



Yan Tat Group Holdings Limited 恩達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1480

2015 年報
ANNUAL REPORT



YAN TAT GROUP
恩達集團

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chan Wing Yin (*Chairman*)
Mrs. Chan Yung
Mr. Chan Yan Kwong
Mr. Chan Yan Wing

Independent Non-executive Directors

Mr. Chung Yuk Ming
Mr. Yeung Kam Ho
Mr. Yau Wing Yiu

COMPANY SECRETARY

Mr. Lai Hau Yin, *FCPA, FCPA (Aust.)*

AUDIT COMMITTEE

Mr. Yau Wing Yiu (*Chairman*)
Mr. Yeung Kam Ho
Mr. Chung Yuk Ming

NOMINATION COMMITTEE

Mr. Yeung Kam Ho (*Chairman*)
Mr. Chung Yuk Ming
Mr. Yau Wing Yiu
Mr. Chan Yan Kwong
Mr. Chan Yan Wing

REMUNERATION COMMITTEE

Mr. Chung Yuk Ming (*Chairman*)
Mr. Yeung Kam Ho
Mr. Yau Wing Yiu
Mr. Chan Yan Kwong
Mr. Chan Yan Wing

AUTHORISED REPRESENTATIVES

Mr. Chan Yan Wing
Mr. Lai Hau Yin

AUDITOR

Ernst & Young

LEGAL ADVISER

Li & Partners

COMPLIANCE ADVISER

Guotai Junan Capital Limited

REGISTERED OFFICE

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

董事會

執行董事

陳榮賢先生 (*主席*)
陳勇女士
陳恩光先生
陳恩永先生

獨立非執行董事

鍾玉明先生
楊錦浩先生
邱榮耀先生

公司秘書

黎孝賢先生 · *FCPA, FCPA (Aust.)*

審核委員會

邱榮耀先生 (*主席*)
楊錦浩先生
鍾玉明先生

提名委員會

楊錦浩先生 (*主席*)
鍾玉明先生
邱榮耀先生
陳恩光先生
陳恩永先生

薪酬委員會

鍾玉明先生 (*主席*)
楊錦浩先生
邱榮耀先生
陳恩光先生
陳恩永先生

授權代表

陳恩永先生
黎孝賢先生

核數師

安永會計師事務所

法律顧問

李偉斌律師行

合規顧問

國泰君安融資有限公司

註冊辦事處

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Corporate Information

公司資料

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 809–810
Kwong Sang Hong Centre
151–153 Hoi Bun Road
Kwun Tong, Kowloon
Hong Kong

HEADQUARTERS IN THE PRC

No. 8 Yantat Road
Pingshan New District
Shenzhen
The PRC

PRINCIPAL BANKERS

The Hongkong and Shanghai Bank Corporation Limited
Standard Chartered Bank
Dah Sing Bank, Ltd.
Bank of China (Shenzhen Pingshan Branch)

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Trust (Cayman) Ltd.
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

PLACE OF LISTING

The Stock Exchange of Hong Kong Limited
(the "Stock Exchange")

STOCK CODE

1480

COMPANY'S WEBSITE

www.yantat.com

總部及香港主要營業地點

香港
九龍觀塘
海濱道151–153號
廣生行中心
809–810室

中國總部

中國
深圳
坪山新區
恩達路8號

主要往來銀行

香港上海滙豐銀行有限公司
渣打銀行
大新銀行有限公司
中國銀行(深圳坪山支行)

股份過戶登記總處

Appleby Trust (Cayman) Ltd.
Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心
22樓

上市地點

香港聯合交易所有限公司(「聯交所」)

股份代號

1480

公司網站

www.yantat.com

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board of directors (the "Directors") of Yan Tat Group Holdings Limited (the "Company") (the "Board"), I am pleased to present the audited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2015.

PERFORMANCE

Our Group's turnover decreased from HK\$663.6 million in 2014 to approximately HK\$638.9 million in 2015, representing a decline of approximately 3.7%. Gross profit was approximately HK\$144.1 million in 2015, representing an increase of approximately 2.6% over 2014. Earnings before interest, taxes, depreciation and amortisation ("EBITDA") was approximately HK\$71.6 million in 2015, representing a decrease of approximately 2.5% over 2014. Profit attributable to ordinary equity holders of the Company was approximately HK\$42.4 million in 2015, representing a decrease of approximately 4.1% over 2014. Drop in EBITDA and net profit was primarily due to decrease in other gains, increase in general and administrative expenses, increase in gross profit and absence of listing expenses in 2015.

FUTURE PROSPECTS

The printed circuit board ("PCB") industry was faced with the challenges of uncertainties in the global economy and slow-down of growth in 2015, with not much improvement to be expected in 2016. Due to its maturity and wide range of applications, the PCB industry did not suffer as much from the lackluster macro-environments. Besides, emergence of new products with 4.5G applications in the telecommunication industry, common use of electronic equipment in relation to safety, entertainment and control in the automobile industry and popularity and development of electric cars fostered development opportunities for the PCB industry. The Group's new plant in Pingshan, Shenzhen, has commenced operation in stages. The automated plant has improved both the quality and quantity of our products, and equipped us for future growth.

各位股東：

本人謹代表恩達集團控股有限公司(「本公司」)及其附屬公司(統稱為「本集團」)之董事(「董事」)會(「董事會」)，欣然呈報本集團截至二零一五年十二月三十一日止年度之經審核綜合業績。

業績表現

本集團之營業額由二零一四年的663.6百萬港元，減少約3.7%至二零一五年約638.9百萬港元。於二零一五年，毛利約為144.1百萬港元，較二零一四年上升約2.6%。於二零一五年，利息、稅項、折舊及攤銷前溢利(「EBITDA」)約為71.6百萬港元，較二零一四年減少約2.5%。於二零一五年，本公司普通權益擁有人應佔溢利約42.4百萬港元，較二零一四年減少約4.1%。EBITDA及純利下降主要由於其他收益下降，一般及行政開支增加，毛利增加及二零一五年沒有上市開支。

未來前景

印刷電路板(「印刷電路板」)行業在二零一五面臨全球經濟的不穩定性及增長退色的挑戰，觀望二零一六年的情況，亦不會有太大改善。由於印刷電路板行業是非常成熟，及應用層面廣，在市場大環境不理想時，相對影響較少；在另一方面，隨着電訊行業更多4.5G應用的新產品出現，加上汽車行業在安全性、娛樂性、控制性的電子設備的廣泛使用，而電動車的普及和發展，提供本行業的發展機會。本集團位於深圳坪山的新廠房已逐步使用，新廠的自動化程度相應提高了，大大提升我們的產品質與量，迎接未來的商機。

Chairman's Statement

主席報告

APPRECIATION

Last but not least, I would like to take this opportunity to extend my sincere gratitude to all fellow directors, management and our staff for their unwavering dedication and contribution to our Group's development. I would also like to thank all of our shareholders, for their trust and continuous support over a challenging but rewarding 2015.

Yan Tat Group Holdings Limited
Chan Wing Yin
Chairman
Hong Kong, 23 March 2016

致謝

最後，本人謹藉此機會衷心感謝全體董事、管理層及旗下職工的竭誠投入以及對本集團發展的貢獻。本人亦謹此感謝全體股東於充滿挑戰又具意義的二零一五年裡一直給予信任及支持。

恩達集團控股有限公司
主席
陳榮賢
香港，二零一六年三月二十三日

Financial Highlights

財務摘要

		For the year ended 31 December		
		截至十二月三十一日止年度		
Results 業績		2015	2014	Change 變動
		二零一五年	二零一四年	
		HK\$'000	HK\$'000	(%)
		千港元	千港元	(%)
Revenue	收益	638,930	663,566	(3.7)
Profit before tax	除稅前溢利	49,724	50,857	(2.2)
Profit attributable to ordinary equity holders of the Company before extraordinary items ¹	本公司普通權益持有人應佔除非經常性項目前溢利 ¹	42,335	37,048	14.3
Profit attributable to ordinary equity holders of the Company	本公司普通權益持有人應佔溢利	42,413	44,209	(4.1)
Basic earnings per share (expressed in HK\$ per share)	每股基本盈利 (以每股港元列示)	HK17.7 cents 港仙	HK24.0 cents 港仙	(26.3)
Diluted earnings per share (expressed in HK\$ per share)	每股攤薄盈利 (以每股港元列示)	HK17.7 cents 港仙	HK24.0 cents 港仙	(26.3)
Dividend per share	每股股息	HK5 cents 港仙	Nil 無	100

		As at 31 December		
		於十二月三十一日		
Financial Position 財務狀況		2015	2014	Change 變動
		二零一五年	二零一四年	
		HK\$'000	HK\$'000	(%)
		千港元	千港元	(%)
Total assets	資產總值	863,581	772,814	11.7%
Net debts (excluding cash and bank balances, pledged deposits and restricted cash)	淨債務(不包括現金及銀行結餘, 已抵押存款及限制性現金)	82,686	(17,844)	563.4%
Shareholders' equity	股東權益	428,784	418,174	2.5%
Net assets per share (expressed in HK\$ per share)	每股資產淨值 (以每股港元列示)	1.79	1.74	2.9%
Net debts to total assets	淨債務對總資產	9.6%	(2.3%)	517.4%
Net debts to shareholders' equity	淨債務對股東權益	19.3%	(4.3%)	548.8%

¹ Extraordinary items include gain from non-interest-bearing financial arrangement, gain on disposal of fixed assets, realisation of exchange fluctuation reserve upon deregistration of a subsidiary and listing expenses.

¹ 非經常性項目包括來自非計息財務安排之收益, 出售固定資產之收益, 注銷一間附屬公司時匯兌波動儲備之實現及上市開支。

Financial Summary

財務概要

		Year ended 31 December 截至十二月三十一日止年度				
in HK\$'000 千港元		2015 二零一五年	2014 二零一四年	2013 二零一三年	2012 二零一二年	2011 二零一一年
RESULTS	業績					
Revenue	收益	638,930	663,566	581,557	576,663	561,585
Profit before extraordinary items ¹ and income tax	除非經常性項目 ¹ 及所得稅前溢利	49,646	43,696	37,565	33,899	22,203
Profit before income tax	除所得稅前溢利	49,724	50,857	42,822	33,972	22,259
Income tax expense	所得稅開支	(7,311)	(6,649)	(3,055)	(3,794)	(3,815)
Profit for the year	年內溢利	42,413	44,208	39,767	30,178	18,444
		As at 31 December 於十二月三十一日				
in HK\$'000 千港元		2015 二零一五年	2014 二零一四年	2013 二零一三年	2012 二零一二年	2011 二零一一年
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	863,581	772,814	659,181	579,781	527,572
Total liabilities	負債總額	434,797	354,640	391,356	361,147	340,161
Net assets	資產淨值	428,784	418,174	267,825	218,634	187,411

¹ Extraordinary items include gain from non-interest-bearing financial arrangement, gain on disposal of fixed assets, realisation of exchange fluctuation reserve upon deregistration of a subsidiary and listing expenses.

¹ 非經常性項目包括來自非計息財務安排之收益，出售固定資產之收益，注銷一間附屬公司時匯兌波動儲備之實現及上市開支。

Management Discussion and Analysis

管理層討論及分析

INDUSTRY OVERVIEW

According to the International Monetary Fund, the estimated growth of global economy is approximately 3.1%. It is anticipated that the growth rates of 2016 and 2017 will be slightly higher than that of 2015, but will remain below 4%. The printed circuit board (“PCB”) is a basic component necessary for electronic products, known as the “mother of the electronic industry”. According to the analysis conducted by an independent third party, China Research and Intelligence Co., Ltd, the global PCB industry is closely correlated with the global economy. In terms of sales value, the global PCB market size increased from approximately US\$44.7 billion in 2009 to approximately US\$57.4 billion in 2014 as shown from market data, representing a compounded annual growth rate (“CAGR”) of approximately 5.1%. Along with the global economic forecast, it is estimated that the sales value of the global PCB market will increase to approximately US\$77.2 billion in 2018. Through years of development, the PCB industry is relatively mature and will slow down to a stable trend in its future growth.

The global printed circuit market is primarily driven by the demand for 3C products, including communication, computer and consumer electronics products. Regarding communication, the spotlight is on handsets and infrastructure related to applications of 4G communication. As it has been a while since the launch of the products, they will be a less influential driving force to the future of the PCB industry until another breakthrough is achieved in respect of such products.

In addition to the applications of 3C products, wide range of applications on automobiles is another new force to the industry. PCBs are commonly found in engine, chassis, control, safety, information and internal environment system. Recently, electric cars have also been a widely discussed topic, which, along with concepts such as intelligent drive, may spark future opportunities for PCB.

For the PCB market in the PRC, the market size increased from approximately US\$16.8 billion in 2009 to approximately US\$26.1 billion in 2014 as shown from market data, representing a CAGR of approximately 9.2%. It is estimated that the sale value will increase from approximately US\$26.1 billion in 2014 to approximately US\$35.9 billion in 2018, representing a CAGR of approximately 8.3%, which is higher than the growth of the global market.

Industry 4.0 or Made in China 2025 centres on customised mass production and intelligent production which satisfy customers' specific requirements. It is a ground-breaking development for the PCB industry. It is rather complicated to satisfy customers' diverse needs and allocate proper resources to achieve efficient production. Enterprises will be encouraged to implement informationalised and automated means of production, leading to improvements on cost and quality.

行業概覽

根據國際貨幣基金組織 (International Monetary Fund) 資料，估計全球經濟增長約3.1%，預計二零一六年和二零一七年的增長率略高於二零一五年，但亦只會在4%之下。印刷電路板（「印刷電路板」）是電子產品中不可或缺的基礎零件，稱為「電子工業之母」。根據獨立第三方上海元哲信息諮詢有限公司進行的分析，全球印刷電路板行業與全球經濟表現息息相關。按銷售價值計算，全球印刷電路板市場規模由二零零九年的約447億美元，而市場資料顯示二零一四年約574億美元，複合年增長率（「複合年增長率」）約為5.1%。根據全球經濟預測，估計全球印刷電路板市場銷售價值將於二零一八年增至約772億美元。由於印刷電路板行業發展多年，已相當成熟，未來發展會有所放緩，但仍能保持平穩的態勢。

全球印刷電路市場的主要動力源於對3C產品需求（包括通訊、電腦及消費電子產品）。通訊熱點產品主要4G通訊應用有關的手機及基礎設施，由於該產品推出了一段時間，在未有突破性的產品時，未來對印刷電路板行業動力，將有所下降。

繼3C產品的應用，另一個生力軍是在汽車上廣泛應用，無論是發動機系統、底盤系統、操縱系統、安全系統、信息系統及車內環境系統等，我們不難找到印刷電路板的蹤影。近期，電動汽車也帶來熾熱的話題，再加上智能駕駛等概念或提供印刷電路板未來的商機。

就中國的印刷電路板市場而言，市場資料顯示市場規模由二零零九年約168億美元，增加至二零一四年約為261億美元，複合年增長率約為9.2%。估計銷售價值將由二零一四年約261億美元增加至二零一八年約359億美元，複合年增長率約為8.3%，較全球市場的增長率為高。

工業4.0或中國製造2025的中心思想是定制量產，生產智能化針對性滿足客戶需要，在印刷電路板行業，實是一大衝擊，客戶多樣化的需求，充份調配資源有效生產，有一定複雜性，繼而推動各企業用信息及自動化手段生產，而帶來成本與質量優化改善。

Management Discussion and Analysis

管理層討論及分析

The global PCB industry is witnessing changes in its development momentum, oversupply and fierce market competitions. The advantage of low labour costs traditionally enjoyed by manufacturers in the PRC is gradually fading. It forces manufacturers in the PRC to make greater strides in informatization and automation and adhere to the principle of Made in China 2025 in the future.

BUSINESS REVIEW

The Group is an original equipment manufacturer (“OEM”) provider of PCBs and principally engaged in the production of quality PCBs, which meet the industry standards such as IPC Standards, as well as the customers’ requirement.

Prior to 2012 we anticipated that the demand for PCB from the customers would increase and exceed our then existing production capacity. The infrastructure of the new plant was completed in 2014 and an automated production line was subsequently installed in 2015, which significantly boosted our capacity and technology, and enabled us to provide better products to customers.

Meanwhile, upon full operation of new production facilities and equipment, annual depreciation costs will increase significantly in the future, the gross profit margin of the Group may be reduced. However, the management of the Company is confident that the gross profit margin will be restored to a healthy level through economy of scale when orders and capacity gradually increase.

Our continuous diversification of product mix and market coverage allows the Group to swiftly cater for the changes in demand from certain sectors and adjust our production output accordingly, resulting in reduced reliance on a single product and market. In recent years, enormous business opportunities had been generated from automobile electronics and the sector is therefore becoming increasingly important.

We remain focused on the market demand for conventional PCBs with a well-developed capacity to produce multi-layered and special material PCBs, which require advanced technologies and specialised expertise.

The Company has laid down a robust sales network covering Asia, Europe, the Americas and Africa to put both the PRC market and the international market within reach. Our sales team endeavours to capture market opportunities and approach a myriad of existing and potential customers. We have established steady business relationship with our major customers for an average span of over six years. Meanwhile, we have numerous active customers as well.

全球印刷电路板行業發展勢頭有所變化，供大於求，引致市場競爭很激烈，從前在國內生產有廉價勞動成本優勢，現在漸漸下降，無疑推動國內廠家在息信化及自動化大步邁向，未來更能配合中國製造2025路徑行走。

業務回顧

本集團為印刷电路板原設備製造(「OEM」)供應商，主要從事製造高質量印刷电路板，產品皆符合行業標準(例如IPC標準)，以及我們客戶的規定。

在二零一二年前已預見我們的客戶對印刷电路板需求有上升趨勢，並超逾我們當時的產能。新廠房基礎設施在二零一四年竣工，自動化的生產線在二零一五年相繼安裝完成，大大提高產能及技術，為客戶供應更優質產品。

與此同時，當新的生產設施、設備的全面使用，未來每年的折舊費用將會大幅上升，因而有可能削弱集團毛利率。然而本公司管理層有信心，隨着訂單及產量逐步上升，進一步體現規模經濟效益，有助毛利率回復至健康水平。

我們持續多元化的產品組合及市場組合讓集團能夠快速迎合部分行業的需求變化，據此調節我們的產生，從而減少對單一產品及市場的依賴，受惠於近年汽車電子的龐大商機，這部份的比重也會相應提高。

我們仍然鎖定傳統印刷电路板的市場需求為目標，具備製造多層及特殊物料印刷电路板的完備能力，生產有關產品需要先進技術及特定專門技術知識。

公司建立了一個穩固的銷售覆蓋範圍，跨越亞洲、歐洲、美洲、非洲，同時照顧中國及國際市場。我們的銷售團隊全力捕捉市場商機，並接觸到大群現有和潛在客戶。我們與主要客戶維持穩固業務關係，平均超過六年。同時我們亦擁有大量的活躍客戶。

Management Discussion and Analysis

管理層討論及分析

The Group first started its manufacturing business of PCBs in 1989, and has been engaging in the industry for over 26 years. With its experience and network built up throughout the years, the Group is positioned to make further development into the PCB market. Meanwhile, after new plant and new automatic equipment are put into operation, the Group is well-equipped with stronger competitiveness. It is believed that the Group can remain strong in its competitiveness in the coming years as long as its existing hardware and software are in efficient use. In respect of the long-term strategy, the Group will continue to focus on its principal business, namely, the manufacture and sale of PCBs, in a prudent manner. However, the Group will also consider opportunities to maximize shareholders' benefits from time to time.

