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Corporate Information

Executive Directors

Mr. LIU Xueyi *(Chairman)*
Mr. HAN Hong
Mr. HU Yebi
Mr. WANG Zhaohui
Dr. XU Dandan

Independent Non-executive Directors

Dr. ZHENG Liu
Mr. YU Chi Jui
Ms. LI Xiao Wei

Company Secretary

Mr. WAN Hok Shing, *FCPA, FCCA, CICPA, ACS, ACIS, CFA*

Registered Office

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Cayman Islands
British West Indies

Principal Place of Business in Hong Kong

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Hong Kong

Auditor

BDO Limited
Certified Public Accountants

Principal Bankers

Industrial and Commercial Bank of China (Asia) Limited

Cayman Islands Principal Share Registrar and Transfer Office

The Harbour Trust Co. Ltd.
One Capital Place
P.O. Box 1787
Grand Cayman
Cayman Islands
British West Indies

Hong Kong Branch Share Registrar and Transfer Office

Union Registrars Limited
Suites 3301-04, 33/F.
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North Point
Hong Kong

Website

http://www.irasia.com/listco/hk/hualien/index.htm

Chairman's Statement & Management Discussion and Analysis

Business Review

Overall Performance

For the year ended 31st December 2016, the turnover of the Group decreased by approximately 10.3% to approximately HK$328.6 million (2015: approximately HK$366.3 million).

The gross profit increased by approximately HK$45.1 million to approximately HK$79.3 million (2015: approximately HK$34.2 million) mainly due to increase in average price for raw sugar price and the decrease in average production cost for raw sugar and molasses. The gross profit percentage increased by approximately 14.8% to approximately 24.1% (2015: 9.3%).

The loss before taxation decreased by approximately HK$44.6 million to approximately HK$659.9 million (2015: approximately HK$704.5 million). The decrease in loss before taxation was mainly due to the decrease in the administrative expense of approximately HK$55.2 million and the other expenses of approximately HK$48.5 million.

Basic loss per share for the year was approximately HK24.89 cents (2015: approximately HK26.12 cents).

The Directors do not recommend the payment of a dividend for the year ended 31st December 2016 (2015: Nil).

Sugar Cane Growing and Sugar Manufacturing Business in Jamaica

Business review

The Joyful Right Limited is the holding company of Pan-Caribbean Sugar Company Limited ("PCSC") which has operated the three sugar estates, namely Bernard Lodge Sugar Estate, Monymusk Sugar Estate and Frome Sugar Estate and two sugar factories, namely Monymusk Sugar Fatory and Frome Sugar Factory in Jamaica since 15 August 2011, a 70% indirectly owned subsidiary of the Company, together called "Joyful Right Group". The following analysis of sugar cane growing and sugar manufacturing business in Jamaica is based on Joyful Right Group.

For the turnover, Joyful Right Group recorded a turnover of approximately J$4.1 billion for year 2016 (approximately HK$256.3 million) (2015: approximately J$4.5 billion (approximately HK$296.2 million)). The decrease in turnover in Jamaican dollar of approximately J$333.5 million (approximately HK$20.7 million) was mainly due to the decrease in production output for reasons of the decrease in quality sugar canes because of the local adverse weather condition and the disrupted production from occasional machinery breakdown in Frome Sugar Factory. Joyful Right Group produced approximately 45,600 tonnes of raw sugar and 33,400 tonnes of molasses of year 2016 using input of sugar cane crushed of approximately 680,400 tonnes compared with approximately 50,900 tonnes of raw sugar and 35,200 tonnes of molasses of year 2015 using input of sugar cane of approximately 685,600 tonnes.

Chairman's Statement & Management Discussion and Analysis

Overall Performance *(Continued)*

Sugar Cane Growing and Sugar Manufacturing Business in Jamaica *(Continued)*

Business review (Continued)

The table below shows geographical analysis of turnover of sugar and molasses.

	2016			2015		
	J$'million	**HK$'million**	**% of Turnover**	J$'million	HK$'million	% of Turnover
By region						
Jamaica	**3,495.5**	**217.1**	**84.7**	3,669.7	243.7	82.3
U.S.A.	**343.3**	**21.3**	**8.3**	791.4	52.5	17.7
European countries	**230.8**	**14.3**	**5.6**	–	–	–
Caribbean countries	**58.0**	**3.6**	**1.4**	–	–	–
	4,127.6	**256.3**	**100.0**	4,461.1	296.2	100.0

In 2016, Joyful Rights increased the local sales in Jamaica from 82.3% to 84.7% and the decrease the overseas sales from 17.7% to 15.3 %. There was no material change in the local and overseas sale mix, which was basically maintained the 80% to 20% ratio. However, there was some changes in the composition in the sales mix within the overseas markets. There was a decrease in sales of 9,600 tonnes of raw sugar to U.S.A., which was mainly due to (i) the decrease in overall production, (ii) the 5,000 tonnes increase in sales to European countries for the fulfillment of uncompleted sales orders brought forward from year 2015 and (iii) the shipment of 750 tonnes of raw sugar to Caribbean countries in order to expand its customer base in Caribbean countries, where there had no quota restriction and the selling price was relative higher than the U.S.A and European countries.

In terms of gross trading results, the Joyful Right Group recorded a gross profit of approximately J$819.1 million (approximately HK$50.9 million) (2015: approximately J$204.9 million (approximately HK$13.6 million)). The improvement in gross profit ratio by approximately 15.2% to 19.8% in year 2016 compared with gross profit ratio of approximately 4.6% in year 2015. The increase in gross profit ratio was due to the increase in average price of raw sugar coupled with the decrease in production cost. The average selling price for raw sugar and molasses in year 2016 was approximately J$83,300 (approximately HK$5,200) and approximately J$14,400 (approximately HK$900) per tonne respectively compared with approximately J$79,000 (approximately HK$5,200) and approximately J$15,000 (approximately HK$996) in year 2015. The average selling price in Jamaican dollars increased by approximately 5.4% for raw sugar that accounted for approximately 89.0% of total revenue of this segment but this positive effect is partially offset by the negative impact of approximately 4.3% decrease of selling for molasses which accounted for approximately 11.0% of revenue of this segment. On the cost side, the average production cost of raw sugar and molasses was approximately J$63,600 (approximately HK$3,900) per tonne and J$11,000 (approximately HK$700) per tonne respectively in year 2016 compared with J$73,400 (approximately HK$4,900) per tonne and J$12,300 (approximately HK$800) per tonne respectively in year 2015. The production cost of raw sugar in Jamaican dollars decreased by approximately 13.2% and production cost of molasses in Jamaican dollars was decreased by approximately 10.5%. The decrease in production cost was due to the approximately 20.0% decrease of the official sugar cane price as announced by Sugar Industry Authority in Jamaica. However, the positive effect of the drop in official sugar cane price is also reduced substantially by the drop in the quality of sugar cane, which in turn pull up the sugar cane usage and push down the production output of the raw sugar by approximately 10.4% and molasses by approximately 5.3%. The net effect of those factors has resulted in the increase in gross profit in year 2016 by 15.2% during the year.

Overall Performance *(Continued)*

Sugar Cane Growing and Sugar Manufacturing Business in Jamaica *(Continued)*

Business review (Continued)

In terms of net operation results, this segment recorded net loss of approximately HK$382.1 million (2015: approximately HK$436.8 million). The net loss was mainly attributable to the loss in fair value of biological assets and the impairment loss of property, plant and equipment. Due to the suspension of the agricultural operation of two sugar estates of Bernard Lodge Sugar Estate and Monymusk Sugar Estate and the drought in Frome Sugar Estate, the expected yield of sugar cane was expected to be decreased substantially, therefore the independent qualified valuers determined that a fair value loss of approximately J$1.2 billion (approximately HK$75.1 million) for the biological assets of growing cane was needed in year 2016. Furthermore, the management of PCSC noticed the deterioration of factory operation of Frome Sugar Factory due to the expected decrease in supply and quality of sugar canes and engaged the independent qualified valuers to assess the value-in-use of the Frome Sugar Factory. The valuation result indicated an impairment loss for property, plant and equipment of approximately J$4.5 billion (approximately HK$274.6 million) was needed for Frome Sugar Factory in year 2016.

Ethanol Biofuel Business in Benin

Business review

Reference is made to the announcement of the Company dated 3rd March 2014 in relation to the impairment losses on ethanol biofuel business in Benin. Terms used in this report shall have the same meanings as those defined in the announcement dated 3rd March 2014 unless otherwise defined herein.

The ethanol operation in Benin is operated by Compagnie Beninoise De Bioenergie SA ("CBB"), a company incorporated under the Republic of Benin with limited liability and is a 90% indirectly owned subsidiary of the Company. The construction of ethanol plant of CBB continues to suspend during the year because Benin Government is still unable to execute the Leased Land provision in the Cooperation Agreement and Leased Land is still unavailable for CBB for cultivation of cassava and/or sugar cane to supply raw materials of its production of bioethanol. Construction works were still under suspension pending for appropriate alternate business plan. In current year, the Board considered that the likelihood to resume the construction in near future is still extremely remote as the Group still cannot figure out how to obtain sufficient raw materials under the situation Leased Land is not made available by the Benin Government. In light of the expected prolonged suspension of the construction of ethanol biofuel plant in the Republic of Benin, there is no sight of increase in the recoverable amount, which is the higher of value in use and fair value less costs of disposal during the year. As full provision of impairment loss had been made for the construction in progress, inventories and value-added tax recoverable; there was no additional impairment loss in year 2016.

In terms of net operation results, this segment recorded net loss of approximately HK$0.4 million (2015: approximately HK$2.3 million). The net loss was mainly for the administrative expense and unrealized foreign exchange loss incurred during the year. The decrease in net loss was due to decrease in deprecation rate of XOF and therefore the resulting unrealized foreign exchange on foreign currency debts was decreased.

Chairman's Statement & Management Discussion and Analysis

Overall Performance *(Continued)*

Supporting services to sweetener and ethanol business

Business review

For the year 2016 and 2015, all the customers of supporting services to sweetener and ethanol business, except the inter-segment sales for year ended 2016 and 2015 to Jamaica and Benin, was located in African countries.

The turnover from external customers of approximately HK$72.3 million (2015: approximately HK$70.1 million). The increase in turnover of approximately HK$2.2 million was mainly due to the decrease of approximately HK$6.6 million in orders for consumables procurement and technical support services, the approximately HK$9.2 million increase in orders for chemicals and fertilizer procurement as well as the approximately HK$0.4 million decrease in orders for fixed asset procurement. The reduction in orders for consumables procurement and technical support services and orders for fixed asset procurement was mainly due to the adoption of substantial cost-cutting measures of this customer to reduce the consumption of consumptives and the fixed asset investment to preserve working capital as the recovery of global sugar price is slow. While, the increase in chemicals and fertilizer procurement order of HK$14.1 million was mainly resulting from the inventory replenishment of fertilizers of a customer in Republic of Madagascar in Africa.

The gross profit after elimination of inter-segment profit is approximately HK$28.3 million (2015: approximately HK$30.2 million) and the gross profit ratio decreased by approximately 3.9% to approximately 39.3% (2015: approximately 43.2%). The slight decrease in gross profit was mainly brought by approximately HK$6.5 million decrease in sales of higher margin products of consumables procurement and technical support services which has gross profit percentage of approximately 62.3% and approximately HK$9.2 million increase of sales of lower margin products of chemicals and fertilizer which has gross profit percentage of approximately 20.2% during the year.

The operating loss of this segment that after elimination of inter-segment profit was approximately HK$241.4 million (2015: approximately HK$216.4 million). The operating loss was due to the approximately HK$31.2 million of impairment loss on goodwill, approximately HK$185.2 million of impairment loss on intangible asset of customers relationship and the approximately HK$15.1 million of impairment loss on trade receivables. Those impairment losses were due to the fact that the business unit under Sino-Africa Technology & Trading Limited ("SATT") has been affected by, inter alia, the deterioration of business and economic environment in the African countries in which SATT operates, the expected significant decline in long-term profitability of SATT resulting from the slow recovery of world raw sugar price making customers cautious in placing orders for materials and services as well as the continuation of the suspension of operation of two of its customers, La Sucrerie de COMPLANT de Madagascar ("African Company 1", which is incorporated in Republic of Madagascar and is an indirect subsidiary of COMPLANT International Sugar Industry Co., Ltd., ("COMPLANT"), which is a substantial shareholder holding 13.69% issued share capital of the Company) and COMPLANT Magbass Sugar Complex Company Limited ("African Company 2", which is a company incorporated in Republic of Sierra Leone and is an indirectly holding owned subsidiaries of COMPLANT). In the recent annual goodwill impairment assessment for year 2016, the independent qualified valuers engaged by SATT assessed the value-in-use of the supporting services division and the valuation report showed that taking into account, inter alia, its unsatisfactory business performance and that the challenging situation is unlikely to improve in the near future, an additional impairment of HK$31.2 million of goodwill and an approximately HK$185.2 million of impairment loss on intangible assets of customers relationship were needed in year 2016. Furthermore, in view of the no concrete plan yet for the resumption of operation at the end of reporting period for African Company 2, full provision of allowance for doubtful debts of approximately HK$15.1 million had been made against the trade receivable of African Company 2.

Dividend

The Board does not recommend the payment of a dividend for the years ended 31st December 2016 and 2015.

Prospects

Sugar business segment

Revenue may drop substantially

Due to the severe business environment for the sugar cane growing and sugar manufacturing business in Jamaica, the Group has suspended certain agricultural and factory operations that are under serious loss since June 2016, which include two sugar estates of Bernard Lodge Sugar Estate and Monymusk Sugar Estate as well as one sugar factory of Monymusk Sugar Factory. The operations of the Frome Sugar Estate and Frome Sugar Factory are still maintaining. Due to the fact that the above suspension of agricultural and factory operations accounted for approximately 39% of turnover of this segment and combined with the drought in Frome Sugar Estate, the Board expects the revenue for this segment may drop substantially in year 2017.

Possible makeshift arrangement for suspended sugar estates and factory

The negotiating with the government in Jamaica for the makeshift arrangement is still ongoing. In order to avoid the economic disadvantages and hardships occasioned by the suspension of the Bernard Lodge Sugar Estate, Monymusk Sugar Estate and Monymusk Sugar Factory, PCSC may provide its Monymusk Sugar Factory at no charge to an agent of Jamaica's government to run the Monymusk Sugar Factory for the 2016/2017 crop year. The agent of Jamaica's government may pay all cost to upkeep, repair, maintain and preserve the Monymusk Sugar Factory for 2016/2017 crop year. For the Bernard Lodge Sugar Estate and Monymusk Sugar Estate, PCSC may lease the irrigation system to the agent of Jamaica's government at nominal rent of J$1,000 for 2016/2017 crop year and may cause the irrigation system to be repaired during the term of the lease. Further announcement in respect of the formal arrangement reached, if any, will be made by the Company under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as and when appropriate. The operations of the other sugar estate and sugar factory will not be affected by this makeshift arrangement. The Frome Sugar Estate and Frome Sugar Factory remain in normal operation that accounted for approximately 61% of total output of raw sugar and molasses in year 2016.

Supporting service segment

For the Group's supporting services to sweetener and ethanol business segment, the Board foresees some pickups in the demand from our customers in African countries as they may need to replenish their inventories.

Ethanol business segment

For the Group's ethanol biofuel business, the construction of ethanol plant continues to suspend during the year, pending for appropriate alternate business plan for this operation.

Chairman's Statement & Management Discussion and Analysis

Financial Review

Liquidity and Financial Resources Review

Equity

As at 31st December 2016, the Company had 2,191,180,000 outstanding ordinary shares of HK$0.1 each (2015: 2,191,180,000 shares).

Capital deficiency attributable to owners of the Company as at 31st December 2016 amounts to approximately HK$496.7 million (2015: Equity attributable to owners of the Company of approximately HK$49.8 million).

Borrowings

As at 31st December 2016, the Group's Hong Kong total borrowing that consisted of current portion of amounts due to non-controlling interests and convertible notes, excluding derivative component of convertible notes, of HK$897.5 million (2015: HK$824.4 million), of which approximately HK$410.9 million (2015: approximately HK$353.7 million) was the current portion of amounts due to non-controlling interests and approximately HK$486.6 million (2015: approximately HK$ 470.7 million) was the outstanding five-year zero-coupon Hong Kong-dollar convertible notes.

For the outstanding five-year zero-coupon Hong Kong-dollar convertible notes, all were unsecured.

Gearing

As the shareholder's equity attributable to owners of the Company was a deficiency of approximately HK$496.7 million as at 31st December 2016, calculation of gearing ratio as at 31st December 2016 was inappropriate.

The Group's gearing ratio as at 31st December 2015, which calculated as a ratio of total borrowings (including liability components of convertible notes and current portion of amounts due to non-controlling interests) amounted to approximately HK$824.4 million in contrast to the shareholders' equity attributable to owners of the Company of approximately HK$49.8 million, was approximately 1,656.6%.

Financial Resources

Bank deposits and cash balances as at 31st December 2016 amounted to approximately HK$112.2 million (2015: approximately HK$125.9 million), mainly denominated in Hong Kong Dollars, US Dollars and Jamaican dollars. The bank balances were placed in short term deposits with major banks in Hong Kong and Jamaica. The bank balance and cash decreased by approximately HK$13.7 million. The decrease was brought by the net cash outflow from operation of approximately HK$33.6 million, the net cash used in investing activities of approximately HK$18.8 million mainly for acquisition of fixed assets in industrial and agricultural rehabilitation in Jamaica and the net cash inflow from financing activities of approximately HK$17.3 million resulting from the approximately HK$41.3 million increase in advance from COMPLANT and the redemption of convertible notes of approximately HK$24 million.

The Group's funding policy will continue to finance the business operations with internally generated cash and bank facilities.

Financial Review *(Continued)*

Liquidity and Financial Resources Review *(Continued)*

Capital Structure

There is no change in capital structure during the year under review.

Treasury Policies

The Group continues to adhere to prudent treasury policies. The Group's overall financial and funding policies were aimed to control credit risk to lower the risk of credit sales, the liquidity risk to ensure that funds would be recovered on a timely basis to fulfill the requirement of debt repayment and to closely monitor the overall currency and interest rate exposures to minimize risks in their fluctuation. The Group did not use any derivative financial instruments to hedge for its risk exposure during the year ended 31st December 2016.

Foreign Exchange Exposure

The Group's operates in Jamaica and African countries, China and Hong Kong. During the year ended 31st December 2016, turnover was denominated mainly in US dollars and Jamaican dollars while its costs and expenses were primarily in Jamaican Dollars and US dollars where the Group's continuing operations are based. The Group is exposed to potential foreign exchange risk as a result of fluctuations between those currencies that are not pegged. In addition, the main operational assets of the Group are located and denominated in local currencies in Jamaica and African countries while the Group's reporting currency is in Hong Kong dollars. This also exposes the Group to potential foreign exchange risk upon translation of those assets on each reporting date.

The Group did not enter into any arrangements or financial instruments for the purpose of hedging against the potential foreign exchange risks during the year under review. In the event that Jamaican dollars were to depreciated substantially against US dollars, the risk can be mitigated by increasing the sales denominated in US dollars. As for the operational assets of the Group, any foreign exchange losses due to translation of the carrying value of the assets to the Group's reporting currency on reporting dates are unrealised and non-cash in nature. As such, active hedging activities are not considered warranted. Nonetheless, management will monitor closely its foreign currency exposure to ensure appropriate measures are taken promptly against any significant potential adverse impact.

Pledge of Assets

As at 31st December 2016 and 2015, a bank deposit of a subsidiary of approximately J$20.4 million (approximately HK$1.2 million) (2015: J$44.4 million (approximately HK$2.9 million) was pledged by a subsidiary of the Group to secure against its bank guarantee of J$20.0 million (approximately HK$1.2 million) (2015: J$50.0 million (approximately HK$3.2 million) in Jamaica. The cash collateral account attracts interest at 3.5% per annum for the year ended 31st December 2016 (2015: 2.25% per annum).

Capital Commitment

As at 31st December 2016, the Group did not have any significant capital commitments.

Significant Investments Held

The Group had not made any significant investment during the year ended 2016 and 2015.

Financial Review *(Continued)*

Liquidity and Financial Resources Review *(Continued)*

Material Acquisitions and Disposals of Subsidiaries and Affiliated Companies

The Group had no material acquisition or disposal of subsidiaries, associates or jointly controlled entities during the year under review.

