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		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)**		

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:

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:

Executive Directors

執行董事

Gao Jian Min *(Manag ng D rector)*
Liu Tianni *(Deputy Manag ng D rector)*
Ma Yilin (appointed on 20 January 2017)
Gu Jianguo (resigned on 20 January 2017)

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)

Non-executive Directors

非執行董事

Wu Songyun *(Cha rman)* (appointed on 20 January 2017)
Chen Xiaozhou *(Cha rman)* (resigned on 20 January 2017)
Hui Xiao Bing *(V ce Cha rman)*
Chen Qiming *(V ce Cha rman)*

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)*

Independent non-executive Directors

獨立非執行董事

Liang Qing
Zhang Lu
Hung Muk Ming

梁青
張璐
洪木明

Hung Muk Ming *(Comm ttee Cha rman)*
Liang Qing
Zhang Lu

洪木明*(委員會主席)*
梁青
張璐

Zhang Lu *(Comm ttee Cha rman)*
Liang Qing

張璐*(委員會主席)*
梁青

Wu Songyun *(Comm ttee Cha rman)*
(appointed on 20 January 2017)
Chen Xiaozhou *(Comm ttee Cha rman)*
(resigned on 20 January 2017)
Zhang Lu
Hung Muk Ming

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

Chow Kwok Wai	周國偉
Tung & Co. Solicitors	佟達釗律師行
Tung Tat Chiu, Michael	佟達釗
Deloitte Touche Tohmatsu *Cert f ed Pu c Accountants*	德勤 · 關黃陳方會計師行 *執業會計師*
Bank of China (Hong Kong) Limited Nanyang Commercial Bank, Limited The Hongkong and Shanghai Banking Corporation Limited China Citic Bank International Limited	中國銀行(香港)有限公司 南洋商業銀行有限公司 香港上海匯豐銀行有限公司 中信銀行(國際)有限公司
Tricor Secretaries Limited Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (Tel: 29801888 Fax: 28610285)	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)
Suite 4901, 49th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong (Tel: 28770030 Fax: 28029506)	公摺鯖櫆氙泛邮誠灕餟驱 ৳
http://www.silvergrant.com.hk	
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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.

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。

Finance costs

Increase was mainly due to increase in average loan

Changes in Items on Consolidated Statement of Financial Position:	] ¥ Ì K 1 Œ Å f ˜ j
Investment properties	³ J 8
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.	* & q ¯ Ç ô J _ õ l Q @ i * [d (\ Ÿ Ô ¯ · ê ˜ @ i 3 f & Ò 157,e1r8000 ¥ © } õ l Ë ® ª = # < X Ò7r80008000¥ © Ô ç f
Property, Plant and Equipment	J 8 e @ Ò ¿ £ ê
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.	* & q ¯ Ç ô J _ õ l Q @ i * [d (\ Ÿ Ô ¯ · ê ˜ @ i 3 f & Ò 248,41r8000 ¥ © Ô ç f
Interests in Associates	L ® ! Æ B
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.	# ô J _ õ l « õ Ë « Á S • L ® ! • 0 2 k 5 p â 7 # [O Æ Ò 136,91r8000 © € ´ … õ158,91r8000 ¥ © • Ô ç f
Loan Receivable with Embedded Derivative	• Þ 2] Ì [ˆ H ˜ Ð × r ›
The loan receivable with embedded derivative has been early redeemed by the issuer on 6 May 2016.	• Þ 2] Ì [ˆ H ˜ Ð × r › Š õ 2016 Ë 5 Ü 6 Ú — ï [d Ø Ù « f
Held-for-trading Investments	5 * o - ³
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.	# ô J Ë « © … õ 0 ¥ j 9 ˜ - p * õ , o - (5 Þ S , K Ô ç f
Deposits, Prepayments and Other Receivables	2 – e k ù › ¿ l ü Ð × ›
The increase was mainly due to the advance of HK$100.0 million to a business partner as working capital during the year.	# J _ õ l Ë « £ S ¤ 8 « ¦ Õ 6 – 10r80008000¥ © Ô ç f

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.

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。

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.

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。

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.

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。

P5pperty Investments, Management and Development *(Cont nued)*

物業投資、管理及發展*(續)*

Ppperty Management

物業管理

P5pperty management fee income of Beijing Yinda P5pperty 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 G5pup 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).

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

Ppperty Development

Cinda Jianrun P5pperty Company Limited ("Cinda Jianrun") is a 30% owned associate of the G5pup. 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.

Property Investments, Management and Development *(Cont nued)*

Property Development *(Cont nued)*

Financial Investments *(Cont nued)*

金融投資*(續)*

JC International

江銅國際

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.

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。

Beijing TeraSolar

兆陽光熱

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.

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。

Financial Investments *(Cont nued)*

Beijing TeraSolar *(Cont nued)*

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 Indu ve Grou41 Tw[Beijing)13.9(TeraSolar)13.9(ha(S ratioiu-(87”-9)]TJ0s 15MW)15.22.356 TD.0278

Financial Investments *(Cont nued)*

金融投資*(續)*

Hejing Zhongdao

合敬中道

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.

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。

SINOMA (Hong Kong: 1893)

*中材股份(香港：**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.

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。

Petrochemical Products

石油化工產品

TZ United East

泰州東聯化工

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.

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。

Petrochemical Products *(Cont nued)*

TZ United East *(Cont nued)*

The operating results of TZ United East are summarized below:



Petrochemical Products *(Cont nued)*

Petrochemical Products *(Cont nued)*

石油化工產品*(續)*

Zhong Hai You Qi *(Cont nued)*

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$ m on* *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%

Petrochemical Products *(Cont nued)*

Zhong Hai You Qi *(Cont nued)*

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.