集團早在一九八九年開始生產印刷電路板，專注這個行業超過二十六年，所積累下來的經驗及網絡有利集團在印刷電路板市場進一步發展，同時在新廠房，新自動化設備的投入使用，使集團保持競爭優勢，只要集團有效地運用現時的軟件硬件，其競爭力依然強勁。長遠策略而言，集團還是踏實地專注本業——生產、銷售印刷電路板，但集團亦會不時研究考慮為股東爭取最大利益的機會。

FINANCIAL REVIEW

財務回顧

in HK\$'000 千港元		2015 二零一五年	2014 二零一四年
Turnover	營業額	638,930	663,566
Gross Profit	毛利	144,120	140,439
Earnings before interest, taxes, depreciation and amortisation ("EBITDA")	利息、稅項、折舊及攤銷前盈利 (「EBITDA」)	71,601	73,413
Net Profit	純利	42,413	44,208

The Group's turnover for the year of 2015 was approximately HK\$638.9 million, representing a decrease of approximately 3.7% compared to the last year, primarily due to a slight decrease in customers' demand in the fourth quarter of 2015.

本集團於二零一五年之營業額約638.9百萬港元，較去年減少約3.7%，主要由於客戶需求於二零一五年第四季輕微下降。

The Group's gross profit for the year of 2015 was approximately HK\$144.1 million, representing an increase of approximately 2.6% compared to the last year. Gross profit margin increased by approximately 1.4% to 22.6% from 21.2%, primarily due to change in products mix.

本集團於二零一五年之毛利約144.1百萬港元，較去年增加約2.6%。毛利率由21.2%增加約1.4%至22.6%，主要由於產品的組合變化所致。

The Group's total operating expenses for the year of 2015 were approximately HK\$97.8 million, representing an increase of approximately 5.3% compared to the last year, primarily due to increase in salaries and increase in relevant expenses as required by the Company as a listed company.

本集團於二零一五年的經營開支總額約為97.8百萬港元，較去年增加約5.3%，主要由於工資的增加及本公司上市所需相關開支增加所致。

The Group's EBITDA amounted to approximately HK\$71.6 million for the year of 2015 as compared to approximately HK\$73.4 million for the last year.

本集團於二零一五年的EBITDA約為71.6百萬港元，而去年則為約73.4百萬港元。

The Group recorded a profit attributable to ordinary equity holders of the Company of approximately HK\$42.4 million for the year of 2015 as compared to approximately HK\$44.2 million for the last year.

本集團於二零一五年錄得本公司普通權益持有人應佔溢利約42.4百萬港元，而去年則為約44.2百萬港元。

Management Discussion and Analysis

管理層討論及分析

Other income and gains

Our other income and gains decreased by approximately HK\$23.2 million or 74.4%, to approximately HK\$8.0 million for the year ended 31 December 2015 from approximately HK\$31.2 million for the year ended 31 December 2014, primarily due to the gain on disposal of Hong Kong offices of the Group at the amount of approximately HK\$18.5 million in November 2014, and the realisation of exchange fluctuation reserve upon deregistration of a subsidiary of approximately HK\$8.4 million in 2014.

Other expenses

Listing expenses of approximately HK\$19.8 million were incurred during the year ended 31 December 2014. As no such expenses were incurred for the year ended 31 December 2015, other expenses decreased significantly.

Selling and distribution expenses

Our selling and distribution expenses increased by approximately HK\$0.4 million, or 1.6%, to approximately HK\$25.3 million for the year ended 31 December 2015 from approximately HK\$24.9 million for the year ended 31 December 2014. The increase was primarily due to increase in salaries and bonus.

General and administrative expenses

Our general and administrative expenses increased by approximately HK\$4.4 million, or 6.5%, to approximately HK\$72.5 million for the year ended 31 December 2015 from approximately HK\$68.1 million for the year ended 31 December 2014. The increase was mainly because of increase in salaries and new expenses as required by the Company as a listed company.

Finance costs

Our finance costs decreased by approximately HK\$1.8 million, or 31.0%, to approximately HK\$4.0 million for the year ended 31 December 2015 from approximately HK\$5.8 million for the year ended 31 December 2014. The decrease was primarily due to a decrease in imputed interest on non-interest-bearing financial arrangement of approximately HK\$2.3 million.

Profit attributable to equity holders of the Company

The Group recorded a profit attributable to ordinary equity holders of the Company of approximately HK\$42.4 million for the year ended 31 December 2015 compared to approximately HK\$44.2 million for the year ended 31 December 2014, representing a decrease of approximately 4.1%. The decrease of profit attributable to ordinary equity holders of the Company was mainly due to the net effect of the increase in gross profit of approximately HK\$3.7 million, the increase in general and administrative expenses of approximately HK\$4.4 million mainly due to increase in salaries and new expenses as required by the Company as a listed company, the decrease in other expenses of approximately HK\$21.4 million which was mainly due to no incurrence of listing expenses in 2015, the decrease in other income and gains of approximately HK\$23.2 million which was mainly due to gain on disposal of Hong Kong offices of approximately HK\$18.5 million incurred in 2014, and the realisation of exchange fluctuation reserve upon deregistration of a subsidiary of approximately HK\$8.4 million incurred in 2014 and no such gains in 2015.

其他收入及收益

其他收入及收益由截至二零一四年十二月三十一日止年度約31.2百萬港元減少約23.2百萬港元或74.4%，至截至二零一五年十二月三十一日止年度約8.0百萬港元，主要由於二零一四年十一月出售本集團的香港辦事處所得收益約18.5百萬港元，及於二零一四年註銷一間附屬公司時匯兌波動儲備之實現約8.4百萬港元。

其他開支

於截至二零一四年十二月三十一日止年度產生上市費用約19.8百萬港元，於截至二零一五年十二月三十一日止年度沒有此費用，使其他開支大幅減少。

銷售及分銷開支

銷售及分銷開支由截至二零一四年十二月三十一日止年度約24.9百萬港元上升約0.4百萬港元或1.6%，至截至二零一五年十二月三十一日止年度約25.3百萬港元。上升主要由於工資及花紅增加。

一般及行政開支

一般及行政開支由截至二零一四年十二月三十一日止年度約68.1百萬港元增加約4.4百萬港元或6.5%，至截至二零一五年十二月三十一日止年度約72.5百萬港元。增幅乃主要由於工資的增加，本公司上市所需之新增相關費用所致。

融資成本

融資成本由截至二零一四年十二月三十一日止年度約5.8百萬港元減少約1.8百萬港元或31.0%，至截至二零一五年十二月三十一日止年度約4.0百萬港元。此減幅主要由於非計息財務安排的估算利息下降約2.3百萬港元。

本公司普通權益持有人應佔溢利

截至二零一五年十二月三十一日止年度，本集團錄得本公司普通權益持有人應佔溢利約42.4百萬港元，較截至二零一四年十二月三十一日止年度約44.2百萬港元減少約4.1%。本公司普通權益持有人應佔溢利減少主要由於毛利增幅約3.7百萬港元、一般及行政開支增幅約4.4百萬港元（主要由於工資的增加，本公司上市所需之新增相關費用所致）、其他開支下降約21.4百萬港元（主要由於二零一五年沒有上市開支）、其他收入及收益下降約23.2百萬港元（主要由於二零一四年產生出售香港辦事處所得收益約18.5百萬港元及二零一四年註銷一間附屬公司時匯兌波動儲備之實現約8.4百萬港元的淨影響，而二零一五年則沒有此等收益）。

Management Discussion and Analysis

管理層討論及分析

Property, plant and equipment

The net carrying amount as at 31 December 2015 was approximately HK\$410.2 million, representing an increase of approximately HK\$109.7 million from that of 2014. This was mainly due to newly purchased equipment for the Group and the internal decoration for the new factory of approximately HK\$107.9 million.

Trade and bills receivables

There was an increase in trade and bills receivables as at 31 December 2015 of approximately HK\$7.3 million as compared to 31 December 2014, which was mainly due to the net effect of the settlement from customers and new trade and bills receivables provided during the year ended 31 December 2015. For further details, please refer to note 19 to financial statements.

Trade and bills payables

There was a decrease in trade and bills payables as at 31 December 2015 of approximately HK\$15.2 million as compared to 31 December 2014, which was mainly due to the timing variance of purchases in the fourth quarter of 2015. For further details, please refer to note 22 to the financial statements.

Bank and other borrowings

The Group had bank and other borrowings as at 31 December 2015 in the sum of approximately HK\$206.3 million, which were increased by approximately HK\$48.1 million from the sum of approximately HK\$158.2 million as at 31 December 2014. The main reason for the increase in borrowings was to finance the internal decoration for the new factory and the purchase of new equipment. No financial instruments were used for hedging purposes, nor were there any foreign currency net investments hedged by current borrowings and/or other hedging instruments. For further details, please refer to note 24 to financial statements.

Liquidity and financial resources

As at 31 December 2015, the Group had current assets of approximately HK\$394.3 million (2014: HK\$445.9 million) comprised of cash and cash equivalents of approximately HK\$121.4 million (2014: HK\$172.3 million). As at 31 December 2015, the Group had non-current liabilities of approximately HK\$46.4 million (2014: HK\$59.4 million), and its current liabilities amounted to approximately HK\$388.4 million (2014: HK\$295.2 million), consisting mainly of payables arising in the normal course of operation and bank borrowings for financing of new production facilities. Accordingly, the current ratio, being the ratio of current assets to current liabilities, was around 1.0 as at 31 December 2015 (2014: 1.5).

Gearing ratio

The gearing ratio of the Group, calculated as total borrowings over shareholders' fund, was approximately 0.5 as at 31 December 2015 (2014: approximately 0.4).

物業、廠房及設備

於二零一五年十二月三十一日，賬面淨值約410.2百萬港元，較二零一四年上升約109.7百萬港元，主要由於本集團新購的設備及新廠房內部裝修約107.9百萬港元。

貿易應收款項及應收票據

貿易應收款項及應收票據於二零一五年十二月三十一日較二零一四年十二月三十一日增加約7.3百萬港元，主要由於客戶付款與截至二零一五年十二月三十一日止年度內提供的新貿易應收款項及應收票據的淨影響所致。更多詳情，請參閱財務報表附註19。

貿易應付款項及應付票據

於二零一五年十二月三十一日之貿易應付款項及應付票據較二零一四年十二月三十一日減少約15.2百萬港元，乃主要由於二零一五年第四季採購的時間差異所致。更多詳情，請參閱財務報表附註22。

銀行及其他借款

於二零一五年十二月三十一日，本集團的銀行及其他借款合計約206.3百萬港元，較二零一四年十二月三十一日合共約158.2百萬港元增加約48.1百萬港元。借款增加的主要因為新廠房內部裝修及新購設備的融資。並未動用財務工具作對沖用途，亦無通過現有借款及／或其他對沖工具對沖任何外幣投資淨額。更多詳情，請參閱財務報表附註24。

流動資金及財務資源

於二零一五年十二月三十一日，本集團流動資產約為394.3百萬港元(二零一四年：445.9百萬港元)，包括現金及現金等價物約121.4百萬港元(二零一四年：172.3百萬港元)。於二零一五年十二月三十一日，本集團之非流動負債約為46.4百萬港元(二零一四年：59.4百萬港元)，及其流動負債約為388.4百萬港元(二零一四年：295.2百萬港元)，主要包括一般業務過程中產生的應付款項及就新生產設施融資之銀行借款。因此，於二零一五年十二月三十一日，流動比率(流動資產除以流動負債)約為1.0(二零一四年：1.5)。

資產負債比率

於二零一五年十二月三十一日，本集團之資產負債比率(按總借款除以股東資金計算)約為0.5(二零一四年：約0.4)。

Management Discussion and Analysis

管理層討論及分析

Treasury policies

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the year of 2015. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

Foreign exchange exposure

As at 31 December 2015, we had cash and bank balances, trade and bills receivables, trade and bills payables, other payables and other borrowings which are denominated in foreign currencies and consequently we have foreign exchange risk exposure from translation of amount denominated in foreign currencies as at the report date. During the year ended 31 December 2015, the Group did not engage in any derivatives activities and did not commit to any financial instruments to hedge its exposure to foreign currency risk.

Capital structure

The shares of the Company were listed on Main Board of the Stock Exchange on 8 December 2014. There has been no change in the capital structure of the Company since that date. The capital of the Company is comprised of ordinary shares and capital reserves.

Capital commitments

As at 31 December 2015, capital commitments of the Group amounted to approximately HK\$23.9 million (2014: HK\$78.2 million).

Dividend

The Board does not recommend the payment of a final dividend for the year ended 31 December 2015 (2014: nil).

The interim dividend paid by the Company to shareholders during the year was HK\$12 million (2014: nil).

Information on employees

As at 31 December 2015, the Group had 1,124 employees (2014: 1,027), including the executive Directors. Total staff costs (including Directors' emoluments) were approximately HK\$100.9 million, as compared to approximately HK\$94.5 million for the year ended 31 December 2014. Remuneration is determined with reference to market norms and individual employees' performance, qualification and experience.

On top of basic salaries, bonuses may be paid by reference to the Group's performance as well as the individual's performance. Other staff benefits include contributions to Mandatory Provident Fund scheme in Hong Kong, and various welfare plans including the provision of pension funds, medical insurance, unemployment insurance and other relevant insurance for employees of our Group pursuant to the PRC rules and regulations and the existing policy requirements of the local PRC Government as well as share options.

庫務政策

本集團已就庫務政策採取審慎的財務管理方針，因此於二零一五年內維持穩健流動資金狀況。本集團致力減低信貸風險，持續進行信貸評估及評估其客戶之財務狀況。為管理流動資金風險，董事會密切監察本集團流動資金狀況，確保本集團資產、負債及其他承擔之流動資金結構能應付不時之資金需要。

外匯風險

於二零一五年十二月三十一日，我們的現金及銀行結餘、貿易應收款項及應收票據、貿易應付款項及應付票據、其他應付款項及其他借款均以外幣計值，因此我們於報告日期面對轉換外幣計值金額之外匯風險。於截至二零一五年十二月三十一日止年度，本集團並無從事任何衍生工具活動，亦無作出任何財務工具承擔，以對沖所面對之外匯風險。

資本架構

本公司股份於二零一四年十二月八日於聯交所主板上市。自該日起，本公司資本架構概無變動。本公司資本包括普通股及資本儲備。

資本承擔

於二零一五年十二月三十一日，本集團的資本承擔約為23.9百萬港元（二零一四年：78.2百萬港元）。

股息

董事會不建議於截至二零一五年十二月三十一日止年度派付末期股息（二零一四年：無）。

於年內，本公司向股東派付中期股息12百萬港元（二零一四年：無）。

僱員資料

於二零一五年十二月三十一日，本集團有1,124名僱員（二零一四年：1,027名），包括執行董事。員工成本總額（包括董事酬金）約為100.9百萬港元，而截至二零一四年十二月三十一日止年度則約為94.5百萬港元。薪酬乃參考市場常規及個別僱員之表現、資格及經驗而釐訂。

除基本薪金外，本公司會參考本集團表現及個別員工表現發放花紅。其他員工福利包括為香港僱員作出強積金計劃供款，及根據中國法律及法規及地方中國政府的現行政策規定，為本集團聘用之僱員提供多項福利計劃，包括提供退休金、醫療保險、失業保險及其他相關保險以及購股權。

Management Discussion and Analysis

管理層討論及分析

The salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually. The Group also operates a share option scheme adopted by the Company on 18 November 2014 ("Share Option Scheme") where options to subscribe for shares may be granted to the Directors and employees of the Group.

Details of the Share Option Scheme are disclosed in the section headed "Share Option Scheme" on pages 42 to 44 of this annual report.

The Company did not grant any share option under the Share Option Scheme as at 31 December 2015. Details of the emoluments of the Directors and the five highest paid individuals of the Group for the year ended 31 December 2015 are set out on note 8 and note 9 to the consolidated financial statements.

Significant investments held

Except for an available-for-sale investment during the year ended 31 December 2015 (please see note 17 to financial statements), the Group did not hold any significant investment in equity interest in any other company.

Future plans for material investments and capital assets

Save as disclosed in the prospectus of the Company dated 26 November 2014 (the "Prospectus"), currently the Group does not have other plans for material investments and capital assets.

Material acquisitions and disposals of subsidiaries, associates and joint ventures

During the year ended 31 December 2015, the Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures.

Charges of assets

As at 31 December 2015, the Group's bank borrowings and bills payable are secured by its assets as below:

- (i) the Group's leasehold land and buildings, construction in progress and investment property with an aggregate net carrying values of approximately HK\$242.3 million (2014: HK\$165.5 million).
- (ii) the Group's pieces of leasehold land situated in Mainland China, which are classified as prepaid land lease payments with a carrying amount of approximately HK\$5.8 million (2014: HK\$6.3 million).
- (iii) pledged deposits with banks amounting to approximately HK\$21.1 million (2014: HK\$21.9 million).

Contingent liabilities

The Group had no material contingent liabilities as at 31 December 2015 (2014: nil).

本集團僱員之薪金及福利維持在具競爭力的水平，在本集團薪金及花紅制度(每年進行檢討)的總體框架下，僱員按表現獲得獎勵。本集團亦設有購股權計劃(「購股權計劃」)，由本公司於二零一四年十一月十八日採納，據此，可向本集團董事及僱員授出認購股份之購股權。

購股權計劃詳情披露於本年報第42至44頁「購股權計劃」一節。

於二零一五年十二月三十一日，本公司沒有根據購股權計劃授出任何購股權。截至二零一五年十二月三十一日止年度，本集團董事及五名最高薪酬人士之薪酬詳情載於綜合財務報表附註8及9。

持有之重大投資

除於截至二零一五年十二月三十一日止年度之一項可供出售投資(請參閱財務報表附註17)外，本集團並無於任何其他公司持有任何重大股權投資。

重大投資及資本資產之未來計劃

除於本公司日期為二零一四年十一月二十六日之招股章程(「招股章程」)所披露外，本集團目前並無其他重大投資及資本資產計劃。

重大收購及出售附屬公司、聯營公司及合營公司

截至二零一五年十二月三十一日止年度，本集團並無任何重大收購及出售附屬公司、聯營公司及合營公司事項。

資產抵押

於二零一五年十二月三十一日，本集團銀行借款及應付票據由其資產作抵押，詳情如下：

- (i) 本集團租賃土地及樓宇、在建工程及投資物業，總賬面淨值約為242.3百萬港元(二零一四年：165.5百萬港元)。
- (ii) 本集團於中國內地的租賃地塊，分類為預付土地租賃款項，賬面值約為5.8百萬港元(二零一四年：6.3百萬港元)。
- (iii) 已抵押予銀行的存款約為21.1百萬港元(二零一四年：21.9百萬港元)。

或然負債

本集團於二零一五年十二月三十一日並無任何重大或然負債(二零一四年：無)。

Directors and Senior Management Profile

董事及高級管理層簡歷

DIRECTORS

Our Board is responsible and has general powers for the management and conduct of the business. The following table sets forth information regarding members of the Board as at the date of this report:

Name 姓名	Appointment Date 委任日期	Age 年齡
Executive Directors 執行董事		
Mr. Chan Wing Yin 陳榮賢先生	8 July 2014 二零一四年七月八日	66
Mrs. Chan Yung 陳勇女士	8 July 2014 二零一四年七月八日	66
Mr. Chan Yan Kwong 陳恩光先生	8 July 2014 二零一四年七月八日	37
Mr. Chan Yan Wing 陳恩永先生	8 July 2014 二零一四年七月八日	36
Independent Non-executive Directors 獨立非執行董事		
Mr. Chung Yuk Ming 鍾玉明先生	18 November 2014 二零一四年十一月十八日	68
Mr. Yeung Kam Ho 楊錦浩先生	18 November 2014 二零一四年十一月十八日	52
Mr. Yau Wing Yiu 邱榮耀先生	18 November 2014 二零一四年十一月十八日	48

CHAIRMAN, EXECUTIVE DIRECTOR & CHIEF EXECUTIVE OFFICER

Mr. Chan Wing Yin (陳榮賢), aged 66, is our chairman, executive Director and chief executive officer. He is the founder of the Group and has participated in the management of the Group since January 1992. Mr. Chan is the director of all our subsidiaries. Mr. Chan is responsible for the corporate strategic planning and overall business development of the Group. Mr. Chan is the spouse of Mrs. Chan Yung, the father of Mr. Chan Yan Kwong and Mr. Chan Yan Wing, all being the executive Directors.

