable on or before the end of year 2016, which has been revised to be paid in accordance with the actual funding need of Beijing TeraSolar.

Beijing TeraSolar has utilised its patent technologies in core technology in solar thermal power generation system to construct a photothermal power station with a 15MW capacity and is progressing at a steady pace as scheduled.

##### CUP

CUP is the largest bank card association and credit card issuers in the Mainland China having a very bright business prospect. At 31 December 2016, the Group beneficially owns 7.5 million shares in CUP.

##### Kema Yinxiang

Kema Yinxiang Industries Limited ("Kema Yinxiang") is a construction material supplier specialized in providing all-round bathroom solutions to customers. Its business is the design, manufacture and wholesaling of Italian Style bathroom products in its own brand name of "科馬印象". The core product is bathroom suite known as the "CubiX" series. CubiX series are pre-made modules of bathroom structures capable of being combined into different stylish and tailored bathrooms.

### 業務回顧(續)

#### 金融投資(續)

##### 兆陽光熱(續)

於2015年5月，本集團簽訂一項協議以現金人民幣116,000,000元(相當於約129,500,000港元)投資持有兆陽光熱8.29%股本權益。於2015年之年內，本集團根據該份協議已支付人民幣58,000,000元(相當於約64,700,000港元)為部份投資款，其餘款項原需要在2016年年末或之前支付，現已更改為按照兆陽光熱的實際用款需求支付。

兆陽光熱已利用其太陽能熱發電系統的專利技術，投資建設一座規模達15兆瓦的光熱電站，目前正按照計劃平穩進行中。

##### 中國銀聯

中國銀聯是中國內地最大的銀行卡聯合組織及信用卡發行商，具有非常亮麗的業務前景。於2016年12月31日，本集團實益擁有7,500,000股中國銀聯權益。

##### 科馬印象

科馬印象實業有限公司(「科馬印象」)是一家建材供應商，專注於為客戶提供全面的衛生間解決方案。其業務是以自家品牌《科馬印象》從事設計、生產及批發意大利風格的衛生間產品。核心產品為《魔塊衛生間》系列。《魔塊衛生間》系列為預製之衛生間套件，可以組合成具有不同風格且為度身定造的衛生間。



## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Business Review (Continued)

#### Financial Investments (Continued)

##### Hejing Zhongdao

In the second half year of 2016, the Company's wholly owned subsidiary established a partnership venture with independent third parties by investing approximately RMB20.2 million (equivalent to approximately HK\$22.5 million) to Beijing Hejing Zhongdao Technology Investment Partnership ("Hejing Zhongdao") for a partnership interest of approximately 18%. The partnership purpose of Hejing Zhongdao is to invest unlisted entities engaged in high and new technology sectors such as information technology, new energy and new materials industries.

##### SINOMA (Hong Kong: 1893)

The Group has an effective interest in approximately 23.1 million foreign domestic shares in the share capital of China National Materials Company Limited ("SINOMA"), which can be freely transferred after the application to be made to the China Securities Regulatory Commission. In the second half year of 2016, the Group has disposed the entire interest in SINOMA to realize cash amounting to approximately HK\$62.4 million and recognised gain on disposal amounting to approximately HK\$28.2 million.

#### Petrochemical Products

##### TZ United East

TZ United East is a 66.77% owned subsidiary of the Group. TZ United East's principal business is the manufacturing and trading of organic solvent methyl ethyl ketone. After the completion of the Binjiang Project, the current annual production capacity of TZ United East has been increased from 110,000 tons to 1,600,000 tons.

### 業務回顧(續)

#### 金融投資(續)

##### 合敬中道

於2016年下半年，本公司之全資附屬公司透過與獨立第三方進行合伙業務，投資約人民幣20,200,000元(相當於約22,500,000港元)持有北京合敬中道科技產業投資合伙企業(「合敬中道」)約18%合伙權益。合敬中道的合伙目的為在高新技術領域如信息技術、新能源及新材料等行業向未上市的企業作出投資。

##### 中材股份(香港：1893)

本集團實益擁有約23,100,000股中國中材股份有限公司(「中材股份」)之外資法人股股份，該等股份經向中國證券監督委員會作出申請後可自由流通。於2016年下半年本集團透過出售全部中材股份權益套現回籠資金約62,400,000港元並確認出售收益約28,200,000港元。

#### 石油化工產品

##### 泰州東聯化工

泰州東聯化工為本集團持股66.77%的附屬公司。泰州東聯化工主要業務為生產及銷售有機溶劑甲乙酮。濱江項目完成後，泰州東聯化工之年產能已從110,000噸擴充至1,600,000噸。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Business Review (Continued)

### 業務回顧(續)

#### Petrochemical Products (Continued)

#### 石油化工產品(續)

#### TZ United East (Continued)

#### 泰州東聯化工(續)

The operating results of TZ United East are summarized below:

泰州東聯化工的經營業績摘要如下：

		2016 Tons 噸	2015 Tons 噸	Changes 變動 % 百分比
Raw material processed (Note)	原料加工(註)	—	378,500	(100%)
Products sold (Note)	產品銷售(註)	13,100	263,100	(95%)

		HK\$ million 百萬港元	HK\$ million 百萬港元	Changes 變動 % 百分比
Revenue	收入	48.8	30.8	58%
Net loss	淨虧損	(357.8)	(185.2)	93%

Note: The quantities of raw material processed and products sold in 2015 were derived from the data of the test-production period.

附註：2015年原料加工及產品銷售數量均為試驗生產期間取得之數據。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Business Review (Continued)

#### Petrochemical Products (Continued)

##### TZ United East (Continued)

TZ United East was still in a non-producing condition for a majority time during the year. As there was limited formal production activities during the year, there were only limited quantities of raw materials being processed and products being sold during the year. Revenue for the both years represented the revenue received from the direct selling of the raw materials acquired through previously contracted supply contracts. As the revenue from sale of raw materials in both years was limited, it was not capable of covering all the operating expenses during the year. Therefore, TZ United East incurred a net loss in both years. Moreover, the construction of the Binjiang Project by TZ United East was completed and transferred to fixed asset in the current year, the cessation of capitalising loan interest and certain direct expenses in respect of the qualifying assets and commencement to provide for depreciation in respect of the assets had further increased TZ United East's total losses in the current year.

The OPEC had reached an agreement to reduce crude oil production in December 2016. Moreover, Russia also agreed to freeze her production. Together with arbitration activities of investors, international crude oil prices rose and continued to fluctuate in the range of US\$45-55 per barrel in the first quarter of 2017. The Board believes that international crude oil prices has basically stabilized at the current prices and the possibility for a further significant drop is relatively low. The production cycle of TZ United East is approximately one month, a long-term stable or a continuous rising international crude oil prices is most beneficial to the operation of TZ United East.

TZ United East cooperated Zhong Hai You Qi and resumed production by the end of the year by way of joint production. The Board expects that after resuming production, the loss pressure originated from TZ United East will ease off prominently and it will significantly improve the Group's profitability in the future.

### 業務回顧(續)

#### 石油化工產品(續)

##### 泰州東聯化工(續)

泰州東聯化工於本年度內大部份時間基本上仍然處於非生產狀態。由於年內正式的生產活動有限，導致年內之原料加工量及產品銷售量均為極少。泰州東聯化工於兩個年度錄得的收入均是把根據以前年度已簽訂的供應合同項下購入的原材料轉為直接出售所得。由於兩個年度內原材料銷售額微小，不足以抵銷該年度內的所有經營開支，泰州東聯化工因此於兩個年度均錄得淨虧損。此外，泰州東聯化工之濱江項目建設完成並於年內劃轉至固定資產，停止資本化合資格資產的貸款利息以及若干直接費用，並就該項資產開始提撥折舊等，進一步擴大泰州東聯化工本年度的虧損總額。

石油輸出國組織於2016年12月達成減少原油產量協議，此外，俄羅斯也同意配合凍產，加上投機者炒買炒賣等因素，國際原油價格於2017年第一季度內上升並維持在每桶45-55美元區間波動。董事會認為國際原油價格已基本上穩定下來，再次大幅下跌的機會相對較小。泰州東聯化工的生產週期大約為一個月，長期穩定或持續上升的國際原油價格對泰州東聯化工之營運最為有利。

泰州東聯化工與中海油氣作出配合，以聯合運營方式於本年度末恢復生產。董事會預期恢復生產後，來自泰州東聯化工的虧損壓力將會顯著減輕，並將可大幅改善本集團未來之盈利能力。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Business Review (Continued)

#### Petrochemical Products (Continued)

##### Zhong Hai You Qi

Zhong Hai You Qi is a 23.03% owned associate of the Group. Its principal business is the manufacturing and trading of fuel oil, basic lubricant oil and heavy duty bitumen. The current annual production capacity of Zhong Hai You Qi is 4.5 million tons.

The Integration Project undergone by Zhong Hai You Qi was completed in September 2016 and commenced production in December 2016. The Integration Project is a renovation project aiming at expanding production capacity and extending products line. The renovation project composing a portfolio of nine principal production devices, a storage and transportation system and the related supporting public engineering system, amongst which the major production devices include an oil refinery device with a 3,000,000 tons per year capacity, a fuel oil device with a 1,700,000 tons per year capacity, a hydrocracking device with a 1,500,000 tons per year capacity and a lubricant oil device with a 600,000 tons per year capacity. The Integration Project will enable Zhong Hai You Qi to produce a full range of petrochemical products including liquid gas, lubricant oil, fuel oil (diesel) and solvent oil, covering over 90% of the products output with an output volume over 4,000,000 tons per year.

### 業務回顧(續)

#### 石油化工產品(續)

##### 中海油氣

中海油氣為本集團實益持股23.03%的聯營公司。其主要業務是生產及銷售燃料油、潤滑油基礎油、重交瀝青等產品。中海油氣目前擁有年產能450萬噸。

中海油氣的一體化項目建設工程已於2016年9月完工，並於2016年12月開始生產。一體化項目為一項以擴充產能以及擴展產品線為目標的改造工程，改造工程包括九個主體生產裝置、儲運系統和配套的公共工程系統。其中生產裝置主要包括一個年產能3,000,000噸的煉油裝置、一個年產能1,700,000噸的燃料油裝置、一個年產能1,500,000噸的加氫裂化裝置及一個年產能600,000噸的潤滑油裝置。一體化項目將促使中海油氣具備生產包括液化氣、潤滑油、燃料油(柴油)及溶劑油料等全系列的石油化工產品，產品覆蓋率逾90%，產品年產總量超過4,000,000噸。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Business Review (Continued)

### 業務回顧(續)

#### Petrochemical Products (Continued)

#### 石油化工產品(續)

#### Zhong Hai You Qi (Continued)

#### 中海油氣(續)

The operating results of Zhong Hai You Qi are summarized below:

中海油氣的經營業績摘要如下：

		2016 Tons 噸	2015 Tons 噸	Changes 變動 % 百分比
Annual production capacity	年產能	4,500,000	1,500,000	200%
Crude oil processed	原油加工	1,332,100	1,501,300	(11%)
		HK\$ million 百萬港元	HK\$ million 百萬港元	Changes 變動 % 百分比
Revenue	收入	2,978.1	5,103.4	(42%)
Net profit	淨溢利	87.7	17.8	393%
Profit contribution before non-controlling interests	非控制權益前之溢利貢獻	29.0	5.9	392%

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Business Review (Continued)

#### Petrochemical Products (Continued)

##### Zhong Hai You Qi (Continued)

During the past two years, international crude oil prices has dropped continuously and significantly. In the first half year of 2015, international crude oil prices were fluctuating at the range of approximately US\$50-70 per barrel and suddenly dropped significantly to approximately US\$40 per barrel by the end of 2015. In the first half year of 2016, international crude oil prices were basically fluctuating at the range of approximately US\$30-40 per barrel. Thereafter in the second half year of 2016, crude oil price increase again to the range of approximately US\$40-55 per barrel. Severe fluctuation in crude oil prices has seriously affected the production stability and profitability of Zhong Hai You Qi. In addition, the slowdown in economic activities in the mainland market had caused a sharp decrease in the retail prices of petrochemical products and affected the sales revenue. Thus, Zhong Hai You Qi inevitably incurred operating loss for both years under review. Having made application to the government for government subsidies, Zhong Hai You Qi maintained its annual results at a profitable position for both years.

Despite revenue dropped significantly, Zhong Hai You Qi was able to record a significant increase in net profit in the current year. The main reason was due to the fact that increase in crude oil prices during 2016 resulted in increase in gross profit margin.

#### Distressed Assets Business and Sales of Properties

There was no material operating activities for the distressed assets business segment and the sales of properties segment for both years ended 31 December 2016 and 2015.

### 業務回顧(續)

#### 石油化工產品(續)

##### 中海油氣(續)

國際原油價格於過去兩年持續大幅下跌。國際原油價格從2015年上半年的每桶約50-70美元區間運行，並突然大幅下跌至2015年年末的每桶約40美元水平。於2016年上半年，國際原油價格基本上維持在每桶30-40美元區間波動，其後於2016年下半年原油價格又再次上升至每桶40-55美元區間。激烈波動的原油價格，嚴重地影響了中海油氣的生產穩定性及盈利能力。加上國內市場的經濟活動明顯減弱，導致石油化工產品零售價格大幅下降，影響銷售收入。因此，中海油氣於兩個回顧年度均無可避免地錄得經營虧損，中海油氣經向政府申請並取得政府扶持資金補助後得以維持兩個年度業績在溢利水平。

儘管本年度的收入大幅減少，中海油氣仍然錄得淨溢利大幅增加。主要原因是由於2016年內原油價格上升促使毛利率也錄得上升所致。

#### 不良資產業務及物業銷售

截至2016年及2015年12月31日止兩個年度，不良資產業務分部及物業銷售分部均無錄得重大的經營活動。

### Growth Strategies

To expand its existing investments in power and petrochemical products production remain the growth strategy of the Group. The Group is also actively searching and identifying investment and/or merger and acquisition opportunities which is capable of generating enormous profit and ample cash flows to the Group. The Board remains to focus on executing its business plan and strategy in 2017. The Board believes that these growth strategies will eventually result in extending the sources of recurring income and expanding the magnitude of recurring income.

### Power Aspect

The Group has made further investment in renewable energy sector. On 8 October 2015, the Group's wholly owned subsidiary Taizhou Yinjian Energy Investment Co., Ltd. ("Taizhou Yinjian") entered into a joint venture agreement with six other parties (including two connected parties). Pursuant to the joint venture agreement, the joint venture shareholders agreed to co-invest in construction and operation of the concentrated solar power stations in Zhangbei, Hebei in two phases with a total installed capacity of 100MW by establishing Zhongxin Zhangbei Solar Energy Thermal Power Generation Co., Ltd ("Solar Energy Thermal Power"). Due to the advantageous geological location, the Zhangbei county area is selected by the PRC Government as one of the key districts for developing solar power generation.

The total investment of the concentrated solar power stations is expected to be RMB3,400.0 million (equivalent to approximately HK\$3,794.6 million), of which RMB1,800.0 million (equivalent to approximately HK\$2,008.9 million) shall be applied to its first phase of the construction of a 50MW demonstration power station with a construction period of 24 months. Whereas the second phase of the construction of a 50MW commercial power station shall proceed only after the demonstration power station is to be proven to meet the expected technical indicator. The construction period of the second phase is 18 months. The registered capital of Solar Energy Thermal Power is RMB1,000.0 million (equivalent to approximately HK\$1,116.1 million). Taizhou Yinjian shall contribute RMB150.0 million (equivalent to approximately HK\$167.4 million) for an equity interest of 15% in Solar Energy Thermal Power.

### 發展策略

本集團維持透過擴大於電力及石化產品方面的現有投資規模作為增長策略。本集團亦正積極尋找及物色可為本集團帶來龐大盈利及充足現金流的投資及／或併購機會。董事會於2017年內將繼續專注於執行其業務計劃及策略。董事會相信此等增長策略最終可延展經常性收入的來源及擴大經常性收入的金額。

### 電力方面

本集團進一步在再生能源領域作出投資。於2015年10月8日，本集團透過全資附屬公司泰州銀建能源投資有限公司(「泰州銀建」)與六名其他投資者(其中包括兩名關連人士)簽訂一項合營股東協議。根據合營股東協議，合營股東同意透過成立中信張北太陽能熱發電有限公司(「太陽能熱發電公司」)，共同於河北省張北縣分兩期投資建設及營運太陽能熱發電站項目，該項目之裝機容量共100兆瓦。由於地理位置優越，張北縣一帶為中國政府挑選為重點發展太陽能發電業務地區之一。

太陽能熱發電站之總投資額預期達人民幣3,400,000,000元(相當於約3,794,600,000港元)，其中人民幣1,800,000,000元(相當於約2,008,900,000港元)將用於第一期建設50兆瓦示範電站，施工期預計需要約24個月。而太陽能熱發電站第二期的50兆瓦商業電站，只會在示範電站經證明已達到預期技術指標後，方會開始建設，第二期施工期預計需要約18個月。太陽能熱發電公司之註冊資本為人民幣1,000,000,000元(相當於約1,116,100,000港元)。泰州銀建將投入人民幣150,000,000元(相當於約167,400,000港元)並持有太陽能熱發電公司15%股本權益。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Growth Strategies (Continued)

#### Power Aspect (Continued)

The proposed establishment of Solar Energy Thermal Power and the investment in the construction of the concentrated solar power stations was approved by the independent shareholders of the Company at the extraordinary general meeting held on 19 February 2016. On 13 September 2016, the National Energy Administration announced China's first batch of 20 accredited solar power projects. The concentrated solar power stations project was selected as one of the on-list projects. Accordingly, Solar Energy Thermal Power will proceed with the construction works of its demonstration power station being the first phase of the CSP Project and will make further investments in accordance with the terms of the shareholders' agreement.

#### Petrochemical Products Aspect

The Integration Project undergone by Zhong Hai You Qi and the construction of the Binjiang Projects by TZ United East has been completed and transferred to production use. TZ United East cooperated with Zhong Hai You Qi and resumed production at the same time by the end of 2016 by way of joint production in order to achieve the purpose of centralizing the processing of resources, reducing logistic costs, consolidating complimentary advantages and enhancing the economics of scale and synergy effect.

The Board is currently investigating the feasibility of a collective capital restructure of the Group's petrochemical investments located in Tai Zhou to aim at achieving a more efficient and effective operation model.

### 發展策略(續)

#### 電力方面(續)

成立太陽能熱發電公司以及投資太陽能熱發電電站的題案已獲本公司獨立股東於2016年2月19日召開的特別股東大會批准通過。於2016年9月13日，國家能源局正式發佈中國首批20個太陽能熱發電示範項目名單，該太陽能熱發電電站項目已入選為名單項目的其中之一。據此，太陽能熱發電公司將會開展太陽能熱發電電站項目第一期的示範電站的建造工作並將根據股東協議之條款作出進一步投資。

#### 石油化工產品方面

中海油氣的一體化項目以及泰州東聯化工建造的濱江項目均已完工並已劃轉至生產。於2016年年末，泰州東聯化工與中海油氣作出配合，同時展開正式生產並且實施聯合營運。以達到實現資源集中加工、降低物流成本、促進優勢互補、充份發揮經濟規模效益和協同效益之目的。

董事會現正就本集團於泰州的全部石油化工投資，進行整體性股本重組的可行性展開研究，期望能達至更有效率和效益的營運模式。



## Financial Review

### Exchange Exposure

The Group's principal assets, liabilities, revenue and payments are denominated in HKD and RMB. Moreover, the Board is capable of maintaining a net monetary asset position denominated in RMB for the Group. Therefore, the Board is confident that the Group's exposure to exchange rate fluctuations in respect of RMB will not have material adverse effect on the financial position of the Group given that the RMB to HKD exchange rate is maintained at a relatively stable range. In addition, the Board does not anticipate that there is any material exchange exposure in respect of other currencies.

In the opinion of the Board, the one-time small scale of depreciation of the RMB exchange rate in early August 2015 and the subsequent widening of RMB exchange rate fluctuation do not have material adverse effect on the financial position of the Group. However, the Board will closely monitor the future development of the RMB exchange rate and will take appropriate measures as necessary.

At the end of the reporting period, the Group has no material liability denominated in other foreign currencies other than RMB. There was also no hedging transaction contracted for by the Group during the year.

### Pledge of Assets

As at 31 December 2016, the Group pledged certain investment properties, leasehold land and buildings, land use rights and factory, plant and machinery with an aggregate carrying value at the end of the reporting period of approximately HK\$2,205.2 million (2015: HK\$2,294.0 million), HK\$200.5 million (2015: HK\$195.0 million), HK\$182.5 million (2015: HK\$199.6 million) and HK\$719.8 million (2015: nil) respectively to secure general banking facilities granted to the Group, other loan and other payable to an independent third party.

As at 31 December 2016, the Group also pledged approximately HK\$1.7 million (2015: HK\$30.0 million) bank deposits to secure settlements for certain of Group's purchase of raw materials (2015: raw materials).

## 財務回顧

### 滙兌風險

本集團的主要資產、負債、收入及支出都是以港元及人民幣為主。此外，董事會能夠為本集團維持一個人民幣金融性資產淨額的水平。因此，董事會有信心，在人民幣兌港元滙率維持在相對穩定之區間的前提下，源自於人民幣兌港元滙率變動所產生的滙兌風險將不會對本集團之財務狀況構成重大的負面影響。此外，就其他外幣而言，董事會並不預期將會出現任何重大的滙兌風險。

董事會意見認為，於2015年8月初發生的人民幣滙率一次性小幅度貶值以及於其後擴闊的人民幣滙率波幅區間不會對本集團之財務狀況構成重大的負面影響。唯董事會將會密切關注人民幣滙率的長期走勢，並且在有需要時制訂適當的應對措施。

於本報告期末，除人民幣外，本集團並無以其他外幣單位記賬之重大負債。同時，本集團於年內並無簽訂任何合同形式的對沖交易。

### 資產抵押

於2016年12月31日，本集團已將其於本報告期末累計賬面總額分別約為2,205,200,000港元(2015年：2,294,000,000港元)、200,500,000港元(2015年：195,000,000港元)、182,500,000港元(2015年：199,600,000港元)及719,800,000港元(2015年：無)之若干投資物業、租賃土地及樓宇、土地使用權及工廠、廠房及機器作抵押為本集團獲授予一般性銀行融資之條件、其他貸款及一名獨立第三方的其他應付款。

於2016年12月31日，本集團亦將其約1,700,000港元(2015：30,000,000港元)之銀行存款抵押以擔保本集團購入若干原材料(2015年：原材料)之還款。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Financial Review (Continued)

#### Working Capital & Borrowings

At the end of the reporting period, the Group's total borrowings amounted to approximately HK\$3,108.1 million in aggregate. The composition of these borrowings is summarized below:

		HK\$ million 百萬港元	Percentage 百分比
Short term borrowings	短期借貸	1,621.0	52%
Long term borrowings	長期借貸	1,487.1	48%
Total	總額	3,108.1	100%

Interests for all borrowings were charged at fixed and floating rates ranging from 2.30% per annum to 7.00% per annum.

At the end of the reporting period, the Group's cash and bank balances (included pledged bank deposits) was approximately HK\$736.7 million in aggregate. The Group's net borrowings was approximately HK\$2,371.4 million. The Group's net current assets was approximately HK\$802.1 million. In addition, the Group has unutilised banking facilities of approximately HK\$935.4 million in aggregate. Based on the foregoing information, the Board is confident that the Group has adequate working capital to meet daily operations and to finance future expansion. Despite this, the Board will seek to dispose short and medium term investments to replenish funds in order to further increase the Group's working capital to a stronger level.

At the end of the reporting period, the Gearing Ratio (calculated as total borrowings over equity attributable to owners of the Company) and Current Ratio (calculated as current assets over current liabilities) of the Group were 48.9% (2015: 38.4%) and 1.3x (2015: 1.1x) respectively. Both ratios are maintained at good level.

### 財務回顧(續)

#### 營運資金及借貸

於本報告期末，本集團之借貸總額約為3,108,100,000港元。該等借貸的組成總結如下：

	HK\$ million 百萬港元	Percentage 百分比
Short term borrowings	1,621.0	52%
Long term borrowings	1,487.1	48%
Total	3,108.1	100%

所有借貸之利息均是以固定及浮動利率計算，利率區間由年利率2.30%至年利率7.00%。

於本報告期末，本集團之現金及銀行結餘(包括抵押銀行存款)總額約為736,700,000港元。本集團之借貸淨額約2,371,400,000港元。本集團擁有淨流動資產約802,100,000港元。加上本集團現時尚有備用銀行信貸額度約935,400,000港元。基於以上資料，董事會對本集團擁有足夠的流動資金應付日常營運所需以及支持未來擴展有信心。縱然如此，董事會將積極出售短期及中期投資以回籠資金，以進一步提高本集團的流動資金至更強水平。

於本報告期末，本集團之借貸比率(即借貸總額除以本公司擁有人應佔股本計算所得)及流動比率(即流動資產除以流動負債計算所得)分別為48.9%(2015年: 38.4%)及1.3x(2015年: 1.1x)。兩個比率均維持在良好的水平。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Capital Structure

At the end of the reporting period, the shareholders' fund of the Group decreased by approximately HK\$433.1 million to approximately HK\$6,357.1 million (2015: HK\$6,790.2 million), representing a decrement of approximately 6%. The decrease was mainly due to the loss for the year amounting to approximately HK\$35.1 million and the depreciation of RMB resulted in exchange loss amounting to approximately HK\$411.1 million upon translating PRC subsidiaries and associates.

### Human Resources

At the end of the reporting period, the Group employed 1,453 (2015: 1,399) employees in Hong Kong and in the PRC. The Group offers its employees competitive remuneration packages, which are consistent with the prevailing market practices. The Group's remuneration policies remain unchanged during the year. Total staff costs for the year was approximately HK\$222.9 million (2015: HK\$191.1 million). Total staff costs increased by approximately 17%. The main reasons were that the number of staffs in TZ United East has increased by 75 headcounts and the cessation of capitalizing certain staff costs in the cost of construction in progress and the effect of annual increment in salaries in current year.

### Final Dividend

In light of the loss incurred for the year, the Board has resolved not to recommend payment of a final dividend for the year ended 31 December 2016 (2015: nil). The Board will endeavor to resume payment of dividend soonest possible.

### Compliance with the Model Code

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") as its own code of conduct regarding directors' securities transactions. All Directors have confirmed that, following specific enquiry by the Company, they have complied with the required standards set out in the Model Code throughout the year.

### 股本結構

於本報告期末，本集團之股東資金減少約 433,100,000 港元至約 6,357,100,000 港元(2015年：6,790,200,000 港元)，減幅約 6%。減少主要是受累於本年度虧損約 35,100,000 港元以及由於人民幣貶值導致換算中國附屬公司及聯營公司產生滙兌差額約 411,100,000 港元所致。

### 人力資源

於本報告期末，本集團於香港及中國僱用 1,453 名(2015 年：1,399 名) 僱員。本集團為其僱員提供一套符合市場慣例且具有競爭性的薪酬制度。本集團的薪酬政策於年內維持不變。本年度員工支出總額約 222,900,000 港元(2015 年：191,100,000 港元)。本年度員工支出總額增加約 17%，主要原因是本年度泰州東聯化工的員工人數增加 75 人以及停止資本化部份員工成本於在建工程成本以及年度薪酬調整的影響所致。

### 末期股息

鑒於本年度錄得虧損，董事會已通過決議，不建議派付截至 2016 年 12 月 31 日止年度末期股息(2015 年：無)。董事會將致力盡快恢復派發股息。

### 遵守標準守則

本公司已採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄 10 所載之《上市發行人董事進行證券交易的標準守則》(「標準守則」)，作為本公司關於董事證券交易操守之守則。經本公司具體查詢後，所有董事已確認於整個年度內已遵守該標準守則之規定標準。

## MANAGING DIRECTOR'S STATEMENTS 董事總經理報告

### Purchase, Sale or Redemption of Securities

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

### Appreciation

On behalf of the Board, I would like to express my appreciation and gratitude to those resigned Directors for their past contribution and service to the Group and give my warmest welcome to those newly appointed Directors for joining our Group. Moreover, I would like to express my appreciation and gratitude to our shareholders for their support and all the Group's employees for their hard work and dedication in carrying out their duties and in achieving the Group's business goal.

By order of the Board of  
**Silver Grant International Industries Limited**

**Gao Jian Min**  
*Executive Director & Managing Director*

Hong Kong, 27 March 2017

### 購回、出售或贖回本公司之上市證券

年內，本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。

### 致謝

本人謹代表董事會，向各位辭任的董事過往對本集團作出之貢獻及服務，致以衷心謝意並熱烈歡迎新委任的各位董事加盟本集團。此外，本集團有賴各位股東的鼎力支持和全體員工努力不懈的竭誠服務以達致本集團的目標，本人謹代表董事會向彼等致以深切謝意。

承董事會命  
**銀建國際實業有限公司**

執行董事兼董事總經理  
**高建民**

香港，2017年3月27日

## PROFILE OF DIRECTORS 董事簡介

### Executive Directors

#### **Gao Jian Min** *Managing Director*

Mr. Gao, aged 57, was appointed as an executive Director and served as the Managing Director of the Company on 22 June 1993. He was also appointed as a director of various companies of the Group. Mr. Gao is also an executive director of Jiangxi Copper Co., Ltd (“Jiangxi Copper”) (Stock code: 358). Up to 24 March 2017, Mr. Gao was an executive director of Qingling Motors Co. Ltd (“Qingling Motors”) (Stock code: 1122). The H shares of Jiangxi Copper and Qingling Motors are listed on the Stock Exchange. Mr. Gao graduated from the Qing Hua University with a bachelor degree in engineering. He has over 25 years of experience in finance, industrial investment and property investment and development.

#### **Liu Tianni** *Deputy Managing Director*

Mr. Liu, aged 53, was appointed as an executive Director on 26 May 2001. Mr. Liu is the Deputy Managing Director of the Company. Mr. Liu was also appointed as a director of various companies of the Group. Mr. Liu is currently an executive director and the chairman of Wonderful Sky Financial Group Holdings Limited (Stock code: 1260), which shares are listed on the Stock Exchange. He graduated from the Beijing Normal University with a master’s degree in science in 1990. Mr. Liu is also an independent non-executive director of Qingling Motors (Stock code: 1122) and Luoyang Glass Company Limited (stock code: 1108), the H shares of which are all listed on the Stock Exchange. Up to 5 June 2015, Mr. Liu was an independent non-executive director of Chongqing Iron and Steel Company Limited (Stock code: 1053), the H shares of which are listed on the Stock Exchange. Mr. Liu has over 15 years of experience in corporate administration and trade businesses, in the financial investment sector as well as the financial public relations sector. Mr. Liu also has extensive experience in capital markets, post-listing corporate financings, and mergers and acquisitions.

### 執行董事

#### **高建民** *董事總經理*

高先生現年57歲，於1993年6月22日獲委任為執行董事並且出任本公司之董事總經理職務。彼亦兼任本集團若干公司之董事職務。高先生同時亦為江西銅業股份有限公司（「江西銅業」）（股份代號：358）之執行董事。直至2017年3月24日，高先生為慶鈴汽車股份有限公司（「慶鈴汽車」）（股份代號：1122）之執行董事。江西銅業及慶鈴汽車之H股股份均於聯交所上市。高先生於清華大學畢業，持有工程學學士學位。彼於金融、工業投資及物業投資及發展方面擁有逾25年經驗。

#### **劉天倪** *副董事總經理*

劉先生現年53歲，於2001年5月26日獲委任為執行董事。劉先生為本公司副董事總經理。劉先生同時兼任本集團若干公司之董事職務。劉先生現為皓天財經集團控股有限公司（股份代號：1260）之執行董事及主席；該公司之股份於聯交所上市。彼於1990年畢業於北京師範大學畢業並取得理學碩士學位。劉先生亦為慶鈴汽車（股份代號：1122）及洛陽玻璃股份有限公司（股份代號：1108）之獨立非執行董事，該等公司之H股股份於聯交所上市。直至2015年6月5日，劉先生為重慶鋼鐵股份有限公司（股份代號：1053）之獨立非執行董事，該公司之H股股份於聯交所上市。劉先生於行政管理及貿易業務，金融投資行業及財經公關行業擁有逾15年經驗。劉先生於資本市場、上市後企業融資及收購合併具有多方面的經驗。

## PROFILE OF DIRECTORS 董事簡介

### Executive Directors (Continued)

#### Ma Yilin

Mr. Ma, aged 52, was appointed as an executive Director on 20 January 2017. Mr. Ma is currently the Managing Director of China Cinda (Hong Kong) Holdings Company Limited (“Cinda Hong Kong”), which is a wholly owned subsidiary of China Cinda Asset Management Co., Ltd. (“China Cinda”). He is an intermediate economist. Mr. Ma graduated from the graduate school of the China University of Political Science and Law with a master degree in law. Commencing 2011, Mr. Ma had held various positions successively in Cinda Hong Kong, including senior manager, head of legal affairs, investment controller, assistant to general manager, deputy general manager, general manager and director of Cinda Hong Kong. Mr. Ma has abundant experience in assets management and legal affairs.

### Non-executive Directors

#### Wu Songyun *Chairman*

Mr. Wu, aged 52, was appointed as a non-executive Director and chairman of the Board on 20 January 2017. Mr. Wu is currently a Vice President of the China Cinda. He was accredited as a senior economist by China Construction Bank (“CCB”) in December 1997. Currently, Mr. Wu is also a non-executive director and the committee chairman of the Risk Management Committee of Nanyang Commercial Bank, Limited. Mr. Wu had held various positions successively in CCB, including officer in the Construction and Economic Department from July 1986 to August 1994, officer in the Second Credit Department from August 1994 to April 1996, and deputy director of the Credit Management Department and deputy director of Credit Risk Management Department from April 1996 to April 1999. Mr. Wu joined the China Cinda in April 1999 and had served successively as senior manager and deputy director of the Creditors’ Rights Management Department until February 2005, general manager of the Asset Management Department from February 2005 to April 2009, general manager of the Assets Operation Department from April 2009 to September 2011, and Assistant to the President from February 2011 to June 2013. Mr. Wu graduated from Tianjin University in July 1986 with a bachelor’s degree in engineering and graduated from Tsinghua University in January 2012 with an EMBA degree. Mr. Wu has abundant experience in risk management and debt and assets management.

### 執行董事(續)

#### 馬懌林

馬先生，52歲，於2017年1月20日獲委任為執行董事。馬先生現任中國信達資產管理股份有限公司(「中國信達」)全資附屬公司中國信達(香港)控股有限公司(「信達香港」)董事總經理。馬先生是一位中級經濟師。馬先生畢業於中國政法大學研究生院，獲法學碩士學位。2011年起，馬先生加盟信達香港，擔任不同崗位包括高級經理、法律事務主管、投資總監、總經理助理、副總經理、總經理及信達香港之董事。馬先生在資產管理及法律事務方面具有豐富的經驗。

### 非執行董事

#### 吳松雲 主席

吳先生，52歲，於2017年1月20日獲委任為非執行董事及董事會主席。吳先生現任中國信達副總裁。彼於1997年12月獲中國建設銀行(「中國建設銀行」)評為高級經濟師。吳先生目前亦為南洋商業銀行有限公司之非執行董事及風險管理委員會主席。吳先生曾於中國建設銀行歷任多個職務，於1986年7月至1994年8月任建築經濟部幹部，1994年8月至1996年4月任信貸二部幹部，1996年4月至1999年4月歷任信貸管理部、信貸風險管理部副處長。吳先生於1999年4月加入中國信達，至2005年2月歷任債權管理部高級經理及副主任，2005年2月至2009年4月任資產管理部總經理，2009年4月至2011年9月任資產經營部總經理，2011年2月至2013年6月擔任總裁助理。吳先生於1986年7月畢業於天津大學，獲工學學士學位，並於2012年1月畢業於清華大學，獲高級管理人員工商管理碩士學位。吳先生於風險管理和債權及資產管理方面具有豐富的經驗。

## PROFILE OF DIRECTORS 董事簡介

### Non-executive Directors (Continued)

#### Hui Xiao Bing *Vice-chairman*

Mr. Hui, aged 63, was appointed as an executive Director and was elected vice-chairman of the Board on 22 June 1993. He was redesignated as a non-executive Director on 1 September 2006. Mr. Hui was the deputy managing director of China Everbright Financial Holdings Limited and was also the president of China Construction Bank, Shenzhen Branch. He previously worked for the Research Centre for Economic Development of the State Council of the PRC and China Investment Consultancy Company. He has over 25 years of experience in banking and finance. Mr. Hui graduated from the Inner Mongolia Industrial University with a bachelor degree in engineering. Mr. Hui is currently the chairman and chief executive officer of Huiheng Medical, Inc. (Stock Code: HHGM.OB) which shares are traded on the Over-The-Counter Bulletin Board of the Nasdaq in the USA.

#### Chen Qiming *Vice-chairman*

Mr. Chen, aged 54, was appointed as a non-executive Director and vice-chairman of the Board on 15 February 2012. He is a senior engineer. He obtained a bachelor of science in engineering from the Anhui University of Technology (formerly known as Maanshan Iron and Steel Institute) in 1984 and a master degree in economics from the University of International Business and Economics in 2003. Mr. Chen joined China General Nuclear Power Corporation. (Formerly known as China Guangdong Nuclear Power Holding Co., Ltd.) ("CGNPC"), a substantial shareholder of the Company, in 1996 and served various positions including head of the construction contract division of Ling Ao Nuclear Power Co., Ltd., a subsidiary of CGN, manager of the contract procurement department of Liaoning Hongyanhe Nuclear Power Co., Ltd., manager of the contract and procurement department of China Nuclear Power Engineering Co., Ltd. and the deputy general manager and general manager of the capital operation department of CGNPC. Mr. Chen is currently the general manager of CGN Capital Holdings Co., Ltd. During the period from 5 December 2013 to 29 June 2016, Mr. Chen was a non-executive director of CGN Mining Company Limited ("CGN Mining") (Stock code: 1164). During the period from 9 March 2012 to 12 July 2016, Mr. Chen was a non-executive director of CGN New Energy Holdings Co., Ltd. ("CGN New Energy") (Stock code: 1811). The shares of both CGN Mining and CGN New Energy were listed on the Stock Exchange. Mr. Chen has over 20 years of experience in the power industry.

### 非執行董事(續)

#### 惠小兵 *副主席*

惠先生現年63歲，於1993年6月22日獲委任為執行董事及並獲推選為董事會副主席。彼於2006年9月1日起調任為非執行董事。惠先生曾任中國光大金融控股有限公司副董事總經理，亦為中國建設銀行深圳市分行前行長。彼還曾於中國國務院經濟發展研究中心及中國投資諮詢公司工作。彼於銀行和金融方面擁有逾25年經驗。惠先生畢業於內蒙古工業大學，持有工程學士學位。惠先生目前是惠恆醫療有限公司(股份代號：HHGM.OB)之主席及首席執行官，該公司股份於美國納斯達克的電子交易平台買賣。

#### 陳啓明 *副主席*

陳先生現年54歲，於2012年2月15日獲委任為本公司非執行董事及董事會副主席。陳先生為高級工程師。彼於1984年在安徽工業大學(原稱為馬鞍山鋼鐵學院)取得工學學士學位，並於2003年取得對外經貿大學經濟學碩士學位。陳先生於1996年加入本公司之主要股東中國廣核集團有限公司(原稱為中國廣東核電集團有限公司)(簡稱「中廣核」)，曾出任多個職位，包括中廣核之附屬公司嶺澳核電有限公司施工合同分部主管、遼寧紅沿河核電有限公司合同採購部經理、中廣核工程有限公司合同與採購部經理、中國廣核集團資本運營部副總經理及總經理。陳先生目前任中廣核資本控股有限公司總經理。於2013年12月5日至2016年6月29日期間，陳先生曾任中廣核礦業有限公司(「中廣核礦業」)(股份代號：1164)非執行董事。於2012年3月9日至2016年7月12日期間，陳先生曾任中國廣核新能源控股有限公司(「中廣核新能源」)(股份代號：1811)非執行董事。中廣核礦業及中廣核新能源之股份均於聯交所上市。陳先生在發電行業具備逾20年經驗。

## PROFILE OF DIRECTORS 董事簡介

### Independent Non-executive Directors

#### Zhang Lu

Mr. Zhang, aged 64, was appointed as an independent non-executive Director on 4 May 2000. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Zhang graduated from the Sichuan International Studies University in 1979. He was the General Manager of CITIC Central Tanshi Money Brokering Company Limited, which is a joint venture of CITIC Trust Co., Ltd. engaged in the money brokering business for financial institutions. From 1987 to 2000, Mr. Zhang was the executive vice president and treasurer of CITIC Ka Wah Bank Limited, responsible for both the Treasury and International Business. From 1974 to 1987, he worked for Bank of China and CITIC Industrial Bank. Mr. Zhang has engaged in the banking sector for over 35 years.

#### Liang Qing

Mr. Liang, aged 63, was appointed as an independent non-executive Director on 28 February 2014. He is also a member of the Audit Committee and Remuneration Committee of the Company. Mr. Liang is also currently an executive director and an independent non-executive director of Jiangxi Copper (Stock code: 358) and Sinotruck (Hong Kong) Limited ("Sinotruck") (Stock code: 3808) respectively. The H shares of both Jiangxi Copper and Sinotruck are listed on the Stock Exchange. Mr. Liang graduated from Beijing Open University (formerly known as Beijing Radio and Television University) in 1985, where he studied Chinese language and literature. Mr. Liang was a director and the general manager of China Minmetal H.K. (Holdings) Limited and has now retired. Mr. Liang has abundant experience in international trading and investment.

### 獨立非執行董事

#### 張璐

張先生現年64歲，自2000年5月4日起出任獨立非執行董事職務。彼亦為本公司薪酬委員會主席及審核委員會及提名委員會成員。張先生於1979年畢業於四川外語學院。張先生曾出任天津信唐貨幣經紀有限責任公司(中信信託為主的中外合資公司)總經理職務，該公司從事國內外金融機構間的資金融通及貨幣交易等仲介服務。1987年至2000年間，張先生任職中信嘉華銀行執行副總裁兼司庫，主管總行資金及國際業務。彼於1974年至1987年間先後於中國銀行及中信實業銀行任職。張先生於銀行業擁有逾35年經驗。

#### 梁青

梁先生現年63歲，於2014年2月28日獲委任為獨立非執行董事。彼亦為本公司審核委員會及薪酬委員會成員。梁先生現時亦分別為江西銅業(股份代號：358)和中國重汽(香港)有限公司(股份代號：3808)(「中國重汽」)之執行董事及非執行董事；江西銅業和中國重汽兩家公司之H股均於聯交所上市。梁先生於1985年畢業於北京開放大學(前稱北京廣播電視大學)，學習漢語及文學專業。梁先生曾經擔任中國五礦集團香港控股有限公司董事及總經理，現已退休。梁先生具有豐富的國際貿易及投資經驗。



## PROFILE OF DIRECTORS 董事簡介

### Independent Non-executive Directors (Continued)

#### Hung Muk Ming

Mr. Hung, aged 52, was appointed as an independent non-executive Director on 23 December 2004. He is also the chairman of the Audit Committee and a member of the Nomination Committee of the Company. Mr. Hung is a Certified Public Accountant (Practicing) and is a Fellow CPA of the Hong Kong Institute of Certified Public Accountants. He is also a fellow member of the Association of Chartered Certified Accountants, a Fellow of the Hong Kong Institute of Directors and an associate of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He is also a Certified Tax Adviser and a member of The Taxation Institute of Hong Kong. Mr. Hung received his bachelor degree in social sciences from the University of Hong Kong in 1990, and a master degree in corporate governance from the Hong Kong Polytechnic University in 2008. Mr. Hung is an independent non-executive director of Cinda International Holdings Limited (“Cinda International”) (Stock code: 111). Mr. Hung was also appointed independent non-executive director of Century Sage Scientific Holdings Limited (“Century Sage”) (Stock code: 1450) and China Animation Characters Company Limited (“China Animation”) (Stock code: 1566) on 13 June 2014 and 12 March 2015 respectively. The shares of Cinda International, Century Sage and China Animation are all listed on the Stock Exchange. Mr. Hung has over 20 years of experience in the accounting and audit sector.

### 獨立非執行董事(續)

#### 洪木明

洪先生現年52歲，於2004年12月23日獲委任為獨立非執行董事。彼亦為本公司審核委員會主席及提名委員會成員。洪先生現為執業會計師並且為香港會計師公會資深會計師。洪先生同時亦為英國特許公認會計師公會之資深會員、香港董事學會資深會員、香港特許秘書公會及英國特許秘書及行政人員公會會士。彼亦為香港稅務學會會員及註冊稅務師。洪先生於1990年取得由香港大學頒授的社會科學學士學位，並於2008年取得香港理工大學頒授的公司管治碩士學位。洪先生現為信達國際控股有限公司(「信達國際」)(股份代號：111)之獨立非執行董事。洪先生亦分別於2014年6月13日及2015年3月12日獲委任為世紀睿科控股有限公司(「世紀睿科」)(股份代號：1450)及華夏動漫形象有限公司(「華夏動漫」)(股份代號：1566)之獨立非執行董事。中國信達、世紀睿科及華夏動漫等公司股份於聯交所上市。洪先生於會計及審計領域擁有逾20年經驗。

## PROFILE OF SENIOR MANAGEMENT 高級管理人員簡介

### Chen Yongcun

Mr. Chen, aged 52, re-joined the Company on 1 May 2016. Mr. Chen is one of the Deputy General Managers of the Company. He is currently the legal representative and the Managing Director of Beijing East Gate Development Co., Ltd., which is a wholly owned subsidiary of the Company. Mr. Chen is responsible for the Group's property development and investments in the mainland China. Mr. Chen previously worked with China Construction Bank and China Cinda. During the period from 25 October 2000 to 27 February 2008, Mr. Chen was an executive Director. Mr. Chen graduated from Qing Hua University with a bachelor degree in engineering and a master degree in business management. He has over 20 years of experience in finance and investment.