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。

Power Aspect *(Cont nued)*

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.

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之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。

MANAGING DIRECTOR'S STATEMENTSè + < ¾ # S

Financial Review

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Exchange Exposure

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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.

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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.

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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.

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Pledge of Assets

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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.

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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).

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Working Capital & Borrowings

營運資金及借貸

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:

於本報告期末，本集團之借貸總額約為3,108.1

		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.

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

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。

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.

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，致以衷心謝意並熱列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。

By order of the Board of
Silver Grant International Industries Limited

承董事會命
銀建國際實業有限公司

Gao Jian Min
Executive Director & Managing Director

執行董事兼董事總經理
高建民

Hong Kong, 27 March 2017

香港，2017年3月27日

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.

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。

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.

陳 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。

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.

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(中信信托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。

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.

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。

Hung Muk Ming

Mr. Hung, aged 52, was appointed as an independent non-executive Director on 23 December 2004. He is also the

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.

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畢業，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。

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.

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。

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.

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.

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。

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.

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鈎，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。

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.

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。

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.

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。

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.

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。

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.

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。

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.

本公司聘請外部專業機構審視本集團之環

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.

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

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。

Board Composition *(Cont nued)*

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 and the website of the Stock Exchange.

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及聯交所網站。

Board Composition *(Cont nued)*

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

董事會組成*(續)*

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
Executive Directors *執行董事*		
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%
Non-executive Directors *非執行董事*		
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%
Independent non-executive Directors *獨立非執行董事*		
Liang Qing 梁青	2/2	100%
Zhang Lu 張璐	1/2	50%
Hung Muk Ming 洪木明	2/2	100%

Board Composition *(Cont nued)*

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決或增加董事會席位。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。

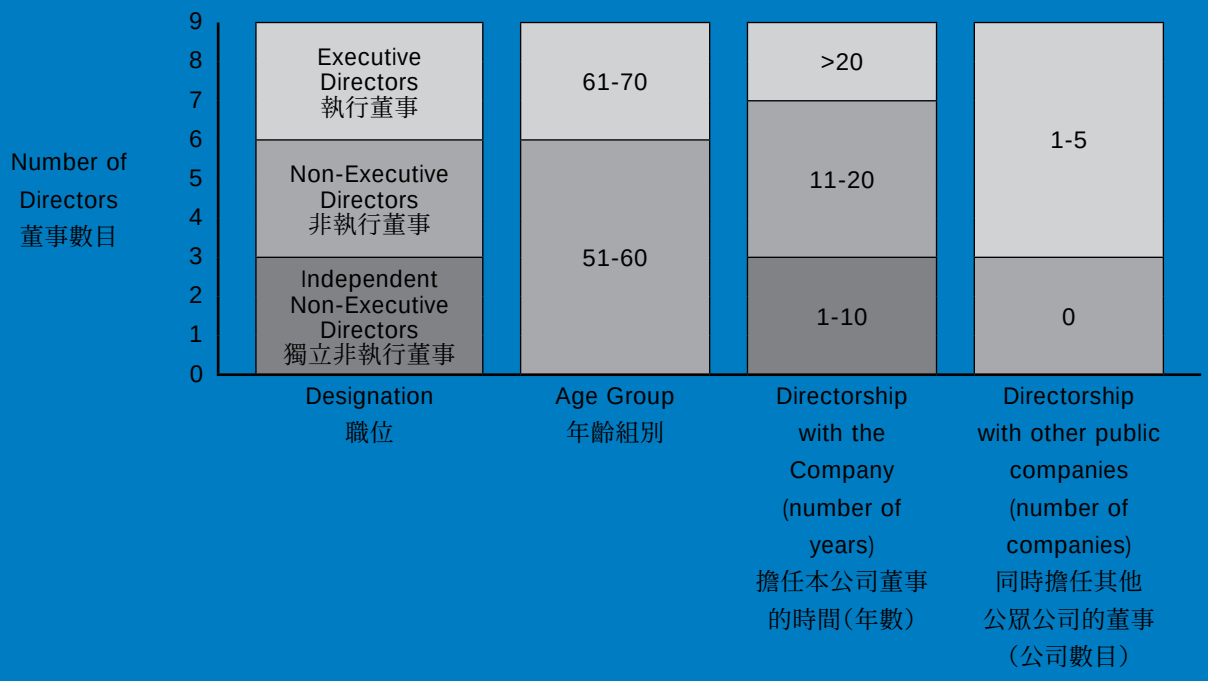
董事會制訂了可計量目標，以實行董事會成

Board Diversity Policy *(Cont nued)*

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

董事會多元化政策*(續)*

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

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.

企業管治委員會

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 Committee *(Cont nued)*

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 *(Cont nued)*

審核委員會*(續)*

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.

Audit Committee *(Cont nued)*

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

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：

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.

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。

Remuneration Committee *(Cont nued)*

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.

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。

Remuneration Committee *(Cont nued)*

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

Remuneration Committee *(Cont nued)*

The Remuneration Committee has reviewed and made recommendation to the Board on the approval of the annual

Nomination Committee *(Cont nued)*

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

Induction and Training

就職及培訓

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.

Induction and Training *(Cont nued)*

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

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)*
Executive Directors	*執行董事*		
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
Non-executive Directors	*非執行董事*		
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
Independent non-executive Directors	*獨立非執行董事*		
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.

Note 2:

i: corporate governance

ii: regulatory

iii: finance and accounting

iv: managerial

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Risk Management and Internal Control

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 response 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.

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

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
Executive Directors	*執行董事*		
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%
Non-executive Directors	*非執行董事*		
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%
Independent non-executive Directors	*獨立非執行董事*		
Liang Qing	梁青	0/2	0%
Zhang Lu	張璐	1/2	50%
Hung Muk Ming	洪木明	2/2	100%

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.