Before incorporation of YT Industrial in 1992, Mr. Chan was a sole proprietorship conducting business under the name of Yan Tat (HK) Industrial Co. from September 1989, which was primarily engaged in the manufacturing of PCBs and which enabled Mr. Chan to acquire relevant industry knowledge and accumulate relevant experience. Mr. Chan has more than 26 years of experience in the PCB production and sales.

董事

董事會負責業務的管理及經營，並就此獲賦予普遍權力。下表載列於本報告日期有關董事會成員的資料：

主席、執行董事及行政總裁

陳榮賢先生，66歲，為主席、執行董事及行政總裁。彼為本集團創辦人，自一九九二年一月起已參與本集團的管理。陳先生為本集團所有附屬公司的董事。陳先生負責本集團的企業策略規劃及整體業務發展。陳先生為陳勇女士的配偶、陳恩光先生及陳恩永先生（均為執行董事）的父親。

在恩達實業於一九九二年註冊成立前，陳先生自一九八九年九月起以恩達（香港）實業公司之名義獨資經營業務，並主要從事印刷電路板製造，讓陳先生汲取相關行業知識及累積相關經驗。陳先生於印刷電路板產銷擁有逾26年經驗。

Directors and Senior Management Profile

董事及高級管理層簡歷

Mr. Chan currently serves as vice chairman of the Fujian Chamber of Commerce in Shenzhen (深圳市福建商會), the vice chairman of The Employers' Federation of Shenzhen (深圳市企業投資者聯合會) since September 2004 and currently as the honorary president of the highest ranking members (最高級別會員榮譽會長) since 2010. Mr. Chan is also currently the vice chairman of China Printed Circuit Association (中國印製電路行業協會) (CPCA) since March 2010. Mr. Chan was recognised as "Pioneer Worker" by CPCA in 2012.

Mr. Chan attended his secondary school education in Fujian province, the PRC from 1962 to 1964.

EXECUTIVE DIRECTORS

Mrs. Chan Yung (陳勇), aged 66, is our executive Director and vice president. She has participated in the management of the Group since September 1996. Mrs. Chan is one of the directors of four of our subsidiaries. Mrs. Chan is responsible for overseeing the administration, purchasing and logistics of the Group, corporate strategic planning and overall business development of the Group. Mrs. Chan is the spouse of Mr. Chan Wing Yin, and the mother of Mr. Chan Yan Kwong and Mr. Chan Yan Wing.

Mrs. Chan completed her secondary school education in Fujian province, the PRC in June 1968.

Mr. Chan Yan Kwong (陳恩光), aged 37, is our executive Director and vice president. Mr. Chan is the son of Mr. Chan Wing Yin and Mrs. Chan Yung, and the brother of Mr. Chan Yan Wing. Mr. Chan is one of the directors of three of our subsidiaries.

Mr. Chan joined our Group in April 2011 and is primarily responsible for overseeing factory expansion, information technology, human resources and building management of the Group. Prior to joining our Group, Mr. Chan worked at Benoy Limited (a private architectural firm) from June 2006 to March 2011 with his last position as a senior graphic designer where he was responsible for coordinating project construction and installation and architectural design.

陳先生為現任深圳市福建商會副監事長，自二零零四年九月起任深圳市企業投資者聯合會副會長及自二零一零年至今擔任最高級別會員榮譽會長。自二零一零年三月起至今，陳先生亦為中國印製電路行業協會的副會長。陳先生於二零一二年獲中國印製電路協會嘉許為「先進工作者」。

陳先生於一九六二年至一九六四年在中國福建省修讀中學課程。

執行董事

陳勇女士，66歲，為執行董事及副總裁。彼自一九九六年九月起參與本集團的管理。陳女士為本集團四間附屬公司的其中一名董事。陳女士負責監督本集團的行政、採購及物流及本集團企業策略規劃及整體業務發展。陳女士為陳榮賢先生的配偶、陳恩光先生及陳恩永先生的母親。

陳女士於一九六八年六月在中國福建省完成中學課程。

陳恩光先生，37歲，為執行董事及副總裁。陳恩光先生為陳榮賢先生及陳勇女士的兒子及陳恩永先生的胞兄。陳恩光先生為三間附屬公司的董事之一。

陳恩光先生於二零一一年四月加入本集團，主要負責監督本集團廠房擴展、資訊科技、人力資源及樓宇管理。加盟本集團前，陳恩光先生於二零零六年六月至二零一一年三月任職於私人建築公司Benoy Limited，離任前職位為高級圖則設計師，負責協調項目工程及安裝及建築設計。

Directors and Senior Management Profile

董事及高級管理層簡歷

Mr. Chan obtained a higher diploma in graphic design in Hong Kong Technical Colleges (currently known as Hong Kong Institute of Vocational Education) in Hong Kong in September 1999. Mr. Chan then graduated from London College of Printing (currently known as London College of Communication) in the United Kingdom in May 2002 and received a bachelor's degree of arts in Graphic and Media Design and was awarded a professional development award in Print Production (Print Packaging and Buying) in August 2002. He also obtained a master's degree in Interactive Digital Media at The University of Sussex in the United Kingdom in November 2004. Mr. Chan has been a member of the Youth Committee of Hong Kong Printed Circuit Association since January 2013.

Mr. Chan Yan Wing (陳恩永), aged 36, is our executive Director and vice president. Mr. Chan is the son of Mr. Chan Wing Yin and Mrs. Chan Yung, and the brother of Mr. Chan Yan Kwong. Mr. Chan is one of the directors of two of our subsidiaries.

Mr. Chan has approximately 12 years of experience in the PCB industry. Mr. Chan joined our Group in July 2003 and is primarily responsible for overseeing the sales and marketing of the Group.

Mr. Chan graduated from University of London in the United Kingdom with a bachelor's degree of science in Management in August 2002. Mr. Chan has been a member of the Youth Committee of Hong Kong Printed Circuit Association since January 2013 and the vice chairman of the Fujian Chamber of Commerce in Shenzhen (深圳市福建商會) since January 2012.

陳恩光先生一九九九年九月於香港獲香港科技學院(現稱香港專業教育學院)頒授圖像設計高級文憑。陳恩光先生其後在二零零二年五月畢業於英國London College of Printing(現稱為London College of Communication)，獲頒圖像及媒體設計文學士學位及於二零零二年八月榮獲Print Production(印刷媒體包裝及採購)專業發展獎。二零零四年十一月，彼亦獲英國薩塞克斯大學頒授互動數碼媒體碩士學位。自二零一三年一月起，陳恩光先生任香港綫路板協會青年委員會委員。

陳恩永先生，36歲，為執行董事及副總裁。陳恩永先生為陳榮賢先生及陳勇女士的兒子及陳恩光先生的胞弟。陳恩永先生為兩間附屬公司的董事之一。

陳恩永先生於印刷電路板行業擁有約12年經驗。彼於二零零三年七月加入本集團，主要負責監督本集團的銷售及市場營銷。

陳恩永先生二零零二年八月畢業於英國倫敦大學，獲頒管理學士學位。自二零一三年一月起，陳恩永先生任香港綫路板協會青年委員會委員，並自二零一二年一月起任深圳市福建商會副會長。

Directors and Senior Management Profile

董事及高級管理層簡歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chung Yuk Ming (鍾玉明), aged 68, was appointed as our independent non-executive Director on 18 November 2014. Mr. Chung has over 30 years of experience in manufacturing of motor cars, toys, electronics and communications. Mr. Chung has been working for L.K. Technology Holdings Limited (stock code: 558) since February 2001 (for the period from October 2006 to March 2014, Mr. Chung served as the executive director, where he was responsible for the strategic planning, the finance and investment) with his current position as a consultant. From July 1988 to January 2001, Mr. Chung worked for Kader Holdings Company Limited (stock code: 180) (a toy manufacturer) with his last position as an executive director, where he was responsible for overseeing all the operation of the group. From May 1986 to June 1988, he worked as a financial controller for Wong's Electronics Co., Ltd., a company which is principally engaged in the manufacturing of high-end electronics products, where he was primarily responsible for accounting and treasury. Between April 1984 and May 1986, Mr. Chung worked as a financial controller in WEBCOR Telecommunication Ltd. (a telephone manufacturer) where he was primarily responsible for accounting and the overall management of the group. From July 1982 to March 1984, Mr. Chung served as a chief accountant in Swedish Motors Ltd. (a sales agent of automobile) where he had the responsibility for all financial and economic control functions in the company.

Mr. Chung obtained a master's degree in Business Administration in the University of East Asia (currently known as University of Macau) in the Macau Special Administrative Region in May 1989. He is currently a fellow member of the Hong Kong Institute of Directors.

獨立非執行董事

鍾玉明先生，68歲，於二零一四年十一月十八日獲委任為獨立非執行董事。鍾先生於製造汽車、玩具、電子及電訊擁有逾30年工作經驗。彼自二零零一年二月任職於力勁科技集團有限公司(股份代號：558)(二零零六年十月至二零一四年三月期間，鍾先生擔任執行董事，負責策略規劃、財務及投資)，目前擔任顧問；於一九八八年七月至二零零一年一月，鍾先生任職開達集團有限公司(股份代號：180)(一家玩具製造商)，最後出任的職位是執行董事，負責監察集團的一切營運。一九八六年五月至一九八八年六月，彼於王氏電子有限公司擔任財務總監，該公司主要從事製造高端電子產品，而彼主要負責會計及庫務。於一九八四年四月至一九八六年五月期間，鍾先生於偉高電訊有限公司(電話製造商)擔任財務總監，主要負責集團的會計及整體管理。自一九八二年七月至一九八四年三月，鍾先生於瑞典汽車有限公司(汽車銷售代理)擔任首席會計師，負責該公司所有財務及經濟監控職能。

鍾先生於一九八九年五月在澳門特別行政區東亞大學(現稱為澳門大學)取得工商管理碩士學位。彼目前為香港董事學會資深會員。

Directors and Senior Management Profile

董事及高級管理層簡歷

Mr. Yeung Kam Ho (楊錦浩), aged 52, was appointed as our independent non-executive Director on 18 November 2014. In addition, Mr. Yeung has been working for OUB (HK) Securities Limited (a stock broker) since June 1997 as the sales director, and he currently works as associate director in UOB Kay Hian (Hong Kong) Limited (which merged with OUB (HK) Securities Limited in 2002) where he is primarily responsible for managing equity brokerage services.

Mr. Yeung studied various subjects including accounting and financial management for four years from 1984 to 1987 at Azusa Pacific University in the United States.

From January 1993 to May 2007, Mr. Yeung worked for Sun Hung Kai Investment Limited. From 1989 to 1991, Mr. Yeung worked in Christfund Securities Limited (formerly known as Hang Fung Securities Limited) with his last position as a manager.

Mr. Yeung has over 20 years of experience in securities industry, the Company considers his expertise in securities industry and his knowledge in the capital markets in Hong Kong would benefit the development of the Company upon listing by providing guidance on matters in relation to corporate finance and capital markets.

楊錦浩先生，52歲，於二零一四年十一月十八日獲委任為獨立非執行董事。此外，自一九九七年六月起，楊先生於OUB (HK) Securities Limited (證券經紀)任職銷售總監，現為大華繼顯(香港)有限公司(二零零二年與OUB (HK) Securities Limited合併)的聯席董事，主要負責管理股票經紀服務。

一九八四年至一九八七年四年間，楊先生於美國阿蘇薩太平洋大學(Azusa Pacific University)研習多個科目，包括會計及財務管理。

楊先生於一九九三年一月至二零零七年五月服務新鴻基投資服務有限公司。由一九八九年至一九九一年，楊先生任職於恒豐證券有限公司(前稱Hang Fung Securities Limited)，離職前任職經理。

楊先生於證券業擁有超過20年經驗，本公司相信彼於證券界的專業才能及對香港資本市場的認識可對企業融資及資本市場之事宜提供指導，將有利本公司上市後的發展。

Directors and Senior Management Profile

董事及高級管理層簡歷

Mr. Yau Wing Yiu (邱榮耀), aged 48, was appointed as our independent non-executive Director on 18 November 2014. Mr. Yau has more than 23 years of working experience in the field of finance and accounting including some with international accounting firms. Mr. Yau has been a financial controller of Prosperity Investment Holdings Limited (stock code: 310) ("Prosperity Investment") (principally engaged in investment and other related assets) since September 2011, where he has been responsible for accounting and finance. Prior to joining our Group and Prosperity Investment, from July 2008 to July 2011, Mr. Yau worked for Anxian Yuan China Holdings Limited (formerly known as China Boon Holdings Limited, stock code: 922) (an operator of cemetery in the PRC) as the financial controller and company secretary where he was responsible for finance and company secretarial matters. From July 2006 to July 2008, Mr. Yau worked for Fufeng Group Limited (stock code: 546) (a food additive manufacturer) as the qualified accountant, company secretary and authorised representative. From October 2005 to June 2006, Mr. Yau worked for Golden Eagle Retail Group Limited (stock code: 3308) (an operator of department store) as the qualified accountant, company secretary and authorized representative. From March 2004 to October 2005, Mr. Yau worked for Changchun Da Xing Pharmaceutical Company Limited (a manufacturer of pharmaceutical products) as the qualified accountant, company secretary and authorised representative. From February 2003 to December 2003, Mr. Yau worked as the qualified accountant and company secretary in Natural Pharmatech (Jilin, the PRC) Co., Ltd (a manufacturer of pharmaceutical products) where he was responsible for accounting and company secretarial matters of Hong Kong. Between August 2001 and November 2002, Mr. Yau worked as a manager in Horwath Hong Kong CPA Limited. From July 1998 to February 2000, Mr. Yau worked as an audit manager in Moores Rowland, a certified public accountants' firm. From July 1997 to July 1998, Mr. Yau worked as an assistant manager in KPMG Peat Marwick (a certified public accountants' firm). From March 1995 to May 1997, Mr. Yau worked for Moores Rowland with his last position as an audit supervisor. From September 1994 to February 1995, Mr. Yau worked in Logic Office Supplies Ltd., a company which is principally engaged in office furniture manufacturing with his last position as an accountant. From September 1992 to September 1994, Mr. Yau joined KPMG Peat Marwick with his last position as a senior accountant. From October 1987 to September 1989, Mr. Yau worked for KPMG Peat Marwick with his last position as an accountant.

Mr. Yau graduated from the Hong Kong Polytechnic University in Hong Kong in October 1992 with a bachelor's degree of arts in Accountancy. Mr. Yau has been an associate of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants since April 1994 and March 2000 respectively.

邱榮耀先生，48歲，於二零一四年十一月十八日獲委任為獨立非執行董事。邱先生於金融及會計領域擁有逾23年工作經驗，曾於數間國際會計師行任職。邱先生自二零一一年九月起任嘉進投資國際有限公司(股份代號：310)(「嘉進投資」，主要從事投資及其他相關資產)之財務總監，負責會計及財務工作。加入本集團及嘉進投資前，於二零零八年七月至二零一一年七月，邱先生於安賢園中國控股有限公司(前稱中福控股發展有限公司，股份代號：922)(中國墓地經營商)擔任財務總監及公司秘書，負責財務及公司秘書事宜；於二零零六年七月至二零零八年七月，邱先生於阜豐集團有限公司(股份代號：546)(食品添加劑製造商)擔任合資格會計師、公司秘書及授權代表；於二零零五年十月至二零零六年六月，邱先生於金鷹商貿集團有限公司(股份代號：3308)(百貨公司經營商)擔任合資格會計師、公司秘書及授權代表；於二零零四年三月至二零零五年十月，邱先生於長春達興藥業股份有限公司(藥品製造商)擔任合資格會計師、公司秘書及授權代表。於二零零三年二月至二零零三年十二月，邱先生於藥品製造商Natural Pharmatech (Jilin, China) Co.,Ltd任職合資格會計師及公司秘書，負責香港之會計及公司秘書事宜。於二零零一年八月至二零零二年十一月，邱先生擔任浩華會計師事務所之經理。於一九九八年七月至二零零零年二月，邱先生擔任Moores Rowland(執業會計師行)之核數經理。於一九九七年七月至一九九八年七月，邱先生擔任KPMG Peat Marwick(執業會計師行)助理經理。於一九九五年三月至一九九七年五月，邱先生任職於Moores Rowland，最後職位為核數主管。於一九九四年九月至一九九五年二月，邱先生於勵致文儀有限公司任職，該公司主要從事辦公室傢俬製造，最後職位為會計師。於一九九二年九月至一九九四年九月，邱先生加入KPMG Peat Marwick，最後職位為高級會計師。於一九八七年十月至一九八九年九月，邱先生於KPMG Peat Marwick任職，最後職位為會計師。

邱先生於一九九二年十月於香港理工大學畢業，獲頒會計學文學士學位。邱先生分別自一九九四年四月及二零零零年三月起為香港會計師公會會員及英國特許公認會計師公會資深會員。

Directors and Senior Management Profile

董事及高級管理層簡歷

SENIOR MANAGEMENT

Our executive Directors and senior management are responsible for the day-to-day management of our business. The following table sets out certain information concerning our senior management as at the date of this report:

高級管理層

執行董事及高級管理層負責日常業務管理。下表載列於本報告日期有關高級管理層之若干資料：

Name 姓名	Age 年齡	Positions within the Company 於本公司之職位
Mr. Lai Hau Yin 黎孝賢先生	48	Chief financial officer and company secretary 首席財務總監及公司秘書
Mr. Leung Siu Yat 梁少逸先生	51	Vice president 副總裁
Mr. Ho David Pei Yen 賀培嚴先生	60	Vice president 副總裁

Mr. Lai Hau Yin (黎孝賢), aged 48, was appointed as our chief financial officer in March 2014 and our company secretary in August 2014, and is mainly responsible for overseeing the financial planning, accounting and company secretarial affairs of our Group. Mr. Lai has more than 23 years of experience in the areas of audit and accounting. Prior to joining our Group, Mr. Lai worked for Integrated Waste Solutions Group Holdings Limited (stock code: 923), which is principally engaged in waste recycling and waste solutions providers business, from May 2012 to September 2013 with his last position as an executive director and chief financial officer, where he was primarily responsible for the financial and accounting matters of the group. From June 2008 to July 2010, Mr. Lai served as the group financial controller and company secretary of Zhongsheng Group Holdings Limited (stock code: 881) (automobile dealership business), where he was primarily responsible for the financial reporting and company secretarial matters of the group. From September 2002 to October 2007, he was the group financial controller in L.K. Technology Holdings Limited (stock code: 558), which is principally engaged in design and manufacture of die casting machine where he was primarily responsible for accounting and company secretarial matters of the group. From February 2001 to June 2002, he was a project controller of Carry Wealth Holdings Limited (stock code: 643) (a garment manufacturer), where he was primarily responsible for the accounting and financial planning of the company. From March 1997 to January 2001, Mr. Lai worked for Kaiser Group Holdings Limited (a leather garment manufacturer) with his last position as the financial controller where he was mainly responsible for the finance of the group both in Hong Kong and the PRC. From March 1993 to March 1997, Mr. Lai worked for Chiu and Poon (a certified public accountants' firm) with his last position as the audit supervisor where he was mainly responsible for auditing.

