



美亞控股有限公司*

MAYER HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 1116)

Annual Report 2016

* For identification purpose only

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Corporate Information as at the date of this report

DIRECTORS

Executive Directors

Mr. Lee Kwok Leung (*Chairman*)
Mr. Xu Lidi
Mr. Lin Jinhe

Non-executive Directors

Mr. Wang Dongqi

Independent Non-executive Directors

Mr. Ng Cheuk Lun
Mr. Lau Kwok Hung
Mr. Deng Shimin

AUDIT COMMITTEE

Mr. Lau Kwok Hung (*Chairman*)
Mr. Ng Cheuk Lun
Mr. Deng Shimin

REMUNERATION COMMITTEE

Mr. Lee Kwok Leung (*Chairman*)
Mr. Deng Shimin
Mr. Lau Kwok Hung
Mr. Ng Cheuk Lun

NOMINATION COMMITTEE

Mr. Ng Cheuk Lun (*Chairman*)
Mr. Deng Shimin
Mr. Lau Kwok Hung

COMPANY SECRETARY

Mr. Leung Kwok Fai Ben Rich

AUDITOR

ZHONGHUI ANDA CPA Limited
Unit 701-3 & 8, Citicorp Centre,
18 Whitfield Road,
Causeway Bay,
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking
Corporation Limited
Hang Seng Bank Limited

PRINCIPAL REGISTRAR

Tricor Services (Cayman Islands) Limited
P.O. Box 10008, Willow House,
Cricket Square,
Grand Cayman KY1-1001,
Cayman Islands

BRANCH REGISTRAR

Computershare Hong Kong Investor
Services Limited
46/F Hopewell Centre,
183 Queen's Road East,
Wan Chai,
Hong Kong

REGISTERED OFFICE

PO Box 309GT, Uglund House,
South Church Street, George Town,
Grand Cayman, Cayman Islands,
British West Indies

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

21st Floor,
No. 88 Lockhart Road,
Wan Chai,
Hong Kong

STOCK CODE

1116

Biographical Information of Directors and Senior Management

EXECUTIVE DIRECTORS:

Mr. Lee Kwok Leung (“Mr. Lee”)

Mr. Lee, aged 62, was nominated and appointed as an executive Director and the chairman of the Board by the Shareholders on 9 October 2014. Mr. Lee has also been a member of the nomination committee of the Board, an authorized representative and a director of various subsidiaries of the Company. Mr. Lee has approximately 23 years of experience in asset management for professional and institutional investors. Mr. Lee has extensive experience in portfolio construction, portfolio management, risk assessment and investment due-diligence. Mr. Lee was a Managing Director of BOCI Direct Management Limited from 1992 to 1999, when he was responsible for the overall management of the private equity fund. Mr. Lee is a responsible officer of Success Talent Investments Limited, a Type 9 regulated entity registered with the Securities and Futures Commission of Hong Kong. Mr. Lee is currently an executive director of Opes Asia Development Limited (stock code: 00810), an independent non-executive director of Imperial Pacific International Holdings Limited (formerly known as First Natural Foods Holdings Limited, stock code: 01076), and was a non-executive director of Jimei International Entertainment Group Limited (stock code: 01159) until 31 August 2013, the shares of which are listed on the Main Board of the Stock Exchange. Mr. Lee is also the sole and ultimate beneficial owner of Capital Wealth Finance Company Limited, a licensed money lender under the Money Lenders Ordinance of Hong Kong.

Mr. Xu Lidi (“Mr. Xu”)

Mr. Xu, aged 51, was nominated and appointed as an executive Director by the Shareholders on 9 October 2014. Mr. Xu is also a director in a number of subsidiaries of the Company, including Guangzhou Mayer. Mr. Xu obtained a Doctoral Degree in Business Administration from Beijing Normal University and a Doctor of Philosophy Degree (PhD) in Economics from Nueva Ecija University of Science and Technology. Mr. Xu has been a visiting-professor of the Economic and Business and Administration (MBA) at Beijing Normal University. Prior to that, Mr. Xu worked at China Construction Bank and Bank of China for many years. Mr. Xu had also been a senior management of China Rural Development Trust & Investment Corporation, and other financial and business corporations in the PRC. Mr. Xu has more than 25 years of experience in the sectors of banking, financial, industry and commerce. Mr. Xu was an executive director of Rosan Resources Holdings Limited (Hong Kong main board listing stock code: 00578, formerly known as China CBM Group Limited and Dynamic Energy Holdings Limited) and a non-executive director of Australian Natural Proteins Limited (ASX stock code: AYB), the shares of which is listed on the Australian Stock Exchange Limited (“ASX”).

Biographical Information of Directors and Senior Management

Mr. Lin Jinhe (“Mr. Lin”)

Mr. Lin, aged 38, was nominated and appointed as an executive Director by the Shareholders on 9 October 2014. Mr. Lin had once been an authorized representative of the Company and a director of one wholly-owned subsidiary of the Company. Mr. Lin has over 14 years of management experience in papermaking industry. Mr. Lin graduated from Beijing Forestry University majoring in pulp and paper manufacturing in 2001.

NON-EXECUTIVE DIRECTORS:

Mr. Li Deqiang (“Mr. Li”)

Mr. Li, aged 53, graduated from Chang Chun School of Geology in 1983 with a diploma in geology and is the qualified geological engineer. Mr. Li has 27 years extensive experiences in geological and minerals resources exploration industry. Mr. Li had been the technician in the Bureau of Geology and Minerals Resources Exploration, Liaoning Province. Mr. Li had ceased to be a Director with effect from 7 April 2017.

Mr. Xia Liang Bing (“Mr. Xia”)

Mr. Xia, aged 51, had been appointed as a non-executive Director and co-chairman of the Board with effect from 18 September 2015. Mr. Xia holds a bachelor degree and a master degree in electronic engineering from Zhejiang University of China. Mr. Xia had also achieved an EMBA Diploma from China Europe International Business School in Shanghai. Mr. Xia is currently the Secretary-General of China STEM Education Foundation of Global STEM Alliance. Mr. Xia has extensive working experience in professional management in multi-national companies. He has worked for ABB China Limited as the head of Utility Business Unit. Mr. Xia was an executive director of Synertone Communication Corporation (Stock Code: 01613), the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. Xia was the vice president of Shanghai Guangdian Electric (Group) Co., Limited (Stock Code: 601616), the shares of which are listed on The Shanghai Stock Exchange in China. Mr. Xia had ceased to be a Director with effect from 17 August 2017.

Mr. Wang Dongqi (“Mr. Wang”)

Mr. Wang, aged 44, had been appointed as non-executive Director with effect from 9 August 2017. Since 14 February 2017, Mr. Wang has been a director of Guangzhou Mayer. Mr. Wang had served in the navy of the PRC; thereafter, Mr. Wang has worked in various corporations in the sectors of logistics, trading and investment in China, accumulating more than twenty years extensive working experience in corporate administration and finance management with a powerful friend-sourcing network.

Biographical Information of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Lau Kwok Hung (“Mr. Lau”)

Mr. Lau, aged 69, was appointed as an independent non-executive Director by the Board on 9 October 2014. Mr. Lau is also the chairman and a member of the audit committee and remuneration committee of the Board respectively. Mr. Lau is a certified public accountant in Hong Kong and has extensive experience in financial accounting, auditing, taxation, company secretarial matter and corporate finance, especially in mergers, acquisitions and corporate restructuring. Mr. Lau is a fellow of the Hong Kong Institute of Certified Public Accountants, and formerly, was a fellow of the Association of Chartered Certified Accountants and an associate member of the Chartered Institute of Management Accountants. Mr. Lau holds a Senior Executive Master Degree in Business Administration from Charles Darwin University. He also obtained a Specialist Qualification (SQ) in Insolvency issued by the Hong Kong Institute of Certified Public Accountants and a Diploma in International Business Valuation. Mr. Lau is currently an independent non-executive director of Huaxi Holdings Company Limited (stock code: 01689) and was an Executive Director and company secretary of Neptune Group Limited (stock code: 00070, formerly known as Mandarin Resources Corporation Limited and subsequently Massive Resources International Corporation Limited), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Ng Cheuk Lun (“Mr. Ng”)

Mr. Ng, aged 39, was nominated and appointed as an independent non-executive Director by the Shareholders on 9 October 2014. Mr. Ng is also the chairman of the remuneration committee, a member of the audit committee and nomination committee of the Board. Mr. Ng is a member of Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Ng has extensive experience in financial reporting for listed companies and public securities offering and mergers and acquisitions in Hong Kong and abroad. Mr. Ng is currently a practicing accountant at MN CPA Limited. Prior to joining MN CPA Limited, Mr. Ng worked at notable international accounting firms as well as multinational corporations in Hong Kong and Australia for over 13 years.

Biographical Information of Directors and Senior Management

Mr. Deng Shimin (“Mr. Deng”)

Mr. Deng, aged 58, was appointed as an independent non-executive Director by the Board on 19 April 2016. Mr. Deng is also a member of the audit committee and remuneration committee of the Board. Mr. Deng graduated from the Zhengzhou University with a Bachelor Degree in Economics in 1983. Mr. Deng holds a Master’s Degree in LLM awarded by the China University of Political Science and Law in 1997 and a PhD in Economics awarded by the Renmin University of China in 2003. Mr. Deng has extensive working experience and supervision in the financial industry. Mr. Deng was appointed as the President of the respective branches of the Bank of Communications in Zhengzhou and Tianjin during the years from 1991 to 2000. He was appointed as the Vice Chairman of China Everbright Bank Co., Ltd. in 2001. He was also the Chairman of the Board of Supervisors of China Everbright Securities Co., Ltd. (SHA: 601788) during the years from 2002 to 2003. Mr. Deng was the Vice President of the 5th and 6th Henan Institute of Finance, the 7th CPPCC member and executive director of China Youth Entrepreneurs Association and the committee member of the 7th People’s Political Consultation Committee of Henan Province. Currently in Australia, Mr. Deng is the beneficial owner of J & K Exports Pty Limited and JSMD Investments Pty Limited, and the chairman of The Federation of Henan Chamber of Commerce Australia Incorporated.

Mr. Huang Jian Wei (“Mr. Huang”)

Mr. Huang, aged 70, had been appointed as an independent non-executive Director and a member of the Audit Committee of the Board on 12 March 2015. Mr. Huang graduated from Tai Yuan Engineer College in China in 1970. He has extensive experience in business operations of the commercial bank and investment bank, in particular in the international finance and capital market. Mr. Huang has worked for national banks, private banks and private investment companies for many years in China. Mr. Huang had ceased to be a Director on 19 April 2016.

Biographical Information of Directors and Senior Management

COMPANY SECRETARY:

Ms. Li Shan Mui, Janice (“Ms. Li”)

Ms. Li was nominated and appointed as an independent non-executive Director by the Shareholders on 9 October 2014. Ms. Li resigned as an independent non-executive Director and was appointed by the Board as the company secretary of the Company, both with effect from 16 December 2014. Ms. Li graduated from University of Hertfordshire, United Kingdom with a degree of Bachelor of Arts in accounting. Ms. Li is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, a member of The Taxation Institute of Hong Kong and Certified Tax Adviser, Hong Kong. Ms. Li has over 11 years of experience in auditing, accounting, budgeting, financial analysis in local and international companies, and has over 6 years of experience in company secretarial, corporate governance and finance in listed company. Ms. Li was the company secretary of Global Energy Resources International Group Limited (Stock Code: 08192), the shares of which is listed on the Growth Enterprise Market of the Stock Exchange. Ms. Li tendered her resignation as the company secretary, the authorised representative and the chief financial officer of the Company with effect from 9 August 2017 to pursue other career opportunities.

Mr. Leung Kwok Fai Ben Rich (“Mr. Leung”)

Mr. Leung had been appointed as the company secretary and the authorised representative of the Company with effect from 9 August 2017. Mr. Leung is an associate member of The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators, United Kingdom. Mr. Leung has over 25 years of working experience in audit, accounting, corporate finance as well as listing compliance issues with public companies listed in Hong Kong. Since 2009, Mr. Leung has been the company secretary and the authorised representative of China Health Group Inc. (formerly known as Venturepharm Laboratories Limited, HK stock code: 08225), a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

Chairman's Statement

On behalf of the board of directors of Mayer Holdings Limited (the "Board"), I hereby present the audited results of Mayer Holdings Limited and its subsidiaries (the "Company" and collectively, the "Group") for the year ended 31 December 2016 (the "Year").

PROGRESS OF RESUMPTION

The shareholders of the Company (the "Shareholders") have been duly informed that the trading of the shares of the Company (the "Shares") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") had been suspended on 9 January 2012 pending the publication of announcements by the Company which was of price-sensitive in nature. Thereafter, the Stock Exchange placed the Company into the first and second delisting stage under the Practice Note 17 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") on 24 May 2016 and 24 November 2016, respectively. Before the end of the second delisting stage on 23 May 2017, the Company is required to provide a viable resumption proposal to address the stated resumption conditions. The Company has then engaged legal consultants and a financial adviser to address the matters in respect of the resumption of the trading of the Shares on the Stock Exchange.