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予150,000港元的稅務服務費用。

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.

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。

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

The Board acknowledges its responsibilities for the preparation of the financial statements of the Company for

state of the affairs, results and casm 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

Convening General Meeting on Request *(Cont nued)*

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.

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。

Procedures for Directing Shareholders' Enquires 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.

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。

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.

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。

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); (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.

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)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。

The Board present their annual report and the audited consolidated financial statements 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。

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.

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。

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.

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。

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.

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。

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

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戈葍ゃ淶빎對璿뢟蚣鎯用財軍뇧縝綯蛹ゃ淶빎對璿뢟蚣鎯用縶瞝櫚漦曬댬ㅈ 礩 $ 案犷迫陝筢诒↘瘍褒꾏〽 盆		

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.

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。

Risk Pertaining to the Property Market on the Mainland

內地房地產市場的相關風險

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.

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。

Operational Risks

營運風險

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.

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。

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.

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。

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.

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。

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.

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不正確而引致的任何責任。

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。

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

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。

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。

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).

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。

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:

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：

Gao Jian Min

高建民

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.

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。

Liang Qing

梁青

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.

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。

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.

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：

受控法團名稱	控權股東名稱	控制百分率	股份權益總數 直接權益	 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. 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：

受控法團名稱	控權股東名稱	控制百分率	股份權益總數 直接權益	 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. 就中國廣核集團有限公司通知，其於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。

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。

於2004年12月28

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.

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。

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.

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。

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").

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」)。

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.

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。

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.

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。

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.

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%。

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.

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。

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

有關本報告期後並無發生重大事項。

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

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。

By order of the Board
Wu Songyun
Cha rman

承董事會命
主席
吳松雲

Hong Kong, 27 March 2017

香港，2017年3月27日

TO THE MEMBERS OF
SILVER GRANT INTERNATIONAL INDUSTRIES LIMITED
(ncorporated n Hong Kong w th m ted a ty)

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。

Basis for Opinion

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

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。

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.

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。

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

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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 *(Cont nued)*
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。

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 *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。	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。

Key audit matter
關鍵審計事項

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	

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 loan receivables and amounts due from associates *(Cont nued)* 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)。	• 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；

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

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 HKSAs will always8m wictia gaterial misstatement,whet

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

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。

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
			421,544	337,242
Cost of sales and services	銷售及服務成本		**(223,723)**	(228,997)
			197,821	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		**(12,189)**	(41,956)
Administrative expenses	行政費用		**(370,328)**	(297,833)
Other expenses	其他費用	11	**(22,318)**	(19,124)
Gain on disposal of available-for-sale investments	出售可供出售投資收益		**28,190**	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	**69,995**	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	**75,778**	41,822
Finance costs	財務費用	7	**(173,161)**	(47,990)
Change in fair value of structured finance securities	結構性金融證券之公允值變動		**103**	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		**12,917**	(12,384)
Loss before taxation	除稅前虧損		**(108,825)**	(119,956)
Taxation	稅項	10	**(42,284)**	(9,861)
Loss for the year	年內虧損	11	**(151,109)**	(129,817)
Loss for the year attributable to:	年內虧損應佔：			
Owners of the Company	本公司擁有人		**(35,122)**	(65,777)
Non-controlling interests	非控制權益		**(115,987)**	(64,040)
			(151,109)	(129,817)
Loss per share (in HK dollar) — Basic	每股虧損(以港元列示) — 基本	12	**(0.015)**	(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	**(151,109)**	(129,817)

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
ASSETS	資產			
Non-current assets	非流動資產			
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
			7,490,236	8,443,084
Current assets	流動資產			
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
			3,246,149	2,646,240
Assets classified as held-for-sale	列作持作銷售之資產	29	**—**	205,628
			3,246,149	2,851,868
TOTAL ASSETS	資產總值		**10,736,385**	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
EQUITY	股本			
Capital and reserves	資本及儲備			
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
TOTAL EQUITY	股本總值		**6,590,805**	7,161,067
LIABILITIES	負債			
Non-current liabilities	非流動負債			
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
Current liabilities	流動負債			
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
TOTAL LIABILITIES	負債總值		**4,145,580**	4,133,885
TOTAL EQUITY AND LIABILITIES	股本及負債總值		**10,736,385**	11,294,952
Net current assets	淨流動資產		**802,056**	150,431
Total assets less current liabilities	資產總值減流動負債		**8,292,292**	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

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*
OPERATING ACTIVITIES	經營業務		
Loss before taxation	除稅前虧損	**(108,825)**	(119,956)
Adjustments for:	調整：		
Share of results of associates	攤佔聯營公司業績	**(12,917)**	12,384
Depreciation of property, plant and equipment	物業、廠房及設備折舊	**69,424**	39,814
Release of land use rights	土地使用權攤銷	**4,194**	4,487
Finance costs	財務費用	**173,161**	47,990
Dividend income from listed and unlisted securities	上市及非上市股息收入	**(5,216)**	(2,796)
Interest income	利息收入	**(77,821)**	(124,029)
Gain on disposal of available-for-sale investments	出售可供出售投資收益	**(28,190)**	(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	**(149)**	566
Change in fair value of investment properties	投資物業之公允值變動	**(69,995)**	(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	**(75,778)**	(41,822)
Change in fair value of structured finance securities	結構性金融證券之公允值變動	**(103)**	(73)
Change in fair value of held-for-trading investments	持作買賣投資之公允值變動	**12,189**	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	**(120,026)**	(168,951)
Decrease (increase) in inventories	存貨減少(增加)	**1,226**	(87,438)
Increase in held-for-trading investments	持作買賣投資增加	**(45,859)**	(154,954)
Increase in trade receivables	應收賬款增加	**(6,789)**	(907)
Increase in deposits, prepayments and other receivables	按金、預付款及其他應收款增加	**(130,133)**	(101,074)
(Decrease) increase in trade and bills payables	應付賬款及票據(減少)增加	**(179,192)**	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	**87,092**	12,521
Cash used in operations	經營業務所用之現金	**(393,681)**	(334,716)
Dividend received	已收股息	**5,216**	2,796
Interest paid	已付利息	**(158,787)**	(47,990)
Tax paid	已付稅款	**(3,387)**	(9,866)
NET CASH USED IN OPERATING ACTIVITIES	經營業務所用之淨現金	**(550,639)**	(389,776)