黎孝賢先生，48歲，於二零一四年三月獲委任為首席財務總監及於二零一四年八月獲委任為公司秘書，主要負責監督本集團之財務規劃、會計及公司秘書事務。黎先生於審核及會計範圍擁有逾23年經驗。黎先生於加入本集團前，曾於二零一二年五月至二零一三年九月在綜合環保集團有限公司(股份代號：923)任職，該公司主要從事廢料回收及廢物解決方案供應商業務，彼離任前職位為執行董事及首席財務總監，主要負責集團之財務及會計事宜。於二零零八年六月至二零一零年七月，黎先生出任中升集團控股有限公司(股份代號：881)(汽車經銷業務)之集團財務總監及公司秘書，主要負責集團之財務申報及公司秘書事宜。於二零零二年九月至二零零七年十月，彼為力勁科技集團有限公司(股份代號：558，主要從事設計及製造壓鑄機)之集團財務總監，主要負責集團之會計及公司秘書事宜。於二零零一年二月至二零零二年六月，彼為恒富控股有限公司(股份代號：643)(一家成衣製造商)之項目總監，主要負責公司之會計及財務規劃。於一九九七年三月至二零零一年一月，黎先生於真皮服飾製造商凱撒集團控股有限公司工作，最後職位為財務總監，主要負責集團於香港及中國之融資。於一九九三年三月至一九九七年三月，黎先生於趙維漢·潘展聰會計師事務所(執業會計師事務所)工作，最後職位為核數主管，主要負責審核。

Directors and Senior Management Profile

董事及高級管理層簡歷

Mr. Lai is a fellow member of the Hong Kong Institute of Certified Public Accountants since February 2009, a certified practise accountant of the Australian Society of Certified Practising Accountants since September 1996 and a certified tax adviser of the Taxation Institute of Hong Kong since January 2014.

Mr. Lai obtained a bachelor's degree in Business from Deakin University of Australia in Australia in December 1992, a master's degree in Business Administration from West Coast Institute of Management & Technology in Australia in May 2000 (long distance learning course).

Mr. Leung Siu Yat (梁少逸), aged 51, first joined our Group as a production manager and the vice president in November 2004, and is mainly responsible for supervising and management of the PCB factory production of our Group. Mr. Leung has over 27 years of experience in the PCB industry. Prior to joining our Group, Mr. Leung worked for Ellington (Guangdong) Electronics Technology Company Limited (a PCB manufacturer) as a deputy general manager of a manufacturing factory from August 2000 to September 2004. From January 1997 to July 2000, he worked for Kalex Printed Circuit Board Ltd. (a PCB manufacturer) with his last position as an assistant production manager. From March 1986 to January 1997, Mr. Leung worked for Kalex Circuit Board (Hong Kong) Ltd., a PCB manufacturer, as a production superintendent. Mr. Leung was mainly responsible for overseeing the factory operation and supervising the production staff in these past positions. Mr. Leung completed his secondary school education in Guangdong province, the PRC in July 1981.

Mr. Ho David Pei Yen (賀培嚴), aged 60, was appointed as our vice president in January 2004 and is mainly responsible for long-term departmental planning and overseeing the daily operation of the sales, quality assurance and research & development departments of our Group. Mr. Ho has over 20 years of experience in the PCB industry. Prior to joining our Group, Mr. Ho worked for Enigma Interconnect Corp. (formerly known as Circuit Graphics Ltd, a PCB manufacturer) in Canada with his last position as president from 1993 to 2002, where he was mainly responsible for implementing new technology in PCB production and business development.

Mr. Ho obtained a diploma of technology in mechanical technology from British Columbia Institute of Technology, Canada in June 1980. Mr. Ho was accredited as an associate member of the Society of Engineering Technologists of British Columbia in Canada in June 1980.

黎先生自二零零九年二月起為香港會計師公會資深會員，自一九九六年九月起為澳洲會計師公會的認可執業會計師，及自二零一四年一月起為香港稅務學會的認可稅務顧問。

黎先生於一九九二年十二月獲澳洲迪肯大學頒授商業學士學位；於二零零零年五月獲澳洲西岸科技管理學院(West Coast Institute of Management & Technology)頒授工商管理碩士學位(遙距學習課程)。

梁少逸先生，51歲，於二零零四年十一月首次加入本集團，擔任生產經理及副總裁，主要負責監督及管理本集團印刷電路板廠房生產。梁先生於印刷電路板行業擁有逾27年經驗。梁先生於加入本集團前，曾在二零零零年八月至二零零四年九月於印刷電路板製造商 Ellington (Guangdong) Electronics Technology Company Limited 任職，擔任生產廠房副總經理。彼在一九九七年一月至二零零零年七月於印刷電路板製造商惠亞皆利士線路版有限公司任職，離任前職位為助理生產經理。於一九八六年三月至一九九七年一月，梁先生於印刷電路板製造商惠亞電子系統設備(香港)有限公司擔任生產監督。梁先生於上述職位中主要負責監察廠房營運及督導生產員工。梁先生於一九八一年七月在中國廣東省修畢中學課程。

賀培嚴先生，60歲，於二零零四年一月獲委任為副總裁，主要負責本集團長遠部門規劃及監督銷售、質保及研發部門的日常營運。賀先生於印刷電路板行業擁有逾20年經驗。賀先生加入本集團前，曾於一九九三年至二零零二年在加拿大任職於印刷電路板製造商 Enigma Interconnect Corp. (前稱 Circuit Graphics Ltd)，離任前職位為總裁，主要負責為印刷電路板生產及業務發展引入新技術。

賀先生於一九八零年六月獲加拿大英屬哥倫比亞理工學院(British Columbia Institute of Technology)頒授機械技術文憑。賀先生於一九八零年六月獲加拿大英屬哥倫比亞工程技術人員公會(Society of Engineering Technologists of British Columbia)認證為會員。

Directors and Senior Management Profile

董事及高級管理層簡歷

COMPANY SECRETARY

Mr. Lai Hau Yin (黎孝賢) has been the chief financial officer and the company secretary of our Company since March 2014 and August 2014 respectively. His biographical details are set out in the above section headed “Directors and Senior Management Profile — Senior Management”.

公司秘書

黎孝賢先生自二零一四年三月及二零一四年八月起分別出任本公司的首席財務總監及公司秘書，其履歷詳情載於上文「董事及高級管理層簡歷 — 高級管理層」一節。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

Adapting and adhering to recognised standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board believes that good corporate governance is one of the areas that lead to the success of the Company and in balancing the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

From 1 January 2015 up to the date of this annual report, the Company had complied with the code provisions (“Code Provisions”) set out in the Corporate Governance Code contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), except code provision A.2.1 as more particularly described below.

Pursuant to code provision A.2.1 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. However, we do not have a separate chairman and chief executive officer and Mr. Chan Wing Yin currently performs these two roles. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable the Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings of the Model Code for Securities Transaction by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 of the Listing Rules. Having made specific enquiries to all the Directors, the Company was not aware of any non-compliance with the required standard of dealings set out in the Model Code and its code of conduct regarding securities transactions by Directors during the year ended 31 December 2015.

企業管治常規

配合及遵守企業管治原則及常規之公認標準一直為本公司最優先原則之一。董事會相信良好的企業管治是引領本公司走向成功及平衡股東、客戶以及僱員之間利益關係之因素之一，董事會致力於持續改善該等原則及常規之效率及有效性。

由二零一五年一月一日起直至本年報日期，本公司一直遵守列載於聯交所證券上市規則（「上市規則」）附錄十四中的企業管治守則所載之守則條文（「守則條文」），惟下文詳述之守則條文第A.2.1條除外。

根據上市規則附錄十四所載之企業管治守則的守則條文第A.2.1條，主席與行政總裁的職責應有區分，並不應由一人兼任。然而，我們並無區分主席與行政總裁，現時由陳榮賢先生兼任該兩個角色。董事會相信，由同一人兼任主席及行政總裁的角色，可確保本集團內部領導貫徹一致，使本集團的整體策略規劃更有效及更具效率。董事會認為，現行安排不會使權力和授權平衡受損，此架構可讓本公司迅速及有效地作出及落實決策。董事會將繼續進行檢討，並會在計及本集團整體情況後考慮於適當及合適時候將董事會主席與本公司行政總裁的角色分開。

董事進行證券交易之行為守則

本公司已採納一套董事進行證券交易之行為守則，其條款不遜於上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）之規定交易標準。經向所有董事具體查詢後，本公司確認並不知悉於截至二零一五年十二月三十一日止年度內，有任何不符合列載於標準守則之規定交易標準及其董事進行證券交易之行為守則。

Corporate Governance Report

企業管治報告

THE BOARD OF DIRECTORS

Composition

The Board currently comprises seven Directors, of which four are executive Directors, and three are independent non-executive Directors. The composition of the Board is as follows:

Executive Directors:

Mr. Chan Wing Yin (*Chairman*)
Mrs. Chan Yung
Mr. Chan Yan Kwong
Mr. Chan Yan Wing

Independent Non-executive Directors:

Mr. Chung Yuk Ming
Mr. Yeung Kam Ho
Mr. Yau Wing Yiu

From 1 January 2015 and up to the date of this annual report, there was no change in the composition of the Board.

Mr. Chan Wing Yin is the spouse of Mrs. Chan Yung. They are the parents of Mr. Chan Yan Kwong and Mr. Chan Yan Wing, all being the executive Directors.

The biographical details of each Director are set out in the section "Directors and Senior Management Profile" on pages 15 to 23.

董事會

組成

董事會目前由七名董事組成，其中四名為執行董事，另外三名為獨立非執行董事。董事會之組成如下：

執行董事：

陳榮賢先生(主席)
陳勇女士
陳恩光先生
陳恩永先生

獨立非執行董事：

鍾玉明先生
楊錦浩先生
邱榮耀先生

由二零一五年一月一日起直至本年報日期，董事會之組成概無變動。

陳榮賢先生為陳勇女士的配偶，他們是陳恩光先生及陳恩永先生(均為執行董事)的父母。

各董事之履歷詳情載於「董事及高級管理層簡歷」第15至23頁。

ATTENDANCE OF DIRECTORS AT VARIOUS MEETINGS

Details of the attendance of individual Directors at Board meetings, committee meetings and shareholder meetings held during the year ended 31 December 2015 are as follows:

董事於各會議之出席率

個別董事於截至二零一五年十二月三十一日止年度舉行之董事會會議、委員會會議及股東大會之出席率詳情載列如下：

		Directors' Attendance Attended/Held				Annual General Meeting
		Board Meetings	Audit Committee	Remuneration Committee	Nomination Committee	
		董事會	審核委員會	薪酬委員會	提名委員會	股東週年大會
Executive Directors	執行董事					
Mr. Chan Wing Yin (<i>Chairman</i>)	陳榮賢先生(主席)	6/6	N/A 不適用	1/1	1/1	1/1
Mrs. Chan Yung	陳勇女士	6/6	N/A 不適用	1/1	1/1	0/1
Mr. Chan Yan Kwong	陳恩光先生	6/6	N/A 不適用	1/1	1/1	0/1
Mr. Chan Yan Wing	陳恩永先生	6/6	4/4	1/1	1/1	1/1
Independent Non-executive Directors	獨立非執行董事					
Mr. Chung Yuk Ming	鍾玉明先生	6/6	4/4	1/1	1/1	1/1
Mr. Yeung Kam Ho	楊錦浩先生	6/6	4/4	1/1	1/1	1/1
Mr. Yau Wing Yiu	邱榮耀先生	6/6	4/4	1/1	1/1	1/1

Corporate Governance Report

企業管治報告

BOARD MEETINGS

The Board is scheduled to meet regularly at least four times a year at approximately quarterly intervals, to discuss the overall strategy as well as the operational and financial performance of the Company. Other Board meetings will be held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of Directors. For the year ended 31 December 2015, six Board meetings were held.

Appropriate notices are given to all Directors in advance for attending regular and other Board meetings. Meeting agendas and other relevant information are provided to the Directors in advance of Board meetings. All Directors are consulted to include additional matters in the agenda for Board meetings.

Directors have access to the advice and services of the company secretary with a view to ensuring that Board procedures, and all applicable rules and regulations, are followed.

Both draft and final versions of the minutes are sent to all Directors for their comment and records. Minutes of Board meetings are kept by the company secretary and such minutes are open for inspection at any reasonable time on reasonable prior notice by any Director.

GENERAL MEETINGS

For the year ended 31 December 2015, one general meeting was held.

董事會會議

董事會預期每年至少舉行四次定期會議，大約每隔一季舉行一次，以討論本公司之整體策略以及經營及財務表現。其他董事會會議將按需要舉行。有關董事會會議由大部分董事主動參與，可以親身出席或透過其他電子通訊方式。截至二零一五年十二月三十一日止年度，已舉行6次董事會會議。

全體董事於出席定期及其他董事會會議前會獲發適合通知。本公司董事會會議前將向董事提供會議議程及其他相關資料，並向所有董事徵詢，以將其他事項列入董事會會議之議程內。

董事可取得公司秘書之意見及服務，以確保董事會程序及所有適用規則及規例均獲得遵循。

董事會會議記錄之草擬文本及最終版本均寄發予所有董事以供其提供意見及作記錄。董事會會議記錄由公司秘書保存，該等會議記錄可供任何董事於發出合理事先通知下於任何合理時間內查閱。

股東大會

截至二零一五年十二月三十一日止年度，舉行一次股東大會。

Corporate Governance Report

企業管治報告

RESPONSIBILITIES OF THE BOARD AND MANAGEMENT

The Board is primarily responsible for overseeing and managing the Company's affairs, including the responsibilities for the adoption of long-term strategies and appointing and supervising senior management to ensure that the operation of the Group is conducted in accordance with the objective of the Group. The Board is also responsible for determining the Company's corporate governance policies which include: (i) to develop and review the Company's policies and practices on corporate governance; (ii) to review and monitor the training and continuous professional development of Directors and senior management; (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (iv) to review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and (v) to review the Company's disclosure in the Corporate Governance Report.

While at all times the Board retains full responsibility for guiding and monitoring the Company in discharging its duties, certain responsibilities are delegated to various Board committees which have been established by the Board to deal with different aspects of the Company's affairs. Unless otherwise specified in their respective written terms of reference as approved by the Board, these Board committees are governed by the Company's articles of association as well as the Board's policies and practices (in so far as the same are not in conflict with the provisions contained in the articles of association). With the new composition of members of the nomination committee, the remuneration committee and the audit committee, the independent non-executive Directors will be able to effectively devote their time to perform the duties required by the respective Board committees.

The Board has also delegated the responsibility of implementing its strategies and the day-to-day operation to the management of the Company under the leadership of the executive Directors. Clear guidance has been made as to the matters that should be reserved to the Board for its decision which include matters on, inter alia, capital, finance and financial reporting, internal controls, communication with shareholders, Board membership, delegation of authority and corporate governance.

The Board acknowledges its responsibility for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group. The financial statements set out on pages 52 to 140 were prepared on the basis set out in note 2.2 to the consolidated financial statements. Financial results of the Group are announced in a timely manner in accordance with statutory and/or regulatory requirements. The declaration of reporting responsibility issued by the external auditors of the Company on the Company's financial statements is set out in the Independent Auditors' Report on pages 50 and 51.

There is no non-compliance with rules 3.10(1), (2) and 3.10A of the Listing Rules.

董事會及管理層的職責

董事會主要負責監察及管理本公司事務，包括負責採納長期策略及委任及監督高級管理層，確保本集團業務按本集團目標進行。董事會亦負責確立本公司之企業管治政策，包括：(i) 制訂及檢討本公司之企業管治政策及常規；(ii) 檢討及監察董事及高級管理層之培訓及持續專業發展；(iii) 審閱及監察本公司遵守法律及監管規定之政策及常規；(iv) 檢討及監察僱員及董事適用之行為守則及合規手冊（如有）；及(v) 審閱本公司於企業管治報告之披露。

儘管董事會在履行其職責中始終完全承擔引領及監督本公司之責任，惟若干責任乃授予董事會之各個委員會，該等委員會乃由董事會設立以處理本公司各方面之事務。除經董事會批准之彼等相關之書面職權範圍另有訂明外，該等董事會委員會乃受本公司之章程細則以及董事會之政策及常規（惟不可與章程細則所載條文有抵觸）所規限。提名委員會、薪酬委員會及審核委員會的新構成方案將容許獨立非執行董事有效地投放時間處理各個董事會委員會個別所需之職務。

董事會亦已向本公司執行董事領導下之管理層授予施行其策略及日常營運之責任。本公司已就須由董事會決策之事宜訂明清晰之指引，其包括有關（其中包括）資本、融資及財務報告、內部監控、與股東交流、董事會組成、授權及企業管治之事宜。

董事會有責任編製財務報表以真實及公平地反映本集團之事務狀況。財務報表載於第52至140頁，乃按綜合財務報表附註2.2所載之基準編製。本集團之財務業績會根據法規及／或監管規定及時公佈。本公司外聘核數師就本公司財務報表出具之申報免責聲明載於獨立核數師報告第50及51頁。

概無違反上市規則第3.10(1)、(2)及3.10A條。

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CONFIRMATION OF INDEPENDENCE

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

CONTINUOUS PROFESSIONAL DEVELOPMENT

During the year ended 31 December 2015, all Directors have been given relevant guideline materials and attended a training regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of interest and business of the Group. Such induction materials and briefings will also be provided to newly appointed Directors shortly upon their appointment as Directors. Continuing briefings and professional development to Directors will be arranged whenever necessary.

All Directors have provided record of training attendance, and the Company will continue to arrange and/or fund the training in accordance with the Code Provisions.