Therefore, the principal business focus for the management of the Group in the Year is to prevent any further illegal actions that may be done by former management of Guangzhou Mayer Corporation Limited ("Guangzhou Mayer"), which is the only active operating subsidiary of the Company, contributing approximately 98% of the revenue of the Group for the year ended 31 December 2010. Without the cooperation of Guangzhou Mayer, the Company is unable to proceed the Group's audits for the past six years and subsequently, the submission of a viable resumption proposal to the Stock Exchange is impossible. In this regard, a number of legal actions have been taken by the Group against the former management of Guangzhou Mayer during the past two years. Moreover, a number of former directors of the Company and the minority shareholders of Guangzhou Mayer had also initiated legal proceedings against the Group in all possible aspects that they could figured out.

The summary of the Group's efforts in dealing with the obstacles of resumption during the Year is herewith provided in the section of business review of this report.

LOOKING FORWARD

2016 is inevitably a year of setback for the Group in respect of fulfilling the resumption conditions. Nevertheless, the management of the Group is determined to overcome the resistance force from former directors of the Company (the "Former Directors") and the current management of Guangzhou Mayer. We are confident in faith that our efforts would gain fair and just payoff and the Company will then be able to submit a viable resumption proposal to the Stock Exchange. Combining the wise brains inside the Group with external professional assistance, the legal efforts against all resistance will soon provide the ultimate victory to the Group.

Chairman's Statement

APPRECIATION

On behalf of the Group, I hereby express our sincere gratitude to all our staff and the external parties for their valuable support in helping the Company fight against its survival.

By order of the Board

Lee Kwok Leung
Chairman

REVIEW OF RESULTS

For the year ended 31 December 2016, the Group reported consolidated revenue of approximately RMB388,678,000 representing decrease of 7.51% over last year. Gross profit margin was 13.6% compared to last year's 9.1%. Profit attributable to owners of the Company was approximately RMB14,825,000, compared with last year's loss of approximately RMB8,546,000. Profit per share for the year was RMB1.60 cents versus last year loss per share RMB0.92 cents.

BUSINESS REVIEW

The primary business focus for the management of the Group in the year of review is still the publication of all outstanding financial results. In this regard, a number of legal actions have been taken by the Group during the past two years. The progress and the latest updates of those legal efforts, together with all other material information of the Company, had been disclosed in details by the Company's prompt announcements during the financial year under review and the monthly periodic announcements since May 2015.

Up to the date of this report, the only active operating subsidiary of the Company is still Guangzhou Mayer, which is a manufacturer and distributor of steel pipes, steel sheets and other metal products in the PRC. The market territories of Guangzhou Mayer include the domestic sales of the steel products in the PRC and the indirect export distribution. The Company indirectly holds 81.4% equity interest in Guangzhou Mayer through Bamian Investments Pte Limited, a direct wholly-owned subsidiary of the Company incorporated in Singapore. The Group's effective interest in Guangzhou Mayer is 81.4%.

To help the Company understand the latest development of the project of the Dan Tien Port in Vietnam (the "Dan Tien Port Project", 越南民進港項目), the auditor of the Company (the "Auditor") commenced the audit procedures in early 2015 in Vietnam over the financial data of the Dan Tien Port Project for the respective financial years ended at 31 December 2011, 31 December 2012, 31 December 2013 and 31 December 2014. Although the Auditor had completed the audit works on the Dan Tien Port Project in April 2016, the Auditor was not able to issue an auditor report at the level of a subsidiary of the Company due to a number of uncertainties which had been fully disclosed in the Company's periodic announcement dated 3 May 2016.

On 4 March 2016, the Stock Exchange issued a letter to the Company informing that the Stock Exchange has placed the Company into the first delisting stage (the "First Delisting Stage") under Practice Note 17 to the Listing Rules. The First Delisting Stage will expire on 23 September 2016 and the Company was required to submit a viable resumption proposal to the Stock Exchange at least 10 business days before the First Delisting Stage expires (that is, 8 September 2016) to address the resumption conditions. On 8 April 2016, the Company submitted to the listing committee of the Stock Exchange (the "Listing Committee") an application for a review of the decision of the First Delisting Stage pursuant to Rule 2B.06(1) of the Listing Rules and the review hearing was arranged and held on 17 May 2016. Thereafter, the Listing Committee informed the Company on 24 May 2016 of the conclusions of the review hearing that the decision of the First Delisting Stage had been upheld. The Company has then engaged legal consultants and a financial adviser to address the matters in respect of the resumption of the trading of the Shares on the Stock Exchange.

Management Discussion and Analysis

On 7 March 2016, the Company was notified by the Securities and Futures Commission (the “SFC”) that it had commenced proceedings in the Market Misconduct Tribunal (the “MMT”) against (i) the Company for failing to disclose price sensitive information as soon as reasonably practicable; and (ii) the nine former Directors and the former company secretary and financial controller of the Company for their reckless or negligent conduct causing the alleged breach by the Company of the provisions of the statutory corporate disclosure regime. The details of the proceedings in the MMT had been disclosed in the Company’s announcement dated 14 March 2016.

On 30 June 2016, the SFC (also, the “Petitioner”) served the Company and its three former Directors a sealed copy of petition (the “Petition”) filed in the High Court of Hong Kong under Miscellaneous Proceedings numbered 1673 of 2016. Pursuant to the Petition, the three former Directors had conducted in a manner involving defalcation, misfeasance or misconduct towards the Company and/or unfairly prejudicial to its members or part of its members under the Securities and Futures Ordinance, and in particular, in causing the Company to commit to the alleged wrong-doing transactions, the three former Directors had failed to perform their duties owed to the Company with care, skill, and competence in matters concerning the Company’s financial position, due diligence and assessment of contractual integrity. The Petitioner thereby asked the court to grant disqualification orders and orders against the three former Directors and other parties at fault for seeking recovery of compensation or damage for the loss and damage suffered by the Company as a result of their breach of director’s duties under the common law. The details of this legal action had been disclosed in the Company’s announcement dated 4 July 2016.

On 24 November 2016, the Stock Exchange issued a letter to the Company that the Stock Exchange has placed the Company in the second delisting stage (the “Second Delisting Stage”) under Practice Note 17 to the Listing Rules. The Second Delisting Stage will expire on 23 May 2017 and the Company should submit a viable resumption proposal to the Stock Exchange at least 10 business days before the Second Delisting Stage expires (that is, 8 May 2017) to address the resumption conditions.

PRODUCTION AND SALES

The revenue from indirect export sales of steel products in the PRC during the year was approximately RMB120,699,000, representing decrease of approximately 33.2% compared with approximately RMB180,587,000 for the last year. The market for indirect export sales in the PRC continued to be the core market for the Group’s steel segment.

The revenue from domestic sales of steel products in the PRC during the year was approximately RMB259,028,000, representing a increase of approximately 11.5% compared with approximately RMB232,267,000, for the last year.

The revenue from direct export sales of steel products outside the PRC and Vietnam during the year was approximately RMB8,951,000 representing an increase of approximately 21.4% while it was approximately RMB7,371,000 for the last year.

Management Discussion and Analysis

GROSS PROFIT

The Group recorded a gross profit of approximately RMB52,830,000 for the year, with a gross profit margin of approximately 13.6%, compared with the gross profit of approximately RMB38,416,000 and a gross profit margin of approximately 9.1% for the last year.

This was mainly attributable to the decrease in the material cost for the year of 2016.

OPERATING EXPENSES

The total operating expenses of the Group for the year were approximately RMB50,167,000, of which approximately RMB16,640,000 in distribution costs, RMB33,191,000 in administrative expenses and RMB336,000 in other operating expenses, accounting for approximately 4.3%, 8.5%, and 0.1% of revenue respectively while the amounts for the last year were approximately RMB16,799,000, RMB34,743,000, and RMB874,000 respectively, accounting for approximately 4.0%, 8.3%, and 0.2% respectively. The decrease in operating expenses was mainly attributable to the decrease in legal and professional fees for the year 2016.

FINANCE COSTS

During the year, the Group's incurred approximately RMB4,000,000 in finance costs, compared with approximately RMB2,678,000 for the last year. The Group relied on bank borrowings to finance its trading activities, the increase in finance costs paid during the year was mainly due to the increase in interest rates.

FINANCIAL RESOURCES AND TREASURY POLICIES

The Group continues to adhere to prudent treasury policies. The Group continued to insure against major receivables in order to lower the risks of credit sales and to ensure that funds would be recovered on a timely basis, hence fulfilling the requirements for debt repayments and working capital commitments.

As at 31 December 2016, the Group had bank deposits and cash balances of approximately RMB142,379,000.

The Group had net current assets of approximately RMB155,116,000 as at 31 December 2016 as compared with RMB135,059,000 as at 31 December 2015. The current ratio (current assets divided by current liabilities) changed to approximately 1.96 as at 31 December 2016 from 2.11 as at 31 December 2015.

The Group had a total of approximately RMB93,867,000 financing facilities from banks were available as at 31 December 2016, approximately RMB73.0 million had been drawn down to finance the Group's working capital purposes and capital expenditures.

The debt-to-equity ratio (total liabilities divided by total capital) as at 31 December 2016 was approximately 77.1% while it was 63.5% as at 31 December 2015. Current portion of borrowings accounted for approximately 19.7% and 11.3% of the total assets of the Group as at 31 December 2016 and 31 December 2015, respectively.

Management Discussion and Analysis

CASH FLOW

For the year, the Group generated net cash inflow of RMB21,242,000 from its operating activities, as compared to net cash inflow of approximately RMB51,453,000 for the last year. The decrease in net cash inflow from operating activities was primarily due to the increase in inventories. Net cash inflow of approximately RMB12,430,000 was from investing activities for the year, mainly resulted from dividend income. Net cash inflow of approximately RMB32,389,000 was from financing activities, mainly resulted from net proceed of bank borrowings. Banks deposits and cash balances as at 31 December 2016 amounted to approximately RMB142,379,000, mainly denominated in Renminbi (“RMB”), US dollars and HK dollars.

FOREIGN EXCHANGE EXPOSURES

As most of the Group’s monetary assets and liabilities are denominated in RMB, US dollars and HK dollars and those currencies remained relatively stable during the year, the Group was not exposed to any significant foreign exchange risk. In general, it is the Group’s policy for each operating entity to borrow in local currencies, where necessary, to minimize currency risk.

CHARGE ON GROUP ASSETS

As at 31 December 2016, no assets were pledged to banks for securing banking or other financing facilities granted to the Group.

CONTINGENT LIABILITIES

The Group has contingent liabilities in connection to the following litigations outstanding up to the date of this report:

1. In January 2012, the Group commenced litigation against Make Success Limited (“Make Success”) and certain parties (the “Defendants”) involved in the acquisition of Yield Rise Limited (“Yield Rise”) to claim for the damages and rescission of the agreement for breach of the agreement and misrepresentation made by them and repayment of consideration. The Group is negotiating with the Defendants for the settlement of the claims and proposes to enter a settlement deed with Make Success to resolve the matter of Yield Rise. Pursuant to the draft settlement deed, the Agreement shall be rescinded. Make Success shall (i) return the consideration shares to the Company and (ii) surrender the promissory notes and convertible bonds. The Company shall return the shares in Yield Rise to Make Success. Therefore, the Directors consider that the investment in Yield Rise Group, the promissory notes and convertible bonds were not recognised in the consolidated financial statements.

Management Discussion and Analysis

2. On 4 August 2014, Mr. Lai Yueh-Hsing, a former Director, filed a Winding Up Petition dated 29 July 2014 against the Company under the Grant Court of Cayman Islands (“Grant Court”) to demand for the repayment of loan of HK\$11,030,000 due to him. The Group acknowledged the loan was owing to him. On 7 November 2014 and judgment was handed down by Grant Court to dismiss the petition. Subsequently an appeal against the decision of the Grant Court was filed by Mr. Lai Yueh-Hsing. On 19 October 2017, the Company filed an application to strike out the appeal to the Cayman Islands Court of Appeal. The hearing of the Cayman Islands Court of Appeal was held on 15 November 2017 and order that both the appeal filed by Mr. Lai Yueh-Hsing and the Company be dismissed. Therefore, it is the opinion of the Directors that the outcome will not have a material impact on the Group’s financial position.
3. Guangzhou Mayer, a subsidiary of the Company, had received a notice dated 6 December 2017 from the Intermediate Court of Guangzhou Municipality, Guangdong Province (the “Intermediate Court”) that the Intermediate Court had received the application of the winding up petition against Guangzhou Mayer filed by Wealth & Health Investments Limited and Taishun Industrial (Inner Mongolia) Food Co., Limited. The Intermediate Court has not decided the date for hearing of the said winding up petition. According to legal advice, the winding up petition against Guangzhou Mayer do not meet the conditions required by the relevant laws. The Directors believe that the application of the winding up petition will be strike out by Intermediate Court.
4. On 29 March 2012, writs of summons were issued by Capital Wealth Finance Company Limited and Capital Wealth Corporation Limited against the Company to claim the sum of HK\$15,500,000 plus relevant legal costs incurred/to be incurred. The Company intends to contest the claim. In the Directors’ opinion, the ultimate liability, if any, will not have a material impact on the Group’s financial position.

EMPLOYMENT, TRAINING AND DEVELOPMENT

As at 31 December 2016, the Group had total of 342 employees. Total staff costs for the year ended 31 December 2016 were approximately RMB42,330,000, including retirement benefits cost of approximately RMB6,309,000. Remuneration packages of the Group are maintained at a competitive level to attract, retain and motive employees and are reviewed on a periodic basis.