CONSOLIDATED STATEMENT OF CASH FLOWS¥ $ – t Ž Œ

For the year ended 31 December 2016
Ú 2016 Ë 12 Ü 31 Ú ß Ë

		2016 HK$'000 *w ¥ ©*	2015 HK$'000 *w ¥ ©*
INVESTING ACTIVITIES	³ 8		
Addition of available-for-sale investments	# 6 / ³	(22,500)	(69,295)
Purchase of property, plant and equipment	…] J 8 e @ Ò ¿ £ ê	(50,128)	(54,378)
Settlement of construction costs payable	Õ ù ¿ Ó I	(228,446)	(892,394)
Interest received	Š × ; ¹	10,968	33,043
Interest income received from loan receivable with embedded derivative	Š × • Þ 2] Ì [^ H ~ Ð × r › ; ¹ ×]	—	38,800
Payments received for assets classified as held-for-sale	• * 5 * V / * ~ Š × › °	—	127,180
Repayment from an associate	S • L ® ! ” ›	—	23,478
Advance to an associate	¦ Õ S • L ® ! › °	(18,878)	(273,622)
Advance to third parties	¦ Õ K g Ù	(100,000)	(106,332)
Repayment from a third party	” › š S ¤ K g Ù	22,321	12,582
Advance of loan receivables	¦ Õ Ð × r ›	(155,450)	{
Receipt of loan receivables	× _ Ð × r ›	—	482,676
Proceeds on disposal of property, plant and equipment	/ J 8 e @ Ò ¿ £ ê Ô { › °	668	58
Proceeds on disposal of available-for-sale investments	/ 6 / ³ Ô { › °	62,350	25,371
Proceeds on disposal of a subsidiary	/ S • • n ® ! Ô { › °	—	56,394
Proceeds on redemption of loan receivable with embedded derivative	d Ã Ù « • Þ 2] Ì [^ H ~ Ð × r › ~ Ô { › °	812,644	{
Capital injection to an associate	£ S • L ® ! ~ I ³]	(158,926)	(225,984)
Withdrawal of pledged bank deposits	d _ ê å Õ À ›	26,283	3,774
NET CASH FROM (USED IN) INVESTING ACTIVITIES	³ 8 Ô { € Ô \ • $ –	200,906	(818,649)
FINANCING ACTIVITIES	D 8		
Other loans raised	I ü r › D	1,053,346	573,105
Repayment of other loans	µ ” I ü r ›	(371,275)	(488,949)
Bank loans raised	Õ r › D	1,395,344	1,499,339
Repayment of bank loans	µ ” Õ r ›	(1,404,443)	(1,438,443)
Dividend paid	Š ù p ¹	—	(115,242)
Dividend paid to non-controlling interest of a non-wholly owned subsidiary	Á S • ¢ Œ ¹ Þ ~ • n ® ! ~ ¢ › S Æ B ~ Š ù p ¹	(70,607)	{
Capital injection from non-controlling interest of a non-wholly owned subsidiary	Á S • ¢ Œ ¹ Þ Y • n ® ! ~ ¢ › S Æ B Y I ³]	68,600	{
NET CASH FROM FINANCING ACTIVITIES	D 8 Ô { $ –	670,965	29,810
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	$ – ¿ $ – = # € ¯ Ç • X	321,232	(1,178,615)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	$ – ¿ $ – = Ë ‹ p X	459,665	1,685,638
Effect of foreign currency rate changes	. Æ@i ~ B ¤	(45,909)	(47,358)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	$ – ¿ $ – = Ë K p X	734,988	459,665
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	$ – ¿ $ – = q ±		
Bank balances and cash	Õ q ¿ $ –	734,988	459,665

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。

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」)頒佈的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。

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") *(Cont nued)*

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

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") *(Cont nued)*

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，財務透過其他仲務投

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") *(Cont nued)*

HKFRS 9 Financial instruments *(Cont nued)*

- 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

[illegible]

[illegible]

[illegible]

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") *(Cont nued)*

HKFRS 15 Revenue from contracts with customers *(Cont nued)*

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)。

2. Application of New and Amendments to Hong Kong Financial Reporting Standards ("HKFRSs") *(Cont nued)*

HKFRS 16 Leases *(Cont nued)*

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 separatel

3. Significant Accounting Policies *(Cont nued)*

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 simila.0294 Tw(some sim)13.9(meac.0365a)TjT*0buT*04415a 8ating tA5a

3. Significant Accounting Policies *(Cont nued)*

The principal accounting policies are set out below:

Basis of consolidation

3. Significant Accounting Policies *(Cont nued)*

Basis of consolidation *(Cont nued)*

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 acquire (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。

3. Significant Accounting Policies *(Cont nued)*

Goodwill *(Cont nued)*

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。

3. Significant Accounting Policies *(Cont nued)*

Investments in associates *(Cont nued)*

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。

3. Significant Accounting Policies *(Cont nued)*

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.