Future plans for material investments and capital assets

Reference is made to the announcement made by the Company dated 1st February 2010 and definitions of this announcement are adopted herein, there was no new progress during year 2016 for the MOU signed by the Company and CADFund on 31st January 2010 in respect of the Possible Transactions.

Except that, the Group had no other future plans for material investment material investments and capital assets during the year under review.

Employees and Remuneration Policy

Staff remuneration packages of the Group are comprised of salary and discretionary bonuses and are determined with reference to the market conditions and the performance of the Group and the individuals concerned. The Group also provided other staff benefits including medical insurance, provident funds and share options to eligible staff of the Group. The total remuneration paid to the employees (including pension costs and the directors' remuneration) of the Group in the year under review was approximately HK$71.4 million (2015: approximately HK$95.8 million), of which, approximately J$0.9 billion (approximately HK$54.6 million) (2015: approximately J$1.0 billion (approximately HK$66.5 million)) was the total staff cost in sugar cane growing and sugar manufacturing business in Jamaica. The decrease in staff cost was mainly due to the decrease in headcount during the year.

As at 31st December 2016, the Group had 220 full time employees (2015: 318) and 535 temporary employees (2015: 911).

Liu Xueyi
Chairman

Hong Kong, 31st March 2017

Profile of Directors and Senior Management

Directors

Executive Directors

Mr. LIU Xueyi, aged 61, was appointed as Executive Director and Chairman of the Board in January 2014. Mr. Liu holds a Bachelor of Engineering in Salt Manufacturing Machinery from Tianjin University of Science & Technology. Mr. Liu is qualified as a senior engineer conferred by China Development Bank. Mr. Liu has accumulated more than 34 years of experience in project planning and corporate management from various corporations. Mr. Liu joined State Development & Investment Corporation ("SDIC") to work for its various affiliated companies when restructuring of the former six state investment corporations (including the State Electromechanical Textile Investment Corporation) formed SDIC in May 1995. Mr. Liu began his career at Ministry of Light Industry of People's Republic of China and was the cadre of Ministry of Light Industry of People's Republic of China from July 1982 to August 1990. Mr. Liu was the deputy division chief of Electromechanical Textile Investment Corporation from August 1990 to December 1993, the general manager of Hainan Zhonghai Industrial Investment Co., Ltd. from January 1994 to December 1997, the chairman of the Board and general manager of Shenzhen Xianke Electron Co., Ltd. and Shenzhen Publishing Co., Ltd. from January 1998 to July 2001, the general manager of SDIC Electron Co., Ltd from July 2001 to October 2002, the general manager of SDIC High-tech Investment Co., Ltd (previously known as SDIC Venture Capital Co., Ltd) from October 2002 to August 2006 and the president assistant of SDIC from August 2006 to July 2016. Mr. Liu was concurrently the chairman of the board of SDIC Zhonglu Fruit Juice Co., Ltd (a company listed on the Shanghai Stock Exchange, Stock Code: 600962) from June 2004 to April 2010. Mr. Liu was appointed as the director and chairman of board of China National Complete Plant Import & Export Corporation (Group) ("China Complant", a controlling shareholder of the Company) from July 2012 to July 2016. Under China Complant group, Mr. Liu was served as the director and chairman of the board of China National Complete Plant Import & Export Corporation Limited (a company listed on the Shenzhen Stock Exchange, Stock Code: 000151) from April 2013 to August 2016 and as the director of COMPLANT International Sugar Industry Co., Ltd. ("COMPLANT", a substantial shareholder of the Company) from November 2013 to April 2015.

Mr. HAN Hong, aged 53, was appointed as Executive Director in May 2009. Mr. Han is also the director of Pan Caribbean Sugar Company Limited (a 70% owned subsidiary of the Company) since June 2013. Mr. Han holds a Bachelor of Engineering from Anhui Institute of Technology majored in Mechanical Technology and Equipment. Ministry of Foreign Trade and Economic Cooperation of the People's Republic of China granted Mr. Han the title of senior engineer in International Commercial Project in December 1996. Mr. Han has over 33 years' experience in project engineering, investment and general management. Mr. Han began his career at China Complant, as a project manager in Spare Parts Department in August 1984. Later, Mr. Han promoted as the deputy division chief in China Complant from January 1993 to November 1994. After, Mr. Han seconded to Zina Enterprise (PVT) Ltd. in Zimbabwe, a subsidiary of China Complant, as the managing director from November 1994 to January 1998. Thereafter, Mr. Han transferred back to China Complant as the general manager in Investment Management Department from April 1998 to November 2007 and also appointed as the chairman of Yunnan Yuanjiang Ever Green Biology (Group) Co., Ltd., a subsidiary of China Complant, from March 2000 to January 2004. Mr. Mr. Han was also appointed as director and general manager of COMPLANT since September 2012 and as director and vice president of China Complant since March 2013.

Profile of Directors and Senior Management

Directors *(Continued)*

Executive Directors *(Continued)*

Mr. HU Yebi, aged 53, was appointed as Executive Director in December 2010. Mr. Hu received his MBA from International Management School of the Netherlands in Delft, Holland and Postgraduate Diploma in Management Engineering from Beijing Institute of Technology in Beijing, China. Mr. Hu has more than 27 years' experience in securities and financial services, merger and acquisition and corporate finance. Mr. Hu is a licensed person registered under the Securities and Futures Ordinance (the "SFO") to carry on regulated activities on Dealing in Securities and Advising on Corporate Finance, and Mr. Hu is currently the responsible officer of Vision Finance International Company Limited, a registered institution licensed to carry on Type 1 (Dealing in Securities) and Type 6 (Advising on Corporate Finance) of the regulated activities under the SFO. Prior to that, Mr. Hu was the managing director, equity capital markets of DBS Asia Capital Ltd, a subsidiary of DBS Bank Limited (previously known as the Development Bank of Singapore Ltd.) from 14th March 1994 to 15th March 2002. Between 16th March 2002 to 22nd January 2005, Mr. Hu was the founder and chairman of Partners Capital International Limited. From 1st July 2006 to present, Mr. Hu is the founder and chairman of Vision Finance Group Limited, the holding company of Vision Finance International Company Limited. For other listed company and public employment positions previously held, Mr. Hu was an independent non-executive director from 9th May 2005 to 8th May 2006 of VST Holdings Limited, a company listed on Main Board of The Stock Exchange of Hong Kong Limited under Stock Code of 856 and Mr. Hu was also appointed as a part-time member of Central Policy Unit of The Government of the HKSAR from 1st January 2008 to 31st December 2009. For other listed company positions presently held, Mr. Hu is concurrently the executive director with Beijing Sports and Entertainment Industry Group Limited (Stock Code: 1803) and Beijing Properties (Holdings) Limited (Stock code: 925).

Mr. WANG Zhaohui, aged 43, was appointed as Executive Director in January 2014. Mr. Wang is currently the deputy general manager of COMPLANT Hong Kong Limited, a wholly-owned subsidiary of China Complant and finance manager of COMPLANT. Mr. Wang studied Foreign Trade Accounting at University of International Business and Economics and graduated in July 1995 and holds a Master Degree in Business Administration from Hong Kong Polytechnic University. Mr. Wang is qualified as an intermediate accountant conferred by Ministry of Finance of China. Mr. Wang has over 25 years' experience in finance and accounting. Mr. Wang started its career in China Complant in December 1991 and served various positions at China Complant and its subsidiaries, including as an accountant in COMPLANT Hotel from December 1991 to April 1998, as an accountant in financial department of China Complant from May 1998 to October 1999, as the chief financial officer of Pitons Management Area Reservoir Project of China Complant from November 1999 to October 2000, later returned to financial department of China Complant as an accountant from November 2000 to January 2002, as the finance manager of La Sucrerie de COMPLANT de Madagascar from February 2002 to October 2004, as the section head of financial department of China Complant from November 2004 to November 2007, as the deputy financial manager of COMPLANT from December 2007 to July 2011, as the finance manager of COMPLANT from August 2011 to September 2012 and assuming the position of deputy general manager of COMPLANT Hong Kong Limited since October 2012 and re-assuming the position of finance manager of COMPLANT since October 2014.

Dr. XU Dandan ("Dr. Xu"), aged 35, was appointed as Executive Director in January 2016. Dr. Xu has over eight years' experience in investment and financing. Dr. Xu worked as investment and financing manager of China CAMC Engineering Co. Ltd. (a listed company in Shenzhen Stock Exchange (Stock Code: 002051)) from May 2008 to March 2013, as investment manager of agriculture, real estate and manufacturing investment department of China-Africa Development Fund Limited ("CADFund") from March 2013 to December 2015, as assistant to senior manager, agriculture, real estate and manufacturing investment department of CADFund from December 2015 to February 2017 and assuming the current position as associate director of investment of China-Africa Fund of Industrial Cooperation Co., Ltd. since February 2017. Dr. Xu holds a bachelor's degree in accounting, a master's degree in accounting and a doctoral degree in business administration (financial management), all of them were conferred by Dongbei University of Finance and Economics in the People's Republic of China in 2003, 2006 and 2008 respectively. Dr. Xu was qualified as intermediate accountant, which was conferred by Beijing Municipal Human Resources and Social Bureau in the People's Republic of China in 2012.

Directors *(Continued)*

Independent non-executive Directors

Dr. ZHENG Liu, aged 42, was appointed as Independent Non-Executive Director and Chairman of the Remuneration Committee and the Audit Committee of the Company. Dr. Zheng joined the Company in July 2007. She received her Ph.D. degree in accounting from University of Southern California in 2003 and her bachelor degree in accounting from Shanghai University of Finance and Economics in 1996. Dr. Zheng is an associate professor in the Department of Accountancy at City University of Hong Kong since August 2011 and was previously an assistant professor in the School of Business at the University of Hong Kong from August 2003 to July 2011. Dr. Zheng is a member of American Accounting Association.

Mr. YU Chi Jui, aged 62, is an Independent Non-Executive Director and a member of the Remuneration Committee and the Audit Committee of the Company. Mr. Yu joined the Company in May 2001. He has over 27 years' experience in sales and marketing in Taiwan and the PRC.

Ms. LI Xiao Wei, aged 45, is an Independent Non-Executive Director and a member of the Remuneration Committee and the Audit Committee of the Company. Ms. Li joined the Company in September 2004. She has over 16 years' experience in sales and marketing in the PRC.

Senior Management

Mr. WAN Hok Shing, aged 50, is the Financial Controller and Company Secretary of the Group. He is responsible for overall financial reporting, corporate finance and compliance matters of the Group. Mr. Wan has over 24 years of experience in corporate finance, listing compliance, accounting and auditing. Prior to joining the Group in August 1999, he held a senior finance position in another Main Board listed company and worked at one of the big four international accounting firms for about five years. Mr. Wan was in charge of the Group's initial public offering on the Main Board in 2000 and he also assist the Group in a series of subsequent financial activities including fund raising, acquisition and corporate restructuring activities etc. He is currently a Fellow Member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants of the UK, an Associate Member of The Institute of Chartered Secretaries and Administrators of the UK and The Hong Kong Institute of Chartered Secretaries and a Member of The Chinese Institute of Certified Public Accountants of the PRC. Mr. Wan holds a Bachelor's Degree with Honours in Hospitality Management from the Hong Kong Polytechnic University and a Diploma of Legal Studies with distinction from the University of Hong Kong. Mr. Wan has also been awarded the Chartered Financial Analyst (CFA) charter by CFA Institute USA after passing all three levels of the rigorous exam series on his first attempts. CFA charter has been recognised in the UK as being equivalent to a Master's Degree in Finance.

Directors' Report

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

Principal Activities

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

Results and Appropriations

The results of the Group for the year ended 31st December 2016 are set out in the consolidated statement of profit or loss and other comprehensive income on page 41.

The directors do not recommend the payment of any dividend in respect of the year ended 31st December 2016.

Business Review

A business review of the Group for the year ended 31st December, 2016 and a discussion on the Group's future business development, possible risks and uncertainties that the Group may be facing are shown in "Chairman's Statement and Management Discussion and Analysis" section of this annual report. The capital risk management and the financial risk management objectives and policies of the Group are set out in notes 6 and 7 respectively to the consolidated financial statements. An analysis of the Group's performance using financial key performance indicators is shown in "Five-Year Financial Summary" section of this annual report.

Environmental policies and performance

As one of the leading sugar manufacturer in Jamaica, the Group believes that the sugar cane plantation and sugar manufacturing should carry on in an environmentally responsible way. The Group believes that in the long run, due performance of environmental responsibility would definitely improve the effectiveness of the utilisation of the Group's resources and would raise the economic efficiency to the Group.

The Group has established the environmental protection policies that include both emission reduction and energy-saving policies in order to minimize the impacts to the environment. There was no material breach of or non-compliance with *environmental policies* by our Group.

Compliance with the relevant laws and regulations that have a significant impact on the company

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact to the Group. There was no material breach of or non-compliance with applicable laws and regulations by our Group that has a significant impact on the business and operations of our Group.

Business Review *(Continued)*

Key relationships with stakeholders

The Group believes that its success depends on the support from the key stakeholders, which comprise employees, customers, suppliers and shareholders.

Employees

The Group respects its employees and endeavours to provide the better working conditions for its employees. The Group has established various policies in relation to the labour practices including the remuneration and dismissal, recruitment and promotion, working hours, holidays, disciplinary practice, equal opportunity, diversity and other benefits and welfare so as to provide a fair, healthy and safe working environment for all employees. The Group has also established the policies for remuneration of employees so as to provide the fair and competitive remuneration packages for the employees under the systemic remuneration management. The Group provides equal opportunity for employees in respect of promotion, appraisal, training, development and other aspects in order to build up a sound career platform for employees.

Customers

The Group aims at providing its customers with the qualified products and has adopted a system to control strictly the manufacturing processes of its products and the product quality. All products are manufactured according to the specified procedures and are required to undergo a thorough quality inspection process in order to assure the products quality. The Group has maintained a customer service team to handle the enquiries about the products from the customers. The customer service team handles the customers' feedbacks and complaints according to the stated procedures.

Suppliers

The Group used to work with the suppliers with the same objectives and develops mutually-successful working relationships with the key suppliers. The Group strictly follows its policy, which is constructed under the Group's corporate culture of integrity, and professional standard in the selection of suppliers and purchasing process. Although the cost of purchasing is a major consideration in selecting suppliers, the Group would also consider the suppliers' corporate social responsibility performances, which include the suppliers' performances on the aspects of legal and regulatory compliance, business ethics, labour practices and environmental protection etc.

Shareholders

One of the Group's objectives is to maximize shareholders' value and safeguard the interests of the shareholders. The Group believes that good governance is essential to achieving the aforesaid objective so that it has adopted the standards of corporate governance. The Group is committed to ensure the sustainable development of the Group and to maintain the stable dividend payouts after taking into account the capital adequacy levels, liquidity positions and business expansion needs of the Group.

Directors' Report

Permitted Indemnity Provision

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the Company is currently in force and was in force throughout the year of 2016.

Financial Summary

A summary of the results, assets and liabilities of the Group for the past five financial years is set out on page 110.

Property, Plant and Equipment

During the year, the Group spent approximately HK$18,784,000 (2015: approximately HK$231,519,000) on acquisition of property, plant and equipment. Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 18 to the financial statements.

Share Capital

Details of the Company's share capital are set out in note 28 to the consolidated financial statements.

Distributable Reserves of the Company

The company's reserves available for distribution consisted of contributed surplus of approximately HK$468,576,000 (2015: HK$468,576,000) that offset the accumulated losses of approximately HK$2,029,259,000 (2015: HK$1,065,911,000). There were no net distributable reserves available as at 31st December 2016 and 2015.

Major Customers and Suppliers

The aggregate sales attributable to the Group's five largest customers during the year accounted for approximately 83.8% of the Group's turnover and the Group's largest customer accounted for approximately 37.7% of the Group's total sales.

The aggregate purchases attributable to the Group's five largest suppliers during the year accounted for approximately 43.1% of the Group's total purchases and the Group's largest supplier accounted for approximately 24.3% of the Group's total purchases.

At no time during the year did a director, an associate of a director or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's issued share capital) have an interest in any of the Group's five largest suppliers.

Directors and Directors' Service Contracts

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

Executive Directors:

Mr. Liu Xueyi
Mr. Han Hong
Mr. Hu Yebi
Mr. Wang Zhaohui
Dr. Xu Dandan (appointed on 29th January 2016)
Mr. Hu Zhirong (resigned on 29th January 2016)

Independent Non-executive Directors:

Dr. Zheng Liu
Mr. Yu Chi Jui
Ms. Li Xiao Wei

In accordance with Article 116 of the Company's Articles of Association, Mr. Hu Yebi, Dr. Zheng Liu and Ms. Li Xiao Wei will retire from the office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The terms of office of each of the independent non-executive directors is the period up to his retirement by rotation as required by the Company's Articles of Association.

None of the directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Biographical Details of Directors and Senior Management

Biographical details of the Directors and the senior management of the Group are set out in the section headed "Profile of Directors and Senior Management" on pages 11 to 13 of this annual report.

Directors' Remuneration

Details of the Directors emoluments are set out in note 13 to the consolidated financial statements in this annual report. The Directors' remunerations are determined subject to the recommendations of the Remuneration Committee and the Board's approval with reference to Directors' duties, responsibilities and performance and the results of the Group.

Directors' Interests in Securities

As at 31st December 2016, the interests of the directors and their associates in the ordinary shares in the Company as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows;

	Number of ordinary shares held				
Name of director	**Beneficial Owner**	**Held by Spouse** (Note)	**Held by controlled corporation** (Note)	**Total**	**Approximate % of the issued share capital**
Mr. Hu Yebi	–	3,448,000	212,495,083	215,943,083	9.86%

Note: Mr. Hu Yebi and his spouse, Ms. Li Ling Xiu are deemed (by virtue of the SFO) to be interested in 215,943,083 shares, among these 215,943,083 shares, as to 3,448,000 shares held by Ms. Li Ling Xiu and as to 212,495,083 shares held by Hollyview International Limited, a company beneficially owned by Mr. Hu Yebi.

Save as disclosed above, none of the directors or their associates had any interests or short positions in any securities of the Company or any of its associated corporation as at 31st December 2016.

Share Options

2000 Share Option Scheme

The Company's 2000 Share Option Scheme was adopted pursuant to a resolution passed on 4th January 2000 and has terminated by a resolution passed by shareholders on 20th September 2007.

Up to 31st December 2016, no share option was granted since adoption under the terminated 2000 share option scheme.

2007 Share Option Scheme

The Company has, in accordance with Chapter 17 of the Listing Rules, adopted a new share option scheme (the "2007 Share Option Scheme"), as approved by the shareholders of the Company at the extraordinary general meeting held on 20th September 2007. The purpose of the 2007 Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to the employees, directors, consultants and advisers of the Group and to promote the success of the Group. The details of the 2007 Share Option Scheme as pursuant to the Listing Rules, are set out in the Company's circular dated 3rd September 2007.

As at the end of reporting period, no share option has been granted under the 2007 Share Option Scheme since its adoption.

Particulars of the Company's share option schemes are set out in note 31 to the consolidated financial statements.

Arrangements to Purchase Shares or Debentures

Other than the share option scheme as disclosed above, at no time during the year was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of share in, or debentures of, the Company or any other body corporate.

Substantial Shareholders

Apart from the interest of the Directors in shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) as disclosed in the section "Directors interest in Securities", the register kept under section 336 of the SFO shows that as at 31st December 2016 the Company has been notified of the following interest in the shares of the Company.

Long Position

Name	Nature of interests and capacity in which interest are held			Approximate % of the issued share capital
	Beneficial owner (Note 2)	Held by controlled corporation	Total	
China National Complete Plant Import & Export Corporation (Group) ("China Complant")	800,000,000	-	800,000,000	36.51
COMPLANT International Sugar Industry Co., Ltd. ("COMPLANT") (Note 1)	300,000,000	-	300,000,000	13.69

Note 1: In addition to the 300,000,000 shares, COMPLANT holds convertible notes of principal amount HK$533.7 million convertible into 889,500,000 shares representing 40.59% of the issued capital of the Company.

Note 2: State-owned Assets Supervision and Administration Commission (中國國務院國有資產監督管理委員會) holds 100% of the State Development & Investment Corp.（國家開發投資公司）which holds 100% of China Complant which in turn holds 70% in COMPLANT.