The Group always maintains good relation with its employees and is committed to employee training and development on a regular basis to maintain the quality of our products. In addition, the Company’s share option scheme had expired on 24 May 2014 and no option had ever been granted under the scheme since its adoption on 24 May 2004. The Board would consider a new share option scheme to be approved by the Shareholders after the Shares have been resumed trading on the Stock Exchange.

OUTLOOK

After the replacement of former management of Guangzhou Mayer in 2017, the new management of Guangzhou Mayer started to implement comprehensive management, and undertake market restructuring and repositioning. The development of carbon steel cutting, steel pipe and stainless steel pipe businesses have moved onto a steady development track.

Focusing on the businesses in relation to the steel sheets used in motor vehicles and the steel pipes used in motor vehicles as well as stainless steel drinking water pipes, Guangzhou Mayer adjusted its marketing strategies based on the actual situation in response to the market. Striving for creation, improvement and perfection, we aim to expand our market share and enhance the value of our products.

Looking ahead to 2018, we will continue to proceed with our steel processing and distribution business (including carbon steel cutting) and to better serve the existing customers. Meanwhile, we will explore new customers by leveraging on our existing advantages and boost sales through developing new domestic resources for steel plants. We strive to enhance our carbon steel pipe production ability, expand the business of pipes used in motor vehicles and gradually phase out from our low-end pipe business, enhancing the profitability of pipe business. We will actively promote the stainless steel drinking water pipe business by expanding its sales volume through integrating distribution channels, and foster regional direct sales channel at the same time. First, we will strenuously explore the direct sales market for stainless steel pipe materials and pipe fittings in Southern China so as to increase profit. In addition, we will actively seek for new projects that suit the need for corporate development in order to create new growth engines for the Group.

Nowadays, there is worldwide optimism about the PRC's future economic development. The pace of China's economic growth has remained in a reasonable range for years, demonstrating a development trend of growth amidst stability. The successful convention of the "19th National Congress of the CPC" has directed the future economic development of China and is going to pose significant impact on the global economy. Locating in the region of Pearl River Delta, one of the most prosperous regions of China, Guangzhou Mayer has unique advantages and we are confident of Guangzhou Mayer's future development. Stemming from 2017, we will strive to realize our business objectives in 2018, including a 16% growth in carbon steel cutting business, a 20% growth in stainless steel pipe business and a 10% growth in carbon steel pipe business, with more than 1,000 tonnes sales of motor vehicle steel pipes.

With its ability, wisdom and determination and with an unwavering focus on economic benefits, the management of Guangzhou Mayer is committed to optimizing the product structure and developing new products of competitiveness, enhancing product value and increasing customer satisfaction, seizing every opportunity that is beneficial to the Company's development and generating the best return to society, shareholders and investors.

Corporate Governance Report

The Company recognizes the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to identify and formalize the best corporate governance practices appropriate to the needs of its business. The Company's corporate governance practices are based on the principles ("Principles") and the code provisions ("Code Provisions") as set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 of the Listing Rules.

The existing Board has reviewed the Company's corporate governance practices for the financial year ended 31 December 2016 (the "Year"), and has formed the opinion that the Company was unable to ensure compliance of certain of the then provisions of the CG Code for the Financial Year. Such non-compliance is set out in the table below:

The then code provision	Reason for the non-compliance and improvement actions took or to be taken
A.1.8	No insurance cover was arranged for the Year. The Company will arrange insurance cover immediately upon the resumption of trading of the Company's shares.
A.2.5	The Company was not in compliance with certain code provisions as set out in the CG Code for the Year. The existing Chairman has confirmed that he will take active action to improve and monitor the corporate governance practice of the Group.
A.4.2	No general meeting was held during the Year. Therefore, no Directors have been subject to retirement and re-election by the Shareholders at the general meeting. General meeting will be held in due course for the retirement and re-election of Directors.
C.1.5	Due to change of auditor, there were no annual and interim results of the Group for the Year presented to regular Board meetings for approval.
C.2.3, C.2.4, C.2.5	The Company did not conduct an annual review on the effectiveness of internal control systems of the Group during the Year. However, the Company has appointed an independent professional adviser to assist the Board to carry out an internal control review of the Group.
E.1.1, E.1.2, E.1.3, E.2.1	No general meeting was held during the Year. General meeting of the Company will be arranged in due course.

BOARD OF DIRECTORS

As at 31 December 2016, the Board consisted of three executive Directors and five non-executive Directors (of whom three are independent). The independent non-executive Directors are all experienced individuals from a range of industries and geographies. Their mix of professional skills and experience is an important element in the proper functioning of the Board and in ensuring a high standard of objective debate and overall input to the decision-making process.

The biographical details of the Directors and senior management are provided on pages 2 to 6 of this report.

THE BOARD AT WORK

The Board is accountable to Shareholders for the activities and performance of the group. The Board has reserved for its decision or consideration matters covering corporate strategy, annual and interim results, directors' appointment, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters.

During the year ended 31 December 2016, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

All independent non-executive Directors has confirmed to the company that they are independent in accordance with the independence guidelines set out in the Listing Rules for the Year.

Non-executive Directors are not appointed for a specific term although in practice they are subject to retirement on rotation and re-election at the Company's annual general meetings pursuant to the Company's Articles of Association.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Lee Kwok Leung, executive Director, was the chairman of the Company, responsible for the leadership and effective running of the Board, ensuring that all material issues were decided by the Board in a conductive manner. Mr. Lee Kwok Leung was also responsible for running the Group's business and effective implementation of the strategies of the Group. There is no chief executive of the Company.

DIRECTORS' TRAINING

According to the code provision A.6.5 of the Code, all directors should participate in a programme of continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant. The Company should be responsible for arranging and funding training, placing an appropriate emphasis on the roles, functions and duties of the Directors.

Corporate Governance Report

The Company had received from each of the Directors' confirmations on taking continuous professional training.

COMPANY SECRETARY

Ms. Li Shan Mui, Janice was the company secretary of the Company from 9 October 2014 and resigned on 9 August 2017. Ms. Li is a member of the Hong Kong Institute of Certified Public Accountant and fellow member of both the Association of Chartered Certified Accountants and The Taxation Institute of Hong Kong and Certified Tax Adviser, Hong Kong. Ms. Li has over 11 years of experience in auditing, accounting, budgeting, financial analysis in local and international companies, and has over 6 years of experience in company secretarial, corporate governance and finance in listed company.

COMMITTEES

The monitoring and assessment of certain governance matters are allocated to three committees which operate under defined terms of reference. The composition of the committees during the Financial Year is set out in the table below.

Directors	Audit Committee	Remuneration Committee	Nomination Committee
Executive director			
Mr. Lee Kwok Leung		C	
Mr. Xu Li Di			
Mr. Lin Jin He			
Non-executive directors			
Mr. Li Deqiang (resigned on 7 April 2017)		M	M
Mr. Xia Liang Bing (appointed on 18 September 2015)			
Independent non-executive directors			
Mr. Ng Cheuk Lun	M	M	C
Mr. Lau Kwok Hung	C	M	M
Mr. Huang Jian Wei (resigned on 16 April 2016)			
Mr. Deng Shimin (appointed on 16 April 2016)	M	M	

Note:

C Chairman of the relevant Board
M Member of the relevant Board

Corporate Governance Report

Audit Committee

The Audit Committee is comprised of three independent non-executive directors who together have substantial experience in the fields of accounting, business, corporate governance and regulatory affairs.

The committee is responsible for monitoring the reporting, accounting, financial and control aspects of the executive management's activities. It has full access to the Group's chief financial officer to hear directly any concerns of the internal audit department that may have arisen during the course of the department's work.

The committee also monitors the appointment and function of the Group's external auditor.

Remuneration Committee

The Remuneration Committee was established on 22 August 2005 and is comprised of 1 independent non-executive director, 1 non-executive director and 1 executive director (as the Committee Chairman). The committee determines the compensation structure and rewards for the chief executive officer and other executive directors and monitors the policies being applied in remunerating other senior executives in the Group. In addition, it has responsibility for reviewing and making appropriate recommendations to the Board on management development and succession plans for executive directors and senior management levels.

The fundamental policy underlying the Company's remuneration and incentive schemes is to link total compensation for senior management with the achievement of annual and long-term performance goals.

By providing total compensation at competitive industry levels for delivering on-target performance, the Company seeks to attract, motivate and retain key executives essential to its long-term success. Senior management incentive schemes include any equity component that is designed to align the long-term interest of management with those of shareholders.

Nomination Committee

The Nomination Committee was established on 22 August 2005 and is now comprised of 2 independent non-executive directors and 1 non-executive director (as the Committee Chairman).

The committee is responsible for the identification and evaluation of candidates for appointment or reappointment as a director, as well as the development and maintenance of the Group's overall corporate governance policies and practices.

BOARD AND COMMITTEE ATTENDANCE

The Directors' attendance record during the Financial Year is as follows:

	Board meetings	Audit committee meetings	Nomination committee meetings	Remuneration committee meetings
<i>Executive Directors:</i>				
Mr. Lee Kwok Leung	19/19			
Mr. Xu Lidi	19/19			
Mr. Lin Jinhe	19/19			
<i>Non-executive Directors:</i>				
Mr. Li Deqiang	19/19			
Mr. Xia Liang Bing	19/19			
<i>Independent non-executive Directors:</i>				
Mr. Lau Kwok Hung	19/19	1/1	1/1	1/1
Mr. Ng Cheuk Lun	19/19	1/1	1/1	1/1
Mr. Deng Shimin	10/19	1/1		
Mr. Huang Jian Wei	03/19		1/1	1/1

During the Financial Year, no annual general meeting was held.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for ensuring that an adequate system of internal controls is maintained within the Group, and for reviewing its effectiveness through the Audit Committee.

The internal control system, which includes a defined management structure with specified limits of authority, is designed to (a) help the achievement of business objectives, and safeguard the Group's assets; (b) ensure proper maintenance of accounting records; and (c) ensure compliance with relevant legislation and regulations.

The internal control system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage, but not to eliminate, risks of failure in achieving the Group's objectives. The processes to identify and manage key risks to the achievement of the Group's strategic objectives are an integral part of the internal control environment. Such processes include strategic planning, the appointment of senior management, the regular monitoring of performance, control over capital expenditure and investments and the setting of high standards and targets for safety, health and environmental performance.

The management maintains and monitors the system of controls on an ongoing basis.

Corporate Governance Report

The Company did not conduct an annual review on the effectiveness of the internal control systems of the Group during the year ended 31 December 2016. However, the Company has appointed Pan-China (H.K.) CPA Limited as an independent professional adviser on 18 September 2017 to assist the Board to carry out an internal control review of the Group.

EXTERNAL AUDITOR

The Company's independent external auditor is ZHONGHUI ANDA CPA Limited. The Audit Committee is responsible for considering the appointment of the external auditor and also reviews any non-audit functions performed by the external auditor for the Group. In particular, the Committee will consider, in advance of them being contracted for and performed, whether such non-audit functions could lead to any potential material conflict of interest. During the Year, the total remuneration in respect of services provided by ZHONGHUI ANDA CPA Limited amounted to RMB684,518, of which RMB556,518 was incurred for statutory audit and RMB128,000 was incurred for non-audit services which mainly included other professional services.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company uses a number of formal communications channels to account to Shareholders for the performance of the Company. These include the annual report and accounts, the interim report, periodic company announcements made through the Stock Exchange, as well as through the annual general meeting. The Company aims to provide its shareholders and potential investors with high standards of disclosure and financial transparency. In order to provide effective disclosure to investors and potential investors and to ensure they all receive equal access to the same information at the same time, information considered to be of a price sensitive nature is released by way of formal public announcements as required by the Listing Rules. The Company also welcomes comments and questions from Shareholders at its annual general meeting.

DIRECTORS' SECURITIES TRANSACTIONS

The Company was able to ensure the Directors were compliance with the Model Code as set out in Appendix 10 of the Listing Rules.

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The existing Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other financial disclosures required under the Listing Rules and other regulatory requirements. The directors acknowledge their responsibility for preparing the financial statements of the Company for the Financial Year.

The statement of the external auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 29 to 33.

SHAREHOLDER RIGHTS

In accordance with the Article 68 of the Articles of Association of the Company, 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 have the right, by written requisition to the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Shareholders may send their enquiries and concerns, in written form, to the Board by addressing them to the Board at 21/F, No. 88 Lockhart Road, Wanchai, Hong Kong. Shareholders may also make enquiries to the Board at the general meetings of the Company. In addition, Shareholders can contact Computershare Hong Kong Investor Services Limited, the share registrar of the Company in Hong Kong, if they have any enquiries about their shareholdings and entitlements to dividend.

Report of the Directors

The Directors present their annual report and the audited financial statements of the Group for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in note 35 to the consolidated financial statements.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 11 to the consolidated financial statements.

RESULTS

The Group's result for the year ended 31 December 2016 and the state of affairs of the Group at that date are set out in the consolidated financial statements on pages 34 to 88.

SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group for the last five years is set out on page 89.

BUSINESS REVIEW

Details of business review during the Year are set out in section "Business Review" on page 9 to page 10 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 18 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 29 to the consolidated financial statements.

SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 December 2016 are set out in note 35 to the consolidated financial statements.

Report of the Directors

RESERVES

Details of movements of the reserves of the Company and the Group during the year are set out in note 30 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVE

Distributable reserves of the Company at 31 December 2016 amounted to RMB30,972,000 (2015: RMB37,732,000).