### Chow Kwok Wai

Mr. Chow, aged 50, is one of the Deputy General Managers of the Company. He is responsible for the finance and accounting matters of the Group. Mr. Chow joined the Company in October 1993 and was an executive Director during the period from 20 April 2004 to 28 December 2013. Mr. Chow was appointed company secretary of the Company on 28 December 2013. Mr. Chow has worked in Price Waterhouse, which is now known as PriceWaterhouseCoopers and has accumulated valuable audit experience there. Mr. Chow received his bachelor degree in social sciences from the University of Hong Kong in 1990. Mr. Chow is a Fellow Member of the Association of Chartered Certified Accountants and a Fellow CPA of the Hong Kong Institute of Certified Public Accountants. He is also a Certified Tax Adviser and a Fellow Member of the Taxation Institute of Hong Kong. Mr. Chow has over 20 years of experience in accounting, financial management and corporate finance. Mr. Chow is also an independent non-executive director of SSY Group Limited (formerly known as Lijun International Pharmaceutical (Holding) Co., Ltd.) (Stock code: 2005) which H shares are listed on the Stock Exchange and Youyuan International Holdings Limited (Stock code: 2268) which shares are listed on the Stock Exchange. He is also a non-executive director of Cinda International (Stock code: 111) which shares are listed on the Stock Exchange.

### 陳永存

陳先生現年52歲，於2016年5月1日重新加盟本公司。陳先生現為本公司的其中一名副總經理。彼現為本公司全資擁有附屬公司北京東環置業有限公司之董事總經理及法人代表。陳先生負責本集團於中國內地的房地產發展及投資業務。陳先生曾於中國建設銀行及中國信達工作。從2000年10月25日至2008年2月27日期間，陳先生曾出任執行董事。陳先生於清華大學學業，取得工程學學士及工商管理碩士學位。彼財務及投資方面擁有逾20年經驗。

### 周國偉

周先生現年50歲，現為本公司的其中一名副總經理，負責本集團之財務及會計事宜。周先生於1993年10月加入本公司並於2004年4月20日至2013年12月28日期間出任執行董事職務。周先生於2013年12月28日獲委任為本公司之公司秘書。周先生曾於羅兵咸會計師事務所(現稱羅兵咸永道會計師事務所)任職並於該所累積了寶貴的核數經驗。周先生於1990年取得由香港大學頒授的社會科學學士學位。周先生現時為英國特許公認會計師公會資深會員及香港會計師公會資深會計師。彼亦為香港稅務學會資深會員及註冊稅務師。周先生在會計、財務管理及企業財務方面擁有逾20年經驗。周先生亦為石四藥集團有限公司(前稱利君國際醫藥(控股)有限公司)(股份代號：2005)的獨立非執行董事，該公司之H股股份於聯交所上市及優源國際控股有限公司(股份代號：2268)的獨立非執行董事，該公司之股份於聯交所上市。彼亦為信達國際(股份代號：111)的非執行董事，該公司之股份於聯交所上市。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE 環境、社會及管治

The Group is committed to the long-term sustainability of its businesses and the communities with which it engages. The Group pursue this business approach by managing our business prudently and executing management decisions with due care and attention.

### Stakeholder Engagement

The Group maintains a continuous dialogue with stakeholders that include customers, employees, regulators and the public. The Group seeks to balance the views and interests of these various stakeholders through constructive conversations with a view to charting a course for the long-term prosperity of the Group and the communities.

### Customers

Customer feedback plays an important role in the operation of the Group. Various channels are established to maintain interactive communications between tenants and the Group.

### Employees

Hard-working and dedicated employees are the backbone of a company. The Group treasures its loyal and industrious staff members. In addition, it adopts non-discriminatory hiring and employment practices and strives to provide a safe and healthy workplace.

### Government & Public

Tough efforts are exerted to ensure compliance with the laws and regulations of the jurisdictions in which the Group operates. The public at large is also an important stakeholder of the Group. A stable and prosperous community is important to the steady growth and long-term future prospects of the Group.

本集團致力維持業務及所在社區的長遠可持續發展。本集團努力不懈審慎管理業務，並謹慎專注執行管理層的決策，以推動此業務模式。

### 持分者溝通

本集團與各持分者，包括客戶、僱員、監管機構及公眾人士保持持續緊密聯繫。本集團透過具建設性的溝通，努力平衡各持分者的意見及利益，從而為本集團與所在社區釐定長遠的發展方向。

### 客戶

本集團重視客戶對業務營運的意見。本集團已建立不同渠道維持租客與本集團之間的互動溝通

### 僱員

勤奮而專注的僱員是公司的骨幹。本集團重視忠誠勤奮的員工。此外，本集團採納非歧視的招聘與僱用守則，並致力提供安全及健康的工作環境。

### 政府與公眾人士

本集團竭力遵守業務所在管轄區域的法律與規例。普羅大眾亦為本公司的重要持分者，而穩定繁榮的社區對本集團的穩定增長及未來長遠發展十分重要。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE 環境、社會及管治

### Workplace Quality

As at 31 December 2016, the Group employed 1,453 staff members. Total employee costs for the year ended 31 December 2016, including directors' emoluments, amounted to approximately HK\$222.9 million.

The quality of the employees of the Group is crucial to maintaining a competitive position in the market. With this in mind, the Group seeks to attract and retain talented individuals committed to achieving goals and objectives in a work environment that nurtures values such as fair play, respect and integrity. The Group sees career development an important aspect of its staffs and provides ongoing training, according to the needs of the Group. Compensation packages are competitive, and individuals are rewarded according to performance plus an annually-reviewed framework of salary, working conditions, bonuses and incentive systems. Benefits include medical cover, provident funds, share options scheme.

The Group is committed to providing a healthy and safe workplace for all its employees and complying with all applicable health and safety laws and regulations. Health and safety considerations are incorporated into the design, operations and maintenance of the premises of the Group. Employees are provided appropriate job skills and safety training and are educated with regard to their responsibilities for achieving the health and safety objectives of the Group. The Group also communicates with its employees on occupational health and safety issues.

### Environmental Protection

Energy saving measures are enforced in the Group's offices and commercial premises for the purpose of achieving reduction of electricity consumption and greenhouse gas emissions.

The Group adopted policies to promote recycling and use of eco-friendly stationery, plus a series of measures to save paper and energy, resulted in more efficient use of resources, as well as reduction of waste.

### 工作環境質素

於2016年12月31日，本集團僱用1,453名員工。截至2016年12月31日止年度，僱員薪酬成本總額(包括董事酬金)合共約222,900,000港元。

本集團的僱員質素對維持市場競爭性極為重要。因此，本公司致力吸納及挽留人才，讓他們於本集團著重公平、互相尊重及誠信等信念的工作環境中致力達致目標。本集團非常重視僱員的事業發展，並按本集團的需要提供持續培訓。本集團為僱員提供具競爭力的薪酬待遇，而回報與員工表現掛鉤，並每年檢討薪酬、工作情況、花紅及獎勵制度。福利包括醫療保障、強積金及認股權計劃。

本集團致力為其所有員工提供一個健康及安全的工作環境，並遵守一切適用的健康及安全法例及規例。健康及安全考慮已納入本集團辦公場所之設計、營運及維修內。僱員獲給予適當的工作技能及安全培訓，並獲灌輸有關達致本集團健康及安全目標的責任。本集團亦就職業健康及安全事宜與僱員溝通。

### 環境保護

本集團於其辦公室及商業物業實施節能措施，以減少電力消耗及溫室氣體排放。

本集團採納政策鼓勵循環再用及使用環保文具，加上一系列節約用紙及能源的措施達至更有效地使用資源及減少廢物。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE 環境、社會及管治

### Operating Practices

The Group is committed to adhering to the highest ethical standards. All employees are given a Code of Conduct to which they are required to adhere. The Code explicitly prohibits employees from soliciting, accepting or offering bribes or any form of advantage. The Code also outlines the Group's expectations on staff with regard to conflicts of interest. All managers are expected to communicate and instill a culture of good corporate governance to their staffs.

### Environmental, Social and Governance Report

The Company engaged external professionals to review the Environmental, Social and Governance policies of the Group and issue a Environmental, Social and Governance report for the Board's consideration. Upon finalising the Environmental, Social and Governance report, the Company will published the Environmental, Social and Governance report on the websites of the Company and the Stock Exchange only in due course on or before the month end of June 2017. No hardcopy of the Environmental, Social and Governance report will be printed and mailed to shareholders of the Company.

### 營運守則

本集團一直堅持最高的道德標準。所有僱員獲發其必須遵守的員工守則。守則明確禁止僱員索取、接受或提供賄賂或任何其他形式的利益。守則亦列明本集團員工應如何處理利益衝突。所有管理人員亦須與員工溝通並竭力傳達良好的企業管治文化。

### 環境、社會及管治報告

本公司聘請外部專業機構審視本集團之環境、社會及管治政策並回饋董事會審閱。待完成該份環境、社會及管治報告後，本公司僅將會根據規定於2017年6月末或以前將環境、社會及管治報告上載於本公司及聯交所網站。該份環境、社會及管治報告將不會備有印刷版及不會郵寄予本公司股東。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Corporate Governance Practices

The Company is committed to establish and maintain a standard of corporate governance that is consistent with market practices. Except for the deviation specified below, the Company has applied the principles and complied with all the code mandatory provisions set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 14 of the Listing Rules for the year ended 31 December 2016.

Provision A.1.1 stipulated that Board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. During the year, a total of two regular meetings of the Board were held across the year. The Board considers that the two meetings were sufficient to deal with matters of the Company. Apart from Board meetings, consent of Directors on issues was also sought through circulating written resolutions.

Provision E.1.2 stipulates that the Chairman of the Board should attend the annual general meeting. Mr. Chen Xiaozhou, the Chairman of the Board was out of town and did not attend the annual general meeting of the Company held on 23 May 2016. The Chairman will endeavor to attend all future annual general meeting of the Company unless unexpected or special circumstances preventing him from doing so.

The following summarizes the Company's key corporate governance practices.

## 企業管治常規

公司致力設立及維持一套符合市場慣例的企業管治標準。於截至2016年12月31日止年度，本公司已採納上市規則附錄14所載之《企業管治守則及企業管治報告》（「企業管治守則」）的原則，及已遵從所有適用之強制性守則條文，惟下文所述之遍離事項除外。

守則條文第A.1.1條規定，董事會應定期開會，董事會會議應每年至少舉行四次，大約每季一次。於本年度，董事會合共召開兩次全體董事會議。董事會認為該兩次會議足夠處理本公司事宜。除董事會會議外，本公司亦就有關事宜以傳閱書面決議方式尋求董事批准。

守則條文第E.1.2條要求董事會主席應出席股東週年大會。董事會主席陳孝周先生因身處國外緣故未能出席本公司於2016年5月23日舉行的股東週年大會。主席將竭力出席本公司於未來召開的所有股東週年大會，除非出現不可預見或特殊的情況導致其未能出席。

下文概括說明，本公司的重要公司管治措施。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Board of Directors

### Board Composition

The Board led by the Chairman, steers the Group's business direction. The management, led by the Managing Director, which is also the Chief Executive Officer of the Group, is responsible for the Group's management and operations. The division of responsibilities between the Chairman and the Managing Director are clearly established and set out in writing. The role of the Chairman and the Managing Director are separated and are performed by different persons to avoid concentration of authorities to one single person.

The Board is responsible for formulating the Group's long-term strategies, setting business development goals, assessing the results of management policies, monitoring management's performance and ensuring the existence of an effective internal control system. The independent non-executive Directors serve the important function of ensuring and monitoring the basis for an effective corporate governance framework.

The current Board comprises three executive Directors, three non-executive Directors and three independent non-executive Directors, which composition is set out in the section headed Corporation Information on page 3 and the biographies of the Directors are set out on page 28 to 32. The number of independent non-executive Directors represent no less than one-third of the board members.

Members of the Board possess the appropriate expertise and skills to discharge their duties.

The Company's Directors, Messrs. Wu Songyun and Ma Yilin are also directors and/or senior officers within the group of China Cinda, Messrs. Gao Jian Min and Liu Tianni are also directors and shareholders of Silver Grant Group Limited ("SG Group") and Mr. Chen Qiming is also a director and/or senior officer within the group of CGNPC. China Cinda, SG Group and CGNPC are substantial shareholders of the Company. Save for the aforesaid, there is no relationship between members of the Board, in terms of financial, business, family or other material/relevant relationship.

## 董事會

### 董事會組成

董事會由主席領導，負責帶領本集團的業務發展方向；管理層由董事總經理（彼同時亦為本集團的行政總裁）領導，負責本集團的管理及經營運作。主席和董事總經理有明確的分工，並已在董事會的職責約章中，作出明文規定；此外，董事會主席及董事總經理兩項職能，已予以分離，並分別由兩名人士擔任，以避免權力集中於單一人士。

董事會負責制定本集團的長期策略、訂立業務發展目標、評估管理措施之成效、監察管理層之表現及確保存在有效的內部監控系統。獨立非執行董事則對確保及監察企業管治架構是否行之有效起著重要作用。

現任董事會由三名執行董事、三名非執行董事及三名獨立非執行董事組成，其成員組合載列於第3頁之公司資料部份，而各董事之履歷詳情載列於第28至32頁。獨立非執行董事數目佔董事會成員數目不少於三分之一。

董事會各成員均具備適當的專業知識及技能以履行其職責。

本公司董事，吳松雲先生及馬懌林先生，同時亦是中國信達集團內的董事及／或高級職員，高建民先生和劉天倪先生同時亦是銀建集團有限公司（「銀建集團」）之董事及股東及陳啓明先生同時亦是中廣核集團內的董事及／或高級職員。中國信達、銀建集團及中廣核均為本公司之主要股東。除前文所述者外，董事會成員之間，並不存在任何關係，包括財務、業務、家屬或其他重大／相關的關係。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Board of Directors (Continued)

#### Board Composition (Continued)

To assist the Board in discharging its duties and to fulfil the requirements of the CG Code, three standing board committees were set up under the Board: Audit Committee, Remuneration Committee and Nomination Committee. When it become necessary, the Board will set up ad hoc board committee to handle specific issues and report back to the Board.

The Board considers that each independent non-executive Director is independent in character and judgment and that they all meet the specific independence criteria as required by the Listing Rules. The Company has received from each independent non-executive Director an annual confirmation confirming his independence pursuant to Rule 3.13 of the Listing Rules.

All Directors are regularly updated on governance and regulatory matters. There are established procedures for directors to obtain independent professional advice, at the expense of the Company, in the furtherance of their duties.

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

Independent non-executive Directors are explicitly identified in all corporate communications containing the names of the directors. An updated list of directors identifying the independent non-executive Directors and the role and the functions of the Directors is maintained on the website of the Company at [www.silvergrant.com.hk](http://www.silvergrant.com.hk) and the website of the Stock Exchange.

### 董事會(續)

#### 董事會組成(續)

為協助董事會履行其職責，以及為符合企業管治守則的規定，董事會下設三個常設附屬委員會：審核委員會、薪酬委員會及提名委員會。在必要的時候，董事會還會設立臨時附屬委員會，處理專項工作，並向董事會負責。

董事會認為，每位獨立非執行董事均具有獨立的個性及判斷能力，並且他們都符合上市規則所定明，有關獨立性的特定標準。本公司已接獲每名獨立非執行董事，根據上市規則第3.13條有關其獨立身分的年度確認函。

全體董事均定期獲得，有關管治及監管等事宜的更新資訊。董事可按照既定程序，尋求獨立專業意見，以協助履行其職責；相關費用由本公司承擔。

倘若本公司主要股東或董事出現潛在利益衝突，有關事宜將於董事會實際會議上討論，而不會透過提呈書面決議案方式處理。並無涉及利益衝突的獨立非執行董事將會出席會議，處理有關衝突事宜。

所有載有董事姓名的公司通信均明確列示獨立非執行董事身份。列示獨立非執行董事的身份及董事角色及職能的最新董事名單留存於本公司網站[www.silvergrant.com.hk](http://www.silvergrant.com.hk)及聯交所網站。



## CORPORATE GOVERNANCE REPORT 企業管治報告

### Board of Directors (Continued)

#### Board Composition (Continued)

All Directors are appointed for a specific term of service no longer than three years. They are also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with Article 102 of the Company's Articles of Association.

The full Board will meet regularly and at least four times throughout a year to review the overall strategy and to monitor the operations as well as the financial performance of the Group. Notice of at least 14 days will be given to all Directors in respect of full board meeting and the Directors can include matters for discussion in the agenda if necessary. Agenda and the accompanying board papers in respect of full board meeting are sent out in full to all Directors no less than three days before the meeting. Minutes of full board meeting and meeting of board committee are properly kept. All Directors have access to relevant and timely information. They also have access to the advice and services of the company secretary of the Company, who is responsible for providing the Directors with Board papers and related materials. Where queries are raised by the Directors, prompt and full responses will be given if possible.

### 董事會(續)

#### 董事會組成(續)

所有董事之委任均設有最長不超過三年的固定任期。他們亦須根據本公司章程第102條規定，於本公司週年大會上輪值告退並重選連任。

全體董事將定期，並最少每年召開四次全體董事會議，檢討整體策略與監察本集團的經營與財務表現。就召開全體董事會議而言，所有董事均獲發最少14天的會議通知，如有需要，董事可加入討論事項於有關議程。全體董事會議的議程及附連之會議文件，將在會議前的最少3天，送達所有董事。全體董事會議及董事會委員會會議之會議記錄均適當保存。所有董事均可獲得相關及適時的資料。彼等亦可獲得本公司的公司秘書提供的意見及服務，公司秘書負責向董事提供董事會文件及有關材料。倘若董事提出問題，本公司會盡快作出詳盡回應(如可以)。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Board of Directors (Continued)

## 董事會(續)

### Board Composition (Continued)

### 董事會組成(續)

During the year, two board meetings were held and the attendance of each Director is set out below:

於年內，共召開兩次全體董事會議，每位董事的出席率載列如下：

Name of Directors 董事姓名	Number of Meeting attended/held 出席會議次數／全部會議次數	Attendance rate 出席率
<b>Executive Directors</b> <b>執行董事</b>		
Gao Jian Min 高建民	2/2	100%
Liu Tianni 劉天倪	1/2	50%
Gu Jianguo 顧建國	2/2	100%
<b>Non-executive Directors</b> <b>非執行董事</b>		
Chen Xiaozhou 陳孝周	2/2	100%
Hui Xiao Bing 惠小兵	1/2	50%
Chen Qiming 陳啓明	1/2	50%
<b>Independent non-executive Directors</b> <b>獨立非執行董事</b>		
Liang Qing 梁青	2/2	100%
Zhang Lu 張璐	1/2	50%
Hung Muk Ming 洪木明	2/2	100%

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Board of Directors (Continued)

### Board Composition (Continued)

According to the Articles of Association of the Company, the Board has the power to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. The Director so appointed shall hold office until the next general meeting (in the case of filling a casual vacancy) or until the next annual general meeting (in the case of new addition to the Board) following his appointment and shall then be eligible for re-election. In other cases, all Directors, including the Chairman, Vice Chairmen and Managing Director, shall retire by rotation at least once every three years at annual general meetings and be eligible for re-election.

### Board Diversity Policy

The Board adopted the board diversity policy in August 2013. The policy sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

The Company considered diversity of board members can be achieved through consideration of a number of aspects, 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 for the benefits of diversity on the Board.

The Board developed measurable objectives to implement the board diversity policy, where selection of candidates will be based on a range of diversity perspectives as set out above, and the ultimate decision will be based on merit and contribution that the selected candidate will bring to the Board.

## 董事會(續)

### 董事會組成(續)

根據本公司組織章程細則，董事會有權委任任何人士擔任董事職務以填補空缺或增加董事會席位。據此而獲委任的董事只可任職至下一次股東大會(如屬填補臨時空缺)或直至下屆股東週年大會(如屬增加現有董事會的名額)，並於其時有資格重選連任。在其他情況，所有董事(包括主席、副主席及董事總經理)須至少每三年一次輪流於股東週年大會告退，但可膺選連任。

### 董事會多元化政策

董事會於2013年8月採納董事會成員多元化政策。該政策載列達到及維持董事會成員多元化之方法，以提高董事會之有效性。

本公司認為透過從多個方面進行考慮(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)，即可達到董事會成員多元化。董事會所有委任將以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化之裨益。

董事會制訂了可計量目標，以實行董事會成員多元化政策，甄選人選將按上文所載之一系列多元化範疇為基準，最終將按人選之長處及可為董事會提供之貢獻而作決定。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Board of Directors (Continued)

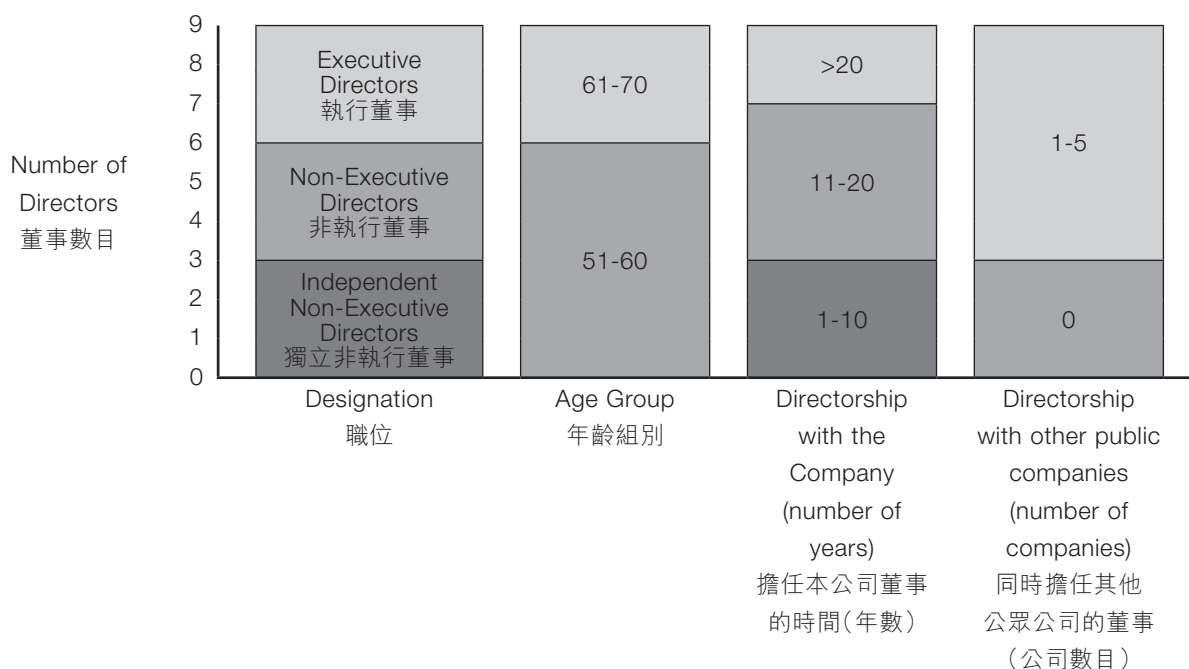
## 董事會(續)

### Board Diversity Policy (Continued)

### 董事會多元化政策(續)

An analysis of the board diversity based on a range of diversity perspectives is set out below:-

按一系列多元化範疇為基準作出之董事會成員多元化分析載列如下：



## Corporate Governance Committee

## 企業管治委員會

The CG Code recommends listed company to set up a corporate governance committee to look after issues relating to corporate governance. However, the Board consider that it is more appropriate and more efficient for the Company to retain in the Board the function of overseeing corporate governance issues. The Board will continuously review and improve the Company's and the Group's corporate governance practices to ensure that business activities and decision-making processes are regulated in a proper and prudent manner.

企業管治守則建議上市公司應設立企業管治委員會負責處理與企業管治相關之事宜。然而，董事會認為把處理企業管治相關事宜的職能保留在董事會將為更有效率及更適合本公司。董事會將會持續檢討及改善本公司及本集團的企業管治措施，以確保業務活動及決策過程，受到合適及審慎之規管。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Board of Directors (Continued)

### Corporate Governance Committee (Continued)

During the year and up to the date of this report, the corporate governance duties performed by the Board were mainly set out below:

- reviewed the corporate governance practices;
- reviewed the continuous professional development and training of the directors;
- reviewed compliance with the CG Code and disclosure in the Corporate Governance Report.

### Securities Dealing by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conducts regarding directors’ securities transactions. All Directors have confirmed that, following specific enquiry by the Company, they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2016.

The Company has also adopted codes of conduct regarding securities transactions by relevant employees (as defined in the CG Code) on terms no less exacting than the required standards set out in the Model Code.

### Audit Committee

The Company established an audit committee (the “Audit Committee”) in 1999. The composition and professional qualifications of the members of the Audit Committee complies with the requirements under Rules 3.21 of the Listing Rules. The Audit Committee has written terms of reference that conform to the provisions of the CG Code. The written terms of reference is set out in detail on the websites of the Company and the Stock Exchange.

## 董事會(續)

### 企業管治委員會(續)

年內及截至本報告日期，由董事會執行的主要管治職能載列如下：

- 檢討企業管治措施；
- 檢討董事的持續專業發展及培訓事宜；
- 檢討遵守企業管治守則的情況及《企業管治報告》所載的披露。

### 董事進行證券交易

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)，作為本公司規管董事證券交易操守之守則。經本公司具體查詢後，所有董事已確認彼等在截至2016年12月31日止的整個年度內已遵守標準守則所訂之規定。

本公司已採納不遜於標準守則所訂的標準作為本公司規管有關僱員(定義見企業管治守則)進行的證券交易的守則。

### 審核委員會

本公司已於1999年成立審核委員會(「審核委員會」)。審核委員會之組成及各成員的專業資格均符合上市規則第3.21條之要求。審核委員會的書面職權範圍書符合企業管治守則之守則條文。書面職權範圍書之詳情已登載於本公司及聯交所網站。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Board of Directors (Continued)

#### Audit Committee (Continued)

The current Audit Committee comprises three independent non-executive Directors, namely Mr. Hung Muk Ming (Committee Chairman), Mr. Liang Qing and Mr. Zhang Lu.

The Audit Committee meets at least two times each year to review the reporting of financial and other information to shareholders, the system of internal controls, risk management and the effectiveness and objectivity of the audit process. The Audit Committee also provides an important link between the Board and the Company's external auditors in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the external auditors.

During the year, the work performed by the Audit Committee includes the review of the annual results for the year ended 31 December 2015, the risk management and internal control systems of the Group for 2015 and the interim results for the period ended 30 June 2016. On 27 March 2017, the Group's annual results for the year ended 31 December 2016 have also been reviewed by the Audit Committee.

The Audit Committee together with the Board have reviewed the effectiveness of the Group's internal control system and risk management system and considered that it is effective and adequate for the time being.

### 董事會(續)

#### 審核委員會(續)

現任審核委員會由三位獨立非執行董事，洪木明先生(委員會主席)、梁青先生及張璐先生組成。

審核委員會每年最少召開兩次會議，檢討向股東匯報的財務及其他資料、內部監控系統、風險管理及核數程序的效力及客觀性。審核委員會亦會在其職權範圍內所涉及的事宜上擔當董事會與本公司外部核數師之間的重要聯繫，並對外部核數師的獨立性及客觀性做出檢討。

在年內，審核委員會所做的工作包括審閱截止2015年12月31日止年度之業績、2015年度本集團的風險管理及內部監控系統及截止2016年6月30日止期間之中期業績。於2017年3月27日，本集團截至2016年12月31日止之年度業績，亦經已由審核委員會審閱。

審核委員會聯同董事會已審閱本集團內部監控系統及風險管理系統的成效，並且認為就目前而言屬有效及及足夠。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Board of Directors (Continued)

### Audit Committee (Continued)

During the year, two Audit Committee meetings were held and the attendance of each member is set out below:

Name of Directors 董事姓名	Number of meetings attended/held 出席會議次數／全部會議次數	Attendance rate 出席率
Hung Muk Ming 洪木明	2/2	100%
Liang Qing 梁青	2/2	100%
Zhang Lu 張璐	1/2	50%

### Remuneration Committee

The Company established a remuneration committee (the "Remuneration Committee") in 2005 and adopted a written terms of reference which conform to the provisions of the CG Code. The terms of reference was revised on 15 February 2012. The written terms of reference is set out in detail on the websites of the Company and the Stock Exchange. The current Remuneration Committee comprises two independent non-executive Directors namely, Mr. Zhang Lu (Committee Chairman) and Mr. Liang Qing.

## 董事會(續)

### 審核委員會(續)

審核委員會年內共召開兩次會議，各成員之出席率載列如下：

### 薪酬委員會

本公司已於2005年成立薪酬委員會(「薪酬委員會」)並採納符合企業管治常規守則的書面職權範圍書。職權範圍書於2012年2月15日作出修訂。書面職權範圍書之詳情已登載於本公司及聯交所網站。現任薪酬委員會由兩名獨立非執行董事張璐先生(委員會主席)及梁青先生組成。

## Board of Directors (Continued)

### Remuneration Committee (Continued)

The principal duties of the Remuneration Committee are to ensure that there is no director or any of his associates is involved in deciding his own remuneration and that the Company has an equitable and competitive remuneration policy to attract and retain talent persons to serve the Company. The Board has adopted the model where the Remuneration Committee performs an advisory role to the Board (i.e. make recommendations to the Board on the remunerations packages of individual director and senior management). The Remuneration Committee is also responsible for making recommendations to the Board on the Company's policy and structure for all directors' and senior managements' remuneration and making recommendations to the Board on the remuneration of non-executive directors.

The remuneration package for each employee is structured according to his quality and qualification. The remuneration package will contain a combination or modification of some or all of the following four main components:

#### 1. Basic salary

Basic salary ranges for each position are established with reference to the responsibilities and the duties attached to the position. The actual salary for the person filling the position is determined based on the experience and ability of the individual selected for the position.

The basic salary ranges are reviewed periodically by reference to the general market and by comparison to comparable positions at competitors in the relevant industry. The actual salaries of employees are reviewed annually and may be adjusted from time to time based on the cost of living and financial performance of the Company.

Salaries are base remuneration and not intended to reward performance, either individually or corporately. Performance is rewarded through the other components of the remuneration plan.

## 董事會(續)

### 薪酬委員會(續)

薪酬委員會的主要職責為確保沒有董事或其聯繫人士參與制定該董事自己的酬金以及確保本公司存在一套公平且具競爭性的薪酬政策以便吸引及挽留卓越的人才為本公司服務。董事會已採納薪酬委員會作為董事會顧問的方式(即就個別董事及高級管理人員的薪酬組合向董事會提出建議)。薪酬委員會亦負責就董事及高級管理人員的全體薪酬政策及架構向董事會提出建議，亦就非執行董事的薪酬向董事會提出建議。

每位員工的薪酬待遇按個別人士的質素與專業資格釐定。薪酬待遇由以下四大項目中其中一部分或全部組成，亦可能有所修改：

#### 1. 基本薪金

基本薪金是按個別職位及責任而釐定。而擔任該職務的人士實際可取得的基本薪金，則按個別受聘人士的經驗及能力而定。

基本薪金會定期參考一般市場及有關行業的競爭機構中同類職位的薪酬後作出檢討。僱員的實際基本薪金則每年進行檢討，並可按生活指數及本公司的財務表現不時作出調整。

基本薪金屬基本薪酬，並非按個別僱員或公司表現而作出的獎賞。薪酬政策中另有其他獎勵性質的項目。



# CORPORATE GOVERNANCE REPORT 企業管治報告

## Board of Directors (Continued)

### Remuneration Committee (Continued)

#### 2. Incentive bonus

Incentive bonus is linked to individual and corporate performance. The incentive bonus for each employee is determined with reference to his position and his/her performance during the year.

#### 3 Share option

Share options to subscribe for shares in the Company are granted to employees from time to time at the discretion of the Board, in order to retain valuable employees and to motivate future performance of the employees.

Share options granted to individual employee are determined with reference to his position, his performance and his ability to contribute to the overall success of the Group.

However, the Group does not have any Share Option Scheme in force for the time being.

#### 4. Other benefits

The Group offers other customary and/or mandatory benefits to employees, such as statutory retirement scheme, employee compensation and medical insurance, paid annual leaves and child education allowance, with reference to the prevailing practices in relevant jurisdictions.

The Remuneration Committee meets regularly to review the Company's human resources matters and remuneration policies. During the year, two Remuneration Committee meetings was held in the presence of all committee members.

## 董事會(續)

### 薪酬委員會(續)

#### 2. 獎勵性花紅

獎勵性花紅與個別僱員及公司表現掛鈎。每名僱員所得的獎勵性花紅會按其職位及他／她於年內的表現而訂定。

#### 3. 購股權

董事會可不時酌情向僱員授出購股權，以認購本公司股份，以挽留有貢獻的員工並激勵員工繼續努力工作。

個別員工獲授的購股權數目會按其職位、表現及對公司整體成就所作的貢獻而釐定。

然而，本集團目前並無實施任何購股權計劃。

#### 4. 其他福利

本集團亦會參考有關司法管轄權區當前的慣例向僱員提供慣常的及／或強制性的福利，如法定退休金計畫、僱員賠償、勞工及醫療保險、有薪年假及子女教育津貼。

薪酬委員會定期召開會議審閱本公司的人力資源事宜及薪酬政策。薪酬委員會年內召開兩次會議，全體委員會成員均有出席會議。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Board of Directors (Continued)

### Remuneration Committee (Continued)

The Remuneration Committee has reviewed and made recommendation to the Board on the approval of the annual salary adjustments for the year 2017 and the payment of discretionary performance bonus and director fees to the executive and non-executive directors for year ended 31 December 2016 after taking into consideration the results of the Group, the performance of the directors, the senior management and the employees and the prevailing market practices.

Details of the Directors' emoluments and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 8 and 9 to the consolidated financial statements.

### Nomination Committee

The Company established a nomination committee on 15 February 2012 (the "Nomination Committee") and adopted written terms of reference for the Nomination Committee. The written terms of reference is set out in detail on the websites of the Company and the Stock Exchange. The current Nomination Committee comprises the chairman of the Board who also act as the chairman of the committee and two independent non-executive Directors namely, Mr. Zhang Lu and Mr. Hung Muk Ming.

The Nomination Committee is responsible for all matters relating to the appointment of directors either to fill casual vacancy or as an addition to the existing Board. Pursuant to the Articles of Association of the Company, any director appointed to fill casual vacancy shall hold office only until to the next general meeting or as an addition to the existing Board shall hold office only until to the next annual general meeting and shall then be eligible for re-election at such meeting. Every director shall be subject to retirement by rotation at least every three years and shall be eligible for re-election in accordance with the Articles of Association of the Company.

## 董事會(續)

### 薪酬委員會(續)

薪酬委員會已審閱並在經考慮本集團的業績、董事、高級管理層及僱員的表現以及當前的市場狀況後，就批准2017年之年度薪金調整以及截至2016年12月31日止年度按表現酌情發放之花紅及執行董事及非執行董事之袍金向董事會作出建議。

根據上市規則附錄16條須予披露的董事酬金及五名最高薪酬僱員之詳情載列於綜合財務報表附註8及9。

### 提名委員會

本公司已於2012年2月15日成立提名委員會(「提名委員會」)，並就提名委員會採納書面職權範圍書。書面職權範圍書之詳情已登載於本公司及聯交所網站。提名委員會目前由董事會主席同時擔任委員會主席以及兩名獨立非執行董事張璐先生及洪木明先生組成。

提名委員會須負責有關填補空缺或增加現有董事會席位而委任董事之所有事項。根據本公司組織章程細則，任何董事獲委任以填補空缺只可任職至下一次股東大會或如屬增加增加現有董事會席位只可任職直至下屆股東周年大會並於其時有資格重選連任。各董事須最少每3年輪值告退，並可根據公司組織章程細則有資格重選連任。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Board of Directors (Continued)

### Nomination Committee (Continued)

The Nomination Committee is responsible for identifying suitably qualified candidates and making recommendations to the Board for its consideration. The process for selecting and recommending candidates for directorship includes the consideration of referrals and the engagement of external recruitment professionals. The selection criteria are based mainly on the assessment of their characters and their professional qualifications and experience relevant to the Company's business.

The Nomination Committee is also responsible for reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board periodically, assessing the independence of independent non-executive directors and making recommendation to the Board on the appointment and re-appointment of directors and succession planning for directors.

On 20 January 2017, Mr. Wu Songyun and Mr. Ma Yilin were nominated and appointed as non-executive Director and executive Director respectively.

During the year, one Nomination Committee meeting was held in the presence of all committee members for the purpose of reviewing the Board structure and the diversity of Board members.

### Directors' and Officers' Liability Insurance and Indemnity

The Company has arranged appropriate liability insurance to indemnify its directors and officers in respect of legal actions against the directors.

## 董事會(續)

### 提名委員會(續)

提名委員會須負責物色合適之合資格人選及向董事會作出推薦意見以供考慮。甄選及推薦董事人選之程序包括考慮獲引薦人士及委任專業人事顧問進行招聘。甄選條件主要是考慮彼等的品格以及彼等的專業資格及經驗是否適用於本集團業務。

提名委員會同時亦負責定期檢討董事會的架構、規模及組合(包括技能、知識及經驗)，評估獨立非執行董事的獨立性以及向董事會就委聘及重聘董事及董事的繼任計劃作出建議。

於2017年1月20日，吳松雲先生及馬懌林先生分別獲提名及委任為非執行董事及執行董事。

年內提名委員會召開一次會議，全體委員會成員均有出席會議，並就董事會架構及董事會成員多元化進行了檢討。

### 董事及管理人員的責任保險及彌償保證

本公司已安排適當責任保險以就針對董事的法律訴訟向董事及管理人員作出彌償保證。

## Board of Directors (Continued)

### Induction and Training

Each newly appointed Director, executive or non-executive, is provided with a director's induction package to ensure that he has a proper understanding to his duties and responsibilities. The director's induction package include an overview of the Group's business operation and governance policies, the director's responsibilities and duties, relevant regulatory requirements and briefing with the senior management of the Group.

Pursuant to the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure their contribution to the Board remains informed and relevant. During the year, all Directors had participated in appropriate continuous professional development activities by way of attending training and/or reading materials relevant to the Company's business or to the directors' duties and responsibilities. All directors have confirmed that, following specific enquiry by the Company, they have complied with the continuous professional development requirement of the CG Code for the year ended 31 December 2016.

## 董事會(續)

### 就職及培訓

每一位新委任之董事，不論是執行或非執行，均獲發一套董事就職簡介以確保其已恰當地知悉其職責及責任。該份董事就職簡介包括本集團的經營業務及企業管治措施的概覽、董事責任及職責、有關的監管規定以及與本集團高級管理層的簡報。

根據企業管治守則的規定，所有董事均需要參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。年內，所有董事均已透過出席培訓及/或閱讀與本公司業務或與董事職責及責任相關的材料參與適當的持續專業發展活動。經本公司具體查詢後，所有董事均已確認彼等於截止2016年12月31日止年度已遵守企業管治守則規定的持續專業發展要求。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Board of Directors (Continued)

## 董事會(續)

### Induction and Training (Continued)

### 就職及培訓(續)

The training attended by each Director of the current Board during the year is summarized below.

現任董事會各董事獲取持續專業發展的方式概述如下。

Name of Directors	董事姓名	Type of trainings (Note 1)	培訓方式(附註1)	Training matters (Note 2)	培訓事項(附註2)
<b>Executive Directors</b>		<b>執行董事</b>			
Gao Jian Min	高建民	a, b		i, ii, iv	
Liu Tianni	劉天倪	a, b		i, ii, iv	
Gu Jianguo	顧建國	a, b		i, ii, iii, iv	
<b>Non-executive Directors</b>		<b>非執行董事</b>			
Chen Xiaozhou	陳孝周	a, b		i, ii, iii, iv	
Hui Xiao Bing	惠小兵	a, b		i, ii, iv	
Chen Qiming	陳啓明	a, b		i, ii, iii, iv	
<b>Independent non-executive Directors</b>		<b>獨立非執行董事</b>			
Liang Qing	梁青	a, b		i, ii, iii, iv	
Zhang Lu	張璐	a, b		i, ii, iv	
Hung Muk Ming	洪木明	a, b		i, ii, iii	

#### Note 1:

- a: attending seminar or training session
- b: reading newspaper, journals and updates relating to economy, general business or directors' duties and responsibilities, etc.

#### 附註1:

- a: 出席研討會及培訓課程
- b: 閱讀與經濟、一般業務或董事職責及責任等相關的報紙、雜誌及最新資料等

#### Note 2:

- i: corporate governance
- ii: regulatory
- iii: finance and accounting
- iv: managerial

#### 附註2:

- i: 企業管治
- ii: 監管
- iii: 財務及會計
- iv: 管理

The Company also received confirmation from the Company Secretary that he has taken no less than 15 hours relevant professional training during the year.

本公司同時已取得公司秘書確認其於年內已進行不少於15小時的相關專業培訓。

## Board of Directors (Continued)

### Risk Management and Internal Control

The Board is responsible for ensuring that the Company has effective risk management and control systems. The Board evaluates the effectiveness of the systems at least annually. During the year, a review of the effectiveness of the risk management and internal control systems was conducted.

### Risk Management and Internal Control Systems

The Company's risk management and internal control systems are designed to manage and mitigate risks, rather than eliminate risks, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Company has employed a bottom-up approach for identification, assessment and mitigation of risk.

### Main Features of Risk Management and Internal Control Systems

The key elements of the Company's risk management and internal control systems include the establishment of a risk register to track and document identified risks, the assessment and evaluation of risks, the development and continuous updating of responsive procedures, and the ongoing testing of internal control procedures to ensure their effectiveness.

An ongoing risk assessment approach is adopted by the Company for identifying and assessing new risks. The identified risks will be recorded in the risk register which will be reviewed regularly. After considering the control measures against risks, a risk matrix is adopted to determine risk rating (L=low risk, M=medium risk, H=high risk) after evaluation of the risk by the likelihood and the impact of the risk event.

### Process Used to Identify, Evaluate and Manage Significant Risks

During the process of risk assessment, each of the risk owner of departments and major subsidiaries are required to capture and identify the key inherent risks that affect the achievement of its objectives. Each inherent risk is evaluated according to the risk matrix. After taking into consideration the risk response, such as control measures in place to mitigate the risk, the residual risk of each inherent risk is evaluated again. The risk register with the risk responses and residual risks is reported to the Audit Committee. The Audit Committee, acting on behalf of the Board, evaluates the effectiveness of the systems. The highest category of residual risks is subject to the Board's oversight.

## 董事會(續)

### 風險管理及內部監控

董事會有責任確保在本公司推行有效的風險管理制度及內部監控制度。董事會每年最少一次檢討該等系統的有效性。於本年度內，已就風險管理及內部監控系統的成效作出檢討。

### 風險管理及內部監控系統

本公司的風險管理及內部監控系統並非著眼於消除風險，而是要管理及緩解風險，並且只能就不會有重大的失實陳述或損失作出合理性而非絕對的保證。本公司採用了一個由上而下的分析方法去識別、評估及減低風險。

### 風險管理及內部監控系統的主要功能

本公司的風險管理及內部監控制度主要元素包括設立風險登記冊以追蹤及記錄所識別的風險、評估及評測風險、發展及繼續更新對應程序，以及持續測試內部控制系統以確保行之有效程度。

本公司採用了一個持續性的風險評估方法以不斷識別及評估新的風險。已辨識的風險會被記錄在定期檢討的風險登記冊中，在考慮已制定的風險管制措施後，本公司按已辨識的風險發生的可能性及其後果，根據風險模型釐定風險評級(低風險為“L”，中風險為“M”，高風險為“H”)對每項風險進行評估。

### 用以辨認、評估及管理重大風險的程序

於風險評估的程序中，各面對風險的部門及主要附屬公司須及時捕捉及辨識其影響實現目標的主要固有風險。各固有風險乃根據風險模型進行評估。經考慮風險的應對方法後(如採取監控措施以減低風險)將再次評估各固有風險的剩餘風險。風險登記冊連同風險應對方法及剩餘風險將會向審核委員會予以匯報。審核委員會(代表董事會)評估制度的有效程度。剩餘風險的最高級別須受董事會監管。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Board of Directors (Continued)

### Process used to review the effectiveness of the Risk Management & Internal Control Systems and to resolve material internal control defects

In view of the Company's business and scale of operations, and in order to adopt the most cost-effective method of conducting periodic reviews of the Company's internal controls, the Board has outsourced the internal audit function to an independent consulting firm (the "Internal Auditor"). The Internal Auditor has conducted a review of the effectiveness of the Company's risk management and internal control systems according to the scope of review agreed and approved by the Audit Committee.

### Inside Information

The Board is responsible for the handling and dissemination of inside information. In order to ensure that the market and shareholders are fully and promptly informed about the material developments in the Company's business, the Board has adopted the Inside Information Disclosure Policy regarding the procedures of proper information disclosure. Release of inside information is subject to the approval of the Board. Unless duly authorised, all staff members of the Company shall not communicate inside information to any external parties and shall not respond to market speculation and rumours. In addition, all external presentation materials or publications must be pre-vetted before release.

### Report to Audit Committee

The Internal Auditor reported directly to the Audit Committee and the Audit Committee is satisfied that there has been no major deficiency noted in the areas of the Company's risk management and internal controls systems being reviewed after implementation of recommendations of the internal control defects reported by the Internal Auditor. Accordingly, the Audit Committee and the Board considered the risk management and internal control systems to be effective.

## 董事會(續)

用以檢討風險管理及內部監控系統有效性及解決重大的內部監控缺失的程序

就本公司的業務及運作規模而言，及就本公司內部監控進行定期檢討而採用最具成本效益的方法，董事會已將內部審核職能外判予一間獨立顧問公司（「內部核數師」）。內部核數師已根據審核委員會協定及批准的檢討範圍對本公司風險管理及內部監控系統的有效程度進行檢討。

### 內幕消息

董事會負責處理及發佈內幕消息。為確保市場及股東全面且從速獲知本公司業務的重大發展，董事會已採納有關進行適當的信息披露程序的內幕消息披露政策。刊發內幕消息須待董事會批准後，方可作實。除非得到正式授權，本公司所有員工不得向任何外部人士傳達內幕消息及不會回應市場揣測和傳言。此外，所有向外部提呈的材料或刊物須於刊發前預先審閱。

### 向審核委員會彙報

內部核數師直接向審核委員會匯報，而審核委員會檢視在實施內部核數師匯報的內部監控缺失建議後，本公司經檢討的風險管理及內部監控系統範圍並無出現重大缺失。因此，審核委員會及董事會認為風險管理制度及內部監控系統完善有效。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## General Meetings

During the year, the Company has convened two general meetings including the Annual General Meeting. The attendance of each Director is set out below.