Connected Transactions and Continuing Connected Transactions

Connected Transactions

Save for the continuing connected transactions as disclosed below, during the year ended 31st December 2016, the Group has not carried out any connected transactions that are not exempt from annual reporting requirement in Chapter 14A of the Listing Rules.

Connected Transactions and Continuing Connected Transactions *(Continued)*

Continuing Connected Transactions

The Group had entered into the following non-exempted continuing connected transaction during the year ended 31st December 2016.

During the year, the continuing connected transactions as detailed below had duly complied with all requirements under Listing Rules. These continuing connected transactions also constitutes related party transactions made during the year that disclosed in note 34 to the consolidated financial statements except the figures disclosure in note 34 to the consolidated financial statements excluded transactions with Compagnie Beninoise De Bioenergie (90% owned by the Company and 10% owned by COMPLANT) and Pan-Caribbean Sugar Company Limited (70% owned by the Company and 30% owned by COMPLANT) of approximately HK$16.8 million that has been eliminated on group consolidation.

(a) As disclosed in circular dated 28th May 2015 that the six 2015-2017 supply and service agreements all dated 6th May 2015 entered into between Sino Africa Technology & Trading Limited (中非技術貿易有限公司, "SATT", a wholly owned subsidiary of the Company) and La Sucrerie de COMPLANT de Madagascar, COMPLANT Magbass Sugar Complex Company Limited, La Sucrerie de COMPLANT du Benin, Sucrerie Cote Ouest de COMPLANT de Madagascar (Ouest Sucre), Compagnie Beninoise De Bioenergie SA (a 90% subsidiary of the Company), all these four company a wholly owned subsidiary of COMPLANT as well as Pan-Caribbean Sugar Company Limited (70% subsidiary of the Company and) respectively, together with the 2015-2017 supply and service agreement dated 6th May 2015 entered into between SATT and China National Complete Plant Import & Export Corporation (Group) (中國成套設備進出口(集團)總公司) (the "2015-2017 Supply and Service Agreements") and the relevant 2015-2017 Proposed Annual Caps for three years commencing from date of approval by the Independent Shareholders at the EGM up to 31st December 2017. had been approved by the independent shareholders of the Company on extraordinary general meeting held on 26th June 2015.

The total amount of transaction with the four subsidiaries of COMPLANT, Compagnie Beninoise De Bioenergie (90% owned by the Company and 10% owned by COMPLANT) and Pan-Caribbean Sugar Company Limited (70% owned by the Company and 30% owned by COMPLANT) during the year and the breakdown of each of the three categories are as follows:

	Total sale for the year ended 31st December 2016	Approved Annual Cap
Consumables Procurement and Technical Support Services	Approximately HK$46.7 million (Approximately US$6.0 million)	Approximately US$19.3 million
Chemicals and Fertilizer Procurement	Approximately HK$30.5 million (Approximately US$3.9 million)	Approximately US$13.8 million
Fixed Asset Procurement	Approximately HK$11.9 million (Approximately US$1.5 million)	Approximately US$41.6 million
	Approximately HK$89.1 million (Approximately US$11.4 million)	Approximately US$74.7 million

Connected Transactions and Continuing Connected Transactions *(Continued)*

Continuing Connected Transactions *(Continued)*

The Group had entered into the following non-exempted continuing connected transaction during the year ended 31st December 2016. (Continued)

(b) As disclosed in circular dated 28th May 2015 SATT and China National Complete Plant Import & Export Corporation (Group)（中國成套設備進出口(集團)總公司）, a state owned company incorporated in the PRC and is a wholly owned subsidiary of State Development & Investment Corp.（國家開發投資公司）and owns 70% equity interest in COMPLANT and a Controlling Shareholder holding 36.51% issued share capital of the Company, "China Complant") entered into 2015-2017 supply and service agreements dated 6th May 2015 for the supply of Consumables Procurement and Technical Support Services; Chemicals and Fertilizer Procurement; and Fixed Asset Procurement and the relevant 2015-2017 Proposed Annual Caps for three years commencing from date of approval by the Independent Shareholders at the EGM up to 31st December 2017. had been approved by the independent shareholders of the Company on extraordinary general meeting held on 26th June 2015. The total amount of transaction with the China Complant during the year and the breakdown of each of the three categories are as follows:

	Total purchase for the year ended 31st December 2016	Approved Annual Cap
Consumables Procurement and Technical Support Services	Approximately HK$20.4 million (Approximately US$2.6 million)	Approximately US$10.0 million
Chemicals and Fertilizer Procurement	Approximately HK$20.2 million (Approximately US$2.6 million)	Approximately US$11.2 million
Fixed Asset Procurement	Approximately HK$6.0 million (Approximately US$0.8 million)	Approximately US$38.0 million
	Approximately HK$46.6 million (Approximately US$6.0 million)	Approximately US$59.2 million

The Group had entered into the following exempted continuing connected transaction during the year ended 31st December 2016.

(c) SATT had entered office tenancy agreements dated 10th June 2016 with China Complant for an initial term of one year with an effective date from 1st January 2016 to 31st December 2016. As the applicable percentage ratio of the Company in respect of the aggregate annual rentals and management fees payable by SATT under the Tenancy Agreements is less than 5% and the total consideration is less than HK$3 million, the Tenancy Agreements are exempted from the reporting, annual review, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The total amount of rental and management fee paid to China Complant during the year was approximately HK$884,000.

Connected Transactions and Continuing Connected Transactions *(Continued)*

Continuing Connected Transactions *(Continued)*

Annual review of the continuing connected transactions

All the Continuing Connected Transactions above have been reviewed by the Independent Non-executive Directors of the Company who have confirmed that for the year ended 31st December 2016, the Continuing Connected Transactions have been entered into (i) in the ordinary and usual course of business of the Company; (ii) either on normal commercial terms or on terms no less favourable to the Company than terms available to (or from) independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Pursuant to Rule 14A.56 of the Listing Rules, the Company has engaged the auditors of the Company to perform certain factual finding procedures in respect of the Continuing Connected Transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information"and with reference to Practice Note 740"Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules"issued by the Hong Kong Institute of Certified Public Accountants. The auditor has reported the factual findings on these procedures to the Board of Directors and confirmed that for the year ended 31st December 2016 the Continuing Connected Transactions (i) have received approval of the Board of Directors of the Company; (ii) are in accordance with the pricing policies of the Company, where applicable; (iii) have been entered into in accordance with the terms of the agreements governing the transactions; and (iv) have not exceeded the respective cap amounts for the year ended 31st December 2016 as set out above in respect of each of the Continuing Connected Transactions. A copy of the auditor's letter has been provided to the Stock Exchange.

Related Party Transactions

Details of the related party transactions undertaken by the Group in its normal course of business are set out in note 34 to the consolidated financial statements. For those related party transactions which constituted connected transactions or continuing connected transactions under the Listing Rules, they are set out in the above paragraph headed "Connected Transactions". It has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Directors' Interest in Contracts of Significance

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

Management Contracts

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business were entered into or existed during the year.

Equity-linked Agreements

The Company or any of its subsidiaries have not entered into any equity-linked agreement during the year.

Purchase, Sale or Redemption of the Company's Listed Securities

At no time during the year, did the Company nor any of its subsidiaries purchase, sell or redeem any of the Company's listed securities.

Sufficiency of Public Float

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

Pre-Emptive Rights

There is no provision for pre-emptive rights under the Company's Articles of Association, or the laws in the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Emolument Policy

The Remuneration Committee reviews the Group emolument policy and structure for all remuneration of the directors and senior management of the Group, having regard to the Group's operating result, individual performance and comparable market statistics.

The Company has adopted a share option scheme as incentive to directors and eligible employees, details of the scheme are set out as "Share Options" above.

Corporate Governance

Details of corporate governance are set out in the section headed "Corporate Governance Report" in this annual report.

Independent Non-executive Directors' Confirmation of Independence

The Company received, from each of the independent non-executive directors, Dr. Zheng Liu, Mr. Yu Chi Jui and Ms. Li Xiao Wei, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee assessed the independence of the independent non-executive directors and affirmed that all independent non-executive directors remained independent.

AUDITOR

BDO Limited was first appointed as auditor of the Company in 2015 upon the retirement of SHINEWING (HK) CPA Limited.

The consolidated financial statements have been audited by BDO Limited who will retire and being eligible to be reappointed as auditor of the Company at the forthcoming annual general meeting.

On behalf of the Board
Liu Xueyi
Chairman

Hong Kong, 31st March 2017

Corporate Governance Report

The Board is pleased to present this Corporate Governance Report of the Group for the year ended 31st December 2016

Corporate Governance Practices

The Board acknowledges the importance of the highest standards of corporate governance as the Board believes that effective corporate governance practices are fundamental to enhancing the Shareholders' value and safeguarding interest of the Shareholders. Accordingly, the Company has adopted sound corporate governance principles that emphasis an effective internal control and accountability to all Shareholders.

The Company has complied with the code provisions of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules (the "CG Code") during the year under review, save for the deviation from code provisions A.2.1, A.2.4, A.4.1, A.6.7 and E.1.2 which are explained below.

Code on Corporate Governance Practices

During the year ended 31st December 2016, the Company has complied with the code provisions of the Corporate Governance Code as set out in the Appendix 14 to the Listing Rules (the "Code"), except for the following deviation:–

Code Provision A.2.1 and 2.4

Under the code provision A.2.1, the roles of chairman and chief executive officer (the "CEO") should be separate people and should not be performed by the same individual. The divisions of responsibilities between the chairman and CEO should be clearly established and set out in writing. Under the new code provision A.2.4, the chairman should provide leadership for the board. The chairman should ensure that the board works effectively and performs its responsibilities, and that all key and appropriate issues are discussed by it in a timely manner.

The Company segregates the role of Chairman from the Managing Director who also assumes the responsibilities of chief executive officer. Mr. Liaw Yuan Chian was the Managing Director till his resignation on 16th December 2010. The Company has not refilled these positions yet that calls for an exhaustive scrutiny in the selection. The Board considered the balance of power between the Board members and the balance of authority between the Board and the management have not been impaired after the resignation of the Managing Director, given that half of the Board members are independent non-executive and a clear division of responsibilities are in place for the running of the business of the Group. The Company remains structured to ensure appropriate segregation of duties so that power is not concentrated in any one individual.

Code Provision A.4.1

Under the code provision A.4.1, non-executive Directors should be appointed for a specific term, subject to re-election. None of the existing independent non-executive Directors (the "INEDs") of the Company is appointed for a specific term. This constitutes a deviation from the code provision A.4.1 during the period. However, one-third of the Directors (including executive and non-executive) are subject to retirement by rotation at each annual general meeting under the Company's articles of association (the "Articles"). As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

Code On Corporate Governance Practices *(Continued)*

Code Provision A.6.7

Under the new code provision A.6.7, independent non-executive Directors and other nonexecutive directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They should also attend general meetings and development a balanced understanding of the views of shareholders. Due to other business commitment, Mr. Yu Chi Jui and Ms. Li Xiao Wei, INEDs of the Company, did not attend the extraordinary general meetings and the annual general meeting held on 28th June 2016 and, which constitutes a deviation from the code provision A.6.7 during the year.

Code Provision E.1.2

Under the code provision E.1.2, the chairman of the Board should attend the annual general meeting. Mr. Liu Xueyi, the chairman of the Board, was unable to attend the annual general meeting of the Company held on 28th June 2016 due to another business engagement.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

Having made specific enquiry of all Directors, all Directors declared that they have complied with the Model Code for the year ended 31st December, 2016.

The Board of Directors

(a) Responsibilities

The Board is responsible for determining the overall strategy and corporate development and ensuring the business operations are properly monitored. The Board reserves the right to decide all policy matters of the Group and material transactions. The Board delegates the day-to-day operations to general managers and department heads who are responsible for different aspects of the operations of the Group. The Directors are continually updated with the regulatory requirements, business activities and development of the Group to facilitate the discharge of their responsibilities. The management has the obligation to supply the Board and the various Committees with adequate information in a timely manner to enable the members to make informed decisions. Each Director has separate and independent access to the Group's management to acquire more information than is volunteered by management and to make further enquiries if necessary. There are established procedures for Directors to seek independent professional advices for them to discharge their duties and responsibilities, where appropriate at the Company's expenses. Directors and Officers Liability Insurance is in place to protect the Directors and officers against their potential legal liabilities arising out of corporate activities.

(b) Composition

The Board currently comprises five executive Directors and three independent non-executive Directors from different business and professional fields. The Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business and professional expertise, experiences and independent judgment to the Board for its efficient and effective delivery of the Board function.

The Board of Directors *(Continued)*

(b) Composition *(Continued)*

Composition of the Board and its changes during the year ended 31st December 2016 and up to date of this annual report is as follows:

Executive Directors

Mr. Liu Xueyi
Mr. Han Hong
Mr. Hu Yebi
Mr. Wang Zhaohui
Dr. Xu Dandan (appointed on 29th January 2016)
Mr. Hu Zhirong (resigned on 29th January 2016)

Independent Non-Executive Directors

Dr. Zheng Liu
Mr. Yu Chi Jui
Ms. Li Xiao Wei

Mr. Liu Xueyi is the Chairman of the Board and the position of CEO/Managing Director of the Company is vacant.

The profiles of each Director are set out in the "Profile of Directors and Senior Management" section on pages 11 to 13.

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time.

(c) Appointment of Directors and Re-election of Directors

During the year under review, there was no change in directorships of the Company.

According to the Company's articles of association, one-third of the Directors are required to retire from office at each annual general meeting, provided that every Director shall be subject to retirement by rotation at least once in every three years. The Directors to retire every year shall be those appointed by the Board during the year and those who have been longest in office since their last re-election. Any new Director appointed as an addition to the Board shall submit himself/herself for re-election by Shareholders at the next following annual general meeting of the Company after appointment. There are three Directors (Mr. Hu Yebi, Dr. Zheng Liu and Ms. Li Xiao Wei) subject to re-election at conclusion of the 2017 Annual General Meeting (the "2017 AGM"). Pursuant to the Company's articles of association, they are all eligible for re-appointment.

(d) Induction for Directors

Each newly appointed Director will receive comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has proper understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The Board of Directors *(Continued)*

(e) Directors' Continuous Training and Development

Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution into the Board remains informed and relevant.

The Directors are committed to complying with the CG Code A.6.5 which came into effect on 1st April 2012 on Directors' training. All Directors have participated in continuous professional development by studying written materials relevant to Director's duties and responsibilities.

(f) Board Meetings and Shareholders Meetings Attended

According to the CG Code, the board of directors should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. During the reporting period, the Company convened a total 4 board meetings, 5 committee meetings, an annual general meeting and an extraordinary general meeting. Attendance records of the directors at board meetings (directors who involved in connected transactions and board committee meeting and required to be abstained from the meeting are also deemed as attending directors) and annual general meeting in 2016 are set out as follows:

Name of Director	Board Meetings	Committee Meetings	Annual General Meeting
Executive Directors			
Mr. Liu Xueyi	2/4	–	0/1
Mr. Han Hong	3/4	–	0/1
Mr. Hu Yebi	3/4	–	0/1
Mr. Wang Zhaohui	3/4	–	0/1
Dr. Xu Dandan (appointed on 29th January 2016)	1/4	–	0/1
Mr. Hu Zhirong (resigned on 29th January 2016)	0/4	–	0/1
Independent Non-Executive Directors			
Dr. Zheng Liu	0/4	5/5	0/1
Mr. Yu Chi Jui	0/4	5/5	0/1
Ms. Li Xiao Wei	0/4	5/5	0/1

Independence of Non-Executive Directors

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors to be independent parties. Each independent non-executive Director is required to inform the Company as soon as practicable if there is any change in his or her own personal particulars that may affect his or her independence.

Board Committees

The Company has established the Nomination Committee in February 2012 and maintained the Audit Committee and Remuneration Committee throughout the year to oversee particular aspects of the Group's affairs. Each of these committees has specific written terms of reference, which deal clearly with their authorities and duties. The chairmen of the committees will report the findings and recommendations of the committees to the Board after each meeting. The minutes of all meetings of the committees are circulated to the Board for information.

(a) Nomination Committee

The Nomination Committee was established by the Company in February 2012. As at the date of this report, the Nomination Committee comprises three independent non-executive Directors of the Company, Dr. Zheng Liu, Mr. Yu Chi Jui and Ms. Li Xiao Wei. Dr. Zheng Liu is the chairman of the Nomination Committee.

The primary function of the Nomination Committee is to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes. The terms of reference of the Nomination Committee are available on the website of the Stock Exchange and the Company's website.

During the financial year ended 31st December 2016, the Nomination Committee held one meetings. The attendance of each member is set out as follows:

Name of Member	Number of attendance
Dr. Zheng Liu	1/1
Mr. Yu Chi Jui	1/1
Ms. Li Xiao Wei	1/1

The chairman of the Nomination Committee will report the findings and recommendations of the Nomination Committee to the Board after each meeting. The minutes of all meetings of Nomination Committee are circulated to the Board for information.

The following was a summary of the work performed by the Nomination Committee in 2016:

1. reviewed the structure, size and diversity of the Board. The Nomination Committee endorsed that the Board possessed a diversity of skills, expertise, experience and qualifications and believed that the Board performed its duties competently.

2. assessed the independence of all the independent non-executive Directors and reviewed the independent non-executive Directors' confirmations on their independence.

3. nominated Mr. Liu Xueyi, Mr. Wang Zhaohui, Dr. Xu Dandan and Mr. Yu Chi Jui for the Board's recommendations to stand for election at the 2016 annual general meeting of the Company and reviewed the relevant sections in the circular to the shareholders of the Company.

Board Committees *(Continued)*

(a) Nomination Committee *(Continued)*

4. reviewed the relevant disclosures made in the Directors' Report of the 2016 annual report of the Company (the "Annual Report").

5. reviewed the Board Diversity Policy of the Company to see if there was any update.

6. reviewed the Corporate Governance Report, which was included in the Annual Report.

Below is the summary of the Board Diversity Policy of the Company:

The Company recognises and embraces the benefits of having a diverse Board to enhance the overall quality of its performance.

The Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. Selection of candidates will be based on a range of diversity perspectives, including but not limited to the aforesaid mentioned aspects. 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 Nomination Committee will report annually on the Board's composition under diversified perspectives, and monitor the implementation of this policy. The minutes of all meetings of Nomination Committee are circulated to the Board for information. The Nomination Committee will discuss any policy's revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

(b) Remuneration Committee

A Remuneration Committee was established by the Company in 2005. As at the date of this report, the Remuneration Committee comprises three independent non-executive Directors of the Company, Dr. Zheng Liu, Mr. Yu Chi Jui and Ms. Li Xiao Wei. Dr. Zheng Liu is the chairman of the Remuneration Committee.

The primary function of the Remuneration Committee is to make recommendations to the Board on the Group's policy and structure for all remuneration of Directors and senior management. The terms of reference of the Remuneration Committee are available on the website of the Stock Exchange and the Company's website.

During the financial year ended 31st December, 2016, the Remuneration Committee held one meeting. The attendance of each member is set out as follows:

Name of Member	Number of attendance
Dr. Zheng Liu	1/1
Mr. Yu Chi Jui	1/1
Ms. Li Xiao Wei	1/1

Board Committees *(Continued)*

(b) Remuneration Committee *(Continued)*

The chairman of the Remuneration Committee will report the findings and recommendations of the Remuneration Committee to the Board after each meeting. The minutes of all meetings of Remuneration Committee are circulated to the Board for information.

The following was a summary of the work performed by the Remuneration Committee in 2016:

1. reviewed the Group's emolument policy and structure for the remuneration of Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market statistics.

2. assessed the performance of the executive Directors and considered the remuneration package of executive Directors by reference to the prevailing packages with companies listed on the main Board of the Stock Exchange.

3. reviewed the relevant disclosures made in the Directors' Report of the Annual Report.

4. reviewed the Corporate Governance Report, which was included in the Annual Report.