PRE-EMPTIVE RIGHTS

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

MAJOR CUSTOMERS AND SUPPLIERS

The largest and the five largest customers accounted for 8.6% and 27.7% of the Group's total revenue for the year, respectively. The largest and the five largest suppliers accounted for 65.2% and 78.0% of the Group's purchases for the year, respectively. None of the directors, their associates or any shareholders of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

SHARE OPTION SCHEME

The Company's share option scheme had expired on 24 May 2014 and no option had ever been granted under the scheme since its adoption on 24 May 2004. The Board would consider a new share option scheme to be approved by the Shareholders for the purpose of providing incentives and rewards to eligible participants when all necessary prerequisites are available after the Shares have been resumed trading on the Stock Exchange.

PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed shares.

Report of the Directors

DIRECTORS

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

Executive directors

Mr. Xu Lidi
Mr. Lee Kwok Leung
Mr. Lin Jinhe

Non-executive directors

Mr. Li Deqiang	(resigned on 7/4/2017)
Mr. Xia Liang Bing	(appointed on 18 September 2015 and resigned on 17 August 2017)
Mr. Wang Dongqi	(appointed on 9/8/2017)

Independent non-executive directors

Mr. Ng Cheuk Lun	
Mr. Lau Kwok Hung	
Mr. Deng Shimin	(appointed on 19/4/2016)
Mr. Huang Jian Wei	(resigned on 19/4/2016)

In accordance with article 112 of the Company's Articles of Association, each of Mr. Ng Cheuk Lun, Mr. Lau Kwok Hung, Mr. Xu Lidi, Mr. Deng Shimin, Mr. Lee Kwok Leung and Mr. Lin Jinhe will retire by rotation at the forthcoming annual general meeting and being eligible, will offer himself for re-election. In accordance with article 95 of the Company Articles of Association, Mr. Wang Dongqi will retire by rotation at the forthcoming annual general meeting and being eligible, will offer himself for re-election.

DIRECTORS AND SENIOR MANAGEMENT'S BIOGRAPHIC

Biographical details of the Directors and senior management of the Group are set out on pages 2 to 6.

EMOLUMENTS OF DIRECTORS

Details of the emoluments of the Directors of the Group are set out in note 15 to the consolidated financial statements.

RETIREMENT BENEFIT SCHEME

Details of the retirement benefit schemes of the Group and the staff costs charged to the consolidated statement of profit or loss for the year are set out in notes 14 and 28 to the consolidated financial statements.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for an initial term of one year commencing from their respective dates of appointment and shall continue thereafter from year to year until and unless terminated by either party by giving to the other party not less than three months' prior written notice. Each of the non-executive Directors and independent non-executive Directors has entered into a service agreement with the Company for an initial term of one year commencing from their respective dates of appointment and shall continue thereafter from year to year until and unless terminated by either party by giving to the other party not less than three months' prior written notice. Save as disclosed above, no Directors proposed for re-election at the forthcoming annual general meeting has a service agreement with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation. The Company has received from each of its independent non-executive Directors an annual confirmation of his independence in 2013 pursuant to Rule 3.13 of the Listing Rules and as at the date of this report, the Company still considers the independent non-executive Directors to be independent.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company and the Group was entered into or existed during the year.

DIRECTORS' INTERESTS IN CONTRACTS

Saved as disclosed in note 34 to the consolidated financial statements, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

INTERESTS AND SHORT POSITIONS OF THE DIRECTORS AND CHIEF EXECUTIVES OF THE COMPANY

As at 31 December 2016, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (the "SFO") (including interests and short positions which they have taken, or deemed to have taken under such provisions), or which were required, pursuant to section 352 of the SFO, to be entered in the register

Report of the Directors

required to be kept therein, or which were required pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

Name	Note	Capacity and nature of interest	No. of ordinary shares held	Percentage of Company's issued share capitals
Lee Kwok Leung	(1)	Interest of controlled corporation Beneficial owner	71,588,000	7.72%
Lin Jinhe	(2)	Interest of controlled corporation Beneficial owner	100,000,000	10.78%

Note 1: By virtue of the Provisions 7 and 8 of Part XV of the SFO, Mr. Lee Kwok Leung, an executive Director ("Mr. Lee"), was deemed to be interested in 71,588,000 Shares, of which (a) 24,588,000 Shares, representing approximately 2.65% of the issued Shares, were held by Capital Wealth Finance Company Limited, a licensed money lender under the Money Lenders Ordinance of Hong Kong ("Capital Finance"), which was wholly owned by Mr. Lee; and (b) 47,000,000 Shares, representing approximately 5.07% of the issued Shares, were sought to be recovered from the defendants of the legal action numbered HCA 686/2012. On 24 August 2016, Capital Finance was ordered to be wound up by the Court of First Instance and the Official Receiver had been constituted provisional liquidator of the affairs of Capital Finance. As a result, the above-mentioned legal action of HCA 686/2012 was still pending at the date of this report.

Note 2: As at the date of this report, 100,000,000 Shares, representing approximately 10.78% of the issued Shares, were held by Bumper East Limited, a company wholly owned by Mr. Lin Jinhe who is an executive Director ("Mr. Lin"). By virtue of the Provisions 7 and 8 of Part XV of the SFO, Mr. Lin was deemed to be interested in the 100,000,000 Shares held by Bumper East Limited.

Save as disclosed above, as at 31 December 2016, none of the Directors or chief executives of the Company nor their respective associates, had any interests and short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken, or deemed to have taken under such provisions), or which were required, pursuant to section 352 of the SFO, to be entered in the register required to be kept therein, or which were required pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules to be notified to the Company and the Stock Exchange, and none of the directors or chief executives, or their respective spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such rights at any time during the year.

Report of the Directors

SUBSTANTIAL SHAREHOLDERS

So far as the Directors are aware, the person/entity (not being a director or a chief executive of the Company) who has interests or short positions in the Shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part IV of the SFO, were as follows:

Long positions in the share capital of the Company

Name	Note	Capacity and nature of interest	No. of ordinary shares held	Percentage of Company's issued share capitals
Aspial Investment Limited	(3)	Beneficial owner	100,000,000	10.78%
Bumper East Limited	(2)	Beneficial owner	100,000,000	10.78%
Make Success Limited	(4)	Beneficial owner	236,363,636	25.48%
Valley Park Global Corporation	(5)	Beneficial owner	46,640,000	5.03%

Note 3: Aspial Investment Limited ("Aspial") is wholly-owned by Mr. Chen Wei ("Mr. Chen"). By virtue of the SFO, Mr. Chen is deemed to be interested in the 100,000,000 Shares held by Aspial. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, both Aspial and Mr. Chen are independent third parties to the Group as defined under the Listing Rules and are also not a party acting in concert with any of the Shareholders.

Note 4: Make Success is wholly owned by Mr. Zhang Xinyu ("Mr. Zhang"). By virtue of the SFO, Mr. Zhang is deemed to be interested in the 236,363,636 Shares held by Make Success. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, both Mr. Zhang and Make Success are independent third parties to the Group as defined under the Listing Rules and are also not a party acting in concert with any of the Shareholders.

Note 5: Valley Park Global Corporation ("Valley Park") is wholly owned by Mr. Liu Qiong ("Mr. Liu"). By virtue of the SFO, Mr. Liu is deemed to be interested in the 115,200,000 Shares held by Valley Park. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, both Mr. Liu and Valley Park are independent third parties to the Group as defined under the Listing Rules and are also not a party acting in concert with any of the Shareholders.

Save as disclosed above, as at 31 December 2016, the Directors are not aware of any other person/entity (not being a director or a chief executive of the Company) who has interests or short positions in the Shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part IV of the SFO, or who is directly or indirectly interested in 10% or more of the shares of the Company or equity interest in any member of the Group representing 10% or more of the equity interest in such company.

Report of the Directors

DIRECTORS' RIGHT TO ACQUIRE SHARES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any directors, supervisors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at 31 December 2016.

CORPORATE GOVERNANCE

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

AUDITOR

The consolidated financial statements for the year have been audited by ZHONGHUI ANDA CPA Limited. A resolution re-appoint the retiring auditor, ZHONGHUI ANDA CPA Limited will be put at the forthcoming Annual General Meeting.

By order of the Board
Lee Kwok Leung
Chairman



TO THE SHAREHOLDERS OF MAYER HOLDINGS LIMITED

美亞控股有限公司

(Incorporated in the Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Mayer Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 34 to 88, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements and whether the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

1 Opening balances and corresponding figures

Our audit opinion on the consolidated financial statements of the Group for the year ended 31 December 2015, which forms the basis for the corresponding figures presented in the current year's consolidated financial statements, was disclaimed because of the significance of the possible effect of the limitations on the scope of our audit, details of which are set out in our auditor's report dated 9 April 2018.

There were no satisfactory audit procedures to ascertain the existence, accuracy, presentation and completeness of certain opening balances and corresponding figures (as further detail explained in the following paragraphs) shown in the current year's consolidated financial statements.

Independent Auditor's Report

2 Unconsolidation of Yield Rise Limited

As stated in note 32(a) to the consolidated financial statements, due to the dispute between Make Success Limited ("Make Success") and the Company in connection with the acquisition of Yield Rise Limited ("Yield Rise") and its subsidiaries ("Yield Rise Group"), the financial statements of Yield Rise Group have not been consolidated in the Group's consolidated financial statements for the year ended 31 December 2016 and 2015. In addition, the promissory notes and convertible bonds issued for the acquisition were not recognised in the consolidated financial statements.

Under Hong Kong Financial Reporting Standard 10 "Consolidated Financial Statements" ("HKFRS 10"), the Company should consolidate Yield Rise Group if the Company has power to control Yield Rise Group to affect the return from them. We have not been able to obtain sufficient appropriate audit evidence to assess (i) whether the Company has control over Yield Rise Group; and (ii) the validity of the promissory notes and convertible notes. We are unable to determine whether there is an departure from HKFRS 10 and the promissory notes and convertible notes as mentioned in note 32(a) should be recognised in the Group's consolidated financial statements.

3 Available-for-sale financial assets

As stated in note 21 to the consolidated financial statements, the investment in 29.85% equity interest in Vietnam Mayer Company Limited ("Vietnam Mayer") of approximately RMB11,766,000 is recognised as available-for-sale financial assets and stated at cost for the years ended 31 December 2016 and 2015. We have not been able to obtain sufficient appropriate audit evidence to assess whether the Group has significant influence in Vietnam Mayer. Therefore, we are unable to determine whether Vietnam Mayer should be recognised as an associate and accounted for using equity method of accounting and the dividend income from Vietnam Mayer of approximately RMB13,772,000 should be charged in consolidated profit or loss. In addition, we have not been able to obtain sufficient appropriate audit evidence as to the accuracy of its carrying amount.

4 Limited accounting books and records of the Group

Due to the insufficiency of supporting documentation and explanations for accounting books and records in respect of a subsidiary of the Company, Guangzhou Mayer Corporation Limited ("Guangzhou Mayer") for the year ended 31 December 2015, we were unable to carry out audit procedures to satisfy ourselves as to whether the cost of sales and depreciation charged of RMB300,290,000 and RMB818,000, respectively, for the year ended 31 December 2016 and the following income and expenses for the year ended 31 December 2015 and the certain assets and liabilities as at 31 December 2016 and 2015,

Independent Auditor's Report

and the segment information and other related disclosure notes in relation to the Group, as included in the consolidated financial statements of the Group, have been accurately recorded and properly accounted for in the consolidated financial statements:

Income and expenses for the years ended 31 December:

	2015
	<i>RMB'000</i>
Revenue	420,225
Cost of sales	<u>(381,809)</u>
Gross profit	38,416
Other income	6,742
Other net income	1,994
Distribution costs	(16,799)
Administrative expenses	(25,977)
Other operating expenses	<u>(874)</u>
Profit from operation	3,502
Finance cost	<u>(1,861)</u>
Profit before taxation	1,641
Income tax expense	<u>-</u>
Profit for the year	<u><u>1,641</u></u>

Assets and liabilities as at 31 December:

	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
Non-current assets		
Property, plant and equipment	<u>5,464</u>	<u>6,282</u>
Current assets		
Inventories	<u>6,418</u>	<u>44,388</u>
NET ASSETS	<u><u>11,882</u></u>	<u><u>50,670</u></u>

Independent Auditor's Report

5 Commitments and contingent liabilities

Due to the insufficiency of supporting documentation and explanations for accounting books and records as mentioned in point 2 above, no sufficient evidence has been provided to satisfy ourselves as to the existence and completeness of the disclosures of commitments and contingent liabilities as at 31 December 2015.

6 Related party transactions and disclosures

Due to the insufficiency of supporting documentation and explanations for accounting books and records as mentioned in point 2 above, no sufficient evidence has been provided to satisfy ourselves as to the existence and completeness of the disclosures of the related party transactions for the year ended 31 December 2015 and the related party balances as at 31 December 2015 as required by Hong Kong Accounting Standard 24 (revised) "Related Party Disclosures".

Any adjustments to the figures as described from points 1 to 6 above might have significant consequential effects on the Group's results and cash flows for the years ended 31 December 2016 and 2015 and the financial position of the Group as at 31 December 2016 and 2015, and the related disclosures thereof in the consolidated financial statements.

MATERIAL UNCERTAINTY RELATING TO THE GOING CONCERN BASIS

We draw attention to note 2 to the financial statements which mentions that there are pending litigations and winding up petitions against the Group. These conditions indicate a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("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.