During the year, all Directors pursued continuous professional development, and relevant details are set out below:

獨立確認

各獨立非執行董事已根據上市規則第3.13條作出年度獨立確認。本公司認為全體獨立非執行董事均符合上市規則第3.13條所載獨立指引，且根據指引之條文實屬獨立。

持續專業發展

於截至二零一五年十二月三十一日止年度，全體董事均已獲提供相關指引資料，並參加培訓，內容涵蓋作為董事之職責及責任、適用於董事之相關法例及規例及本集團權益披露責任及業務。新任董事獲委任為董事後，亦會於短期內獲發該等就職資料及簡報。如有需要，本公司將為董事安排持續簡報及專業發展。

全體董事均已提供出席培訓記錄，而本公司將繼續根據守則條文安排及/或資助培訓。

本年度，所有董事均進行持續專業發展，相關詳情載列如下：

Name of Directors 董事姓名		Types of training 培訓類型
Executive Directors	執行董事	
Mr. Chan Wing Yin	陳榮賢先生	A, B
Mrs. Chan Yung	陳勇女士	A, B
Mr. Chan Yan Kwong	陳恩光先生	A, B
Mr. Chan Yan Wing	陳恩永先生	A, B
Independent Non-executive Directors	獨立非執行董事	
Mr. Chung Yuk Ming	鍾玉明先生	A, B
Mr. Yeung Kam Ho	楊錦浩先生	A, B
Mr. Yau Wing Yiu	邱榮耀先生	A, B

Remarks:

A — Attending conferences/forums/seminars

B — Reading journals/updates/articles/materials

註釋：

A — 參加會議/論壇/講座

B — 閱讀刊物/最新資料/文章/材料

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CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to code provision A.2.1 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, the responsibilities between the chairman and the chief executive officer should be segregated and should not be performed by the same individual. However, we do not have a separate chairman and chief executive officer and Mr. Chan Wing Yin currently performs these two roles. The Board believes that vesting the roles of both chairman and chief executive officer in the same person has the benefit of ensuring consistent leadership within our Group and enables more effective and efficient overall strategic planning for our Group. The Board considers this structure will enable our Company to make and implement decisions promptly and effectively. The Board believes that the balance of power and authority is adequately ensured by the operation of the Board, which comprises experienced and high calibre individuals with a sufficient number thereof being independent non-executive Directors.

APPOINTMENT, RE-ELECTION AND REMOVAL

Each of the executive Directors has entered into a service contract with the Company and each of the independent non-executive Directors has signed a letter of appointment with the Company. Such term is for an initial term of three years commencing from the Listing Date, subject to re-election.

In accordance with the articles of association of the Company, at each annual general meeting (“AGM”) one third of the Directors for the time being shall retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the name of retiring Directors. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by the Company. Such retiring Directors may, being eligible, offer themselves for re-election at the AGM. All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

主席及行政總裁

根據上市規則附錄十四所載之企業管治守則的守則條文第A.2.1條，主席與行政總裁的職責應有區分，並不應由一人兼任。然而，我們並無區分主席與行政總裁，現時由陳榮賢先生兼任該兩個角色。董事會相信，由同一人兼任主席及行政總裁的角色，可確保本集團內部領導貫徹一致，使本集團的整體策略規劃更有效及更具效率。董事會認為，此架構可讓本公司迅速及有效地作出及落實決策。董事會認為，董事會成員經驗豐富、才幹出眾，且足夠成員為獨立非執行董事，其運作可確保權力和授權平衡獲充分保障。

委任、重選及罷免

各執行董事已與本公司訂立服務合約，而各獨立非執行董事已與本公司訂立委任函。有關任期初步由上市日期起為期三年，惟須接受重選。

根據本公司之組織章程細則，於每屆股東週年大會（「股東週年大會」），三分之一之時任董事須輪席退任。然而，倘董事人數並非三之倍數，則最接近但不少於三分之一之董事人數將須退任。各年度退任之董事將為自上次重選或獲委任以來在任最久之董事，惟於同一日獲委任或重選為董事之人士而言，將由本公司決定（除非彼等互相協定）應予告退之人士。有關退任董事將合資格於股東週年大會膺選連任。董事會委任以填補臨時空缺之所有董事將留任至其獲委任後首次股東大會，並將於有關大會膺選連任；董事會委任作為現有董事會新增成員之所有董事將僅留任至下屆股東週年大會，並合資格膺選連任。

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NOMINATION COMMITTEE

The Company established a nomination committee pursuant to a resolution of the Directors on 18 November 2014 with written terms of reference in compliance with the Code Provisions. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The primary duties of the nomination committee are to review the structure, size and composition of the Board on regular basis; identify individuals suitably qualified to become Board members; assess the independence of independent non-Executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. The nomination committee comprises three independent non-executive Directors, namely Mr. Yeung Kam Ho (Chairman), Mr. Chung Yuk Ming and Mr. Yau Wing Yiu and two executive Directors, namely Mr. Chan Yan Kwong and Mr. Chan Yan Wing.

For year under review, the Nomination Committee held one meeting, in which it reviewed the structure of the Board and recommended to the Board for reappointment of all directors at the forthcoming annual general meeting. The Nomination Committee also determined the criteria of its board diversity policy (the "Board Diversity Policy").

When identifying suitable candidates for directorship, the nomination committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

To enhance the quality of the performance of the Board and to achieve diversity on the Board, the Board adopted on 18 November 2014 its Board Diversity Policy, pursuant to which (i) differences in the skills, regional and industry experience, background, race, gender and other qualities of Directors will be taken into account in determining the optimum composition of the Board; and (ii) all Board appointments will be based on merit while taking into account diversity (including gender diversity). For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were adopted:

- (A) at least one-third of the members of the Board shall be independent non-executive directors;
- (B) at least one of the members of the Board shall have obtained accounting or other professional qualifications;

提名委員會

本公司於二零一四年十一月十八日根據董事決議案成立提名委員會，其書面權責範圍符合守則條文。其權責範圍可於本公司及聯交所網站查閱。

提名委員會的主要職責為定期檢討董事會架構、人數及組成；物色具備合適資格可擔任董事的人士；評核獨立非執行董事的獨立性；及就委任或重新委任董事的相關事宜向董事會提出建議。提名委員會由三名獨立非執行董事組成（即楊錦浩先生（主席）、鍾玉明先生及邱榮耀先生）及兩名執行董事（即陳恩光先生及陳恩永先生）組成。

於回顧年度，提名委員會曾舉行一次會議，其於會上檢討董事會架構並就於應屆股東週年大會重新委任全體董事向董事會提出建議。提名委員會亦會釐訂其董事會多元化政策（「董事會多元化政策」）之準則。

於物色合適董事候選人時，提名委員會將參考建議候選人的技能、經驗、教育背景、專業背景、個人誠信及時間投入，以及本公司需求及其他相關法規要求以及有關職位的規定而進行篩選程序。所有候選人須符合上市規則第3.08及3.09條所載標準。將獲委任為獨立非執行董事的候選人亦須符合上市規則第3.13條所載獨立性標準。合資格候選人將獲推薦以供董事會批准。

為提高董事會表現質素及實現董事會成員多元化，董事會於二零一四年十一月十八日採納董事會多元化政策，據此，(i)在確定董事會成員的最佳組合時將考慮董事於技能、地區及行業經驗、背景、種族、性別及其他素質等方面之差異；及(ii)所有董事會成員之任命均以用人唯才為原則，並考慮多元化（包括性別多元化）。就實施董事會多元化政策而言，乃採納以下可計量目標：

- (A) 至少三分之一董事會成員須為獨立非執行董事；
- (B) 至少一名董事會成員須獲得會計或其他專業資格；

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- (C) at least 70% of the members of the Board shall have more than seven years of experience in the industry he/she is specialised in; and
- (D) at least two of the members of the Board shall have China-related work experience.

For the year ended 31 December 2015, the Board has fulfilled the measurable objectives of the Board Diversity Policy.

REMUNERATION COMMITTEE

The Company established a remuneration committee pursuant to a resolution of the Directors passed on 18 November 2014 with written terms of reference in compliance with Rule 3.25 and Rule 3.26 of the Listing Rules. The written terms of reference of the remuneration committee was adopted in compliance with the Code Provisions. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The primary duties of the remuneration committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group and ensure none of the Directors determine their own remuneration. The emoluments of executive Directors are determined based on the skills, knowledge, individual performance as well as contributions, the scope of responsibility and accountability of such Directors, taking into consideration of the Company's performance and prevailing market conditions. The remuneration policy of independent non-executive Directors is to ensure that the independent non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs including their participation in respective Board committees. The emoluments of independent non-executive Directors are determined with reference to their skills, experience, knowledge, duties and market trends. As at the date of this annual report, the remuneration committee consists of three independent non-executive Directors namely Mr. Chung Yuk Ming (Chairman), Mr. Yeung Kam Ho and Mr. Yau Wing Yiu and two executive Directors, namely Mr. Chan Yan Kwong and Mr. Chan Yan Wing.

Details of remuneration of Directors are set out in note 8 to the consolidated financial statements.

During the year under review, the Remuneration Committee held one meeting in which it assessed the performance and reviewed the remuneration package of the directors and senior management.

- (C) 至少70%董事會成員須於其專攻行業內擁有七年以上經驗；及
- (D) 至少兩名董事會成員須擁有中國相關工作經驗。

截至二零一五年十二月三十一日止年度，董事會已實現董事會多元化政策中的可計量目標。

薪酬委員會

本公司根據於二零一四年十一月十八日通過之董事決議案成立薪酬委員會，其書面權責範圍符合上市規則第3.25及3.26條。薪酬委員會之書面權責範圍乃根據守則條文採納。其權責範圍可於本公司及聯交所網站查閱。

薪酬委員會之主要職責為就涉及全體董事及本集團高級管理層之整體薪酬政策及架構向董事會作出推薦建議，並確保概無董事釐定其自有薪酬。執行董事之薪酬乃按照董事之技能、知識、個人表現及貢獻以及其於本公司之職責及問責範圍，經考慮本公司之表現及現行市場環境而釐定。獨立非執行董事之薪酬政策乃為確保獨立非執行董事就本公司事務（包括參與各個董事委員會）所貢獻的努力和時間而獲得足夠之報酬。獨立非執行董事之薪酬乃按其技術、經驗、知識、責任及市場趨勢而釐定。於本年報日期，薪酬委員會由三名獨立非執行董事（即鍾玉明先生（主席）、楊錦浩先生及邱榮耀先生）及兩名執行董事（即陳恩光先生及陳恩永先生）組成。

董事薪酬詳情載於綜合財務報表附註8。

於回顧年內，薪酬委員會曾舉行一次會議，其於會上評估及檢討董事及高級管理層之表現及薪酬組合。

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AUDIT COMMITTEE

The Company established an audit committee pursuant to a resolution of the Director passed on 18 November 2014 with written terms of reference in compliance with Rule 3.21 and Rule 3.22 of the Listing Rules. The written terms of reference of the audit committee was adopted in compliance with the Code Provisions. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The primary duties of the audit committee, among other things, are to make recommendation to the Board on the appointment, re-appointment and removal of external auditor, review the financial statements and material advice in respect of financial reporting and oversees risk management and internal control procedures of the Company. As at the date of this annual report, the audit committee consists of three independent non-executive Directors, namely Mr. Yau Wing Yiu (Chairman), Mr. Yeung Kam Ho and Mr. Chung Yuk Ming.

During the year and up to the date of this annual report, the Audit Committee members met twice with the external auditors and four times with the Group's senior management to discuss and review, among other things, the following matters:

- (a) the annual results for the year ended 31 December 2015 and the interim results for the six-month ended 30 June 2015 to ensure the full, complete and accurate disclosure in the aforesaid financial statements pursuant to the accounting standards and other legal requirements for presenting the same to the Board for approval;
- (b) the term and remuneration for the appointment of Ernst & Young as external auditors to perform the audit of final results for the year ended 31 December 2015 and the review on the interim results for the six months ended 30 June 2015;
- (c) the term and remuneration for the appointment of external auditors to perform other audit and non-audit services, other special corporate projects and review the overall significant control system;
- (d) the independence of the external auditors especially for those non-audit services;
- (e) the continuing connected transactions of the Group;
- (f) the overall effectiveness of risk management and internal controls;
- (g) the overall effectiveness of its internal audit function; and
- (h) the adequacy of resources, qualifications and experience of staff and the accounting and financial reporting matters and their training programmes and budget.

審核委員會

本公司根據於二零一四年十一月十八日通過之董事決議案成立審核委員會，其書面權責範圍符合上市規則第3.21及3.22條。審核委員會之書面權責範圍乃根據守則條文採納。其權責範圍可於本公司及聯交所網站查閱。

審核委員會之主要職責為(其中包括)就委任、續任及罷免外聘核數師向董事會作出推薦建議、就財務報告審閱財務報表及重大意見，以及監督本公司之風險管理及內部監控程序。於本年報日期，審核委員會由三名獨立非執行董事(即邱榮耀先生(主席)、楊錦浩先生及鍾玉明先生)組成。

於本年度及截至本年報日期，審核委員會成員與外聘核數師舉行兩次會議及與本集團高級管理層舉行四次會議，以討論及審閱(其中包括)以下事宜：

- (a) 截至二零一五年十二月三十一日止年度之全年業績及截至二零一五年六月三十日止六個月之中期業績，以確保上述根據會計準則及其他法律規定編制並呈列予董事會以供批准之財務報表作出全面、完整及準確披露；
- (b) 為進行截至二零一五年十二月三十一日止年度之終期業績之審核及截至二零一五年六月三十日止六個月之中期業績之審閱，而委任安永會計師事務所為外聘核數師之任期及薪酬；
- (c) 為進行其他審核及非審核服務、其他特別公司項目及審閱整體重大監控系統而委任之外聘核數師之任期及薪酬；
- (d) 外聘核數師(尤其是其非審核服務)的獨立性；
- (e) 本集團之持續關連交易；
- (f) 風險管理及內部監控的整體成效；
- (g) 內部審核功能的整體成效；及
- (h) 資源充足度、員工資格及經驗、會計及財務申報事宜以及彼等之培訓計劃及預算。

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The Audit Committee is satisfied with, inter alia, the audit fees, effectiveness of the audit process, independence and objectivity of the external auditors and has recommended to the Board the re-appointment of Ernst & Young as the Company's external auditors for the ensuing year at the forthcoming annual general meeting of the Company.

During the period from the Listing Date to the date of this annual report, the Board has not taken a different view from the audit committee on the selection, appointment, resignation or dismissal of external auditors.

AUDITOR'S REMUNERATION

During the year, the Company engaged Ernst & Young as the external auditors. Apart from providing audit services, Ernst & Young also provided non-audit services in connection with the taxation service. The fees in respect of audit, and non-audit services provided by Ernst & Young for the year ended 31 December 2015 approximately amounted to HK\$1,400,000 and HK\$443,000, respectively.

The reporting responsibilities of Ernst & Young are set out in the Independent Auditors' Report on pages 50 and 51.

COMPANY SECRETARY

Mr. Lai Hau Yin being our company secretary is primarily responsible for the company secretarial work of our Group. Mr. Lai is also our company's chief financial officer. The Company confirms that Mr. Lai has for the year in 2015 attended no less than 15 hours of relevant professional training.

INTERNAL CONTROLS

The Board is responsible for maintaining a sound and effective risk management and internal control system in order to safeguard the interests of the shareholders and the assets of the Company against unauthorized use or disposition, ensuring maintenance of proper books and records for the provision of reliable financial information, and ensuring compliance with the relevant rules and regulations.

The internal audit department monitors compliance with policies and procedures and the effectiveness of the internal control systems and highlights significant findings in respect of any non-compliance. It plays an important role in the Group's internal control framework, and provides objective assurance to the Board that a sound internal control system is maintained and operated in compliance with the established processes and standards by performing periodic checking. The internal audit department issues reports to the Board and relevant management covering various operational and financial processes of the Group and provides summary reports to the Audit Committee.

審核委員會信納(其中包括)審核費用及審核過程之效能,且外聘核數師屬獨立及客觀,並建議董事會於本公司應屆股東週年大會上,續聘安永會計師事務所為本公司來年之外聘核數師。

自上市日期起至本年報日期期間,董事會與審核委員會就外聘核數師之甄選、委任、退任或罷免概無意見分歧。

核數師酬金

年內,本公司委聘安永會計師事務所擔任外聘核數師。除提供審核服務外,安永會計師事務所亦提供稅務服務方面的非審核服務。截至二零一五年十二月三十一日止年度,由安永會計師事務所提供之審核及非審核服務之費用分別約為1,400,000港元及443,000港元。

安永會計師事務所之申報責任載於第50頁及51頁之獨立核數師報告。

公司秘書

公司秘書黎孝賢先生主要負責本集團之公司秘書工作。黎先生亦為本公司之首席財務總監。本公司確認黎先生於二零一五年已出席不少於十五小時的相關專業培訓。

內部監控

董事會負責維持穩健及有效的風險管理及內部監控制度,以保障股東權益及本公司資產,免於被私下挪用或出售,確保維持妥善的賬簿及記錄,以提供可靠財務資料,並確保遵守相關規則及法規。

內部稽核部監察政策及程序的遵從、內部監控系統的有效性,及指出任何不遵守事項的重大發現。內部稽核部為本集團內部監控架構重要的一環,透過定期審查,向董事會提供客觀保證,以確保依循既定的程序及標準維持及運作健全的內部監控系統。內部稽核部向董事會及有關管理層提交涉及本集團各種經營和財務程序的報告,並向審核委員會提交摘要報告。

Corporate Governance Report

企業管治報告

The Board is satisfied that the internal control system in place covering all material controls including financial, operational and compliance controls and risk management functions for the year under review and up to the date of approving of the annual report and accounts is reasonably effective and adequate.

The Board has conducted a review of the effectiveness of the Group's risk management and internal control system for the year ended 31 December 2015 and will continue to assess the effectiveness of risk management and internal controls by considering reviews performed by the audit committee and executive management.

SHAREHOLDERS' RIGHTS

The following procedures for shareholders of the Company to convene an extraordinary general meeting ("EGM") of the Company are prepared in accordance with the articles of association as follows:

- (1) 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 having the right of voting at general meetings, shall have the right, by written notice, to require an EGM to be called by the Directors of the Company for the transaction of any business specified in such requisition.
- (2) Such requisition shall be made in writing to the Board or the company secretary of the Company at the following:

Principal place of business of the Company in Hong Kong
Address: Room 809–810, Kwong Sang Hong Centre,
151–153 Hoi Bun Road,
Kwun Tong, Kowloon, Hong Kong
Email: ir@yantat.com
Attention: Mr. Lai Hau Yin

Registered office of the Company
Address: Room 809–810, Kwong Sang Hong Centre,
151–153 Hoi Bun Road,
Kwun Tong, Kowloon, Hong Kong
Attention: Mr. Lai Hau Yin
- (3) The EGM shall be held within two months after the deposit of such requisition.
- (4) If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

董事會信納回顧年內及截至本年報及賬目批准日期，現存的內部監控系統涵蓋所有重大監控，包括財務、經營及合規監控以及風險管理功能，屬合理地有效及足夠。

董事會已審閱本集團截至二零一五年十二月三十一日止年度之風險管理及內部監控制度之有效性，並將透過省覽審核委員會及執行管理人員作出之審閱繼續評估風險管理及內部監控之有效性。

股東權利

下列本公司股東召開本公司股東特別大會（「股東特別大會」）之程序乃根據組織章程細則編製：

- (1) 任何一名或以上於遞呈要求日期持有不少於本公司繳足股本（附於股東大會之投票權）十分之一股東有權透過發出書面通知，要求本公司董事召開股東特別大會，以處理有關要求中指明的任何事項。
- (2) 有關請求須以書面方式寄交本公司董事會或公司秘書，地址如下：

本公司香港主要營運地點
地址：香港九龍觀塘海濱道151–153號
廣生行中心809至810室

電郵：ir@yantat.com
收件人：黎孝賢先生

本公司註冊辦事處
地址：香港九龍觀塘海濱道151–153號
廣生行中心809至810室

收件人：黎孝賢先生
- (3) 股東特別大會須於遞呈有關要求起計兩個月內舉行。
- (4) 倘於有關要求發出之二十一日期內，董事會未能召開有關會議，則要求人自己可以相同方式召開股東特別大會，而要求人因董事會未能召開會議而招致之所有合理開支將由本公司賠償予要求人。

Corporate Governance Report

企業管治報告

For matters in relation to the Board, the shareholders can contact the Company at the following:

By post to the Company's headquarter in Hong Kong
By email to ir@yantat.com

To put forward proposals at a general meeting of the Company, a shareholder should lodge a written notice of his or her proposal ("Proposal") with his or her detailed contact information at the Company's principal place of business in Hong Kong.