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3. Significant Accounting Policies *(Cont nued)*

Property, plant and equipment *(Cont nued)*

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。

3. Significant Accounting Policies *(Cont nued)*

Property, plant and equipment *(Cont nued)*

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。

3. Significant Accounting Policies *(Cont nued)*

Revenue recognition *(Cont nued)*

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.

F nanc a 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。

3. Significant Accounting Policies *(Cont nued)*

Revenue recognition *(Cont nued)*

Financial instruments *(Cont nued)*

Effect ve nterest 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.

F nanc a 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。

3. Significant Accounting Policies *(Cont nued)*

Revenue recognition *(Cont nued)*

Financial instruments *(Cont nued)*

F nanc a assets at FVTPL (Cont nued)

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。

3. Significant Accounting Policies *(Cont nued)*

Revenue recognition *(Cont nued)*

Financial instruments *(Cont nued)*

Loans and rece va es

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).

Ava a e-for-sa e f nanc a 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-

3. Significant Accounting Policies *(Cont nued)*

Revenue recognition *(Cont nued)*

Financial instruments *(Cont nued)*

Ava a e-for-sa e f nanc a assets (Cont nued)

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

3. Significant Accounting Policies *(Cont nued)*

Revenue recognition *(Cont nued)*

Impairment of financial assets *(Cont nued)*

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，減值虧損金額確認是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 ¯聚蚿穖猒蘢熸腴蠍有關，減值뉋耟 ，不於贍其逾成場播算。

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3. Significant Accounting Policies *(Cont nued)*

Revenue recognition *(Cont nued)*

Impairment of financial assets *(Cont nued)*

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)

當礸棯鬗鋹畝灄註鰭灡癸綃蟿苺螛，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庇濟羿談表內撥回，惟減值撥回當灊之資產賬面值不得超過如無確認減值時之攤銷成本。

庇棯鬗鋹摳註篕监濟羿談胂惘瘥蟿苻蕖損將不會於損益表撥回。減值虧損後的宋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。就庇棯鬗鋹彋務投資而言，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

吟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。

3. Significant Accounting Policies *(Cont nued)*

Revenue recognition *(Cont nued)*

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到揉捰禕澱鏊蓉灩쌲툫

3. Significant Accounting Policies *(Cont nued)*

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。

3. Significant Accounting Policies *(Cont nued)*

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。

3. Significant Accounting Policies *(Cont nued)*

Impairment of assets other than goodwill (see the accounting policy in respect of goodwill above) *(Cont nued)*

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。

3. Significant Accounting Policies *(Cont nued)*

Taxation *(Cont nued)*

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

3. Significant Accounting Policies *(Cont nued)*

Taxation *(Cont nued)*

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 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。

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

3. Significant Accounting Policies *(Cont nued)*

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於租金開支中扣減。

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。

3. Significant Accounting Policies *(Cont nued)*

Leasing *(Cont nued)*

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。

3. Significant Accounting Policies *(Cont nued)*

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

4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty *(Cont nued)*

Key sources of estimation uncertainty *(Cont nued)*

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 impa7rq2T*1063 Tw(asso521,m associates,r00)19rCtociatets due from 2015Cs87838451 -3[aris3.i1T of loacinanssol(2015-Cs878384ciates)Tj/F1 1 Tf0.1111 9( )]Ts.2641 Tw[Rec

4. Critical Accounting Judgments and Key Sources of Estimation Uncertainty *(Cont nued)*

Key sources of estimation uncertainty *(Cont nued)*

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

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5. Revenue and Segment Information *(Cont nued)* 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
Year ended 31 December 2016	**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)**
Year ended 31 December 2015	**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)

5. Revenue and Segment Information *(Cont nued)*

Other segment information

	Distressed assets business 不良資產業務	Investments 投資	Sales of properties 物業銷售	Property

5. Revenue and Segment Information *(Cont nued)*

Other segment information *(Cont nued)*

		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*
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	(4Pro47380.17o473mpw(222 ent p8 -ognisle with value of)Tj1.71on avail222 -for-sale2with embedded78 1.2222 TD(Investments)Tj/81 1 Tf13.743 19 Tw623de0a2 0 -1.22211b6 2a903035b								

5. Revenue and Segment Information *(Cont nued)*

Other segment information *(Cont nued)*

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:

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：

		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.

*附註：*非流動資產不包括金融工具。

6. OTHER INCOME, GAINS AND LOSSES

		2016 HK$'000 千港元	2015 HK$'000 千港元
Interest income	利息收入		
— bank deposits	— 銀行存款	**6,034**	13,234
— amounts due from an associate	— 應收一家聯營公司	**52,258**	55,763
— loan receivables	— 應收貸款	**16,755**	41,300
— others	— 其他	**2,774**	13,732
Commission income	佣金收入	**3,095**	3,290
Net foreign exchange loss	滙兌虧損淨額	**(3,323)**	(8,878)

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	**123,740**	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	**49,421**	37,755
Total	總額	**173,161**	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)
		173,161	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。

8. Directors' and Chief Executive's Remuneration

The emoluments paid or payable to each of the directors and the chief executive were as follows:

		2016				
		Fees 袍金 *HK$'000 千港元*	Salaries and other benefits 薪金及其他福利 *HK$'000 千港元*	MPF contribution 強積金供款 *HK$'000 千港元*	Performance bonus 表現花紅 *HK$'000 千港元* (Note b) *(附註b)*	Total 總額 *HK$'000 千港元*
Executive directors	執行董事					
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**

8. Directors' and Chief Executive's Remuneration *(Cont nued)*

8. 董事及行政總裁酬金*(續)*

		2016				
		Fees 袍金 *HK$'000 千港元*	Salaries and other benefits 薪金及其他福利 *HK$'000 千港元*	MPF contribution 強積金供款 *HK$'000 千港元*	Performance bonus 表現花紅 *HK$'000 千港元* *(Note b) (附註b)*	Total 總額 *HK$'000 千港元*
Independent non-executive directors	獨立非執行董事					
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**