Independent Auditor's Report

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the Hong Kong Institute of Certified Public Accountants' Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

Sze Lin Tang

Audit Engagement Director

Practising Certificate Number P03614

Hong Kong, 9 April 2018

Consolidated Statement of Profit or Loss*For the year ended 31 December 2016*

		2016	2015
	<i>Notes</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	8	388,678	420,225
Cost of sales		<u>(335,848)</u>	<u>(381,809)</u>
Gross profit		52,830	38,416
Other income	9	22,460	6,742
Other net income	10	2,283	1,988
Distribution costs		(16,640)	(16,799)
Administrative expenses		(33,191)	(34,743)
Other operating expenses		<u>(336)</u>	<u>(874)</u>
Profit/(loss) from operations		27,406	(5,270)
Impairment loss on amounts due from investee companies		(181)	(293)
Finance costs	12	<u>(4,000)</u>	<u>(2,678)</u>
Profit/(loss) before tax		23,225	(8,241)
Income tax expense	13	<u>(3,467)</u>	–
Profit/(loss) for the year	14	<u><u>19,758</u></u>	<u><u>(8,241)</u></u>
Profit/(loss) for the year attributable to:			
Owners of the Company		14,825	(8,546)
Non-controlling interests		<u>4,933</u>	<u>305</u>
		<u><u>19,758</u></u>	<u><u>(8,241)</u></u>
Earnings/(loss) per share			
Basic and diluted (RMB cents)	17	<u><u>1.60</u></u>	<u><u>(0.92)</u></u>

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2016

	2016 RMB'000	2015 RMB'000
Profit/(loss) for the year	<u>19,758</u>	<u>(8,241)</u>
Other comprehensive income:		
<i>Items that may be reclassified to profit or loss:</i>		
Exchange differences on translating foreign operations	(7,641)	(4,954)
<i>Items that may not be reclassified to profit or loss:</i>		
Exchange differences on translating foreign operations	<u>4,890</u>	<u>3,476</u>
Other comprehensive income for the year, net of tax	<u>(2,751)</u>	<u>(1,478)</u>
Total comprehensive income for the year	<u><u>17,007</u></u>	<u><u>(9,719)</u></u>
Total comprehensive income for the year attributable to:		
Owners of the Company	12,074	(10,024)
Non-controlling interests	<u>4,933</u>	<u>305</u>
	<u><u>17,007</u></u>	<u><u>(9,719)</u></u>

Consolidated Statement of Financial Position

At 31 December 2016

	<i>Notes</i>	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Non-current assets			
Property, plant and equipment	18	35,906	38,734
Prepaid land lease payments	19	6,196	6,418
Interest in joint ventures	20	–	–
Available-for-sale financial assets	21	11,766	11,766
		<u>53,868</u>	<u>56,918</u>
Current assets			
Inventories	22	47,359	44,388
Trade and other receivables	23	125,608	134,297
Prepaid land lease payments	19	222	222
Financial assets at fair value through profit or loss	24	721	–
Cash and cash equivalents	25	142,379	77,986
		<u>316,289</u>	<u>256,893</u>
Current liabilities			
Trade and other payables	26	87,087	86,292
Current tax payable		1,071	–
Borrowings	27	73,015	35,542
		<u>161,173</u>	<u>121,834</u>
Net current assets		<u>155,116</u>	<u>135,059</u>
Total assets less current liabilities		<u>208,984</u>	<u>191,977</u>
NET ASSETS		<u><u>208,984</u></u>	<u><u>191,977</u></u>
Capital and reserves			
Share capital	29	88,872	88,872
Reserves		66,182	54,108
		<u>155,054</u>	<u>142,980</u>
Equity attributable to owners of the Company		155,054	142,980
Non-controlling interests		53,930	48,997
		<u>208,984</u>	<u>191,977</u>
TOTAL EQUITY		<u><u>208,984</u></u>	<u><u>191,977</u></u>

Consolidated Statement of Changes in Equity

For the year ended 31 December 2016

	Attributable to owners of the Company									
	Share capital RMB'000	Share premium RMB'000	Special reserve RMB'000	Statutory surplus reserve RMB'000	Statutory public welfare fund RMB'000	Foreign currency translation reserve RMB'000	Accumulated losses RMB'000	Sub-total RMB'000	Non-controlling interests RMB'000	Total RMB'000
At 1 January 2015	88,872	196,113	67,570	23,983	4,950	(21,650)	(206,834)	153,004	48,692	201,696
Total comprehensive income for the year	-	-	-	-	-	(1,478)	(8,546)	(10,024)	305	(9,719)
Appropriation to statutory surplus reserve	-	-	-	730	-	-	(730)	-	-	-
At 31 December 2015	<u>88,872</u>	<u>196,113</u>	<u>67,570</u>	<u>24,713</u>	<u>4,950</u>	<u>(23,128)</u>	<u>(216,110)</u>	<u>142,980</u>	<u>48,997</u>	<u>191,977</u>
At 1 January 2016	88,872	196,113	67,570	24,713	4,950	(23,128)	(216,110)	142,980	48,997	191,977
Total comprehensive income for the year	-	-	-	-	-	(2,751)	14,825	12,074	4,933	17,007
Appropriation to statutory surplus reserve	-	-	-	1,179	-	-	(1,179)	-	-	-
At 31 December 2016	<u>88,872</u>	<u>196,113</u>	<u>67,570</u>	<u>25,892</u>	<u>4,950</u>	<u>(25,879)</u>	<u>(202,464)</u>	<u>155,054</u>	<u>53,930</u>	<u>208,984</u>

Consolidated Statement of Cash Flows

For the year ended 31 December 2016

	2016 RMB'000	2015 RMB'000
Profit/(loss) before taxation	23,225	(8,241)
Adjustment for:		
Interest income	(1,161)	(328)
Finance costs	4,000	2,678
Dividend income	(13,800)	–
Depreciation	5,318	5,945
Amortisation of prepaid land lease payments	222	222
Reversal of impairment loss on trade and other receivables	(281)	(315)
Reversal of write down of inventories	(574)	–
Impairment loss on amounts due from investee companies	181	293
Impairment loss on inventories	–	677
Net loss on disposal of property, plant and equipment	42	171
	<hr/>	<hr/>
Operating profit before working capital changes	17,172	1,102
Change in inventories	(2,397)	11,616
Change in trade and other receivables	8,789	31,276
Change in financial assets at fair value through profit or loss	(721)	–
Change in trade and other payables	795	7,579
	<hr/>	<hr/>
Cash generated from operations	23,638	51,573
Income tax paid	(2,396)	(120)
	<hr/>	<hr/>
Net cash generated from operating activities	21,242	51,453
	<hr/>	<hr/>
Cash flows from investing activities		
Proceed from disposal of property, plant and equipment	5	308
Payment for purchase of property, plant and equipment	(2,536)	(3,178)
Dividend income	13,800	–
Interest received	1,161	328
	<hr/>	<hr/>
Net cash generated from/(used in) investing activities	12,430	(2,542)

Consolidated Statement of Cash Flows*For the year ended 31 December 2016*

	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
Cash flows from financing activities		
Proceed from new bank borrowings	174,697	123,580
Repayment of bank borrowings	(138,308)	(135,367)
Interest paid	(4,000)	(2,678)
	<u>32,389</u>	<u>(14,465)</u>
Net cash generated from/(used in) financing activities		
	<u>32,389</u>	<u>(14,465)</u>
Net increase in cash and cash equivalents	66,061	34,446
Cash and cash equivalents at beginning of year	77,986	45,028
Effect of changes in foreign exchange rate	(1,668)	(1,488)
	<u>142,379</u>	<u>77,986</u>
Cash and cash equivalents at end of year		
	<u>142,379</u>	<u>77,986</u>
Analysis of cash and cash equivalents		
Bank and cash balances	<u>142,379</u>	<u>77,986</u>

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

1. GENERAL INFORMATION

The Company is an exempted company with limited liability incorporated in Cayman Islands and its registered office is PO Box 309GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies.

The Company is an investment holding company. The principal activities of the Company's subsidiaries are set out in note 35 to the consolidated financial statements.

2. GOING CONCERN BASIS

There are pending litigations and winding up petitions against the Group, details of which are stated in note 32 to the consolidated financial statements. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

These consolidated financial statements have been prepared on a going concern basis. The validity of which are based on the latest progress of the negotiation of settlement agreements in connection with the acquisition of Yield Rise and the legal advices on winding up petitions cause the Directors to believe that these litigations ultimately will not have significant impact to the financial position of the Group. Accordingly, the Directors are of the opinion that it is appropriate to prepare the financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets as current assets.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2016. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules") and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention as modified by the revaluation of financial assets at fair value through profit or loss which are carried at their fair values.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the Directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these consolidated financial statements, are disclosed in note 5 to the consolidated financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

a. Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

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

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

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

b. Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Relevant activities are activities that significantly affect the returns of the arrangement. When assessing joint control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has joint control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

A joint arrangement is either a joint operation or a joint venture. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

Investment in a joint venture is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the joint venture in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

The Group's share of a joint venture's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of a joint venture that results in a loss of joint control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that joint venture and (ii) the Group's share of the net assets of that joint venture plus any remaining goodwill relating to that joint venture and any related accumulated foreign currency translation reserve. If an investment in a joint venture becomes an investment in an associate, the Group continues to apply the equity method and does not remeasure the retained interest.

c. Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Renminbi ("RMB"), which is the Company's presentation currency. The functional currency of the Company is Hong Kong dollar.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

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

d. Property, plant and equipment

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

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. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their costs/revalued amounts less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

Buildings and factory premises	5% or over the remaining term of the lease, if shorter
Leasehold improvements	10%–33 $\frac{1}{3}$ % or over the remaining term of the lease, if shorter
Plant and machinery	7%–25%
Furniture, fixtures and office equipment	5%–33 $\frac{1}{3}$ %
Motor vehicles	10%–25%

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

Construction in progress represents buildings under construction and plant and machinery pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

e. Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

f. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

g. Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

h. Investments

Investments are recognised and derecognised on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, plus directly attributable transaction costs except in the case of financial assets at fair value through profit or loss.

Investments are classified as either financial assets at fair value through profit or loss or available-for-sale financial assets.

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are either investments classified as held for trading or designated as at fair value through profit or loss upon initial recognition. These investments are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in profit or loss.

(ii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets not classified as loans and receivables, held-to-maturity investments or financial assets at fair value through profit or loss. Available-for-sale financial assets are subsequently measured at fair value. Gains or losses arising from changes in fair value of these investments are recognised in other comprehensive income, until the investments are disposed of or there is objective evidence that the investments are impaired, at which time the cumulative gains or losses previously recognised in other comprehensive income are recognised in profit or loss. Interest calculated using the effective interest method is recognised in profit or loss.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

Investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, are measured at cost less impairment losses.

Impairment losses recognised in profit or loss for equity investments classified as available-for-sale financial assets are not subsequently reversed through profit or loss. Impairment losses recognised in profit or loss for debt instruments classified as available-for-sale financial assets are subsequently reversed and recognised in profit or loss if an increase in the fair value of the instruments can be objectively related to an event occurring after the recognition of the impairment loss.

i. Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade, loans and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

j. Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

k. Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

l. Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

m. Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

n. Equity instruments

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

o. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably.

- (i) Revenues from the sales of manufactured goods are recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

- (ii) Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.
- (iii) Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established. Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.
- (iv) Interest income is recognised on a time-proportion basis using the effective interest method.

p. Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the at the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged in profit or loss represents contributions payable by the Group to the funds.

(iii) Termination benefits

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

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

q. 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 capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

r. Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Notes to the Consolidated Financial Statements

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Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and its joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

s. Related parties

A related party is a person or entity that is related to the Group.

- (A) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.

Notes to the Consolidated Financial Statements

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- (B) An entity is related to the Group (reporting entity) if any of the following conditions applies:
- (i) The entity and the Company 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 employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (A).
 - (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
 - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

t. Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Notes to the Consolidated Financial Statements

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u. Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets other than inventories and receivables, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit 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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

v. Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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 is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

Notes to the Consolidated Financial Statements

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w. Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with below).

(a) *Going concern basis*

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the directors' expectation that the litigations ultimately will not have significant impact to the financial position of the Group. Details are explained in note 2 to consolidated financial statements.

Key sources of estimation uncertainty

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

(a) *Impairment loss for bad and doubtful debts*

The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the year in which such estimate has been changed.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

(b) *Property, plant and equipment and depreciation*

The Group determines the estimated useful lives, residual values and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual values of property, plant and equipment of similar nature and functions. The Group will revise the depreciation charge where useful lives and residual values are different to those previously estimated, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned.

(c) *Income taxes*

The Group is mainly subject to income taxes in the People's Republic of China (the "PRC"). Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(d) *Allowance for slow-moving inventories*

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) **Foreign currency risk**

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

(b) Credit risk

The carrying amount of the cash and bank balances, trade and other receivables, available-for-sale financial assets included in the statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has policies in place to ensure that sales are made to customers with an appropriate credit history. The credit risk on bank and cash balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group has significant concentration of credit risk to its trade receivables as the Group's largest customer and the five largest customers shared over approximately 4.63% (2015: 9.2%) and 25.78% (2015: 28.7%) of the trade receivables respectively at the end of the reporting period. The Group has policies and procedures to monitor the collection of the trade receivables to limit the exposure to non-recoverable of the receivables and there is no recent history of default for the customer.