Details of the remuneration of each of the Directors of the Company are set out in note 13 to the financial statement. Pursuant to code provision B.1.5 of the CG Code, the annual remuneration of the member of the senior management by band for the year ended 31st December 2016 is set out below:

	Number of individuals
Nil to HK$1,000,000	1

(c) Audit Committee

An Audit Committee was established by the Company in 1998. As at the date of this report, the Audit Committee comprises three independent non-executive Directors of the Company, Dr. Zheng Liu, Mr. Yu Chi Jui and Ms. Li Xiao Wei, one of whom possess recognised professional qualifications in accounting and have wide experience in auditing and accounting. Dr. Zheng Liu is the chairman of the Audit Committee.

The primary function of the Audit Committee is to review and supervise the Group's financial reporting process and internal controls. The terms of reference of the Audit Committee are available on the website of the Stock Exchange and the Company's website.

During the financial year ended 31st December 2016, the Audit Committee held two meetings. The attendance of each member is set out as follows:

Name of Member	Number of attendance
Dr. Zheng Liu	2/2
Mr. Yu Chi Jui	2/2
Ms. Li Xiao Wei	2/2

Board Committees *(Continued)*

(c) Audit Committee *(Continued)*

The chairman of the Audit Committee will report the findings and recommendations of the Audit Committee to the Board after each meeting. The minutes of all meetings of Audit Committee are circulated to the Board for information.

The following was a summary of the work performed by the Audit Committee in 2016:

1. reviewed the Group's consolidated financial statements for the year ended 31st December 2015 and the annual results announcement with a recommendation to the Board for approval.

2. reviewed the relevant disclosures made in the Directors' Report of the Annual Report.

3. reviewed the Corporate Governance Report, which was included in the Annual Report.

4. met with the external auditor without the presence of the executive directors of the Board.

5. reviewed the Group's consolidated financial statements for the six months ended 30th June 2016 and the interim results announcement with a recommendation to the Board for approval.

6. assessed broadly any special risks faced by the Group and reviewed the adequacy and effectiveness of the Company's internal control system and risk management system, financial reporting system and associated procedures.

7. reviewed the Group's policies and practices on corporate governance and made recommendations to the Board.

8 reviewed the findings and recommendations submitted by the Group Internal Audit Department.

9 reviewed the continuing connected transaction report submitted by the external auditor.

10. made recommendation on the appointment or reappointment of the external auditor.

11. reviewed the reports including the 2016 audit planning report and the management letters submitted by the external auditor.

12. considered the 2016 audit fees with a recommendation to the Board for approval.

At the Audit Committee meeting on 31st March 2017, the Audit Committee reviewed the Group's consolidated financial statements for the year ended 31st December 2016 and the annual results announcement with a recommendation to the Board for approval.

Directors' Responsibility for the Financial Statements

The management provides such explanation and information to the Board so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Directors acknowledge their responsibility to prepare the consolidated financial statements that give a true and fair view of the state of affairs of the Group. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern, the Board has prepared the consolidated financial statements on a going concern basis.

The responsibility of the external auditor, BDO Limited, is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion solely to the shareholders of Company, as a body, and for no other purpose.

The Company has announced its annual and interim results in a timely manner within approximately three months and two months, respectively, after the end of the relevant period in order to enhance high level of corporate transparency.

Risk Management and Internal Controls

The Board acknowledges its responsibility for overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually with the assistance from the Audit Committee. The Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance, risk management and internal controls, and the resourcing of the finance and internal audit functions. To assist the Audit Committee to fulfill its responsibilities, the senior management has to identify, update and report the key risk areas which covered all aspects of corporate strategies, operation and finance to the Board.

Appropriate policies and controls have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. However, the systems and internal controls can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

The various departments of the Group, as risk owners, identify, evaluate, mitigate and monitor their own risks, and report such risk management activities to the directors of the Group at each regularly scheduled meeting throughout the year. The internal audit department of the Controlling Shareholders which controlled several listed companies in Hong Kong and the People's Republic of China is sharing this group resource to carry the internal audit function (the "Group Internal Audit department"). The Group Internal Audit Department reviews significant aspects of risk management and internal control for the Group, reports to the Board and the Audit Committee at least annually, including amongst other things, significant risks of the Group and the appropriate mitigation of identified risks and the results of their activities during the preceding period pertaining to the adequacy and effectiveness of internal controls, including but not limited to, any indications of failings or material weaknesses in those controls. The annual work plan of Group Internal Audit Department covers major activities and processes of the Group's operations and businesses units. Special reviews are also performed at the Board' request. The results of these audit activities are communicated to the Board and the Audit Committee at least annually. Audit issues are tracked, followed up for proper implementation, and their progress are reported to the Board and the Audit Committee at least annually.

Risk Management and Internal Controls *(Continued)*

The Group Internal Audit Department provides independent advices to the Board, the Audit Committee and the senior management of the Group on the adequacy and effectiveness of internal controls for the Group. The Group Head of Internal Audit Department reports directly to the Chairman of the Audit Committee and the respective directors (as the case may be).

The senior management of the Group, supported by the Board, is responsible for the design, implementation and monitoring of the risk management and internal control systems, and for reporting to the Board and/or the Audit Committee on the effectiveness of these systems.

The following key processes are used to identify, evaluate and manage the Group's significant risks:

1. the Board establishes the scope and establishes the risk assessment criteria.

2. various departments identify the risks, which may potentially impact the achievement of their business objectives, and analyze and evaluate the significance of such risks.

3. various departments assess the adequacy of existing controls, determine and implement plans where risks are mitigated.

4. various departments monitor those activities to mitigate the risks.

5. Group Internal Audit Department tracks the progress of those activities to mitigate the risks and reports regularly to the Board and the Audit Committee.

The Board has established and oversees a whistleblower policy and a set of comprehensive procedures whereby employees, customers, suppliers and other concerned parties can report any actual or suspected occurrence of improper conduct involving the Company, and for such matters to be investigated and dealt with efficiently in an appropriate and transparent manner. The Board has designated the Audit Committee to receive on his behalf any such reports, to oversee the conduct of subsequent investigations, and to provide information, including recommendations arising from any investigations to Audit Committee, for consideration by the Board.

The Company strictly regulates the handling and dissemination of inside information to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made.

During year 2016, the Board, with the assistance of the Audit Committee, conducted a review of the effectiveness and adequacy of the Group's risk management and internal control systems, covering financial, operational, compliance control and risk management functions. To assist the Board and Audit Committee to fulfill its responsibilities, the senior management has identified, updated and reported the key risk areas which covered all aspects of corporate strategies, operation and finance to the Board. The Group Internal Audit also conducted selective reviews on the effectiveness of the risk management and internal control systems of the Group over operational, financial and compliance controls and submitted the internal audit report to the Audit Committee and the Board. After reviewing the Group's risk management and internal control system and the findings in the internal audit report, the Board and the Audit Committee and were not aware of any areas of concern that would have a material impact on the Group's financial position or results of operations and considered the risk management and internal control systems to be generally effective and adequate including the adequacy of resources, staff qualifications and experience, training programs and budget of the accounting, internal audit and financial reporting functions.

Auditor's Remuneration

For the financial year ended 31st December 2016, the fee paid/payable to the Group's auditor, BDO Limited, is set out as follows:

Services rendered	Fee paid/payable HK$'000
Audit services fee for 2016 annual report	630
Non-audit services	–
Total	630

Company Secretary

All Directors have access to the advice and services of the company secretary, Mr. Wan Hok Shing. The company secretary reports to the Chairman on Board governance matters, and is responsible for ensuring that Board procedures are followed, and for facilitating communications among Directors as well as with shareholders and management.

The company secretary's biography is set out in the section "Profile of Directors and Senior Management" of this Annual Report. In compliance with Rule 3.29 of the Listing Rules, Mr. Wan Hok Shing has undertaken no less than 15 hours of relevant professional training during the year ended 31st December 2016.

Shareholders' Rights

(a) Convening an Extraordinary General Meeting

Pursuant to article 72 of Articles of Association of the Company, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times has the right, by written requisition specifying the objects of the meeting and signed by the requisitionists to the Company's principal place of business in Hong Kong at Units 1910-1912, 19/F., Hutchison House, 10 Harcourt Road, Central, Hong Kong to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

(b) Putting Forward Proposals at General Meeting

There are no provisions under the Company's articles of association regarding procedures for shareholders to put forward proposals at general meetings other than a proposal of a person for election as Director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

(c) Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary at the Company's principal place of business in Hong Kong at Units 1910-1912, 19/F., Hutchison House, 10 Harcourt Road, Central, Hong Kong.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

Communication With Shareholders

The Company follows a policy of disclosing relevant information to Shareholders in a timely manner. Annual and interim reports offer comprehensive operational and financial performance information to Shareholders and the annual general meeting of the Company provides a forum for Shareholders to exchange views directly with the Board. The Company regards the annual general meeting of the Company as an important event and all Directors, management and external auditors make an effort to attend the annual general meeting of the Company to address Shareholders' queries. All the Shareholders of the Company are given a minimum of 20 clear business days' notice of the date and venue of the annual general meeting of the Company. The Company supports the code's principle to encourage Shareholders' participation. The Company has also complied with the requirements concerning voting by poll under the Listing Rules. Details of the poll voting procedures and the rights of Shareholders to demand a poll are included in circulars to Shareholders of the Company dispatched by the Company where applicable.

Investor Relations

Constitutional Documents

During the year under review, there was no change made in the Company's constitutional documents.

Independent Auditor's Report

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TO THE SHAREHOLDERS OF HUA LIEN INTERNATIONAL (HOLDING) COMPANY LIMITED
(incorporated in Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Hua Lien International (Holding) Company Limited ("the Company") and its subsidiaries (hereafter referred to as "the Group") set out on pages 41 to 109, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the 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 disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

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

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.

Impairment of Goodwill, Intangible Assets and Property, Plant and Equipment Attributable to the Cash Generating Units ("CGUs")

Refer to notes 18, 20 and 21 to the consolidated financial statements and the accounting policies on pages 55-57.

As at 31 December 2016, the Group has goodwill, intangible assets and property, plant and equipment of HK$31,221,000, HK$257,325,000 and HK$323,356,000 prior to the impairment loss of HK$31,221,000, HK$185,112,000 and HK$274,607,000 respectively. Goodwill and intangible assets were allocated to the supporting services to sweetener and ethanoal business (the "Supporing Services"). The majority of the property, plant and equipment amounted to HK$323,268,000 was allocated to the sugar cane growing and sugar manufacturing business (the "Sugar business").

The management estimates the recoverable amounts of goodwill, intangible assets and property, plant and equipment based on value in use calculations using cash flow projections for the CGUs conducted by the independent qualified valuers. The value in use calucations require the use of assumptions and estimates such as operating margins, growth rates and discount rates. Such judgement and estimates will impact the recoverable amounts of goodwill, intangible assets and property, plant and equipment.

Our procedures in relation to management's impairment assessment included:

- Reviewing the valuation report from independent qualified valuers and holding discussion with management and independent qualified valuers to understand the valuation basis, methodology used and underlying assumptions applied;

- Evaluating management's process in respect of reviewing the valuation performed by independent qualified valuers;

- Evaluating of the competence, capabilities and objectivity of independent qualified valuers;

- Assessing the reasonableness of key assumptions and estimates such as operating margins, growth rates and discount rates used by independent qualified valuers; and

- Comparing the recoverable amount with the carrying amount of the CGUs to assess whether adequacy of impairment loss has been made by the Group.

Valuation of Biological Assets

Refer to note 19 to the consolidated financial statements and the accounting policies on page 62.

As at 31 December 2016, biological assets, which represented by growing cane, of the Group amounted to HK$17,809,000. Changes in fair value of biological assets of HK$75,071,000 was recognised in the consolidated statement of profit or loss and other comprehensive income for the year.

The determination of valuation of biological assets is identified as key audit matter due to key source of estimation uncertainty and the significant assumptions and judgements involved in the valuation. The valuation technique used is the discounted cash flow method under income approach which require the use of assumptions and estimates on discount rate, market prices of sugar cane, cane yield, harvesting costs, percentage of maturity of crop from planting to the valuation date, etc. Such judgement and estimates will impact the valuation of biological assets.

Valuation of Biological Assets *(Continued)*

Our procedures in relation to the valuation of biological assets included:

- Reviewing the valuation report from independent qualified valuers and holding discussion with management and independent qualified valuers to understand the valuation basis, methodology used and underlying assumptions applied;

- Evaluating management's process in respect of reviewing the valuation performed by independent qualified valuers;

- Evaluating of the competence, capabilities and objectivity of independent qualified valuers; and

- Assessing the reasonableness of key assumptions and estimates such as market prices of sugar cane, cane yield, harvesting costs, percentage of maturity of crop from planting to the valuation date used by independent qualified valuers.

Other Information in the Annual Report

The directors are responsible for the other information. The other information comprises the information included in the Company's 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.

Directors' Responsibilities for the Consolidated Financial Statements

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

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. This report is made solely to you, as a body, in accordance the terms of our engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(Continued)*

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

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

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

BDO Limited
Certified Public Accountants
Amy Yau Shuk Yuen
Practising Certificate no. P06095

Hong Kong, 31 March 2017

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2016

	Notes	2016 HK$'000	2015 HK$'000 (restated)
Revenue		**328,623**	366,308
Cost of sales		**(249,313)**	(332,129)
Gross profit		**79,310**	34,179
Changes in fair value of biological assets	19	**(75,071)**	10,656
Other income	9	**5,524**	8,698
Administrative expenses		**(69,644)**	(124,883)
Change in fair value of derivative component of convertible notes		**7,741**	(8,849)
Other operating expenses	10	**(527,204)**	(575,708)
Finance costs	11	**(80,593)**	(48,568)
Loss before income tax expense	12	**(659,937)**	(704,475)
Income tax expense	15	**–**	–
Loss for the year		**(659,937)**	(704,475)
Other comprehensive loss			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		**(1,442)**	(19,745)
Total comprehensive loss for the year		**(661,379)**	(724,220)
Loss attributable to:			
Owners of the Company		**(545,300)**	(572,389)
Non-controlling interests		**(114,637)**	(132,086)
		(659,937)	(704,475)
Total comprehensive loss for the year attributable to:			
Owners of the Company		**(546,464)**	(585,789)
Non-controlling interests		**(114,915)**	(138,431)
		(661,379)	(724,220)
Loss per share	17	**HK cents**	HK cents
– Basic		**(24.89)**	(26.12)
– Diluted		**(24.89)**	(26.12)

Consolidated Statement of Financial Position

As at 31 December 2016

	Notes	2016 HK$'000	2015 HK$'000 (restated)
Non-current assets			
Property, plant and equipment	18	**48,749**	346,629
Goodwill	20	**–**	31,221
Intangible assets	21	**72,213**	278,475
Total non-current assets		**120,962**	656,325
Current assets			
Biological assets – growing cane	19	**17,809**	92,353
Inventories	22	**65,055**	97,046
Trade and other receivables	23	**228,481**	248,925
Bank balances, deposits and cash	24	**112,210**	125,949
Total current assets		**423,555**	564,273
Total assets		**544,517**	1,220,598
Current liabilities			
Trade and other payables	25	**172,626**	252,999
Derivative component of convertible notes	26	**4,571**	736
Liabilities component of convertible notes	26	**41,185**	22,833
Amounts due to non-controlling interests	27	**410,909**	353,730
Total current liabilities		**629,291**	630,298
Net current liabilities		**(205,736)**	(66,025)
Total assets less current liabilities		**(84,774)**	590,300
Non-current liabilities			
Derivative component of convertible notes	26	**69,060**	80,282
Liabilities component of convertible notes	26	**445,378**	447,851
Total non-current liabilities		**514,438**	528,133
NET (LIABILITIES)/ASSETS		**(599,212)**	62,167
Capital and reserves attributable to owners of the Company			
Share capital	28	**219,118**	219,118
Reserves		**(715,816)**	(169,352)
(Capital deficiency)/equity attributable to owners of the Company		**(496,698)**	49,766
Non-controlling interests		**(102,514)**	12,401
TOTAL (CAPITAL DEFICIENCY)/EQUITY		**(599,212)**	62,167

On behalf of the directors

Liu Xueyi
Director

Han Hong
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2016

	Attributable to owners of the Company (notes 28 and 29)								
	Share capital HK$'000	Share premium HK$'000	Convertible notes equity reserve HK$'000	Translation reserves HK$'000	Special reserve HK$'000	Accumulated losses HK$'000	Total HK$'000	Attributable to non-controlling interest HK$'000	Total HK$'000
At 1 January 2015	219,118	708,392	391,763	(56,346)	(25,391)	(601,981)	635,555	150,832	786,387
Loss for the year	–	–	–	–	–	(572,389)	(572,389)	(132,086)	(704,475)
Other comprehensive loss for the year									
– Exchange difference arising on translation of foreign operations	–	–	–	(13,400)	–	–	(13,400)	(6,345)	(19,745)
Total comprehensive losss for the year	–	–	–	(13,400)	–	(572,389)	(585,789)	(138,431)	(724,220)
At 31 December 2015	219,118	708,392	391,763	(69,746)	(25,391)	(1,174,370)	49,766	12,401	62,167
At 1 January 2016	219,118	708,392	391,763	(69,746)	(25,391)	(1,174,370)	49,766	12,401	62,167
Loss for the year	–	–	–	–	–	(545,300)	(545,300)	(114,637)	(659,937)
Other comprehensive loss for the year									
– Exchange difference arising on translation of foreign operations	–	–	–	(1,164)	–	–	(1,164)	(278)	(1,442)
Total comprehensive loss for the year	–	–	–	(1,164)	–	(545,300)	(546,464)	(114,915)	(661,379)
Derecognition on maturity of convertible notes	–	–	(7,637)	–	–	7,637	–	–	–
At 31 December 2016	219,118	708,392	384,126	(70,910)	(25,391)	(1,712,033)	(496,698)	(102,514)	(599,212)

Note: Included in the (capital deficiency)/equity attributable to non-controlling interests was a long-term quasi-equity loan from non-controlling interests of HK$ 313,398,000 (2015: HK$ 313,354,000).

Consolidated Statement of Cash Flows

For the year ended 31 December 2016

	2016 HK$'000	2015 HK$'000 (restated)
Cash flows from operating activities		
Loss before income tax expense	**(659,937)**	(704,475)
Adjustments for:		
Depreciation	**20,631**	36,885
Changes in fair value of biological assets	**75,071**	(10,656)
Changes in fair value of derivative component of convertible notes	**(7,741)**	8,849
Amortisation of intangible assets	**21,150**	21,150
Impairment loss on property, plant and equipment	**274,607**	359,268
Impairment loss on goodwill	**31,221**	195,290
Impairment loss on intangible assets	**185,112**	–
Impairment loss on trade receivable	**15,114**	–
Gain on extension of convertible note	**(148)**	–
Gain on disposal of property, plant and equipment	**(402)**	(2,264)
Interest income	**(486)**	(1,920)
Finance costs	**80,593**	48,568
Operating income/(loss) before working capital changes	**34,785**	(49,305)
Decrease in inventories	**26,626**	31,950
Decrease in trade and other receivables	**3,089**	70,565
(Decerease)/increase in trade and other payables	**(93,524)**	67,635
Increase in biological assets	**(4,542)**	(4,365)
Net cash (used in)/generated from operating activities	**(33,566)**	116,480
Cash flows from investing activities		
Acquisition of property, plant and equipment	**(18,784)**	(212,729)
Interest received	**486**	1,920
Decrease in deposit in pledged bank deposits	**1,485**	91
Proceeds from disposal of property, plant and equipment	**419**	2,962
Net cash used in investing activities	**(16,394)**	(207,756)

	2016 HK$'000	2015 HK$'000 (restated)
Cash flows from financing activities		
Payment for redemption of convertible notes	**(24,000)**	–
Repayment of bank borrowings	**–**	(6,780)
Interest paid	**–**	(407)
Advance from non-controlling interests	**41,253**	146,380
Net cash generated from financing activities	**17,253**	139,193
Net (decrease)/increase in cash and cash equivalents	**(32,707)**	47,917
Cash and cash equivalents at beginning of year	**123,086**	90,952
Effect of exchange rate changes on cash and cash equivalents	**20,595**	(15,783)
Cash and cash equivalents at end of year	**110,974**	123,086
CASH AND CASH EQUIVALENTS REPRESENT:		
Current bank and cash	**110,669**	122,785
Short-term fixed deposits mature within three months	**305**	301
	110,974	123,086

1. Corporate Information

Hua Lien International (Holding) Company Limited ("the Company") was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited. The address of the registered office and principal place of business of the company are disclosed in the "Corporate information" section to the Annual Report. The directors consider its immediate holding Company is China National Complete Plant Import & Export Corporation (Group) ("China Complant") and its ultimate parent Company is State Development & Investment Corporation. Both are incorporated in the People's Republic of China.