## 股東大會

年內，本公司召開二次股東大會其中包括股東週年大會。各董事出席情況載列如下。

Name of Directors	董事姓名	Number of general meetings attended/held 出席股東大會次數／全部大會次數	Attendance rate 出席率
<b>Executive Directors</b>	<b>執行董事</b>		
Gao Jian Min	高建民	2/2	100%
Liu Tianni	劉天倪	0/2	0%
Gu Jianguo	顧建國	0/2	0%
<b>Non-executive Directors</b>	<b>非執行董事</b>		
Chen Xiaozhou	陳孝周	0/2	0%
Hui Xiao Bing	惠小兵	0/2	0%
Chen Qiming	陳啓明	0/2	0%
<b>Independent non-executive Directors</b>	<b>獨立非執行董事</b>		
Liang Qing	梁青	0/2	0%
Zhang Lu	張璐	1/2	50%
Hung Muk Ming	洪木明	2/2	100%

## Auditor's Remuneration

The Group's consolidated financial statements for the year ended 31 December 2016, were audited by Deloitte Touche Tohmatsu ("Deloitte") at a total fees of HK\$2.8 million. The said audit fee was approved by the Audit Committee and endorsed by the Board. In addition, the Group also paid fees of not more than HK\$150,000 in aggregate to Deloitte Touche Tohmatsu for the provision of taxation services during the 2016.

The Audit Committee considers that the taxation services did not (in terms of the nature of the services and the amount of fees paid in relation to the audit fees) affect the independence of Deloitte.

## 核數師酬金

本集團截至2016年12月31日止年度綜合財務報表由德勤關•黃陳方會計師行(「德勤」)審核，核數費用總額為2,800,000港元。該項核數費用已獲得審核委員會批准並得到董事會背書認可。此外，本集團於2016年度內，亦有向德勤支付總額不多於150,000港元的稅務服務費用。

審核委員會認為該等稅務服務費用(就服務性質及相對於核數費用的總額而言)並沒有對德勤的獨立性構成影響。



# CORPORATE GOVERNANCE REPORT 企業管治報告

## Remuneration of Senior Management

The emolument paid to senior management was amongst the five highest paid individuals of the Group and is set out in note 9.

## Directors' Responsibility Statement

The Board acknowledges its responsibilities for the preparation of the financial statements of the Company for each financial year, which give a true and fair view of the state of the affairs, results and cash flow of the Group for that year in compliance with the relevant laws and disclosure provision of the Listing Rules.

In preparing the financial statements for the year ended 31 December 2016, the Directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made adjustments and estimates that are prudent and reasonable; and have prepared the consolidated financial statements on the going concern basis. Up to the date of this report, the Directors are not aware of any material uncertainties that will seriously affect the going concern basis of the Group.

The Directors are also responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Group. The Directors also have general responsibilities for setting up an appropriate internal control system, which is mainly to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The Directors have reviewed the internal control system of the Group and are satisfied that the internal control system of the Group is functioning properly.

## 高級管理人員薪酬

支付予高級管理人員之酬金包括在本集團5名最高薪人士之內並且已載列於附註9。

## 董事關於賬目的責任聲明

董事會確認其對各財政年度所編制的本公司財務報表的責任，該等財務報表應遵從有關法律及上市規則的披露規定，真確地反映本集團於該年度的業務狀況、業績及現金流。

在編制截至2016年12月31日止年度之綜合財務報表時，董事已選取合適的會計政策，並貫徹應用；採用適當的香港財務報告準則及香港會計準則；作出審慎及合理的調整估計；及按持續經營基準編制財務報表。截至本報告日止，董事並不獲悉任何將會嚴重地影響本集團持續經營基準的重大不確定因素。

董事亦負責保存適當的會計紀錄，使於任何時間能合理準確地反映本集團的財務狀況。董事亦有一般責任設立適當的內部監控系統，其主要目的為保障本集團資產與防止及揭發舞弊以及其他不當的行為。董事已檢討過本集團的內部監控系統並認為本集團的內部監控系統行之有效。

## Shareholders' Rights

Set out below is a summary of certain rights of the shareholders of the Company as required to be disclosed pursuant to the mandatory disclosure requirements under the CG Code.

### Convening General Meeting on Request

Shareholder(s) may request the Directors to convene an extraordinary general meeting pursuant to Sections 566 to 568 of the Companies Ordinance.

In accordance with Section 566 of the Companies Ordinance, the Directors are required to call a general meeting if the Company has received requests to do so from members of the Company representing at least 5% of the total voting rights of all the members having a right to vote at general meeting. Such requests must state the general nature of the business to be dealt with at the meeting, and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. Such requests may be sent to the Company in hard copy form (by depositing at the registered office of the Company at Suite 4901, 49th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the attention of the Board) or in electronic form (by email: [cs@silvergrant.com.hk](mailto:cs@silvergrant.com.hk)); and must be authenticated by the person or persons making it. In accordance with Section 567 of the Companies Ordinance, the Directors must call a meeting within 21 days after the date on which they become subject to the requirement under Section 566 of the Companies Ordinance and such meeting must be held on a date not more than 28 days after the date of the notice convening the meeting.

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene an extraordinary general meeting for a day not more than 28 days after the date on which the notice convening the extraordinary general meeting is given, the shareholder(s) concerned, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an extraordinary general meeting, provided that the extraordinary general meeting so convened shall not be held after the expiration of 3 months from the said date.

## 股東權利

根據企業管治守則的強制性披露規定須予披露的本公司股東的若干權利摘要如下。

### 應請求召開股東大會

股東可根據公司條例第566至568條要求董事召開股東特別大會。

根據公司條例第566條，如本公司收到佔全體有權在股東大會上投票之股東之總投票權最少5%之本公司股東之要求，要求召開股東大會，則董事須召開股東大會。有關要求須述明有待在大會上處理之事務之一般性質，及可包含可在該大會上恰當地動議並擬在該大會上動議之決議案之文本。有關要求可採用印本形式(透過送達本公司之註冊辦事處，地址為香港灣仔港灣道1號會展廣場辦公大樓49樓4901室，註明董事會為收件人)或電子形式(透過電郵至[cs@silvergrant.com.hk](mailto:cs@silvergrant.com.hk))送交本公司，及須經提出該要求之人士認證。根據公司條例第567條，董事須於彼等受到新公司條例第566條規定所規限之日期後之21日內召開大會，而該大會須在召開大會通知日期後之28日內舉行。

倘董事在該份請求書存放日期起計21天內，未有在召開股東特別大會通告發出日期後28天內妥為安排召開股東特別大會，則該等股東或佔該等全體股東總表決權一半以上的任何股東，可自行召開股東特別大會，但如此召開的股東特別大會不得在上述日期起計3個月屆滿後舉行。

## Shareholders' Rights (Continued)

### Convening General Meeting on Request (Continued)

The extraordinary general meeting convened by shareholders shall be convened in the same manner, as nearly as possible, as that in which general meetings are to be convened by the directors of the Company.

### Procedures for Directing Shareholders' Enquiries to the Board

Shareholders can raise enquiries to the Board. All enquiries shall be in writing and sent by post to the registered office of the Company at Suite 4901, 49/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the attention of the Company Secretary.

### Putting Forward Proposals at Annual General Meetings

To put forward a resolution at an annual general meeting, shareholders are requested to follow the requirements and procedures set out in Sections 615 and 616 of the Companies Ordinance.

Section 615 of the Companies Ordinance provides that the Company must give notice of a resolution if it has received requests that it do so from (a) the members of the Company representing at least 2.5% of the total voting rights of all the members who have a right to vote on the resolution at the annual general meeting to which the requests relate; or (b) at least 50 members who have a right to vote on the resolution at the annual general meeting to which the requests relate. Such requests (a) may be sent to the Company in hard copy form (by depositing at the registered office of the Company at Suite 4901, 49th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong for the attention of the Board) or in electronic form (by email: [cs@silvergrant.com.hk](mailto:cs@silvergrant.com.hk)); (b) must identify the resolution of which notice is to be given; (c) must be authenticated by the person or persons making it; and (d) must be received by the Company not later than (i) 6 weeks before the annual general meeting to which the requests relate; or (ii) if later, the time at which notice is given of that meeting. Section 616 of the Company Ordinance provides that the Company that is required under Section 615 of the Companies Ordinance to give notice of a resolution must send a copy of it at the Company's own expense to each member of the Company entitled to receive notice of the annual general meeting (a) in the same manner as the notice of the meeting; and (b) at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.

## 股東權利(續)

### 應請求召開股東大會(續)

由股東召開的股東特別大會，須盡可能以接近董事召開股東大會的相同方式召開。

### 向董事會傳達股東查詢的程序

股東可向董事會作出查詢。所有查詢均須為書面形式，並以郵遞方式送達本公司註冊辦事處(地址：香港灣仔港灣道1號會展廣場辦公大樓49樓4901室)，由公司秘書收啟。

### 於股東週年大會上提出議案

倘擬於股東週年大會上提呈一項決議案，股東須依照公司條例第615條及616條進行。

公司條例第615條訂明，本公司如收到以下股東之要求，要求發出某決議案之通知，則須發出該通知(a)佔全體有權在該要求所關乎之股東週年大會上，就該決議案投票之股東之總投票權最少2.5%之本公司股東；或(b)最少50名有權在該要求所關乎之股東週年大會上就該決議案投票之股東。有關要求(a)可採用印本形式(透過送達本公司之註冊辦事處，地址為香港灣仔港灣道1號會展廣場辦公大樓49樓4901室，註明董事會為收件人)或電子形式(透過電郵至 [cs@silvergrant.com.hk](mailto:cs@silvergrant.com.hk))送交本公司；(b)須指出有待發出通知所關乎之決議案；(c)須經提出該要求之人士認證；及(d)須於不遲過以下時間送抵本公司：(i)該要求所關乎之股東週年大會舉行前之6個星期之前；或(ii)該大會通知發出之時。公司條例第616條訂明，根據公司條例第615條須就某決議案發出通知之本公司須(a)按發出大會通知之同樣方式；及(b)在發出該大會通知之同時，或在發出該大會通知後，在合理切實可行之範圍內盡快，自費將該決議案之通知之文本，送交每名有權收到股東週年大會通知之本公司股東。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Shareholders' Rights (Continued)

### Proposing Director for Election at General Meetings

In respect of proposing a person for election as a Director at general meetings, please refer to the procedures available on the website of the Company at [www.silvergrant.com.hk](http://www.silvergrant.com.hk).

### Constitutional Documents

During the year, there is no significant change in the Company's constitutional documents.

## Communication with Shareholders

The Company endeavours to maintain a high level of transparency in communicating with shareholders and investors at large. In order to enhance the transparency of shareholders' voting in general meeting, separate resolutions are proposed at general meeting on each substantially separate issue, including the election of individual director and all resolutions are voted on by poll. The Company will engage external scrutineer to count the vote. The poll voting results will be published on the websites of the Company and the Stock Exchange at a later time on the same business day. In addition, the requirement for resolutions to be voted by poll is stated in the circular or annual report to be despatched to shareholders. Moreover, at general meeting but before voting, the chairman of the meeting will explain to shareholders the described procedures for conducting a poll.

The Company has maintained a website at <http://www.silvergrant.com.hk> which enables shareholders, investors and the general public to have an open access to the information of the Company. Financial information and all corporate communications of the Company are made available on the Company's website and are updated regularly.

Shareholders who wish to raise any queries with the Board may write to the Company Secretary at Suite 4901, 49/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong.

## 股東權利(續)

### 在股東大會上建議候選董事

就擬在股東大會上建議候選董事的人士而言，請參閱本公司網站 [www.silvergrant.com.hk](http://www.silvergrant.com.hk) 所載之程序。

### 憲章文件

於本年度內，本公司的憲章文件並無重大變動。

## 與股東的溝通

本公司在與股東及大眾投資者溝通時，一直盡量保持透明度。此外，為了加強股東大會上股東投票的透明度，本公司於股東大會上對所有涉及具體事項的決議案包括選舉個別董事等均分開進行議案表決，而所有議案均採取按點票進行表決。為此，本公司會委任外部監票員進行點票工作，點票方式的投票結果亦會於有關大會結束後的同一個工作日上稍後時間上載及刊登於本公司及聯交所網站。此外，有關議案採取按點票方式進行表決的規定也會列於寄給股東的通函或年報內。同時於股東大會舉行但投票進行之前，會議主席會首先向股東解釋以按點票方式進行表決的詳細程序。

本公司常設一個網站於 <http://www.silvergrant.com.hk>，以為股東、投資者及公眾人士提供一個公開渠道取得本公司之資料。本公司財務資料及所有與股東之間的公司通訊均已上載於本公司網站，並且會定期作出更新。

倘若股東需要向董事會提出查詢，可隨時致函本公司公司秘書，地址：香港灣仔港灣道1號會展廣場辦公大樓49樓4901室。

## DIRECTORS' REPORT 董事會報告

The Board present their annual report and the audited consolidated financial statements for the year ended 31 December 2016.

### Principal Activities

The Company is an investment holding company and engaged in property investment and securities trading. The Company and its subsidiaries are principally engaged in property investment, other investments, distressed assets business and production and trading of petrochemical products. Details of the principal activities of the Company's subsidiaries and the Group's associates are set out in note 43 to the consolidated financial statements.

### Results and Appropriations

The results of the Group and appropriations of the Company for the year ended 31 December 2016 are set out in the consolidated statement of profit or loss on page 85.

In light of the loss incurred for the year, the Board has resolved not to recommend payment of a final dividend for the year ended 31 December 2016.

董事會謹提呈截至2016年12月31日止年度之年報及經審核綜合財務報表。

### 主要業務

本公司為一家投資控股公司並從事物業投資及證券買賣業務。本公司及其附屬公司的主要業務為從事物業投資、其他投資，不良資產業務及石油化工產品生產及銷售。本公司各附屬公司及本集團各聯營公司的主要業務詳情載列於綜合財務報表附註43。

### 業績及分配

截至2016年12月31日止年度，本集團的業績及本公司的分配載於第85頁之綜合損益表。

鑒於年內錄得虧損，董事會已通過決議，不建議派付截至2016年12月31日止年度末期股息。

# DIRECTORS' REPORT 董事會報告

## Business Review

The business review of the Group for the year ended 31 December 2016 is set out below:

## 業務審視

本集團截至2016年12月31日止年度的業務審視分別載如下：

	Section in the Annual Report 載列於年報之部份	Page No. of the Annual Report 年報之頁數
a. Fair view of the Company's business 對本公司業務的中肯審視	Managing Director's Statements 董事總經理報告	5 to 27 5至27
b. Description of the principal risks and uncertainties facing the Company 對本公司面對的主要風險及不明朗因素的描述	Directors' Report 董事會報告	62 to 63 62至63
c. Particulars of important events affecting the Company that have occurred since the year ended 31 December 2016 在截至2016年12月31日止年度終結後發生的、對本公司有影響的重大事件的詳情	Directors' Report 董事會報告	72 72
d. Indication of likely future development in the Company's business 本公司業務相當可能有的未來發展的揭示	Managing Director's Statements 董事總經理報告	22 to 23 22至23
e. Analysis using financial key performance indicators 運用財務關鍵表現指標進行的分析	Financial Summary 財務概要表	2 2
f. Discussion on the Company's environmental policies and performance 對本公司的環境政策及表現的探討	Environmental, Social and Governance 環境、社會及管治	34 to 36 34至36
g. An account of the Company's key relationships with its employees, customers and suppliers and others that have a significant impact on the Company and on which the Company's success depend 本公司與其僱員、顧客及供應商的重要關係的說明以及本公司與符合以下說明的其他人士的重要關係的說明：該人士對本公司有重大影響，而該公司的興盛繫於該人士	Environmental, Social and Governance 環境、社會及管治	34 to 36 34至36
h. Discussion on the Company's compliance with the relevant laws and regulations that have significant impact on the Company 對本公司遵守對本公司有重大影響的有關法律及規例的情況的探討	Managing Director's Statements, Corporate Governance Report, Directors' Report 董事總經理報告、 企業管治報告、 董事會報告	5 to 27, 37 to 59, 60 to 72 5至27 37至59 60至72

## Key Risk Factors

The following paragraphs list out the key risks and uncertainties facing the Group. It is a non-exhaustive list and there may be other risks and uncertainties further to the key risk areas outlined below. Besides, this annual report does not constitute a recommendation or an advice for anyone to invest in the securities of the Company and investors are advised to make their own judgment or consult their own investment advisors before making any investment in the securities of the Company.

### ***Risk Pertaining to the Property Market on the Mainland***

The Group has material interests in residential and commercial property investment on the mainland and is therefore subject to the risks associated with China's property market. The Group's operations on the mainland may also be exposed to the risks of policy change, interest rate change, demand-supply imbalance, and the overall economic conditions, which may pose an adverse impact on the Group's business, financial condition or results of operations.

### ***Operational Risks***

The Group's operation is subject to a number of risk factors distinctive to direct investment, property investment and property related businesses. Default on the part of our buyers, tenants and strategic business partners, and inadequacies or failures of internal processes, people and systems or other external factors may have various levels of negative impact on the results of operations. Additionally, accidents may happen despite systems and policies set up for their prevention, which may lead to financial loss, litigation or damage in reputation.

## 主要風險因素

以下列出本集團面對的主要風險及不明朗因素。此處未能詳錄所有因素；除下列主要範疇外，亦可能存在其他風險及不明朗因素。此外，本年報不對任何人就投資本公司證券作出任何建議或意見。投資者在投資本公司證券之前，應自行判斷或徵詢其投資顧問的意見。

### ***內地房地產市場的相關風險***

本集團在內地於住宅和商用物業的投資項目中持有重大權益，因而受到中國房地產市場的相關風險所影響。政策轉變、利率轉變、供求失衡及整體經濟狀況都可能對集團在內地的業務造成風險，對集團的業務、財務狀況或營運業績造成負面影響。

### ***營運風險***

本集團的營運受到直接投資、地產投資及地產相關業務多種特有的風險因素所影響。來自買家、租戶及策略性業務夥伴的失責行為、內部流程、人為及系統性不足或失誤，或其他外圍因素對營運可能構成不同程度的負面影響。另外，即使集團已制定了防範意外的系統和政策，意外仍然可能發生，因而引致財政損失、訴訟或聲譽受損。

## DIRECTORS' REPORT 董事會報告

### **Policy Risks**

The Group's principal operating activities are in the mainland China. The mainland market operates a system of planned economy. New laws and regulations are launched from time to time to regulate and/or promote economic activities. The enactment of any new regulatory policies may have various levels of negative impact on the results of operations.

### **International Crude Oil Prices Risks**

A principal operation of the Group is the manufacturing and sale of petrochemical products. Crude oil is the critical raw material for production process. Significant fluctuations in international crude oil prices and persistent drop in international crude oil prices will have a material adverse impact on the operating result in respect of sales of petrochemical products.

### **Past Performance and Forward Looking Statements**

The performance and the results of operation of the Group as set out in this annual report are historical in nature and past performance is not a guarantee of future performance. This annual report may contain forward-looking statements and opinions that involve risks and uncertainties. Actual result may also differ materially from expectations discussed in such forward-looking statements and opinions. Neither the Group nor the Directors, employees or agents of the Group assume any obligations or liabilities in the event that any of the forward-looking statements or opinions does not materialize or turns out to be incorrect.

### **政策風險**

本集團主要於中國內地從事經營活動。內地市場採用計劃經濟系統。新的法律及規則將不時推出作為調節及／或鼓勵經濟活動。新出台任何新的規劃政策將可能會對本集團的營運業績帶來不同程度負面影響。

### **國際原油價格風險**

本集團其中一項主要營運乃生產及銷售石油化工產品。原油則是生產程序的關鍵原材料。倘若國際原油價格大幅波動甚至長期下跌將會對石油化工產品銷售之經營業績帶來重大的負面影響。

### **過往表現及前瞻性陳述**

本集團在本年報所載的業務表現及營運業績僅屬歷史數據，過往表現並不保證日後表現。本年報或載有前瞻性陳述及意見而當中涉及風險及不明朗因素。實際業務表現可能與前瞻性陳述及意見中論及的預期表現有重大差異。集團、其董事、僱員及代理均不承擔倘因任何前瞻性陳述或意見不能實現或變得正確而引致的任何責任。



## DIRECTORS' REPORT 董事會報告

### Fixed Assets

The Group's leasehold land and buildings were revalued at 31 December 2016. Surplus on revaluation of the leasehold land and buildings amounted to approximately HK\$14,608,000 has been credited to the asset revaluation reserve.

During the year, the Group revalued all of its investment properties at 31 December 2016. The net increase in fair value of investment properties, which has been charged directly to the consolidated statement of profit or loss, amounted to approximately HK\$69,995,000.

Details of the valuation and movements of the investment properties and property, plant and equipment of the Group during the year are set out in notes 14 and 15 to the consolidated financial statements respectively.

Details of the major investment properties of the Group at 31 December 2016 are set out in the section under "Summary of Investment Properties" of this Annual Report.

### Charitable Donations

Donations to charitable organisations by the Group during the year ended 31 December 2016 amounted to RMB1,081,000 (equivalent approximately HK\$1,263,000).

### Share Capital

Details of movements during the year in the share capital of the Company are set out in note 31 to the consolidated financial statements.

### Distributable Reserves of the Company

The Company's reserves available for distribution to shareholders as at 31 December 2016 comprised the retained profits of approximately HK\$446,865,000.

### Equity Linked Agreements

No equity linked agreements were entered into during the year or subsisted at the end of the year.

### 固定資產

本集團的租賃土地及樓宇於2016年12月31日之價值經已作出重估。租賃土地及樓宇重估收益金額約14,608,000港元已計入資產重估儲備。

於年內，本集團經已重估其所有投資物業於2016年12月31日之價值。投資物業公允值增加之淨額約為69,995,000港元，並經已直接於綜合損益表中扣除。

有關本集團的投資物業及物業、廠房及設備於年內之估值詳情及變動，經已分別載於綜合財務報表附註14及15。

有關本集團主要投資物業於2016年12月31日之詳情，已載於本年報之「投資物業概要」部分。

### 慈善捐款

本集團於2016年12月31日之年內對慈善機構之捐款金額為人民幣1,081,000元(相當約1,263,000港元)。

### 股本

本公司股本於年內之變動詳情載於綜合財務報表附註31。

### 本公司的可供分派儲備

本公司於2016年12月31日的可供分派予股東之儲備包括保留溢利約446,865,000港元。

### 股票掛鈎協議

本公司於本年度終結日或年內任何時間概無訂立任何股票掛鈎協議。

## DIRECTORS' REPORT 董事會報告

### Directors

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

#### Executive Directors

Gao Jian Min (*Managing Director*)  
Liu Tianni (*Deputy Managing Director*)  
Ma Yilin (appointed on 20 January 2017)  
Gu Jianguo (resigned on 20 January 2017)

#### Non-executive Directors

Wu Songyun (*Chairman*) (appointed on 20 January 2017)  
Chen Xiaozhou (*Chairman*) (resigned on 20 January 2017)  
Hui Xiao Bing (*Vice Chairman*)  
Chen Qiming (*Vice Chairman*)

#### Independent non-executive Directors

Liang Qing  
Zhang Lu  
Hung Muk Ming

The term of office of each Director, including the non-executive Directors and independent non-executive Directors, is the period up to his retirement by rotation in accordance with the Company's Articles of Association.

In accordance with the provisions of the Company's Articles of Association, Messrs. Ma Yilin and Wu Songyun who were appointed as Directors on 20 January 2017 will hold office only until the forthcoming annual general meeting. Messrs. Liu Tianni, Liang Qing and Hung Muk Ming shall retire by rotation at the forthcoming annual general meeting, and they, being eligible, offer themselves for re-election. The remaining Directors shall remain in office.

#### Directors of Subsidiaries

Other than the Directors named in the section headed "Directors", the persons who have served on the boards of the subsidiaries of the Company during the year and up to the date of this report included Mr. Gao Jian Min, Mr. Liu Tianni, Mr. Sung Yeung Leon, Mr. Chow Kwok Wai, Mr. Kwok Chung Lun, Mr. 湯俊宏, Mr. Chen Yongcun, Ms. Fu Bo, Ms. 張淑華, Ms. Wong Wa, Mr. 高子翰, Mr. 張東林, Mr. 薛福志, Ms. 張振秀, Mr. 張和平, Mr. 趙建東, Mr. 陳峰, Mr. Ma Hon Yeung, Mr. 歐陽向群, Mr. 李志強, Mr. 王平, Mr. 徐昊, Ms. 李雪梅, Mr. 季濤, Ms. 周曉霞, Ms. 倪琳, Mr. Lu Chuan and Ms. Zhu Feng.

### 董事

年內及截至本報告刊發日期當日之董事如下：

#### 執行董事

高建民(*董事總經理*)  
劉天倪(*副董事總經理*)  
馬懌林(於2017年1月20日獲委任)  
顧建國(於2017年1月20日辭任)

#### 非執行董事

吳松雲(*主席*)(於2017年1月20日獲委任)  
陳孝周(*主席*)(於2017年1月20日辭任)  
惠小兵(*副主席*)  
陳啓明(*副主席*)

#### 獨立非執行董事

梁青  
張璐  
洪木明

每位董事包括非執行董事及獨立非執行董事的任期為直至其根據本公司的組織章程細則輪值告退當日為止之期間。

按照本公司組織章程細則之條文，於2017年1月20日委任為董事之馬懌林先生及吳松雲先生只可任職直至應屆股東周年大會為止。劉天倪先生、梁青先生及洪木明先生均須於應屆股東週年大會上輪值告退，而彼等均符合資格並尋求膺選連任。其餘董事將會繼續留任。

#### 附屬公司之董事

除於「董事」一節所提及的董事姓名外，年內及截至本報告刊發日期當日擔任本公司附屬公司董事會的人士包括高建民先生、劉天倪先生、宋陽先生、周國偉先生、郭鐘麟先生、湯俊宏先生、陳永存先生、傅波女士、張淑華女士、黃華女士、高子翰先生、張東林先生、薛福志先生、張振秀女士、張和平先生、趙建東先生、陳峰先生、馬漢揚先生、歐陽向群先生、李志強先生、王平先生、徐昊先生、李雪梅女士、季濤先生、周曉霞女士、倪琳女士、呂川先生及朱楓女士。

## DIRECTORS' REPORT 董事會報告

### Directors' Service Contracts

Other than as disclosed in the section headed "CONNECTED TRANSACTION" below, no Director proposed for re-election at the forthcoming annual general meeting has a service contract, which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

### Change in Profile of Directors

During the period from 30 August 2016 (as the date of approval of 2016 Interim Report of the Company) to 27 March 2017 (as the date of approval of the 2016 Annual Report of the Company), change in Director's biographical details which is required to be disclosed pursuant to Rules 13.51(2) and 13.51B(1) of the Listing Rules, is set out below:

#### Gao Jian Min

With effect from 24 March 2017, Mr. Gao Jian Min ceased to act as executive director of QingLing Motors Co. Ltd. (stock code: 1122) which H shares are listed on the Stock Exchange.

#### Liang Qing

With effect from 30 August 2016, Mr. Liang Qing was appointed independent non-executive director of Sinotruck (Hong Kong) Limited (stock code: 3808) which H shares are listed on the Stock Exchange.

### 董事之服務合約

除下文「關連交易」部份所披露者外，於即將舉行之股東週年大會膺選連任之董事概無與本集團訂立於一年之內不作出賠償(法定賠償除外)則不可終止之服務合約。

### 董事簡介之變動

於2016年8月30日(為批准本公司2016年中期報告當日)至2017年3月27日(為批准本公司2016年年報當日)期間，根據上市規則第13.51(2)及13.51B(1)條規定須予披露之董事簡介之變動載列如下：

#### 高建民

從2017年3月24日，高建民先生已辭任慶鈴汽車股份有限公司(股份代號：1122)之執行董事，該公司之H股股份於聯交所上市。

#### 梁青

從2016年8月30日，梁青先生獲委任為中國重汽(香港)有限公司(股份代號：3808)之非執行董事，該公司之H股股份於聯交所上市。

## DIRECTORS' REPORT 董事會報告

### Directors' Interest in Shares

As at 31 December 2016, none of the Directors and the chief executive of the Company nor any of its associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") as recorded in the register as required to be kept by the Company 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. None of the directors or their spouses or children under the age of 18, had been granted any right to subscribe for the equity or debt securities of the Company or any of its associated corporation, or had exercised any such right during the year.

### Arrangements to Purchase Shares or Debentures

At no time during the year was the Company, its parent company or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debenture of, the Company or any other body corporate, and neither the Directors nor the chief executive of the Company nor any of their spouse or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

### Directors' Interests in Transactions, Arrangements or Contracts of Significance

Other than as disclosed in the section headed "CONNECTED TRANSACTION" below, no transactions, arrangements or contracts of significance to which the Company, its parent company or any of its subsidiaries or fellow subsidiaries was a party and in which a Director or his connected entities had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 董事之股份權益

於2016年12月31日，本公司的董事及行政總裁及其任何關聯人士概無於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有根據證券及期貨條例第352條須存置於本公司的登記冊或根據上市發行人董事進行證券交易的標準守則須以其他方式知會本公司及聯交所的權益或淡倉。概無董事或彼等的配偶或十八歲以下的子女獲授任何權利以認購本公司或其任何相聯法團的股本或債券，或於年內已行使任何上述權利。

### 購買股份或債權證的安排

本公司、其母公司或其任何附屬公司或同系附屬公司概無於年內的任何時間以訂約一方身分訂立任何安排以促使董事可籍購入本公司或任何其他法人實體的股份或債權證以得益，及亦無董事或本公司行政總裁或任何彼等配偶或十八歲以下子女，擁有任何權利可認購本公司證券或曾行使任何該等權利。

### 董事於重大交易，安排或合約的利益

除於下文「關連交易」部分所披露者外，本公司、其母公司或其任何附屬公司或同系附屬公司於年結日或於年內任何時間，概無以訂約一方身分訂立任何董事或其關連實體於其中擁有(不論是直接或間接的)重大利益的重大交易，安排或合約。

## DIRECTORS' REPORT 董事會報告

### Management Contracts

No contracts, other than employment contracts, concerning the management and administration of the whole or any part of the Company's business was entered into during the year or subsisted at the end of the year.

### Permitted Indemnity Provision

Pursuant to the Company's Articles of Association, subject to the statutes, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereon. The Company has arranged appropriate liability insurance to indemnify its directors and officers in respect of legal actions against the directors.

### Substantial Shareholders

As at 31 December 2016, persons other than a director or chief executive of the Company having interest in 5% or more of the issued share capital of the Company as recorded in the register required to be kept by the Company under Section 336 of SFO were as follows:

Long positions in shares and underlying shares of the Company as at 31 December 2016 are set out below:

### 管理合約

在本年內，除僱員聘任合約外，本公司並無就全盤業務或其中任何重要部份簽訂或存有管理及行政合約。

### 獲准許之彌償條文

根據本公司之組織章程細則，每名董事均有權就所有在執行其職位或與此有關之職責時蒙受或招致或與之有關之損失或法律責任，獲得本公司從其資產中賠償。本公司已安排適當責任保險以就針對董事的法律訴訟向董事及管理人員作出彌償保證。

### 主要股東

於2016年12月31日，於本公司根據證券及期貨條例第336條規定須予存置的登記冊記錄所顯示，除本公司董事或最高行政人員以外，擁有佔本公司已發行股本5%或以上權益的人士如下：

於2016年12月31日，於本公司股份及相關股份的好倉載列如下：

Name of substantial shareholder 主要股東名稱	Capacity 身份	Number of ordinary shares 普通股股份數目	Total interests 權益總額	Percentage of the issued share capital 佔全部已發行 股本百分比
Silver Grant Group Limited 銀建集團有限公司	Beneficial owner 實益擁有人	277,114,022	277,114,022 (Note i) (附註i)	12.02%
China Cinda Asset Management Co., Ltd 中國信達資產管理股份有限公司	Interest of controlled corporation 受控制法團權益	438,056,000	438,056,000 (Note ii) (附註ii)	19.01%
China Guangdong Nuclear Power Holding Co., Ltd. (now known as: China General Nuclear Power Corporation) 中國廣東核電集團有限公司 (現稱為：中國廣核集團有限公司)	Interest of controlled corporation 受控制法團權益	364,140,000	364,140,000 (Notes iii and iv) (附註iii及iv)	15.80%

## DIRECTORS' REPORT 董事會報告

### Substantial Shareholders (Continued)

Notes:

- i. Messrs. Gao Jian Min and Liu Tianni, both of whom are directors of the Company, each has a 30% interest in Silver Grant Group Limited as at 31 December 2016.
- ii. The following is a breakdown of the interests in shares of the Company held by China Cinda Asset Management Co., Ltd:

Name of controlled corporation 受控法團名稱	Name of controlling shareholder 控權股東名稱	Percentage of control 控制百分率	Total interest in shares 股份權益總數	
			Direct interest 直接權益	Indirect interest 間接權益
Well Kent International Investment Company Limited 華建國際投資有限公司	China Cinda Asset Management Co., Ltd 中國信達資產管理股份有限公司	100%	—	438,056,000
Regent Star International Limited 星耀國際有限公司	Well Kent International Investment Company Limited 華建國際投資有限公司	100%	438,056,000	—

- iii. The following is a breakdown of the interests in shares of the Company held by China Guangdong Nuclear Power Holding Co., Ltd.:

Name of controlled corporation 受控法團名稱	Name of controlling shareholder 控權股東名稱	Percentage of control 控制百分率	Total interest in shares 股份權益總數	
			Direct interest 直接權益	Indirect interest 間接權益
CGNPC International Limited 中廣核國際有限公司	China Guangdong Nuclear Power Holding Co., Ltd. (now known as: China General Nuclear Power Corporation) 中國廣東核電集團有限公司 (現稱為：中國廣核集團有限公司)	100%	364,140,000	—

- iv. As notified by China General Nuclear Power Corporation, its percentage of control in CGNPC International Limited has been changed from 99.99% to 100%.

Other than as disclosed above, the register required to be kept under Section 336 of the SFO showed that the Company had not been notified of any other interest or short position in the shares and underlying shares of the Company as at 31 December 2016.

### 主要股東(續)

附註：

- i. 高建民先生及劉天倪先生，彼等均為本公司董事，於2016年12月31日各自擁有銀建集團有限公司30%權益。
- ii. 以下為中國信達資產管理股份有限公司所持有本公司之股份權益細節：

- iii. 以下為中國廣東核電集團有限公司所持有本公司之股份權益細節：

- iv. 就中國廣核集團有限公司通知，其中廣核國際有限公司所持之控制百分率由99.99%更改為100%。

除上文所披露者外，根據證券及期貨條例第336條規定須予存置的登記冊所顯示，本公司並無接獲有關於2016年12月31日在本公司股份及相關股份中擁有任何其他權益或淡倉的申報。

## DIRECTORS' REPORT 董事會報告

### Annual Confirmation of Independence

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors are independent.

### Connected Transaction

A service agreement dated 28 December 2004 was entered into between Mr. Gao Jian Min ("Mr. Gao") and the Company. Pursuant to the terms and conditions set out therein, the Company agreed to employ and Mr. Gao agreed to serve the Company as a Managing Director by providing the Company with the services as described in the service agreement for a term of three years from 28 December 2004 to 27 December 2007, which term shall continue thereafter until determined by either party giving to the other not less than 3-months prior written notice.

### Buy-Back, Sales or Redemption of Listed Securities

During the year, neither the Company nor any of its subsidiaries bought back, sold or redeemed any of its listed securities.

### 獨立性的年度確認

本公司已取得各獨立非執行董事根據上市規則第3.13條項下就其獨立性所作出的年度確認函。本公司認為所有獨立非執行董事均為獨立的。

### 關連交易

於2004年12月28日，高建民先生（「高先生」）與本公司簽訂一份服務協議。根據該協議所載之條款及條件，本公司同意聘請高先生，而高先生同意受聘出任本公司董事總經理職務，為本公司提供服務協議內所羅列之服務，任期三年，由2004年12月28日至2007年12月27日止。該任期將維持有效直至任何一方給予對方不少於三個月之書面事前通知終止為止。

### 回購、出售或贖回上市證券

年內，本公司或其任何附屬公司概無回購、出售或贖回本公司任何上市證券。

## DIRECTORS' REPORT 董事會報告

### Emolument Policy

The emolument policy of the employees of the Group is set up by the Remuneration Committee and is based on their merit, qualifications and competence.

The emoluments of the Directors are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market practices.

### Annual General Meeting

The annual general meeting of the Company will be held at Boardroom 3 & 4, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 May 2017 at 10:30 a.m. (the "Annual General Meeting").

### Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of its Directors, during the year and up to the date of this report, there is sufficient public float, as not less than 25% of the Company's issued shares as required under the Listing Rules.

### Major Customers and Suppliers

The Group's revenue comprises rental income from leasing of properties, dividend income from listed and unlisted securities, income from property management and income from production and trading of petrochemical products.

The accumulated amount of purchases and revenue attributable to the Group's five largest suppliers and customers were less than 30% of the Group's total purchases and revenue for the year.

### 酬金政策

本集團僱員的酬金政策乃由薪酬委員會按僱員的功績、資歷及能力制定。

董事的酬金乃由薪酬委員會經考慮本公司的經營業績、個人表現及可供比較的市場慣例後釐定。

### 股東週年大會

本公司將於2017年5月23日(星期二)上午十時三十分假座香港灣仔港灣道一號香港萬麗海景酒店閣樓會議廳三及四舉行股東週年大會(「股東週年大會」)。

### 公眾持股量的足夠性

根據本公司取得的公開資料及就董事所知悉，於年內及截至本報告日，本公司的已發行股份有足夠並超過上市規則項下規定之25%公眾持股量。

### 主要客戶及供應商

本集團的收入包含出租物業之租金收入、上市及非上市證券之股息收入、物業管理收入及石油化工產品生產及銷售收入。

年內，本集團於五大供應商及客戶的累積採購額及收入分別佔本集團的採購總額及收入總額不足30%。



## DIRECTORS' REPORT 董事會報告

### Closure of Register of Members

To ascertain shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 18 May 2017 to Tuesday, 23 May 2017, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Share Registrar of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 17 May 2017.

### Event after the Reporting Period

No significant event occurring after the end of the reporting period.

### Auditor

A resolution will be submitted to the Annual General Meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

By order of the Board

**Wu Songyun**

*Chairman*

Hong Kong, 27 March 2017

### 暫停辦理股份過戶登記

為確定有權出席股東週年大會及投票之股東，本公司將於2017年5月18日(星期四)起至2017年5月23日(星期二)止期間(首尾兩天包括在內)暫停辦理本公司股份過戶登記手續，期間不會登記任何股份轉讓。為確保符合資格出席股東週年大會及投票之股東，所有填妥之股份過戶文件連同有關股票，最遲須於2017年5月17日(星期三)下午四時三十分前送達本公司股份過戶登記處，卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心22樓。

### 本報告期後事項

有關本報告期後並無發生重大事項。

### 核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於股東週年大會提呈。

承董事會命

主席

吳松雲

香港，2017年3月27日



**TO THE MEMBERS OF  
SILVER GRANT INTERNATIONAL INDUSTRIES LIMITED**

*(incorporated in Hong Kong with limited liability)*

**Opinion**

We have audited the consolidated financial statements of Silver Grant International Industries Limited (the “Company”) and its subsidiaries (collectively referred to as “the Group”) set out on pages 85 to 218, which comprise the consolidated statement of financial position as at 31 December 2016, the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

**致**

銀建國際實業有限公司列位股東

*(於香港註冊成立的有限責任公司)*

**意見**

本核數師(以下簡稱「我們」)已審核列載於第85頁至第218頁的銀建國際實業有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2016年12月31日的綜合財務狀況表及於截至該日止年度的綜合損益表、綜合損益表及其他全面收益表、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(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映 貴集團於2016年12月31日之綜合財務狀況及截至該日止年度 貴集團之綜合財務表現及其綜合現金流量，並已遵照香港公司條例妥為擬備。

# INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

## Basis for Opinion

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

## Key Audit Matters

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

## 意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。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」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## 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。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### Key audit matter

#### 關鍵審計事項

### How our audit addressed the key audit matter

#### 我們之審計如何處理關鍵審計事項

#### **Valuation of investment properties and leasehold land and building under property, plant and equipment**

#### 物業、廠房及設備項下投資物業以及租賃土地及樓宇之估值

We identified the valuation of investment properties and leasehold land and building under property, plant and equipment as a key audit matter due to the significance of the balances to the consolidated financial statements as a whole, combined with the significant judgments associated with determining the fair value. As disclosed in notes 14 and 15 to the consolidated financial statements, the Group's investment properties and leasehold land and building amounted to HK\$2,355,619,000 and HK\$277,407,000 respectively as at 31 December 2016. Fair value changes on investments properties of HK\$69,995,000 was recognised in the consolidated statement of profit or loss for the year then ended and the gain arising on revaluation of leasehold properties of HK\$14,608,000 was recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended.

我們將物業、廠房及設備項下投資物業以及租賃土地及樓宇之估值識別為關鍵審計事項，原因為該等結餘對綜合財務報表整體之重要性，加上釐定公允價值時所涉及之重大判斷。誠如綜合財務報表附註14及15所披露，於2016年12月31日，貴集團之投資物業以及租賃土地及樓宇分別為2,355,619,000港元及277,407,000港元。投資物業之公允價值變動69,995,000港元已於截至該日止年度之綜合損益表內確認，而重估租賃物業產生之收益14,608,000港元已於截至該日止年度之綜合損益表及其他全面收益表內確認。

Our procedures in relation to valuation of investment properties and leasehold land and building included: 我們有關投資物業估值及租賃土地及樓宇之程序包括：

- Evaluating the competence, capabilities and objectivity of the independent professional property valuers; 評估獨立專業物業估值師之勝任程度、能力及客觀性；
- Obtaining an understanding from the independent professional property valuers about the valuation techniques, the performance of the property markets, significant assumptions adopted, critical judgmental areas, key inputs and data used in the valuations; 了解獨立專業物業估值師之估值技術、物業市場表現、採納之重大假設、關鍵判斷範疇、估值所用之輸入值及數據；
- Evaluating the reasonableness of the key inputs used in the valuations by comparing the rentals, capitalisation rate and transactions for valuation with other similar properties; and 透過比較其他類似物業有關估值之租金、資本化利率及交易，評估估值所用之主要輸入值之合理性；及

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### Key audit matter

關鍵審計事項

### How our audit addressed the key audit matter

我們之審計如何處理關鍵審計事項

#### **Valuation of investment properties and leasehold land and building under property, plant and equipment** (Continued)

物業、廠房及設備項下投資物業以及租賃土地及樓宇之估值(續)

The Group's investment properties and leasehold land and building are carried at fair value based on valuation performed by independent professional property valuers. Details of the valuation techniques and key inputs used in the valuations are disclosed in notes 14 and 15 to the consolidated financial statements. The valuations are dependent on certain key inputs that involve the management's and independent professional property valuers' judgments, including capitalisation rate, market rent, and adjusted transaction price of similar properties.

貴集團之投資物業以及租賃土地及樓宇乃根據獨立專業物業估值師進行之估值按公允值列賬。估值使用之估值技術及輸入值詳情於綜合財務報表附註14及15披露。估值取決於涉及管理層及獨立專業物業估值師之判斷之若干主要輸入值(包括類似物業之資本化利率、市場租金及經調整交易價)。

- Assessing the integrity of information provided by the management to the independent professional property valuers by comparing details of rentals on a sample basis to the respective underlying existing lease agreements. 透過將租金詳情與相關現有租賃安排作簡單比較，評核管理層向獨立專業物業估值師提供之資料之真確性。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### Key audit matter

#### 關鍵審計事項

### ***Impairment assessment of property, plant and equipment in respect of production and trading of petrochemical products segment***

#### 石油化工產品生產及銷售分部之物業、廠房及設備之減值評估

We identified the impairment assessment of property, plant and equipment in respect of production and trading of petrochemical products segment as a key audit matter due to its complexity and significant judgement exercised by the Group's management in determining the recoverable amount. For the purposes of impairment assessment, the carrying amount of property, plant and equipment in respect of production and trading on petrochemical products segment as at 31 December 2016 was HK\$3,439,063,000 as disclosed in note 15 to the consolidated financial statements. As detailed in note 5 to the consolidated financial statements, HK\$213,951,000 loss was incurred by this segment during the year ended 31 December 2016.

我們將石油化工產品生產及銷售分部之物業、廠房及設備之減值評估識別為關鍵審計事項，原因為其複雜程度及貴集團管理層對估算可回收金額行使之重大判斷。針對資產減值評估，截至2016年12月31日，詳述於綜合財務報表附註15，在石油化工產品生產及銷售分部中物業、廠房及設備的賬面金額為3,439,063,000港元。誠如綜合財務報表附註5所詳述，石油化工產品生產及銷售分部於截至2016年12月31日止年度已產生虧損213,951,000港元。

### How our audit addressed the key audit matter

#### 我們之審計如何處理關鍵審計事項

Our procedures in relation to assessment impairment assessment of property, plant and equipment in respect of production and trading of petrochemical products segment included:

我們對評估石油化工產品生產及銷售分部之物業、廠房及設備之減值評估包括：

- Understanding the Group's impairment assessment process, including the valuation model adopted, the CGUs allocation, assumptions used and the involvement of independent valuer appointed by the Group; 了解貴集團之減值測試程序，包括採納之估值模式、現金產生單位分配、使用之假設及貴集團委任之獨立估值師之參與；
- Evaluating the appropriateness of the valuation model used to calculate the recoverable amount; 評估用於計算可收回金額之估值模式之適當性；
- Evaluating the reasonableness of the budgeted revenue and gross margin by considering the approved financial budgets, the managements business, entity-specific information the available industry and market data; 透過考慮經批核財務預算、管理層商業計劃、企業特定資料、可用行業及市場數據，評估銷售預算及毛利率之合理性；
- Re-performing sensitivity analysis on the key inputs to evaluate the magnitude of their impacts on the recoverable amount of the CGU. 再次對關鍵性的輸入數據進行敏感性分析，以評估其對於現金單位中可收回金額的影響程度。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### Key audit matter

#### 關鍵審計事項

### How our audit addressed the key audit matter

#### 我們之審計如何處理關鍵審計事項

#### **Impairment assessment of property, plant and equipment in respect of production and trading of petrochemical products segment** (Continued)

#### 石油化工產品生產及銷售分部之物業、廠房及設備之減值評估(續)

The recoverable amount of the property, plant and equipment in respect of production and trading on petrochemical products segment is derived from the value in use of this cash— generating unit (“CGU”), and the Group engaged an independent professional valuer to perform such valuation. As detailed in note 17, the value in use is determined based on the cash flow projection for this CGU discounted to its present value based on financial budgets approved by the management of the Group covering a five-year period taking into account management’s expectations for the market development involve key assumptions, including the discount rate, growth rate, budgeted revenue and gross margin.