The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the Board will be asked to include the Proposal in the agenda for the general meeting.

The notice period to be given to all the shareholders for consideration of the Proposal raised by the shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

- (1) At least 14 days' notice in writing if the Proposal requires approval by way of ordinary resolution of the Company.
- (2) At least 21 days' notice in writing if the Proposal requires approval by way of a special resolution of the Company in an EGM of the Company or an ordinary resolution of the Company in an annual general meeting of the Company.

INVESTOR RELATIONS AND COMMUNICATION

The Board recognizes the importance of good communications with all shareholders. The Company believes that maintaining a high level of transparency is a key to enhance investor relations. The Company is committed to a policy of open and timely disclosure of corporate information to its shareholders and investing public.

The Company updates its shareholders on its latest business developments and financial performance through its corporate publications including annual reports and public announcements. Extensive information about the Company's activities for the year ended 31 December 2015 has been provided in this annual report. While the AGM provides a valuable forum for direct communication between the Board and its shareholders, the Company also maintains its website (www.yantat.com) to provide an alternative communication channel for the public and its shareholders. All corporate communication and Company's latest updates are available on the Company's website for public's information.

From the Listing Date and up to the date of this annual report, there has been no significant change in the Company's constitutional documents.

Hong Kong, 23 March 2016

就有關董事會之事宜，股東可聯絡本公司，地址如下：

郵寄至本公司於香港之總部
電郵至 ir@yantat.com

就於本公司股東大會上提呈建議，股東應將彼之建議（「建議」）之書面通知連同彼之聯絡資料詳情送交本公司之香港主要營業地點。

本公司之香港股份過戶分處將核實有關要求，一經核實該要求屬妥善及有序，便會尋求董事會將有關建議納入股東大會議程。

給予全體股東以供彼等省覽由有關股東於股東大會上提出的建議的通知期將因應建議性質而定：

- (1) 倘建議須藉由本公司普通決議案批准，則最少為十四日書面通知。
- (2) 倘建議須於本公司股東特別大會上藉由本公司特別決議案，或於本公司股東週年大會上藉由本公司普通決議案批准，則最少為二十一日書面通知。

投資者關係及通訊

董事會深知與全體股東建立良好溝通的重要。本公司相信維持高水平的透明度對改善投資者關係而言至關重要。本公司主張開放政策，及時向其股東及公眾投資者披露公司資料。

本公司透過公司刊物（包括年報及公告）向股東提供有關其最近期的業務發展及財務表現。有關本公司截至二零一五年十二月三十一日止年度活動的更多詳情載於本年報。股東週年大會為董事會及其股東提供可直接溝通的寶貴平台，本公司亦設立網站（www.yantat.com），向公眾人士及其股東提供額外通訊渠道。本公司所有公司通訊及最新消息均刊載於本公司網站，可供公眾查閱。

自上市日期起至本年報日期，本公司章程文件概無重大變動。

香港，二零一六年三月二十三日

Report of the Directors

董事會報告

The Directors have the pleasure of presenting their annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2015 (the "Consolidated Financial Statements").

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding and those of the principal subsidiaries of the Company are set out in note 1 to the Consolidated Financial Statements. Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance can be found in the sections headed "Chairman's Statement" set out on pages 4 and 5 and "Management Discussion and Analysis" set out on pages 8 to 14 of this annual report. This discussion forms part of this report of the Directors.

USE OF PROCEEDS

The Company was listed on the Stock Exchange on 8 December 2014 and raised net proceeds of approximately HK\$45 million. The future plans as stated in the Prospectus were derived from the Group's reasonable estimation of the future market conditions based on the information available at the time of preparing the Prospectus. During the year ended 31 December 2015, we have utilised approximately HK\$16.9 million, representing approximately 37.5% of the aggregated net proceeds, for the renovation of the Shenzhen New Facility as defined in the Prospectus and approximately HK\$28.1 million, representing approximately 62.5% of the aggregate net proceeds, for the acquisition of machinery for the Shenzhen New Facility. As at 31 December 2015, all proceeds have been utilised.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2015 and the state of affairs of the Group as at 31 December 2015 are set out in the Consolidated Financial Statements on pages 52 to 140.

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2015.

The interim dividend paid by the Company to shareholders for the six months ended 30 June 2015 was HK\$12 million.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 7. This summary does not form part of the Consolidated Financial Statements.

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in note 27 to the Consolidated Financial Statements.

董事欣然呈報其年度報告，連同本集團截至二零一五年十二月三十一日止年度的經審核綜合財務報表（「綜合財務報表」）。

主要業務及業務回顧

本公司的主要業務為投資控股，而本公司旗下附屬公司的主要業務載列於綜合財務報表附註1內。根據香港公司條例附表5所規定，有關該等業務之進一步討論及分析可參閱本年報第4及5頁所載之「主席報告書」及第8及14頁所載之「管理層討論及分析」。此討論構成董事會報告之一部份。

所得款項用途

本公司於二零一四年十二月八日於聯交所上市，並籌集所得款項約45百萬港元。招股章程所述之未來計劃乃由本集團按編製招股章程之時可獲得之資料對未來市場狀況之合理估計。於截至二零一五年十二月三十一日止年度，我們已動用約16.9百萬港元（佔所得款項淨額總額約37.5%）用作翻新深圳新廠房設施（定義見招股章程）及約28.1百萬港元（佔所得款項淨額總額約62.5%）用作為深圳新廠房設施購買機械。於二零一五年十二月三十一日，已動用全部所得款項。

業績及撥用

本集團截至二零一五年十二月三十一日止年度的業績及本集團於二零一五年十二月三十一日的事務狀況載列於綜合財務報表第52至140頁。

董事不建議派付截至二零一五年十二月三十一日止年度之末期股息。

於截至二零一五年六月三十日止六個月，本公司向股東派付中期股息1,200萬港元。

五年財務概要

本集團過往五個財政年度的業績及資產負債概要載列於第7頁。該概要不構成綜合財務報表的一部分。

股本

本公司年內股本變動的詳情載列於綜合財務報表附註27內。

Report of the Directors

董事會報告

INVESTMENT PROPERTIES

At 31 December 2015, the investment properties of the Group were revalued by an independent firm of professional surveyor and property valuer on an open market value basis at HK\$5,966,000.

Details of these and other movements during the year in the investment property of the Group are set in note 14 to the consolidated financial statements of this annual report.

RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 56 and 57 of this annual report and note 38 to the consolidated financial statements, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2015, the Company's distributable reserves, calculated under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$65.4 million (2014: HK\$41.7 million).

DONATIONS

During the year, the Group made charitable and other donations amounted to HK\$26,980 (2014: HK\$52,344).

MAJOR CUSTOMERS AND SUPPLIERS

Sales attributable to the Group's largest customer and the five largest customers accounted for approximately 27.6% and 52.8% (2014: 24.2% and 54.4%) respectively of the Group's total revenue for the year ended 31 December 2015. The purchases made by the Group from its largest supplier and the five largest suppliers accounted for approximately 28.9% and 51.4% (2014: 30.0% and 55.7%) of the Group's total purchases for the year ended 31 December 2015, respectively.

To the best knowledge of the Directors, neither the Directors, their close associates, nor any shareholders who owned more than 5% of the Company's issued share capital, had any beneficial interest in any of the Group's five largest customers or suppliers during the year.

MANAGEMENT CONTRACTS

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

投資物業

於二零一五年十二月三十一日，本集團投資物業經獨立專業測量師及物業估值師公司按公開市值基準重估為5,966,000港元。

本集團投資物業之上述及於年內其他變動詳情載於本年報綜合財務報表附註14。

儲備

本集團及本公司於本年度的儲備變動詳情分別載於本年報第56及57頁的綜合權益變動表及綜合財務報表附註38。

可供分派儲備

於二零一五年十二月三十一日，根據開曼群島法例第22章公司法（一九六一年第三號法例，經綜合及修訂）計算，本公司可供分派儲備約為65.4百萬港元（二零一四年：41.7百萬港元）。

捐款

年內，本集團作出慈善及其他捐款26,980港元（二零一四年：52,344港元）。

主要客戶及供應商

源自本集團最大客戶及五大客戶之銷售額分別佔本集團截至二零一五年十二月三十一日止年度總收入約27.6%及52.8%（二零一四年：24.2%及54.4%）。本集團向其最大供應商及五大供應商之採購額分別佔本集團截至二零一五年十二月三十一日止年度採購總額約28.9%及51.4%。（二零一四年：30.0%及55.7%）

就董事所深知，年內，董事、其緊密聯繫人或任何擁有本公司已發行股本5%以上權益的股東概無於本集團五大客戶或供應商中擁有任何實益權益。

管理合約

年內本公司並無訂立或存在任何與本公司全部或任何重要部份業務之管理及行政有關之合約。

Report of the Directors

董事會報告

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622, Laws of Hong Kong) when the Report of the Board of the Directors prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance (Chapter 622, Laws of Hong Kong).

SUBSIDIARIES

The details of the major subsidiaries of the Company are set out in note 1 to the Consolidated Financial Statements.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group's total capital expenditure amounted to approximately HK\$173.9 million (2014: HK\$49.0 million) which was mainly used for acquisition of machineries and equipment.

Details of movements in property, plant and equipment during the year are set out in note 13 to the Consolidated Financial Statements.

BORROWINGS

Particulars of borrowings of the Group as at 31 December 2015 date are set out in note 24 and note 25 to the Consolidated Financial Statements. The details of the Group's charges of assets are set out on page 14.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors

Mr. Chan Wing Yin
(Chairman)
Mrs. Chan Yung
Mr. Chan Yan Kwong
Mr. Chan Yan Wing

Independent Non-executive Directors

Mr. Chung Yuk Ming
Mr. Yeung Kam Ho
Mr. Yau Wing Yiu

Each of the executive Directors has entered into a service contract with the Company for a term of three years commencing from the Listing Date and shall continue thereafter until terminated by, not less than three months' notice in writing served by either party on the other.

獲准許的彌償條文

本公司已就其董事及高級管理人員可能面對因企業活動產生之法律訴訟，為董事及行政人員之職責作適當之投保安排。基於董事利益的獲准許彌償條文根據公司條例(香港法例第622章)第470條的規定於董事編製之董事會報告根據公司條例(香港法例第622章)第391(1)(a)條獲通過時生效。

附屬公司

有關本公司主要附屬公司的詳情載於綜合財務報表附註1。

物業、廠房及設備

年內，本集團的資本開支總額約為173.9百萬港元(二零一四年：49.0百萬港元)，該款項主要用於收購機械及設備。

有關年內物業、廠房及設備變動的詳情載於綜合財務報表附註13。

借款

本公司於二零一五年十二月三十一日之借款詳情載於綜合財務報表附註24及附註25。有關本集團資產抵押的詳情載於第14頁。

董事及董事服務合約

於年內及截至本報告日期的本公司在職董事如下：

執行董事

陳榮賢先生
(主席)
陳勇女士
陳恩光先生
陳恩永先生

獨立非執行董事

鍾玉明先生
楊錦浩先生
邱榮耀先生

各執行董事已與本公司訂立服務合約，自上市日期起計為期三年，並持續生效直至其中一方向另一方發出不少於三個月的書面通知予止終止。

Report of the Directors

董事會報告

Each of the independent non-executive Directors has signed a letter of appointment with the Company for an initial term of three years commencing from the Listing Date, subject to retirement by rotation and re-election at annual general meeting and until terminated by not less than three months' notice in writing served by either party on the other.

No Director has a service contract which is not determinable by the Company or any of its subsidiaries within 1 year without payment of compensation, other than statutory compensation.

The Company has received annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and all of them are considered to be independent.

In accordance with the Company's articles of association, one third of the existing Directors shall retire from office at the forthcoming annual general meeting.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed above, no Director of the Company or an entity connected with such Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract that is significant in relation to the business of the Group to which the holding company of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party during the year.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management of the Group are disclosed in the section headed "Directors and Senior Management Profile" on pages 15 to 23 of this annual report.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in this annual report and Prospectus, there was no contract of significance or contract of significance for provision of services, to which the Company or its holding company or any of its subsidiaries was a party and in which any controlling shareholder or its subsidiaries had a material interest subsisted at the end of the year or at any time during the year.

各獨立非執行董事已與本公司簽署委任函，初步任期自上市日期起計為三年，並須於股東週年大會上輪席退任及膺選連任予以，直至其中一方向另一方發出不少於三個月的書面通知予以終止。

董事概無與本公司或其任何附屬公司訂立不可於一年內不支付補償(法定補償除外)而終止之服務合約。

根據上市規則第3.13條，本公司已獲各獨立非執行董事發出年度獨立確認書，而彼等全體均屬獨立。

根據本公司組織章程細則，三分之一之現任董事須於應屆股東週年大會退任。

董事於交易、安排或合約之權益

除上文所披露者外，本年度內本公司董事或董事的關連實體概無於任何由本公司控股公司或本公司任何附屬公司或同系附屬公司所訂立對本集團業務而言屬重大的交易、安排或合約中，直接或間接擁有重大權益。

董事及高級管理層之履歷

本集團董事及高級管理層之履歷詳情於本年報第15至23頁「董事及高級管理層履歷」一節披露。

控股股東於合約之權益

除本年報及招股章程所披露者外，於年末及年內任何時間，本公司或其控股公司或任何其附屬公司概無訂立任何控股股東或其附屬公司於其中擁有重大權益之重大合約或提供服務之重大合約。

Report of the Directors

董事會報告

NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

Each of the controlling shareholders has made an annual declaration in respect of their compliance with the terms of non-competition undertaking.

Details of the non-competition undertaking are set out in the section headed "Relationship with Controlling Shareholders" of the Prospectus.

The non-competition undertakings in respect of the controlling shareholders have become effective from the Listing Date.

NON-COMPETITION UNDERTAKING BY EXECUTIVE DIRECTORS

Each of the executive Directors of the Company has made an annual declaration in respect of their compliance with the terms of non-competition undertaking.

The non-competition undertakings in respect of the executive Directors have become effective from the Listing Date.

The independent non-executive Directors had reviewed and confirmed that the executive Directors of the Company have complied with the non-competition undertaking and the non-competition undertaking has been enforced by the Company in accordance with its terms.

NEW BUSINESS OPPORTUNITY

There was no New Opportunity (as defined in the Prospectus headed "Relationship with Controlling Shareholders — Non Competition Undertakings") referred by the controlling shareholders to the Company as provided under the non-competition undertaking.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

No contract of significance had been entered into between the Company or any of its subsidiaries, and the controlling shareholders or any of their subsidiaries during the year ended 31 December 2015.

控股股東之不競爭承諾

各控股股東已就其遵守不競爭承諾條款作出年度聲明。

不競爭承諾詳情載於招股章程「與控股股東的關係」一節。

有關控股股東之不競爭承諾已於上市日期起生效。

執行董事之不競爭承諾

本公司各執行董事已就其遵守不競爭承諾條款作出年度聲明。

有關執行董事之不競爭承諾已於上市日期起生效。

獨立非執行董事已審閱及確認本公司執行董事已遵守不競爭承諾及本公司已根據其條款執行不競爭承諾。

新業務機會

控股股東概無根據不競爭承諾規定向本公司轉介新業務機會(定義見招股章程「與控股股東的關係 — 不競爭承諾一段」)。

與控股股東之合約

截至二零一五年十二月三十一日止年度，本公司或任何其附屬公司概無與控股股東或其任何附屬公司訂立重大合約。

Report of the Directors

董事會報告

CONNECTED TRANSACTIONS

The Company has entered into the following continuing connected transactions (as defined under the Listing Rules) for the year ended 31 December 2015:

- (1) On 30 May 2014, YT Industrial, an indirect wholly-owned subsidiary of the Company entered into a lease agreement (“Yantek Lease”) with Yantek, a connected person of the Company within the meanings of the Listing Rules. Pursuant to the Yantek Lease, YT Industrial shall lease from Yantek the premises situated at Flat E on 15th Floor and Flat Roof immediately above of Tower 5 and Car Parking Space No. 11 on Car Park B1, One Beacon Hill, No. 1 Beacon Hill Road, Kowloon, Hong Kong with a gross total floor area of approximately 1,473 square feet at a monthly rental of HK\$55,000 for a term of two years commencing on 1 June 2014 and ending on 31 May 2016 as staff quarter for Mr. Chan Wing Yin and Mrs. Chan Yung.
- (2) On 18 November 2014, YT Technology, an indirect wholly-owned subsidiary of the Company entered into a lease agreement (“Headquarters Lease”) with Yantek, a connected person of the Company within the meanings of the Listing Rules. Pursuant to the Headquarters Lease, YT Technology shall lease from Yantek the HK the offices premises and warehouse located at Workshops 09, 10 and 14 on 8th Floor, Kwong Sang Hong Centre, Nos. 151–153 Hoi Bun Road, Kwun Tong Kowloon, Hong Kong at a monthly rental of HK\$80,300 for a term of 2 years commencing on 25 November 2014 and ending on 24 November 2016 for the Group’s use.

Yantek is beneficially owned as to 34% by Mr. Chan Yan Wing, 33% by Mr. Chan Yan Kwong and 33% by Ms. Chan Yan Sam. Mr. Chan Yan Wing and Mr. Chan Yan Kwong are the executive Directors of the Company. Ms. Chan Yan Sam is the sister of Mr. Chan Yan Kwong and Mr. Chan Yan Wing and the daughter of Mr. Chan Wing Yin and Mrs. Chan Yung.

The continuing connected transactions mentioned above are fully exempt from the reporting, annual review, announcement requirements and the independent shareholders’ approval requirements as set out in Chapter 14A of the Listing Rules.

Save as disclosed above, a summary of significant related party transactions, which do not constitute connected transactions, made during the year is disclosed in note 34 to the Consolidated Financial Statements. The Company confirmed that it has complied with the disclosure requirements in Chapter 14A of the Listing Rules.

關連交易

截至二零一五年十二月三十一日止年度，本公司已訂立以下持續關連交易(定義見上市規則)：

- (1) 於二零一四年五月三十日，本公司間接全資附屬公司恩達實業與本公司之關連人士(定義見上市規則)恩德訂立租賃協議(「恩德租賃」)。根據恩德租賃協議，恩達實業將向恩德租用位於香港九龍筆架山道1號畢架山一號5座15樓E室連上層天台以及B1停車場11號車位的物業(總建築面積約1,473平方呎)，月租為55,000港元，租期由二零一四年六月一日起至二零一六年五月三十一日止，為期兩年，將用作陳榮賢先生及陳勇女士之員工宿舍。
- (2) 於二零一四年十一月十八日，本公司間接全資附屬公司恩達科技與本公司之關連人士(定義見上市規則)恩德訂立租賃協議(「總部租賃」)。根據總部租賃，恩達科技將向恩德租用位於香港九龍觀塘海濱道151–153號廣生行中心8樓09號、10號及14號單位的辦公室物業及倉庫，月租為80,300港元，租期由二零一四年十一月二十五日起至二零一六年十一月二十四日止，為期兩年，供本集團使用。

恩德由陳恩永先生、陳恩光先生及陳恩沁女士實益擁有34%、33%及33%權益。陳恩永先生及陳恩光先生為本公司執行董事。陳恩沁女士為陳恩光先生及陳恩永先生的胞妹以及陳榮賢先生及陳勇女士的女兒。

上述持續關連交易獲全面豁免遵守上市規則第14A章項下之申報、年度審閱、公告規定及獨立股東批准規定。

除上文所披露者外，於年內作出之重大關聯方交易(並不構成關連交易)概要於綜合財務報表附註34披露。本公司確認其已遵守上市規則第14A章之披露規定。

Report of the Directors

董事會報告

SHARE OPTION SCHEME

The Company's existing Share Option Scheme was approved for adoption pursuant to a written resolution of all of our Shareholders passed on 18 November 2014 for the purpose to provide our Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and or providing benefits to eligible participants and for such other purposes as the Board approve from time to time.