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis of the Group's financial liabilities is as follows:

	Less than 1 year RMB'000
At 31 December 2016	
Borrowings	75,133
Trade and other payables	70,034
	<hr/>
	145,167
	<hr/> <hr/>
At 31 December 2015	
Borrowings	37,303
Trade and other payables	70,509
	<hr/>
	107,812
	<hr/> <hr/>

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

(d) Interest rate risk

The Group's exposure to interest rate risk arises from its bank deposits and borrowings.

Borrowings are arranged at fixed interest rates and expose the Group to fair value interest rate risks. Other bank deposits are arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

At 31 December 2016, as the Group has minimal exposure to interest rate risk, the Group's operating cash flows are substantially independent of changes in market interest rates.

(e) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(f) Categories of financial instruments at 31 December 2016

	2016 RMB'000	2015 RMB'000
Financial assets		
Available-for-sale financial assets	11,766	11,766
Financial assets at fair value through profit or loss	721	–
Loans and receivables (including cash and cash equivalents)	260,997	190,346
	<u>260,997</u>	<u>190,346</u>
Financial liabilities		
Financial liabilities at amortised cost	143,049	106,051
	<u>143,049</u>	<u>106,051</u>

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

7. FAIR VALUE MEASUREMENT

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categories into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level in fair value hierarchy at 31 December 2016:

Description	Fair value measurements			Total 2016 RMB'000
	as at 31 December 2016 using:			
	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	
Recurring fair value measurements:				
Financial assets at fair value through profit or loss				
– Listed equity securities	721	–	–	721
Total recurring fair value measurements	<u>721</u>	<u>–</u>	<u>–</u>	<u>721</u>

8. REVENUE

The Group's revenue represents the aggregate of sales value of goods supplied to customers less goods returned, trade discounts and sales tax. An analysis of the Group's revenue for the year is as follows:

	2016 RMB'000	2015 RMB'000
Sales of steel pipes, steel sheet and other products made of steel	<u>388,678</u>	<u>420,225</u>

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

9. OTHER INCOME

	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
Bank interest income	1,161	328
Dividend income	13,800	–
Government subsidy [#]	1,000	507
Scrap sales	6,096	5,631
Sundry income	403	276
	<u>22,460</u>	<u>6,742</u>

[#] The government subsidy was received from local government authorities for supporting the Group's operation and encouraging innovation of production technology, of which the entitlement was unconditional.

10. OTHER NET INCOME

	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
Net loss on disposal of property, plant and equipment	(42)	(171)
Net exchange (loss)/gain	(122)	1,844
Fair value gain on financial assets at fair value through profit or loss	2,166	–
Reversal of impairment loss on trade receivables	288	345
Impairment loss on other receivables	(7)	(30)
	<u>2,283</u>	<u>1,988</u>

11. SEGMENT INFORMATION

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the board of directors of the Company, being the Group's chief operating decision maker, for the purposes of resource allocation and performance assessment. The Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

- **Steel – PRC:** this segment primarily derive its revenue from the manufacture and trading of steel pipes, steel sheets and other products made of steel. These products are manufactured in the Group's manufacturing facilities located in the PRC.
- **Investments:** this segment invests in equity securities to generate dividend income and interest income and/or to gain from the appreciation in the investments' values in the long term.

(a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's chief operating decision maker monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible assets and current assets with the exception of corporate assets. Segment liabilities include all liabilities including trade and other payables and borrowings managed directly by the segments with the exception of corporate liabilities.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments. However, assistance provided by one segment to another, including sharing of assets and technical know-how, is not measured. The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 4. The measure used for reporting segment profit is "EBIT" i.e. "earnings before interest and taxes".

In addition to receiving segment information concerning EBIT, management is provided with segment information concerning revenue, interest income and expenses from cash balances and borrowings managed directly by the segments, dividend income, depreciation and amortisation, change in fair value of financial assets at fair value through profit or loss, net gain/loss on disposal of property, plant and equipment, impairment loss on trade receivables, reversal of impairment loss on trade receivables, write down of inventories, reversal of write down of inventories, share of result of joint ventures, income tax expenses and additions to non-current segment assets used by the segments in their operations.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

Information regarding the Group's reportable segments as provided to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2016 and 2015 is set out below:

Information about reportable segment profit or loss, assets and liabilities:

	Steel – PRC <i>RMB'000</i>	Investment <i>RMB'000</i>	Total <i>RMB'000</i>
Year ended 31 December 2016			
Revenue from external customers	388,678	–	388,678
Segment profit	<u>18,341</u>	<u>545</u>	<u>18,886</u>
Interest income	1,136	24	1,160
Interest expenses	1,651	–	1,651
Dividend income	–	28	28
Fair value gain on financial assets at fair value through profit or loss	–	2,166	2,166
Depreciation and amortisation	5,447	–	5,447
Net loss on disposal of property, plant and equipment	42	–	42
Impairment loss on trade and other receivables	–	–	–
Write down of inventories	–	–	–
Reversal of impairment loss on trade and other receivables	281	–	281
Reversal of write down of inventories	574	–	574
Share of profit of joint ventures	–	–	–
Income tax expense	<u>3,296</u>	<u>171</u>	<u>3,467</u>
Segment assets	355,991	1,212	357,203
Segment liabilities	113,423	328	113,751
Interests in joint ventures	–	–	–
Additions to non-current assets	<u>2,536</u>	<u>–</u>	<u>2,536</u>

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

	Steel – PRC RMB'000	Investment RMB'000	Total RMB'000
Year ended 31 December 2015			
Revenue from external customers	420,225	–	420,225
Segment (loss)/profit	<u>3,502</u>	<u>(255)</u>	<u>3,247</u>
Interest income	328	1	329
Interest expenses	1,416	–	1,416
Dividend income	–	–	–
Fair value gain on financial assets at fair value through profit or loss	–	–	–
Depreciation and amortisation	6,097	–	6,097
Net loss on disposal of property, plant and equipment	171	–	171
Impairment loss on trade and other receivables	–	–	–
Write down of inventories	677	–	677
Reversal of impairment loss on trade and other receivables	315	–	315
Reversal of write down of inventories	–	–	–
Share of profit of joint ventures	–	–	–
Income tax expense	<u>–</u>	<u>–</u>	<u>–</u>
Segment assets	299,113	616	299,729
Segment liabilities	83,069	8	83,077
Interests in joint ventures	–	–	–
Additions to non-current assets	<u>3,178</u>	<u>–</u>	<u>3,178</u>

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

Reconciliations of reportable segment, profit and loss, assets and liabilities:

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Profit or loss:		
Total profit of reportable segments	18,886	3,247
Finance cost	(4,000)	(2,678)
Dividend income	13,772	–
Depreciation	–	(112)
Corporate and unallocated profit or loss	<u>(5,433)</u>	<u>(8,698)</u>
Consolidated profit/(loss) before taxation for the year	<u><u>23,225</u></u>	<u><u>(8,241)</u></u>
Assets:		
Total assets of reportable segments	357,203	299,729
Corporate and unallocated assets:		
– Available-for-sale financial assets	11,766	11,766
– Others	<u>1,188</u>	<u>2,316</u>
Consolidated total assets	<u><u>370,157</u></u>	<u><u>313,811</u></u>
Liabilities:		
Total liabilities of reportable segments	113,751	83,077
Corporate and unallocated liabilities	<u>47,422</u>	<u>38,757</u>
Consolidated total liabilities	<u><u>161,173</u></u>	<u><u>121,834</u></u>

Geographical information:

Over 90% of the Group's revenue and assets are derived from customers and operations based in the PRC and accordingly, no further analysis of the Group's geographical information is disclosed.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

Revenue from major customers:

	2016 RMB'000	2015 RMB'000
Customer A – revenue from Steel – PRC segment	<u>33,375</u>	<u>44,267</u>

No other customers individually contributed more than 10% of the total consolidated revenue of the Group.

12. FINANCE COSTS

	2016 RMB'000	2015 RMB'000
Bank interest expenses	1,651	1,416
Other loans interest	1,706	817
Other finance charges	<u>643</u>	<u>445</u>
	<u>4,000</u>	<u>2,678</u>

13. INCOME TAX EXPENSE

	2016 RMB'000	2015 RMB'000
Current tax		
– PRC corporation income tax	3,298	–
– Hong Kong profits tax	<u>169</u>	<u>–</u>
	<u>3,467</u>	<u>–</u>

Hong Kong Profits Tax is provided at 16.5% based on the assessable profit for the year. No provision for Hong Kong Profits Tax has been made for the year ended 31 December 2016 as the Group did not generate any assessable profits arising in Hong Kong in that year.

Pursuant to the income tax rules and regulations of the PRC, the subsidiaries in the PRC are liable to PRC Corporate Income Tax at a rate of 25% (2015: 25%) during the year.

Notes to the Consolidated Financial Statements

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Additionally, a 10% withholding tax is levied on dividends declared to foreign investors from the PRC effective from 1 January 2008. A lower withholding tax rate may be applied if there is a tax treaty arrangement between the PRC and jurisdiction of the foreign investors.

Taxation arising in other jurisdictions are calculated at the rates prevailing in the relevant jurisdictions.

The reconciliation between the income tax/expense and the product of profit/(loss) before tax multiplied by applicable tax rates is as follows:

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Profit/(loss) before tax	<u>23,225</u>	<u>(8,241)</u>
Tax at the rates applicable to profits in the countries concerned	6,364	(1,224)
Tax effect of non-taxable income	(3,439)	(1,397)
Tax effect of non-deductible expenses	1,806	2,488
Tax effect of utilisation of tax losses not recognised in prior year	(1,122)	–
Tax effect of tax loss not recognised	–	156
Tax effect of temporary difference not recognised	(372)	(23)
Others	<u>230</u>	<u>–</u>
Income tax expense for the year	<u><u>3,467</u></u>	<u><u>–</u></u>

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

14. PROFIT/(LOSS) FOR THE YEAR

The Group's profit/(loss) for the year is stated after charging/(crediting) the following:

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Auditor's remuneration		
– audit services	571	565
– other services	128	122
Cost of inventories sold [#]	335,848	381,809
Depreciation	5,318	5,945
Amortisation of prepaid lease payments	222	222
Net exchange losses/(gains)	122	(1,844)
Operating lease charges in respect of land and buildings	586	910
Net loss on disposal of property, plant and equipment	42	171
Staff costs including directors' emoluments		
– Salaries, bonus and allowances	36,021	32,858
– Retirement benefits scheme contributions	6,309	5,639
	<u>42,330</u>	<u>38,497</u>

[#] Cost of inventories sold includes the followings which are also included in the amounts disclosed separately above.

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Depreciation	4,552	5,079
Write down of inventories	–	677
Reversal of write down of inventories	(574)	–
Staff costs	<u>17,449</u>	<u>15,289</u>

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

15. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

The emoluments of each director were as follows:

2016	Note	Directors' Fees RMB'000	Salaries and allowances RMB'000	Discretionary and performance related incentive payment RMB'000	Retirement benefits scheme contributions RMB'000	Total RMB'000
Executive Directors						
		-	513	-	-	513
		-	513	-	16	529
		-	513	-	-	513
Non-executive Directors						
		86	-	-	-	86
	<i>a</i>	-	-	-	-	-
Independent Non-executive Directors						
		128	-	-	-	128
		128	-	-	-	128
	<i>b</i>	90	-	-	-	90
	<i>c</i>	39	-	-	-	39
		<u>471</u>	<u>1,539</u>	<u>-</u>	<u>16</u>	<u>2,026</u>
Total for the year ended 31 December 2016						

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

2015	Note	Directors' Fees RMB'000	Salaries and allowances RMB'000	Discretionary and performance related incentive payment RMB'000	Retirement benefits scheme contributions RMB'000	Total RMB'000
Executive Directors						
		-	486	-	-	486
		-	486	-	15	501
		-	486	-	-	486
Non-executive Directors						
		81	-	-	-	81
	<i>a</i>	-	-	-	-	-
Independent Non-executive Directors						
		122	-	-	-	122
		122	-	-	-	122
	<i>c</i>	97	-	-	-	97
Total for the year ended 31 December 2015		<u>422</u>	<u>1,458</u>	<u>-</u>	<u>15</u>	<u>1,895</u>

Notes:

a Appointed on 18 September 2015

b Appointed on 16 April 2016

c Appointed on 12 March 2015 and resigned on 19 April 2016

There was no arrangement under which a director waived or agreed to waive any emoluments during the year.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

The five highest paid individuals in the Group during the year included one (2015: one) director, whose emoluments are reflected in the analysis above. The emoluments of the remaining four (2015: four) individuals are set out below:

	2016 RMB'000	2015 RMB'000
Basic salaries and allowances	3,142	2,350
Retirement benefits scheme contributions	14	13
	<u>3,156</u>	<u>2,363</u>

The emoluments fell within the following bands:

	Number of individuals	
	2016	2015
Emolument band:		
Nil – HK\$1,000,000	3	4
HK\$1,000,001 – HK\$1,500,000	1	–
	<u>4</u>	<u>4</u>

During the year, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

16. DIVIDENDS

The Directors do not recommend or declare the payment of any dividend in respect of the years ended 31 December 2016 and 2015.