石油化工產品生產及銷售分部之物業、廠房及設備之減值金額須估計可回收金額是由本分部現金產生單位(「現金產生單位」)之使用價值並由 貴集團將委聘獨立專業估值師進行該估值(詳情載列於附註17)。現金產生單位之使用價值按現金產生單位組別之現金流量預測折現至現值釐定，依據經公司管理層在考慮關鍵假設，包括增長率、銷售預算及毛利率對市場發展之預期後，批核涵蓋五年期之財務預算。

- Evaluating the historical accuracy of the financial budgets prepared by management by comparing the historical financial budgets with the actual performance;  
透過將過往財務預算與實際表現作比較，評估管理層編製之財務預算之過往準確性；
- Evaluating the appropriateness of the discount rate used and terminal growth rate by comparing with the available industry and market data; and  
透過比較可用行業及市場數據，評估使用之折現率及終端增長率之適當性；及
- Re-performing sensitivity analysis on the key inputs to evaluate the magnitude of their impacts on the recoverable amount of the CGU.  
再次對關鍵性的輸入數據進行敏感性分析，以評估其對於現金單位中可收回金額的影響程度。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### Key audit matter

關鍵審計事項

### How our audit addressed the key audit matter

我們之審計如何處理關鍵審計事項

#### ***Impairment assessment of property, plant and equipment in respect of production and trading of petrochemical products segment (Continued)***

石油化工產品生產及銷售分部之物業、廠房及設備之減值評估(續)

The management of the Group determined that there was no impairment recognised with respect to the property, plant and equipment of production and trading of petrochemical products segment during the year ended 31 December 2016.

貴集團管理層確定，截至2016年12月31日止年度，石油化工產品生產及銷售分部之物業、廠房及設備並無已確認減值。

#### **Valuation of loan receivables and amounts due from associates**

應收貸款及應收聯營公司款之估值

We identified the valuation of loan receivables and amounts due from associates as a key audit matter due to the significance of the balances to the consolidated financial statements as a whole combined with the significant judgement in determining whether objective evidence of impairment exists and the related estimation uncertainty in the measurement of individual impairment losses. The loan receivables and amounts due from associates amounted to HK\$ 407,682,000 and HK\$1,140,253,000 as at 31 December 2016 respectively.

我們將應收貸款及應收聯營公司款之估值識別為關鍵審計事項，原因為該等結餘對綜合財務報表整體之重要性、釐定是否存在減值之客觀證據時之重大判斷及計量個別減值虧損之相關估計不確定因素。應收貸款及應收聯營公司款於2016年12月31日分別為407,682,000港元及1,140,253,000港元。

Our procedures in relation to valuation of loan receivables and amounts due from associates included:

我們有關應收貸款及應收聯營公司款之估值之程序包括：

- Understanding through enquiry with the management the established policies and procedures on credit risk management of the Group and assessing and evaluating the process with respect to identification of indicators of impairment and the measurement of the impairment loss;  
通過向管理層查詢，了解貴集團信貸風險管理之既定政策及程序以及評核及評估有關減值指標之確定過程及減值損失計量之過程；



## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### Key audit matter

#### 關鍵審計事項

#### Valuation of loan receivables and amounts due from associates (Continued)

##### 應收貸款及應收聯營公司款之估值(續)

The management of the Group determines that there was no impairment recognised with respect to the loan receivables and amounts due from associates after assessing the value of the pledged equity interest, subsequent settlement, the financial strength and repayment ability of the borrowers as detailed in notes 4 and 22 during the year ended 31 December 2016.

貴集團管理層確定，截至2016年12月31日止年度，在對抵押股權的價值、期後還款，以及借款人經濟實力和償付能力進行評估後，應收貸款及應收聯營公司款並沒有確認減值(詳情載列於附註4及22)。

### How our audit addressed the key audit matter

#### 我們之審計如何處理關鍵審計事項

- Evaluating the financial strength and repayment ability of the borrowers by reference to the financial information of the borrowers, subsequent settlements and the recoverable amount of collaterals; and  
參考借款人的財務信息、期後還款和抵押品的可收回金額，以評估債務人的經濟實力和償付能力；及
- Checking the existence and accuracy of the recoverable amount of the collateral and subsequent settlements, to supporting documents;  
簡單檢查抵押品及期後還款之可收回金額之存在及準確性以至相關文件；

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### Other Information

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

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

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

### Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

### 其他資料

貴公司董事須對其他資料負責。其他資料包括在年報內的資料，但不包括在綜合財務報表及我們的核數師報告內。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，並在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解的情況有重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資料有重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事及負責管治人員就綜合財務報表須承擔的責任

貴公司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。

負責管治人員須負責監督貴集團的綜合財務報告過程。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

### 核數師就審計綜合財務報表承擔之責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，根據香港公司條例第405條，我們僅向閣下(作為整體)報告並出具包括我們意見的核數師報告，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》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，倘個別或整體於合理預期情況下可影響使用者根據綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

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，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

- 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.
- 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.
- 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，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。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交易和事項。
- 就 貴集團內各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。我們須負責指導、監督及執行集團的審核工作。我們為審計意見承擔全部責任。

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

除其他事項外，我們與負責管治人員溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

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

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

From the matters communicated with those charged with governance, 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 the independent auditor's report is Wan Chi Lap.

從與負責管治人員溝通的事項中，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為尹志立。

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong  
27 March 2017

德勤•關黃陳方會計師行  
執業會計師  
香港  
2017年3月27日

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS 綜合損益表

For the year ended 31 December 2016

截至2016年12月31日止年度

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Property management fee income	物業管理費收入	5	252,450	220,376
Rental income	租金收入	5	120,280	86,107
Sales of petrochemical products	石油化工產品銷售	5	48,814	30,759
			<b>421,544</b>	337,242
Cost of sales and services	銷售及服務成本		<b>(223,723)</b>	(228,997)
			<b>197,821</b>	108,245
Dividend income from listed and unlisted securities	上市及非上市證券股息收入	5	5,216	2,796
Other income, gains and losses	其他收入、收益及虧損	6	79,151	118,923
Change in fair value of held-for-trading investments	持作買賣投資公允值變動		<b>(12,189)</b>	(41,956)
Administrative expenses	行政費用		<b>(370,328)</b>	(297,833)
Other expenses	其他費用	11	<b>(22,318)</b>	(19,124)
Gain on disposal of available-for-sale investments	出售可供出售投資收益		<b>28,190</b>	758
Impairment loss recognised on available-for-sale investments	可供出售投資確認之減值虧損		—	(4,323)
Change in fair value of investment properties	投資物業之公允值變動	14	<b>69,995</b>	36,893
Change in fair value of loan receivable with embedded derivative	附有嵌入式衍生工具之應收貸款之公允值變動	23	<b>75,778</b>	41,822
Finance costs	財務費用	7	<b>(173,161)</b>	(47,990)
Change in fair value of structured finance securities	結構性金融證券之公允值變動		<b>103</b>	73
Loss on disposal of a subsidiary	出售一家附屬公司之虧損		—	(5,856)
Share of results of associates	攤佔聯營公司業績		<b>12,917</b>	(12,384)
Loss before taxation	除稅前虧損		<b>(108,825)</b>	(119,956)
Taxation	稅項	10	<b>(42,284)</b>	(9,861)
Loss for the year	年內虧損	11	<b>(151,109)</b>	(129,817)
Loss for the year attributable to:	年內虧損應佔：			
Owners of the Company	本公司擁有人		<b>(35,122)</b>	(65,777)
Non-controlling interests	非控制權益		<b>(115,987)</b>	(64,040)
			<b>(151,109)</b>	(129,817)
Loss per share (in HK dollar)	每股虧損(以港元列示)			
— Basic	— 基本	12	<b>(0.015)</b>	(0.029)

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益表及其他全面收益表

For the year ended 31 December 2016

截至2016年12月31日止年度

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Loss for the year	年內虧損	<b>(151,109)</b>	(129,817)
<b>Other comprehensive income (expense)</b>	<b>其他全面收益(支出)</b>		
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不可轉入損益表之項目：</i>		
Gain arising on revaluation of leasehold properties	重估租賃物業產生之收益	<b>14,608</b>	12,659
Exchange differences arising on translation	換算產生之滙兌差額	<b>(424,732)</b>	(397,163)
Income tax related to items that will not be reclassified	不可重列項目之相關所得稅	<b>(1,432)</b>	(1,020)
		<b>(411,556)</b>	(385,524)
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>可於期後轉入損益表之項目：</i>		
Fair value gain (loss) arising on revaluation of available-for-sale investments	可供出售投資重估產生之公允值收益(虧損)	<b>28,173</b>	(19,102)
Impairment loss on available-for-sale investments recycled to profit for the year	可供出售投資減值虧損回撥至年內溢利	—	4,323
Reclassified to profit or loss upon disposal of available-for-sale investments	於出售可供出售投資時重列至損益表	<b>(28,190)</b>	(758)
Share of other comprehensive expense of associates	攤佔聯營公司其他全面支出	<b>(5,573)</b>	(10,535)
		<b>(5,590)</b>	(26,072)
Other comprehensive expense for the year (net of tax)	年內其他全面支出(除稅後)	<b>(417,146)</b>	(411,596)
Total comprehensive expense for the year	年內全面支出總額	<b>(568,255)</b>	(541,413)
Total comprehensive expense attributable to:	全面支出總額應佔：		
Owners of the Company	本公司擁有人	<b>(433,084)</b>	(453,500)
Non-controlling interests	非控制權益	<b>(135,171)</b>	(87,913)
		<b>(568,255)</b>	(541,413)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 31 December 2016

於2016年12月31日

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Investment properties	投資物業	14	2,355,619	2,443,340
Property, plant and equipment	物業、廠房及設備	15	3,744,918	3,956,367
Land use rights	土地使用權	16	182,465	199,615
Goodwill	商譽	17	46,463	46,463
Interests in associates	聯營公司權益	18	865,037	743,526
Structured finance securities	結構性金融證券	20	6,831	6,728
Available-for-sale investments	可供出售投資	21	288,903	310,179
Loan receivable with embedded derivative	附有嵌入式衍生工具之應收貸款	23	—	736,866
			<b>7,490,236</b>	8,443,084
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	24	98,928	107,214
Held-for-trading investments	持作買賣投資	25	146,668	112,998
Trade receivables	應收賬款	26	18,886	12,950
Deposits, prepayments and other receivables	按金、預付款及其他應收款	27	697,014	503,776
Amounts due from associates	應收聯營公司款	19	1,140,253	1,149,637
Loan receivables	應收貸款	22	407,682	270,012
Pledged bank deposits	抵押銀行存款	28	1,730	29,988
Bank balances and cash	銀行結餘及現金	28	734,988	459,665
			<b>3,246,149</b>	2,646,240
Assets classified as held-for-sale	列作持作銷售之資產	29	—	205,628
			<b>3,246,149</b>	2,851,868
<b>TOTAL ASSETS</b>	<b>資產總值</b>		<b>10,736,385</b>	11,294,952



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

At 31 December 2016

於2016年12月31日

		Notes 附註	2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>EQUITY</b>	<b>股本</b>			
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	31	3,626,781	3,626,781
Reserves	儲備	32	2,730,313	3,163,397
Equity attributable to owners of the Company	本公司擁有人應佔股本		6,357,094	6,790,178
Non-controlling interests	非控制權益		233,711	370,889
<b>TOTAL EQUITY</b>	<b>股本總值</b>		<b>6,590,805</b>	7,161,067
<b>LIABILITIES</b>	<b>負債</b>			
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Borrowings	借貸	33	1,487,075	1,236,320
Deferred tax liabilities	遞延稅項負債	34	214,412	196,128
			1,701,487	1,432,448
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	應付賬款及票據	35	76,571	273,792
Accrued charges, rental deposits and other payables	應計費用、租務按金及其他應付款	36	717,056	838,834
Borrowings	借貸	33	1,621,026	1,369,567
Taxation payable	應付稅項		29,440	16,828
			2,444,093	2,499,021
Liabilities associated with assets classified as held-for-sale	列作持作銷售之資產之連帶負債	29	—	202,416
			2,444,093	2,701,437
<b>TOTAL LIABILITIES</b>	<b>負債總值</b>		<b>4,145,580</b>	4,133,885
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>股本及負債總值</b>		<b>10,736,385</b>	11,294,952
<b>Net current assets</b>	<b>淨流動資產</b>		<b>802,056</b>	150,431
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>8,292,292</b>	8,593,515

The consolidated financial statements on pages 85 to 218 were approved and authorised for issue by the board of directors on 27 March 2017 and are signed on its behalf by:

第85頁至第218頁之綜合財務報表已獲董事會於2017年3月27日認可及授權發行並經下列授權代表簽署確認：

**Mr. Gao Jian Min**  
高建民先生  
Director 董事

**Mr. Liu Tianni**  
劉天倪先生  
Director 董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動報表

For the year ended 31 December 2016

截至2016年12月31日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔股本					Non-controlling interests		Total equity
		Share capital	Asset revaluation reserve	Investment revaluation reserve	Translation reserve	Retained profits	Total	非控制權益	股本總值
		股本	資產重估儲備	投資重估儲備	滙兌儲備	保留盈利	合計	非控制權益	股本總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
				(Note)	(Note)				
				(附註)	(附註)				
At 1 January 2015	於2015年1月1日	3,626,781	205,344	15,554	874,139	2,637,102	7,358,920	458,802	7,817,722
Loss for the year	年內虧損	—	—	—	—	(65,777)	(65,777)	(64,040)	(129,817)
Other comprehensive income (expense) for the year	年內其他全面收益(支出)	—	11,639	(15,537)	(383,825)	—	(387,723)	(23,873)	(411,596)
Total comprehensive income (expense) for the year	年內全面收益(支出)總額	—	11,639	(15,537)	(383,825)	(65,777)	(453,500)	(87,913)	(541,413)
Dividend (Note 13)	股息(附註13)	—	—	—	—	(115,242)	(115,242)	—	(115,242)
At 31 December 2015	於2015年12月31日	3,626,781	216,983	17	490,314	2,456,083	6,790,178	370,889	7,161,067
Loss for the year	年內虧損	—	—	—	—	(35,122)	(35,122)	(115,987)	(151,109)
Other comprehensive expense for the year	年內其他全面支出	—	13,176	(17)	(411,121)	—	(397,962)	(19,184)	(417,146)
Total comprehensive income (expense) for the year	年內全面收益(支出)總額	—	13,176	(17)	(411,121)	(35,122)	(433,084)	(135,171)	(568,255)
Dividend paid to non-controlling interests of a subsidiary (Note 43(c))	對一家附屬公司之非控制權益之已付股息(附註43(c))	—	—	—	—	—	—	(70,607)	(70,607)
Capital injected from non-controlling interests of a subsidiary	一家附屬公司之非控制權益的資本投入	—	—	—	—	—	—	68,600	68,600
At 31 December 2016	於2016年12月31日	3,626,781	230,159	—	79,193	2,420,961	6,357,094	233,711	6,590,805

Note: Fair value change of available-for-sale investment measured at fair value is recognised in other comprehensive income and accumulated in investment revaluation reserve, until the available-for-sale investment is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously accumulated in investment revaluation reserve is reclassified to profit or loss.

附註：按公允值計量之可供出售投資之公允值變動於其他全面收益確認並累積於投資重估儲備，直至該可供出售投資被出售或被定為減值時，之前於投資重估儲備確認的累計收益或虧損將會劃轉至損益表。

# CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2016

截至2016年12月31日止年度

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>經營業務</b>		
Loss before taxation	除稅前虧損	<b>(108,825)</b>	(119,956)
Adjustments for:	調整：		
Share of results of associates	攤佔聯營公司業績	<b>(12,917)</b>	12,384
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>69,424</b>	39,814
Release of land use rights	土地使用權攤銷	<b>4,194</b>	4,487
Finance costs	財務費用	<b>173,161</b>	47,990
Dividend income from listed and unlisted securities	上市及非上市股息收入	<b>(5,216)</b>	(2,796)
Interest income	利息收入	<b>(77,821)</b>	(124,029)
Gain on disposal of available-for-sale investments	出售可供出售投資收益	<b>(28,190)</b>	(758)
Impairment loss recognised on available-for-sale investments	可供出售投資確認之減值虧損	—	4,323
Loss on disposal of a subsidiary	出售一家附屬公司的虧損	—	5,856
Net (gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)虧損淨額	<b>(149)</b>	566
Change in fair value of investment properties	投資物業之公允值變動	<b>(69,995)</b>	(36,893)
Change in fair value of loan receivable with embedded derivative	附有嵌入式衍生工具之應收貸款之公允值變動	<b>(75,778)</b>	(41,822)
Change in fair value of structured finance securities	結構性金融證券之公允值變動	<b>(103)</b>	(73)
Change in fair value of held-for-trading investments	持作買賣投資之公允值變動	<b>12,189</b>	41,956
Operating cash flows before movements in working capital	營運資金變動前的經營業務現金流	<b>(120,026)</b>	(168,951)
Decrease (increase) in inventories	存貨減少(增加)	<b>1,226</b>	(87,438)
Increase in held-for-trading investments	持作買賣投資增加	<b>(45,859)</b>	(154,954)
Increase in trade receivables	應收賬款增加	<b>(6,789)</b>	(907)
Increase in deposits, prepayments and other receivables	按金、預付款及其他應收款增加	<b>(130,133)</b>	(101,074)
(Decrease) increase in trade and bills payables	應付賬款及票據(減少)增加	<b>(179,192)</b>	166,087
Increase in accrued charges, rental deposits and other payables	應計費用、租務按金及其他應付款增加	<b>87,092</b>	12,521
Cash used in operations	經營業務所用之現金	<b>(393,681)</b>	(334,716)
Dividend received	已收股息	<b>5,216</b>	2,796
Interest paid	已付利息	<b>(158,787)</b>	(47,990)
Tax paid	已付稅款	<b>(3,387)</b>	(9,866)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>經營業務所用之淨現金</b>	<b>(550,639)</b>	(389,776)

# CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2016

截至2016年12月31日止年度

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>	<b>投資業務</b>		
Addition of available-for-sale investments	增加可供出售投資	(22,500)	(69,295)
Purchase of property, plant and equipment	購入物業、廠房及設備	(50,128)	(54,378)
Settlement of construction costs payable	支付建造成本	(228,446)	(892,394)
Interest received	已收利息	10,968	33,043
Interest income received from loan receivable with embedded derivative	已收附有嵌入式衍生工具之應收貸款利息收入	—	38,800
Payments received for assets classified as held-for-sale	列作持作銷售資產之已收款項	—	127,180
Repayment from an associate	一家聯營公司還款	—	23,478
Advance to an associate	墊支一家聯營公司款項	(18,878)	(273,622)
Advance to third parties	墊支第三方	(100,000)	(106,332)
Repayment from a third party	還款予一名第三方	22,321	12,582
Advance of loan receivables	墊支應收貸款	(155,450)	—
Receipt of loan receivables	收取應收貸款	—	482,676
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項	668	58
Proceeds on disposal of available-for-sale investments	出售可供出售投資所得款項	62,350	25,371
Proceeds on disposal of a subsidiary	出售一家附屬公司所得款項	—	56,394
Proceeds on redemption of loan receivable with embedded derivative	提前贖回附有嵌入式衍生工具之應收貸款之所得款項	812,644	—
Capital injection to an associate	向一家聯營公司之資本投入	(158,926)	(225,984)
Withdrawal of pledged bank deposits	提取抵押銀行存款	26,283	3,774
<b>NET CASH FROM (USED IN) INVESTING ACTIVITIES</b>	<b>投資業務所得(所用)淨現金</b>	<b>200,906</b>	<b>(818,649)</b>
<b>FINANCING ACTIVITIES</b>	<b>融資業務</b>		
Other loans raised	其他貸款融資	1,053,346	573,105
Repayment of other loans	償還其他貸款	(371,275)	(488,949)
Bank loans raised	銀行貸款融資	1,395,344	1,499,339
Repayment of bank loans	償還銀行貸款	(1,404,443)	(1,438,443)
Dividend paid	已付股息	—	(115,242)
Dividend paid to non-controlling interest of a non-wholly owned subsidiary	對一家非全資擁有之附屬公司之非控制權益之已付股息	(70,607)	—
Capital injection from non-controlling interest of a non-wholly owned subsidiary	對一家非全資擁有的附屬公司之非控制權益的資本投入	68,600	—
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>融資業務所得淨現金</b>	<b>670,965</b>	<b>29,810</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值增加(減少)淨額</b>	<b>321,232</b>	<b>(1,178,615)</b>
<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>現金及現金等值年初數額</b>	<b>459,665</b>	<b>1,685,638</b>
Effect of foreign currency rate changes	外幣匯率變動之影響	(45,909)	(47,358)
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>現金及現金等值年末數額</b>	<b>734,988</b>	<b>459,665</b>
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等值結餘分析</b>		
Bank balances and cash	銀行結餘及現金	734,988	459,665

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 1. General

The Company is a public limited company incorporated in Hong Kong and its shares are listed on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the section headed “Corporate Information” in the annual report.

The functional currency of the Company is Renminbi (“RMB”), which is the currency of the primary economic environment in which the subsidiaries of the Company operate. For the convenience of the financial statements users, the consolidated financial statements are presented in Hong Kong dollars (“HKD”), as the Company’s shares are listed on the Stock Exchange.

The Company is an investment holding company and is engaged in property investment and securities trading and investments. The Company and its subsidiaries (collectively referred as the “Group”) are principally engaged in property investment, other investments, the distressed assets business and production and trading of petrochemical products. Details of the principal activities of the Company’s subsidiaries and the Group’s associates are set out in note 43.

## 1. 一般事項

本公司為一家於香港註冊成立的公眾有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要營業地點的地址於本年報的「企業資料」部份披露。

由於人民幣作為本公司之附屬公司經營之主要經濟環境之貨幣，本公司之功能貨幣為人民幣。由於本公司之股票於聯交所上市，為便利財務報告使用者，本綜合財務報表以港幣呈列。

本公司為一家投資控股公司，並從事物業投資及證券買賣及投資。本公司及其附屬公司（統稱為「本集團」）主要從事物業投資、其他投資、不良資產業務及石油化工產品生產及銷售。本公司各附屬公司及本集團各聯營公司的詳情載列於附註43。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

### 2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”)

#### Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations
Amendments to HKAS 1	Disclosure initiative
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer plants
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment entities: Applying the consolidation exception
Amendments to HKFRSs	Annual improvements to HKFRSs 2012 – 2014 cycle

The application of the amendments to HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### 2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)

#### 本年度已強制生效之新訂香港財務報告準則之修訂

於本年度，本集團已首次應用以下由香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則之修訂。

香港財務報告準則第11號(修訂本)	收購聯合經營權益的會計處理
香港會計準則第1號(修訂本)	首次披露
香港會計準則第16號及香港會計準則第38號(修訂本)	澄清可接納的折舊及攤銷方法
香港會計準則第16號及香港會計準則第41號(修訂本)	農業：生產性植物
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(修訂本)	投資實體：應用合併法例外情況
香港財務報告準則(修訂本)	2012年至2014年週期之香港財務報告準則年度改進

應用上述本年度之香港財務報告準則的修訂本對本集團於本年度及過往年度的財務表現及狀況及／或該等綜合財務報表所載披露事項並無重大影響。

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### 2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

#### New and amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 9	Financial instruments <sup>1</sup>
HKFRS 15	Revenue from contracts with customers and related amendments <sup>1</sup>
HKFRS 16	Leases <sup>2</sup>
Amendments to HKFRS 2	Classification and measurement of share-based payment transactions <sup>1</sup>
Amendments to HKFRS 4	Applying HKFRS 9 Financial instruments, with HKFRS 4 Insurance contracts <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture <sup>3</sup>
Amendments to HKAS 7	Disclosure initiative <sup>4</sup>
Amendments to HKAS 12	Recognition of deferred tax assets for unrealised losses <sup>4</sup>
Amendments to HKFRSs	Annual improvement to HKFRSs 2014 – 2016 cycle <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2019.

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2017.

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate.

### 2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

#### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團尚未提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 <sup>1</sup>
香港財務報告準則第15號	來自客戶合約收益及其相關之修訂 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>
香港財務報告準則第2號之修訂本	以股份為基礎付款交易之分類及計量 <sup>1</sup>
香港財務報告準則第4號之修訂本	應用香港財務報告準則第9號金融工具時一併採用香港財務報告準則第4號保險合約 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>3</sup>
香港會計準則第7號之修訂本	披露倡議 <sup>4</sup>
香港會計準則第12號之修訂本	因未變現虧損確認遞延稅項資產 <sup>4</sup>
香港財務報告準則(修訂本)	2014年—2016年週期之香港財務報告之年改進 <sup>5</sup>

<sup>1</sup> 於2018年1月1日或之後開始之年度期間生效。

<sup>2</sup> 於2019年1月1日或之後開始之年度期間生效。

<sup>3</sup> 於待定日子或之後開始之年度期間生效。

<sup>4</sup> 於2017年1月1日或之後開始之年度期間生效。

<sup>5</sup> 於2017年1月1日或2018年1月1日之後開始之年度期間按適用生效。

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## 2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

### HKFRS 9 Financial instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets. HKFRS 9 was subsequently amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and in 2014 to include the new requirements for general hedge accounting. Another revised version of HKFRS 9 was issued in 2015 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a ‘fair value through other comprehensive income’ (FVTOCI) measurement category for certain simple debt instruments.

Key requirements of HKFRS 9 which are relevant to the Group are:

- all recognised financial assets that are within the scope of HKFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at FVTOCI. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

## 2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第9號金融工具

香港財務報告準則第9號引入金融資產分類及計量之新規定。香港財務報告準則第9號其後於2010年經修訂，以包括有關分類及計量金融負債及終止確認之規定，並進一步於2014年修訂已包括一般對沖會計的新規定。於2015年頒佈之香港財務報告準則第9號另一個經修訂版本主要加入 a) 有關金融資產之減值規定；及 b) 藉為若干簡單債務工具引入「透過其他全面收入按公平價值列賬」(「透過其他全面收入按公平價值列賬」)計量類別，對分類及計量規定作出有限修訂。

香港財務報告準則第9號之主要規定載述如下：

- 所有屬香港財務報告準則第9號範圍內之已確認金融資產其後均須按攤銷成本或公允值計量。具體而言，目的是收取合約現金流量之業務模式內持有之債務投資，及合約現金流量僅為償還本金及尚未償還本金利息之債務投資，一般於其後會計期間結算日按攤銷成本計量。以業務模式持有的債權產品，目的是以收取合約現金流及出售財務資產，財務資產之合約條款引起現金流之指定日期僅為償還本金及尚未償還的本金利息是以透過其他全面收入按公平價值列賬。所有其他債務投資及股本投資均於其後報告期末按公允值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回之選擇，以於其他全面收益呈列股本投資(並非持作買賣者)公允值之其後變動，只有股息收入一般於損益表確認。



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## 2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

### HKFRS 9 Financial instruments (Continued)

- in relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

Based on the Group’s financial instruments and risk management policies as at 31 December 2016, application of HKFRS 9 in the future may have a material impact on the classification and measurement of the Group’s financial assets. The Group’s available-for-sale investments, including those currently stated at cost less impairment, will either be measured as fair value through profit or loss or be designated as FVTOCI (subject to fulfillment of the designation criteria). In addition, the expected credit loss model may result in early provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised cost.

### HKFRS 15 Revenue from contracts with customers

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction contracts” and the related Interpretations when it becomes effective.

## 2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第9號金融工具(續)

- 就金融資產的減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式需要實體於各報告日期將預期信貸虧損及該等預期信貸虧損的變動入賬，以反映信貸風險自初次確認以來的變動。換言之，毋須再待發生信貸事件即可確認信貸虧損。

本集團於2016年12月31日的金融工具及風險管理制度，預期應用國際財務報告準則第9號在未來期間的應用可能會對本集團金融資產的分類及計量產生重大影響。本集團的可供出售投資，包括那些當前以成本扣減值，將需要以公允價值計量其公允價值變動或計入損益或計入其他綜合收益(對於滿足特定條件的投資)。另外，預期信用損失模型可能會導致本集團就以攤餘成本計量的金融資產尚未發生的信用損失計提撥備。

### 香港財務報告準則第15號來自客戶合約的收益

香港財務報告準則第15號頒佈及制定一項單一全面模式供實體用作將自客戶合約所產生之收益入賬。於香港財務報告準則第15號生效後，其將取代現時載於香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋之收益確認指引。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

#### HKFRS 15 Revenue from contracts with customers (Continued)

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

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

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

### 2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

#### 香港財務報告準則第15號來自客戶合約的收益(續)

香港財務報告準則第15號之核心原則為實體所確認描述向客戶轉讓承諾貨品或服務之收益金額，應為能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，該準則引入五個確認收益之步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：於實體完成履約責任時確認收益

根據香港財務報告準則第15號，實體於完成履約責任時確認收益，即於特定履約責任相關之商品或服務之「控制權」轉讓予客戶時。香港財務報告準則第15號已就特別情況之處理方法加入更明確指引。此外，香港財務報告準則第15號規定作出更詳盡之披露。

於2016年，香港會計師公會頒佈對香港財務報告準則第15號之澄清，內容有關識別履約責任、主事人與代理人之間之考量因素，以及許可之應用指引。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

### HKFRS 15 Revenue from contracts with customers (Continued)

The directors of the Company anticipate that the application of HKFRS 15 in the future may result in more disclosures, however, the directors of the Company do not anticipate that the application of HKFRS 15 will have a material impact on the timing and amounts of revenue recognised in the respective reporting periods.

### HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 “Leases” and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Under the HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing and operating cash flows respectively.

## 2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第15號來自客戶合約的收益(續)

本公司董事預期應用香港財務報告準則第15號未來可能會產生更多的披露，但本公司董事並不預期應用香港財務報告準則第15號會對本集團在本年度及過往年度的財務表現及狀況及／或此等綜合財務報表之披露造成重大影響。

### 香港財務報告準則第16號租賃

香港財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一個綜合模式。香港財務報告準則第16號於生效時將取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及租賃低值資產外，經營租約與融資租賃的差異自承租人會計處理中撤銷，並由承租人須就所有租賃確認使用權資產及相應負債的模式替代。

使用權資產初步按成本計量，而其後乃按成本(若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債的任何重新計量而作出調整。租賃負債初步按並非於該日支付之租賃付款現值計量。其後，租賃負債會就利息及租賃付款，以及(其中包括)租賃修訂的影響而作出調整。就現金流量分類而言，本集團現時將有關自用租賃土地及該等分類為投資物業之租賃土地之前期預付租賃付款呈列為投資現金流量，而其他經營租賃付款則呈列為營運現金流量。根據香港財務報告準則第16號，有關租賃負債之租賃付款將分配為本金及利息部分(呈列為融資現金流量)。

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### 2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

#### HKFRS 16 Leases (Continued)

Under HKAS 17, the Group has already recognised an asset and a related finance lease liability for finance lease arrangement and prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 December 2016, the Group has non-cancellable operating lease commitments of HK\$1,001,000 as disclosed in note 38. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors complete a detailed review.

### 2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

#### 香港財務報告準則第16號租賃(續)

根據香港會計準則第17號，本集團已就融資租賃安排及租賃土地(本集團為承租人)之預付租賃付款確認資產及相關融資租賃負債。應用香港財務報告準則第16號將視乎本集團單獨或於倘擁有資產時將呈列之相應有關資產的同一項目內呈列使用權資產而可能導致該等資產之分類發生潛在變動。

與承租人會計處理相反，香港財務報告準則第16號充分推進香港會計準則第17號之出租人會計處理規定，並繼續要求出租人將租賃分類為經營租賃或融資租賃。

此外，香港財務報告準則第16號要求全面的披露。

本集團於2016年12月31日擁有不可撤銷經營租賃承擔1,001,000港元於附註38披露。初步評估顯示，該等安排將符合香港財務報告準則第16號項下租賃之定義，因此本集團將就所有該等租賃確認使用權資產及相應的負債，除非有關租賃於應用香港財務報告準則第16號後符合低價值或短期租賃。此外，應用新安排可能導致上文所述計量、呈列及披露發生變動。然而，於董事完成詳盡審閱前，提供有關財務影響之合理估計並不切實際。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 2. Application of New and Amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) (Continued)

### HKFRS 16 Leases (Continued)

The directors of the Company anticipate that the application of the other new and amendments to HKFRSs will have no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## 3. Significant Accounting Policies

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and by the Hong Kong Companies Ordinance (“CO”).

The consolidated financial statements have been prepared on the historical cost basis, except for certain properties and financial instruments that are measured at revalued amounts or fair values, as appropriate, at the end of each reporting period, as explained in the accounting policies below:

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

## 2. 應用新訂及經修訂之香港財務報告準則(「香港財務報告準則」)(續)

### 香港財務報告準則第16號租賃(續)

本公司董事預期，應用已頒佈但尚未生效的香港財務報告準則不會對本集團的本年度及過往年度的財務表現及狀況及／或此等綜合財務報表造成重大影響。

## 3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則以及香港公司條例編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則(「上市規則」)及香港公司條例(「公司條例」)規定之適用披露資料。

除物業及若干金融工具是於各報告期末以重估值或公允值(如適用)計量外，本綜合財務報表是按歷史成本為基準編制。所採納之主要會計政策如下：

歷史成本一般乃按交換貨品及服務所付出代價之公允值釐定。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 3. Significant Accounting Policies (Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based payment”, leasing transactions that are within the scope of HKAS 17 “Lease”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of assets”.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

## 3. 主要會計政策(續)

公允值為於計量日期市場參與者間於有秩序交易中出售資產所收取或轉讓負債所支付之價格，而不論該價格為可直接觀察或可使用其他估值技術估計。於估計資產或負債之公允值時，本集團會考慮該等市場參與者於計量日期對資產或負債定價時所考慮之資產或負債之特點。於該等綜合財務報表中作計量及／或披露目的之公允值乃按此基準釐定，惟香港財務報告準則第2號範圍內以股份為基礎的支付交易、香港會計準則第17號「租賃」範圍內之租賃交易及與公允值類似但並非公允值之計量(如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值)除外。

非金融資產之公平值計量乃考慮市場參與者通過使用其資產之最高及最佳用途或將其出售予將使用其最高及最佳用途之另一市場參與者，而能夠產生經濟利益之能力。

此外，就財務呈報目的而言，公允值計量根據公允值計量輸入數據之可觀察程度及輸入數據對公允值計量之整體重要性分類為第1、第2或第3類，載述如下：

- 第1類輸入數據乃於計量日期實體可得之相同資產或負債在活躍市場之報價(未經調整)；
- 第2類輸入數據乃根據第1類所列報價以外之可直接或間接觀察資產或負債之輸入數據；及
- 第3類輸入數據乃資產或負債之不可觀察輸入數據。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 3. Significant Accounting Policies (Continued)

The principal accounting policies are set out below:

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date of the Group gains until the control date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

## 3. 主要會計政策(續)

主要會計政策載列如下：

### 綜合賬目基準

本綜合財務報表包括本公司及被本公司及其附屬公司控制的各公司的財務報表。本公司可取得控制權：

- 對被投資公司擁有控制權；
- 承擔參與被投資公司之變動回報之風險或享有權利；及
- 擁有運用其權力以影響其回報之能力。

倘根據事實及情況，上述三個控制權因素中之一個或以上發生變化，則本集團重新評估其是否擁有被投資公司之控制權。

綜合附屬公司於本集團取得附屬公司之控制權時開始，並於本集團失去附屬公司之控制權時終止。尤其是，於本年度收購或出售附屬公司之收入及費用，乃由本集團收購生效日期或截至出售生效日期(視情況而定)計入綜合損益表內。

為使附屬公司之會計政策與本集團之會計政策一致，附屬公司之財務報表會在有需要之情況下作出調整。

所有集團公司之間的資產及負債、權益、收入、費用及有關本集團成員公司之間交易的現金流量均於綜合賬目時悉數抵銷。

於附屬公司之非控制權益與本集團於當中之權益分開呈列。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 3. Significant Accounting Policies (Continued)

#### Basis of consolidation (Continued)

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interest. Total comprehensive income of subsidiaries are attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

#### Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

### 3. 主要會計政策(續)

#### 綜合賬目基準(續)

損益及其他全面收益之各項目歸屬於本公司擁有人及非控制權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控制權益，即使此舉導致非控制權益出現虧損結餘。

#### 業務合併

收購業務採用收購法入賬。業務合併之轉讓代價按公允值計量，而計算方法為本集團所轉讓之資產於收購日之公允值、本集團對所被購者原擁有人產生之負債及本集團發行股本權益的總額以置換被購者之控制權。有關收購涉及之費用一般於產生時於損益表中確認。

於收購日期，所收購之可識別資產及所承擔之負債乃按彼等之公允值確認。

商譽之計算是以所轉讓之代價、於被購者中非控股權益所佔金額及收購方以往持有的被購者股權之公允值(如有)之總和，扣除於收購日期可供識別資產及承擔的負債之淨額後，所超出之差額計量。倘經重新評估後，被購者的可識別淨資產與所承擔的負債於收購日期之淨額、非控股權益於被購者中所佔金額以及收購方以往持有的被購者股權之公允值(如有)之總和高於轉讓之代價，則該差額即時於損益表內確認為折價購買收益。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 3. Significant Accounting Policies (Continued)

### Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets.

The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the relevant cash-generating units that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

## 3. 主要會計政策(續)

### 業務合併(續)

非控制權益屬現時擁有者權益且於清盤時賦予其持有人可按比例分佔該實體之淨資產，可初步按公允值或非控制權益應佔被購者可識別淨資產的已確認金額按比例計量。

計量基準視乎每項交易而作出選擇。其他種類的非控制權益乃按其公允值或(如適用)其他香港財務報告準則規定之基準計量。

### 商譽

因收購業務而產生之商譽是按收購業務當日達成(見上述會計政策)的成本值減任何累計減值虧損，如有，並會於綜合財務狀況表內獨立呈列。

就減值測試而言，商譽乃被分配至預期從合併的協同效應中受益之各有關現金產生單位，其代表最低類別的商譽將被監察為內部管理目的及其不會大於經營分部。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 3. Significant Accounting Policies (Continued)

#### Goodwill (Continued)

A cash-generating unit (“CGU”) to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. When the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit, and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

#### Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

### 3. 主要會計政策(續)

#### 商譽(續)

已獲配商譽之現金產生單位(「現金產生單位」)每年及凡單位有可能出現減值跡象時進行減值測試。於報告期間因收購而產生的商譽，獲分配商譽的現金產生單位需要於報告期間完結前進行減值測試。當現金產生單位之可回收金額少於其賬面值時，減值虧損首先被分配以削減分配至該單位的商譽，不足的則以單位內各資產之賬面值為基準按比例分配至並削減該單位之其他資產之賬面值。涉及商譽之任何減值虧損乃直接於損益表內確認。已確認之商譽減值虧損於其後期間不予以撥回。

於出售有關現金產生單位時，計量出售收益應包括相關應佔商譽的金額。

#### 聯營公司投資

聯營公司指本集團對其行使重大影響力的實體。重大影響指有權參與投資對象之財務及營運政策之制定，但並非對該等政策有控制權或共同控制權。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 3. Significant Accounting Policies (Continued)

### Investments in associates (Continued)

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

## 3. 主要會計政策(續)

### 聯營公司投資(續)

聯營公司之業績、資產及負債乃採用權益會計法計入該等綜合財務報表。以權益法入賬之聯營公司之財務報表在類似情況下以本集團相似交易及事件之統一方法入賬。根據權益法，於聯營公司的投資初步按成本於綜合財務狀況表確認，其後作出調整，以確認本集團所佔該聯營公司之損益及其他全面收益。當本集團所佔聯營公司的虧損超越本集團於該聯營公司的權益(包括實質上構成本集團對該聯營公司淨投資的任何長期權益)，本集團將不再確認額外應佔虧損。僅於本集團具有法定或推定責任或代表該聯營公司付款時，方會確認額外虧損。

於聯營公司之投資採用權益法自被投資公司成為聯營公司當日起入賬。收購於聯營公司之投資時，投資成本超過本集團應佔被投資公司之可識別資產及負債之公允值淨額之任何部份均確認為商譽，並計入投資之賬面值。本集團應佔可識別資產及負債之公允值淨額超過投資成本之任何部份(經重新評估後)於收購投資之期間即時於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 3. Significant Accounting Policies (Continued)

### Investments in associates (Continued)

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with its associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

### Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs of disposal.

## 3. 主要會計政策(續)

### 聯營公司投資(續)

香港會計準則第39號之規定獲應用以釐定是否需要就本集團於聯營公司之投資確認任何減值虧損。於有需要時，投資之全部賬面值(包括商譽)會根據香港會計準則第36號「資產減值」作為單一資產進行減值測試，方法為將可收回金額(即使用價值與公允值減出售成本之較高者)與賬面值進行比較，任何已確認減值虧損構成投資賬面值之一部份。有關減值虧損之任何撥回於該項投資可收回金額其後增加時根據香港會計準則第36號「資產減值」確認。

當集團實體與本集團之聯營公司有交易往來時，與該聯營公司進行交易所產生之損益以與本集團無關之該聯營公司權益為限於本集團之綜合財務報表內確認。

### 持作銷售之非流動資產

倘非流動資產之賬面值將主要是透過一項出售交易而非透過持續使用收回，則分類為持作銷售。是項條件僅於銷售極可能達成而該非流動資產可於現況下即時出售唯可受制於出售比等資產的一般性條件及慣例方算符合。管理層必須致力促成出售，即預期分類日期起計一年內完成銷售方符合確認資格。

分類為持作銷售之非流動資產乃按其過往賬面值與公允值之較低者減出售成本計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 3. Significant Accounting Policies (Continued)

### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net sales proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property to derecognised.

### Property, plant and equipment

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

## 3. 主要會計政策(續)

### 投資物業

投資物業是指持作賺取租金及／或資本增值的物業。

投資物業於首次確認時按成本包括任何相關的直接支出計量。於首次確認後，投資物業是以公允值計量。投資物業的公允值變動所產生的收益或虧損於產生期間直接確認於損益表。

當投資物業被出售或該投資物業永久不再被使用，或預期出售該物業將不會產生未來經濟利益時，該項投資物業不再被確認。因不再確認為資產而產生的任何收益或虧損(按出售所得款項淨額與資產的賬面值之差額計算)於物業不再確認期間於損益表內入賬。

### 物業、廠房及設備

物業、廠房及設備包括持有作為生產、提供貨品或服務或行政管理用途(在建工程除外)的租賃土地(分類為融資租賃)及樓宇乃按成本或公允值減去其後累計折舊及累計減值虧損(如有)載入綜合財務狀況表。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 3. Significant Accounting Policies (Continued)

### Property, plant and equipment (Continued)

Construction in progress includes property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Factory for the use in the production or supply of goods or services are stated in the consolidated statement of financial position at cost less any recognised impairment loss. For those leasehold land and buildings used for administrative purposes, are stated in the consolidated statement of financial position at their revalued amount, being the fair value at the date of revaluation less any subsequent accumulated impairment losses and subsequent accumulated depreciation. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

Any revaluation increase arising on revaluation of leasehold land and buildings is recognised in other comprehensive income and accumulated in asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is recognised in profit or loss to the extent that it exceeds the balance, if any, on the asset revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

## 3. 主要會計政策(續)

### 物業、廠房及設備(續)

在建工程指正在建造以供生產或自用之物業、廠房及設備。在建工程以成本減累計減值虧損列賬。在建工程於完成後可供用於擬定用途時重新分類為物業、廠房及設備之適當類別。此等資產之折舊基準與其他物業資產相同，乃於資產可供於擬定用途時開始計提。

廠房用作生產或提供貨品或服務乃按其成本減去任何已確認之減值虧損於綜合財務狀況表內列賬。該等持有用作行政管理用途的租賃土地及樓宇，乃按其重估值於綜合財務狀況表內列賬，而重估值即指重估當日之公允值減去任何其後之累積減值虧損及其後之累積折舊。由於定期進行重估，賬面值與於本報告期末所釐定之公允值沒有重大差距。

重估租賃土地及樓宇所產生的任何重估盈餘是撥入資產重估儲備，惟倘有關盈餘用作沖回該項資產於過往已確認為支出的重估值減，在該情況下則盈餘是計入損益表，但限於過往已確認為支出的金額。因重估資產而減少的賬面淨值是當作開支處理，若有因過往重估該項資產而產生的重估儲備結餘，則以該結餘扣減後之餘額作開支處理。於隨後出售或報廢該重估資產時，相關重估盈餘將劃轉至保留溢利。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 3. Significant Accounting Policies (Continued)

### Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost or fair value of property, plant and equipment other than construction in progress less residual value over their estimated useful lives, using the straight line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related tax.