The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in provision of supporting services and sweetener business, cultivation of sugar cane and manufacturing of sugar and ethanol biofuel business.

2. Adoption of Hong Kong Financial Reporting Standards ("HKFRSs")

(a) Adoption of new/revised HKFRSs – effective 1 January 2016

HKFRSs (Amendments)	Annual Improvements 2012-2014 Cycle
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 HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
HKFRS 14	Regulatory Deferral Accounts

Amendments to HKAS 1 – Disclosure Initiative

The amendments are designed to encourage entities to use judgement in the application of HKAS 1 when considering the layout and content of their financial statements.

Included in the clarifications is that an entity's share of other comprehensive income from equity accounted interests in associates and joint ventures is split between those items that will and will not be reclassified to profit or loss, and presented in aggregate as a single line item within those two groups.

The adoption of the amendments has no impact on these financial statements.

2. Adoption of Hong Kong Financial Reporting Standards ("HKFRSs")
(Continued)

(a) Adoption of new/revised HKFRSs – effective 1 January 2016 *(Continued)*

Amendments to HKAS 16 and HKAS 38 – Clarification of Acceptable Methods of Depreciation and Amortisation

The amendments to HKAS 16 prohibit the use of a revenue-based depreciation method for items of property, plant and equipment. The amendments to HKAS 38 introduce a rebuttable presumption that amortisation based on revenue is not appropriate for intangible assets. This presumption can be rebutted if either the intangible asset is expressed as a measure of revenue or revenue and the consumption of the economic benefits of the intangible asset are highly correlated. The amendments are applied prospectively.

The adoption of the amendments has no impact on these financial statements as the Group has not previously used revenue-based depreciation methods.

Amendments to HKAS 16 and HKAS 41 – Agriculture: Bearer Plants

The Agriculture: Bear Plants amendments changed the accounting requirements for biological assets that meet the definition of bearer plants. Under the amendments, biological assets that meet the definition of bear plants are no longer within the scope of HKAS 41 Agriculture. Instead, HKAS 16 applies to these assets. After initital recognition, bear plants are measured under HKAS 16 at accumulated cost (before maturity) and using either the cost model ot revaluation model (after maturity). The amendments also require that the produce growing on bearer plants remains within the scope of HKAS 41 and to be measured at fair value less costs to sell.

The Group has cane roots that are used to grow growing cane crops for more than one period. The Group previously classified cane roots together with growing cane on the cane roots as biological assets and measured them at initial recognition and at the end of each reporting period at fair value less cost to sell.

The Group's cane roots meet the definition of bearer plants under amended HKAS 16 and, therefore, are reclassified to property, plant and equipment. Growing cane on cane roots remain with the scope of HKAS 41 and are classified as biological assets. Under HKAS 16, the Group adopted the cost model for subsequent measurement of their cane roots. Group's cane root now are measured at cost less accumulated depreciation and impairment losses. Growing cane on cane roots continues to be measured at fair value less costs to sell.

The Group applied the amendments retrospectively (i.e. from 1 January 2015) and comparative figures have been restated accordingly. The Group also elected to apply the transitional provision under HKAS 16 and use the fair value of cane roots as at 1 January 2015 (HK$28,783,000) as their deemed cost at that date.

2. Adoption of Hong Kong Financial Reporting Standards ("HKFRSs") *(Continued)*

(a) Adoption of new/revised HKFRSs – effective 1 January 2016 *(Continued)*

Amendments to HKAS 16 and HKAS 41 – Agriculture: Bearer Plants (Continued)

The adjustments have been recognized for affected consolidated financial statement line items for the prior periods, as follow:

Impact on equity (increase/(decrease) in equity)

	31 December 2015 HK$'000	1 January 2015 HK$'000
Property, plant and equipment	26,477	28,783
Biological assets	(26,477)	(28,783)
Total assets	–	–
Net impact on equity	–	–

Impact on consolidated statement of profit or loss (increase/(decrease) in profit)

	31 December 2015 HK$'000
Change in fair value of biological assets	17,450
Depreciation included in cost of sales	(10,335)
Impairment loss on property, plant and equipment	(7,115)
Net impact on loss before income tax expense and loss for the year	–

The change did not have an impact on other comprehensive loss for the year, basic or diluted earnings per share or the Group's operating, investing and financing cash flows.

2. Adoption of Hong Kong Financial Reporting Standards ("HKFRSs") *(Continued)*

(a) Adoption of new/revised HKFRSs – effective 1 January 2016 *(Continued)*

Amendments to HKAS 27 – Equity Method in Separate Financial Statements

The amendments allow an entity to apply the equity method in accounting for its investments in subsidiaries, joint ventures and associates in its separate financial statements. The amendments are applied retrospectively in accordance with HKAS 8.

The adoption of the amendments has no impact on these financial statements as the Company has not elected to apply the equity method in its separate financial statements.

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 – Investment Entities: Applying the Consolidation Exception

The amendments clarify that the exemption from preparing consolidated financial statements for an intermediate parent entity is available to a subsidiary of an investment entity (including investment entities that account for their subsidiaries at fair value rather than consolidating them). An investment entity parent will consolidate a subsidiary only when the subsidiary is not itself an investment entity and the subsidiary's main purpose is to provide services that relate to the investment entity's investment activities. A non-investment entity applying the equity method to an associate or joint venture that is an investment entity may retain the fair value measurements that associate or joint venture used for its subsidiaries. An investment entity that prepares financial statements in which all its subsidiaries are measured at fair value through profit or loss should provide the disclosures related to investment entities as required by HKFRS 12. The amendments are applied prospectively.

The adoption of the amendments has no impact on these financial statements as the Company is neither an intermediate parent entity nor an investment entity.

Amendments to HKFRS 11 – Accounting for Acquisitions of Interests in Joint Operations

The amendments require an entity to apply the relevant principles of HKFRS 3 Business Combinations when it acquires an interest in a joint operation that constitutes a business as defined in that standard. The principles of HKFRS 3 are also applied upon the formation of a joint operation if an existing business as defined in that standard is contributed by at least one of the parties. The amendments are applied prospectively.

The adoption of the amendments has no impact on these financial statements as the Group has not acquired or formed a joint operation.

2. Adoption of Hong Kong Financial Reporting Standards ("HKFRSs")

(Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKAS 7	Disclosure Initiative[1]
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses[1]
Amendments to HKFRS 2	Classification and Measurement of Share-Based Payment Transactions[2]
HKFRS 9	Financial Instruments[2]
HKFRS 15	Revenue from Contracts with Customers[2]
Amendments to HKFRS 15	Revenue from Contracts with Customers (Clarifications to HKFRS 15)[2]
Amendments to HKFRS 4	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts[2]
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014-2016 Cycle[3]
HKFRS 16	Leases[4]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an investor and its Associate or Joint Venture[5]

1. Effective for annual periods beginning on or after 1 January 2017
2. Effective for annual periods beginning on or after 1 January 2018
3. Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate
4. Effective for annual periods beginning on or after 1 January 2019
5. Effective for annual periods beginning on or after a date to be determined

Amendments to HKAS 7 – Disclosure Initiative

The amendments introduce an additional disclosure that will enable users of financial statements to evaluate changes in liabilities arising from financing activities.

Amendments to HKAS 12 – Recognition of Deferred Tax Assets for Unrealised Losses

The amendments relate to the recognition of deferred tax assets and clarify some of the necessary considerations, including how to account for deferred tax assets related to debt instruments measured at fair value.

Amendments to HKFRS 2 – Classification and Measurement of Share-Based Payment Transactions

The amendments provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a net settlement feature for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled.

2. Adoption of Hong Kong Financial Reporting Standards ("HKFRSs") *(Continued)*

(b) New/revised HKFRSs that have been issued but are not yet effective *(Continued)*

HKFRS 9 – Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at FVTOCI if the objective of the entity's business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at FVTPL.

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

HKFRS 15 – Revenue from Contracts with Customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

HKFRS 15 requires the application of a 5 steps approach to revenue recognition:

Step 1: Indentify the contract(s) with a customer
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to each performance obligation
Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

2. Adoption of Hong Kong Financial Reporting Standards ("HKFRSs")

(Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective *(Continued)*

Amendments HKFRS 15 – Revenue from Contracts with Customers (Clarifications to HKFRS 15)

The amendments to HKFRS 15 included clarifications on identification of performance obligations; application of principal versus agent; licenses of intellectual property; and transition requirements.

HKFRS 16 – Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 "Leases" and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors' interests in the joint venture or associate.

The Group is in the process of making an assessment of the potential impact of these new pronouncements. The Group is not yet in a position to state whether these new pronouncements will result in substantial changes to the Group's accounting policies and financial statements.

3. Basis of Preparation

(a) Statement of compliance

The financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations (hereinafter collectively referred to as the "HKFRS") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(b) Basis of measurement and going concern assumption

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments and biological assets, which are measured at fair values as explained in the accounting policies set out below.

The consolidated financial statements have been prepared on a going concern basis even though as of 31 December 2016 the Group's current liabilities exceeded its total assets by HK$95,439. The management is of the opinion that this basis is appropriate because the shareholders have undertaken to provide continuing financial support, including not to recall the amount due to them until the Group is able to pay its other creditors in the normal course of business, in order to maintain the Group as a going concern. Accordingly, the financial statements have been prepared on a going concern basis.

For sugar business segment, the operation of one factory is still maintaining. The group's negotiation with the government in Jamaica for the makeshift arrangement is still ongoing. For supporting services to sweetener and ethanol business segment, the group foresee some pickup in the demand from customers in African countries as they may need to replenish their inventories.

(c) Functional and presentation currency

The financial statements are presented in Hong Kong dollars ("HK$"), which is the same as the functional currency of the Company and all amounts are rounded to the nearest thousand ("HK$'000") except otherwise indicated.

4. Significant Accounting Policies

(a) Business combinations and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries ("the Group"). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

4. Significant Accounting Policies *(Continued)*

(a) Business combinations and basis of consolidation *(Continued)*

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1 January 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

4. Significant Accounting Policies *(Continued)*

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree over the fair value of identifiable assets and liabilities acquired.

Where the fair value of identifiable assets and liabilities exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirer's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount, and whenever there is an indication that the unit may be impaired.

(d) Property, plant and equipment

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

The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

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

4. Significant Accounting Policies *(Continued)*

(d) Property, plant and equipment *(Continued)*

Property, plant and equipment, except for bearer plants, are depreciated so as to write off their cost or valuation net of expected residual value over their estimated useful lives on a straight-line basis. Bearer plants are depreciated on reducing balance method on the difference between the net book value at the start of the year and the estimated residual value. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. Freehold land is not depreciated. The useful lives are as follows:

Buildings	20 years
Furniture and equipment	4 to 10 years
Computers	4 years
Plant and machinery	10 years
Motor vehicles	4 years
Bearer plants	7 years

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalized during the periods of construction and installation. Capitalization of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the asset's estimated recoverable amount.

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(e) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to 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. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

The Group as lessee

Assets held under finance leases are initially recognised as assets at their fair value or, if lower, the present value of the minimum lease payments. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element is charged to profit or loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

4. Significant Accounting Policies *(Continued)*

(e) Leasing *(Continued)*

The Group as lessee (Continued)

The total rentals payable under the operating leases are recognised in profit or loss on a straight-line basis over the lease term. Lease incentives received are recognised as an integrated part of the total rental expense, over the term of the lease.

The land and buildings elements of property leases are considered separately for the purposes of lease classification. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of land and buildings as a finance lease of property, plant and equipment.

(f) Intangible assets

(i) Acquired intangible asset

The intangible asset represented non-contractual customer lists and relationship was stated in the consolidated statement of financial position at cost less accumulated amortisation (where the estimated useful life is other than indefinite) and accumulated impairment losses. Amortisation of intangible asset is charged to profit or loss on a straight line basis over its estimated useful life unless such life is indefinite. The patent is amortised from the date they are available for use and its estimated useful life is 20 years. Both the period and method of amortisation and any conclusion drawn about the useful life of the patent are reviewed annually.

(ii) Impairment

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately when an impairment loss subsequently reverses, the carrying amount of the asset 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.

4. Significant Accounting Policies *(Continued)*

(g) Financial instruments

(i) Financial assets

The Group classifies its financial assets at initial recognition, depending on the purpose for which the asset was acquired. Financial assets at fair value through profit or loss are initially measured at fair value and all other financial assets are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets. Regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

Financial assets at fair value through profit or loss

These assets include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial assets may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; (ii) the assets are part of a group of financial assets which is managed and its performance evaluated on a fair value basis according to a documented management strategy; or (iii) the financial asset contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

Loans and receivables

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade debtors), and also incorporate other types of contractual monetary asset. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

4. Significant Accounting Policies *(Continued)*

(g) Financial instruments *(Continued)*

(ii) Impairment loss on financial assets

The Group assesses, at the end of each reporting period, whether there is any objective evidence that financial asset is impaired. Financial asset is impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated. Evidence of impairment may include:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- granting concession to a debtor because of debtor's financial difficulty;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;

For loans and receivables

An impairment loss is recognised in profit or loss and directly reduces the carrying amount of financial asset when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

(iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

4. Significant Accounting Policies *(Continued)*

(g) Financial instruments *(Continued)*

(iii) Financial liabilities (Continued)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

Financial liabilities may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including trade and other payables, borrowings, certain preference shares and the debt element of convertible loan note issued by the Group are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

4. Significant Accounting Policies *(Continued)*

(g) Financial instruments *(Continued)*

(iv) Convertible notes containing liability component, conversion option and put option derivatives

Convertible notes issued by the Group that contain liability, conversion option components and put options derivatives (which are not closely related to host liability component) are classified separately into their respective items on initial recognition. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument. The put option held by the note holders to request the Company to redeem the convertible notes is a derivative. At the date of issue, both the liability and derivative components are measured at fair value.

On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible notes and the sum of fair value assigned to the liability component and fair value assigned to the put option derviative, representing the conversion option for the holder to convert the notes into equity, is included in convertible notes equity reserve.

In subsequent periods, the liability component of the convertible loan notes is carried at amortised cost using the effective interest method, until extinguished on conversion or maturity. The put option derivative is measured at fair value with changes in fair value recognised in profit or loss. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible notes equity reserve until the embedded option is exercised (in which case the balance stated in convertible loan notes equity reserve will be transferred to share capital and share premium). No gain or loss is recognised upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

(v) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

4. Significant Accounting Policies *(Continued)*

(g) Financial instruments *(Continued)*

(vi) Equity instruments

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

(vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKAS 39.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

Where the Group issues its own equity instruments to a creditor to settle a financial liability in whole or in part as a result of renegotiating the terms of that liability, the equity instruments issued are the consideration paid and are recognised initially and measured at their fair value on the date the financial liability or part thereof is extinguished. If the fair value of the equity instruments issued cannot be reliably measured, the equity instruments are measured to reflect the fair value of the financial liability extinguished. The difference between the carrying amount of the financial liability or part thereof extinguished and the consideration paid is recognised in profit or loss for the year.

(h) Biological assets

Biological assets are living plants involved in the agricultural activities of the transformation of biological assets into agricultural produce for sale or into additional biological assets. Biological assets are measured at fair value less costs to sell at initial recognition and at the end of each reporting period while agricultural produce are measured at fair value less costs to sell at the point of harvest, which is deemed as the cost at that date when the agricultural produce becomes inventory or additional biological assets.

If an active market exists for a biological asset or agricultural produce with reference to comparable species, growing condition and expected yield of the crops, the quoted price in that market is adopted for determining the fair value of that asset. If an active market does not exist, the Group uses the most recent market transaction price, provided that there has not been a significant change in economic circumstances between the transaction date and the end of reporting period, or the market prices for similar assets adjusted to reflect differences to determine fair values or as determined by independent professional valuers. The gain or loss arising on initial recognition and subsequent changes in fair values less costs to sell of biological assets is recognised in profit or loss in the period in which it arises.

Growing cane is accounted for as biological assets. Biological assets are stated at fair value with any resultant gain or loss recognised in the consolidated statement of profit or loss and other comprehensive income. Growing cane will be written off in the period the sugar production is expected to generate revenue.

Growing cane, which are valued at fair value based on estimated sucrose content, age and market price, less estimated harvesting and transport costs.

4. Significant Accounting Policies *(Continued)*

(i) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(j) Revenue recognition

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

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

The Group's accounting policy for recognition of rental income from operating leases is described in the accounting policy for leasing below.

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

4. Significant Accounting Policies *(Continued)*

(k) Foreign currency

Transactions entered into by the Group in currencies other than the currency of the primary economic environment in which they operate (the "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. 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 translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as foreign exchange reserve (attributed to non-controlling interests as appropriate). Exchange differences recognised in profit or loss of group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as exchange reserve.

On disposal of a foreign operation, the cumulative exchange differences recognised in the exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation on or after 1 January 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the exchange reserve.

(l) 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.

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

4. Significant Accounting Policies *(Continued)*

(m) Employee benefits

(i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

(ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

(iii) Termination benefits

Termination benefits are recognised on the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

(n) Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 “Investment Property”. Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

4. Significant Accounting Policies *(Continued)*

(o) Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and bank deposits, and short term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial positions, cash and bank balances comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

(p) impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment under cost model;
- interests in leasehold land held for own use under operating leases; and
- investments in subsidiaries

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent 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.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit (see note 4(c)), 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 or cash generating unit.

(q) Capitalisation of borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4. Significant Accounting Policies *(Continued)*

(r) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

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

(s) Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of key management personnel of the Group or the Company's parent.

(b) An entity is related to the Group if any of the following conditions apply:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

4. Significant Accounting Policies *(Continued)*

(s) Related parties *(Continued)*

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

(i) that person's children and spouse or domestic partner;

(ii) children of that person's spouse or domestic partner; and

(iii) dependents of that person or that person's spouse or domestic partner.

5. Critical Accounting Judgments and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 4, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Key sources of estimation uncertainty

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

(a) Fair values of biological assets

As described in note 19, the directors of the Company use their judgements and estimates in determining the fair value of biological assets. The fair values are determined using a discounted cash flow valuation technique based on assumptions including the estimated market prices and estimated yields. These inputs involved critical estimate because there is presently an absence of effective financial instruments for hedging against the pricing risks from the unexpected volatility in market prices and the estimated yield is also strongly affected by the unusual agricultural hazards like fire and other natural occurrences like hurricane and the forces of nature like drought. At 31 December 2016, the fair value of the Group's growing cane has been determined by independent valuation firm. The carrying amount of biological assets as at 31 December 2016 is HK$17,809,000 (2015: HK$92,353,000). Details of the assumptions used are disclosed in note 19.

5. Critical Accounting Judgments and Key Sources of Estimation Uncertainty *(Continued)*

Key sources of estimation uncertainty *(Continued)*

(b) Depreciation

The Group depreciates the property, plant and equipment over their estimated useful life and after taking into account of their estimated residual values, using the straight line method. The estimated useful life reflects the directors' estimate of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. The residual values reflect the directors' estimated amount that the Group would currently obtain from disposal of the assets, after deducting the estimated costs of disposal, if the assets were already of the age and in the condition expected at the end of its useful life.

(c) Estimated impairment of trade receivables

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2016, the carrying amount of trade receivables is HK$210,600,000, net of allowance for doubtful debts of HK$40,114,000 (2015: carrying amount of HK$232,316,000, net of allowance for doubtful debt of HK$25,000,000)

(d) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating units to which goodwill has been allocated. The value in use calculation requires management to estimate the future cash flows expected to arise from the cash-generating units and a suitable discount rate in order to calculate present value. As at 31 December 2016, the carrying amount of goodwill is HK$Nil (2015: HK$31,221,000). Details of the recoverable amount calculation are disclosed in note 20.

(e) Impairment of property, plant and equipment and intangible assets

At the end of the reporting period, the directors of the Company review the carrying amounts of its property, plant and equipment and intangible assets with finite useful lives and identified if there is indication that those assets may suffer an impairment loss. If impairment indicators are identified, the recoverable amounts of the assets are estimated in order to determine the extent of the impairment loss. The estimates of the recoverable amounts of the assets require the use of assumptions such as cash flow projections and discount rates to calculate the discounted present value of the future cash flows expected to arise from the continuing use of the property, plant and equipment and intangible assets and from its disposal at the end of its useful life.