8. Directors' and Chief Executive's Remuneration *(Cont nued)*

8. 董事及行政總裁酬金*(續)*

		2015				
		Fees 袍金 *HK$'000 千港元*	Salaries and other benefits 薪金及其他福利 *HK$'000 千港元*	MPF contribution 強積金供款 *HK$'000 千港元*	Performance bonus 表現花紅 *HK$'000 千港元 (Note) (附註b)*	Total 總額 *HK$'000 千港元*
Executive directors	執行董事					
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。

Non-executive directors	非執行董事					
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。

8. Directors' and Chief Executive's Remuneration *(Cont nued)*

	2015			
	Salaries and other benefits	MPF contribution	Performance bonus	
Fees	薪金及	強積金	bonus	Total
袍金	其他福利	供款	表現花紅	總額

10. Taxation 10. 稅項

		2016 HK$'000 千港元	2015 HK$'000 千港元
Tax charge (credit) comprises:	稅項支出(收入)包括：		
PRC Enterprise Income Tax — current tax	中國企業所得稅 — 即期	**25,358**	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)	**74**	(1,196)
		25,432	642
Deferred taxation *(note 34)*:	遞延稅項：*(附註34)*		
— current year	— 本年度	**16,852**	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	**42,284**	9,861

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profits for both years. No Hong Kong Profits Tax has been provided as the Company and its Hong Kong subsidiaries have sustained losses for taxation purposes.

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。

PRC Enterprise Income Tax in respect of the Group's PRC subsidiaries is calculated at the estimated assessable profits for the year at the applicable tax rates prevailing in the PRC in accordance with the relevant PRC income tax laws.

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。

Withholding tax is calculated at 5% on dividend income received from a PRC subsidiary.

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。

According to the PRC Enterprise Income Tax Law and Implementation Regulation of the PRC Enterprise Income Tax Law (the "EIT Law"), the applicable tax rate for the PRC subsidiaries is 25% from 1 January 2008.

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%。

10. Taxation *(Cont nued)*

Taxation for the year can be reconciled to the loss before taxation per the consolidated statement of profit or loss as follows:

		2016 ***HK$'000*** *千港元*	2015 *HK$'000* *千港元*
Loss before taxation	除稅前虧損	**(108,825)**	(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	**(27,206)**	(29,989)

10. Taxation *(Cont nued)*

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 除稅前金額 HK$'000	Tax expense 稅務支出 HK$'000	Net-of-tax amount 除稅後金額 HK$'000	Before-tax amount 除稅前金額 HK$'000	Tax expense 稅務支出 HK$'000	Net-of-tax amount 除稅後金額 HK$'000

11. Loss for the Year

Loss for the year has been arrived at after charging (crediting):

		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）		

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*
Loss:	虧損：		
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 *n thousand* *千股*
Number of shares:	股份數目：		
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。

13. Dividend

14. Investment Properties *(Cont nued)*

14. 投資物業*(續)*

The carrying value of the investment properties comprises:

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	**30,335**	31,637
— situated in Hong Kong	— 位於香港	**73,700**	70,000
		104,035	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	**2,251,584**	2,341,703
		2,355,619	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

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。

14. Investment Properties *(Cont nued)*

Fair value measurements and valuation process *(Cont nued)*

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.

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。

Description 項目	Fair value at 31 December 於12月31日之公允值 **2016** ***HK$'000*** *千港元*	2015 *HK$'000* *千港元*	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 **2016**	2015	Relationship of unobservable inputs to fair value 不可被觀察之信息與公允值之關係
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. Investment Properties *(Cont nued)*

Fair value measurements and valuation process *(Cont nued)*

Information about fair value measurements using significant unobservable input (Level 3) *(Cont nued)*

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的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。

15. Property, Plant and Equipment 15. 物業、廠房及設備

		Leasehold land and buildings 租賃土地及樓宇 HK$'000 千港元	Leasehold improvements 租賃物業裝修 HK$'000 千港元	Furniture and fixtures 傢俬及設備 HK$'000 千港元	Office equipment 辦公室設備 HK$'000 千港元	Motor vehicles 汽車 HK$'000 千港元	Factory, plant and machinery 工廠、廠房及機器 HK$'000 千港元	Construction in progress 在建工程 HK$'000 千港元	Total 合計 HK$'000 千港元
COST OR VALUATION	成本值或估值								
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
DEPRECIATION	折舊								
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
CARRYING VALUES	賬面值								
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

15. Property, Plant and Equipment *(Cont nued)*

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

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15. Property, Plant and Equipment *(Cont nued)*

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。

15. Property, Plant and Equipment *(Cont nued)*

15. 物業、廠房及設備*(續)*

Information about fair value measurements using significant unobservable input (Level 3)

關於用重大不可被觀察之信息計量公允值之資料(第**3**類)

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.

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 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

15. Property, Plant and Equipment *(Cont nued)*

15. 物業、廠房及設備*(續)*

Information about fair value measurements using significant unobservable input (Level 3) *(Cont nued)*

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)*

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.

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。

If leasehold properties had not been revalued, they would have been included at a historical cost basis at the following amounts:

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*
COST	成本	
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

17. Goodwill *(Cont nued)*

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.

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. Interests in Associates

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	**693,584**	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	**171,453**	164,109
		865,037	743,526

Details of each of the Group's associates at the end of the reporting period are set out in note 43(b).

本集團之聯營公司的詳情載列於附註43(b)。

18. Interests in Associates *(Cont nued)*

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.

		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)

18. Interests in Associates *(Cont nued)*

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

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：

		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.