## 3. 主要會計政策(續)

### 物業、廠房及設備(續)

除在建工程外之折舊乃按物業、廠房及設備預計可使用年限減剩餘價值，以直線法撇銷其成本或公允值。在各報告期末將檢討預計可使用年限、剩餘價值及折舊方法，據此產生的估計變動之影響以後續方式列賬，以預期基準估計任何變動之影響進行檢討。

倘若一項物業、廠房及設備因為由自用物業，在改變其用途後成為投資物業，在其轉變當日，其賬面值及公允值的差額會在其他全面溢利及累計在物業重估儲備中。後繼買賣或資產廢置，其相關的重估儲備會直接撥入保留盈利。

當物業、廠房及設備被出售或預期繼續使用該資產不會為將來帶來經濟利益時，該項物業、廠房及設備不再被確認。因不再確認為資產而產生的任何收益或虧損(按出售所得款項淨額與資產的賬面值之差額計算)於不再確認年度的損益表內入賬。

### 收入的確認

收入按已收或應收款項之公允值計量，並代表貨物銷售及於正常經營過程中提供之服務的應收款項，惟須扣除折扣及與銷售相關的稅項。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 3. Significant Accounting Policies (Continued)

### Revenue recognition (Continued)

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

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

Commission income are recognised when services are provided.

Revenue from the sale of petrochemical products is recognised when the goods are delivered and titles have passed.

Property management fee income is recognised when management service is rendered.

Rental income under operating leases is recognised on a straight line basis over the term of the leases.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

## 3. 主要會計政策(續)

### 收入的確認(續)

收入被確認當營業金額能可靠地計量；交易帶來的經濟利益很可能流入本集團及特別狀況合乎本集團之活動，如下述情況。

來自金融資產之利息收入於經濟利益可能流入本集團，且收入之金額能可靠地計量時確認。來自金融資產之其他利息收入以時間基準並參照未償還本金及適用之實際利率計算，而該利率乃透過金融資產之預期年期完全貼現估計未來現金收入至於首次確認時之資產之賬面淨值之利率。

佣金收入於提供服務時確認。

石油化工產品銷售之收入於貨品已付運及擁有權已過戶。

物業管理費收入於提供管理服務時確認。

營運租約之租金收入於租約期限內以直線基準確認。

投資所得股息收入乃於股東收取該項付款之權利獲確立時確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 3. Significant Accounting Policies (Continued)

### Revenue recognition (Continued)

#### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### Financial assets

The Group's financial assets are classified into one of three categories: financial assets at fair value through profit or loss ("FVTPL"), loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

## 3. 主要會計政策(續)

### 收入的確認(續)

#### 金融工具

金融資產及金融負債於集團實體成為該工具合約條文之訂約方後，於綜合財務狀況表中確認。金融資產及金融負債初步按公允值計量。因收購或發行金融資產及金融負債(於損益表按公允值處理的金融資產及金融負債除外)而直接產生之交易費用於初次確認時加入金融資產及金融負債(如適用)之公允值或自金融資產及金融負債(如適用)之公允值扣除。因收購於損益表按公允值處理的金融資產或金融負債而直接產生之交易費用即時於損益表確認。

#### 金融資產

本集團之金融資產分類為以下三個類別之其中一類：於損益表按公允值處理的金融資產、貸款及應收款項及可供出售的金融資產。分類取決於金融資產的性質及目的並於初次確認時決定。所有日常買賣之金融資產於交易日確認及終止確認。日常買賣指須根據市場規則或慣例訂立之時限交收資產之金融資產買賣。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 3. Significant Accounting Policies (Continued)

### Revenue recognition (Continued)

### Financial instruments (Continued)

#### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees, points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for financial assets other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

#### Financial assets at FVTPL

Financial assets are classified as at FVTPL when the financial asset is either held for trading or it is designated as at FVTPL.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

## 3. 主要會計政策(續)

### 收入的確認(續)

### 金融工具(續)

#### 實際利率法

實際利率法是計算金融資產的攤銷成本及於相關期間攤分利息收入的方法。實際利率是指於金融資產預期有效期或於首次確認時之賬面淨值之較短期間(如適用)確實地折現估計未來收取現金(包括構成整體部分的實際利率、點子、交易成本及其他溢價或折扣所付或所收的所有費用)之利率。

除被分類為於損益表按公允值處理的金融資產(其利息收入包括於淨收益或虧損中)，債權產品之利息收入以實際利率基準確認。

#### 於損益表按公允值處理的金融資產

當金融資產是持作買賣或指定於損益表按公允值處理，即金融資產被分類為於損益表按公允值處理。

金融資產於以下情況下界定為持作買賣：

- 購入之目的主要為於短期內出售；或
- 於首次確認時屬於由本集團統一管理的一項可識別金融工具組合的一部分並且於最近期間確實存在短期套利紀錄；或
- 屬於未有指定類型的衍生工具並實際是一項對沖工具。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 3. Significant Accounting Policies (Continued)

### Revenue recognition (Continued)

### Financial instruments (Continued)

#### Financial assets at FVTPL (Continued)

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 "Financial instruments: Recognition and measurement" permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL are measured at fair value, with any gain or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets. Fair value is determined in the manner described in note 46.

## 3. 主要會計政策(續)

### 金融工具(續)

### 金融資產(續)

#### 於損益表按公允值處理的金融資產(續)

除持作買賣用途之金融資產外，其他金融資產於首次確認時在下屬情況下可能被指定為於損益表按公允值處理：

- 此分類能抵銷或大幅減少計量或減少引起確認的不一致性；或
- 此金融資產是屬於一組金融資產或一組金融負債或兩者之一部份，該組金融資產或金融負債是根據本集團成文的風險管理及投資策略來管理並按公允值衡量其表現，且內部使用作分類資料亦建基於此；或
- 此金融資產是包含一個或多個嵌入性衍生工具之合約的組成部份，並且香港會計準則第39號「金融工具：確認及計量」容許整個結合式合約(資產或負債)指定為於損益表按公允值處理。

於損益表按公允值處理的金融資產以公允值計量，重新計量所產生的任何收益或虧損將於損益表確認。於損益表確認的淨收益或虧損並不包括來自該金融資產的股息或利息。釐定公允值的方式已載列於附註46。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 3. Significant Accounting Policies (Continued)

### Revenue recognition (Continued)

### Financial instruments (Continued)

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade receivables, deposits and other receivables, loan receivables, amounts due from associates/subsidiaries, pledged bank deposits and bank balances and cash) are measured at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

#### Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments.

Equity securities traded in an active market and debt securities held by the Group that are classified as available-for-sale are measured at fair value at the end of each reporting period. Changes in the carrying amount of available-for-sale debt securities relating to interest income calculated using the effective interest method and dividends on available-for-sale equity investments are recognised in profit or loss. Other changes in the carrying amount of available-for-sale financial assets are recognised in other comprehensive income and accumulated under the heading of investment revaluation reserve. When the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the investment revaluation reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

## 3. 主要會計政策(續)

### 金融工具(續)

### 金融資產(續)

#### 貸款及應收款項

貸款及應收款項為沒有活躍市場報價而附帶固定或可釐定付款額之非衍生性質金融資產。於首次確認後，貸款及應收款項(包括應收賬款、按金及其他應收款項、應收聯營公司款、抵押銀行存款、銀行結餘及現金及應收貸款)採用實際利率法以攤銷成本，扣減任何已識別減值虧損列賬(見下述財務資產減值之會計政策)。

#### 可供出售之金融資產

可供出售之金融資產為指定可供出售的非衍生項目，或未有分類為於損益表按公允值處理之金融資產、貸款及應收賬款或持有至到期日之投資。

於活躍市場買賣之股本證券及本集團持有分類為可供出售之債務證券乃於各報告期末按公允值計量。以實際利息法計量、與利息收入有關之可供出售債務證券之賬面值變動及可供出售股本投資乃於損益表中確認。可供出售金融資產之其他賬面值變動乃於其他收益中確認，並累積於投資重估儲備。投資被出售或被定為減值時，之前於投資重估儲備確認之累計收益或虧損將會劃轉至損益表(見下文有關金融資產減值虧損之會計政策)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 3. Significant Accounting Policies (Continued)

### Revenue recognition (Continued)

### Financial instruments (Continued)

#### Available-for-sale financial assets (Continued)

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy on impairment loss on financial assets below).

#### Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

## 3. 主要會計政策(續)

### 金融工具(續)

### 金融資產(續)

#### 可供出售之金融資產(續)

當本集團收取股息之權利被確定時，可供出售股本工具之股息於損益表中確認。

就沒有活躍市場的市場報價且其公允值無法可靠地計量的可供出售之股本投資而言，該等投資於本報告期末按成本扣減任何已識別減值虧損計量(見以下關於財務資產減值虧損之會計政策)。

#### 金融資產之減值

除了於損益表按公允值處理的金融資產外，金融資產於各本報告期末評估減值指標。倘若有客觀佐證顯示，因一項或多項事故於首次確認金融資產後出現而導致該金融資產被視為減值，其估計未來現金流量已受影響。

就可供出售之股本投資而言，相關投資的公允值出現重大或長期下跌並低於該項投資的成本，則被視為減值的客觀佐證。

就所有其他金融資產而言，減值之客觀佐證可以包括：

- 發行人或交易方出現重大財政困難；或
- 拖欠或逾期支付利息或本金；或
- 可能出現借貸人將陷入破產或財務重組。

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## 3. Significant Accounting Policies (Continued)

### Revenue recognition (Continued)

### Impairment of financial assets (Continued)

For certain categories of financial asset, such as trade receivables which are assessed not to be impaired individually are, in addition, subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, other receivables, amounts due from associates/subsidiaries, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When other receivables, trade receivables, amounts due from associates/subsidiaries are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

## 3. 主要會計政策(續)

### 金融工具(續)

### 金融資產之減值(續)

若干類別的金融資產如應收賬款，不會就減值作單獨考核而是另外在其後以整體性基準進行減值考核。一組應收款項的減值之客觀性佐證可以包括本集團以往收款的經驗、組合內逾期付款次數的增加並超逾平均的信用期、能察覺的國家性或地區性經濟狀況引致應收款項無法收回。

就按攤銷成本列賬之金融資產而言，減值虧損金額確認為按資產賬面值與按金融資產原實際利率折讓之估計未來現金流量之現值的差額計算。

就按成本列賬之金融資產而言，減值虧損數額按資產賬面值與按類似金融資產之現行市場回報率折讓估計未來現金流量之現值間之差額計算。有關減值虧損不會於繼後期間回撥。

金融資產之賬面值因其減值虧損而直接減少，惟應收賬款、其他應收款及應收聯營公司款／附屬公司款之賬面值則透過使用撥備賬減少。所有撥備賬賬面值之變動於損益表內確認。倘應收賬款、其他應收款及應收聯營公司款／附屬公司款應收賬款被認為不可收回，則於撥備賬內撇銷。其後收回之已撇銷數額計入損益表。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 3. Significant Accounting Policies (Continued)

### Revenue recognition (Continued)

### Impairment of financial assets (Continued)

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Impairment losses on available-for-sale investments previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve. For available-for-sale debt investments, impairment losses are subsequently reversed through profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss.

### Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

## 3. 主要會計政策(續)

### 金融工具(續)

### 金融資產之減值(續)

當可供出售金融資產被視為減值時，之前於其他全面溢利確認之累計收益或虧損將會於減值發生之期間劃轉至損益表。

就按攤銷成本列賬之金融資產而言，倘若於後期減值虧損之金額減少及該減少能客觀地與確認減值後發生的事項相關，則以前已確認之減值虧損可於損益表內撥回，惟減值撥回當日之資產賬面值不得超過如無確認減值時之攤銷成本。

可供出售投資以前於損益確認之減值虧損將不會於損益表撥回。減值虧損後的任何公允值增幅直接於其他全面溢利確認及累計於其他儲備中。就可供出售債務投資而言，倘若該投資之公允值增幅能客觀地與確認減值虧損後發生的事項相關，則相關減值虧損會於其後於損益表撥回。

### 金融負債及股本工具

由集團公司發行之金融負債及股本權益工具，按所訂立之合約安排性質，及金融負債及股本權益工具之定義而分類為金融負債或股本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 3. Significant Accounting Policies (Continued)

### Revenue recognition (Continued)

### Financial liabilities and equity instruments (Continued)

#### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

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

#### Financial liabilities at amortised cost

Financial liabilities including borrowings, trade and bills payables and other payables are subsequently measured at amortised cost, using the effective interest method.

#### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

## 3. 主要會計政策(續)

### 金融工具(續)

### 金融負債及股本工具(續)

#### 股本工具

股本權益工具為帶有集團資產剩餘權益(經扣除其所有負債後)之任何合約。

由本公司發行之股本工具乃按已收取所得款項減直接發行費用記錄。

#### 金融負債按攤銷成本

金融負債包括借貸、應付賬款及票據、其他應付款項及應付附屬公司款，於其後採用實際利率法按攤銷成本計量。

#### 實際利率法

實際利率法是計算金融負債的攤銷成本及於相關期間攤分利息費用的方法。實際利率是指於金融負債預期有效期或於首次確認時賬面淨值之較短期間(如適用)確實地折現估計未來支付現金(包括構成整體部份的實際利率、交易成本及其他溢價或折扣所付或所收的所有費用及點子)之利率。

利息費用乃按實際利率基準而確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 3. Significant Accounting Policies (Continued)

### Revenue recognition (Continued)

#### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liability when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sales.

## 3. 主要會計政策(續)

### 金融工具(續)

#### 終止確認

倘若從資產收取現金流量之合約權利已到期，則本集團將終止確認該金融資產。

於終止確認金融資產時，資產賬面值與已收及應收代價及已直接於其他全面溢利及累積於股本權益被確認之累計損益的總差額，將於損益表內確認。

若本集團之責任獲解除、取消或屆滿時，本集團將終止確認金融負債。終止確認之金融負債賬面值與已付及應付代價的差額，乃於損益表內確認。

#### 存貨

存貨按成本與可變現淨值之較低者入賬。存貨之成本採用加權平均法計算。可變現淨值為存貨之估計銷售價減所有估計完成成本及因銷售產生之必要成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 3. Significant Accounting Policies (Continued)

### Borrowing costs

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

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

### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

## 3. 主要會計政策(續)

### 借貸費用

因收購、建築及生產為合資格資產(即須一段長時間始能達至其擬定用途或予以銷售的資產)所產生的直接應計借貸成本被加至有關資產之成本中，直至當此等資產大致上已完成並可作其預計用途或銷售時。當指定借貸尚未支付合資格資產開支而用作臨時投資時，所賺取的投資收入會從資產借貸成本中扣除。

所有其他借貸成本於產生期間在損益表內被確認。

### 政府補貼

除非能合理確定本集團將符合補貼附帶之條件及將會收取有關補貼，否則政府補貼不予確認。

政府補貼乃就本集團擬將利用補貼補償之相關成本確認為開支之期間按系統化基準於損益表中確認。具體而言，首要條件為本集團應購買、建造或以其他方式收購非流動資產之政府補貼於綜合財務狀況表內確認為遞延收入，並於相關資產之可使用年期內按有系統及合理基準轉撥至損益表。作為開支或已產生的虧損之補償，或是以給予本集團即時財務資助為目的而發放，且無未來相關成本之政府補助，在應收期間內於損益表中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 3. Significant Accounting Policies (Continued)

### Impairment of assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell 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 for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount.

An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

## 3. 主要會計政策(續)

### 除商譽外之資產減值虧損(見上述有關商譽之會計政策)

於本報告期末，本集團檢測其有限可使用年限資產之賬面值以決定該等資產有否出現任何減值虧損跡象。如有任何跡象產生，該資產之可回收金額需估算以決定減值虧損(如有)之程度。當不可能估算單一資產之可產生回收金額，本集團估算該資產屬於之現金產生單位之可回收金額。當合理的及一致之分配基準可識別時，公司資產可分配於個別現金產生單位，或其分配於現金產生單位之最少團體以識別為合理及一致之分配基準。

可回收金額是公允值減出售之成本及使用價值之較高者。於評估使用價值，估計將來現金流量以稅前貼現率去計算其現值以反映現時市場評估金錢的時間價值及該資產之風險，將來現金流量之估計並不可調整。倘若資產之可回收金額(或現金產生單位)之估計是少於其賬面值，則該資產之賬面值(或現金產生單位)需減少到其可回收金額。

一項減值虧損即時在損益表內被確認，除非有關資產是根據另一項準則以重估值列賬，則有關減值虧損將根據該準則而被視為重估值減少。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 3. Significant Accounting Policies (Continued)

### Impairment of assets other than goodwill (see the accounting policy in respect of goodwill above) (Continued)

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

### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

## 3. 主要會計政策(續)

### 除商譽外之資產減值虧損(見上述有關商譽之會計政策)(續)

當減值虧損於其後撥回，有關資產(或現金產生單位)賬面值將予調升至經修正之估計可收回金額，惟僅限於經調升後之賬面值不會超過有關資產於先前年度未有減值虧損前之賬面值。減值虧損之撥回即時被確認為收入，除非有關資產是根據另一項準則以重估值列賬，則有關減值虧損之撥回將根據該準則被視為重估值增加。

### 稅項

利得稅支出指即期應付稅項與遞延稅項總額。

即期應付稅項乃按年內應課稅前溢利計算。應課稅(虧損)溢利不包括其他年度的應課稅收入或可扣減開支項目，亦不包括可作免稅或不可作稅項扣減之項目，故與綜合損益表所呈報的溢利淨額不同。本集團即期稅項負債乃按於本報告期末已頒佈或實質已頒佈之稅率計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 3. Significant Accounting Policies (Continued)

### Taxation (Continued)

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

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

## 3. 主要會計政策(續)

### 稅項(續)

遞延稅項乃確認為就綜合財務報表內資產及負債的賬面值與計算應課稅溢利所採用的相應稅基之暫時差異。遞延稅項負債一般就所有應課稅暫時差異確認。遞延稅項資產則基本上於可扣減暫時差異有可能用以抵銷應課稅溢利時確認。如暫時差異由商譽或由初次確認一項不影響應課稅溢利或會計溢利之交易之其他資產及負債(業務合併除外)所產生，相關資產及負債不予確認。

遞延稅項負債須就投資於附屬公司、聯營公司及投資於合營公司所產生的應課稅暫時差異予以確認，除非本集團可控制暫時差異的回撥時間，而此暫時差異在可預見的將來很可能不會回撥。有關投資之暫時差異而產生之遞延稅項資產只會於當有足夠應課稅溢利而很大機會可以利用暫時差異之好處時被確認及此暫時差異於可見將來很可能會回撥。

遞延稅項資產的賬面值於各本報告期末進行檢討，並於沒可能會有足夠應課稅溢利恢復全部或部份資產價值時作出調減。

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### 3. Significant Accounting Policies (Continued)

#### Taxation (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項資產及負債，乃依據於本報告期末已頒佈或實質上已頒佈之稅率(及稅務法例)，按預期適用於償還負債或變現資產期間之稅率計算。遞延稅項負債及資產之計量反映出倘按本集團預期於報告日期收回或結算其資產及負債賬面值計算的稅項結果。

就計量按公允值模式計量之投資物業遞延稅項而言，除非假設在若干情況下被駁回，該等物業之賬面值乃假設完全是透過出售予以回收。當投資物業可予折舊及於業務模式(其業務目標是隨時間而非透過銷售消耗投資物業所包含之絕大部分經濟利益)方式持有時，有關假設會被推翻。

除非與於其他全面收益或直接於股本中確認之項目有關，即期及遞延稅項則亦分別直接於其他全面收益或股本中確認，否則即期及遞延稅項於損益表中確認。由初次計算業務合併而引起之即期稅項或遞延稅項，該稅項影響應計入業務合併計算。

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## 3. Significant Accounting Policies (Continued)

### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

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

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HKD) using exchange rates prevailing at the end of the reporting period. Income and expenses are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

## 3. 主要會計政策(續)

### 外幣

於編製各個別集團公司的財務報表時，以該公司功能貨幣以外貨幣(外幣)進行之交易乃按其功能貨幣(即該公司主要經營的經濟環境之貨幣)於交易日起當時之匯率記錄。於各本報告期末，以外幣列值的貨幣項目以本報告期末的匯率重新換算。按公允值列賬而以外幣為單位之非貨幣項目按釐定公允值當日適用之匯率再次換算。以外幣公允值列賬之非貨幣項目則以釐定該公允值當日的匯率重新換算。以外幣歷史成本列賬之非貨幣項目則不予重新換算。

結算貨幣項目所產生的滙兌差額於產生期間計入損益表。由於重新換算按公允值列賬之非貨幣項目所產生的滙兌差額計入產生期間的損益，惟重新換算非貨幣項目產生的相關的差額相關的收益或虧損並已直接於其他全面溢利確認者除外，在該情況下，滙兌差額亦直接於其他全面溢利確認。

就呈列綜合財務報表而言，本集團海外業務之資產及負債並且是以人民幣計價均按報告期末之匯率換算為本集團之呈列貨幣(即港元)。收入及開支則按年內平均匯率換算。所產生之滙兌差額(如有)均於其他全面收益內確認，及累積於滙兌儲備項下之股權(適當分配至非控制權益)。

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## 3. Significant Accounting Policies (Continued)

### Leasing

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

#### *The Group as lessor*

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

#### *The Group as lessee*

Operating lease payments, including the cost of acquiring land held under operating leases, are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

## 3. 主要會計政策(續)

### 租賃

融資租賃指租賃條款將擁有資產的風險及回報絕大部份轉移至承租人之租賃。所有其他租賃均分類為營運租賃。

#### *本集團作為出租人*

營運租賃之租金收入乃按有關租約年期以直線基準於損益表內確認。

#### *本集團作為承租人*

營運租賃費用乃於有關租約年期內以直線基準確認為支出。作為促使訂立營運租賃的已收及應收獎勵之利益於租約年期內以直線基準確認為租金開支中扣減。

倘獲取促使訂立營運租賃之租賃獎勵，該等獎勵確認為負債。獎勵之利益總額以直線基準確認為租金開支扣減。



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## 3. Significant Accounting Policies (Continued)

### Leasing (Continued)

#### Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “land use rights” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

#### Retirement benefit costs

Payments to the state-managed retirement benefit schemes for staff in the People’s Republic of China (the “PRC”), excluding Hong Kong and Macau, and to the Mandatory Provident Fund Scheme for staff in Hong Kong are defined contribution retirement benefit payments and are recognised as expense when employees have rendered service entitling them to the contributions.

## 3. 主要會計政策(續)

### 租賃(續)

#### 租賃土地及樓宇

倘租約包括土地及樓宇部份，則本集團根據對各部份之擁有權附帶之絕大部份風險及回報是否已轉讓予本集團之評估，獨立評估將各部份分類為融資或營運租賃，除非顯然兩個部份均為營運租賃，則在該情況下，整份租約分類為營運租賃。具體而言，最低租賃付款(包括任何一次過預付款項)乃按租賃土地部份及樓宇部份於租約開始時之租賃權益相對公允值比例於土地及樓宇部份之間分配。

倘能夠可靠地分配租賃款項，則作為營運租賃入賬之租賃土地權益於綜合財務狀況表內呈列為「土地使用權」，並按直線基準於租期內攤銷(分類及按公允值模式入賬列作投資物業除外)。當租賃款項未能於土地及樓宇部份之間可靠地分配，整份租約一般分類為融資租賃，並作為物業、廠房及設備入賬。

#### 退休福利成本

就中華人民共和國，不包括香港及澳門(「中國」)員工參與的由國家管理的退休福利計劃及香港員工參與的強制性公積金計劃所作出之供款屬固定供款退休福利供款於僱員在提供其服務後即有權享受該等供款時確認為費用。

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## 3. Significant Accounting Policies (Continued)

### Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

## 4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revision to accounting estimate is 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.

## 3. 主要會計政策(續)

### 短期及其他長期僱員福利

短期僱員福利均按預期將於僱員提供服務時支付之未貼現福利金額確認。除非另一項香港財務報告準則規定或准許將福利計入資產之成本中，否則所有短期僱員福利均確認為開支。

僱員應計福利(如工資及薪金、年假及病假)經扣除任何已付金額後確認為負債。

就其他長期僱員福利所確認之負債按預期將由本集團就僱員直至報告日期所提供之服務產生之估計未來現金流出之現值計量。因服務成本、利息及重新計量而導致負債賬面值之任何變動均於損益表中確認，惟另一項香港財務報告準則規定或准許將變動計入資產之成本中除外。

## 4. 重大會計判斷及估計不確定之主要來源

應用本集團的會計政策(如附註3所述)時，本公司董事須就未能輕易地從其他來源確定的資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據被視作合適的過往經驗及其他因素作出。實際結果可能與此等估計不同。

該等估計及相關假設會持續作出檢討。倘修訂僅影響該修訂期，會計估計的修訂於該修訂期內確認倘該修訂只影響該期間；或倘該修訂影響本期間及未來期間，則於修訂期及未來期間確認。

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## 4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty (Continued)

### Critical judgments in applying accounting policies

The following are the critical judgments that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

### Deferred taxation on investment properties

For the purpose of measuring deferred taxation arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties of HK\$2,355,619,000 (2015: HK\$2,443,340,000), representing properties for commercial use are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amounts of these investment properties measured using the fair value model are recovered entirely through sale is rebutted. Accordingly, deferred taxation in relation to these investment properties has been measured based on the tax consequences of recovering the carrying amounts entirely through use.

The remaining investment properties of the Group with fair value of nil (2015: HK\$205,628,000), representing the Group's residential properties, in the opinion of the directors of the Company, these properties were held under a business whose objective is to recover through sale. Accordingly, deferred taxation in relation to these investment properties has been measured based on the tax consequences of recovering the carrying amounts entirely through sale.

## 4. 重大會計判斷及估計不確定之主要來源(續)

### 應用會計政策的重大判斷

以下是本公司董事於應用本集團會計政策時所作出的重大判斷，並對綜合財務報表內確認的金額構成最重大的影響。

### 投資物業的遞延稅項

就計量投資物業產生的遞延稅項(採用公允值模式計量者)而言，本公司董事已審閱本集團的投資物業組合，並認為本集團的投資物業為2,355,619,000港元(2015年：2,443,340,000港元)作商業用途的物業乃按隨時間而銷售消耗投資物業內含的絕大部分經濟利益為目的商業模式持有。因此，計量本集團投資物業的遞延稅項時，本公司董事已釐定採用公允值模式計量的該等投資物業的賬面值全部透過銷售收回的假設已被駁回。因此，有關此等投資物業的遞延稅項已根據全部透過銷售收回賬面值的稅務結果計量。

本集團餘下投資物業(即本集團的住宅物業)的公允值為無(2015年：205,628,000港元)，本公司董事認為，此等物業乃一項業務項下持有，其目標為透過銷售收回。因此，有關此等投資物業的遞延稅項已根據賬面值全部透過銷售收回的稅務結果計量。

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### 4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty (Continued)

#### Critical judgments in applying accounting policies (Continued)

##### Land appreciation tax (“LAT”)

The Group is subject to LAT in the PRC. However, the implementation and settlement of the tax varies amongst different tax jurisdiction in various cities in the PRC. Accordingly, significant judgment is required in determining the amount of land appreciation and its related income tax provision. The Group recognised LAT under deferred taxation, and the provision of the LAT was included under deferred taxation charged to profit or loss when the management considered that the investment properties are ready for realisation through sale. The Group recognised the LAT based on management’s best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expenses and the related deferred taxation in the periods in which such tax is finalised with the local authorities when the investment properties were disposed.

##### Key sources of estimation uncertainty

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

### 4. 重大會計判斷及估計不確定之主要來源(續)

#### 應用會計政策的重大判斷(續)

##### 土地增值稅(「土增稅」)

本集團須於中國繳納土增稅。然而，中國各個城市之稅務機關對稅法的執行及稅款徵收均存在差異。因此，於釐定土地增值金額及其相關所得稅撥備時須作出重大判斷。本集團於遞延稅項下確認土增稅，而土增稅撥備乃於管理層認為投資物業可供透過銷售變現時計入於損益表扣除之遞延稅項下。本集團基於管理層之最佳估計確認土增稅。最終稅項結果或會有別於初步記錄之金額，而該等差異將影響於投資物業實際售出時與地方主管部門確定最終稅款期間之所得稅支出及有關遞延稅項。

##### 估計不確定的主要來源

以下是於本報告期末關於對未來的重要假設及其他估計不確定的主要來源，該等假設及估計存在可能導致下一個財政年度的資產及負債之賬面值有重大調整風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty (Continued)

#### Key sources of estimation uncertainty (Continued)

##### **Recoverability of loan receivables and amounts due from associates**

At the end of the reporting period, the Group has HK\$407,682,000 (2015: HK\$270,012,000) and HK\$1,140,253,000 (2015: HK\$1,149,637,000) loan receivables and amounts due from associates respectively. The Group assesses the recoverability of the loan receivables and amounts due from associates on individual basis, when there is objective evidence of important loss on loan receivables and amounts due from associates, the Group estimates the future cash flow of loan receivables and amounts due from associates for impairment testing purpose. The amount of the impairment loss is measured as the difference between loan receivables and the amounts due from associates' carrying amount and the present value of estimated future cash flow (exclude credit losses that have not been incurred discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition) where the actual future cash flows are less than expected a material impairment loss may arise in future financial periods.

##### **Fair value of investment properties and leasehold land and buildings**

At the end of the reporting period, the Group's investment properties and leasehold land and buildings are stated at fair value of HK\$2,355,619,000 (2015: HK\$2,443,340,000) and HK\$277,407,000 (2015: HK\$272,565,000) respectively based on the valuation performed by independent qualified professional valuers. In determining the fair value, the valuers have based on market value basis which involves, inter-alia, certain estimates, including comparable market transactions. In relying on the valuation, management has exercised their judgment and is satisfied that the method of valuation is reflective of the current market conditions.

### 4. 重大會計判斷及估計不確定之主要來源(續)

#### 估計不確定的主要來源(續)

##### 可收回的應收貸款及應收聯營公司款

於本報告期末，本集團的應收貸款及應收聯營公司款分別為407,682,000港元(2015年：270,012,000港元)及1,140,253,000港元(2015年：1,149,637,000港元)。本集團按個別準則評估可收回的應收貸款及應收聯營應收款，當有客觀證據於應收貸款及應收聯營公司款需要作減值，本集團按減值測試目的評估應收貸款及應收聯營公司款之未來現金流減值金額按應收貸款及應收聯營公司款的賬面值及估計未來現金流的現值(不包括未實現之除賬損失)於金融資產的原本有效利率(即有效利率之初值)的折扣值之分別作計算。當未來現金流預期減少，於未來的財政時期或會出現重大之減值。

##### 投資物業及租賃土地及樓宇的公允值

於本報告期末，本集團的投資物業及租賃土地及樓宇乃基於獨立合資格專業估值師的評估按公允值列賬分別為2,355,619,000港元(2015年：2,443,340,000港元)及277,407,000港元(2015年：272,565,000港元)，在釐定公允值，估值師根據市值作基準，當中包括，尤其是，若干估計包括可比較的市場交易。於信賴有關評估時，管理層亦運用其判斷及滿意有關的評估方法已有效地反映現時的市場狀況。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty (Continued)

### Key sources of estimation uncertainty (Continued)

#### Estimated impairment of goodwill

In impairment testing, the Group determines the recoverable amount of the cash generating unit to which the assets belongs. Determining whether impairment needs to be provided requires an estimation of future cash flows expected to arise from the cash generating units. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. Details of the recoverable amount calculation for cash generating units are set out in note 17.

#### Estimated impairment of property, plant and equipment

In impairment testing, the Group determines the recoverable amounts of relevant property, plant and equipment or the respective cash generating units to which the property, plant and equipment belong, which is the higher of value in use and fair value less costs of disposal. If there is any indication that an asset may be impaired, the recoverable amount shall be estimated for individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the Group shall determine the recoverable amount of the cash generating units to which the asset belongs. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the relevant assets or the cash generating units and a suitable discount rate in order to calculate the present value. The discount rate represents rate that reflects current market assessments of time value of money and the risks specific to the asset or the cash generating units for which the future cash flow estimates have not been adjusted. Where the actual future cash flows are less than expected or there is a downward revision of future estimated cash flows due to unfavourable changes in facts and circumstances, a material impairment loss may arise. As at 31 December 2016, the carrying amounts of property, plant and equipment are HK\$3,744,918,000 (2015: HK\$3,956,367,000).

## 4. 重大會計判斷及估計不確定之主要來源(續)

### 估計不確定的主要來源(續)

#### 商譽之預期減值

於減值測試中，本集團決定該資產屬於之現金產生單位之可回收金額。於決定是否需要提供減值要求估計該現金產生單位預計之將來現金流量。使用價值計算要求本集團估計現金產生單位之預計將來現金流量及合適之貼現率以計算現值。當實際將來現金流量少於估計，會產生重大減值虧損。現金產生單位之可收回金額之計算詳情載列於附註17。

#### 物業、廠房及設備之預期減值

於減值測試中，本集團決定有關物業、廠房及設備之可回收金額或分別屬於該物業、廠房及設備之現金產生單位之可回收金額，其微高於使用價值及公允值減去出售成本。如任何跡象顯示該資產可能減值，可回收金額將會以獨立資產作估計。如可回收金額無法以獨立資產作估計，本集團決定該資產屬於之現金產生單位之可回收金額。使用價值計算要求本集團估計從有關資產之預計將來現金流量升幅及合適之貼現率以計算現值。貼現率代表反映現時市場評估之金錢的時間價值及該資產之風險，將來現金流量之估計並不可調整。當實際將來現金流量少於估計或因不利事實及情況轉變令將來現金流量之估計向下調節，將會產生重大減值虧損。於2016年12月31日，物業、廠房及設備之賬面值為3,744,918,000 港元(2015年：3,956,367,000 港元)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 5. Revenue and Segment Information

Revenue from major products, investments and services is analysed as follows:

## 5. 收入及分部資料

由主要產品、投資及服務的收入分析如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Property management fee income	物業管理費收入	252,450	220,376
Rental income	租金收入	120,280	86,107
Dividend income from listed and unlisted securities	上市及非上市證券股息收入	5,216	2,796
Sales of petrochemical products	石油化工產品銷售	48,814	30,759
		<b>426,760</b>	340,038

The Group is currently organised into six operating divisions: distressed assets business, investments (including the results from held-for-trading investments, available-for-sale investments, structured finance securities, loan receivable with embedded derivative and loan receivables), sales of properties, property leasing, property management and production and trading of petrochemical products. These operating divisions are the basis of the internal reports about components of the Group that are regularly reviewed by the executive directors of the Company, being the chief operating decision maker, in order to allocate resources to segments and to assess their performance. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

No segment assets or liabilities is presented as the chief operating decision maker does not regularly review segment assets and liabilities.

本集團現時由六個營運部門組成：不良資產業務、投資（包括持作買賣投資、可供出售投資、結構性金融證券、附有嵌入式衍生工具之應收貸款及應收貸款之業績）、物業銷售、物業租賃、物業管理及石油化工產品生產及銷售。此等營運部門是由本公司之執行董事，即主要營運決策者在決定分部資源分配及評估其表現上所定期審閱本集團各個組成部分之內部報告作為識別經營分部之基礎。在設定本集團之報告分部時，主要營運決策者所識別的經營分部概未彙集計算。

由於主要營運決策者並無定期審閱分部資產及負債，所以並沒有呈列分部資產及負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 5. Revenue and Segment Information (Continued)

## 5. 收入及分部資料(續)

### Segment revenues and results

### 分部收入及業績

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

以下是本集團收入及業績按經營及報告：

		Distressed assets business 不良資產業務 HK\$'000 千港元	Investments 投資 HK\$'000 千港元	Sales of properties 物業銷售 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Production and trading of petro-chemical products 石油化工產品生產及銷售 HK\$'000 千港元	Con-solidated 綜合 HK\$'000 千港元
<b>Year ended 31 December 2016</b> 截至2016年12月31日止年度								
Revenue	收入	—	5,216	—	120,280	252,450	48,814	426,760
Segment (loss) profit	分部(虧損)溢利	(1)	113,804	(57)	143,372	5,982	(213,951)	49,149
Other unallocated income, gains and losses	其他未分配收入、收益及虧損							58,546
Corporate expenses	公司費用							(56,276)
Finance costs	財務費用							(173,161)
Share of results of associates	攤佔聯營公司業績							12,917
Loss before taxation	除稅前虧損							(108,825)
<b>Year ended 31 December 2015</b> 截至2015年12月31日止年度								
Revenue	收入	—	2,796	—	86,107	220,376	30,759	340,038
Segment (loss) profit	分部(虧損)溢利	(4)	34,499	(39)	68,737	(19,130)	(150,190)	(66,127)
Other unallocated income, gains and losses	其他未分配收入、收益及虧損							73,373
Corporate expenses	公司費用							(66,828)
Finance costs	財務費用							(47,990)
Share of results of associates	攤佔聯營公司業績							(12,384)
Loss before taxation	除稅前虧損							(119,956)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 5. Revenue and Segment Information (Continued)

### Segment revenues and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3.

Segment profit (loss) represents the results of each segment without allocation of items which are not actively reviewed by the chief operating decision maker, including other unallocated income, gains and losses, comprising interest income other than those from loan receivables, net foreign exchange loss, net gain (loss) on disposal of corporate property, plant and equipment and certain miscellaneous unallocated income. The unallocated corporate expenses, finance costs and share of results of associates are not allocated into individual segment as they are under central management. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and performance assessment.

## 5. 收入及分部資料(續)

### 分部收入及業績(續)

經營分部之會計準則與本集團於附註3形容之會計準則是一致的。

分部溢利(虧損)指各分部的業績，主要營運決策者並無主動檢討之項目，當中包括，其他未分配收入、收益及虧損，包含除應收貸款以外之利息收入、滙兌虧損淨額、出售公司物業、廠房及設備之收益(虧損)淨額及若干未分配雜項收入。由於未予分配公司費用，財務費用及攤佔聯營公司業績，是基於中央管理下並不分類為獨立分部。這乃就資源分配及分部表現評估向主要營運決策者呈報之方法。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 5. Revenue and Segment Information (Continued)

## 5. 收入及分部資料(續)

### Other segment information

### 其他分部資料

	Distressed assets business	Investments	Sales of properties	Property leasing	Property management	Production and trading of petro-chemical products	Unallocated	Consolidated
	不良資產業務	投資	物業銷售	物業租賃	物業管理	石油化工產品生產及銷售	未予分配	綜合
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元

#### Year ended 31 December 2016

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Amounts included in the measure of segment profit or loss or segment assets:

包括於量度分部溢利或虧損或分部資產之金額：

Depreciation	折舊	-	-	-	(2,581)	(2,761)	(55,325)	(8,757)	(69,424)
Release of land use rights	土地使用權攤銷	-	-	-	-	-	(4,194)	-	(4,194)
Change in fair value of structured finance securities	結構性金融證券之公允值變動	-	103	-	-	-	-	-	103
Change in fair value of loan receivable with embedded derivative	附有嵌入式衍生工具之應收貸款之公允值變動	-	75,778	-	-	-	-	-	75,778
Interest income from loan receivables	應收貸款之利息收入	-	16,755	-	-	-	-	-	16,755
Change in fair value of held-for-trading investments	持作買賣投資公允值變動	-	(12,189)	-	-	-	-	-	(12,189)
Gain on disposal of available-for-sale investments	出售可供出售投資收益	-	28,190	-	-	-	-	-	28,190
Change in fair value of investment properties	投資物業公允值變動	-	-	-	69,995	-	-	-	69,995
Net gain (loss) on disposal of property, plant and equipment	出售物業、廠房及設備產生之收益(虧損)淨額	-	-	(35)	220	(70)	-	34	149

Amounts regularly provided to the chief operating decision maker:

定期提供給主要營運決策者之金額：

Capital additions	資本添置	-	-	-	7,603	5,407	77,557	1,721	92,288
— property, plant and equipment	— 物業、廠房及設備	-	-	-	-	-	823,680	-	865,037
Interest in associates	聯營公司權益	-	-	41,357	-	-	28,955	-	12,917
Share of results of associates	攤佔聯營公司業績	-	-	(16,038)	-	-	-	-	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 5. Revenue and Segment Information (Continued)

## 5. 收入及分部資料(續)

### Other segment information (Continued)

### 其他分部資料(續)

	Distressed assets business 不良資產業務 HK\$'000 千港元	Investments 投資 HK\$'000 千港元	Sales of properties 物業銷售 HK\$'000 千港元	Property leasing 物業租賃 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Production and trading of petro- chemical products 石油化工 產品生產 及銷售 HK\$'000 千港元	Unallocated 未予分配 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
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### Year ended 31 December 2015

截至2015年12月31日止年度

Amounts included in the measure of segment profit or loss or segment assets:  
包括於量度分部溢利或虧損或分部資產之金額：

Depreciation	折舊	—	—	—	(785)	(1,845)	(28,298)	(8,886)	(39,814)
Release of land use rights	土地使用權攤銷	—	—	—	—	—	(4,487)	—	(4,487)
Change in fair value of structured finance securities	結構性金融證券之公允值變動	—	73	—	—	—	—	—	73
Change in fair value of loan receivable with embedded derivative	附有嵌入式衍生工具之應收貸款之公允值變動	—	41,822	—	—	—	—	—	41,822
Interest income from loan receivables	應收貸款之利息收入	—	41,300	—	—	—	—	—	41,300
Change in fair value of held-for-trading investments	持作買賣投資公允值變動	—	(41,956)	—	—	—	—	—	(41,956)
Gain on disposal of available-for-sale investments	出售可供出售投資收益	—	758	—	—	—	—	—	758
Change in fair value of investment properties	投資物業公允值變動	—	—	—	36,875	—	—	18	36,893
Impairment loss recognised on available-for-sale investments	可供出售投資確認之減值虧損	—	(4,323)	—	—	—	—	—	(4,323)
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備產生之虧損淨額	—	—	—	(156)	(109)	—	(301)	(566)

Amounts regularly provided to the chief operating decision maker:  
定期提供給主要營運決策者的金額：

Capital additions	資本添置	—	—	—	78	4,236	761,765	—	766,079
— property, plant and equipment	— 物業、廠房及設備	—	—	—	—	—	682,852	—	743,526
Interest in associates	聯營公司權益	—	—	60,674	—	—	—	—	—
Share of results of associates	攤佔聯營公司業績	—	—	(18,266)	—	—	5,882	—	(12,384)

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## 5. Revenue and Segment Information (Continued)

### Other segment information (Continued)

During year ended 31 December 2016 and 2015, no single customer accounted for 10% or more of Group's total revenue.

### Geographical information

The Group's operations are located in the PRC and Hong Kong. The Group's revenue from external customers is based on the location of the Group's operations to derive the revenue and information about its non-current assets by geographical location of the assets are detailed below:

		Revenue 收入		Non-current assets 非流動資產	
		2016 HK\$'000 千港元	2015 HK\$'000 千港元	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Hong Kong	香港	5,847	3,731	294,004	283,499
PRC	中國	420,913	336,307	6,900,498	7,105,812
		426,760	340,038	7,194,502	7,389,311

Note: Non-current assets excluded financial instruments.

## 5. 收入及分部資料(續)

### 其他分部資料(續)

於2016年及2015年12月31日止年度內，本集團收入總額並沒有單一客戶列賬多於10%。

### 地域資料

本集團之營運地點是中國及香港。本集團由外在顧客中之收入是基於本集團之營運地點以取得收入及該非流動資產以地域分類的資料載列如下：

附註：非流動資產不包括金融工具。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

### 6. OTHER INCOME, GAINS AND LOSSES

### 6. 其他收入、收益及虧損

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Interest income	利息收入		
— bank deposits	— 銀行存款	<b>6,034</b>	13,234
— amounts due from an associate	— 應收一家聯營公司	<b>52,258</b>	55,763
— loan receivables	— 應收貸款	<b>16,755</b>	41,300
— others	— 其他	<b>2,774</b>	13,732
Commission income	佣金收入	<b>3,095</b>	3,290
Net foreign exchange loss	滙兌虧損淨額	<b>(3,323)</b>	(8,878)
Net gain (loss) on disposal of property, plant and equipment	出售物業、廠房及設備之收益(虧損) 淨額	<b>149</b>	(566)
Government grant (Note)	政府補貼(附註)	<b>826</b>	1,225
Others	其他	<b>583</b>	(177)
		<b>79,151</b>	118,923

Note: During year ended 31 December 2016 and 2015, amount mainly represents for non-recurring reward received from PRC tax bureau to recognise the Group's significant contribution of tax in prior years.

附註：於2016年及2015年12月31日止年度內，金額主要為收取中國稅務機關給予的非經常性獎勵，以確認本集團過往年度所作出重大稅務貢獻。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 7. Finance Costs

### 7. 財務費用

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Interest on bank loans wholly repayable within five years	須於五年內悉數償還的銀行借款利息	<b>123,740</b>	121,416
Interest on other loans wholly repayable within five years	須於五年內悉數償還的其他借貸利息	<b>49,421</b>	37,755
Total	總額	<b>173,161</b>	159,171
Less: Amounts capitalised in the cost of qualifying assets	減：資本化為合資格資產成本金額	—	(111,181)
		<b>173,161</b>	47,990

Borrowing costs capitalised during year ended 31 December 2015 were specifically related to expenditure on qualifying assets.

於2015年12月31日止年度內資本化之借貸成本與合資格資產之特定開支有關。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

### 8. Directors' and Chief Executive's Remuneration

The emoluments paid or payable to each of the directors and the chief executive were as follows:

### 8. 董事及行政總裁酬金

已付或須付予各董事及行政總裁的酬金如下：

		2016				
		Salaries and other benefits	MPF contribution	Performance bonus	Total	
Fees	薪金及其他福利	強積金供款	表現花紅			
袍金	其他福利	供款	表現花紅		總額	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
千港元	千港元	千港元	千港元	千港元	千港元	
			(Note b)			
			(附註b)			
<b>Executive directors</b>	<b>執行董事</b>					
Gao Jian Min (Note a)	高建民(附註a)	500	4,817	18	630	5,965
Liu Tianni	劉天倪	400	—	—	—	400
Gu Jianguo (Note c)	顧建國(附註c)	400	—	—	—	400
		1,300	4,817	18	630	6,765

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

上列執行董事酬金乃其為本公司及本集團有關業務管理提供服務的酬金。

<b>Non-executive directors</b>	<b>非執行董事</b>					
Chen Xiaozhou (Note c)	陳孝周(附註c)	500	—	—	—	500
Hui Xiao Bing	惠小兵	500	—	—	—	500
Chen Qiming	陳啓明	500	—	—	—	500
		1,500	—	—	—	1,500

The non-executive directors' emoluments shown above were for their services as directors of the Company.