5. Critical Accounting Judgments and Key Sources of Estimation Uncertainty *(Continued))*

Key sources of estimation uncertainty *(Continued)*

(e) Impairment of property, plant and equipment and intangible assets (Continued)

As at 31 December 2016, the carrying amounts of property, plant and equipment and intangible assets are HK$48,749,000 and HK$72,213,000 respectively (2015: HK$346,629,000 and HK$278,475,000).

(f) Fair value measurements and valuation processes

A number of assets and liabilities included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

The fair value measurement of the Group's financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

Level 1: Quoted prices in active markets for identical items (unadjusted);
Level 2: Observable direct or indirect inputs other than Level 1 inputs;
Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures the derivative components of convertible notes and the biological assets at fair value, please refer to notes 7(c) and 19 respectively for more detailed information.

(g) Going concern assumption

As explained in note 3(b) contain information about the consolidated financial statements have been prepared on a going concern basis even though as of 31 December 2016 the Group's current liabilities exceeded its total assess by HK$84,774,000. The management is of the opinion that this basis is approximate because the shareholders have undertaken to provide continuing financial supports, including not to recall the amount due to them until the Group is able to pay the other creditors in the normal course of business, in order to maintain the Group as a going concern.

Should the Group be unable to continue as a going concern, adjustments would have to be made to restate the value of assets to their recoverable amounts, to provide for further liabilities that might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effect of these potential adjustments has not been reflected in the consolidated financial statements.

6. Capital Risk Management

The Group's objectives of managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for owners of the Company and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to owners of the Company, return capital to owners of the Company, issue new shares or sell assets to reduce debt.

During the year, the Group's strategy remained unchanged. The Group monitors capital risk on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total equity.

The Management considers the gearing ratio at the end of each reporting period was as follows:

	2016	2015
	HK$'000	HK$'000
Total borrowings	**897,472**	824,414
Total (capital deficiency)/equity	**(496,698)**	49,766
Total borrowings to total equity ratio	**N/A**	1,656.58%

Total borrowings include liabilities components of convertible notes and current portion of amounts due to non-controlling interests.

There was capital deficiency of approximately HK$496,698,000 as at 31 December 2016, calculation of gearing ratio as at 31 December 2016 was inappropriate.

7. Financial Risk Management

a. Categories of financial instruments

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 December 2016 and 2015 were categorised as follows:

	2016	2015
	HK$'000	HK$'000
Financial assets		
Loans and receivables		
(including cash and cash equivalents)	**327,417**	364,494
Financial liabilities		
At amortised cost	**1,070,098**	1,077,413
Fair value through profit or loss derivative	**73,631**	81,018

7. Financial Risk Management *(Continued)*

b. Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, bank balances, deposits and cash, trade and other payables, convertible notes and amounts due to non-controlling interests. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Foreign currency risk

The transactions of the Group's principal subsidiaries are denominated and settled in its respective functional currency. However, there are certain monetary assets and monetary liabilities denominated in foreign currencies in respect of the relevant group entities. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities, which are considered as significant by the management, at the end of the reporting period are as follows:

	2016	2015
	HK$'000	HK$'000
Monetary Assets		
USD	**33,761**	29,480
Monetary Liabilities		
USD	**411,613**	356,291

Sensitivity analysis

The following table details the Group's sensitivity to a 10% (2015: 10%) increase and decrease in the functional currencies of the relevant group entities against the relevant foreign currency monetary assets and liabilities. 10% (2015: 10%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 10% (2015: 10%) change in foreign currency rates. A negative number below indicates an increase in post-tax loss for the year where the functional currency of the relevant group entity strengthen 10% (2015: 10%) against the relevant foreign currency. For a 10% (2015: 10%) weakening of the functional currency of the relevant group entity against the relevant foreign currency, there would be an equal and opposite impact on pre-tax loss for the year.

7. Financial Risk Management *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Market risk (Continued)

Foreign currency risk *(Continued)*

Sensitivity analysis *(Continued)*

	Impact on profit or loss	
	2016	2015
	HK$'000	HK$'000
USD	**(37,785)**	(32,681)

The above impacts are mainly attributable to the exposure outstanding on receivables, payables, borrowings and bank balances in the respective foreign currency at year end.

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances and amount due to non-controlling interest. Details of the bank balances and amount due to non-controlling interests are disclosed in notes 24 and 27, respectively.

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

Sensitivity analysis

It is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would increase/decrease (2015: increase/decrease) the Group's loss after tax and accumulated losses by approximately HK$2,749,000 (2015: HK$367,000) for the year. This is mainly attributable to the Group's exposure to interest rates on bank balances and amount due to non-controlling interests.

The sensitivity analysis above has been determined based on the exposure to interest rates for non-derivative instruments. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. The 100 basis points (2015: 100 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of a reasonably possible change in interest rates. The analysis is performed on the same basis for the year ended 31 December 2015.

7. Financial Risk Management *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Credit risk

As at 31 December 2016 and 2015, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate provision for impairment are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risk on trade receivables as 75.2% (2015: 54.9%) of the total receivable was due form the Group's five largest customers. As at 31 December 2016, 37.8% (2015: 3.6%) of the Group's trade receivables was due from the Group's largest customer. The Group's concentration of credit risk by geographical locations is mainly in African countries, which accounted for 90.2% (2015: 90.6%) of the total trade receivables as at 31 December 2016.

In respect of deposits with banks, the Group mitigates its exposure to credit risk by placing deposits with financial institutions with high credit rating.

Liquidity risk

In the management of the liquidity risk, the Group regularly monitors its liquidity requirements and its compliance with lending covenants and ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and 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 interest rate curves at the end of the reporting period.

7. Financial Risk Management *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Liquidity risk (Continued)

	Less than 1 year or on demand HK$'000	**Between 1 and 2 years HK$'000**	**Between 2 to 5 years HK$'000**	**Total undiscounted Cash flows HK$'000**	**Carrying Amount HK$'000**
At 31 December 2016					
Trade and other payables	**172,626**	**–**	**–**	**172,626**	**172,626**
Convertible notes	**45,750**	**–**	**533,700**	**579,450**	**486,563**
Amounts due to non-controlling interests	**432,921**	**–**	**–**	**432,921**	**410,909**
	651,297	**–**	**533,700**	**1,184,997**	**1,070,098**

	Less than 1 year or on demand HK$'000	Between 1 and 2 years HK$'000	Between 2 to 5 years HK$'000	Total undiscounted Cash flows HK$'000	Carrying Amount HK$'000
At 31 December 2015					
Trade and other payables	252,999	–	–	252,999	252,999
Convertible notes	24,000	–	579,450	603,450	470,684
Amounts due to non-controlling interests	371,253	–	–	371,253	353,730
	648,252	–	579,450	1,227,702	1,077,413

7. Financial Risk Management *(Continued)*

b. Financial risk management objectives and policies *(Continued)*

Environmental and climate change risk

The Group's sugar business depends significantly on the ability to harvest sugar canes in the concession. The ability to harvest sugar canes and the growth of the sugar canes in the plantations may be affected by unfavorable local weather conditions and natural disasters. Weather conditions such as drought, flooding, disease outbreaks, cyclones and windstorms are examples of such events. The occurrence of severe weather conditions or natural disasters may diminish the supply of sugar canes available for harvesting in the concessions, or otherwise impede the Group's harvesting operations or the growth of the sugar canes in the plantations, which in turn may have a material adverse effect on the Group's ability to produce the products in sufficient quantities and in a timely manner.

The Group's geographic spread of farms allows a high degree of mitigation against adverse climate conditions such as drought, flooding and disease outbreaks. The Group has strong environmental policies and procedures in place to comply with environmental laws.

The seasonal nature of the cane farming business requires a high level of cash flows at different times of the year. The Group actively manages its working capital requirements and has secured credit facilities sufficient to meet its cash flow requirements.

c. Fair values

(i) Financial instruments carried at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting date on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13. Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1	Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
Level 2	Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
Level 3	Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

7. Financial Risk Management *(Continued)*

c. Fair values *(Continued)*

(i) Financial instruments carried at fair value *(Continued)*

Fair value hierarchy *(Continued)*

Fair value of the Group's financial instruments, including put option embedded in convertible notes which is categorised into Level 3 of the fair value hierarchy was valued by the directors with reference to a valuation report issued by BMI Appraisals Limited ("BMIA"), an independent valuation firm.

	Carrying amount at 31 December 2016 HK$'000	Fair value at 31 December 2016 HK$'000	Fair value measurements As at 31 December 2016 Categorised into Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000
Derivative component of convertible notes	**73,631**	**73,631**	**–**	**–**	**73,631**

	Carrying amount at 31 December 2015 HK$'000	Fair value at 31 December 2015 HK$'000	Fair value measurements As at 31 December 2015 Categorised into Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000
Derivative component of convertible notes	81,018	81,018	–	–	81,018

During the year ended 31 December 2016 and 2015, there were no transfers among fair value hierarchies.

Information about Level 3 fair value measurements

	Valuation techniques	Significant unobservable inputs	Expected Volatility
Derivative component of convertible notes	Binomial model	Expected volatility	69.26% to 71.73% (2015: 66.21% to 88.08%)

The fair value of derivative component of convertible notes is determined using binomial model and the significant unobservable input used in the fair value measurement is expected volatility. The fair value measurement is negatively correlated to the expected volatility. As at 31 December 2016, it is estimated that with all other variables held constant, an increase/decrease in the expected volatility by 1% would have increased/decreased the Group's loss by HK$736,000 (2015: increased/decreased by HK$81,000).

7. Financial Risk Management *(Continued)*

c. Fair values *(Continued)*

(i) Financial instruments carried at fair value (Continued)

Fair value hierarchy *(Continued)*

The movement during the period in the balance of Level 3 fair value measurements is as follows:

	2016 **HK$'000**	2015 HK$'000
Derivative component of convertible notes:		
At 1 January	**81,018**	72,169
Extension of convertible notes (note 26 (ii))	**354**	–
Changes in fair value recognised in profit or loss during the year	**(7,741)**	8,849
At 31 December	**73,631**	81,018

(ii) Fair values of financial instruments carried at other than fair value

In respect of cash and cash equivalents, trade and other receivables, and trade and other payables, the carrying amounts approximate their fair value due to the relatively short-term nature of these financial instruments.

In respect of borrowings, the carrying amounts are not materially different from their fair values as at 31 December 2016. The fair values of borrowings are estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

The aggregate carrying values of other financial liabilities carried on the consolidated statement of financial position are not materially different from their fair values as at 31 December 2016.

(iii) The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices or rates from observable current market transactions as input; and

- the fair value of derivative instruments is determined based on models set out in note 26.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

8. Turnover and Segment Information

Turnover represent revenue arising from sale of goods during the year.

The Group's reportable and operating segments, based on information reported to the chief executive officer, being the chief operating decision maker, for the purpose of resource allocation and assessment of segment performance focuses on types of goods. No operating segments identified by the chief operating decision maker have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable and operating segments under HKFRS 8 are as follows:

– Supporting services to sweetener and ethanol business (the "Supporting services");

– Sugar cane growing and sugar manufacturing business (the "Sugar business") ; and

– Ethanol biofuel business (the "Ethanol business").

The following is an analysis of the Group's revenue, results, assets and liabilities by reportable segment.

	Supporting services	Sugar business	Ethanol business	Total
	HK$'000	HK$'000	HK$'000	HK$'000
Year ended 31 December 2016				
Segment Turnover				
Segment turnover	89,088	256,326	–	345,414
Inter-segment sales	(16,791)	–	–	(16,791)
Segment turnover to external customers	72,297	256,326	–	328,623
Segment results	(241,377)	(382,151)	(425)	(623,953)
Unallocated corporate income				4,114
Finance costs				(40,098)
Loss before tax				(659,937)
At 31 December 2016				
Assets and liabilities				
Segment assets	303,864	209,819	10,772	524,455
Corporate and other unallocated assets				20,062
Total assets				544,517
Segment liabilities	140,233	439,051	2,887	582,171
Corporate and other unallocated liabilities				561,558
Total liabilities				1,143,729

8. Turnover and Segment Information *(Continued)*

	Supporting services	Sugar business	Ethanol business	Total
	HK$'000	HK$'000	HK$'000	HK$'000
Year ended 31 December 2015				
Segment turnover				
Segment turnover	293,136	296,219	–	589,355
Inter-segment sales	(223,047)	–	–	(223,047)
Segment turnover to external customers	70,089	296,219	–	366,308
Segment results	(216,440)	(436,823)	(2,311)	(655,574)
Unallocated corporate expenses				(11,480)
Finance costs				(37,421)
Loss before tax				(704,475)
At 31 December 2015				
Assets and liabilities				
Segment assets	574,506	624,320	10,795	1,209,621
Corporate and other unallocated assets				10,977
Total assets				1,220,598
Segment liabilities	186,563	415,949	2,897	605,409
Corporate and other unallocated liabilities				553,022
Total liabilities				1,158,431

Inter-segment sales are conducted with terms mutually agreed by both contract parties.

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 4. Segment loss/profit represents the loss from/profit earned by each segment without allocation of central administration costs, directors' salaries, interest income and finance costs. This is the measure reported to the chief executive officer with respect to the resource allocation and performance assessment.

For the purposes of monitoring segment performance and allocating resources between segments.

– All assets are allocated to operating segment, other than certain bank balance and cash of head office.

– All liabilities are allocated to operating segments, other than accrual and other payables derivative component of convertible notes and convertible notes of head office.

8. Turnover and Segment Information *(Continued)*

Other reportable segment information

Year ended 31 December 2016	Supporting Services HK$'000	Sugar business HK$'000	Ethanol business HK$'000	Total HK$'000
Amounts included in the measure of segment profit or loss for segment assets:				
Depreciation and amortisation	21,176	20,556	49	41,781
Impairment loss on goodwill	31,221	–	–	31,221
Impairment loss on intangible assets	185,112	–	–	185,112
Impairment loss on property, plant and equipment	–	274,607	–	274,607
Impairment loss on trade receivables	15,114	–	–	15,114

Year ended 31 December 2015	Supporting Services HK$'000	Sugar business HK$'000 (restated)	Ethanol business HK$'000	Total HK$'000 (restated)
Amounts included in the measure of segment profit or loss for segment assets:				
Depreciation and amortisation	21,212	36,775	48	58,035
Impairment loss on goodwill	195,290	–	–	195,290
Impairment loss on property, plant and equipment	–	359,268	–	359,268

Geographic Information

Revenue from external customers

	2016 HK$'000	2015 HK$'000
African countries	**72,297**	70,089
Jamaica	**217,072**	243,669
The United States	**21,316**	52,550
European countries	**14,334**	–
Caribbean countries	**3,604**	–
	328,623	366,308

The revenue information from operations above is based on the location of the customers.

8. Turnover and Segment Information *(Continued)*

Geographic Information *(Continued)*

Non-current assets

	2016 **HK$'000**	2015 HK$'000
African countries	**43**	70
Jamaica	**48,662**	346,466
The People's Republic of China	**72,257**	309,789
	120,962	656,325

The non-current assets information is based on the location of assets.

Information about major customers

The Group has identified two customers (2015: four) which individually represented over 10% of the Group's total external sales.

The sales to the major customers during the years are as follow:

	2016 **HK$'000**	2015 HK$'000
Company A[1]	**123,865**	55,525
Company B[2]	**45,281**	N/A[3]
Company C[2]	**N/A[3]**	38,672
Company D[1]	**N/A[3]**	56,114
Company E[1]	**N/A[3]**	49,087

Notes:

1 Revenue from sugar business segment.

2 Revenue from supporting services segment.

3 The corresponding revenue did not contribute over 10% of the total external sales of the Group.

9. Other Income

	2016 HK$'000	2015 HK$'000
Gain on disposal of property, plant and equipment	**402**	2,264
Interest income	**486**	1,920
Rental income	**1,345**	796
Gain on extension of convertible notes	**148**	–
Sundry income	**3,143**	3,718
	5,524	8,698

10. Other Operating Expenses

	2016 HK$'000	2015 HK$'000 (restated)
Amortisation of intangible assets (note 21)	**21,150**	21,150
Impairment loss on sugar business – property, plant and equipment (note18)	**274,607**	359,268
Impairment loss on goodwill (note 20)	**31,221**	195,290
Impairment loss on intangible assets(note 21)	**185,112**	–
Impairment loss on trade receivables (note 23)	**15,114**	–
	527,204	575,708

11 Finance Costs

	2016 HK$'000	2015 HK$'000
Interest on:		
– Amounts due to non-controlling interests	**20,944**	13,918
– Bank borrowings	**–**	407
Imputed interest expenses on convertible bonds (note 26)	**40,381**	37,215
Exchange loss on borrowings	**19,268**	8,511
Total borrowing costs	**80,593**	60,051
Less: amount capitalised in the cost of qualifying assets	**–**	(11,483)
	80,593	48,568

12. Loss Before Income Tax Expense

The Group's loss before income tax expense has been arrived at after charging/(crediting):

	2016 HK$'000	2015 HK$'000 (restated)
Staff costs, including Directors' remuneration (note 13):		
Directors' remuneration	**864**	1,147
Retirement benefits scheme contributions	**3,556**	5,489
Other staff costs	**57,045**	77,617
	61,465	84,253
Cost of inventories recognised as an expenses	**249,313**	332,129
Auditor's remuneration	**630**	600
Depreciation of property, plant and equipment	**20,631**	36,885
Gain on disposal of property, plant and equipment	**(402)**	(2,264)

13. Directors' and Chief Executives' Remuneration

The remuneration paid or payable to each of the nine (2015: nine) directors who are also the chief executives of the Group were as follows:

For the year ended 31 December 2016

	Director's fee HK$'000	Basic salaries and allowances HK$'000	Performance bonus HK$'000	Retirement benefits scheme contributions HK$'000	Total HK$'000
Executive Directors					
Liu Xueyi	–	–	–	–	–
Han Hong	–	68	–	–	68
Hu Yebi	120	–	–	–	120
Wang Zhaohui	–	369	–	147	516
Xu Dandan (appointed on 29 January 2016)	–	–	–	–	–
Hu Zhirong (resigned on 29 January 2016)	–	–	–	–	–
Independent Non-executive Directors					
Zheng Liu	100	–	–	–	100
Yu Chi Jui	30	–	–	–	30
Li Xiao Wei	30	–	–	–	30
	280	437	–	147	864

13. Directors' and Chief Executives' Remuneration *(Continued)*

For the year ended 31 December 2015

	Director's fee HK$'000	Basic salaries and allowances HK$'000	Performance bonus HK$'000	Retirement benefits scheme contributions HK$'000	Total HK$'000
Executive Directors					
Liu Xueyi	–	–	–	–	–
Han Hong	–	286	–	8	294
Hu Yebi	120	–	–	–	120
Wang Zhaohui	–	443	–	130	573
Xu Dandan (appointed on 29 January 2016)	–	–	–	–	–
Hu Zhirong (resigned on 29 January 2016)	–	–	–	–	–
Independent Non-executive Directors					
Zheng Liu	100	–	–	–	100
Yu Chi Jui	30	–	–	–	30
Li Xiao Wei	30	–	–	–	30
	280	729	–	138	1,147

Notes:

In the two years ended 31 December 2016 and 2015, no emoluments were paid by the Group to the directors and the five highest paid individuals (including the directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the two years ended 31 December 2016 and 2015.

14. Five Highest Paid Individual's Remuneration

Of the five individuals with the highest emoulments in the Group, one (2015: none) was director of the Company whose emoluments are included in the disclosures in note 13 above. The emoluments of the remaining four (2015: five) individuals were as follows:

	2016 HK$'000	2015 HK$'000
Basic salaries and allowances	2,051	3,054
Performance bonus	717	700
Retirement benefits scheme contributions	516	324
	3,284	4,078

The remuneration is within the following bands:

	Number of employees	
	2016	2015
HK$nil to HK$1,000,000	4	5

15. Income Tax Expense

No provision for income tax expenses had been made as the Company and subsidiaries have no assessable profits in their jurisdictions for the two years ended 31 December 2016 and 2015.

Hong Kong Profits Tax is 16.5% (2015: 16.5%) on the assessable profits.