17. EARNINGS/(LOSS) PER SHARE

Basic earnings/(loss) per share

The calculation of basic earning/(loss) per share is based on the profit attributable to owners of the Company of approximately RMB14,825,000 (2015: loss of approximately RMB8,546,000) and the weighted average number of 927,564,000 ordinary shares (2015: 927,564,000 ordinary shares) in issue during the year.

Diluted earnings/(loss) per share

Diluted earnings/(loss) per share is equal to basic earnings/(loss) per share as there are no potential ordinary shares outstanding for both years.

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18. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings RMB'000	Leasehold improvements RMB'000	Plant and machinery RMB'000	Furniture, fixtures, fixture and office equipment RMB'000	Motor vehicles RMB'000	Construction in progress RMB'000	Total RMB'000
At cost							
At 1 January 2015	43,385	3,944	102,580	3,555	3,317	1,451	158,232
Additions	-	207	2,268	168	-	535	3,178
Disposals	-	(296)	(676)	(233)	(1,220)	-	(2,425)
Exchange differences	-	13	-	4	45	-	62
At 31 December 2015 and 1 January 2016	43,385	3,868	104,172	3,494	2,142	1,986	159,047
Additions	-	156	542	248	888	702	2,536
Transfer	-	-	1,524	-	-	(1,524)	-
Disposals	-	-	(104)	(196)	-	-	(300)
Exchange differences	-	1	-	-	71	-	72
At 31 December 2016	43,385	4,025	106,134	3,546	3,101	1,164	161,355
Accumulated depreciation							
At 1 January 2015	29,758	3,796	77,244	2,508	2,956	-	116,262
Charge for the year	1,967	325	3,306	232	115	-	5,945
Disposal	-	(287)	(358)	(203)	(1,098)	-	(1,946)
Exchange differences	-	3	-	4	45	-	52
At 31 December 2015 and 1 January 2016	31,725	3,837	80,192	2,541	2,018	-	120,313
Charge for the year	1,967	93	2,803	262	193	-	5,318
Disposals	-	-	(77)	(176)	-	-	(253)
Exchange differences	-	1	-	-	70	-	71
At 31 December 2016	33,692	3,931	82,918	2,627	2,281	-	125,449
Carrying amounts							
At 31 December 2016	<u>9,693</u>	<u>94</u>	<u>23,216</u>	<u>919</u>	<u>820</u>	<u>1,164</u>	<u>35,906</u>
At 31 December 2015	<u>11,660</u>	<u>31</u>	<u>23,980</u>	<u>953</u>	<u>124</u>	<u>1,986</u>	<u>38,734</u>

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

19. PREPAID LAND LEASE PAYMENTS

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Cost		
At 1 January and 31 December	<u>11,098</u>	<u>11,098</u>
Accumulated amortisation		
At 1 January	4,458	4,236
Charge for the year	<u>222</u>	<u>222</u>
At 31 December	<u>4,680</u>	<u>4,458</u>
Carrying amount		
At 31 December	<u><u>6,418</u></u>	<u><u>6,640</u></u>
Represented:		
Current assets	222	222
Non-current assets	<u>6,196</u>	<u>6,418</u>
	<u><u>6,418</u></u>	<u><u>6,640</u></u>

20. INTERESTS IN JOINT VENTURES

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Unlisted investments		
– Share of net assets	50,971	51,341
Less: Impairment	<u>(50,971)</u>	<u>(51,341)</u>
	<u><u>–</u></u>	<u><u>–</u></u>

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For the year ended 31 December 2016

Details of the Group's joint ventures at 31 December 2016 are as follows:

Name	Place of incorporation/ registration	Issued/ paid-up capital	Group's effective interest	Percentage of the ownership interest held by the Company	Principal activities
Glory World Development Limited	the British Virgin Islands	21,200,000 ordinary shares of USD1 each	49.80%	49.80%	Investment holdings
Sinowise Development Limited	the British Virgin Islands	9,000,000 ordinary shares of USD1 each	49.80%	-	Trading of coal
Eternal Galaxy Limited	the British Virgin Islands	12,100,000 ordinary shares of USD1 each	49.80%	-	Trading of iron
Grace Capital Group Limited	Samoa	1 ordinary share of USD1	49.80%	-	Inactive

The following table shows, in aggregate, the Group's share of the amounts of individually immaterial joint venture that are accounted for using the equity method.

	2016 RMB'000	2015 RMB'000
At 31 December		
Carrying amounts of interest	<u> -</u>	<u> -</u>
Year ended 31 December		
Loss for the year	-	-
Other comprehensive income	-	-
Total comprehensive income	-	-

The accumulated losses not recognised were approximately RMB808,000 (2015: RMB808,000).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

21. AVAILABLE-FOR-SALE FINANCIAL ASSETS

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Unlisted securities, at cost	<u>11,766</u>	<u>11,766</u>

The above unlisted equity securities represented 29.85% equity interest in Vietnam Mayer. Although the Group holds more than 20% of the voting power of Vietnam Mayer, Vietnam Mayer was recognised as available-for-sale financial assets as the Group is unable to exercise significant influence over Vietnam Mayer.

The available-for-sale financial assets were carried at cost as they do not have a quoted market price in an active market and whose fair value cannot be reliably measured.

On 21 January 2010, Guangzhou Mayer entered into a sale and purchase agreement with Mayer Steel Pipe Corporation, the purchaser. Pursuant to the agreement, Guangzhou Mayer had agreed to sell and the purchaser had agreed to purchase 2,000,000 shares of Vietnam Mayer, representing the Group's all effective interest in Vietnam Mayer, at an aggregate consideration of USD2,100,000, which will be satisfied in cash. The disposal is still not completed up to date of this report.

22. INVENTORIES

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Raw materials	21,229	19,370
Work-in-progress	788	415
Finished goods	23,628	19,573
Goods-in-transit	<u>1,714</u>	<u>5,030</u>
	<u>47,359</u>	<u>44,388</u>

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

23. TRADE AND OTHER RECEIVABLES

	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
Trade receivables	113,340	108,620
Less: allowance for doubtful debts	<u>(1,907)</u>	<u>(2,639)</u>
	111,433	105,981
Bills receivables	5,855	5,242
Other receivable	780	179
Prepayment and other deposit	<u>7,540</u>	<u>22,895</u>
	<u><u>125,608</u></u>	<u><u>134,297</u></u>

Trade receivables

Trade receivables are due within 30 to 180 days from the date of billing and may be extended to selected customers depending on their trade volumes and settlement with the Group. Debtors with balances that are more than 6 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The aging analysis of trade receivables, based on invoiced date, and net of allowance, is as follows:

	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
0 to 30 days	39,012	32,860
31 to 60 days	39,623	31,664
61 to 90 days	19,696	21,663
91 to 180 days	13,102	18,666
Over 180 days	<u>–</u>	<u>1,128</u>
	<u><u>111,433</u></u>	<u><u>105,981</u></u>

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Reconciliation of allowance for trade receivables:

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
At 1 January	2,639	3,082
Bad debts written off	(444)	(98)
Reversal of allowance for the year	(288)	(345)
	<u>1,907</u>	<u>2,639</u>
At 31 December	<u><u>1,907</u></u>	<u><u>2,639</u></u>

As of 31 December 2016, trade receivables of approximately RMB364,000 (2015: approximately RMB2,943,000) were past due but not impaired. These relate to a number of independent customers who have no recent history of default and have kept good track records with the Group. The Group does not hold any collateral over these balances. Based on past experience, the management believes that no impairment allowance is necessary in respect of these balances as there are no significant change in their respective credit quality and the balances are still considered fully recoverable.

The aging analysis of these trade receivables is as follows:

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Less than 1 month past due	93	990
1–3 months past due	82	286
More than 3 months past due	189	1,667
	<u>364</u>	<u>2,943</u>
	<u><u>364</u></u>	<u><u>2,943</u></u>

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Equity securities, at fair value		
– Listed in Hong Kong	721	–
	<u><u>721</u></u>	<u><u>–</u></u>

The financial assets at fair value through profit or loss are held for trading.

Notes to the Consolidated Financial Statements

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25. CASH AND CASH EQUIVALENTS

As at 31 December 2016, the bank and cash balances of the Group denominated in RMB amounted to approximately RMB94,808,000 (2015: approximately RMB72,223,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations.

26. TRADE AND OTHER PAYABLES

	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables	15,041	19,015
Bill payables	1,533	3,210
Other payable	56,870	51,332
Dividend payable	576	539
Receipts in advance	13,067	12,196
	<u>87,087</u>	<u>86,292</u>

Trade payables and bills payables

The aging analysis of the trade payables and bills payables, based on invoice date, is as follows:

	2016	2015
	<i>RMB'000</i>	<i>RMB'000</i>
0 to 30 days	12,975	17,503
31 to 60 days	1,638	906
61 to 90 days	175	362
91 to 180 days	78	72
181 to 365 days	105	144
Over 365 days	70	28
	<u>15,041</u>	<u>19,015</u>

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27. BORROWINGS

	2016 RMB'000	2015 RMB'000
Bank borrowings – unsecured	55,176	21,816
Other borrowings – unsecured	17,839	13,726
	<u>73,015</u>	<u>35,542</u>

The average interest rates at 31 December were as follows:

	2016	2015
Bank borrowings – unsecured	0.6%–5.6%	0.6%–6.4%
Other borrowings – unsecured	8%–10%	8%–10%

All the bank borrowing are arranged at fixed interest rates and expose the Group to fair value interest rate risk.

28. RETIREMENT BENEFIT OBLIGATIONS

Employee retirement benefits

The Group operates a mandatory provident fund scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer makes contributions to the scheme at 5% and employees are required to make 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Mandatory contributions to the scheme vest immediately.

Subsidiaries incorporated in the PRC participate in various defined contribution retirement plans (“Plans”) organised by local authorities for the Group’s employees in the PRC. The subsidiaries are required to contribute, based on a certain percentage of the basic payroll, to the Plans. The Group has no other obligation for the payment of pension benefits associated with these Plans beyond the annual contributions described above.

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29. SHARE CAPITAL

	Number of shares '000	Amount RMB'000
Authorised:		
Ordinary shares of HK\$0.1 each at 1 January 2015, 31 December 2015, 1 January 2016 and 31 December 2016	2,000,000	195,662
Issued and fully paid:		
Ordinary shares of HK\$0.1 each at 1 January 2015, 31 December 2015, 1 January 2016 and 31 December 2016	927,564	88,872

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts in order to maintain sufficiency of working capital.

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total debts less cash and cash equivalents. Adjusted capital comprises all components of equity (i.e. share capital, share premium, non-controlling interests, accumulated losses and other reserves).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

The gearing ratios at the end of the reporting periods were as follows:

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Total debt	73,015	35,542
Less: cash and cash equivalents	<u>(142,379)</u>	<u>(77,986)</u>
Net debt	<u><u>(69,364)</u></u>	<u><u>(42,444)</u></u>
Total equity	<u><u>208,984</u></u>	<u><u>191,977</u></u>
Net debt-to-capital ratio	<u><u>-33%</u></u>	<u><u>-22%</u></u>

30. RESERVES

(a) The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Reserves of the Company

	Share premium <i>RMB'000</i>	Special reserve <i>RMB'000</i>	Foreign currencies translation reserve <i>RMB'000</i>	Accumulated losses <i>RMB'000</i>	Total <i>RMB'000</i>
At 1 January 2015	196,113	125,211	(54,095)	(274,451)	(7,222)
Loss for the year	-	-	-	(9,141)	(9,141)
Exchange difference on translation of financial statements to presentation currency	<u>-</u>	<u>-</u>	<u>3,476</u>	<u>-</u>	<u>3,476</u>
At 31 December 2015	<u><u>196,113</u></u>	<u><u>125,211</u></u>	<u><u>(50,619)</u></u>	<u><u>(283,592)</u></u>	<u><u>(12,887)</u></u>
At 1 January 2016	196,113	125,211	(50,619)	(283,592)	(12,887)
Loss for the year	-	-	-	(6,760)	(6,760)
Exchange difference on translation of financial statements to presentation currency	<u>-</u>	<u>-</u>	<u>4,890</u>	<u>-</u>	<u>4,890</u>
At 31 December 2016	<u><u>196,113</u></u>	<u><u>125,211</u></u>	<u><u>(45,729)</u></u>	<u><u>(290,352)</u></u>	<u><u>(14,757)</u></u>

Notes to the Consolidated Financial Statements

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(c) Nature and purpose of reserves

(i) Share premium account

The application of the share premium account is governed by the Companies Acts of the Cayman Islands.

Under the Companies Acts of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Special reserve

The special reserve of the Group represents the paid-in capital of the Company of 1 share of HK\$0.10 each and the special reserve of RMB83,570,000 arising from exchange of 1 share of the Company of HK\$0.10 for the entire share capital of Bamian pursuant to the reorganisation scheme dated 12 December 2003 less distribution of final dividends of RMB12,000,000 and RMB4,000,000 for the years ended 31 December 2004 and 2005 respectively.

The special reserve of the Company represents the difference between the nominal value of the shares of the Company issued in exchange for the issued share capital of the subsidiaries and the value of the underlying assets of the subsidiaries pursuant to the group reorganisation on 12 December 2003.

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(iii) Statutory surplus fund

The Articles of Association of Guangzhou Mayer requires the appropriation of 10% of its profit after taxation, based on its statutory audited accounts, each year to the statutory surplus reserve until the balance reaches 50% of the registered capital. According to the provision of the Articles of Association of Guangzhou Mayer, in normal circumstances, the statutory surplus reserve shall only be used for making up losses, capitalisation into registered capital and expansion of the production and operation of Guangzhou Mayer. For the capitalisation of statutory surplus reserve into registered capital, the remaining amount of such reserve shall not be less than 25% of the registered capital.