上列非執行董事酬金乃其成為本公司董事之服務酬金。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

### 8. Directors' and Chief Executive's Remuneration (Continued)

### 8. 董事及行政總裁酬金(續)

		2016				
		Salaries and other benefits	MPF contribution	Performance bonus	Total	
		Fees				
		袍金	薪金及其他福利	強積金供款	表現花紅	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
					(Note b)	
					(附註b)	
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>					
Liang Qing	梁青	400	—	—	—	400
Zhang Lu	張璐	400	—	—	—	400
Hung Muk Ming	洪木明	300	—	—	—	300
		1,100	—	—	—	1,100
The independent non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.		上列獨立非執行董事酬金乃其成為本公司或其附屬公司之董事之服務酬金。				
Total	總額	3,900	4,817	18	630	9,365



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 8. Directors' and Chief Executive's Remuneration (Continued)

## 8. 董事及行政總裁酬金(續)

		2015				
		Fees	Salaries and other benefits	MPF contribution	Performance bonus	Total
		袍金	薪金及其他福利	強積金供款	表現花紅	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
					(Note b)	
					(附註b)	
<b>Executive directors</b>	<b>執行董事</b>					
Gao Jian Min (Note a)	高建民(附註a)	500	4,530	18	700	5,748
Liu Tianni	劉天倪	400	—	—	—	400
Gu Jianguo (Note c)	顧建國(附註c)	400	—	—	—	400
		1,300	4,530	18	700	6,548

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

上列執行董事酬金乃其為本公司及本集團有關業務提供服務的酬金。

<b>Non-executive directors</b>	<b>非執行董事</b>					
Chen Xiaozhou (Note c)	陳孝周(附註c)	500	—	—	—	500
Hui Xiao Bing	惠小兵	500	—	—	—	500
Chen Qiming	陳啓明	500	—	—	—	500
		1,500	—	—	—	1,500

The non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

上列非執行董事酬金乃其成為本公司或其附屬公司董事之服務酬金。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

### 8. Directors' and Chief Executive's Remuneration (Continued)

### 8. 董事及行政總裁酬金(續)

		2015					
		Fees	Salaries and other benefits	MPF contribution	Performance bonus	Total	
		袍金	薪金及其他福利	強積金供款	表現花紅	總額	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	
					(Note b)		
					(附註b)		
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>						
Liang Qing	梁青	400	—	—	—	400	
Zhang Lu	張璐	400	—	—	—	400	
Hung Muk Ming	洪木明	300	—	—	—	300	
		1,100	—	—	—	1,100	
<b>Total</b>	<b>總額</b>	<b>3,900</b>	<b>4,530</b>	<b>18</b>	<b>700</b>	<b>9,148</b>	

The independent non-executive directors' emoluments shown above were for their services as directors of the Company or its subsidiaries.

上列獨立非執行董事酬金乃其成為本公司或其附屬公司之董事之服務酬金。

No directors of the Company waived or agreed to waive any emoluments in both years.

本公司董事於兩個年度沒有放棄任何袍金。

Notes:

附註：

- (a) Mr. Gao Jian Min is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive.
- (b) The performance related incentive payments are determined having regard to the performance of individuals and market trends.
- (c) Mr. Chen Xiaozhou and Mr. Gu Jianguo resigned as the director of the Company on 20 January 2017.

- (a) 高建民先生同時亦為本公司之行政總裁及上文披露其袍金已包括彼作為行政總裁所提供服務的酬金。
- (b) 按表現發放之花紅乃經參考個人表現及市場趨勢後釐定。
- (c) 陳孝周先生及顧建國先生於2017年1月20日辭任本公司董事。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

### 9. Employees' Remuneration

The five highest paid individuals of the Group included one (2015: one) director and the chief executive, details of whose emolument are set out in note 8 above. The emoluments of the remaining four (2015: four) individuals are as follows:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	7,823	16,499
Performance related incentive payments	按表現發放之獎金	2,292	2,100
Retirement benefit costs	退休福利成本	54	54
		<b>10,169</b>	<b>18,653</b>

Their emoluments are within the following bands:

彼等的酬金介乎下列區間：

		Number of employees 僱員人數	
		2016	2015
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	2	—
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	2	2
HK\$5,000,001 to HK\$6,000,000	5,000,001 港元至 6,000,000 港元	—	1
HK\$7,500,001 to HK\$8,000,000	7,500,001 港元至 8,000,000 港元	—	1
		<b>4</b>	<b>4</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 10. Taxation

## 10. 稅項

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>Tax charge (credit) comprises:</b>	<b>稅項支出(收入)包括：</b>		
PRC Enterprise Income Tax — current tax	中國企業所得稅 — 即期	<b>25,358</b>	1,838
PRC Enterprise Income Tax — under(over) provision in prior year	中國企業所得稅 — 前年度提撥不足(超額提撥)	<b>74</b>	(1,196)
		<b>25,432</b>	642
Deferred taxation (note 34):	遞延稅項：(附註34)		
— current year	— 本年度	<b>16,852</b>	9,219
Tax charge attributable to the Company and its subsidiaries	本公司及其附屬公司應佔稅項支出	<b>42,284</b>	9,861

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profits for both years. No provision for Hong Kong Profits Tax has been made as the Company and its subsidiaries in Hong Kong incurred tax losses.

The taxation charge of the PRC Enterprise Income Tax for the year has been made based on the Group's estimated assessable profits calculated in accordance with the relevant income tax laws applicable to the subsidiaries in the PRC.

The withholding tax arising from dividend income received from PRC subsidiaries is calculated at 5%.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of PRC subsidiaries is 25% from 1 January 2008 onwards.

兩個年度之香港利得稅乃以預計應課稅溢利按16.5%計提。由於本公司及其於香港之附屬公司錄得稅務虧損，故並沒有提撥香港利得稅。

年內之中國企業所得稅乃本集團於中國之附屬公司以估計的應課稅溢利按適用的所得稅法例計算所得之稅項支出。

源自收取一家中國附屬公司股息收入之預扣稅乃按照5%稅率計提。

根據中華人民共和國企業所得稅稅法(「所得稅法」)及所得稅法的實施細則，從2008年1月1日起，於中國之附屬公司適用之稅率為25%。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

### 10. Taxation (Continued)

Taxation for the year can be reconciled to the loss before taxation per the consolidated statement of profit or loss as follows:

### 10. 稅項(續)

年內稅項可與綜合損益表中除稅前虧損對賬如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Loss before taxation	除稅前虧損	<b>(108,825)</b>	(119,956)
Taxation at the PRC Enterprise Income Tax rate of 25%	按中國企業所得稅稅率25%之稅項	<b>(27,206)</b>	(29,989)
Tax effect of expenses not deductible for tax purpose	就稅務用途不得扣減開支的稅務影響	<b>17,888</b>	16,742
Tax effect of income not taxable for tax purpose	就稅務用途無須課稅收入的稅務影響	<b>(46,148)</b>	(42,799)
Tax effect of share of results of associates	攤佔聯營公司業績的稅務影響	<b>(3,229)</b>	3,096
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	<b>75,901</b>	54,788
Withholding tax arising from dividend income received from PRC subsidiaries	收取中國附屬公司股息收入之預扣稅	<b>8,152</b>	—
Tax effect of change in fair value of investment properties	投資物業價值變動的稅務影響	<b>16,852</b>	9,219
Under(over)provision in prior year	以前年度提撥不足(超額提撥)	<b>74</b>	(1,196)
Income tax expenses for the year	年內所得稅支出	<b>42,284</b>	9,861

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

### 10. Taxation (Continued)

The following is an analysis of the tax effect relating to other comprehensive income:

### 10. 稅項(續)

以下是有關其他全面收益稅務影響之分析：

		2016			2015		
		Before-tax amount	Tax expense	Net-of-tax amount	Before-tax amount	Tax expense	Net-of-tax amount
		除稅前金額	稅務支出	除稅後金額	除稅前金額	稅務支出	除稅後金額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Exchange difference arising on translation	換算產生之滙兌差額	(424,732)	—	(424,732)	(397,163)	—	(397,163)
Fair value gain (loss) on available-for-sale investments	可供出售投資之公允值收益(虧損)	28,173	—	28,173	(19,102)	—	(19,102)
Reclassification of revaluation reserve upon disposal of available-for-sale investments	於出售可供出售投資時重列至重估儲備	(28,190)	—	(28,190)	(758)	—	(758)
Impairment loss on available-for-sale investments recycled to profit for the year	年內回撥損益之可供出售投資減值虧損	—	—	—	4,323	—	4,323
Gain arising on revaluation of leasehold properties	重估租賃物業產生之收益	14,608	(1,432)	13,176	12,659	(1,020)	11,639
Share of other comprehensive expense of associates	攤佔聯營公司之其他全面支出	(5,573)	—	(5,573)	(10,535)	—	(10,535)
		(415,714)	(1,432)	(417,146)	(410,576)	(1,020)	(411,596)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 11. Loss for the Year

Loss for the year has been arrived at after charging (crediting):

## 11. 年內虧損

年內虧損已扣除(計入)：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Auditor's remuneration	核數師酬金	2,800	2,800
Cost of inventories recognised as an expense	存貨成本計入費用	47,947	52,818
Depreciation for property, plant and equipment	物業、廠房及設備之折舊	69,424	39,814
Release of land use rights	土地使用權攤銷	4,194	4,487
Operating lease rentals in respect of land and buildings	土地及樓宇之營運租約租金	2,999	598
Staff costs including directors' and chief executive's remuneration set out in note 8	員工費用包括載列於附註8之董事及行政總裁酬金	222,858	191,114
Rental income under operating leases for investment properties, less outgoings of HK\$5,675,000 (2015: HK\$5,572,000)	投資物業項下營運租約之租金收入，扣除開支5,675,000港元(2015：5,572,000港元)	(114,605)	(80,535)

### Other expenses

Starting from the second half of the year ended 31 December 2013, the Group's subsidiary TZ United East voluntarily suspended production due to shortage of raw materials. Direct costs, such as wages, depreciation expenses, consumables and other direct attributable costs incurred by TZ United East during this suspension period were recognised to profit or loss as other expenses for both years.

### 其他費用

於2013年12月31日止年度下半年開始，本集團之附屬公司泰州東聯化工因原材料短缺而自願暫停生產。泰州東聯化工於暫停生產期間發生的直接成本如薪金、折舊支出、消耗品及其他直接相關成本於兩年內於損益表確認為其他費用。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

### 12. Loss Per Share

The calculation of the basic loss per share attributable to owners of the Company is based on the following data:

### 12. 每股虧損

本公司擁有人應佔的每股基本虧損乃根據下列數據計算所得：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>Loss:</b>	<b>虧損：</b>		
Loss for the purpose of basic loss per share (loss for the year attributable to owners of the Company)	用以計算每股基本虧損之虧損(本公司擁有人應佔年內虧損)	(35,122)	(65,777)
		2016 in thousand 千股	2015 in thousand 千股
<b>Number of shares:</b>	<b>股份數目：</b>		
Weighted average number of ordinary shares for the purpose of basic loss per share	用以計算每股基本虧損之加權平均股份數目	2,304,850	2,304,850

No diluted loss per share for the year ended 31 December 2016 and 2015 were presented as the Company has no potential ordinary shares for the year ended 31 December 2016 and 2015.

截至2016年及2015年12月31日止年度，由於本公司並無潛在普通股股份，因此並沒有於2016年及2015年12月31日止年度列示每股攤薄虧損。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 13. Dividend

No dividend was paid or proposed for ordinary shareholders of the Company during 2016, nor has any dividend proposed since the end of the reporting period (2015: final dividend of 2014, paid HK\$0.05 per share, in aggregate of approximately HK\$115,242,000).

## 14. Investment Properties

### Fair Value

At the beginning of the year

Exchange adjustments

Reclassified from property, plant and equipment (*Note*)

Net increase in fair value recognised in profit or loss

At the end of the year

Unrealised gain on property revaluation included in profit or loss

### 公允值

於年初

滙兌調整

從物業、廠房及設備轉入(附註)

於損益表確認之公允值增加淨額

於年末

包括於損益表物業重估之未變現收益

2016  
HK\$'000  
千港元

2015  
HK\$'000  
千港元

2,443,340

(157,716)

—

69,995

2,355,619

69,995

2,479,864

(142,417)

69,000

36,893

2,443,340

36,893

At 31 December 2016, the legal title of the Group's investment properties with carrying value of approximately HK\$22,790,000 (2015: HK\$23,901,000) situated in the PRC has not been passed to the Group.

*Note:* A residential property, which was used as staff quarter in prior years, of the Group has rented out for rental income during year ended 31 December 2015. Hence, the residential property was reclassified from property, plant and equipment to investment property during year ended 31 December 2015. As at date of reclassification, the fair value of the investment property was HK\$69,000,000.

## 13. 股息

於2016年內並無派付或建議派付股息予本公司普通股股東，同時於報告期末後亦無建議宣派任何股息(2015年：已付之2014年末期股息每股0.05港元，總額約為115,242,000港元)。

## 14. 投資物業

於2016年12月31日，本集團位於中國賬面值約為22,790,000港元(2015年：23,901,000港元)的投資物業之業權仍未過戶至本集團。

*附註：*本集團於以前年度用作員工宿舍之住宅物業於2015年12月31日已出租作租金收入。因此，住宅物業由物業、廠房及設備重列至投資物業。於重列當日，投資物業之公允值為69,000,000港元。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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截至2016年12月31日止年度

### 14. Investment Properties (Continued)

The carrying value of the investment properties comprises:

### 14. 投資物業(續)

投資物業之賬面值包括：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Held under long-term lease/land use right:	以長期租約／土地使用權方式持有：		
— situated in the PRC	— 位於中國	<b>30,335</b>	31,637
— situated in Hong Kong	— 位於香港	<b>73,700</b>	70,000
		<b>104,035</b>	101,637
Held under medium-term lease/land use right:	以中期租約／土地使用權方式持有：		
— situated in the PRC	— 位於中國	<b>2,251,584</b>	2,341,703
		<b>2,355,619</b>	2,443,340

All the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

所有本集團以營運租約方式持有作收租或資本增值用途的物業權益均以公允值模式計量，並分類及列賬為投資物業。

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## 14. Investment Properties (Continued)

### Fair value measurements and valuation process

The fair value of the investment properties of the Group at 31 December 2016 and 2015 have been arrived at on the basis of valuations carried out on the respective dates by Vigers Appraisal & Consulting Limited (“Vigers”) and A-Plus Surveyors Limited (“A-Plus”), both are independent qualified professional valuer not connected to the Group. Vigers and A-Plus are members of the Institute of Valuers of Hong Kong.

The fair value was determined by reference to comparable sales transactions available in the relevant market or by investment approach, where the market rentals of all lettable units of the properties are assessed and discounted at the market yield expected by investors for these types of properties. The market rentals are assessed by reference to the rentals achieved in the lettable units of the properties as well as other lettings of similar properties in the neighbourhood. The capitalisation rate adopted is made by reference to the yields derived from analysing the sales transactions of similar commercial properties and adjusted to take into account the market expectation from property investors to reflect factors specific to the Group’s investment properties.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The investment properties measured at fair value subsequently to initial recognition, are grouped to Level 3 based on the degree to which the inputs to the fair value are observable and the significance of these inputs.

There was no transfer into or out of Level 3 for both years.

## 14. 投資物業(續)

### 公允值計量及估值程序

本集團的投資物業於2016年及2015年12月31日之公允值乃基於威格斯資產評估顧問有限公司(「威格斯」)及恒信測量師行有限公司(「恒信」)，兩者與本集團並無關連的獨立合資格專業估值師就該日的價值進行評估所得。威格斯及恒信是估值師學會成員。

公允值是參考於相關市場之可供比較的銷售交易或投資方式藉評估所有可出租物業單位之市場租金及使用投資者就此類物業所預期的市場回報率折現釐定。市場租金評估是參考已完成出租物業單位之租金及其他鄰近相近之出租物業。資本化利率是參考分析於香港之相似商業物業之銷售交易及調整物業投資者對市場的期望從而反映本集團投資物業之特別因素。

就估算物業之公允值而言，物業之現有用途是最高及最佳用途。

首次確認後之投資物業以公允值計算，並根據可觀察公允值之信息之程度及該信息之重要性之程度分類為第3類。

於兩個年度並沒有第3類的轉換出入。

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## 14. Investment Properties (Continued)

### Fair value measurements and valuation process (Continued)

At the end of the reporting period, the management of the Group works closely with the independent qualified professional valuer to establish and determine the appropriate valuation techniques and inputs of the valuation. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the management of the Group.

### Information about fair value measurements using significant unobservable input (Level 3)

The following table shows the valuation techniques used in the determination of fair value for investment properties and the key unobservable inputs used in the valuation models.

Description 項目	Fair value at 31 December 於12月31日之公允值		Valuation techniques 評估技術	Unobservable inputs 不可被觀察之信息	Range of unobservable inputs 不可被觀察之信息範圍		Relationship of unobservable inputs to fair value 不可被觀察之信息與公允值之關係
	2016 HK\$'000 千港元	2015 HK\$'000 千港元			2016	2015	
Office 辦公室	23,549	24,373	Investment approach 投資方法	(i) Capitalisation rate 資本化利率	6%	4%	Slightly higher the capitalisation rate, slightly lower the fair value 資本化利率微高，公允值微低
				(ii) Market rent 市場租金	RMB68 — RMB80 per square meter per month 每月每平方米人民幣68元 — 人民幣80元	RMB68 — RMB78 per square meter per month 每月每平方米人民幣68元 — 人民幣78元	Slightly higher the market rent, slightly higher the fair value 市場租金微高，公允值微高
Carpark 停車場	152,902	163,680	Comparison approach 比較方法	Adjusted transaction price 經調整交易價	RMB3,723 — RMB7,446 per square meter 每平方米人民幣3,723元 — 人民幣7,446元	RMB5,053 — RMB7,446 per square meter 每平方米人民幣5,053元 — 人民幣7,446元	Slightly higher the adjusted price slightly higher the fair value 經調整價微高，公允值微高

## 14. 投資物業(續)

### 公允值計量及估值程序(續)

於報告期末，本集團之管理層與獨立合資格專業估值師緊密合作於建立及釐定適當評估技術及評估信息。若資產之公允值有重大變動，其變動之成因將會向本集團之管理層呈報。

### 關於用重大不可被觀察之信息計量公允值之資料(第3類)

下表顯示用於投資物業公允值計量之評估技術及用於評估模式中主要不可被觀察之信息。

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## 14. Investment Properties (Continued)

### Fair value measurements and valuation process

(Continued)

### Information about fair value measurements using significant unobservable input (Level 3) (Continued)

## 14. 投資物業(續)

### 公允值計量及估值程序(續)

### 關於用重大不可被觀察之信息計量公允值之資料(第3類)(續)

Description 項目	Fair value at 31 December 於12月31日之公允值		Valuation techniques 評估技術	Unobservable inputs 不可被觀察之信息	Range of unobservable inputs 不可被觀察之信息範圍		Relationship of unobservable inputs to fair value 不可被觀察之信息與公允值之關係
	2016 HK\$'000 千港元	2015 HK\$'000 千港元			2016	2015	
Commercial A 商業甲	948,661	1,015,532	Investment approach 投資方法	(i) Capitalisation rate 資本化利率	4% — 6%	4% — 6%	Slightly higher the capitalisation rate, slightly lower the fair value 資本化利率微高，公允值微低
				(ii) Market rent 市場租金	RMB70 — RMB135 per square meter per month 每月每平方米 人民幣70元 — 人民幣135元	RMB70 — RMB135 per square meter per month 每月每平方米 人民幣70元 — 人民幣135元	Slightly higher the market rent, slightly higher the fair value 市場租金微高，公允值微高
Residential A 住宅甲	1,134,017	1,145,854	Comparison approach 比較方法	Adjusted transaction price 經調整交易價	RMB42,169 — RMB46,739 per square meter 每平方米人民幣 42,169元 — 人民幣46,739元	RMB43,333 — RMB47,482 per square meter 每平方米人民幣 43,333元 — 人民幣47,482元	Slightly higher the adjusted price rate, slightly higher the fair value 經調整價微高，公允值微高
Residential B 住宅乙	73,700	70,000	Comparison approach 比較方法	Adjusted transaction price 經調整交易價	HK\$21,039 — HK\$29,889 per square feet 每平方呎 21,039港元 — 29,889港元	HK\$18,121 — HK\$26,979 per square feet 每平方呎 18,121港元 — 26,979港元	Slightly higher the adjusted price rate, slightly higher the fair value 經調整價微高，公允值微高
Commercial B 商業乙	22,790	23,901	Comparison approach 比較方法	Adjusted transaction price 經調整交易價	RMB44,444 — RMB47,987 per square meter 每平方米人民幣 44,444元 — 人民幣47,987元	RMB39,167 — RMB50,141 per square meter 每平方米人民幣 39,167元 — 人民幣50,141元	Slightly higher the adjusted price rate, slightly higher the fair value 經調整價微高，公允值微高

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### 14. Investment Properties (Continued)

#### **Fair value measurements and valuation process** (Continued)

#### **Information about fair value measurements using significant unobservable input (Level 3)** (Continued)

As at 31 December 2015, certain of the Group's investment properties were held under a business model whose objective is to recover through sale, of which HK\$205,628,000 has been reclassified as assets held-for-sale upon meeting the conditions for such classification.

As at 31 December 2015 the fair value of the investment properties reclassified as assets classified as held-for-sale was arrived at by reference to the selling price agreed with independent third parties during the year ended 31 December 2015.

### 14. 投資物業(續)

#### 公允值計量及估值程序(續)

#### 關於用重大不可被觀察之信息計量公允 值之資料(第3類)(續)

於2015年12月31日，本集團持有部份之若干投資物業是以出售為目標之商業模式，其中205,628,000港元符合該調整之條件而轉入列作持作銷售之資產。

於2015年12月31日，由投資物業重列為列作持作銷售之資產之公允值是以於截至2015年12月31日之年度內與獨立第三方議定的銷售價而釐定。

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## 15. Property, Plant and Equipment

## 15. 物業、廠房及設備

		Leasehold	Leasehold	Furniture	Office	Motor	Factory,	Construction	Total
		land and		improvements			and		
		buildings		fixtures	equipment	vehicles	machinery		合計
		租賃土地	租賃物業裝修	傢俬及設備	辦公室設備	汽車	工廠、廠房及機器	在建工程	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>COST OR VALUATION</b>	<b>成本值或估值</b>								
At 1 January 2015	於2015年1月1日	343,829	7,882	15,454	16,024	38,708	209,134	2,982,307	3,613,338
Exchange adjustments	滙兌調整	(986)	—	(797)	(803)	(1,962)	(11,853)	(173,516)	(189,917)
Reclassified to investment properties (Note 14)	重列至投資物業(附註14)	(69,000)	—	—	—	—	—	—	(69,000)
Additions	添置	—	—	973	1,715	2,592	173	760,626	766,079
Disposals	出售	—	—	(979)	(1,214)	(1,100)	(2,258)	—	(5,551)
Revaluation	重估	4,187	—	—	—	—	—	—	4,187
At 31 December 2015	於2015年12月31日	278,030	7,882	14,651	15,722	38,238	195,196	3,569,417	4,119,136
Exchange adjustments	滙兌調整	(1,067)	(318)	(1,247)	(1,050)	(2,266)	(167,627)	(87,182)	(260,757)
Transferred upon completion	完工後轉劃	—	—	—	1,431	—	3,465,335	(3,466,766)	—
Additions	添置	—	7,122	3,909	1,916	5,020	1,583	72,738	92,288
Disposals	出售	—	—	(328)	(734)	(3,250)	—	—	(4,312)
Revaluation	重估	6,235	—	—	—	—	—	—	6,235
At 31 December 2016	於2016年12月31日	283,198	14,686	16,985	17,285	37,742	3,494,487	88,207	3,952,590
Comprising:	包括:								
At cost	按成本值	—	14,686	16,985	17,285	37,742	3,494,487	88,207	3,669,392
At professional valuation – 2016	按2016年之專業估值	283,198	—	—	—	—	—	—	283,198
		283,198	14,686	16,985	17,285	37,742	3,494,487	88,207	3,952,590
<b>DEPRECIATION</b>	<b>折舊</b>								
At 1 January 2015	於2015年1月1日	4,594	7,882	7,632	11,409	22,324	91,270	—	145,111
Exchange adjustments	滙兌調整	(271)	—	(379)	(655)	(1,262)	(6,190)	—	(8,757)
Provided for the year	年度準備	9,614	—	723	1,329	3,662	24,486	—	39,814
Eliminated on disposals	出售時撇銷	—	—	(884)	(1,096)	(990)	(1,957)	—	(4,927)
Eliminated on revaluation	重估時撇銷	(8,472)	—	—	—	—	—	—	(8,472)
At 31 December 2015	於2015年12月31日	5,465	7,882	7,092	10,987	23,734	107,609	—	162,769
Exchange adjustments	滙兌調整	(741)	(100)	(440)	(716)	(1,363)	(8,995)	—	(12,355)
Provided for the year	年度準備	9,440	2,247	1,171	1,593	3,651	51,322	—	69,424
Eliminated on disposals	出售時撇銷	—	—	(295)	(663)	(2,835)	—	—	(3,793)
Eliminated on revaluation	重估時撇銷	(8,373)	—	—	—	—	—	—	(8,373)
At 31 December 2016	於2016年12月31日	5,791	10,029	7,528	11,201	23,187	149,936	—	207,672
<b>CARRYING VALUES</b>	<b>賬面值</b>								
At 31 December 2016	於2016年12月31日	277,407	4,657	9,457	6,084	14,555	3,344,551	88,207	3,744,918
At 31 December 2015	於2015年12月31日	272,565	—	7,559	4,735	14,504	87,587	3,569,417	3,956,367

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### 15. Property, Plant and Equipment (Continued)

The above items of property, plant and equipment, except for construction in progress, are depreciated on a straight-line over the following years:

Leasehold land and buildings	50 years or over the lease term, whichever is shorter
Leasehold improvements	3 years
Furniture and fixtures	10 years
Office equipment	5 years
Motor vehicles	6 – 10 years
Factory, plant and machinery	10 – 20 years

At 31 December 2016, the legal titles of the Group's properties and a container terminal with carrying value of approximately HK\$32,233,000 (2015: HK\$33,805,000) and HK\$108,610,000 (2015: HK\$106,809,000) situated in the PRC have not been passed to the Group.

Included in the Group's property, plant and equipment, HK\$3,439,063,000 belonged to the Group's production and trading on petrochemical products segment. During the year ended 31 December 2016, the Group performed impairment review of these property, plant and equipment by reference to a valuation performed by Vigers, which was detailed in Note 17.

The carrying value of the leasehold properties comprises:

### 15. 物業、廠房及設備(續)

除在建工程外以上物業、廠房及設備之項目是以下述之年份以直線法折舊：

租賃土地及樓宇	50年或以租約年期以短為準
租賃物業裝修	3年
傢俬及設備	10年
辦公室設備	5年
汽車	6 – 10年
工廠、廠房及機器	10 – 20年

於2016年12月31日，本集團位於中國之物業及集裝箱碼頭之賬面值約為32,233,000港元(2015年：33,805,000港元)及108,610,000港元(2015年：106,809,000港元)之業權仍未過戶至本集團。

本集團之物業、廠房及設備包括3,439,063,000港元是屬於本集團之石油化工產品生產及銷售分部。於2016年12月31日年內，本集團就該物業、廠房及設備參照威格斯之評估(詳情載列於附註17)進行減值檢閱。

租賃物業之賬面值包括：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Long-term leasehold properties situated in Hong Kong	在香港的長期租賃物業	218,250	211,550
Properties under medium-term land use right situated in the PRC	在中國以中期土地使用權持有的物業	59,157	61,015
		<b>277,407</b>	272,565



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### 15. Property, Plant and Equipment (Continued)

The fair values of the Group's leasehold land and buildings at 31 December 2016 and 2015 have been arrived at on the basis of valuations carried out on the respective dates by Vigers and A-Plus. The valuations were arrived at using direct comparison method by reference to sales evidence as available on the market. The revaluation surplus on revaluation of the leasehold land and buildings amounted to approximately HK\$14,608,000 (2015: HK\$12,659,000) was credited to asset revaluation reserve.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The leasehold land and buildings measured at fair value subsequent to initial recognition are grouped to Level 3 based on the degree to which the inputs to the fair value are observable and the significance of these inputs.

There was no transfer into or out of Level 3 for both years.

### 15. 物業、廠房及設備(續)

本集團的租賃土地及樓宇於2016年及2015年12月31日之公允值乃基於威格斯及恆信就該日所作出之價值評估所得。評估值乃使用直接比較法經參照合適的市場可取得的銷售證據而釐定。租賃土地及樓宇重估盈利金額約為14,608,000港元(2015年：12,659,000港元)港元已計入資產重估儲備。

就估算物業之公允值而言，物業之現有用途是最高及最佳用途。

首次確認後之租賃土地及樓宇物業以公允值計算，並根據可觀察公允值之信息之程度及該信息之重要性之程度分類為第3類。

於兩個年度並沒有第3類的轉換出入。

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## 15. Property, Plant and Equipment (Continued)

### Information about fair value measurements using significant unobservable input (Level 3)

The following table shows the valuation techniques used in the determination of fair values for the Group's major leasehold land and buildings and the key unobservable inputs used in the valuation models.

## 15. 物業、廠房及設備(續)

### 關於用重大不可被觀察之信息計量公允價值之資料(第3類)

下表顯示用於本公司及本集團之主要租賃土地及樓宇公允價值計量之評估技術及用於評估模式中主要不可被觀察之信息。

Description 項目	Fair value 公允價值		Valuation techniques 評估技術	Unobservable inputs 不可被觀察之信息	Range of unobservable inputs 不可被觀察之信息範圍		Relationship of unobservable inputs to fair value 不可被觀察之信息與公允價值之關係
	2016 HK\$'000 千港元	2015 HK\$'000 千港元			2016	2015	
Office A 辦公室甲	32,233	33,805	Comparison approach 比較方法	Adjusted transaction price 經調整交易價	RMB32,000 — RMB37,500 per square meter 每平方米人民幣 32,000元 — 人民幣37,500元	RMB28,000 — RMB35,000 per square meter 每平方米人民幣 28,000元 — 人民幣35,000元	Slightly higher the adjusted price rate, slightly higher the fair value 經調整價微高，公允 值微高
Office B 辦公室乙	200,500	195,000	Comparison approach 比較方法	Adjusted transaction price 經調整交易價	HK\$41,922 — HK\$52,231 per square feet 每平方呎41,922 港元 — 52,231 港元	HK\$37,474 — HK\$44,409 per square feet 每平方呎 37,474港元 — 44,409港元	Slightly higher the adjusted price rate, slightly higher the fair value 經調整價微高，公允 值微高
Residential 住宅	37,415	35,331	Comparison approach 比較方法	Adjusted transaction price 經調整交易價	HK\$3,390 — HK\$11,303 per square feet 每平方呎3,309 港元 — 11,303 港元	HK\$3,309 — HK\$10,321 per square feet 每平方呎3,309 港元 — 10,321 港元	Slightly higher the adjusted price rate, slightly higher the fair value 經調整價微高，公允 值微高
Car park 停車場	424	430	Comparison approach 比較方法	Adjusted transaction price 經調整交易價	RMB160,000 — RMB170,000 per car park space 每個停車場單位 人民幣160,000 元 — 人民幣 170,000元	RMB191,158 — RMB227,000 per car park space 每個停車場單位 人民幣191,158 元 — 人民幣 227,000元	Slightly higher the adjusted price rate, slightly higher the fair value 經調整價微高，公允 值微高

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## 15. Property, Plant and Equipment (Continued)

### Information about fair value measurements using significant unobservable input (Level 3) (Continued)

Certain leasehold interest in land cannot be allocated reliably between the land and buildings elements, the leasehold interest in land continues to be accounted for as property, plant and equipment.

If leasehold properties had not been revalued, they would have been included at a historical cost basis at the following amounts:

## 15. 物業、廠房及設備(續)

### 關於用重大不可被觀察之信息計量公允價值之資料(第3類)(續)

若干租賃土地之權益無法可靠地分配至土地及樓宇部分，則土地之租賃權益將繼續列賬為物業、廠房及設備。

倘租賃物業未予重估，則該等物業會以歷史成本基準列賬如下：

		HK\$'000 千港元
Cost as at 1 January 2016	成本於2016年1月1日	157,074
Accumulated depreciation and impairment losses	累計折舊及減值虧損	(113,841)
Carrying value at 31 December 2016	賬面值於2016年12月31日	43,233
Carrying value at 31 December 2015	賬面值於2015年12月31日	52,673

## 16. Land Use Rights

## 16. 土地使用權

		HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At 1 January 2015	於2015年1月1日	216,309
Exchange adjustments	滙兌調整	(12,207)
Released for the year	年度攤銷	(4,487)
At 31 December 2015	於2015年12月31日	199,615
Exchange adjustments	滙兌調整	(12,956)
Released for the year	年度攤銷	(4,194)
At 31 December 2016	於2016年12月31日	182,465

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### 16. Land Use Rights (Continued)

The land use rights of the Group were held under medium-term lease in the PRC and released over the term of the lease of 50 years.

### 16. 土地使用權(續)

本集團之土地使用權是位於中國以中期租賃持有並以租賃期50年攤銷。

### 17. Goodwill

### 17. 商譽

		HK\$'000 千港元
<b>COST</b>	<b>成本</b>	
At 1 January 2015 and 31 December 2015 and 2016	於2015年1月1日及2015年及2016年12月31日	72,987
<b>IMPAIRMENT</b>	<b>減值</b>	
At 1 January 2015 and 31 December 2015 and 2016	於2015年1月1日及2015年及2016年12月31日	(26,524)
<b>CARRYING VALUE</b>	<b>賬面值</b>	
At 31 December 2015 and 2016	於2015年及2016年12月31日	46,463

Included in the carrying value of goodwill as at 31 December 2016, HK\$7,001,000 (2015: HK\$7,001,000) has been allocated to the CGU for property management ("Unit A") and HK\$39,462,000 (2015: HK\$39,462,000) has been allocated to cash-generating units for production and trading of petrochemical products ("Unit B").

包含於2016年12月31日之商譽，賬面值7,001,000港元(2015年：7,001,000港元)是分配至物業管理之現金單位賬面值(「單位A」)及39,462,000港元(2015年：39,462,000港元)是分配至生產及銷售石油化工產品之現金產生單位之賬面值(「單位B」)。

The recoverable amount of Unit A has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period based on an estimated growth rate of 3% (2015: 3%) with a discount rate of 12% (2015: 12%). Cash flows for further five years are extrapolated at zero growth rate. Another key assumption for the value in use calculation is the budgeted revenue and gross margin, which is determined based on the units's past performance and management's expectations for the market development.

單位A之可回收金額乃基於使用價值計算釐定。計算方法使用經管理層批核、基於估計3%(2015年：3%)年增長率以12%(2015年：12%)貼現率計算的五年財政預算所得的現金流預測。其後五年之現金流推定為零增長率計算。使用價值的另一項主要假定為預算收入及毛盈利率，乃按該單位過往之表現及管理層對市場發展之預期釐定。

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## 17. Goodwill (Continued)

The recoverable amount of Unit B has been determined based on a value in use calculation by Vigers. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period based on the estimated production capacity of Unit B with a discount rate of 14.70% (2015: 12.97%). Cash flows after the five years period are extrapolated at zero (2015: 2%) growth rate. Another key assumption for the value in use calculation is the budgeted revenue and gross margin, which is determined based on management's expectations for the market development.

In the opinion of the directors of the Company, there is no impairment required as at the end of the reporting period.

## 18. Interests in Associates

Cost of investments in associates — unlisted  
Share of post acquisition profits and other  
comprehensive income, net of dividends  
received

聯營公司投資成本值— 非上市  
攤佔收購後盈利及其他全面  
收益、扣除已收股息

Details of each of the Group's associates at the end of the reporting period are set out in note 43(b).

## 17. 商譽(續)

單位B之可回收金額由威格斯基於使用價值計算釐定。計算方法使用經管理層批核、基於估計單位B之生產能力以14.70% (2015年: 12.97%)。貼現率計算的5年財政預算所得的現金流預測。其後5年之現金流推定為0 (2015年: 2%)年增長率。使用價值計算的另一項主要假定為預算收入及毛利率，乃按管理層對市場發展之預期釐定。

本公司之董事意見認為於本報告期末並沒有減值之需要。

## 18. 聯營公司權益

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Cost of investments in associates — unlisted	聯營公司投資成本值— 非上市	<b>693,584</b>	579,417
Share of post acquisition profits and other comprehensive income, net of dividends received	攤佔收購後盈利及其他全面收益、扣除已收股息	<b>171,453</b>	164,109
		<b>865,037</b>	743,526

本集團之聯營公司的詳情載列於附註43(b)。

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## 18. Interests in Associates (Continued)

### Summarised financial information of material associates

Summarised financial information in respect of each of the Group's associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

All of these associates are accounted for using the equity method in these consolidated financial statements.

## 18. 聯營公司權益(續)

### 聯營公司財務資料摘要

本集團每家聯營公司之財務資料摘要載列如下。以下之財務資料摘要代表顯示於聯營公司之財務報表之金額是根據香港財務報告準則以而編製。

所有該等聯營公司是採用會權益法計入綜合財務報表內。

		Zhong Hai You Qi (Taizhou) Petrochemical Company Limited (“Zhong Hai You Qi”) 中海油氣(泰州)石化 有限公司(「中海油氣」)		Cinda Jianrun Property Company Limited (“Cinda Jianrun”) 信達建潤地產有限公司 (「信達建潤」)	
		2016 HK\$'000 千港元	2015 HK\$'000 千港元	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Current assets	流動資產	3,598,260	1,914,324	1,288,222	1,380,123
Non-current assets	非流動資產	7,830,014	4,340,338	32	36
Current liabilities	流動負債	(4,775,148)	(1,283,788)	(1,150,397)	(1,177,912)
Non-current liabilities	非流動負債	(4,157,125)	(2,901,626)	—	—
Revenue	收入	2,978,084	5,103,393	—	—
Profit (loss) for the year	年內溢利(虧損)	87,742	17,826	(53,459)	(60,888)
Other comprehensive (expense) income for the year	年內其他全面(支出)收益	(21,254)	(33,182)	4,803	1,384
Total comprehensive income (expense) for the year	年內全面收益(支出)總額	66,488	(15,356)	(48,656)	(59,504)
Dividend received from associates during the year	年內收取聯營公司之股息	—	—	—	—

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## 18. Interests in Associates (Continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

		Zhong Hai You Qi 中海油氣		Cinda Jianrun 信達建潤		Total 總額	
		2016 HK\$'000 千港元	2015 HK\$'000 千港元	2016 HK\$'000 千港元	2015 HK\$'000 千港元	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Net assets	淨資產	2,496,001	2,069,248	137,857	202,247	2,633,858	2,271,495
Proportion of the Group's ownership interest	本集團之擁有權益所佔比例	33.00% (Note) (附註)	33.00% (Note) (附註)	30.00%	30.00%	N/A 不適用	N/A 不適用
Carrying amount of the Group's interest	本集團權益賬面值	823,680	682,852	41,357	60,674	865,037	743,526

Note: Zhong Hai You Qi is an associate of Tai Zhou Dong Thai Petrochemical Company Limited ("TZ Dong Thai"), a non-wholly owned subsidiary of the Group. During the year ended 31 December 2016, TZ Dong Thai and other shareholders of Zhong Hai You Qi made additional capital injection to Zhong Hai You Qi. The additional capital injected by TZ Dong Thai was RMB136,879,000 equivalent to approximately HK\$158,926,000 (2015: RMB189,148,000 equivalent to approximately HK\$225,984,000). There is no change in proportion of shareholding after this capital injection.

## 18. 聯營公司權益(續)

上述財務資料摘要與於綜合財務報表確認之聯營公司權益賬面值的調節表：

附註：中海油氣是本集團非全資擁有附屬公司、泰州東泰石化有限公司(「泰州東泰」)的聯營公司。於2016年12月31日之年內，泰州東泰及其他中海油氣股東對中海油氣作額外資本投入。泰州東泰投入額外資本人民幣136,879,000元(相當於約158,926,000港元)(2015年：人民幣189,148,000元相當於約225,984,000港元)。該資本投入後並沒有股權比例變動。

## 19. Amounts Due from Associates

The amounts as at 31 December 2016 and 2015 are unsecured, interest-free and are expected to realise in the next 12 months from the end of the reporting period, except that as at 31 December 2016, an amount of HK\$363,750,000 (2015: HK\$389,391,000) bears interest at 13.5% (2015: 13.5%) per annum.

## 19. 應收聯營公司款

除於2016年12月31日，金額363,750,000港元(2015年：389,391,000港元)是以年利率13.5%(2015年：13.5%)計收利息外，於2016年及2015年12月31日之金額均為無抵押、免息及預期於本報告期末後12個月內償還。

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## 20. Structured Finance Securities

The structured finance securities represent a debt security with interest payments based on the return from United States Treasury Bond and distribution from preference shares in a private company which invests in a portfolio of asset-backed securities. Expected maturity date of the debt security is Year 2021. The structured finance securities contain an embedded early redemption option and the return which is determined by reference to the distribution from the private company which is dependent on the annual default rate of its underlying asset-backed securities and the return from United States Treasury Bond. The Group designated the entire structured finance securities as financial assets at FVTPL at initial recognition.

The fair value of the structured finance securities is determined by the directors of the Company with reference to the valuation provided by the counterparty financial institution at the end of the reporting period. This fair value is determined by reference to the value of a comparable new issue of the similar structured finance securities under the market situation as at 31 December 2016 and 2015. The major assumptions adopted for the valuation of the structured finance securities are as follows:

- (1) the estimation of risk free rate by reference to the yield of United States Treasury Bond with same remaining duration as the structured finance securities adjusted by the issuer's credit rating; and
- (2) the estimation of the default rate of the underlying asset-backed securities by reference to the historical default rate of asset-backed securities with similar characteristics.

## 20. 結構性金融證券

結構性金融證券指債務證券，其利息款項乃根據美國國庫債券及來自一家私人公司優先股份之分派計算，該私人公司投資於一組資產擔保證券。該債券證券之預期到期日為2021年。由於結構性金融證券嵌入提早贖回權及回報以私人公司之分派決定並取決於其相關資產擔保證券之年違約率及美國國庫債券之回報，本集團將整份結構性金融證券於首次確認時確認為於損益表按公允值處理的金融資產。

於本報告期末，結構性金融證券的公允值乃由本公司董事參照交易對手金融機構提供的估值而釐定。該引用價格乃通過根據於2016年及2015年12月31日的市場狀況下新發行具有可比性的類似結構性金融證券之價值估計得出。以下為結構性金融證券估值所採用的主要假設：

- (1) 有關無風險年利率的估算乃參照具相同剩餘年期之美國國庫債券之收益率並經調整發行信貸評級因素而作出；及
- (2) 有關資產擔保證券之年違約率的估算乃參照具有類似特性之資產擔保證券之過往年違約率而作出。



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## 21. Available-for-sale Investments

## 21. 可供出售投資

Available-for-sale investments comprise:

可供出售投資包括：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>Unlisted investments:</b>	<b>非上市投資：</b>		
Unlisted equity securities, at cost (Note a)	非上市股本證券， 按成本計(附註a)	<b>285,360</b>	272,459
Club debentures, at cost	會所債券，按成本計	<b>5,613</b>	5,613
Unlisted equity securities, at fair value (Note b)	非上市股本證券按公允值計 (附註b)	—	34,177
		<b>290,973</b>	312,249
Less: Impairment loss recognised	減：已確認減值虧損	<b>(2,070)</b>	(2,070)
<b>Total</b>	<b>合計</b>	<b>288,903</b>	310,179

Notes:

附註：

- (a) Unlisted equity investments represent investments in unlisted equity securities issued by private entities. The business of these companies include, but not limited to power and financial services (2015: power and financial services). They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that their fair values cannot be measured reliably.
- (b) During the year ended 31 December 2016, the Group disposed one of its unlisted equity securities to an independent third party for a total consideration of HK\$62,350,000. A gain on disposal of HK\$28,190,000 has been recognised in profit or loss for current year.

- (a) 非上市股本證券乃指投資於由私人實體發行之非上市股本證券。該等公司之業務包括但不限於電力及金融服務行業(2015年：電力及金融服務行業)。由於估計所得的合理公允值範圍太大，本公司董事意見認為其公允值無法可靠地計量，因此該等投資乃於報告期末以成本扣除減值計量。
- (b) 於截至2016年12月31日之年度內，本集團以總代價62,350,000港元出售其中一項非上市股本證券予獨立第三方。本年度於損益表確認之出售收益為28,190,000港元。

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### 22. Loan Receivables

### 22. 應收貸款

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>Current:</b>	<b>流動：</b>		
Fixed-rate loan receivables (Note a)	定息應收貸款(附註a)	155,450	—
Variable-rate loan receivables (Note b)	浮息應收貸款(附註b)	252,232	270,012
		<b>407,682</b>	270,012

Notes:

- (a) During the year ended 31 December 2016, US\$20,000,000 (equivalent to HK\$155,450,000) was advanced to a borrower. The loan is unsecured, guaranteed by 泰州新濱江開發責任公司, a non-controlling shareholders of a subsidiary of the Group, carries fixed interest rates at 4.5% per annum and repayable on 30 March 2017.
- (b) As at 31 December 2016, an amount of HK\$252,232,000 (2015: HK\$270,012,000) is secured by the equity interest of the borrower, carries floating interest rates at 25% above the PBOC interest rate (2015: 25% above the PBOC interest rate). During the year ended 31 December 2016, the Group and the borrower agreed to revise the maturity date of this loan. The loan is repayable within twelve months as at 31 December 2016.

附註：

- (a) 於2016年12月31日，其中一筆20,000,000美元(相當於約155,450,000港元)墊支予一位借款人。該借款是無抵押、由本集團之一家附屬公司的非控制股東，泰州新濱江開發責任公司保證，並按4.5%固定年利率計息及將於2017年3月30日償還。
- (b) 於2016年12月31日，金額252,232,000港元(2015年：270,012,000港元)是由借款人股本權益作抵押，以浮動利率人民銀行基準利率上浮25%(2015年：人民銀行基準利率上浮25%)計息。於2016年12月31日之年內，本集團與借款人同意更改該貸款之到期日。該貸款於2016年12月31日後12個月內歸還。

The Group assessed the value of the pledged equity interest, the financial strength and repayment ability for the borrowers, in the opinion of the directors of the Company, the risk of non-recoverability of the amount is minimum, and no impairment is considered necessary as at 31 December 2016 and 2015.