Jamaica Corporate Income is 30% (2015: 30%) on assessable profits arising in Jamaica. The Government of Jamaica, through the Ministry of Finance and Public Services, granted Pan-Caribbean Sugar Company Limited ("PCSC") 20 year period of relief from corporate income tax effective on the commencement of operations, with the option to apply for a renewal.

Benin Standard Corporate Income Tax rate is 30% (2015: 30%). Compagnie Beninoise De Bioenergie ("CBB") is eligible for certain tax holiday and concessions and were exempted from Benin income tax for both year.

15. Income Tax Expense *(Continued)*

	Year ended 31/12/2016	Year ended 31/12/2015
Loss before tax	**(659,937)**	(704,475)
Tax at the domestic income tax rate of 30%	**(197,980)**	(211,343)
Tax effect of income not taxable for tax purpose	**(27)**	–
Tax effect of expenses not deductible for tax purpose	**6,455**	13,949
Tax effect of a subsidiary with tax exemption	**185,593**	190,783
Tax effect of subsidiaries in other jurisdictions	**5,959**	6,611
	–	–

16. Dividend

No dividend was paid or proposed during the year ended 31 December 2016, nor has any dividend been proposed since the end of the reporting period (2015: HK$Nil).

17. Loss Per Share

The calculation of basic loss per share is based on the consolidated loss for the year attributable to owners of the Company of approximately HK$545,300,000 (2015: approximately HK$572,389,000), and the weighted average number of 2,191,180,000 (2015: 2,191,180,000) ordinary shares in issue during the year.

No adjustment has been made to the loss per share accounts presented for the years ended 31 December 2016 and 2015 in respect of dilution as the impacts of the convertible notes outstanding had an anti-dilutive effect on the loss per share accounts presented.

18. Property, Plant and Equipment ('restated')

	Freehold Land HK$'000	Buildings HK$'000	Furniture and Equipment HK$'000	Computers HK$'000	Plant and Machinery HK$'000	Motor Vehicles HK$'000	Construction in Progress HK$'000	Bearer plants HK$'000	Total HK$'000
COST									
At 1 January 2015 (restated)	2,288	19,388	2,445	544	156,002	40,442	520,411	28,783	770,303
Additions	–	1,635	41	15	8,634	493	204,225	16,476	231,519
Transfer	–	–	–	–	17,488	–	(17,488)	–	–
Disposals	–	–	(71)	–	(501)	(3,847)	–	–	(4,419)
Exchange realignment	(108)	(915)	(80)	(26)	(7,859)	(1,918)	(24,087)	(1,805)	(36,798)
At 31 December 2015 (restated) and 1 January 2016	2,180	20,108	2,335	533	173,764	35,170	683,061	43,454	960,605
Additions	–	–	–	–	–	–	15,604	3,180	18,784
Transfer	–	–	6	40	359	–	(405)	–	–
Disposals	–	–	–	–	(17)	–	–	–	(17)
Exchange realignment	(135)	(1,245)	(94)	(34)	(10,814)	(2,174)	(38,091)	(2,767)	(55,354)
At 31 December 2016	2,045	18,863	2,247	539	163,292	32,996	660,169	43,867	924,018
ACCUMULATED DEPRECIATION, AMORTISATION AND IMPAIRMENT									
At 1 January 2015	–	3,217	1,033	297	34,028	21,216	171,141	–	230,932
Provided for the year	–	1,016	240	119	16,597	8,578	–	10,335	36,885
Disposals	–	–	(68)	–	(249)	(3,404)	–	–	(3,721)
Impairment loss recognised	1,090	7,969	518	67	64,668	3,053	274,788	7,115	359,268
Exchange realignment	–	(179)	(19)	(16)	(2,057)	(1,147)	(5,497)	(473)	(9,388)
At 31 December 2015 (restated) and 1 January 2016	1,090	12,023	1,704	467	112,987	28,296	440,432	16,977	613,976
Provided for the year	–	479	116	41	7,043	2,062	–	10,890	20,631
Disposals	–	–	–	–	–	–	–	–	–
Impairment loss recognised (note)	874	6,085	357	53	43,155	3,784	207,276	13,023	274,607
Exchange realignment	(67)	(756)	(64)	(30)	(7,212)	(1,801)	(22,701)	(1,314)	(33,945)
At 31 December 2016	1,897	17,831	2,113	531	155,973	32,341	625,007	39,576	875,269
CARRYING VALUES									
At 31 December 2016	148	1,032	134	8	7,319	655	35,162	4,291	48,749
At 31 December 2015	1,090	8,085	631	66	60,777	6,874	242,629	26,477	346,629

18. Property, Plant and Equipment ('restated') *(Continued)*

Note:

The operations of two of the sugar estates and one sugar factory for Sugar business were suspended in mid 2016. Based on value-in-use calculations using cash flow projections discounted at 24% (2015: 21.73%) for the CGUs conducted by the independent qualified valuers, the value in use of the property, plant and equipment for that sugar estate will fall below its recoverable amount, and an impairment loss on property, plant and equipment of HK$274,607,000 (2015: HK$352,153,000) was recognised for the year ended 31 December 2016.

19. Biological Assets ('restated')

The Group adopted "Amendments to HKAS 16 and HKAS 41 – Agriculture: Bearer Plants". Bearing plants represents cane roots meet the definition to be accounted for as property, plant and equipment in accordance with HKAS 16. The fair value of cane roots are considered as deemed cost and transferred to property, plant and equipment at HK$28,783,000 on 1 January 2015. Further details of these amendments are disclosed in note 2(a).

Movement in biological assets, representing growing cane before harvest, are summarised as follows:

Growing Cane

	2016 **HK$'000**	2015 HK$'000
Opening balance (level 3 recurring fair value)	**92,353**	86,779
Cane cultivation cost capitalized	**67,741**	111,910
Decrease in fair value of cane harvested	**(63,199)**	(112,627)
Changes in fair value	**(75,071)**	10,656
Exchange realignment	**(4,015)**	(4,365)
Closing balance (level 3 recurring fair value)	**17,809**	92,353

The fair value of biological assets is a level 3 recurring fair value measurement. The decrease in fair value of biological assets for the year ended of approximately HK$75,071,000 (2015: a decrease in fair value of approximately HK$10,656,000) is reflected in the consolidated statement of profit or loss.

Valuation Methodology of Biological Assets

The Group has engaged BMIA, an independent valuation firm, to determine the fair value of the biological assets as at 31 December 2016 (the "Valuation Date").

i. *Valuation techniques and assumptions*

The valuation technique used is the discounted cash flow method under income approach it requires to assess a series of variables, which include the discount rate, market prices of sugar cane, cane yield, planting costs, etc. The values of such variables are determined by the independent valuers using information supplied by the Group, proprietary and third-party data as well as under some assumptions. There were no changes to the valuation techniques during the period. Major assumptions adopted for valuation are listed below:

19. Biological Assets ('restated') *(Continued)*

Valuation Methodology of Biological Assets *(Continued)*

i. Valuation techniques and assumptions (Continued)

a. The sugar cane crop is a perennial crop with a one year crop cycle and the crop is reaped exactly one year after planting; and

b. The sugar cane crop experiences linear growth.

ii. Significant unobservable inputs

The major inputs for the above valuation models are cane yield per hectare, market prices of sugar canes and estimated maturity of cane. The values of such inputs are as follows:

1) The estimated cane yield per hectare represents the harvest level of the sugar canes. The yield of sugar canes is affected by the age, species and health of the cane roots, the climate, location, soil conditions, topography and agricultural infrastructure.

	Bernard Lodge		**Monymusk**		**Frome**		**Weighted average of all estates**	
	2016 Note (a)	2015	**2016 Note (a)**	2015	**2016**	2015	**2016**	2015
Estimated yield (tones cane/ hectare) (approximately)	**n/a**	38.8	**n/a**	60.4	**51.4**	62.9	**51.4**	57.2

2) The market prices variables represent the estimated market price for the sugar canes produced by the Group.

	Bernard Lodge		**Monymusk**		**Frome**		**Average of all estates**	
	2016 Note (a)	2015	**2016 Note (a)**	2015	**2016**	2015	**2016**	2015
Estimated Market Price (approximately)	**n/a**	J$5,200 (HK$350)	**n/a**	J$5,200 (HK$350)	**J$3,100 (HK$188)**	J$4,100 (HK$270)	**J$3,100 (HK$188)**	J$4,800 (HK$320)

19. Biological Assets ('restated') *(Continued)*

Valuation Methodology of Biological Assets *(Continued)*

ii. Significant unobservable inputs (Continued)

3) The average maturity of cane as calculated by plant date and Valuation Date.

	Bernard Lodge		**Monymusk**		**Frome**		**Weighted average of all estates**	
	2016 Note (a)	2015	**2016 Note (a)**	2015	**2016**	2015	**2016**	2015
Weighted average maturity of cane per hectare (approximately)	**n/a**	80.3%	**n/a**	74.5%	**73.2%**	81.7%	**73.2%**	79.3%

The higher the discount rate, the lower the fair value. The higher the estimated cane yield per hecture, market prices variables and average maturity of cane, the higher the fair value.

The fair value measurement is based on the above biological assets' highest and best use, which does not differ from their actual use.

Note (a): The operation of Bernard Lodge and Monymusk were suspended during 2016.

20. Goodwill

	HK$'000
COST	
As at 1 January 2015, 31 December 2015 and 31 December 2016	321,768
ACCUMULATED IMPAIRMENT LOSSES	
As at 1 January 2015	95,257
Provided for the year (note 10)	195,290
As at 31 December 2015 and 1 January 2016	290,547
Provided for the year (note 10)	31,221
As at 31 December 2016	321,768
CARRYING AMOUNT	
At 31 December 2016	–
At 31 December 2015	31,221

20. Goodwill *(Continued)*

Impairment test on goodwill and intangible (note 21)

On 27 February 2009, the Group acquired 100% equity interest of Sino-Africa Technology & Trading Limited ("SATT") from the existing substantial shareholder, Complant International Sugar Industry Co. Limited ("COMPLANT"), holding 13.69% issued share capital of the Company for a consideration of HK$853,200,000. Goodwill and intangible assets (note 21) of HK$321,768,000 and HK$423,000,000 respectively were arising on the acquisition. Goodwill and intangible assets have been allocated for the impairment testing purpose of the cash-generating unit (the "CGU") of supporting services to sweetener and ethanol business. The recoverable amount as at 31 December 2016 of this CGU is determined based on value-in-use calculations conducted by independent qualified valuers. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates of 3% (2015: 3%), which do not exceed the long-term average growth rates for the business in which the CGU operates.

	2016	2015
Discount rate	**13.91%**	14.52%
Growth rate within the five-year period	**3.02%**	5.06%

The discount rates reflect specific risks relating to the CGU. Due to the decline in expected revenue generated from the CGU of supporting services to sweetener and ethanol business, impairment losses on goodwill and intangible asset of HK$31,221,000 (2015: HK$195,290,000) and HK$185,112,000 (2015: HK$nil) were recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2016 for the decrease in recoverable amount as valued by independent qualified valuers. As the CGU has been reduced to its recoverable amount of HK$253,000,000, any adverse change in the assumptions used in the recoverable amount would result in further impairment losses.

21. Intangible Assets

	Customer Relationship HK$'000
COST	
As 1 January 2015, 31 December 2015 and 31 December 2016	423,000
ACCUMULATED AMORTISATION	
As at 1 January 2015	123,375
Provided for the year	21,150
As at 31 December 2015 and 1 January 2016	144,525
Provided for the year	21,150
Impairment loss for the year (note 20)	185,112
At 31 December 2016	350,787
CARRYING VALUES	
At 31 December 2016	72,213
At 31 December 2015	278,475

21. Intangible Assets *(Continued)*

The intangible asset represented customer relationship purchased as part of a business combination of SATT in February 2009 and has a definite useful life and is amortised on straight-line basis over the estimated useful life of 20 years (please refer to note 20 for more details of the original amount). The customer relationship represents the present value of the future cash flow attributed to established customer base and other business relationships built up by SATT in African and other nations.

22. Inventories

	2016 HK$'000	2015 HK$'000
Consumables and components (Note)	43,403	63,336
Goods in transit	1,110	14,812
Sugar and molasses	20,542	18,898
Carrying amount at end of the year	65,055	97,046

At 31 December 2016, the sugar and molasses consisted of 5,088 tonnes (2015: 3,630 tonnes) of raw sugar costing HK$19,393,000 (2015: HK$18,898,000) and 1,796 tonnes (2015: nil tonnes) of molasses costing HK$1,149,000 (2015: HK$ nil).

23. Trade and Other Receivables

	2016 HK$'000	2015 HK$'000
Trade receivables	250,714	257,316
Less: Allowance for doubtful debts	(40,114)	(25,000)
	210,600	232,316
Prepayments	13,274	10,380
Other receivables and deposits	4,607	6,229
	228,481	248,925

The Group does not hold any collateral over these balances.

23. Trade and Other Receivables *(Continued)*

The Group allows a credit period of 365 days (2015: 365 days) to its trade customers of supporting services of sweetener and ethanol business, 0 to 30 days (2015: 0 to 30 days) to trade customers of raw sugar trading and 15 days for advance payment based on estimated production output and 60 days credit period are granted to trade customers of molasses trading in Jamaica. The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period, which approximated the respective revenue recognition dates are as follows:

	2016 **HK$'000**	2015 HK$'000
0 – 30 days	**33,765**	49,086
31 – 60 days	**5,398**	10,889
61 – 90 days	**7,532**	2,587
91 – 365 days	**6,508**	58,843
> 365 days	**157,397**	110,911
	210,600	232,316

As at 31 December 2016, the Group's trade receivables included HK$178,068,000 (2015: HK$132,673,000) (see below for aged analysis) which were past due for which the Group had not provided for allowance for doubtful debts. These balance were due from customers of good credit quality with no history of default.

Included in the Group's trade receivable balance as at 31 December 2016, HK$19,924,000 (2015: HK$8,358,000), representing 9.5% (2015: 3.6%) of the total trade receivables, is due from the Group's largest customer. The concentration of credit risk is limited due to the customer base being large and unrelated.

Ageing of trade receivables which are past due but not impaired:

	2016 **HK$'000**	2015 HK$'000
Overdue 1 – 90 days	**58,046**	77,370
Overdue 91 – 180 days	**1,432**	4,915
Overdue 181 – 365 days	**34,001**	50,388
Overdue > 365 days	**84,589**	–
	178,068	132,673

23. Trade and Other Receivables *(Continued)*

The Group's trade receivables are individually determined to be impaired. The individually impaired receivables are recognised based on the credit history of its customers, such as financial difficulties or default in payments, and current market conditions. Consequently, specific impairment loss was recognised. The movement in the allowance for doubtful debts of trade receivables is as follows:

	2016 **HK$'000**	2015 HK$'000
Impairment loss as at 1 January	**25,000**	25,000
Recognised during the year	**15,114**	–
As at 31 December	**40,114**	25,000

In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the trade receivables from the date credit was initially granted up to the end of the reporting period.

24. Bank Balances, Deposits and Cash

	2016 **HK$'000**	2015 HK$'000
Bank balances and cash	**110,669**	122,785
Short-term fixed deposits mature within three months	**305**	301
Cash and cash equivalents	**110,974**	123,086
Pledged bank deposits	**1,236**	2,863
	112,210	125,949

Bank balances carry interest at market rates which range from 1% to 3.75% (2015: 1% to 3.75%) per annum.

A bank deposit of a subsidiary of approximately HK$1,236,000 (2015: approximately HK$2,863,000), was pledged to secure against its bank guarantee of approximately HK$1,212,000 (2015: approximately HK$3,230,000) in Jamaica during the year ended 31 December 2016. The cash collateral account carried interest at 3.5% per annum (2015: 2.25% per annum) for the year ended 31 December 2016.

25. Trade and Other Payables

	2016 HK$'000	2015 HK$'000
Trade payables		
– Supporting services of sweetener and ethanol business	**81,533**	116,960
– Sugar business	**18,543**	20,272
	100,076	137,232
Other payables and accrued liabilities	**72,550**	115,767
	172,626	252,999

Trade payables credit period granted by trade creditors of supporting services of sweetener and ethanol business is 365 days while credit period granted by trade creditors of sugar business in Jamaica external suppliers is from zero to 30 days.

The following is an analysis of trade payables by age based on due date.

	2016 HK$'000	2015 HK$'000
Not yet due	**60,657**	124,751
Overdue 1 – 90 days	**28,296**	3,882
Overdue 91 – 180 days	**1,619**	4,645
Overdue 181 – 365 days	**4,173**	2,983
Overdue > 365 days	**5,331**	971
	100,076	137,232

The trade payables included balance of approximate HK$77,369,000 payable to China Complant as at 31 December 2016 (2015: HK$107,744,000).

The Group has financial risk management policies in place to ensure that all payables are settled within the credit time frame.

26. Convertible Notes

Liabilities Component	2011-2016 Notes (Note ii) HK$'000	2013-2018 Notes (Note iii) HK$'000	2014-2019 Notes (Note i) HK$'000	2016 Notes (Notes ii) HK$'000	Total HK$'000
At 1 January 2015	21,151	35,751	376,567	–	433,469
Effective interest expenses	1,682	2,617	32,916	–	37,215
At 31 December 2015 and 1 January 2016	22,833	38,368	409,483	–	470,684
Liabilities component at date of extension	–	–	–	23,498	23,498
Dereognition on extension	(24,000)	–	–	–	(24,000)
Redemption at maturity	–	–	–	(24,000)	(24,000)
Effective interest expenses	1,167	2,817	35,895	502	40,381
At 31 December 2016	–	41,185	445,378	–	486,563

Derivative component	2011-2016 Notes (Note ii) HK$'000	2013-2018 Notes (Note iii) HK$'000	2014-2019 Notes (Note i) HK$'000	2016 Notes (Notes ii) HK$'000	Total HK$'000
At 1 January 2015	1,025	3,208	67,936	–	72,169
Change in fair value	(289)	1,761	7,377	–	8,849
At 31 December 2015 and 1 January 2016	736	4,969	75,313	–	81,018
Extension of convertible notes	–	–	–	354	354
Change in fair value	(736)	(398)	(6,253)	(354)	(7,741)
At 31 December 2016	–	4,571	69,060	–	73,631

Notes:

(i) On 27 February 2009, the Company issued two tranches of five-year zero-coupon Hong Kong-dollar convertible notes at par, due in February 2014 (the "2009-2014 Notes"), for an aggregate principal amount of HK$673,200,000, which is part of the consideration for the acquisition of SATT. The Notes are convertible, at the option of note holders, into ordinary shares of HK$0.10 each of the Company at an initial conversion price of HK$0.6 per share, subject to anti-dilutive adjustment, at any time from 27 February 2009 up to and including 27 February 2014. Pursuant to resolution passed by independent shareholders of the Company on 17 January 2014, the maturity date of the outstanding 2009-2014 Notes of a principal amount of HK$533,700,000 was extended by five years from 27 February 2014 to 27 February 2019. As such, 2009-2014 Notes was derecognised and 2014-2019 Notes was recognised in 2014. The fair value of the 2014-2019 Notes was assessed by independent valuation firm and determined as approximately HK$570,272,000, of which approximately HK$350,939,000 as liability component, approximately HK$66,399,000 as put option component and approximately HK$152,934,000 as equity component, which had been allocated as consideration to derecognise the 2009-2014 Notes, and a loss on the derecognition of the liability component of approximately HK$36,572,000 was recognised in the statement of profit or loss for the year ended 31 December 2014.

26. Convertible Notes *(Continued)*

Notes: *(Continued)*

(ii) On 26 August 2011, the Company issued a five-year zero-coupon Hong Kong-dollar convertible notes at par, due in August 2016 for an aggregate principal amount of HK$24,000,000 to China-Africa Xin Xing Investment Limited ("CAXX"), a wholly owned subsidiary of CADFund (the "2011-2016 Notes"). The 2011-2016 Notes are convertible, at the option of note holders, into ordinary shares of HK$0.10 each of the Company at an initial conversion price HK$0.6 per share, subject to antidilutive adjustment, at any time from 26 August 2011 up to and including 26 August 2016. No conversion was made since its issue.

The 2011-2016 Notes contain three components, a liability component, an equity element and an embedded put option derivative component at the end of the reporting period. During the year ended 31 December 2016, the effective interest rate of the liability component is 7.959% (2015: 7.959%).