Subject to the terms of the Share Option Scheme, the Board may, at their absolute discretion, grant or invite any person belonging to any of the following classes to take up options to subscribe for shares: (a) any employee, supplier service provider, customer, partner or joint-venture partner of the Group (including any director, whether executive and whether independent or not, of the Group) who is in full-time or part-time employment with the Company or any subsidiaries, (b) any person who have contributed or may contribute to the Group.

The maximum number of shares which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of shares in issue from time to time.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 10% of the total number of shares in issue on 8 December 2014 unless the Company seeks the approval of the shareholders in general meeting for refreshing the 10% limit under the Share Option Scheme provided that options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company will not be counted for the purpose of calculating 10% limit.

Details of the principal terms of the Share Option Scheme are set out in paragraph headed "Share Option Scheme" in the section headed "Statutory and General Information" in Appendix V to the Prospectus. The principal terms of the Share Option Scheme are summarised as follows:

The Share Option Scheme was adopted for a period of 10 years commencing from 18 November 2014 and remains in force until 17 November 2024. The Company may, by resolution in general meeting or, such date as the Board determined, terminate the Share Option Scheme at any time without prejudice to the exercise of options granted prior to such termination.

購股權計劃

本公司現有購股權計劃乃根據全體股東於二零一四年十一月十八日通過的書面決議案批准採購，讓本公司能以更靈活的方式，給予合資格參與者激勵、獎勵、報酬、補償及／或福利及切合董事會不時通過之其他目的。

根據購股權計劃之條款，董事會可全權酌情向以下類別人士授出或邀請彼等接納購股權，以認購股份：(a) 本集團任何僱員、供應商、服務供應商、客戶、合夥人或合營夥伴(包括本集團任何董事，不論是否執行董事，亦不論是否獨立於本集團)，彼等獲本公司或任何附屬公司全職或兼職聘任；(b) 對本集團作出貢獻或可能作出貢獻之任何人士。

根據購股權計劃及本公司任何其他購股權計劃授出之所有未行使購股權獲行使後可能發行之最高股份數目不得超逾不時已發行股份總數之30%。

根據購股權計劃及本公司任何其他購股權計劃授出之所有購股權獲行使後可能發行之股份總數不得超逾於二零一四年十二月八日已發行股份總數之10%，除非本公司於股東大會上尋求股東批准更新購股權計劃項下之10%限額則作別論，惟計算10%限額時將不會計及根據購股權計劃或本公司任何其他購股權計劃條款失效之購股權。

購股權計劃之主要條款詳情載於招股章程附錄五「法定及一般資料」一節「購股權計劃」一段。購股權計劃之主要條款概述如下：

購股權計劃之採納期限為十年，由二零一四年十一月十八日起計，直至二零二四年十一月十七日均為有效。本公司可透過於股東大會上通過決議案或按董事會所釐定之日期隨時終止購股權計劃，而不損害於有關終止前授出之購股權之行使權利。

Report of the Directors

董事會報告

The exercise price per share of the Company for each option granted shall be determined by the Board in its absolute discretion but in any event shall be at least the higher of:

- (1) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of offer for the grant of option ("Date of Grant") which must be a trading day;
- (2) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and
- (3) the nominal value of the shares on the Date of Grant.

Upon acceptance of the options, the grantee shall pay HK\$1.00 to the Company as consideration for the grant. The acceptance of an offer of the grant of the option must be made within the date as specified in the offer letter issued by the Company. The exercise period of any option granted under the Share Option Scheme shall not be longer than 10 years commencing on the date of grant and expiring on the last day of such 10-year period subject to the provisions for early termination as contained in the Share Option Scheme.

The total number of new shares of the Company that may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share options schemes of the Company shall not exceed 24,000,000 shares, which represents 10% of the shares in issue of the Company as at the date of this report.

The maximum number of shares issued and to be issued upon exercise of the options granted and to be granted to each grantee under the Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of Shares in issue. Any further grant of options in excess of this 1% limit shall be subject to issuance of a circular by the Company and approved by its shareholders in accordance with the Listing Rules.

Any grant of share options to a director, chief executive or substantial shareholder of the Company, or to any of their associates, is required to be approved by the independent non-executive directors. In addition, any grant of share options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

本公司就各份已授出購股權之每股行使價將由董事會全權酌情決定，惟無論如何不得低於下列最高者：

- (1) 股份於授出購股權日期（「授出日期」，必須為交易日）在聯交所出具之每日報價表所載之收市價；
- (2) 股份於緊接授出日期前五個營業日在聯交所出具之每日報價表所載之平均收市價；及
- (3) 股份於授出日期之面值。

接納購股權後，承授人須向本公司支付1.00港元，作為授出購股權之代價。已授出之購股權必須於本公司發出之要約函件所指定之日期接納。根據購股權計劃授出之任何購股權之行使期不得超過十年，由授出日期起計，並於有關十年期間結束當日屆滿，惟根據購股權計劃所載之條文可提早終止。

根據購股權計劃及本公司任何其他購股權計劃授出之所有購股權獲行使後可能發行之本公司新股份總數不得超過24,000,000股股份，即本公司於本報告日期已發行股份10%。

在任何十二個月期間內，根據購股權計劃已授予或將授予各承授人的購股權（包括已行使、註銷及尚未行使之購股權）獲行使後已發行及將發行之最高股份數目不得超過已發行股份總數之1%。任何進一步授出且超出該1%限額之購股權須由本公司根據上市規則刊發通函，並由股東批准後，方可進行。

向本公司董事、行政總裁或主要股東，或任何彼等之聯繫人士授出任何購股權須獲得獨立非執行董事的批准，方可落實。此外，於任何12個月期間，向本公司主要股東或獨立非執行董事，或任何彼等各自之聯繫人士授出的任何購股權超過本公司任何時間已發行股份的0.1%，或總值（根據本公司股份於授出日期的收市價）超過5,000,000港元，須於股東大會獲得股東的事先批准，方可落實。

Report of the Directors

董事會報告

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

From the date of adoption of the Share Option Scheme to 31 December 2015, no options were granted under the Share Option Scheme.

Additional particulars of the Company's Share Option Scheme are set out in note 28 to the Consolidated Financial Statements.

Apart from the aforesaid share option schemes, at no time during the year ended 31 December 2015 was any of the Company and its holding companies, subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age 18, had any right to subscribe for the shares in, or debentures of, the Company, or had exercise any such right.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2015, the Directors and chief executives of the Company had the following interests in the shares, underlying shares and debentures of the Company, its Group members and/or associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code in the Listing Rules:

The Company

購股權概無賦予持有人收取股息或於股東大會上投票之權利。

自購股權計劃採納日期起至二零一五年十二月三十一日，概無根據購股權計劃授出購股權。

本公司購股權計劃之更多詳情載於綜合財務報表附註28。

除前述購股權計劃外，於截至二零一五年十二月三十一日止年度，本公司及其控股公司、附屬公司及同系附屬公司概無訂立任何安排，致使董事可透過收購本公司或任何其他團體公司之股份或債券獲取利益，且亦無董事，或彼等之配偶或十八歲以下的子女擁有任何權利可認購本公司之股份或債券，或已行使有關權利。

董事及主要行政人員於股份、相關股份及債券中之權益或淡倉

於二零一五年十二月三十一日，本公司董事及主要行政人員於本公司、其集團成員公司及／或相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有下列記錄於根據證券及期貨條例第352條須予存置的股東名冊，或根據上市規則所載之標準守則須通知本公司及聯交所的權益：

本公司

Name of Director	Name of Group member	Capacity/ nature of interest	Number of ordinary shares held (Note 1)	Percentage of shareholding
董事名稱	集團成員名稱	身份／權益性質	持有普通股數目 (附註1)	持股百分比
Mr. Chan Wing Yin	The Company	Interest in a controlled corporation (Note 2)	180,000,000 shares (L)	75%
陳榮賢先生	本公司	受控制法團權益(附註2)	180,000,000股 股份(L)	
Mrs. Chan Yung	The Company	Interest of spouse (Note 3)	180,000,000 shares (L)	75%
陳勇女士	本公司	配偶權益(附註3)	180,000,000股 股份(L)	

Report of the Directors

董事會報告

Notes:

- The letter "L" denotes the Directors' long position in the shares of the Company or the relevant associated corporation
- The Company is held as to approximately 75% by Million Pearl Holdings Ltd. ("Million Pearl"). Million Pearl is held as to 70% by Mr. Chan Wing Yin and 30% by Mrs. Chan Yung. Mr. Chan Wing Yin is the spouse of Mrs. Chan Yung. Under the SFO, Mr. Chan Wing Yin is taken to be interested in the same number of shares in which Mrs. Chan Yung is interested.
- Million Pearl is held as to 70% by Mr. Chan Wing Yin and 30% by Mrs. Chan Yung. Mrs. Chan Yung is the spouse of Mr. Chan Wing Yin. Under the SFO, Mrs. Chan Yung is taken to be interested in the same number of shares to which Mr. Chan Wing Yin is interested.

附註：

- 「L」指董事於本公司或相關相聯法團股份的好倉。
- 本公司由 Million Pearl Holdings Ltd. (「Million Pearl」) 擁有約 75% 權益。Million Pearl 由陳榮賢先生及陳勇女士分別擁有 70% 及 30% 權益。陳榮賢先生為陳勇女士的配偶。根據證券及期貨條例，就陳勇女士擁有權益之股份而言，陳榮賢先生被視為於相同數目之股份中擁有權益。
- Million Pearl 分別由陳榮賢先生及陳勇女士持有 70% 及 30%。陳勇女士為陳榮賢先生的配偶。根據證券及期貨條例，就陳榮賢先生擁有權益之股份而言，陳勇女士被視為於相同數目之股份中擁有權益。

Associated Corporation

相聯法團

Name of Director	Name of associated corporation	Capacity/ nature of interest	Number of ordinary shares held (Note 1)	Percentage of shareholding
董事名稱	相聯法團名稱	身份／權益性質	持有普通股數目 (附註 1)	持股百分比
Mr. Chan Wing Yin 陳榮賢先生	Million Pearl	Beneficial owner/ Interest of spouse 實益擁有人／配偶權益	10 shares 10 股股份	100%
Mrs. Chan Yung 陳勇女士	Million Pearl	Beneficial owner/ Interest of spouse 實益擁有人／配偶權益	10 shares 10 股股份	100%

Note:

- The disclosed interest represents the interests in the associated corporation, Million Pearl, which is held as to 70% by Mr. Chan Wing Yin and 30% by Mrs. Chan Yung. Under the SFO, each of Mr. Chan Wing Yin and Mrs. Chan Yung is taken to be interested in the same number of shares in which other is interested.

附註：

- 所披露權益指於相聯法團 Million Pearl 的權益，其由陳榮賢先生及陳勇女士分別擁有 70% 及 30% 權益。根據證券及期貨條例，陳榮賢先生及陳勇女士各被視作於另一方擁有權益的相同數目之股份中擁有權益。

Save as disclosed above, as at 31 December 2015, none of the Directors and chief executives of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code of the Listing Rules.

除上文所披露者外，於二零一五年十二月三十一日，本公司概無董事及主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第 XV 部）之任何股份、相關股份或債券中擁有任何其他根據證券及期貨條例第 XV 部第 7 及 8 分部須通知本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文被當作或被視作擁有之權益或淡倉），或根據證券及期貨條例第 352 條須記入該條所指之股東名冊之權益或淡倉，或根據上市規則所載之標準守則須通知本公司及聯交所之權益或淡倉。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2015, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東及其他人士於本公司股份及相關股份中之權益及／或淡倉

於二零一五年十二月三十一日，就董事所深知，以下人士／實體（董事或本公司主要行政人員除外）於本公司股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露的權益或淡倉，或已錄入根據證券及期貨條例第336條本公司須存置的股東名冊內的權益或淡倉如下：

Name of Shareholder 股東名稱／姓名	Capacity/Nature of interest 身份／權益性質	Number of ordinary shares held (Note 1) 持有普通股數目 (附註1)	% of interest in the Company 於本公司之 權益百分比
Million Pearl (Note 2)	Beneficial owner	180,000,000 shares (L)	75%
Million Pearl (附註2)	實益擁有人	180,000,000 股 (L)	
Mr. Chan Wing Yin 陳榮賢先生	Interest in a controlled corporation (Note 3) 受控法團權益 (附註3)	180,000,000 shares (L) 180,000,000 股 (L)	75%
Mrs. Chan Yung 陳勇女士	Interest of spouse (Note 4) 配偶權益 (附註4)	180,000,000 shares (L) 180,000,000 股 (L)	75%

Notes:

- The letter "L" denotes the person's long position in the shares of the Company or the relevant Group member.
- Million Pearl is directly interested in approximately 75% of the Company.
- The Company is held as to approximately 75% by Million Pearl. Million Pearl is held as to 70% by Mr. Chan Wing Yin and 30% by Mrs. Chan Yung. Mr. Chan Wing Yin is the spouse of Mrs. Chan Yung. Under the SFO, Mr. Chan Wing Yin is taken to be interested in the same number of shares in which Mrs. Chan Yung is interested.
- Million Pearl is held as to 70% by Mr. Chan Wing Yin and 30% by Mrs. Chan Yung. Mrs. Chan Yung is the spouse of Mr. Chan Wing Yin. Under the SFO, Mrs. Chan Yung is taken to be interested in the same number of shares in which Mrs. Chan Yung is interested.

附註：

- 「L」代表該人士於本公司或本集團相關成員公司的好倉。
- Million Pearl 擁有本公司約 75% 的直接權益。
- 本公司由 Million Pearl 持有約 75% 權益。而 Million Pearl 由陳榮賢先生及陳勇女士分別持有 70% 及 30% 權益。陳榮賢先生為陳勇女士的配偶。故根據證券及期貨條例，陳榮賢先生被視為於陳勇女士擁有權益之相同數目的股份中擁有權益。
- Million Pearl 由陳榮賢先生及陳勇女士分別持有 70% 及 30% 權益。陳勇女士為陳榮賢先生的配偶。故根據證券及期貨條例，陳勇女士被視為於陳榮賢先生擁有權益之相同數目的股份中擁有權益。

Save as disclosed above, as at 31 December 2015, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文所披露者外，於二零一五年十二月三十一日，董事概不知悉有任何其他人士／實體（本公司董事及主要行政人員除外）於本公司股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露之權益或淡倉，或根據證券及期貨條例第336條記入本公司規定存置的股東名冊之權益或淡倉。

Report of the Directors

董事會報告

COMPETITION AND CONFLICT OF INTERESTS

During the year, save as disclosed in the Prospectus, none of the Directors or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

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

During the year, neither did the Company nor any of its subsidiaries purchase, sell or redeem any of the Company's listed securities.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the shareholders by reason of their holding the Company's securities.

PRE-EMPTIVE RIGHTS

There is no provision for the 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.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules throughout the financial year under review and up to the date of this annual report.

CORPORATE GOVERNANCE REPORT

Details of the Group's corporate governance practices can be found in the Corporate Governance Report contained on pages 24 to 35 of this annual report.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group produces PCB in China and sells them around the world, and is faced with certain different types of risks and uncertainties. The principal items are listed as below.

- i. The Shenzhen new facility has been in use since 2015. The Group may not successfully implement its capacity expansion plans and effectively utilise this facility, and such expansion may result in over-capacity, which may materially affect our further plans, profitability and growth.
- ii. Substantial financial costs and depreciation expenses from the Shenzhen new facility have been incurred since it has been used. It may materially and adversely affect the results of operations and financial condition.

競爭及利益衝突

年內，除招股章程所披露者外，概無董事或本公司主要股東或任何彼等各自的聯繫人士從事與本集團業務構成或可能構成競爭的任何業務或與本集團有任何其他利益衝突。

購買、出售或贖回本公司之上市證券

年內，本公司及其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

稅務減免

董事並不知悉任何因股東持有本公司證券而享有的稅務減免。

優先購股權

本公司組織章程細則或開曼群島法例並無有關優先購股權的條文致使本公司有責任按比例向現有股東發售新股份。

充足公眾持股量

根據本公司可公開取得的資料以及據董事所知，本公司於整個回顧財政年度及直至本年報日期一直維持上市規則所訂明的公眾持股量。

企業管治報告

有關本集團企業管治常規的詳情，請參閱本年報第24至35頁所載企業管治報告。

主要風險及不明朗因素

本集團於中國製造印刷電路板，並銷售予全世界，其面臨若干不同類別的風險及不明朗因素。主要項目載列如下：

- i. 深圳新設施於二零一五年啟用，本集團或未能成功推行我們的產能擴充計劃及有效地使用該設施，可能導致該擴充產能過剩，這或會對我們的未來計劃、盈利能力及增長造成重大不利影響。
- ii. 啟用深圳新設施後產生大額財務成本及折舊開支，這或會對經營業績及財務狀況造成重大不利影響。

Report of the Directors

董事會報告

- iii. The Group derives a significant portion of its revenue from major customers, particularly communication and automobile customers. The decrease in demand from major customers may materially and adversely affect the business.
 - iv. Fluctuation in exchange rates may adversely affect the business.
 - v. The Group may be subject to any labour shortages, increased labour cost or other factors affecting labour force, which may materially affect the Group's business operation and financial condition.
 - vi. The PRC government has tightened its environmental regulation. Although the Group's current operation falls in line with the requirement, it may be affected and incur additional expenses when the relevant regulatory threshold is further raised in the future.
- iii. 本集團大部分收益乃來自其主要客戶，特別是通訊及汽車客戶，來自主要客戶的需求減少或會對我們的業務造成重大不利影響。
 - iv. 匯率波動或會對我們的業務造成不利影響。
 - v. 本集團或受制於任何勞工短缺、勞工成本上漲或其他影響勞動力的因素，這可能對本集團的業務、營運及財務狀況造成重大不利影響。
 - vi. 中國政府在環保要求日漸加強，雖然本集團現時運作符合國家要求，但是日後再加強環保標準，有可能影響營運及增加費用開支。

ENVIRONMENTAL PROTECTION

The Group's production facilities are located in Shenzhen ("Shenzhen Facility"), PRC. The Group is subject to PRC national and local environmental laws and regulations governing air pollution, noise emissions, hazardous chemicals, water and waste discharge and other environmental matters issued by PRC national, provincial and municipal government and authorities. The Group is also subject to the Cleaner Production Standard: Printed Circuit Board Manufacturing (清潔生產標準：印刷電路板製造業), which provides general requirements for clean production applicable to PCB manufacturers. The manufacturing facilities discharge pollutants such as waste water, smoke emissions, solid waste and noise during our production processes. The Group has implemented a set of waste treatment procedures in our Shenzhen Facility and has also implemented measures to control the noise levels caused by our machines. The waste water treatment facilities include (i) the waste water station which we completed construction and obtained the certificate of inspection for acceptance in March 2004; and (ii) a new waste water station which we completed construction and obtained the certificate of completion and real estate ownership certificate in December 2011. The treatment procedures have received the required approval and licence from the relevant authorities. Waste produced by us is treated in strict compliance with applicable environmental standards in our Shenzhen Facility.