本集團已評估抵押股本權益之價值、借款人之財務狀況及還款能力，本公司董事意見，於2016年及2015年12月31日不能收回該金額之風險是最低及未有需要考慮減值。

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### 23. Loan Receivable with Embedded Derivative

During the year ended 31 December 2012, the Company and China Uranium Development Company Limited (“CUDC”), a subsidiary of China Guangdong Nuclear Power Holding Co., Ltd., a shareholder with significant influence over the Company, entered into a subscription agreement (the “Subscription Agreement”). Pursuant to the Subscription Agreement, the Company acquired an exchangeable bond (the “Bond”) issued by CUDC with an aggregate principal amount of HK\$776,000,000 at a consideration of HK\$776,000,000. The Bond is exchangeable into shares of HK\$0.01 each in the issued share capital of CGN Mining Company Limited (“CGN Mining”), a company listed on the Stock Exchange, at the exchange price of HK\$1.41 per share. The Company had the right to exchange all or any part of the principal amount of the Bond in amount being not less than HK\$1 million and up to an aggregate of 20 time of exchange prior to the maturity date. The subscription was completed on 1 June 2012 (the “Completion Date”).

CUDC had an option to pay cash instead of accepting the conversion in an amount equal to the closing price as of the date of exercise of the conversion right by the Company multiplied by the number of shares that would have been converted into.

The Bond carries fixed interest rate at 5% per annum and is matured on the date falling on the fifth anniversary of the Completion Date. The principal would be repayable on the maturity date if the conversion right is not exercised. Interest is payable annually in arrears. The Group designated the entire loan receivable with embedded derivative as financial assets at FVTPL at initial recognition.

### 23. 附有嵌入式衍生工具之應收貸款

於截至2012年12月31日之年度內，本公司與對本公司有重大影響力之中國廣東核電集團有限公司之附屬公司中國鈾業發展有限公司（「中國鈾業」）訂立一項認購協議（「認購協議」）。根據認購協議，本公司購入由中國鈾業發行、本金總額776,000,000港元之可換股債券（「債券」），代價為776,000,000港元。債券可按交換價每股1.41港元置換為中廣核礦業有限公司（「中廣核礦業」，於聯交所上市之公司）之已發行股本中每股面值0.01港元之股份。本公司有權可於到期前置換全部或任何部份之債券本金額，惟每次置換之金額不得少於1,000,000港元及置換次數合共最多為20次。認購事項已於2012年6月1日完成（「完成日期」）。

中國鈾業可選擇支付現金以取代接納兌換，金額為相等於本公司行使兌換權當日之收市價乘以透過兌換可得之股份數目。

債券以固定年利率5%計息，並於完成日期起計的第五週年當日期到期。倘兌換權未獲行使，則本金須於到期日償付。利息按年以下期方式支付。於首次確認時本集團將整筆附有嵌入式衍生工具之應收貸款指定為於損益表按公允值處理之金融資產。

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### 23. Loan Receivable with Embedded Derivative (Continued)

The fair value of the Bond as at 31 December 2015 was determined based on the present value of the estimated future cash flows discounted at the prevailing market rate of interest of similar instruments. The fair value of the embedded options was calculated using binomial model. The inputs into the valuation of the Bond were as follows:

			2015
Stock price	股價		HK\$0.60 港元
Conversion price	兌換價		HK\$1.41 港元
Risk free rate (Note a)	無風險利率(附註a)		0.288%
Expected volatility (Note b)	預期波幅(附註b)		69.290%
Discount rate	貼現率		12.305%

Notes:

- (a) The risk free rate was determined by reference to the Hong Kong Exchange Fund Note with similar time to maturities.
- (b) The expected volatility was the average of the adjusted annualised standard derivation of the continuously compounded rates of daily return on the daily adjusted share price of CGN Mining and implied volatility of Hang Seng Index.

During the year ended 31 December 2016, CUDC fully redeemed the Bond with cash of HK\$812,644,000. A fair value gain of HK\$75,778,000 was credited to profit or loss.

As at 31 December 2015, the fair value of the Bond was HK\$736,866,000 with a fair value gain of HK\$41,822,000 credited to profit or loss.

### 23. 附有嵌入式衍生工具之應收貸款 (續)

於2015年12月31日債券之公允值乃根據估計未來現金流量按類似工具之當前市場利率貼現釐定。嵌入式購股權之公允值乃使用二項模式計算。評估債券採用的數據如下：

附註：

- (a) 無風險利率乃參照相符合到期日的香港外匯基金票據釐定。
- (b) 預期波幅為中廣核礦業每日經調整股價之連續複式每日回報率之經調整年度化標準導子以及恆生指數內含波幅兩者之平均數。

截止2016年12月31日年內，中國鈾業已以現金812,644,000港元全部贖回債券。一筆75,778,000港元之公允值收益已於損益表計入。

於2015年12月31日，債券之公允值為736,866,000港元於損益表中計入的公允值收益為41,822,000港元。

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## 24. Inventories

## 24. 存貨

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Consumables	消耗品	45,105	46,951
Raw materials	原材料	53,823	60,263
		<b>98,928</b>	107,214

## 25. Held-for-trading Investments

## 25. 持作買賣投資

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Equity securities listed in Hong Kong, at fair value	於香港上市的股本證券， 按公允值計	146,668	112,998

Fair value of listed held-for-trading investments were based on quoted market bid price in the active market.

持作買賣投資之公允值是由活躍市場之買入報價釐定。

## 26. Trade Receivables

## 26. 應收賬款

The Group allows a credit period of 30 to 60 days to its trade customers.

本集團給予其貿易客戶30至60日信用期。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 26. Trade Receivables (Continued)

The following is an aged analysis of trade receivables presented based on the invoice dates at the end of the reporting period, which approximated the respective revenue recognition dates:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
0 to 30 days	0至30日	12,074	1,611
31 to 90 days	31日至90日	2,432	2,551
91 to 180 days	91日至180日	1,412	5,065
181 to 360 days	181日至360日	1,403	3,723
Over 360 days	超過360日	1,565	—
		<b>18,886</b>	12,950

The Group's trade receivables that are neither past due nor impaired are those debtors with satisfactory credit quality under the management's assessment and with good past repayment records.

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$5,530,000 (2015: HK\$11,339,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances. The average age of these receivable is 269 days (2015: 145 days).

### 26. 應收賬款(續)

下列是按發票日為基準之應收賬款與相對之收入確認日期相約之應收賬款於本報告期末之賬齡分析：

本集團之應收賬款均屬於未到期或無須作出減值的，即基於管理層評估後認為是具有良好的信貸質素及還款記錄的債務人。

本集團之應收賬款賬面值包括5,530,000港元(2015年：11,339,000港元)於本報告期末已到期但本集團並沒有作減值虧損。本集團並沒有對該餘額持有任何抵押，該應收賬款之平均賬齡為269日(2015年：145日)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 26. Trade Receivables (Continued)

Aging of trade receivables which are past due but not yet impaired:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
31 to 90 days	31日至90日	1,150	2,551
91 to 180 days	91日至180日	1,412	5,065
181 to 360 days	181日至360日	1,403	3,723
Over 360 days	超過360日	1,565	—
		<b>5,530</b>	11,339

### 26. 應收賬款(續)

應收賬款已到期但並未被減值之賬齡分析：

Movement in the allowance for bad and doubtful debts:

壞賬準備之變動：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Balance at beginning of the year	於年初結餘	3,801	4,589
Impairment losses recognised	減值虧損確認	—	550
Exchange realignment	滙兌調整	(250)	(1,338)
Balance at end of the year	於年末結餘	<b>3,551</b>	3,801

As at 31 December 2016, included in the allowance for bad and doubtful debts are impaired trade receivables with an aggregate balance of HK\$3,551,000 (2015: HK\$3,801,000) which are aged over one year.

於2016年12月31日，包括於壞賬準備之減值應收賬款之總結餘3,551,000港元(2015年：3,801,000港元)賬齡已超過一年。

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### 27. Deposits, Prepayments and Other Receivables

### 27. 按金、預付款及其他應收款

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Value-added tax receivable (Note a)	可收回之增值稅(附註 a)	<b>266,144</b>	278,950
Loan interest receivables	應收貸款利息	<b>60,873</b>	47,864
Amount receivable from a third party (Note b)	應收一位第三者款金額(附註 b)	<b>220,540</b>	152,932
Others	其他	<b>149,457</b>	24,030
		<b>697,014</b>	503,776

Notes:

- (a) Amount being the value-added tax recoverable from the purchase of property, plant and equipment and raw materials by a subsidiary TZ United East. The amount will be subsequently utilised to offset the value added tax generated from sales of goods in the future.
- (b) Amount being the receivable from an independent third party. The amount is unsecured, interest-free and are expected to realise in the next 12 months from the end of the reporting period.

附註：

- (a) 此乃一家附屬公司，泰州東聯化工購買物業、廠房及設備及原材料之可收回之增值稅。該金額將於泰州東聯化工將來用以抵扣銷售貨品產生之增值稅。
- (b) 此乃一位獨立第三者之應收款金額。該金額是無抵押、免息及預期由報告期末之未來12個月套現。

### 28. Pledged Bank Deposits/Bank Balances and Cash

### 28. 抵押銀行存款／銀行結餘及現金

The Group's pledged bank deposits carry fixed interest rate with effective interest at an average of 0.30% (2015: 2.57%) per annum and an original maturity of one year or less. Pledged bank deposits represent deposits pledged to banks to secure settlements for certain of Group's purchase of raw materials.

本集團之抵押銀行存款以平均0.30%實際固定年利率計息(2015年：2.57%)及開首到期日為一年或以內。抵押銀行存款為用以保證本集團支付購買若干原材料之還款而抵押予銀行之存款。

The Group's bank balances and cash comprise cash and short-term bank deposits carrying prevailing market deposit rates with effective interest at an average of 0.25% (2015: 0.14%) per annum and an original maturity of three months or less. Included in the Group's bank balances and cash at 31 December 2016 was an aggregate amount of approximately HK\$649,742,000 (2015: HK\$434,267,000) respectively which was denominated in RMB and is not freely convertible into other currencies.

本集團之銀行結餘及現金包括現金及開首到期日為三個月或以內，以現行實際平均市場存款年利率0.25% (2015年：0.14%)計息的短期銀行存款。本集團於2016年12月31日之銀行結餘及現金包括有約649,742,000港元(2015年：434,267,000港元)是以人民幣為計價單位，並且是不能自由兌換為其他貨幣。



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### 29. Assets Classified as Held-for-sale/Liabilities Associated with Assets Classified as Held for Sale

### 29. 列作持作銷售之資產／列作持作銷售之資產之連帶負債

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Assets classified as held-for-sale	列作持作銷售之資產		
— Investment properties	— 投資物業	—	205,628
Liabilities associated with assets classified as held-for-sale	列作持作銷售資產之連帶之負債		
— Considerations received	— 收到之代價	—	202,416

### 30. Pledge of Assets

### 30. 資產抵押

At 31 December 2016, the Group pledged certain investment properties, leasehold land and buildings, land use rights and factory, plant and machinery with an aggregate carrying value at the end of the reporting period of approximately HK\$2,205,246,000, HK\$200,500,000, HK\$182,465,000 and HK\$719,823,000 respectively to secure general banking facilities granted to the Group (note 33), other loan (note 33) and other payable to an independent third party (note 36).

於2016年12月31日，本集團已將其於本報告期末累計賬面總額分別約為2,205,246,000港元、200,500,000港元、182,465,000港元及719,823,000港元之若干投資物業、租賃土地及樓宇、土地使用權及工廠、廠房及機器抵押作為本集團獲授予一般性銀行融資的條件（附註33）、其他貸款（附註33）及一名獨立第三方的其他應付款（附註36）。

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### 30. Pledge of Assets (Continued)

At 31 December 2015, the Group pledged certain investment properties, leasehold land and buildings, land use rights and loan receivable with embedded derivative with an aggregate carrying value at the end of the reporting period of approximately HK\$2,294,026,000, HK\$195,000,000, HK\$199,615,000 and HK\$736,866,000 respectively to secure general banking facilities granted to the Group (note 33) and other payable to an independent third party (note 36).

At 31 December 2016, the Group pledged HK\$1,730,000 (2015: HK\$29,988,000) bank deposits to secure settlements for certain of Group's purchase of raw materials (2015: raw materials).

### 31. Share Capital

### 30. 資產抵押 (續)

於2015年12月31日，本集團已將其於本報告期末累計賬面總額分別約為2,294,026,000港元、195,000,000港元、199,615,000港元及736,866,000港元之若干投資物業、租賃土地及樓宇、土地使用權及附有嵌入式衍生工具之應收貸款抵押作為本集團獲授予一般性銀行融資的條件(附註33)及一名獨立第三方之其他應付款(附註36)。

於2016年12月31日，本集團將其1,730,000港元(2015年：29,988,000港元)之銀行存款抵押以擔保本集團購入若干原材料(2015年：原材料)之還款。

### 31. 股本

	<b>Number of shares</b>	<b>Nominal value</b>
	股份數目	票面值
	<i>In thousand</i>	<i>HK\$'000</i>
	千股	千港元
<b><i>Issued and fully paid</i></b>		
At 1 January 2015 and 31 December 2015 and 2016	已發行及已繳足股本： 於2015年1月1日及2015年及 2016年12月31日	2,304,850 3,626,781

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## 32. Reserves

## 32. 儲備

		Attributable to owners of the Company 本公司 擁有人應佔 HK\$'000 千港元	Non- controlling interests 非控股權益 HK\$'000 千港元	Total 總額 HK\$'000 千港元
<b>Asset revaluation reserve</b>	<b>資產重估儲備</b>			
At 1 January 2015	於2015年1月1日	205,344	—	205,344
Gain on revaluation of leasehold properties	重估租賃物業收益	12,659	—	12,659
Deferred tax liability arising on revaluation of leasehold properties	重估租賃物業產生之遞延稅項負債	(1,020)	—	(1,020)
At 31 December 2015	於2015年12月31日	216,983	—	216,983
Gain on revaluation of leasehold properties	重估租賃物業收益	14,608	—	14,608
Deferred tax liability arising on revaluation of leasehold properties	重估租賃物業產生之遞延稅項負債	(1,432)	—	(1,432)
At 31 December 2016	於2016年12月31日	230,159	—	230,159
<b>Investment revaluation reserve</b>	<b>投資重估儲備</b>			
At 1 January 2015	於2015年1月1日	15,554	—	15,554
Change in fair value arising on revaluation of available-for-sale investments	重估可供出售投資產生之公允值變動	(19,102)	—	(19,102)
Reclassified to profit or loss upon disposal of available-for-sale investments	於出售可供出售投資重列至損益表	(758)	—	(758)
Impairment loss on available-for-sale investment recycled to profit for the year	年內回撥損益之可供出售投資減值虧損	4,323	—	4,323
At 31 December 2015	於2015年12月31日	17	—	17
Change in fair value arising on revaluation of available-for-sale investments	重估可供出售投資產生之公允值變動	28,173	—	28,173
Reclassified to profit or loss upon disposal of available-for-sale investment	於出售可供出售投資重列至損益表	(28,190)	—	(28,190)
At 31 December 2016	於2016年12月31日	—	—	—
<b>Translation reserve</b>	<b>滙兌儲備</b>			
At 1 January 2015	於2015年1月1日	874,139	34,849	908,988
Exchange difference arising on translation	換算產生之滙兌差額	(373,290)	(23,873)	(397,163)
Share of reserves of associates	攤佔聯營公司儲備	(10,535)	—	(10,535)
At 31 December 2015	於2015年12月31日	490,314	10,976	501,290
Exchange difference arising on translation	換算產生之滙兌差額	(405,548)	(19,184)	(424,732)
Share of reserves of associates	攤佔聯營公司儲備	(5,573)	—	(5,573)
At 31 December 2016	於2016年12月31日	79,193	(8,208)	70,985

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### 33. Borrowings

### 33. 借貸

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Bank loans — secured	銀行貸款 — 有抵押	2,034,867	2,132,782
Other loan — secured	其他貸款 — 有抵押	664,329	—
Other loans — unsecured	其他貸款 — 無抵押	408,905	473,105
		<b>3,108,101</b>	2,605,887
Carrying amount repayable:	應償還之賬面金額：		
Within one year	一年之內	1,416,515	1,112,293
More than one year, but not exceeding two years	一年以上但 不超過二年	566,763	770,370
More than two years, but not more than five years	二年以上但 不超過五年	406,919	465,950
Over five years	超過五年	513,393	—
		<b>2,903,590</b>	2,348,613
Add: Carrying amount of bank loans containing a repayment on demand clause (shown under current liabilities) with scheduled repayment set out in the loan agreements due:	加：包含按要 求還款 條文並於 貸款協議 所載之 預定還款 之銀行貸 款之賬面 金額 (列為流動 負債)：		
— within one year	— 一年之內	202,830	252,764
— more than one year, but not exceeding two years	— 一年以上但 不超過二年	1,681	2,829
— more than two years, but not more than five years	— 二年以上但 不超過五年	—	1,681
		<b>204,511</b>	257,274
Less: Amounts due within one year shown under current liabilities	減：於一年 之內到期 並列為 流動負債 之金額	<b>(1,621,026)</b>	(1,369,567)
Amounts shown under non-current liabilities	列為非流 動負債之 金額	<b>1,487,075</b>	1,236,320

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### 33. Borrowings (Continued)

Bank borrowings are secured by certain investment properties, leasehold land and buildings and land use rights (2015: certain investment properties, leasehold land and buildings, land use rights and loan receivable with embedded derivative). Details are disclosed in note 30.

Bank loans of the Group of HK\$200,000,000 (2015: HK\$650,000,000) are denominated in HKD, which are not denominated in the functional currency of the relevant group entities. The bank loans carry floating rates at Hong Kong Interbank Offered Rate ("HIBOR") plus 2.5% (2015: HIBOR plus 2.0% to 2.5%), i.e. effective interest rate of 2.89% (2015: 2.553% to 3.351%) per annum. Bank loans of HK\$4,510,000 (2015: HK\$7,274,000) are denominated in HKD, functional currency of the relevant group entities, and carry a floating rate of prime rate minus 2.7% (2015: prime rate minus 2.7%) per annum or effective interest rate of 2.3% (2015: 2.3%) per annum. Bank loans of HK\$390,625,000 (2015: HK\$238,929,000) are denominated in RMB, functional currency of the relevant group entities and carry floating interest rate ranging from 110% to 118% (2015: 107% to 110%) of the People's Bank of China ("PBOC") one-year interest rate or effective interest rate of 4.785% to 5.137% (2015: 4.655% to 4.785%). Bank loans of HK\$468,750,000 (2015: HK\$794,504,000) are denominated in RMB, functional currency of the relevant group entities and carry floating interest rate ranging from 105% to 110% (2015: 105% to 110%) of PBOC five-year interest rate or effective interest rate of 4.988% to 5.225% (2015: 4.988% to 5.225%). The remaining bank loans of the Group are denominated in RMB, functional currency of the relevant group entities and carry floating interest rate ranging from 115% to 135% (2015: 135%) of PBOC over five-year interest rate or effective interest rate of 5.635% to 6.615% (2015: 6.615%).

### 33. 借貸(續)

銀行借貸由若干投資物業、租賃土地及樓宇及土地使用權(2015: 若干投資物業、租賃土地及樓宇, 土地使用權及附有嵌入式衍生工具之應收貸款)作抵押。詳情載列於附註30。

本集團的銀行貸款200,000,000港元(2015年: 650,000,000港元)乃以港元為單位, 而港元並非本集團之功能貨幣。銀行貸款以浮動利率按香港銀行同業拆息加2.5%(2015年: 銀行同業拆息加2.0%至2.5%), 實際年利率分別為2.89%(2015年: 2.553% to 3.351%)。除本公司外, 集團公司之銀行貸款4,510,000港元(2015年: 7,274,000港元)以相關集團公司的功能貨幣港元為單位, 分別以浮動利率按最優惠利率減2.7%(2015年: 最優惠利率減2.7%)或實際年利率2.3%(2015年: 2.3%)計息。本集團銀行貸款390,625,000港元(2015: 238,929,000港元)及以人民幣為單位是相關集團公司的功能貨幣及按人民銀行一年之浮動利率上浮10%至18%區間(2015: 上浮7%至10%)或以實際年利率區間由4.785%至5.137%(2015年: 4.655%至4.785%)。銀行貸款468,750,000港元(2015年: 794,504,000港元)乃以人民幣為單位並是相關集團之功能貨幣及按人民銀行五年之浮動利率上浮5%至10%(2015年: 5%至10%)或以實際年利率區間由4.988%至5.225%(2015年: 4.988%至5.225%)。本集團的其餘銀行貸款以相關集團公司的功能貨幣人民幣為單位, 並按人民銀行五年之浮動利率上浮15%至35%區間(2015年: 上浮35%)或以實際年利率區間由5.635%至6.615%(2015年: 6.615%)計息。

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### 33. Borrowings (Continued)

As at 31 December 2016, other loan of HK\$664,327,000 (2015: nil) payable to a subsidiary of a substantial shareholder was denominated in RMB, functional currency of the relevant group entities, which is secured by certain factory, plant and machinery and carries floating interest rate at 110% (2015: nil) of PBOC three-year interest rate or effective interest rate of 5.225% (2015: nil).

Other loan of HK\$50,781,000 (2015: HK\$30,000,000) was denominated in HKD, which is not denominated in the functional currency of the Company, and was borrowed from a shareholder of the Company which is unsecured, bears fixed interest at 4% (2015: 4%) per annum and repayable on demand.

The remaining other loans of HK\$358,124,000 (2015: HK\$443,105,000) payable to non-controlling shareholders of subsidiaries were denominated in RMB, functional currency of the relevant group entities, which are unsecured, bear fixed interest ranged from 5.35% to 7% (2015: 5.35% to 8%) per annum and repayable on demand.

### 33. 借貸(續)

於2016年12月31日，其他貸款之664,327,000港元(2015年：無)支付予一間附屬公司之一位重大股東是以人民幣為單位，是相關集團公司之功能貨幣為單位，並由若干工廠、廠房及機器抵押及按人民銀行三年之浮動利率上浮10%(2015年：無)或以實際年利率5.225%(2015年：無)計息。

其他貸款之50,781,000港元(2015年：30,000,000港元)是以港元為單位，而港元並非本公司之功能貨幣及由本公司的一名股東借出，並無抵押，按固定年利率4%計息(2015年：4%)及於需要時還款。

餘下之其他貸款之358,124,000港元(2015年：443,105,000港元)支付予非控制股東之附屬公司以人民幣為單位，而以相關集團公司之功能貨幣為單位為無抵押、分別按固定年利率5.35%至7%(2015年：5.35%至8%)區間及於需要時還款。

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### 34. Deferred Taxation

The followings are the major deferred tax assets and liabilities recognised and movements thereon during the current and prior years:

### 34. 遞延稅項

以下為於本年度及以往年度的主要已確認遞延稅項資產與負債及其於本期間及以往年度的變動：

		Accelerated tax depreciation 加速稅務折舊 HK\$'000 千港元	Revaluation of properties 物業重估 HK\$'000 千港元	Tax losses 稅務虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2015	於2015年1月1日	(55)	(187,642)	1,808	(185,889)
Charge to profit or loss for the year (note 10)	於本年度損益表扣除 (附註10)	—	(9,219)	—	(9,219)
Charge to other comprehensive income for the year	於本年度其他全面收益扣除	—	(1,020)	—	(1,020)
At 31 December 2015	於2015年12月31日	(55)	(197,881)	1,808	(196,128)
Charge to profit or loss for the year (note 10)	於本年度損益表扣除 (附註10)	—	(16,852)	—	(16,852)
Charge to other comprehensive income for the year	於本年度其他全面收益扣除	—	(1,432)	—	(1,432)
At 31 December 2016	於2016年12月31日	(55)	(216,165)	1,808	(214,412)

At the end of the reporting period, the Group had unused tax losses of approximately HK\$1,002,165,000 (2015: HK\$698,533,000) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$10,957,000 (2015: HK\$10,957,000) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$1,065,180,000 (2015: HK\$687,576,000) due to unpredictability of future profit streams and such tax losses may be carried forward indefinitely.

於本報告期末，本集團有可扣減未來溢利的未動用稅務虧損約1,002,165,000港元(2015年：698,533,000港元)。該等虧損中約10,957,000港元(2015年：10,957,000港元)已確認遞延稅項資產。鑒於未來收益的不可預測性及稅務虧損可無限期待上結轉並無就其餘1,065,180,000港元(2015年：687,576,000港元)確認為遞延稅項資產。

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### 34. Deferred Taxation (Continued)

During the year ended 31 December 2016, TZ Dong Thai declared and distributed dividend of RMB200,000,000 (equivalent to HK\$233,645,000), representing its accumulated profit up to 31 December 2015 to its shareholders. Hence, HK\$8,152,000 withholding tax was paid by the Group in respect of the receipt of the dividend. As at 31 December 2016, the remaining accumulated loss of TZ Dong Thai was HK\$71,462,000.

Under the EIT Law, withholding tax is imposed on dividends declared to overseas investors in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$2,367,801,000 (2015: HK\$2,372,651,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

### 35. Trade and Bills Payables

The following is an aged analysis of trade and bills payables presented based on the invoice date at the end of the reporting period:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
0 to 30 days	0至30日	23,998	40,880
31 to 90 days	31日至90日	13,424	11,451
91 to 180 days	91日至180日	2,772	148,842
181 to 360 days	181日至360日	2,816	14,236
Over 360 days	超過360日	33,561	58,383
		<b>76,571</b>	273,792

### 34. 遞延稅項(續)

截至2016年12月31日之年內，泰州東泰從2015年12月31日之累積溢利分派及分配人民幣200,000,000元之股息(相當於233,645,000港元)予股東。因此，本集團支付收取股息之8,152,000港元預扣稅。於2016年12月31日，餘下泰州東泰之累積虧損為71,462,000港元。

於所得稅法下，由2008年1月1日開始，中國附屬公司所得溢利而分派予海外投資者之股息需徵收預扣稅。由於本集團能夠控制撥回暫時差異的時間及於可見的將來暫時差異的時間將不會撥回，因此，於中國附屬公司的2,367,801,000港元(2015年：2,372,651,000港元)累計溢利之暫時差異而產生的遞延稅項並未計入綜合財務報表內。

### 35. 應付賬款及票據

下述是按發票日為基準之應付賬款及票據於本報告期末之賬齡分析：



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### 35. Trade and Bills Payables (Continued)

As at 31 December 2015, the balance includes an aggregated amount of HK\$142,294,000 in relation to the purchase of raw materials from an associate, which were non-interest bearing, repayable within one year and secured by the Group's pledged bank deposits of HK\$29,988,000.

### 36. Accrued Charges, Rental Deposits and Other Payables

At 31 December 2016, the balance includes an amount of HK\$42,076,000 (2015: HK\$45,042,000) payable to an independent third party in relation to purchase of land use right in the PRC. The amount is secured by certain investment properties of HK\$60,156,000 (2015: HK\$61,051,000), bears fixed interest at 4.68% per annum for both years and is repayable on demand.

At 31 December 2016, the balance includes an aggregated amount of HK\$13,426,000 (2015: HK\$11,320,000) interest payable to five (2015: five) non-controlling shareholders of two (2015: two) subsidiaries. These non-controlling shareholders are able to exercise significant influence over respective subsidiaries.

At 31 December 2016, the balance includes an aggregated amount of HK\$37,500,000 (2015: HK\$37,500,000) payable to a non-controlling shareholder of the Company. The amount is unsecured, non-interest bearing and repayable on demand.

### 35. 應付賬款及票據(續)

於2015年12月31日，有關從一家聯營公司購入原材料之餘額中包括總金額142,294,000港元為無利息，於一年內償還並以本集團之抵押銀行存款29,988,000港元作抵押。

### 36. 應計費用、租務按金及其他應付款

於2016年12月31日之結餘包括就於中國收購土地使用權而應付予獨立第三方的款項，金額為42,076,000港元(2015年：45,042,000港元)。該金額由若干投資物業約60,156,000港元(2015年：61,051,000港元)作抵押，兩個年度按固定年利率4.68%計息及應要求隨時需予歸還。

於2016年12月31日之餘額包括一項總金額為13,426,000港元(2015年：11,320,000港元)之兩家(2015年：兩家)附屬公司之五個(2015年：五個)非控制股東款。該非控制股東有給予行使重大影響予相關附屬公司。

於2016年12月31日，餘額包括總金額37,500,000港元(2015年：37,500,000港元)為應付金額支付予非控制股東。該金額為無抵押，免息及應要求隨時需予歸還。

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### 36. Accrued Charges, Rental Deposits and Other Payables (Continued)

At 31 December 2016, the balance includes an aggregated amount of HK\$289,042,000 (2015: HK\$507,826,000) payable to independent third parties in relation to construction costs payable for property, plant and equipment in the PRC. The amounts are unsecured, non-interest bearing and are repayable within one year from the end of the reporting period.

As at 31 December 2016, the balance includes an aggregated amount of HK\$101,989,000 (2015: HK\$26,882,000) being receipt in advance from customers. The amounts are unsecured and non-interest bearing.

At 31 December 2016, the balance includes an amount of HK\$55,804,000 (2015: nil) refundable deposit received from an independent third party for the disposal of an investment held by the Group. Subsequent to the end of the reporting period, the deposit was refunded in full as the proposed transaction was terminated.

### 37. Disposal of a Subsidiary

During the year ended 31 December 2015, the Group disposed of its entire interest in a wholly-owned subsidiary, Champion Glory Holdings Limited ("Champion Glory") (the "Champion Glory Disposal"). The net loss on disposal of the Group was as follows:

Analysis of assets and liabilities which control was lost:

### 36. 應計費用、租務按金及其他應付款 (續)

於2016年12月31日，餘額包括總金額為289,042,000港元(2015年：507,826,000港元)應付予獨立第三方有關位於中國之物業、廠房及設備之應付工程成本。該金額為無抵押，免息及需於報告期後一年內歸還。

於2016年12月31日，餘額包括總金額101,989,000港元(2015年：26,882,000港元)由客戶收取之預收款。該金額為無抵押及免息。

於2016年12月31日，餘額包括金額55,804,000港元(2015年：無)因出售本集團持有的投資而由獨立第三方收取之可退還按金。本報告期後，因擬定之交易終止而該按金已全數退還。

### 37. 出售一家附屬公司

於截至2015年12月31日之年度內，本集團出售全資擁有的附屬公司 Champion Glory Holdings Limited (「Champion Glory」)的全部權益「出售 Champion Glory」。出售之淨虧損如下：

損失控制權之資產及負債之分析：

	2015 HK\$'000 千港元
Available-for-sale investments — at cost	62,250
可供出售投資 — 成本	62,250

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### 37. Disposal of a Subsidiary (Continued)

### 37. 出售一家附屬公司(續)

Net loss on disposal of subsidiary:

出售附屬公司之淨虧損

2015  
HK\$'000  
千港元

Cash consideration received	收回現金代價	56,394
Net asset disposal of	出售之淨資產	(62,250)
Net loss on disposal	出售之淨虧損	(5,856)

Net loss on disposal of HK\$5,856,000 was included in profit or loss in the consolidated statement of profit or loss and other comprehensive income.

出售之淨虧損5,856,000港元已包括在綜合損益表及其他全面收益表。

Net cash inflow arising from the Champion Glory Disposal at the date of disposal:

於出售日由出售Champion Glory引起之現金淨流入如下：

2015  
HK\$'000  
千港元

Total cash consideration received	收回總現金代價	56,394
Net cash inflow arising on the disposal for the year ended 31 December 2015	於截至2015年12月31日年度內出售之現金淨流入	56,394

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## 38. Operating Lease Arrangements

### As lessor

Property rental income earned by the Group during the year was approximately HK\$120,280,000 (2015: HK\$86,107,000). The properties held have committed tenants for lease terms ranged from 1 year to 8 years (2015: 1 year to 9 years).

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

## 38. 營運租約安排

### 以出租人身分

本集團於年內賺取的物業租金收入約為120,280,000港元(2015年：86,107,000港元)。持有之物業有已有訂約租客，租期範圍由1年至8年(2015年：1年至9年)不等。

於本報告期末，本集團與租客訂立合同收取下述未來最低租金：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Within one year	一年內屆滿	<b>76,177</b>	70,382
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年在內)	<b>66,632</b>	69,948
After five years	五年以後	<b>6,332</b>	2,047
		<b>149,141</b>	142,377

### As lessee

At the end of reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

### 以承租人身份

於本報告期末，根據不可撤銷的營運租約項下，本集團需承擔之未來最低租賃付款如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Within one year	一年內屆滿	<b>1,001</b>	2,714
In the second to fifth year inclusive	第二至第五年 (包括首尾兩年在內)	<b>—</b>	1,086
		<b>1,001</b>	3,800

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## 39. Capital Commitments

## 39. 資本承擔

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Capital commitments in respect of property, plant and equipment:	關於購入物業、廠房及設備之資本承擔：		
– contracted for but not provided in the consolidated financial statements	– 已落實但並未於綜合財務報表中反映	<b>20,409</b>	—
Capital commitments in respect of unlisted equity securities:	關於非上市股本證券之資本承擔：		
– contracted for but not provided in the consolidated financial statements (Notes a & b)	– 已落實但並未於綜合財務報表中反映(附註a及b)	<b>232,143</b>	248,507
Capital commitments in respect of an associate (Note c)	關於聯營公司之資本承擔 (附註c)	<b>22,321</b>	—

Notes:

- (a) During the year ended 31 December 2015, the Group entered into a shareholders' agreement with several parties to incorporate a jointly-controlled entity, namely Zhongxin Zhangbei Solar Energy Thermal Power Generation Co., Ltd. ("Solar Energy Thermal Power") to invest in a solar energy project. Total capital of Solar Energy Thermal Power would be RMB1,000,000,000 of which the Group has committed to inject RMB150,000,000 (equivalent to HK\$167,411,000) represents 15% equity interest of Solar Energy Thermal Power. As at 31 December 2015 and 2016, the Group has yet to pay its committed amount.
- (b) During the year ended 31 December 2015, the Group entered into a capital injection agreement with Beijing TeraSolar Photothermal Technologies Co., Ltd. ("Beijing TeraSolar"), which is principally engaged in construction, management and technical consultancy of concentrated solar power projects, pursuant to which, the Group agreed to subscribe 8% of the enlarged share capital of Beijing TeraSolar for a total consideration of RMB116,000,000 (equivalent to HK\$129,464,000). As at 31 December 2015 and 2016, the Group has paid HK\$64,732,000 and subscribed 4% of the enlarged capital of Beijing TeraSolar. The remaining HK\$64,732,000 will be paid upon the request of Beijing TeraSolar.

附註：

- (a) 於截至2015年12月31日止年度內，本集團與若干公司共同簽訂合營股東協議成立合營公司，中信張北太陽能熱發電有限公司(「太陽能熱發電公司」)投資太陽能熱發電電站項目。太陽能熱發電公司總資本將達人民幣1,000,000,000元，本集團承擔注資人民幣150,000,000元(相當於167,411,000港元)，為太陽能熱發電公司15%股本權益。於2015年及2016年12月31日，本集團尚未繳付有關金額。
- (b) 於截至2015年12月31日止年度內，本集團簽訂協議投資北京兆陽光熱技術有限公司(「兆陽光熱」)，其主要從事建設、管理及提供技術顧問於太陽能熱發電電站項目。本集團同意認購兆陽光熱增資後8%股權，總金額為人民幣116,000,000元(相當於129,464,000港元)。於截至2015年及2016年12月31日止年度內，本集團已付64,732,000港元並持有兆陽光熱增資後4%股權。其餘64,732,000港元將按兆陽光熱要求再支付。

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### 39. Capital Commitments (Continued)

- (c) During the year ended 31 December 2016, the Group incorporated a company, namely CITIC International Trading Center Co., Ltd (“CITIC International Trading”) with other two independent third parties. CITIC International Trading principally engaged in provision of service for trading of financial instruments and consultancy service. Total capital of CITIC International Trading is RMB100,000,000 of which the Group has committed to inject RMB20,000,000 (equivalent to HK\$22,321,000) representing 20% equity interest of CITIC International Trading. Two out of seven directors are appointed by the Group. CITIC International Trading is an associate of the Group. As at 31 December 2016, the Group has yet injected the committed share capital.

### 40. Retirement Benefits Plans

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the Scheme are held separately from those of the Group and are held in funds under the control of trustees.

The employees of the subsidiaries in the PRC are members of a state-managed retirement benefits schemes operated by the PRC government. The relevant PRC subsidiaries are required to contribute a specified percentage of payroll costs to the retirement scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

The total cost charged to profit or loss of approximately HK\$12,416,000 (2015: HK\$11,663,000) represents contributions to these schemes by the Group in respect of the current accounting period. As at 31 December 2016 and 2015, no contributions due in respect of the reporting period had not been paid over to the scheme.

### 39. 資本承擔(續)

- (c) 於截至2016年12月31日之年內，本集團與兩家獨立第三方成立一家公司，名為中信國際交易中心有限公司（「中信國際交易」）。中信國際交易主要從事金融工具交易服務及諮詢服務。中信國際交易總資本達人民幣100,000,000元，本集團承擔注資人民幣20,000,000元（相當於22,321,000港元），佔中信國際交易20%股本權益。七位董事其中兩位董事由本集團委任，中信國際交易為本集團之一家聯營公司。於2016年12月31日，本集團尚未繳付該承擔股本。

### 40. 退休福利計劃

本集團為所有於香港僱用的合資格員工推行一項計劃。該計劃項下之資產與本集團資產已分割，並且是由信託人控制的基金持有。

位於中國之附屬公司的僱員乃由中國政府運作的退休福利計劃之成員。有關的中國附屬公司需要就退休計劃按人工成本之指定百分比作出供款，以資助該等福利。本集團關於退休福利計劃之唯一責任是作出該指定供款。

於本會計期間計入損益表之成本總額約為12,416,000港元（2015年：11,663,000港元），代表本集團就該等計劃項下的供款。於2016年及2015年12月31日，就相關報告期間，並無該等計劃項下到期之供款未予支付。

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### 41. Related Party Transactions

### 41. 關聯方交易

During the year, the Group entered into the following transactions with related parties:

年內，本集團與關聯方進行下述交易：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Interest income from an associate	一家聯營公司的利息收入	<b>52,258</b>	55,763
Interest income on loan to non-controlling shareholders of subsidiaries, which can exercise significant influence over respective subsidiaries	對附屬公司可行使重大影響之附屬公司非控制股東之借款利息收入	—	4,269
Purchase of property, plant and equipment from non-controlling shareholder of a subsidiary which can exercise significant influence over this subsidiary	由對附屬公司可行使重大影響之附屬公司非控制股東購置物業、廠房及設備	—	46,250
Interest expense to a substantial shareholder	一家主要股東之利息支出	<b>3,507</b>	9,635
Interest expense to non-controlling shareholders of subsidiaries	附屬公司非控制股東之利息支出	<b>19,420</b>	4,190
Interest expense to a subsidiary of a substantial shareholder	一家附屬公司的主要股東之利息支出	<b>28,913</b>	—
Dividend paid to non-controlling shareholders of a subsidiary	股息支付予一家附屬公司之非控制股東	<b>70,607</b>	—
Purchase of raw material from an associate	由一家聯營公司購入原材料	—	1,565,491

Details of balances with related parties and other transactions with related parties are set out in the consolidated statement of financial position and notes 19, 23, 33 and 36.

與關聯公司結餘及與關聯方之其他交易詳情載列於綜合財務狀況表及附註19、23、33及36。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 42. Major Non-Cash Transactions

During the year ended 31 December 2016, HK\$42,160,000 (2015: HK\$507,826,000) in relation to the addition of property, plant and equipment was not settled as at 31 December 2016 and was included in accrued charges, rental deposits and other payables. Details are set out in note 36.

During the year ended 31 December 2016, amount of approximately HK\$52,258,000 (2015: HK\$55,763,000) on relation to interest income generated from loan advanced to an associate, which was not settled and was included in amounts due from associates as at 31 December 2016.

During the year ended 31 December 2016, amount of approximately HK\$14,595,000 (2015: HK\$35,223,000) in relation to interest income generated from loan receivable to a third party, which was not settled and was included in deposits, prepayment and other receivables as at 31 December 2016.

During the year ended 31 December 2016, amount of approximately HK\$19,689,000 (2015: nil) in relation to finance costs, which were not settled and were included in accrued charges, rental deposits and other payable as at 31 December 2016.

During the year ended 31 December 2015, property, plant and equipment was reclassified to investment property due to change of management's intention (detailed in note 14).

### 42. 主要非現金交易

於截至2016年12月31日止年度內，有關添置物業、廠房及設備中之42,160,000港元(2015年：507,826,000港元)於2016年12月31日尚未支付並已包括於應計費用、租務按金及其他應付款內。詳情載列於附註36。

於截至2016年12月31日止年度內，有關墊支予一家聯營公司而產生之利息收入金額約52,258,000港元(2015年：55,763,000港元)尚未支付並已計入於2016年12月31日之應收聯營公司款內。

於截至2016年12月31日止年度內，有關第三者應收貸款之利息收入之約14,595,000港元(2015年：35,223,000港元)於2016年12月31日尚未支付並已包括按金、預付款及其他應收款內。

截至2016年12月31日止年度，有關財務費用金額約19,689,000港元(2015年：無)於2016年12月31日尚未支付並包括在應計費用、租務按金及其他應付款內。

於截至2015年12月31日止年度內，物業、廠房及設備因管理層更改用途重列至投資物業(詳情載列於附註14)。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 43. Particulars of Subsidiaries and Associates

### (a) General information of subsidiaries

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

Name of subsidiary 公司名稱	Country/ place of incorporation/ establishment 註冊/成立 國家/所在地	Nominal value of issued ordinary share capital/ registered capital 已發行普通股股本/ 註冊資本面值	Proportion of nominal value of issued ordinary share capital/ registered capital held by the Company 本公司所持有已發行普通股股本/ 註冊資本面值比例				Principal activities 主要業務
			2016		2015		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Beijing East Gate Development Co., Ltd. ("Beijing East Gate") 北京東環置業有限公司(「北京東環」)	PRC (Note i) 中國(附註i)	US\$100,413,500 100,413,500美元	—	100%	—	100%	Property development and investment 物業發展及投資
Beijing Yinda Property Management Limited ("Yinda") 北京銀達物業管理有限責任公司(「銀達」)	PRC (Note ii) 中國(附註ii)	RMB10,000,000 人民幣10,000,000元	—	90%	—	90%	Property management 物業管理
Beijing Ju Fu Real Estate Development Company Limited ("Beijing Ju Fu") 北京巨福房地產開發有限公司(「北京巨福」)	PRC (Note iii) 中國(附註iii)	RMB105,000,000 人民幣105,000,000元	—	90%	—	90%	Property development and investment 物業發展及投資
Greenhill Property Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Likesway Limited 利時威有限公司	Hong Kong 香港	HK\$2 2港元	100%	—	100%	—	Property holding and investment 持有物業及投資
Real China Development Limited 泰境發展有限公司	Hong Kong 香港	HK\$2 2港元	100%	—	100%	—	Property holding and investment 持有物業及投資
Silver Grant Hainan Investment (BVI) Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	100%	—	Inactive 暫無業務
Silver Grant Infra-Structure Investment (BVI) Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Ju Fu San Yan Jing Investment Company Limited 巨福三眼井投資有限公司	Hong Kong 香港	HK\$2 2港元	—	100%	—	100%	Investment holding 投資控股

## 43. 附屬公司及聯營公司

### (a) 附屬公司一般資料

本公司直接或間接持有的附屬公司詳情於本報告期末載列如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 43. Particulars of Subsidiaries and Associates (Continued)

## 43. 附屬公司及聯營公司(續)

### (a) General information of subsidiaries (Continued)

### (a) 附屬公司一般資料(續)

Name of subsidiary 公司名稱	Country/ place of incorporation/ establishment 註冊/成立 國家/所在地	Nominal value of issued ordinary share capital/ registered capital 已發行普通股股本/ 註冊資本面值	Proportion of nominal value of issued ordinary share capital/ registered capital held by the Company 本公司所持有已發行普通股股本/ 註冊資本面值比例				Principal activities 主要業務
			2016		2015		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Silver Grant International Securities Investment Limited 銀建國際證券投資有限公司	Hong Kong 香港	HK\$2 2港元	—	100%	—	100%	Securities trading 證券買賣
Silver Grant Securities Investment (BVI) Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Straight View Investment Limited 藝景投資有限公司	Hong Kong 香港	HK\$100 100港元	100%	—	100%	—	Investment holding 投資控股
SYJ Holding Limited	British Virgin Islands 英屬處女群島	HK\$2,170 2,170港元	100%	—	100%	—	Investment holding 投資控股
Twin Sparkle Limited 康而富有限公司	Hong Kong 香港	HK\$2 2港元	100%	—	100%	—	Property holding and investment 持有物業及投資
Winner Property Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	—	100%	—	100%	Investment holding 投資控股
Sun Steed International Investments Limited 日駿國際投資有限公司	British Virgin Islands 英屬處女群島	US\$100 100美元	100%	—	100%	—	Investment holding 投資控股
Silver Grant International Petrochemical Limited 銀建國際石化有限公司	Hong Kong 香港	HK\$100 100港元	—	100%	—	100%	Investment holding 投資控股
TZ Dong Thai 泰州東泰	PRC (Note iii) 中國(附註 iii)	RMB420,000,000 人民幣420,000,000元	—	69.78%	—	69.78%	Investment holding and investment 投資控股及投資
TZ United East <sup>##</sup> 泰州東聯化工	PRC (Note iv) 中國(附註 iv)	RMB463,645,186 人民幣463,645,186元	—	66.77%	—	66.77%	Production and trading of petrochemical products 生產及銷售石油化工產品
Platinum Two Limited	Mauritius 毛里裘斯	US\$1 1美元	100%	—	100%	—	Inactive 暫無業務
Silver Grant International Assets Investment Limited 銀建國際資產投資有限公司	Hong Kong 香港	HK\$100 100港元	100%	—	100%	—	Inactive 暫無業務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 43. Particulars of Subsidiaries and Associates (Continued)

## 43. 附屬公司及聯營公司(續)

### (a) General information of subsidiaries (Continued)

### (a) 附屬公司一般資料(續)

Name of subsidiary 公司名稱	Country/ place of incorporation/ establishment 註冊/成立 國家/所在地	Nominal value of issued ordinary share capital/ registered capital 已發行普通股股本/ 註冊資本面值	Proportion of nominal value of issued ordinary share capital/ registered capital held by the Company 本公司所持有已發行普通股股本/ 註冊資本面值比例				Principal activities 主要業務
			2016		2015		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Xin Jiang Zhong Qing Luan Chuang Technology Company Limited ("Zhong Qing") 新疆中青聯創科技有限公司(「中青」)	PRC (Note iv) 中國(附註iv)	RMB5,000,000 人民幣5,000,000元	—	60%	—	60%	Investment holding 投資控股
Fast Winner Investments Limited	British Virgin Islands 英屬處女群島	US\$1,000 1,000美元	100%	—	100%	—	Inactive 暫無業務
Aesco Limited	Hong Kong 香港	HK\$200,000 200,000港元	100%	—	100%	—	Investment holding 投資控股
Beijing Runda International Investment Management Limited ("Beijing Runda") 北京潤達國際投資管理有限公司 (「北京潤達」)	PRC (Note iii) 中國(附註iii)	RMB100,000,000 人民幣100,000,000元	—	100%	—	100%	Investment holding 投資控股
Long Bright Capital Limited 長輝資本有限公司	British Virgin Islands 英屬處女群島	US\$100 100美元	70%	—	70%	—	Investment holding 投資控股
Konson Investment Limited 港丰投資有限公司	Hong Kong 香港	HK\$100 100港元	—	70%	—	70%	Investment holding 投資控股
Fast Growing International Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	100%	—	100%	—	Investment holding 投資控股
Taizhou Yinjian 泰州銀建	PRC (Note iii) 中國(附註iii)	RMB100,000,000 人民幣100,000,000元	—	100%	—	100%	Environmental conservation and renewable energy investment 環境保育及再生能源投資
Silver Grant International Infra- structure Investment Limited 銀建國際基建投資有限公司	Hong Kong 香港	HK\$2 2港元	—	100%	—	100%	Investment holding 投資控股
Jing Yin International Investment Consultant (Beijing) Company Ltd (Jing Yin) 京銀國際投資諮詢(北京)有限公司 (京銀)	PRC (Note iii) 中國(附註iii)	RMB100,000,000 人民幣100,000,000元	—	100%	—	100%	Inactive 暫無業務

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 43. Particulars of Subsidiaries and Associates (Continued)

### (a) General information of subsidiaries (Continued)

<sup>^</sup> The names in English are for identification only.