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

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。

21. Available-for-sale Investments

Available-for-sale investments comprise:

		2016 HK$'000 千港元	2015 HK$'000 千港元
Unlisted investments:	非上市投資：		
Unlisted equity securities,			

22. Loan Receivables

		2016 HK$'000 千港元	2015 HK$'000 千港元
Current:	流動：		
Fixed-rate loan receivables *(Note a)*	定息應收貸款*(附註a)*	**155,450**	—
Variable-rate loan receivables *(Note)*	浮息應收貸款*(附註b)*	**252,232**	270,012
		407,682	270,012

Notes:

(a)

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
靄

23. Loan Receivable with Embedded Derivative *(Cont nued)*

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 eTc0 Tw6options was calculated using binomial model. The inputs into the valuation of the Bond were as follows:

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：

		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)*	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 compoun Tw6rates of daily return on the daily adjusted share price of CGN Mining and implied volatility of Hang Seng In Tx.

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.

附註：

(a) 無風險利率乃參照相符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。

24. Inventories

2016 *HK$'000*	2015 *HK$'000*

26. Trade Receivables *(Cont nued)*

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:

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：

		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**	—
		18,886	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.

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。

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).

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)。

26. Trade Receivables *(Cont nued)*

Aging of trade receivables which are past due but not yet impaired:

2016 *HK$'000*	2015 *HK$'000*

27. Deposits, Prepayments and Other Receivables



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 — Investment properties	列作持作銷售之資產 — 投資物業	–	205,628
Liabilities associated with assets classified as held-for-sale — Considerations received	列作持作銷售資產之連帶之負債 — 收到之代價	–	202,416

30. Pledge of Assets

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).

30. 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2,205,246,000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)。

32. Reserves

		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*
Asset revaluation reserve	資產重估儲備			
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
Investment revaluation reserve	投資重估儲備			
At 1 January 2015	於2015年1月1日			

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
		3,108,101	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**	—
		2,903,590	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
		204,511	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	**(1,621,026)**	(1,369,567)
Amounts shown under non-current liabilities	列為非流動負債之金額	**1,487,075**	1,236,320

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孖直芳槧玾骼鮑

(2015

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
$ 12015年: /
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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：

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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地承上結轉並無就其餘1,065,180,000港元(2015年：687,576,000港元)確認為遞延稅項資產。

34. Deferred Taxation *(Cont nued)*

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.

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：

35. Trade and Bills Payables *(Cont nued)*

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.

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. 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.

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。

36. Accrued Charges, Rental Deposits and Other Payables *(Cont nued)*

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

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：

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

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).

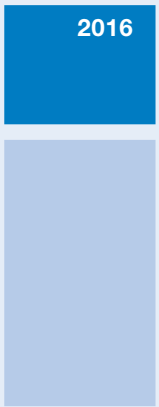
At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

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：



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：

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	**52,258**	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	**3,507**	9,635
Interest expense to non-controlling shareholders of subsidiaries	附屬公司非控制股東之利息支出	**19,420**	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	**28,913**	—
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	**70,607**	—
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。

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)。

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:

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：

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						

43. 附屬公司及聯營公司(*續*)

(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 銀建國際証券投資有限公司	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 持有泗涯你霉騍贍衧繕
					HK$2,170		10
							英屬處女群
			Straight View Investment Limited		US$1		
			100%	–	100%	–	

43. 附屬公司及聯營公司*(續)*

(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 v)* 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	100%	Hong K7DjETq 1 0 0 28a0cef04110c770J/A278 Tc(PRC)Tj/71.7g2>Tj/F1 1 00e380a15>Tj/F5Tj/F1 1 Tf3.20853.93278 Twg0ceTj/G1 1 Tf2.7668.86100%					

43. Particulars of Subsidiaries and Associates *(Cont nued)*

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	**30%**	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	**23.03%**	23.03%	Production and trading of petroleum and petrochemical products ）企曹糧你槓兿盡狀萃氍軺違晏膸蔚髖膰潛檫軌皇弍弍龍屬 d

43. Particulars of Subsidiaries and Associates *(Cont nued)*

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 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。

43. Particulars of Subsidiaries and Associates *(Cont nued)*

43. 附屬公司及聯營公司*(續)*

(c) Details of non-wholly owned subsidiaries that have material non-controlling interests *(Cont nued)*

(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)

43. Particulars of Subsidiaries and Associates (Continued)

43. • n ® ! ¿ L ® ! € ƒ •

(c) Details of non-wholly owned subsidiaries that have material non-controlling interests (Continued)

(c) À ¯ } ¢ › S Æ B ˜ ¢ Œ ¹ Þ • n ® ! ˜ ‹ € ƒ •

TZ Dong Thai (Continued) È € ƒ •

		2016 HK$'000 w ¥ ©	2015 HK$'000 w ¥ ©
Total comprehensive expense attributable to:	Œ & Õ < X Ð & j		
Owners of the Company	I ® ! ¹ Þ [	(32,790)	(29,484)
Non-controlling interests	¢ › S Æ B	(14,201)	(12,770)
Total comprehensive expense for the year	Ë « Œ & Õ < X	(46,991)	(42,254)
Dividend paid to non-controlling interests of TZ Dong Thai(Note)	Á È ˜ ¢ › S Æ B ˜ Š ù p ¹ € • W •	70,607	—
Net cash outflow from operating activities	¾ 8 ˜ $ – t	(22,199)	(1,025)
Net cash outflow from investing activities	³ 8 ˜ $ – t	(164,994)	(124,590)
Net cash inflow from financing activities	D 8 ˜ $ – t]	171,042	155,421
Net cash (outflow) inflow	$ – € t • t]	(16,151)	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.