The noteholder shall have the right at any time before the maturity date to request the Company to redeem the whole or part of the outstanding principal amount of the convertible notes at price equal to 100% of the amount to be redeemed.

Pursuant to Deed of Amendment between CAXX and the Company on 14 October 2016, the maturity date of the outstanding 2011-2016 Notes of a principal amount of HK$24,000,000 was extended by four months from 26 August 2016 to 31 December 2016. As such, 2011-2016 Notes were derecognised and 2016 Notes were rerecognised in August 2016. 2016 Notes were matured and fully repaid on 31 December 2016.

(iii) On 27 June 2013, the Company issued a five-year zero-coupon Hong Kong-dollar convertible notes at par, due in June 2018 for an aggregate principal amount of HK$45,750,000 to CAXX (the "2013-2018 Notes"). The Notes are convertible, at the option of note holders, into ordinary shares of HK$0.10 each of the Company at an initial conversion price HK$0.6 per share, subject to antidilutive adjustment, at any time from 27 June 2013 up to and including 26 June 2018. No conversion was made since its issue.

The 2013-2018 Notes contain three components, a liability component, an equity element and an embedded put option derivative component at the end of the reporting period. During the year ended 31 December 2015, the effective interest rate of the liability component is 7.326% (2015: 7.326%).

The noteholder shall have the right at any time before the maturity date to request the Company to redeem the whole or part of the outstanding principal amount of the convertible notes at price equal to 100% of the amount to be redeemed.

The derivative component represented the fair value of embedded put option derivative (which entitles the holders to redeem, in whole or in part, the principal sum on any business days prior to their respective maturity date) of the 2011-2016 Notes, 2013-2018 Notes and 2014-2019 Notes issued by the Company. Please refer to the section of "Valuation of embedded put option derivative component" in note 26 (ii) for information of each of the embedded put option derivative of 2011-2016 Notes, 2013-2018 Notes and 2014 -2019 Notes.

The methods for the valuation of 2011-2016 Notes, 2013-2018 Notes and 2014-2019 Notes are as follows:

(i) Valuation of liability component

The fair value of the liability component on initial recognition was based on a valuation provided by BMIA, a firm of independent qualified professional valuers not connected with the Group, calculated using the present value of contractually determined stream of future cash flows discounted at the required yield of 11.438%, 11.964% and 12.126% for the 2011-2016 Notes, the 2013-2018 Notes and 2014-2019 Notes respectively, which were determined with reference to the credit spread of similar convertible notes and the terms of the convertible notes.

26. Convertible Notes *(Continued)*

(ii) Valuation of embedded put option derivative component

The fair values of embedded put option derivative for the 2011-2016 Notes, 2013-2018 Notes and 2014-2019 Notes are measured at fair value using the Binomial Option Pricing Model by BMIA. The inputs into the model as at the respective dates are as follows:

	2011-2016 Notes		2013-2018 Notes		2014-2019 Notes	
	2016	2015	**2016**	2015	**2016**	2015
Share price	**–**	HK$0.34	**HK$0.25**	HK$0.34	**HK$0.25**	HK$0.34
Conversation price	**–**	HK$0.60	**HK$0.60**	HK$0.60	**HK$0.60**	HK$0.60
Expected dividend yield	**–**	0.00%	**0.00%**	0.00%	**0.00%**	0.00%
Risk free rate	**–**	0.099%	**0.994%**	0.625%	**1.141%**	0.787%
Volatility	**–**	66.21%	**69.26%**	68.34%	**71.73%**	88.08%

The expected volatility is based on the historical volatility. Expected dividend are based on historical dividends. Changes in the subjective input assumption could materially affect the fair value estimate.

27. Amounts Due to Non-Controlling Interests

The amounts due to non-controlling interests, COMPLANT, are denominated in USD, which are interest bearing at 5.14% to 6.15% (2015: 4.56% to 6.15%) per annum. These amounts are repayable within one year.

28. Share Capital

	Number of shares '000	**Amount** HK$'000
Ordinary shares of HK$0.1 each		
Authorised:		
At 1 January 2015, 31 December 2015, 1 January 2016 and 31 December 2016	6,000,000	600,000
Issued and fully paid:		
At 1 January 2015, 31 December 2015 and 1 January 2016 and 31 December 2016	2,191,180	219,118

All of the shares issued by the Company rank pari passu in all respects with other shares in issue.

29. Reserves

The following describes the nature and purpose of each reserve within owners' equity:

Reserve	**Description and purpose**
Share premium	Amount subscribed for share capital in excess of nominal value.
Convertible notes equity reserve	Amount of proceeds on issue of convertible notes relating to the equity component (i.e. option to convert the debt into share capital).
Special reserve	The difference between the consideration paid by the Company for the acquisition of the equity interest in subsidiaries under common control and the aggregate carrying amount of assets and liabilities of each subsidiaries.
Translation reserves	Gains/losses arising on retranslating the net assets of foreign operations into presentation currency.
Accumulated losses	Cumulative net gains and losses recognised in profit or loss.

30. Operating Lease Arrangements

	2016 **HK$'000**	2015 HK$'000
Lease payments paid during the year under operating leases in respect of land and buildings and office premises	**7,028**	6,266

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2016 **HK$'000**	2015 HK$'000
Within one year	**6,572**	6,753
In the second to fifth years, inclusive	**26,290**	27,012
After the fifth year	**256,326**	276,876
Balance at end of year	**289,188**	310,641

31. Share Options Scheme

2007 Share Option Scheme

The Company has, in accordance with Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), adopted a new share option scheme (the "2007 Share Option Scheme"), as approved by the shareholders of the Company at the extraordinary general meeting held on 20 September 2007. The details of the 2007 Share Option Scheme are set out in the Company's circular dated 3 September 2007.

The purpose of the 2007 Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to the employees, directors, consultants and advisers of the Group and to promote the success of the Group. Qualifying participant of the 2007 Share Option Scheme means (a) any executive director, employee or proposed employee including full time or part time of any member of the Group; (b) any non-executive director including independent non-executive directors of any member of the Group; (c) any supplier of goods or services to any member of the Group; (d) any customer of any member of the Group; (e) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to any member of the Group; (f) any shareholder of any member of the Group or any holder of any securities issued by any member of the Group; (g) any joint venture partner, business or strategic alliance partner of any member of the Group; and (h) any discretionary trust whose discretionary objects may be any of (a) to (g).

The maximum number of shares which may be issued upon exercise of all options to be granted under the 2007 Share Option Scheme (and under any other scheme of the Company) shall not in aggregate exceed 10 per cent of the shares in issue as at the date of the adoption of the 2007 Share Option Scheme (the "Scheme Mandate Limit") provided that the Company may at any time as the Board of Directors of the Company think fit, seek approval from its shareholders to refresh the Scheme Mandate Limit, save that the maximum number of shares which may be issued upon exercise of all options to be granted under the 2007 Share Option Scheme (and under any other scheme of the Company) shall not exceed 10 per cent of the shares in issue as at the date of approval by the shareholders of the Company in general meeting where such limit is refreshed. Options previously granted under any other scheme of the Company (including those outstanding, cancelled, and lapsed in accordance with the terms of the 2007 Share Option Scheme or any other scheme of the Company or exercised options under the said scheme) shall not be counted for the purpose of calculating the limit as refreshed. Notwithstanding aforesaid in this paragraph, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2007 Share Option Scheme (and under any other scheme of the Company) shall not exceed 30 per cent of the shares in issue from time to time. As at the date of the annual report, a total of 82,368,000 shares (representing approximately 10 per cent of the existing issued share capital of the Company) are available for issue under the 2007 Share Option Scheme.

The total number of shares issued and to be issued upon exercise of the options granted to each individual under the 2007 Share Option Scheme and any other option scheme (including both exercised and outstanding options) in any 12-month period must not exceed 1 per cent of the total number of shares in issue.

31. Share Options Scheme *(Continued)*

2007 Share Option Scheme *(Continued)*

The period within which an option may be exercised will be determined by the Board of Directors of the Company in its absolute discretion, save that no option may be exercised later than 10 years from the date on which the option is granted. Subject to the provisions of the 2007 Share Option Scheme, the Board may in its absolute discretion when offering the grant of an option impose any conditions in relation thereto in addition to those set forth in the 2007 Share Option Scheme as it may think fit (to be stated in the letter containing the offer of the grant of the option) including (without prejudice to the generality of the foregoing) continuing eligibility criteria conditions and the satisfactory performance. However, the 2007 Share Option Scheme itself does not specify any minimum holding period for which an option must be held before it can be exercised.

The offer of a grant of share options may be accepted within 7 days from the date of the offer, upon payment of a nominal value of HK$1.00 in total by the grantee. The exercise period of the share options granted is determined by the Board of Directors, and shall not exceed a period of ten years after the date of grant.

The subscription price in respect of any particular option under the 2007 Share Option Scheme shall be such price as the Board may at its absolute discretion determine at the time of grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option) but the subscription price shall not be less than whichever is the highest of: (a) the nominal value of a share; (b) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of the Board resolution approving the grant of options; and (c) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of the Board resolution approving the grant of options. The 2007 Share Option Scheme will expire on 19 September 2017. As at the end of reporting period, no share option has been granted under the 2007 Share Option Scheme since its adoption.

32. Retirement Benefits Schemes

The Group operates the MPF Scheme established under the Mandatory Provident Fund Ordinance for its qualifying employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of trustees.

The Group contributes 5% of relevant payroll costs, capped at HK$1,500 (HK$1,250 prior to June 2014) per month, to the MPF Scheme, in which the contribution is matched by employees.

The employees of the Group's subsidiary in PRC and Jamaica are members of a state-managed retirement benefit scheme operated by the government of the PRC and Jamaica respectively. The subsidiaries are required to contribute 20% and 2.5% respectively of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

At the end of reporting period, there were no significant forfeited contributions available to reduce the contribution payable in the future years.

The total cost charged to the consolidated statement of profit or loss of approximately HK$3,556,000 (2015: approximately HK$5,489,000) represents contributions payable to these schemes by the Group in respect of the current accounting period.

33. Pledge of Assets

As at 31 December 2016 and 2015, a bank deposit of a subsidiary of approximately HK$1,236,000 (2015: approximately HK$2,863,000), was pledged to secure against its bank guarantee in Jamaica during the year ended 31 December 2016 and 2015. The cash collateral account carried interest at 3.5% per annum for the year ended 31 December 2016 (2015: 2.25% per annum).

34. Related Party Transactions and Balances

Other than disclosed elsewhere in the consolidated financial statements, the transactions for the year and balances at 31 December 2016 with consolidated related parties are as follows:

(a) Transactions with related parties

	2016 **HK$'000**	2015 HK$'000
Continuing connected transactions as defined in Chapter 14A of Listing Rules which are subject to annual caps approved by independent shareholders of the Company:		
– Sales to subsidiaries of COMPLANT	**72,297**	70,089
– Purchase from China Complant	**46,539**	215,941
Other transactions:		
– Rental and building management fee paid to China Complant	**884**	975

Note: The above transactions with related parties were conducted with terms mutually agreed by both contract parties with reference to market prices.

(b) Trade and other receivables, trade and other payables and advances from/to related parties

	2016 **HK$'000**	2015 HK$'000
Amounts due from subsidiaries of COMPLANT		
– Trade receivables (Note (i))	**189,930**	210,554
– Receipt in advance	**–**	(1,139)
Amounts due to China Complant		
– Trade payables (Note (25))	**(77,369)**	(107,744)
– Other payables (Note(ii))	**(39,717)**	(53,766)

Notes:

(i) The amounts are interest-free and unsecured.

(ii) Deposit paid for purchases of inventories from China Complant.

34. Related Party Transactions and Balances *(Continued)*

(c) Key management personnel compensation

Directors are regarded the only key management personnel of the Company. Other than the remuneration paid to the directors and employees of the Group as set out in note 13, who are considered as the key management personnel of the Group, the Group did not have any other significant compensations to key management personnel.

The remuneration of the directors and key management personnel is determined by the board of directors of the Company having regard to the performance of individuals and market trends.

(d) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of the sales to subsidiaries of COMPLANT and the purchases from China complant above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in section "Connected Transactions and Continuing Connected Transaction" of the Director's Report.

35. Material Interests of Directors in Transactions, Arrangements or Contracts

As disclosed in note 34(a), during the year, the Group entered into continuing connected transactions with subsidiaries of COMPLANT. Directors of the Company, Mr. Liu Xueyi and Mr. Han Hong are directors of COMPLANT and Mr. Wang Zhaohui is the finance manager of COMPLANT. They are considered to have material interests in the transactions and abstrained from voting on the board resolution for approving these transactions. The directors are of the opinion that the terms of the continuing connected transactions are on normal commercial terms, in the ordinary and usual course of business of the Company, fair and reasonable and in the interests of the Group and its shareholders as a whole.

36. Statement of Financial Position of the Company

	Note	2016 HK$'000	2015 HK$'000
Non-current assets			
Interest in subsidiaries		**293,025**	1,264,736
Current assets			
Bank balance and cash		**19,486**	10,222
Current liabilities			
Other payables		**1,363**	1,317
Derivative component of convertible notes		**4,571**	736
Liabilities component of convertible notes		**41,185**	22,833
		47,119	24,886
Net current liabilities		**(27,633)**	(14,664)
Total assets less current liabilities		**265,392**	1,250,072
Non-current liabilities			
Derivative component of convertible notes		**69,060**	80,282
Liabilities component of convertible notes		**445,378**	447,851
		514,438	528,133
Net (liabilities)/assets		**(249,046)**	721,939
Capital and reserves			
Share capital		**219,118**	219,118
Reserves	A	**(468,164)**	502,821
Total (capital deficiency)/equity		**(249,046)**	721,939

36. Statement of Financial Position of the Company *(Continued)*

Note:

A Reserves of the Company

	Share premium	Convertible notes equity reserve	Special reserve	Accumulated Losses	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
At 1 January 2015	708,392	391,763	468,577	(1,017,009)	551,723
Loss for the year	–	–	–	(48,902)	(48,902)
At 31 December 2015 and 1 January 2016	708,392	391,763	468,577	(1,065,911)	502,821
Decognise on maturity of convertible note	–	(7,637)	–	7,637	–
Loss for the year	–	–	–	(970,985)	(970,985)
At 31 December 2016	708,392	384,126	468,577	(2,029,259)	(468,164)

Note: The special reserve represents the difference between the consideration paid by the Company for the acquisition of equity interest in subsidiaries under common control and the aggregate carrying amount of assets and liabilities of such subsidiaries.

37. Comparative Figures

As a result of the application of amendments to HKAS 16 and HKAS 41, certain comparative figures have been adjusted to confirm to current year's presentation and to provide comparative amounts in respect of items disclosed for the first time in 2015. Further details of these amendments are disclosed in note 2(a).

38. Subsidiaries

The following list contains the particulars of subsidiaries of the Group:

Name of company	Place of Incorporation/ operations	Nominal value of issued and fully paid share capital/ registered capital	Percentage of ownership interest attributable to the Company				Percentage of voting power held by the Company		Principal activities
			2016		2015		2016	2015	
			Directly	Indirectly	Directly	Indirectly			
Jumbo Right Investments Limited	British Virgin Islands /Hong Kong	Ordinary share US$1	100%	-	100%	–	100%	100%	Investment holding
Sino-Africa Technology & Trading Limited	British Virgin Islands	Ordinary shares US$3,000,000	-	100%	–	100%	100%	100%	Provision of supporting services to sweetener business
Right Rich Finance Limited (formerly known as "Sino-Africa Technology & Trading (Hong Kong) Limited")	Hong Kong	Ordinary share HK$1	-	100%	–	100%	100%	100%	Investment holding
River Right Limited	British Virgin Islands/ Hong Kong	Ordinary share US$1	100%	-	100%	–	100%	100%	Investment holding
Zheng Da Investments Limited	British Virgin Islands/ Hong Kong	Ordinary share US$100	-	90%	–	90%	90%	90%	Investment holding
Compagnie Beninoise De Bioenergie	Republic of Benin	Registered capital XOF 1,000,000,000	-	90%	–	90%	90%	90%	Ethanol biofuel business
Joyful Right Limited ("Joyful Right")	British VirginIslands/ Hong Kong	Ordinary share US$100	70%	-	70%	–	70%	70%	Investment holding
Pan-Caribbean Sugar Company Limited	Jamaica	Ordinary shares US$38,000,000	-	70%	–	70%	70%	70%	Sugar cane growing and sugar manufacturing business

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during the year.

39. Non-Controlling Interests

Joyful Right and its subsidiary ("Joyful Right Group"), a 70% owned subsidiary of the Company, has material non-controlling interests (NCI). The NCI of all other subsidiaries that are not 100% owned by the group are considered to be immaterial.

Summarised financial information in relation to the NCI of Joyful Right Group, before intra-group eliminations, is presented below:

	2016 **HK$'000**	2015 HK$'000
For the period ended 31 December		
Revenue	**256,326**	296,219
Loss for the year	**(426,736)**	(472,649)
Total comprehensive loss	**(383,230)**	(460,841)
Loss allocated to NCI	**(114,969)**	(138,252)
Dividends paid to NCI	**–**	–
For the period ended 31 December		
Net cash outflow from operating activities	**(14,298)**	56,930
Net cash outflow from investing activities	**(16,394)**	(207,848)
Net cash inflow from financing activities	**17,253**	139,194
Net cash outflow	**(13,439)**	(11,724)

	2016 **HK$'000**	2015 HK$'000
As at 31 December		
Current assets	**161,150**	277,853
Non-current assets	**48,662**	346,467
Current-liabilities	**(547,566)**	(578,844)
Net (liabilities)/assets	**(337,754)**	45,476
Accumulated non-controlling interests	**(101,326)**	13,643

40. Approval of Consolidated Financial Statements

The consolidated financial statements were approved and authorised for issue by the board of directors on 31 March 2017.

Five Years Financial Summary

	Year ended 31st December				
	2012 HK$'000	2013 HK$'000	2014 HK$'000	2015 HK$'000 (restated)	**2016** **HK$'000**
RESULTS					
Continuing operations					
Turnover	649,538	561,874	478,267	366,308	**328,623**
Cost of sales	(537,024)	(453,903)	(426,830)	(332,129)	**(249,313)**
Gross profit	112,514	107,971	51,437	34,179	**79,310**
Changes in fair value of biological assets	60,348	(32,663)	(57,976)	10,656	**(75,071)**
Other income	13,621	9,403	10,853	8,698	**5,524**
Administrative expenses	(95,210)	(88,956)	(109,865)	(124,883)	**(69,644)**
Change in fair value of derivative component of convertible notes	–	(5,288)	(482)	(8,849)	**7,741**
Loss on extension of convertibles notes	–	–	(36,572)	–	**–**
Other operating expenses	(21,150)	(167,581)	(81,313)	(575,708)	**(527,204)**
Finance costs	(87,243)	(95,105)	(41,667)	(48,568)	**(80,593)**
Loss before tax	(17,120)	(272,219)	(265,585)	(704,475)	**(659,937)**
Income tax expense	–	–	–	–	**–**
Loss for the year from continuing operations	(17,120)	(272,219)	(265,585)	(704,475)	**(659,937)**
Discontinued operations					
Profit for the year from discontinued operations	–	–	–	–	**–**
Loss for the year	(17,120)	(272,219)	(265,585)	(704,475)	**(659,937)**
Attributable to:					
Owners of the Company	(14,860)	(216,844)	(210,083)	(572,389)	**(545,300)**
Non-controlling interests	(2,260)	(55,375)	(55,502)	(132,086)	**(114,637)**
	(17,120)	(272,219)	(265,585)	(704,475)	**(659,937)**

	At 31st December				
	2012 HK$'000	2013 HK$'000	2014 HK$'000	2015 HK$'000	**2016** **HK$'000**
ASSETS AND LIABILITIES					
Total assets	2,216,843	1,679,034	1,693,491	1,220,598	**544,517**
Total liabilities	(1,279,203)	(733,948)	(907,104)	(1,158,431)	**(1,143,729)**
Non-controlling interests*	31,815	(220,614)	(150,832)	(12,401)	**102,514**
	969,455	724,472	635,555	49,766	**(496,698)**

* The amount due to non-controlling interests of approximately HK$313,997,000 as at 31st December 2013 were reclassified to equity attributable to non-controlling interests from non-current liabilities. This has no effect to each of 2010 to 2012.