<sup>#</sup> Three out of five directors of this subsidiary are appointed by the Group. The Group control 60% of the voting right in general meeting.

Notes:

- (i) It is registered as a wholly foreign-owned enterprise.
- (ii) It is a sino-foreign equity joint venture company established in the PRC. Under the joint venture agreement, the Group is responsible to contribute RMB9,000,000 to the registered capital of Yinda and share 90% of the profits and losses of Yinda.
- (iii) These subsidiaries are registered domestic enterprises.
- (iv) It is a sino-foreign equity joint venture company established in the PRC.

None of the subsidiaries had issued any debt securities at the end of the year.

Other than the investment holding companies incorporated in the British Virgin Islands which have no principal place of operation, and Beijing East Gate, Yinda, Beijing Ju Fu, TZ Dong Thai, TZ United East, Jing Yin, Taizhou Yinjian, Zhong Qing and Beijing Runda which operate principally in the PRC, all other subsidiaries principally operate in Hong Kong.

## 43. 附屬公司及聯營公司(續)

### (a) 附屬公司一般資料(續)

<sup>^</sup> 英文名稱僅供參考。

<sup>#</sup> 該附屬公司的五名董事的其中三名由本集團委任。本集團於股東大會上控制60%投票權。

附註：

- (i) 此附屬公司是以一家全外資擁有企業方式註冊。
- (ii) 這是一家於中國成立之中外合資企業。根據合營合同，本集團負責出資人民幣9,000,000元作為銀達之註冊資本，並且有權分享銀達90%損益。
- (iii) 該等附屬公司為註冊內資企業。
- (iv) 該附屬公司為於中國成立之中外合資企業。

於年末，並無附屬公司有發行任何形式的債券。

除英屬處女群島註冊成立之投資控股公司並無主要營業地點以及北京東環、銀達、北京巨福、泰州東泰、泰州東聯化工、京銀、泰州銀建、中青及北京潤達主要是於中國營運外，所有其他附屬公司均主要於香港經營。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 43. Particulars of Subsidiaries and Associates (Continued)

## 43. 附屬公司及聯營公司(續)

(b) Particulars of the Group's associates at 31 December 2016 and 2015 are as follows:

(b) 本集團之聯營公司於2016年及2015年12月31日的詳情如下：

Name of company 公司名稱	Form of business structure 業務型態	Place/ country of incorporation/ establishment 註冊/成立 國家地點/ 所在地	Principal place of business 主要營業地點	Class of shares held 所持股份類別	Proportion of nominal value of issued ordinary share capital/ registered capital held by 所持有已發行普通股股本/ 註冊資本面值比例		Principal activities 主要業務
					2016	2015	
Cinda Jianrun 信達建潤	Domestic enterprise 內資企業	PRC 中國	PRC 中國	Registered capital 註冊資本	<b>30%</b>	30%	Property development and operation, property management and construction 物業發展及營運、物業管理及建造
Zhong Hai You Qi 中海油氣	Domestic enterprise 內資企業	PRC 中國	PRC 中國	Registered capital 註冊資本	<b>23.03%</b>	23.03%	Production and trading of petroleum and petrochemical products 生產及銷售石油及石油化工產品

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 43. Particulars of Subsidiaries and Associates (Continued)

## 43. 附屬公司及聯營公司(續)

### (c) Details of non-wholly owned subsidiaries that have material non-controlling interests

### (c) 存在重大非控制權益之非全資擁有附屬公司之詳情

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

下表列出存在重大非控制權益之非全資擁有附屬公司之詳情：

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 成立所在地及主要營運地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控制權益之擁有權益之比例及投票權		Profit (loss) allocated to non-controlling interests 分配予非控制權益之溢利(虧損)		Accumulated non-controlling interests 累計之非控制權益	
		2016	2015	2016	2015	2016	2015
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
TZ Dong Thai 泰州東泰	PRC 中國	30.22%	30.22%	2,255	(800)	173,156	184,808
TZ United East 泰州東聯化工	PRC 中國	33.23%	33.23%	(118,872)	(61,528)	41,534	166,076
Individually immaterial subsidiaries with non-controlling interests 存在非控制權益之個別非重大附屬公司				630	(1,712)	19,021	19,702
						233,711	370,586

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

有關擁有重大非控制權益之本集團各附屬公司之財務資料摘要載列如下。以下的財務資料摘要表示內部抵銷前之金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 43. Particulars of Subsidiaries and Associates (Continued)

## 43. 附屬公司及聯營公司(續)

### (c) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

### (c) 存在重大非控制權益之非全資擁 有附屬公司之詳情(續)

#### TZ Dong Thai

#### 泰州東泰

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Current assets	流動資產	231,291	443,431
Non-current assets	非流動資產	816,494	679,687
Current liabilities	流動負債	(474,800)	(505,691)
Non-current liabilities	非流動負債	—	—
Equity attributable to owners of the Company	本公司擁有人應佔股本	(399,829)	(432,619)
Non-controlling interest	非控制權益	(173,156)	(184,808)
Revenue	收入	—	—
Other income, gains and losses	其他收入、收益及虧損	40,827	30,826
Expenses	支出	(33,364)	(33,475)
Profit (loss) for the year	年內溢利(虧損)	7,463	(2,649)
Profit (loss) for the year attributable to:	年內溢利(虧損)應佔：		
Owners of the Company	本公司擁有人	5,208	(1,849)
Non-controlling interests	非控制權益	2,255	(800)
Profit (loss) for the year	年內溢利(虧損)	7,463	(2,649)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 43. Particulars of Subsidiaries and Associates (Continued)

## 43. 附屬公司及聯營公司(續)

### (c) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

### (c) 存在重大非控制權益之非全資擁有附屬公司之詳情(續)

#### TZ Dong Thai (Continued)

#### 泰州東泰(續)

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Total comprehensive expense attributable to:	全面支出總額應佔：		
Owners of the Company	本公司擁有人	<b>(32,790)</b>	(29,484)
Non-controlling interests	非控制權益	<b>(14,201)</b>	(12,770)
<b>Total comprehensive expense for the year</b>	<b>年內全面支出總額</b>	<b>(46,991)</b>	(42,254)
Dividend paid to non-controlling interests of TZ Dong Thai (Note)	對泰州東泰之非控制權益之已付股息(附註)	<b>70,607</b>	—
Net cash outflow from operating activities	經營業務之淨現金流出	<b>(22,199)</b>	(1,025)
Net cash outflow from investing activities	投資業務之淨現金流出	<b>(164,994)</b>	(124,590)
Net cash inflow from financing activities	融資業務之淨現金流入	<b>171,042</b>	155,421
<b>Net cash (outflow) inflow</b>	<b>淨現金(流出)流入</b>	<b>(16,151)</b>	29,806

Note: During the year ended 31 December 2016, TZ Dong Thai declared and distributed RMB0.4762 (equivalent to HK\$0.5563) per share dividend to its shareholders, approximately HK\$70,607,000 was distributed to its non-controlling shareholders.

附註：於截至2016年12月31日之年度內，泰州東泰分派及派付股息每股人民幣0.4762元(相當於0.5563港元)予其股東，非控制權益股東共分派約70,607,000港元。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 43. Particulars of Subsidiaries and Associates (Continued)

## 43. 附屬公司及聯營公司(續)

### (c) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

### (c) 存在重大非控制權益之非全資擁有 附屬公司之詳情(續)

#### TZ United East

#### 泰州東聯化工

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Current assets	流動資產	524,695	489,733
Non-current assets	非流動資產	3,683,972	3,926,161
Current liabilities	流動負債	(3,230,850)	(3,077,833)
Non-current liabilities	非流動負債	(852,812)	(838,219)
Equity attributable to owners of the Company	本公司擁有人應佔股本	(83,471)	(333,766)
Non-controlling interest	非控制權益	(41,534)	(166,076)
Revenue	收入	48,814	30,759
Other income, gains and losses	其他收入、收益及虧損	1,701	1,925
Expenses	支出	(408,284)	(217,865)
Loss for the year	年內虧損	(357,769)	(185,181)
Loss for the year attributable to:	年內虧損應佔：		
Owners of the Company	本公司擁有人	(238,897)	(123,653)
Non-controlling interests	非控制權益	(118,872)	(61,528)
Loss for the year	年內虧損	(357,769)	(185,181)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 43. Particulars of Subsidiaries and Associates (Continued)

## 43. 附屬公司及聯營公司(續)

### (c) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

### (c) 存在重大非控制權益之非全資擁 有附屬公司之詳情(續)

#### TZ United East (Continued)

#### 泰州東聯化工(續)

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Total comprehensive expense attributable to:	全面支出總額應佔：		
Owners of the Company	本公司擁有人	<b>(250,295)</b>	(145,759)
Non-controlling interests	非控制權益	<b>(124,542)</b>	(72,528)
<b>Total comprehensive expense for the year</b>	<b>年內全面支出總額</b>	<b>(374,837)</b>	(218,287)
Net cash outflow from operating activities	經營業務之淨現金流出	<b>(307,885)</b>	(353,212)
Net cash outflow from investing activities	投資業務之淨現金流出	<b>(365,934)</b>	(806,824)
Net cash inflow from financing activities	融資業務之淨現金流入	<b>433,486</b>	939,445
<b>Net cash outflow</b>	<b>淨現金流出</b>	<b>(240,333)</b>	(220,591)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 44. Statement of Financial Position and Reserves of the Company

## 44. 本公司財務狀況及儲備表

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Investment properties	投資物業	96,490	93,901
Property, plant and equipment	物業、廠房及設備	33,839	35,067
Unlisted investments in subsidiaries	投資於非上市附屬公司	735,073	735,073
Amounts due from subsidiaries	應收附屬公司款	2,345,046	2,344,091
Structured finance securities	結構性金融證券	6,831	6,728
Available-for-sale investments	可供出售投資	2,779	36,957
Loan receivable with embedded derivative	附有嵌入式衍生工具之 應收貸款	—	736,866
		<b>3,220,058</b>	3,988,683
<b>Current assets</b>	<b>流動資產</b>		
Held-for-trading investments	持作買賣投資	146,668	112,998
Deposits, prepayments and other receivables	按金、預付款及其他 應收款	102,069	711
Amounts due from subsidiaries	應收附屬公司款	777,706	869,680
Amounts due from associates	應收聯營公司款	10,410	10,410
Loan receivable	應收貸款	155,450	—
Bank balances and cash	銀行結餘及現金	78,372	17,767
		<b>1,270,675</b>	1,011,566
<b>TOTAL ASSETS</b>	<b>資產總值</b>	<b>4,490,733</b>	5,000,249

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 44. Statement of Financial Position and Reserves of the Company (Continued)

## 44. 本公司財務狀況及儲備表(續)

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>EQUITY</b>	<b>股本</b>		
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	3,626,781	3,626,781
Reserves	儲備	533,204	590,324
<b>TOTAL EQUITY</b>	<b>股本總值</b>	<b>4,159,985</b>	4,217,105
<b>LIABILITIES</b>	<b>負債</b>		
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Borrowings	借貸	—	400,000
Deferred tax liabilities	遞延稅項負債	8,863	8,863
		<b>8,863</b>	408,863
<b>Current liabilities</b>	<b>流動負債</b>		
Accrued charges, rental deposits and other payables	應計費用、租務按金及其他應付款	21,912	34,417
Amounts due to subsidiaries	應付附屬公司款	49,192	59,864
Borrowings	借貸	250,781	280,000
		<b>321,885</b>	374,281
<b>TOTAL LIABILITIES</b>	<b>負債總值</b>	<b>330,748</b>	783,144
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>股本及負債總值</b>	<b>4,490,733</b>	5,000,249
<b>Net current assets</b>	<b>淨流動資產</b>	<b>948,790</b>	637,285
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	<b>4,168,848</b>	4,625,968

The financial statements were approved and authorised for issue by the board of directors on 27 March 2017 and are signed on its behalf by:

財務報表已獲董事會於2017年3月27日認可及授權發行並經下列授權代表簽署確認：

**Mr. Gao Jian Min**  
高建民先生  
Director 董事

**Mr. Liu Tianni**  
劉天倪先生  
Director 董事

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 44. Statement of Financial Position and Reserves of the Company (Continued)

## 44. 本公司財務狀況及儲備表(續)

### Movement in the Company's reserve

### 本公司股權之變動

		Attributable to owners of the Company 本公司擁有人應佔			
		Asset revaluation reserve 資產重估儲備 HK\$'000 千港元	Investment revaluation reserve 投資重估儲備 HK\$'000 千港元 (Note) (附註)	Retained profits 保留盈利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2015	於2015年1月1日	86,540	15,537	174,730	276,807
Profit for the year	年內溢利	—	—	444,277	444,277
Other comprehensive income (expense) for the year	年內其他全面收益(支出)	19	(15,537)	—	(15,518)
Total comprehensive income (expense) for the year	年內全面收益(支出)總額	19	(15,537)	444,277	428,759
Dividend (Note 13)	股息(附註13)	—	—	(115,242)	(115,242)
At 31 December 2015	於2015年12月31日	86,559	—	503,765	590,324
Loss for the year	年內虧損	—	—	(56,900)	(56,900)
Other comprehensive expense for the year	年內其他全面支出	(220)	—	—	(220)
Total comprehensive expense for the year	年內全面支出 總額	(220)	—	(56,900)	(57,120)
At 31 December 2016	於2016年12月31日	86,339	—	446,865	533,204

#### Note:

Fair value change of available-for-sale investments measured at fair value is recognised in other comprehensive income and accumulated in investment revaluation reserve, until the available-for-sale investments are disposed of or is determined to be impaired, at which time the cumulative gain or loss previously accumulated in investment revaluation reserve is reclassified to profit or loss.

#### 附註：

按公允值計量之可供出售投資之公允值變動於其他全面收益確認並累積於投資重估儲備，直至該可供出售投資被出售或被定為減值時，之前於投資重估儲備確認的累計收益或虧損將會劃轉至損益表。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 45. Capital Risk Management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the borrowings, net of cash and cash equivalents, and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

Management of the Group reviews the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through new share issues and the issue of new debt or the redemption of the existing debt.

## 46. Financial Instruments

### Categories of financial instruments

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
FVTPL	於損益表按公允值處理		
— Held-for-trading	— 持作買賣	146,668	112,998
— Designated as at FVTPL	— 指定為於損益表按公允值處理	6,831	743,594
Loans and receivables	貸款及應收款項	2,975,694	2,415,713
Available-for-sale financial assets	可供出售金融資產	288,903	310,179
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	3,799,739	3,691,632

## 45. 資本風險管理

本集團透過使用最理想的債務與資本結餘管理其資本以保障集團內的公司能夠以持續經營方式持續並同時達至股東回報最大化。本集團的整體策略與以往年度維持一致。

本集團之資本結構由包括淨債務包括借貸、現金淨額及現金等值及本公司股本持有人應佔股本，其中包括已發行股本、儲備及保留盈利組成。

本集團管理層以持續性方式檢測集團的資本結構並同時考慮資金成本以及資金附帶的風險。本集團將透過發行新股份及發行新債務或贖回現有債務等方式致力平衡整體的資本結構。

## 46. 金融工具

### 金融工具之類別

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 46. Financial Instruments (Continued)

### Financial risk management objectives and policies

The Group's major financial instruments include structured finance securities, available-for-sale investments, held-for-trading investments, loan receivable with embedded derivative, amounts due from associates, trade receivables, deposits and other receivables, loan receivables, pledged bank deposits, bank balances, trade and bills payables, accrued charges, other payables and borrowings. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no significant change to the Group's exposure to market risks or the manner in which it manages and measures the risk from prior year.

### Market risks

#### Interest rate risk management

The Group's fair value interest rate risk as at 31 December 2016 and 2015 relates primarily to its fixed-rate amounts due from associates, fixed-rate pledged bank deposits, fixed-rate loan receivables, fixed-rate loan receivable with embedded derivative, fixed-rate other receivables, fixed-rate other payable and fixed-rate borrowings.

The Group's cash flow interest rate risk as at 31 December 2016 and 2015 primarily relates to its bank balances carried at prevailing deposit rate, variable-rate loan receivable and floating-rate borrowings.

The Group has not used any interest rate swaps in order to mitigate its exposure associated with fluctuations relating to interest cash flows. However, management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated. In addition, the Group has concentration risk on its floating-rate loan receivables, bank balances and borrowings which expose the Group significantly towards the change in HIBOR and PBOC interest rate.

## 46. 金融工具(續)

### 金融風險管理目標及政策

本集團之主要金融工具包括結構性金融證券、可供出售投資、持作買賣投資、附有嵌入式衍生工具之應收貸款、應收聯營公司賬款、應收賬款、按金及其他應收款項、應收貸款、抵押銀行存款、銀行結餘、應付賬款及票據、應計費用、其他應付款及借貸。與該等金融工具相關之風險及如何減低該等風險之政策載於下文。管理層會管理及監察該等風險，以確保及時與有效地採取適當措施。

本集團所面對的市場風險或管理及計量市場風險的方法與以往年度並無重大改變。

### 市場風險

#### 利率風險管理

本集團於2016年及2015年12月31日之公允值利率風險基本上是源自以固定利率計算之聯營公司款、抵押銀行存款、應收貸款、附有嵌入式衍生工具之應收貸款、其他應收款、其他應付款及借款。

本集團於2016年及2015年12月31日之現金流利率風險基本上是基於其當前存款利率之銀行結餘，按浮動利率計息的應收貸款及借貸。

本集團並無運用任何利率換期對沖利率現金利息帶來波動之風險，然而，管理層對利率風險進行監察並在預期面臨重大利率風險時考慮是否需採取其他必要的對應行動。另外，本集團風險集中於按浮動利率計息之應收貸款、銀行結餘及借貸，其於香港銀行同業拆息（「香港銀行同業拆息」）及中國人民銀行（「人民銀行」）利率改變對本集團有重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 46. Financial Instruments (Continued)

### Financial risk management objectives and policies (Continued)

#### Market risks (Continued)

##### Interest rate risk management (Continued)

The sensitivity analysis below have been determined based on the exposure to the floating-rate borrowings, variable-rate loan receivables and variable-rate bank balances at the end of the reporting period and the reasonable possible change taking place at the beginning of each year, held constant throughout the year. The directors of the Company remained using 150 (2015: 150) basis points for assessing interest rate risk on the above balances (except for bank balances) after considering the impact of the volatile financial market conditions. The directors of the Company used 10 (2015: 10) basis points for assessing interest rate risk on bank balances because they considered that the fluctuations on the interest rate on bank balances would be less significant. If interest rates had been 150 basis points (2015: 150 basis points) higher/lower for the above balances (except for bank balances) and 10 basis points (2015: 10 basis points) higher/lower for bank balances and all other variables were held constant, the potential effect on post-tax profit for the year is as follows:

## 46. 金融工具(續)

### 金融風險管理目標及政策(續)

#### 市場風險(續)

##### 利率風險管理(續)

以下的敏感性分析乃基於按浮動利率計息的借貸及其他應付款予一家附屬公司之非控制股東、按浮動利率計息的應收貸款及按浮動利率計息的銀行結餘於本報告期末的風險以及每年年初發生的合理可能變化並且其於整個年度內維持不變的假設計算所得。本公司董事考慮到金融市場環境反覆變化的影響而維持敏感度率150(2015年:150)基點以作評核以上結餘(銀行結餘除外)的利率風險。本公司董事以10(2015年:10)基點作評核銀行結餘之利率風險,因為考慮到利率於銀行結餘的波動較次要。倘若利率於上述結餘(銀行結餘除外)出現150基點(2015年:150基點)的上升/下降及10基點(2015年:10基點)的上升/下降於銀行結餘並假設其他一切不變,對年內除稅後溢利的潛在影響如下:

	2016 HK\$'000 千港元	2015 HK\$'000 千港元
Increase in post-tax loss (2015: increase in post-tax loss) for the year	(24,194)	(26,909)
年內除稅後虧損增加(2015年: 除稅後虧損增加)	(24,194)	(26,909)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 46. Financial Instruments (Continued)

### Financial risk management objectives and policies (Continued)

#### Market risks (Continued)

#### Interest rate risk management (Continued)

#### Foreign currency risk management

The major financial assets and liabilities of the Group are denominated in the functional currency of the respective group entities. Other than the items stated below, the directors of the Company consider that the Group's exposure to foreign currency exchange risk is insignificant as the majority of the Group's transactions are denominated in the functional currency of each individual group entity. The equivalent amounts of HKD are set out below:

## 46. 金融工具(續)

### 金融風險管理目標及政策(續)

#### 市場風險(續)

#### 利率風險管理(續)

#### 外幣風險管理

以集團公司功能貨幣以外貨幣為計價單位的本集團主要金融資產及金融負債。除下述項目外，本公司董事認為本集團所面臨的外幣匯率風險並不顯著，因本集團的主要交易是以各獨立集團公司的功能貨幣為交易單位。其等值之港元數額列載如下：

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Bank balances and cash	銀行結餘及現金		
– HKD	– 港元	<b>72,632</b>	9,134
– Euro	– 歐元	<b>7,452</b>	10,580
– United States dollars	– 美元	<b>2,846</b>	3,002
		<b>82,930</b>	22,716
Loan receivable	應收貸款		
– United States dollars	– 美元	<b>155,450</b>	–
Other receivable	其他應收款		
– HKD	– 港元	<b>101,397</b>	711
Borrowings	借貸		
– HKD	– 港元	<b>250,781</b>	680,000
Other payables	其他應付款		
– HKD	– 港元	<b>24,711</b>	34,417

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

截至2016年12月31日止年度

## 46. Financial Instruments (Continued)

### Financial risk management objectives and policies

(Continued)

### Market risks (Continued)

#### Foreign currency risk management (Continued)

Basis of sensitivity analysis:

Sensitivity analysis is prepared to demonstrate the effect of foreign exchange differences by 10% change in exchange rate of the functional currency (mainly RMB) against the relevant foreign currencies of the Company and respective subsidiaries, assuming all other variables were held constant. A positive number below indicates an increase in post-tax profit where the functional currencies weaken 10% against the relevant foreign currencies of the Company and respective subsidiaries. For a 10% strengthening of the functional currencies of the Company and respective subsidiaries, there would be an equal and opposite impact on the loss/profit for the year.

## 46. 金融工具(續)

### 金融風險管理目標及政策(續)

### 市場風險(續)

#### 外幣風險管理(續)

敏感度分析基準：

假設其他可變因素維持不變，感敏度分析揭示外幣滙兌差額改變10%功能貨幣(以人民幣為主)之滙兌率對本公司及相關附屬公司。以下之正數表示當功能貨幣對其相關附屬公司相對外幣弱10%時稅後利潤之增加。當功能貨幣比本公司之相關附屬公司強10%，會引致對本年除稅虧損/利潤有相同及反方向之影響。

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Decrease in post-tax loss (2015: increase in post-tax loss) for the year	年內除稅後虧損減少(2015年：除稅後虧損增加)	5,368	(57,698)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 46. Financial Instruments (Continued)

### Financial risk management objectives and policies (Continued)

#### Price risk management

#### Equity investments

As at 31 December 2016, the Group is exposed to price risk through its held-for-trading investments (2015: available-for-sale equity investments and held-for-trading investments). For available-for-sale investments measured at cost less impairment, as the fair value could not be measured reliably, they have not been included in the sensitivity analysis.

The sensitivity analysis below has been determined based on the exposure to equity price risks at end of the reporting period. If the prices of the respective available-for-sale investments in listed equity securities, certain unlisted equities which measured at fair value and held-for-trading investments had been 10% (2015: 10%) higher/lower, assuming all other variables were held constant, the impact to the Group would be:

		2016 HK\$'000 千港元	2015 HK\$'000 千港元
Held-for-trading investments:	持作買賣投資：		
Decrease in post-tax profit for the year	減少年內除稅後溢利	12,247	9,435
Available-for-sale investments:	可供出售投資：		
Decrease in other comprehensive income (net of tax)	減少其他全面收入 (除稅後)	—	3,418

10% (2015: 10%) change in equity investment price represents the directors of the Company's assessment of the reasonable possible change in price.

## 46. 金融工具(續)

### 金融風險管理目標及政策(續)

#### 價格風險管理

#### 股本投資

於2016年12月31日，本集團於其持作買賣投資(2015年：可供出售股權投資及持作買賣投資)面臨價格風險。而以成本扣減值計量的可供出售投資並沒有包括於敏感度分析，因其公允值並不能可靠計量。

下述的敏感度分析乃就於本報告期末之權本價格風險而釐定。倘若相關上市股本證券之可供出售投資、非上市股本按市計算及持作買賣投資之價格增加或減少10%(2015年：10%)，假設其他所有可變因素維持不變，對本集團的影響將會是：

10%(2015年：10%)於股本投資價格代表本公司董事判斷價格可能出現的合理變動。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 46. Financial Instruments (Continued)

#### Financial risk management objectives and policies

(Continued)

#### Price risk management (Continued)

#### Equity investments (Continued)

As at 31 December 2016 and 2015, the Group is exposed to concentration risk on the held-for-trading investments as they comprise equity shares issued by several companies listed Hong Kong.

#### Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

### 46. 金融工具(續)

#### 金融風險管理目標及政策(續)

#### 價格風險管理(續)

#### 股本投資(續)

於2016年及2015年12月31日，本集團就持作買賣投資而言，存在過度集中的風險，因該等投資乃於香港上市的若干公司發行股份權益。

#### 流動資金風險

為管理流動資金風險，本集團監察並維持管理層認為之一定水平的現金及現金等值結餘以滿足集團之運作及去除現金流波動帶來之影響。管理層監察銀行貸款的使用情況並保障遵守貸款條款。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 46. Financial Instruments (Continued)

### Financial risk management objectives and policies

(Continued)

### Liquidity risk (Continued)

#### Liquidity tables

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating-rate, the undiscounted amount is derived from existing interest rate at the end of the reporting period.

		Weighted average interest rate %	On demand or less than 6 months 按要求或 少於6個月 HK\$'000 千港元	6 months to 1 year 6個月至1年 HK\$'000 千港元	1 – 2 years 1年至2年 HK\$'000 千港元	2 – 5 years 2年至5年 HK\$'000 千港元	Over 5 years 超過5年 HK\$'000 千港元	Total contractual undiscounted cash flow 未折現之 現金流總額 HK\$'000 千港元	Carrying value 賬面值 HK\$'000 千港元
<b>As at 31 December 2016</b>	<b>於2016年 12月31日</b>								
Trade and bills payables	應付賬款及票據	N/A 不適用	76,571	–	–	–	–	76,571	76,571
Other payables	其他應付款	N/A 不適用	615,067	–	–	–	–	615,067	615,067
Borrowings	借貸	5.36	930,547	824,141	646,042	519,291	606,390	3,526,411	3,108,101
			1,622,185	824,141	646,042	519,291	606,390	4,218,049	3,799,739
<b>As at 31 December 2015</b>	<b>於2015年 12月31日</b>								
Trade and bills payables	應付賬款及票據	N/A 不適用	273,792	–	–	–	–	273,792	273,792
Other payables	其他應付款	N/A 不適用	811,953	–	–	–	–	811,953	811,953
Borrowings	借貸	5.93	772,947	708,969	832,669	511,083	–	2,825,668	2,605,887
			1,858,692	708,969	832,669	511,083	–	3,911,413	3,691,632

## 46. 金融工具(續)

### 金融風險管理目標及政策(續)

### 流動資產風險(續)

#### 流動資金列表

下述列表詳列本集團基於以特定還款條約之非衍生工具金融負債的剩餘到期合同。該列表是基於金融負債之不折現現金流及基於本集團可被要求於最早還款日製作。列表包括利息及本金的現金流。若利息流為浮動利率，不折現值以現行利率於本報告期末計算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 46. Financial Instruments (Continued)

#### Financial risk management objectives and policies

(Continued)

#### Liquidity risk (Continued)

#### Liquidity tables (Continued)

Bank loans with a repayment on demand clause are included in the “on demand or less than 6 months” time band in the above maturity analysis. As at 31 December 2016, the aggregate carrying amounts of these bank loans of the Group amounted to HK\$204,511,000 (2015: HK\$257,274,000). Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank loans of the Group will be repaid in accordance with the scheduled repayment dates set out in the loan agreements in note 33. The aggregate principal and interest cash outflows of the Group will amount to HK\$205,091,000 (2015: HK\$258,070,000).

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

### 46. 金融工具(續)

#### 金融風險管理目標及政策(續)

#### 流動資產風險(續)

#### 流動資金列表(續)

包含按要求還款條文之銀行貸款計入上述到期期限分析之「按要求或少於6個月」時段內。於2016年12月31日該等本集團銀行貸款之賬面值總額為204,511,000港元(2015年：257,274,000港元)。經考慮本集團之財務狀況，本公司董事並不相信銀行可能會行使其酌情權要求即時還款。本公司董事相信，該等本集團銀行貸款將會按照附註33呈列之貸款協議所載之預定還款日期償還。本集團之本金及利息現金流出總額為205,091,000港元(2015：258,070,000港元)。

若變動利率與本報告期末所定之估計利率有差異，以上非衍生金融負債之可變利率之金額將會改變。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 46. Financial Instruments (Continued)

### Financial risk management objectives and policies (Continued)

#### Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations as at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group has significant concentration of credit risk in respect of amounts due from two (2015: one) associates of HK\$1,140,253,000 (2015: HK\$1,149,637,000), loan receivables from two (2015: one) independent third parties of total HK\$407,682,000 (2015: HK\$270,012,000), loan receivable with embedded derivative from nil (2015: one) independent third party of HK\$nil (2015: HK\$736,866,000), loan interest receivables from two (2015: two) independent third parties of total HK\$60,873,000 (2015: HK\$47,864,000) and amount due from one (2015: one) third party of HK\$220,540,000 (2015: HK\$152,932,000). In order to minimise the credit risk, the Group reviews the recoverable amount of each individual debt throughout the year to ensure that adequate impairment losses are made for irrecoverable amounts at the end of the reporting period. In this regard, the Group considers that the Group's credit risk are significantly reduced.

The Group has a concentration of credit risk on liquid funds deposited with a few major banks. However, the credit risk on liquid funds is limited because the counterparties are banks with good reputation.

## 46. 金融工具(續)

### 金融風險管理目標及政策(續)

#### 信貸風險

於本報告期末，就交易對手未能履行其責任而導致本集團已確認的各種金融資產需要面對之最大信貸風險，為該等資產分別於綜合財務狀況表列載之賬面值。就其他應收款而言，本集團有重大的信貸過度集中風險，應收兩家(2015年：一家)聯營公司款1,140,253,000港元(2015年：1,149,637,000港元)、由應收兩名(2015年：一名)獨立第三方貸款總數407,682,000港元(2015年：270,012,000港元)、由無(2015年：一名)獨立第三方附有嵌入式衍生工具之應收貸款為無港元(2015年：736,866,000港元)、應收兩名(2015年：兩名)獨立第三方的貸款利息總數為60,873,000港元(2015年：47,864,000港元)及應收一名(2015年：一名)獨立第三方款220,540,000港元(2015年：152,932,000港元)。為達至減低信貸風險，本集團檢測各獨立的應收賬項於本報告期末的可回收金額以確保已就不可回收金額提撥足夠的減值虧損。故此，本集團認為，本集團之信貸風險已大幅減少。

本集團因資金存放於幾家主要銀行而存在信貸風險過度集中。然而流動資金之信貸風險僅為有限，因為交易對手均為擁有良好商譽的銀行。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 46. Financial Instruments (Continued)

### Fair value measurement of financial instruments

#### **Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis**

Some of the Group's assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets/ financial liabilities 金融資產／金融負債	Fair value as at 公允值於		Fair value hierarchy 公允值等級	Valuation technique(s) and key input(s) 估值方法及關鍵因素
	2016 HK\$'000 千港元	2015 HK\$'000 千港元		
1) Held-for-trading investment 持作買賣投資	146,668	112,998	Level 1 第1類	Quoted bid prices in an active market 於活躍市場之買入報價
2) Unlisted available-for-sale financial asset (Note) 非上市可供出售金融資產(附註)	—	34,177	Level 1 第1類	By reference to the quoted bid prices in an active market of the respective listed securities. 參閱相關上市股份於活躍市場之買入報價。
3) Structured finance securities 結構性金融證券	6,831	6,728	Level 3 第3類	Valuation provided by counterparty financial institution. Major assumptions are stated in note 20. 由交易對手金融機構提供之估值。主要假設列 於附註20。
4) Loan receivable with embedded derivative 附有嵌入式衍生工具之 應收貸款	—	736,866	Level 3 第3類	Loan — discounted cash flow method was used to capture the present value of the expected future economic benefits that will flow to the Group, based on an appropriate discount rate; 貸款一採用現金流折現法取得預期將流進本集團之 經濟收益的折現值，以合適之折現率計算。 Embedded derivative — binominal model. Details of key inputs are set out in note 23. 嵌入式衍生工具 — 二項法。關鍵因素呈列 於附註23。

## 46. 金融工具(續)

### 金融工具之公允值計量

#### **本集團及本公司金融資產及金融負債之公允值乃按經常性基準以公允值計量**

本集團部份金融資產及金融負債於每個報告期末是以公允值計量。下表提供如何釐定該等金融資產及金融負債的公允值的信息(特別是估值採用的方法及因素)。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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### 46. Financial Instruments (Continued)

#### **Fair value measurement of financial instruments** (Continued)

#### **Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis** (Continued)

Note: Restricted shares of a company with its other shares listed in the Stock Exchange of Hong Kong.

There is no transfer between Level 1 and Level 2 in the period.

#### **Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis**

The management of the Group estimates the fair value of its financial assets and financial liabilities measured at amortised cost using the discounted cash flows analysis.

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

### 46. 金融工具(續)

#### 金融工具之公允值計量(續)

本集團及本公司金融資產及金融負債之公允值乃按經常性基準以公允值計量(續)

附註：公司的有限制股份與其他股份於香港聯合交易所上市。

期內，第1類及第2類之間並無轉移。

#### 本集團金融資產及金融負債之公允值非按經常性基準以公允值計量

本集團管理層採用折現現金流量分析，估計其按攤銷成本計量之金融資產及金融負債之公允值。

本集團管理層認為，於綜合財務報表按攤銷成本入賬之金融資產及金融負債之賬面值與其公允值相若。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2016

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## 46. Financial Instruments (Continued)

### Fair value measurement of financial instruments (Continued)

#### Fair value measurements and valuation process

The executive directors of the Company are responsible to determine the appropriate valuation techniques and inputs for fair value measurements.

Some of the Group's assets are measured at fair value for financial reporting purposes. In estimating the fair value of an asset or a liability, the Group uses market-observable data or information provided by counterparty financial institutions to the extent it is available. Where Level 1 inputs are not available or counterparty financial institutions cannot provide sufficient information in relation to fair value, the management of the Group will engage third party qualified valuers to perform the valuation. The finance manager reports to management of the Group semi-annually to explain the cause of fluctuations in the fair value of the assets.

Fair value hierarchy as at 31 December 2016 and 2015.

## 46. 金融工具(續)

### 金融工具之公允值計量(續)

#### 公允值計量及估值程序

本公司之執行董事負責釐定適用於計量公允值之估值技術及輸入值。

本集團之部份資產是以公允值計量財務報告之目的。估計一項資產或負債之公允值時，本集團採用可取得之可觀察市場數據或金融機構交易對手提供之資料。倘並無第1類輸入值或金融機構交易對手未能提供足夠有關公允值之資料，本集團管理層將聘用第三方合資格估值師以進行估值。財務經理會每半年向本集團管理層報告，解釋有關資產公允值波動之原因。

於2016年及2015年12月31日的公允值等級。

		31 December 2016 於2016年12月31日				31 December 2015 於2015年12月31日			
		Level 1 第1類	Level 2 第2類	Level 3 第3類	Total 總額	Level 1 第1類	Level 2 第2類	Level 3 第3類	Total 總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Financial assets at FVTPL</b>	於損益表按公允值處理的 金融資產								
Structured finance securities	結構性金融證券	—	—	6,831	6,831	—	—	6,728	6,728
Loan receivable with embedded derivative	附有嵌入式衍生工具 之應收貸款	—	—	—	—	—	—	736,866	736,866
Non-derivative financial assets held-for-trading	持作買賣投資之非衍生 金融資產	146,668	—	—	146,668	112,998	—	—	112,998
<b>Available-for-sale financial assets</b>	可供出售金融資產								
Unlisted equity securities	非上市股本證券	—	—	—	—	34,177	—	—	34,177
<b>Total</b>	<b>總額</b>	<b>146,668</b>	<b>—</b>	<b>6,831</b>	<b>153,499</b>	<b>147,175</b>	<b>—</b>	<b>743,594</b>	<b>890,769</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 46. Financial Instruments (Continued)

## 46. 金融工具(續)

### Reconciliation of Level 3 fair value measurements of financial assets and financial liabilities

### 第3類金融資產及金融負債之公允值計算調整

		<b>Loan receivable with embedded derivative</b>	<b>Structured finance securities</b>	<b>Total 總額</b>
		附有嵌入式 衍生工具之 應收貸款 HK\$'000 千港元	結構性 金融證券 HK\$'000 千港元	HK\$'000 千港元
At 1 January 2015	於2015年1月1日	733,844	6,655	740,499
Total gains or losses:	收益或虧損總額：			
— Change in fair value (note)	— 公允值變動(附註)	41,822	73	41,895
Coupon interest	票面利息	(38,800)	—	(38,800)
At 31 December 2015	於2015年12月31日	736,866	6,728	743,594
Total gains or losses:	收益或虧損總額：			
— Change in fair value (note)	— 公允值變動(附註)	75,778	103	75,881
Redemption	贖回	(812,644)	—	(812,644)
At 31 December 2016	於2016年12月31日	—	6,831	6,831

Note: Changes in fair value are recognised in the consolidated statement of profit or loss. The total gain for the year included in profit or loss of HK\$75,881,000 (2015: HK\$41,895,000) relates to the loan receivable with embedded derivative and structured finance securities held at the end of the reporting period.

附註：公允值變動已於綜合損益表中計入。於本報告期間包括損益中關於附有嵌入式衍生工具之應收貸款及結構性金融證券之收益總額為75,881,000港元(2015年：41,895,000港元)。

# FINANCIAL SUMMARY 財務概要表

For the year ended 31 December 2016

截至2016年12月31日止年度

		Year ended 31 December 截至12月31日止年度				2016
		2012	2013	2014	2015	HK\$ Million
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	百萬港元
		百萬港元	百萬港元	百萬港元	百萬港元	
<b>Results</b>	<b>業績</b>					
Revenue	收入	555.0	400.8	424.2	340.0	<b>426.8</b>
Profit (loss) for the year attributable to owners of the Company	本公司擁有人應佔年內溢利(虧損)	103.8	65.0	109.4	(65.8)	<b>(35.1)</b>
		At 31 December 於12月31日				2016
		2012	2013	2014	2015	HK\$ Million
		HK\$ Million	HK\$ Million	HK\$ Million	HK\$ Million	百萬港元
		百萬港元	百萬港元	百萬港元	百萬港元	
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Investment properties and property, plant and equipment	投資物業及物業、廠房及設備	4,205.0	5,082.4	5,948.1	6,399.7	<b>6,100.5</b>
Land use rights	土地使用權	221.2	222.8	216.3	199.6	<b>182.5</b>
Goodwill	商譽	46.5	46.5	46.5	46.5	<b>46.5</b>
Structured finance securities	結構性金融證券	6.5	6.2	6.6	6.7	<b>6.8</b>
Interest in a joint venture	一家合營公司權益	89.4	—	—	—	<b>—</b>
Interests in associates	聯營公司權益	1,457.4	1,458.5	562.4	743.5	<b>865.0</b>
Available-for-sale investments	可供出售投資	699.6	480.1	352.3	310.2	<b>288.9</b>
Deposits paid for purchase of land use rights and property, plant and equipment	購買土地使用權及物業、廠房及設備之按金	—	91.7	—	—	<b>—</b>
Loan receivable with embedded derivative	附有嵌入式衍生工具之應收貸款	736.2	720.8	733.8	736.9	<b>—</b>
Loan receivables - non-current	應收貸款 - 非流動	622.5	127.9	570.3	—	<b>—</b>
Net current assets	淨流動資產	885.0	1,072.7	1,039.1	150.4	<b>802.1</b>
		8,969.3	9,309.6	9,475.4	8,593.5	<b>8,292.3</b>
Share capital	股本	461.0	461.0	3,626.8	3,626.8	<b>3,626.8</b>
Reserves	儲備	6,794.2	6,937.5	3,732.1	3,163.4	<b>2,730.3</b>
Equity attributable to owners of the Company	本公司擁有人應佔股本	7,255.2	7,398.5	7,358.9	6,790.2	<b>6,357.1</b>
Non-controlling interests	非控制權益	409.8	449.9	458.8	370.9	<b>233.7</b>
Non-current liabilities	非控制負債	1,304.3	1,461.2	1,657.7	1,432.4	<b>1,701.5</b>
		8,969.3	9,309.6	9,475.4	8,593.5	<b>8,292.3</b>

## SUMMARY OF INVESTMENT PROPERTIES 投資物業概要

For the year ended 31 December 2016

截至2016年12月31日止年度

The following is a list of the Group's investment properties at 31 December 2016:

下列為本集團於2016年12月31日的投資物業清單：

### Investment properties in the PRC

### 位於中國之投資物業

Location 地點	Lease term 租約期限	Purpose 用途	Gross area 建築面積 Sq. ft. 平方呎
1. Basement 1, Basement 2, Level 0 and Level 1 to 3 of East Gate Plaza, 19 Dongzhong Street, Dongcheng District, Beijing, The PRC 中國北京城區東中街19號東環廣場地庫1層、地庫2層、夾層及1層至3層	Medium term lease 中期	Commercial 商業	700,427
2. Level 4 to 31 of South Apartment Tower (including 401, 402, 403, 405, 406, 407, 408, 501, 502, 503, 505, 506, 507, 508, 30/F and 31/F) East Gate Plaza, 39 Dongzhong Street, Dongcheng District, Beijing, The PRC 中國北京市東城區東中街39號東環廣場南座公寓樓第4至31層(包括401, 402, 403, 405, 406, 407, 408, 501, 502, 503, 505, 506, 507, 508, 30樓及31樓)	Long lease 長期	Residential 住宅	31,171
3. Level 4 to 31, North Apartment Tower, East Gate Plaza, 19 Dongzhong Street, Dongcheng District, Beijing, The PRC 中國北京市東城區東中街19號東環廣場北座公寓樓第4至31層	Long lease 長期	Residential 住宅	339,993
4. Portion of Level 2-5, 6 and 8 of Hua Po Lou, No. 28 Dong Zhong Jie Jia, Dongcheng District, Beijing, The PRC (Note) 中國北京市東城區東中街甲28號華波樓第2至5、6及8層部分(附註)	Medium term lease 中期	Commercial 商業	10,540

Note: Note: The legal title of the properties have not been passed to the Group at 31 December, 2016.

附註：此等物業之產權於2016年12月31日尚未過戶予本集團。

### Investment properties in the Hong Kong

### 位於香港之投資物業

Location 地點	Lease term 租約期限	Purpose 用途	Gross area 建築面積 Sq. ft. 平方呎
Flat B, 9 Floor, 6A Bowen Road, Hong Kong 香港寶雲道6A 9樓B室	Long lease 長期	Residential 住宅	3,007



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