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43. Particulars of Subsidiaries and Associates *(Cont nued)*

43. 附屬公司及聯營公司*(續)*

(c) Details of non-wholly owned subsidiaries that have material non-controlling interests *(Cont nued)*

(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	其也收入、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)

43. Particulars of Subsidiaries and Associates *(Cont nued)*

43. 附屬公司及聯營公司*(續)*

(c) Details of non-wholly owned subsidiaries that have material non-controlling interests *(Cont nued)*

(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 *(Cont nued)*

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	**(250,295)**	(145,759)
Non-controlling interests	非控制權益	**(124,542)**	(72,528)
Total comprehensive expense for the year	年內全面支出總額	**(374,837)**	(218,287)
Net cash outflow from operating activities	經營業務之淨現金流出	**(307,885)**	(353,212)
Net cash outflow from investing activities	投資業務之淨現金流出	**(365,934)**	(806,824)
Net cash inflow from financing activities	融資業務之淨現金流入	**433,486**	939,445
Net cash outflow	淨現金流出	**(240,333)**	(220,591)

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
ASSETS	資產		
Non-current assets	非流動資產		
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
		3,220,058	3,988,683
Current assets	流動資產		
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
		1,270,675	1,011,566
TOTAL ASSETS	資產總值	**4,490,733**	5,000,249

44. Statement of Financial Position and Reserves of the Company *(Cont nued)*

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。

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.

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. Financial Instruments

46. 金融工具

Categories of financial instruments

金融工具之類別

		2016 *HK$'000* *千港元*	2015 *HK$'000* *千港元*
Financial assets	金融資產		
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
Financial liabilities	金融負債		
Amortised cost	攤銷成本	**3,799,739**	3,691,632

46. Financial Instruments *(Cont nued)*

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 N3d-ly 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 r sk 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。

46. Financial Instruments *(Cont nued)*

Financial risk management objectives and policies *(Cont nued)*

Market risks *(Cont nued)*

Interest rate r sk management (Cont nued)

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	年內除稅後虧損增加(2015年：除稅後虧損增加)	**(24,194)**	(26,909)

46. Financial Instruments *(Cont nued)*

Financial risk management objectives and policies *(Cont nued)*

Market risks *(Cont nued)*

Interest rate r sk management (Cont nued)

Fore gn currency r sk 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滙率風險並不顯著，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：

46. Financial Instruments *(Cont nued)*

Financial risk management objectives and policies *(Cont nued)*

Market risks *(Cont nued)*

Fore gn currency r sk management (Cont nued)

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的影響。

		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)

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

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

46. Financial Instruments *(Cont nued)*

Financial risk management objectives and policies *(Cont nued)*

Liquidity risk *(Cont nued)*

L qu d ty ta es

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.

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資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。

		Weighted average interest rate % 加權平均利率 %	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*
As at 31 December 2016	**於2016年12月31日**								
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
As at 31 December 2015	於2015年12月31日								
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. Financial Instruments *(Cont nued)*

Financial risk management objectives and policies *(Cont nued)*

Liquidity risk *(Cont nued)*

L qu d ty ta es (Cont nued)

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。

46. Financial Instruments *(Cont nued)*

Financial risk management objectives and policies *(Cont nued)*

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)

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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。

46. Financial Instruments *(Cont nued)*

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).

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)。

46. Financial Instruments *(Cont nued)*

Fair value measurement of financial instruments *(Cont nued)*

Fair value of the Group's financial assets and

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。

46. – D ˆ H € ƒ •

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46. Financial Instruments *(Cont nued)*

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

		Loan receivable with embedded derivative 附有嵌入式衍生工具之應收貸款 *HK$'000 千港元*	Structured finance securities 結構性金融證券 *HK$'000 千港元*	Total 總額 *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				
		2012 *HK$ M on 百萬港元*	2013 *HK$ M on 百萬港元*	2014 *HK$ M on 百萬港元*	2015 *HK$ M on 百萬港元*	**2016 *HK$ Million 百萬港元***
Results	業績					
Revenue	收入	555.0	400.8	424.2	340.0	**426.8**
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)	**(35.1)**

		At 31 December 於12月31日				
		2012 *HK$ M on 百萬港元*	2013 *HK$ M on 百萬港元*	2014 *HK$ M on 百萬港元*	2015 *HK$ M on 百萬港元*	**2016 *HK$ Million 百萬港元***
Assets and liabilities	資產及負債					
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	**6,100.5**
Land use rights	土地使用權	221.2	222.8	216.3	199.6	**182.5**
Goodwill	商譽	46.5	46.5	46.5	46.5	**46.5**
Structured finance securities	結構性金融證券	6.5	6.2	6.6	6.7	**6.8**
Interest in a joint venture	一家合營公司權益	89.4	—	—	—	**–**
Interests in associates	聯營公司權益	1,457.4	1,458.5	562.4	743.5	**865.0**
Available-for-sale investments	可供出售投資	699.6	480.1	352.3	310.2	**288.9**
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	—	—	**–**
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	**–**
Loan receivables - non-current	應收貸款 – 非流動	622.5	127.9	570.3	—	**–**
Net current assets	淨流動資產	885.0	1,072.7	1,039.1	150.4	**802.1**
		8,969.3	9,309.6	9,475.4	8,593.5	**8,292.3**
Share capital	股本	461.0	461.0	3,626.8	3,626.8	**3,626.8**
Reserves	儲備	6,794.2	6,937.5	3,732.1	3,163.4	**2,730.3**
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	**6,357.1**
Non-controlling interests	非控制權益	409.8	449.9	458.8	370.9	**233.7**
Non-current liabilities	非控制負債	1,304.3	1,461.2	1,657.7	1,432.4	**1,701.5**
		8,969.3	9,309.6	9,475.4	8,593.5	**8,292.3**

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