(iv) Statutory public welfare fund

Pursuant to the PRC Company Law, Guangzhou Mayer shall make allocation from its profit after taxation at the rate of 5% to 10% to the statutory public welfare fund, based on its statutory audited accounts. The statutory public welfare fund can only be utilised on capital items for employees' collective welfare. Individual employees only have the right to use these facilities, the titles to which will remain with the Company. The statutory public welfare fund forms part of the shareholders' equity but is non-distributable other than in liquidation. With effect from 1 January 2006, the appropriation is not a statutory requirement in accordance with the PRC Company Law (2006 Amendment). Guangzhou Mayer adopted the amended Company Law and no appropriation was made.

(v) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 4c.

Notes to the Consolidated Financial Statements

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31. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Non-current assets		
Property, plant and equipment	–	1
Investments in subsidiaries	119,425	111,754
Interest in joint ventures	–	–
	<u>119,425</u>	<u>111,755</u>
Current assets		
Deposit, prepayments and other receivable	704	1,102
Due from subsidiaries	1,486	1,140
Cash and cash equivalents	215	1,041
	<u>2,405</u>	<u>3,283</u>
Current liabilities		
Other payables	29,558	25,018
Due to a subsidiary	318	309
Borrowings	17,839	13,726
	<u>47,715</u>	<u>39,053</u>
Net current liabilities	<u>(45,310)</u>	<u>(35,770)</u>
Total assets less current liabilities	<u>74,115</u>	<u>75,985</u>
NET ASSETS	<u><u>74,115</u></u>	<u><u>75,985</u></u>
Capital and reserves		
Share capital	88,872	88,872
Reserves	(14,757)	(12,887)
	<u>74,115</u>	<u>75,985</u>
TOTAL EQUITY	<u><u>74,115</u></u>	<u><u>75,985</u></u>

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32. CONTINGENT LIABILITIES

a. Make Success Limited

Pursuant to the sale and purchase agreement (the "Agreement") made on or about 8 November 2010 between the Company and Make Success, an independent third party, as amended by a supplemental agreement on 31 March 2011, the Group agreed to acquire from Make Success 100% equity interests in Yield Rise at a consideration of HK\$620,000,000, which is satisfied by (i) cash of HK\$100,000,000; (ii) the issue of 236,363,636 consideration shares at the issue price of HK\$0.55 per consideration share; (iii) 5% convertible bonds of HK\$90,000,000; and (iv) 8% promissory note of HK\$300,000,000 (the "Consideration"). Yield Rise holds 87.5% equity interests in Best Wonder Holdings Limited, which in turn holds 100% equity interests in Good Wishes Investment Limited ("Good Wishes") and Good Wishes in turn holds 80% equity interests in Dan Tien Port Development Joint Venture Co, Limited ("Dan Tien"). Dan Tien is a foreign invested limited liability company established under the laws of Vietnam on 3 June 2003. Dan Tien is principally engaged in the development of property, port and relevant logistic business in Vietnam. The acquisition was completed on 9 May 2011.

The fair value of consideration paid was as follows:

	<i>RMB'000</i>
Deposit for acquisition of equity interest in a company paid in last year	62,293
Cash consideration	20,489
Issue of consideration shares	89,026
Promissory notes	258,145
Convertible bonds	71,499
	<hr/>
	501,452
	<hr/> <hr/>

In November 2011, the Group became aware of problem about the acquisition when the local management was reluctant to provide the Group financial information of Dan Tien and there was conflicting version of the development progress of the port. Therefore, the Group started investigating the acquisition. Through various investigations, the Group noted that there were false information and documents provided by or through Make Success in relation to the acquisition of Yield Rise. In January 2012, the Group commenced litigation against Make Success and certain parties involved in the acquisition (the "Defendants") to claim for the damages and rescission of the Agreement for breach of the Agreement and misrepresentation made by them and repayment of Consideration. The Group is negotiating with the Defendants for the settlement of the claims and proposes to enter a settlement

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deed with Make Success to resolve the matter of Yield Rise. Pursuant to the draft settlement deed, the Agreement shall be rescinded. Make Success shall (i) return the consideration shares to the Company and (ii) surrender the promissory notes and convertible bonds. The Company shall return the shares in Yield Rise to Make Success. Therefore, the directors consider that it is appropriate to de-recognise the investment in Yield Rise Group, the promissory notes and convertible bonds. Resulting a loss on derecognition of RMB172,343,000 was recognised in consolidated profit or loss for the year ended 31 December 2011.

b. Winding up petition

On 4 August 2014, Mr. Lai Yueh-Hsing, a former Director, filed a Winding Up Petition dated 29 July 2014 against the Company under the Grant Court of Cayman Island (“Grant Court”) to demand for the repayment of loan of HK\$11,030,000 due to him. The Group acknowledged the loan was owing to him. On 7 November 2014 and judgment was handed down by Grant Court to dismiss the petition. Subsequently an appeal against the decision of the Grant Court was filed by Mr. Lai Yueh-Hsing. On 19 October 2017, the Company filed an application to strike out the appeal to the Cayman Islands Court of Appeal. The hearing of the Cayman Islands Court of Appeal was held on 15 November 2017 and order that both the appeal filed by Mr. Lai Yueh-Hsing and the Company be dismissed. Therefore, it is the opinion of the directors that the outcome will not have a material impact on the Group’s financial position.

c. Winding up petition against a subsidiary

Guangzhou Mayer, a subsidiary of the Company, had received a notice dated 6 December 2017 from the Intermediate Court of Guangzhou Municipality, Guangdong Province (the “Intermediate Court”) that the Intermediate Court had received the application of the winding up petition against Guangzhou Mayer filed by Wealth & Health Investments Limited and Taishun Industrial (Inner Mongolia) Food Co., Limited. The Intermediate Court has not decided the date for hearing of the said winding up petition. According to legal advice, the winding up petition against Guangzhou Mayer do not meet the conditions required by the relevant laws. The directors believe that the application of the winding up petition will be strike out by Intermediate Court.

d. Writs of summons against the Company

On 29 March 2012, writs of summons were issued by Capital Wealth Finance Company Limited and Capital Wealth Corporation Limited against the Company to claim the sum of HK\$15,500,000 plus relevant legal costs incurred/to be incurred. The Company intends to contest the claim. In the directors’ opinion, the ultimate liability, if any, will not have a material impact on the Group’s financial position.

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33. COMMITMENTS

The Group has no significant capital commitments outstanding at 31 December 2016 and 2015.

At 31 December 2016, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Within 1 year	452	467
In second to fifth years	—	428
	<u>452</u>	<u>895</u>

The Group leases a number of properties under operating leases. The leases typically run for an initial period of one to three years, with an option to renew the lease when all terms are renegotiated. None of the leases includes contingent rentals.

34. RELATED PARTY TRANSACTIONS

- a. In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had no other transactions with its related parties during the year:
- b. Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and certain of the highest paid employees as disclosed in note 15 is as follows:

	2016 <i>RMB'000</i>	2015 <i>RMB'000</i>
Salaries and other short-term employee benefit	3,594	2,990
Retirement scheme contribution	15	15
	<u>3,609</u>	<u>3,005</u>

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35. PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries as at the end of reporting period are as follows:

Name of company	Place of incorporation	Particulars of issued and paid-up capital	Percentage of ownership		Principal activities
			Directly	Indirectly	
Bamian Investments Pte. Limited	Singapore	16,829,670 ordinary shares of SGD1 each	100%	-	Investment holdings
Guangzhou Mayer Corporation Limited [#]	PRC	Registered capital of RMB200,000,000	-	81.4%	Manufacturing of steel pipes and other products
Elate Ample Limited	the British Virgin Island	50,000 ordinary shares of USD1 each	100%	-	Investment holdings
Fulland (Hong Kong) Limited	Hong Kong	1 ordinary share of HK\$1 each	-	100%	Investment holdings
Sunbeam Group Limited	the British Virgin Island	1 ordinary share of USD1 each	100%	-	Inactive
Top Force International Limited	the British Virgin Island	2,000 ordinary shares of USD1 each	100%	-	Inactive

[#] Registered under the law of the PRC as a Sino foreign equity joint venture enterprise

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The following table shows information of subsidiaries that have non-controlling interests (“NCI”) material to the Group. The summarised financial information represents amounts before inter-company eliminations.

Name	Guangzhou Mayer	
	2016	2015
Principal place of business/country of incorporation	PRC	PRC
% of ownership interests/voting rights held by NCI	18.6%	18.6%
	<i>RMB'000</i>	<i>RMB'000</i>
At 31 December:		
Non-current assets	57,105	60,155
Current assets	313,666	253,741
Current liabilities	(113,422)	(83,070)
Net assets	<u>257,349</u>	<u>230,826</u>
Accumulated NCI	<u>53,930</u>	<u>48,997</u>
Year ended 31 December:		
Revenue	388,678	420,225
Profit for the year	26,526	1,641
Total comprehensive income	26,526	1,641
Profit allocated to NCI	4,933	305
Dividends paid to NCI	–	–
Net cash generated from operating activities	22,676	59,749
Net cash generated from/(used in) investing activities	11,242	(2,845)
Net cash generated from/(used in) financing activities	31,337	(25,887)
Net increase in cash and cash equivalents	<u>65,255</u>	<u>31,017</u>

As at 31 December 2016, the bank and cash balances of the Group’ subsidiaries in the PRC denominated in RMB amounted to RMB94,808,000 (2015: RMB72,223,000). Conversion of RMB into foreign currencies is subject to the PRC’s Foreign Exchange Control Regulations.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2016

36. EVENTS AFTER THE REPORTING PERIOD

On 14 June 2017, the Stock Exchange released an announcement to state that, by 24 May 2016, the Stock Exchange was of the view that the Company did not comply with the requirement to have sufficient operations or assets under Rule 13.24. The Stock Exchange placed the Company into the first and second delisting stages on 24 May 2016 and 24 November 2016 respectively. At the end of the second delisting stage on 23 May 2017, the Company did not provide any resumption proposal. Therefore, the Stock Exchange had decided to place the Company into the third delisting stage under Practice Note 17 to the Listing Rules. The Company would have a final six months to provide a viable resumption proposal to address the stated resumption conditions. If no viable resumption proposal is received by the end of the third delisting stage (that is, 13 December 2017), the Company's listing will be cancelled.

Before the commencement of the third delisting stage, the Company had already established its resumption taskforce which includes legal consultants, the auditors and a financial adviser for formulating a viable resumption proposal. Eventually, the Company's financial adviser had submitted a resumption proposal to the Stock Exchange on 28 November 2017 (the "Resumption Proposal"). On 12 January 2018, the Stock Exchange had agreed to allow the Company to proceed with the Resumption Proposal subject to the completion of all the transactions contemplated under the Resumption Proposal. If the Company fails to do so or the Resumption Proposal fails to proceed for any reason, the Stock Exchange will proceed to cancel the listing of the Shares on the Stock Exchange. As at the date of this report, the Company's resumption taskforce proceeds the transactions contemplated under the Resumption Proposal smoothly.

Based on a number of factors, the Board now considers that the Company is unable to continue its development in the Dan Tien Port Project and the Board is now seeking legal opinion in the possibility to rescind the acquisition of Yield Rise from Make Success (the "Acquisition"). In view of the court case numbered HCA64/2012 which was originated from the Acquisition, the Board considers that it is not in the interest of the Company to incur additional legal expenses to pursue the claim against Make Success and other relevant parties. Should the Acquisition rescind as anticipated, the HCA64/2012 case would then be terminated.

37. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 9 April 2018.

Five Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and reclassified as appropriate, is set out below:

	For the twelve months ended 31 December				
	2012	2013	2014	2015	2016
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
RESULTS					
Continuing Operations:					
Revenue	498,478	561,105	541,360	420,225	388,678
Profit/(loss) before taxation	(36,115)	7,150	(13,950)	(8,241)	23,225
Income tax expense	(920)	–	(120)	–	(3,467)
Profit/(loss) for the year	<u>(37,035)</u>	<u>7,150</u>	<u>(14,070)</u>	<u>(8,241)</u>	<u>19,758</u>
Attributable to:					
Owners of the Company	(36,103)	3,601	(13,801)	(8,546)	14,825
Non-controlling interests	(932)	3,549	(269)	305	4,933
	<u>(37,035)</u>	<u>7,150</u>	<u>(14,070)</u>	<u>(8,241)</u>	<u>19,758</u>
	As at 31 December				
	2012	2013	2014	2015	2016
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
ASSETS AND LIABILITIES					
Non-current assets	72,988	65,181	60,376	56,918	53,868
Current assets	284,860	280,753	267,482	256,893	316,289
Current liabilities	(149,025)	(129,785)	(126,162)	(121,834)	(161,173)
	<u>208,823</u>	<u>216,149</u>	<u>201,696</u>	<u>191,977</u>	<u>208,984</u>
Share capital	88,872	88,872	88,872	88,872	88,872
Share premium and reserves	74,539	78,316	64,132	54,108	66,182
Non-controlling interests	45,412	48,961	48,692	48,997	53,930
	<u>208,823</u>	<u>216,149</u>	<u>201,696</u>	<u>191,977</u>	<u>208,984</u>