Back in 2004, the Group also introduced the ISO14001 environmental management system and attained relevant accreditation, thereby achieving international standard in respect of environmental management.

環境保護

本集團的生產設施位於中國深圳(「深圳廠房設施」)，本集團須遵守由中國國家、省、市政府和機關頒佈規管空氣污染、噪音排放、危險化學品、污水及廢物排放和其他環境事宜的中國國家和地方環境法律和法規。本集團亦受到《清潔生產標準：印刷電路板製造業》的規範，該套標準為印刷電路板製造商提供清潔生產的適用一般規定。本集團的生產設施於生產過程中排放污染物，如廢水、煙塵、固體廢物及噪音。本集團的深圳廠房設施已實施一套廢物處理流程，也實施了控制機械產生噪音的措施。本集團的廢水處理設施包括：(i)本集團建設完成並於二零零四年三月取得驗收合格證的廢水站；及(ii)本集團建設完成並於二零一一年十二月取得竣工證明書及房地產權證的新廢水站。本集團的處理流程已獲有關當局授出所需批文及許可。深圳廠房設施的廢物處理嚴格遵守適用環保標準。

早在二零零四年本集團已引入ISO14001環境管理體系，並獲得認證，使到本集團在環境管理上達到國際認可水平。

Report of the Directors

董事會報告

COMPLIANCE WITH LAWS AND REGULATIONS

The Board paid attention to the Group's policies and practices on compliance with legal and regulatory requirements. External compliance and legal advisers are engaged to ensure transactions and business performed by the Group are within the applicable legal framework. Updates on applicable laws, rules and regulations are brought to the attention of relevant employees and operation units from time to time.

CLOSURE OF THE REGISTER OF MEMBERS

To determine the eligibility of the shareholders of the Company to attend the AGM to be held on Wednesday, 25 May 2016, the register of members will be closed from Friday, 20 May 2016 to Wednesday, 25 May 2016, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the annual general meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrars, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 19 May 2016.

ANNUAL GENERAL MEETING

The AGM will be held on 25 May 2016. Shareholders should refer to details regarding the AGM in the circular of the Company and the notice of meeting and form of proxy accompanying thereto.

AUDITORS

A resolution to re-appoint the retiring auditors, Ernst & Young, is to be proposed at the forthcoming annual general meeting of the Company.

By order of the Board
Yan Tat Group Holdings Limited
Chan Wing Yin
Chairman

Hong Kong, 23 March 2016

遵守法律及法規

董事會關注本集團有關遵守法律及監管規定方面之政策及常規。我們已聘用外部合規及法律顧問，確保本集團之交易及業務乃於適用的法律框架內進行。相關員工及經營單位會不時獲知悉適用法律、規則及法規之更新。

暫停辦理股份過戶登記手續

為釐定本公司股東出席將於二零一六年五月二十五日(星期三)舉行的股東週年大會的資格，本公司將於二零一六年五月二十日(星期五)至二零一六年五月二十五日(星期三)期間(包括首尾兩日)暫停辦理股份過戶登記手續，期間將不會辦理任何股份過戶登記。為符合資格出席股東週年大會並於會上投票表決，所有過戶文件連同相關股票，最遲須於二零一六年五月十九日(星期四)下午四時三十分前送交本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，以辦理登記。

股東週年大會

本公司將於二零一六年五月二十五日舉行股東週年大會。有關股東週年大會的詳情，謹請股東參閱本公司的通函及大會通告連同所附代表委任表格。

核數師

本公司將於應屆股東週年大會上提呈決議案，以重新委任退任核數師安永會計師事務所。

承董事會命
恩達集團控股有限公司
主席
陳榮賢

香港，二零一六年三月二十三日

Independent Auditors' Report

獨立核數師報告



To the shareholders of Yan Tat Group Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Yan Tat Group Holdings Limited (the "Company") and its subsidiaries set out on pages 52 to 140, which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致恩達集團控股有限公司股東
(於開曼群島註冊成立之有限公司)

吾等已審核恩達集團控股有限公司(「貴公司」)及其附屬公司載於第52頁至第140頁之綜合財務報表，包括於二零一五年十二月三十一日之綜合財務狀況表，以及截至該日止年度之綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及重大會計政策概要及其他說明資料。

董事編製綜合財務報表之責任

貴公司董事負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實公平反映情況之綜合財務報表，並負責董事釐定之就綜合財務報表編製避免重大錯誤陳述(不論源於欺詐或錯誤)而言屬必需之有關內部監控。

核數師之責任

吾等之責任為根據吾等之審核對該等綜合財務報表發表意見。吾等之報告僅向閣下(作為一個個體)作出，而不作其他用途。吾等概不就本報告之內容對任何其他人士負責或承擔任何責任。

吾等根據香港會計師公會頒佈之香港核數準則進行審核工作。該等準則要求吾等遵守道德規定並策劃及進行審核工作，以就綜合財務報表是否存有重大錯誤陳述取得合理保證。

Independent Auditors' Report

獨立核數師報告

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and its subsidiaries as at 31 December 2015, and of their financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Ernst & Young
Certified Public Accountants
22/F, CITIC Tower
1 Tim Mei Avenue
Central
Hong Kong

23 March 2016

審核範圍包括進程序以取得與綜合財務報表所載數額及披露事項有關之審核憑證。選取之程序依賴核數師之判斷，包括評估綜合財務報表存有重大錯誤陳述（不論其由欺詐或錯誤引起）之風險。在作出該等風險評估時，核數師將考慮與實體編製反映真實公平意見之綜合財務報表有關之內部監控，以為不同情況設計適當之審核程序，但並非旨在就實體內部監控之有效性發表意見。審核範圍亦包括評估所採用會計政策之恰當性及董事所作出會計估算之合理性，並評估綜合財務報表之整體呈列方式。

吾等相信，吾等所取得之審核憑證就提出審核意見而言屬充分恰當。

意見

吾等認為，綜合財務報表已按照香港財務報告準則真實公平地反映 貴公司及其附屬公司於二零一五年十二月三十一日之財務狀況及彼等截至該日止年度之財務表現及現金流量，並已根據香港公司條例之披露規定妥善編製。

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執業會計師
香港
中環
添美道1號
中信大廈22樓

二零一六年三月二十三日

Consolidated Statement of Profit or Loss

綜合損益表

Year ended 31 December 2015 截至二零一五年十二月三十一日止年度

		Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
REVENUE	收益	5	638,930	663,566
Cost of sales	銷售成本		(494,810)	(523,127)
Gross profit	毛利		144,120	140,439
Other income and gains	其他收入及收益	5	7,972	31,231
Selling and distribution expenses	銷售及分銷開支		(25,329)	(24,878)
General and administrative expenses	一般及行政開支		(72,467)	(68,055)
Other expenses	其他開支		(612)	(22,037)
Finance costs	融資成本	7	(3,960)	(5,843)
PROFIT BEFORE TAX	除稅前溢利	6	49,724	50,857
Income tax expense	所得稅開支	10	(7,311)	(6,649)
PROFIT FOR THE YEAR	年內溢利		42,413	44,208
Attributable to:	下列人士應佔：			
Owners of the Company	本公司擁有人		42,413	44,209
Non-controlling interest	非控股權益		-	(1)
			42,413	44,208
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔 每股盈利	12		
Basic and diluted	基本及攤薄		HK17.7 cents 港仙	HK24.0 cents 港仙

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 December 2015 截至二零一五年十二月三十一日止年度

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
PROFIT FOR THE YEAR	年內溢利	42,413	44,208
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收入／(虧損)		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:	於其後期間重新分類至損益的其他全面收入／(虧損)：		
Change in fair value of an available-for-sale investment	可供出售投資的公平值變動	426	207
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	(20,714)	(10,741)
Realisation of exchange fluctuation reserve upon deregistration of a subsidiary	註銷一間附屬公司時匯兌波動儲備之實現	-	(8,363)
Net other comprehensive loss to be reclassified to profit or loss in subsequent periods	於其後期間重新分類至損益的其他全面虧損淨額	(20,288)	(18,897)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:	於其後期間不會重新分類至損益的其他全面收入：		
Gain on property revaluation	物業重估收益	647	-
Income tax effect	所得稅影響	(162)	-
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods	於其後期間不會重新分類至損益的其他全面收入淨額	485	-
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	年內其他全面虧損，扣除稅項	(19,803)	(18,897)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內全面收入總額	22,610	25,311
Attributable to:	下列人士應佔：		
Owners of the Company	本公司擁有人	22,610	25,312
Non-controlling interest	非控股權益	-	(1)
		22,610	25,311

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2015 二零一五年十二月三十一日

		Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	410,165	300,515
Investment property	投資物業	14	5,966	–
Prepaid land lease payments	預付土地租賃款項	15	5,562	6,086
Deposits for purchases of items of property, plant and equipment	購買物業、廠房及設備項目的按金	16	28,283	8,542
Deposits	按金	20	7,809	–
Deferred tax assets	遞延稅項資產	26	7,651	8,171
Available-for-sale investment	可供出售投資	17	1,697	1,350
Loan to an investee	貸款予投資對象	17	2,148	2,248
Total non-current assets	非流動資產總值		469,281	326,912
CURRENT ASSETS	流動資產			
Inventories	存貨	18	44,952	51,758
Trade and bills receivables	貿易應收款項及應收票據	19	208,798	201,523
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	20	16,175	16,604
Tax recoverable	可收回稅項		760	–
Pledged deposits and restricted cash	已抵押存款及限制性現金	21	23,322	21,880
Cash and bank balances	現金及銀行結餘	21	100,293	154,137
Total current assets	流動資產總值		394,300	445,902
CURRENT LIABILITIES	流動負債			
Trade and bills payables	貿易應付款項及應付票據	22	113,611	128,827
Other payables and accruals	其他應付款項及應計費用	23	93,634	51,314
Interest-bearing bank borrowings	計息銀行借款	24	163,277	100,174
Finance lease payables	融資租賃應付款項	25	5,470	2,349
Due to a related company	應付一間關聯公司款項	34(d)(i)	–	55
Tax payable	應繳稅項		12,390	12,498
Total current liabilities	流動負債總額		388,382	295,217
NET CURRENT ASSETS	流動資產淨額		5,918	150,685
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		475,199	477,597

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2015 二零一五年十二月三十一日

			2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		475,199	477,597
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	計息銀行借款	24	25,655	54,435
Finance lease payables	融資租賃應付款項	25	11,899	1,160
Deferred tax liabilities	遞延稅項負債	26	342	56
Other payable	其他應付款項	23	2,624	–
Deferred income	遞延收入	23	5,895	3,772
Total non-current liabilities	非流動負債總額		46,415	59,423
Net assets	資產淨值		428,784	418,174
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Issued capital	已發行股本	27	2,400	2,400
Reserves	儲備	29	426,384	415,774
Total equity	總權益		428,784	418,174

Chan Yung
陳勇
Director
董事

Chan Wing Yin
陳榮賢
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2015 截至二零一五年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔											
		Issued share capital	Share premium account	Merger reserve	Capital reserve	Available- for-sale investment revaluation reserve 可供出售 投資重估 儲備	Land and building revaluation reserve 土地及 樓宇 重估儲備	Exchange fluctuation reserve 匯兌波動 儲備	Reserve funds*	Retained profits	Total	Non- controlling interest	Total equity
		已發行股本	股份溢價賬	合併儲備	股本儲備	可供出售 投資重估 儲備	土地及 樓宇 重估儲備	匯兌波動 儲備	儲備基金*	保留溢利	總計	非控股權益	總權益
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2014	於二零一四年 一月一日	-	-	1	-	21	-	71,801	26,536	169,040	267,399	426	267,825
Profit/(loss) for the year	年內溢利/(虧損)	-	-	-	-	-	-	-	-	44,209	44,209	(1)	44,208
Other comprehensive income/ (loss) for the year:	年內其他全面收入 /(虧損):												
Change in fair value of an available-for-sale investment	可供出售投資的 公平值變動	-	-	-	-	207	-	-	-	-	207	-	207
Exchange differences on translation of foreign operations	換算海外業務匯 兌差額	-	-	-	-	-	-	(10,741)	-	-	(10,741)	-	(10,741)
Realisation of exchange fluctuation reserve upon the deregistration of a subsidiary	註銷一間附屬公 司時匯兌波動 儲備之實現	-	-	-	-	-	-	(8,363)	-	-	(8,363)	-	(8,363)
Total comprehensive income/ (loss) for the year	年內全面收入 /(虧損)總額	-	-	-	-	207	-	(19,104)	-	44,209	25,312	(1)	25,311
Acquisition of non-controlling interest	收購非控股權益	34(d)(ii)	-	-	(75)	-	-	-	-	-	(75)	(425)	(500)
Consideration paid by the Company in respect of acquisition of Yan Tat Group Limited	本公司就收購Yan Tat Group Limited 已支付代價	-	-	(1)	-	-	-	-	-	-	(1)	-	(1)
Waiver of amounts due to shareholders	豁免應付股東款項	34(d)(iii)	-	-	60,530	-	-	-	-	-	60,530	-	60,530
Capitalisation issue of shares	資本化發行股份	27(d)	1,800	(1,800)	-	-	-	-	-	-	-	-	-
Issue of new shares in connection with initial public offering	就首次公開發售發 行新股	27(e)	600	73,200	-	-	-	-	-	-	73,800	-	73,800
Share issue expenses	股份發行開支	-	(8,791)	-	-	-	-	-	-	-	(8,791)	-	(8,791)
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	-	-	-	3,507	(3,507)	-	-	-
Transfer of statutory reserve upon deregistration of a subsidiary	註銷一間附屬公 司時轉撥法定儲備	-	-	-	-	-	-	-	(3,705)	3,705	-	-	-
At 31 December 2014	於二零一四年 十二月三十一日	2,400	62,609 ^a	- ^a	60,455 ^a	228 ^a	-	52,697 ^a	26,338 ^a	213,447 ^a	418,174	-	418,174

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 December 2015 截至二零一五年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔											
		Issued share capital	Share premium account	Merger reserve	Capital reserve	Available- for-sale investment revaluation reserve	Land and building revaluation reserve	Exchange fluctuation reserve	Reserve funds*	Retained profits	Non- controlling Total interest	Total equity	
		已發行股本	股份溢價類	合併儲備	股本儲備	可供出售 投資重估 儲備	土地及 樓宇 重估儲備	匯兌波動 儲備	儲備基金*	保留溢利	總計	非控股權益	總權益
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	附註	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2015	於二零一五年 一月一日	2,400	62,609	-	60,455	228	-	52,697	26,338	213,447	418,174	-	418,174
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	42,413	42,413	-	42,413
Other comprehensive income/ (loss) for the year:	年內其他全面收入 /(虧損):												
Change in fair value of an available-for-sale investment	可供出售投資的 公平值變動	-	-	-	-	426	-	-	-	-	426	-	426
Exchange differences on translation of foreign operations	換算海外業務匯 兌差額	-	-	-	-	-	-	(20,714)	-	-	(20,714)	-	(20,714)
Gain on property valuation, net of tax	物業估值收益， 扣除稅項	-	-	-	-	-	485	-	-	-	485	-	485
Total comprehensive income/ (loss) for the year	年內全面收入 /(虧損)總額	-	-	-	-	426	485	(20,714)	-	42,413	22,610	-	22,610
Interim 2015 dividend	二零一五年中期 股息	11	-	-	-	-	-	-	-	(12,000)	(12,000)	-	(12,000)
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	-	-	-	3,671	(3,671)	-	-	-
At 31 December 2015	於二零一五年 十二月三十一日	2,400	62,609 [†]	- [†]	60,455 [†]	654 [†]	485 [†]	31,983 [†]	30,009 [†]	240,189 [†]	428,784	-	428,784

* Pursuant to the relevant laws and regulations for foreign investment enterprises, a portion of the profits of certain subsidiaries in the People's Republic of China (the "PRC") is required to be transferred to the PRC reserve funds which are restricted as to use. These PRC entities are not required to effect any further transfer when the amount of the PRC reserve funds reaches 50% of their registered capital. The PRC reserve funds can be used to make good their future losses or to increase their registered capital.

* 根據相關外國投資企業法律及法規，若干中華人民共和國（「中國」）附屬公司的部分溢利須轉撥至中國儲備基金，而該等儲備基金的用途受到限制。當中國儲備基金內金額達此等中國實體註冊股本的50%時，則不須作出任何進一步轉撥。中國儲備基金可用作日後虧損的彌補或用於增加註冊股本。

[†] These reserve accounts comprise the consolidated reserves of HK\$426,384,000 (2014: HK\$415,774,000) in the consolidated statement of financial position.

[†] 該等儲備賬戶包括於綜合財務狀況表內的綜合儲備426,384,000港元（二零一四年：415,774,000港元）。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2015 截至二零一五年十二月三十一日止年度

	Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES			
經營活動所得現金流量			
Profit before tax		49,724	50,857
Adjustments for:			
除稅前溢利			
就下列各項調整：			
Finance costs	7	3,960	5,843
融資成本			
Bank interest income	5	(397)	(306)
銀行利息收入			
Depreciation	6	18,051	16,754
折舊			
Recognition of prepaid land lease payments	15	263	265
確認預付土地租賃款項			
Write-down of inventories to net realisable value	6	1,331	226
撇減存貨至可變現淨值			
Reversal of impairment of trade receivables	6	(2,882)	(1,484)
貿易應收款項撥回減值			
Fair value gain on an investment property	5, 6	(631)	–
投資物業公平值增益			
Amortisation of deferred income		(28)	–
遞延收入攤銷			
Write-off of items of property, plant and equipment	6	438	–
撇銷物業、廠房及設備項目			
Write-off of a deposit paid for purchase of an item of property, plant and equipment	6	–	1,913
撇銷就購置物業、廠房及設備項目支付之按金			
Gain on disposal of items of property, plant and equipment	5, 6	(78)	(18,623)
出售物業、廠房及設備項目收益			
Realisation of exchange fluctuation reserve upon deregistration of a subsidiary	5, 6	–	(8,363)
註銷一間附屬公司時匯兌波動儲備之實現			
Write-back of trade and other payables	5, 6	–	(569)
撥回貿易應付款項及其他應付款項			
		69,751	46,513
		3,687	6,963
Decrease in inventories			
存貨減少			
Decrease/(increase) in trade and bills receivables		(9,361)	2,205
貿易應收款項及應收票據減少/(增加)			
Decrease/(increase) in prepayments, deposits and other receivables		(8,403)	5,071
預付款項、按金及其他應收款項減少/(增加)			
Increase/(decrease) in trade and bills payables		(12,093)	13,185
貿易應付款項及應付票據增加/(減少)			
Increase in other payables and accruals		47,819	13,524
其他應付款項及應計款項增加			
Increase/(decrease) in an amount due to a related company		(55)	55
應付一間關聯公司款項增加/(減少)			
Decrease in an amount due to a then minority shareholder		–	(2,044)
應付一名當時之少數權益股東款項減少			
Exchange realignment		565	(3,172)
匯兌調整			
Cash generated from operations		91,910	82,300
產生自經營的現金			
Interest received		397	306
已收利息			
Interest paid		(6,417)	(6,758)
已付利息			
Interest element of finance lease rental payments	7	(68)	(338)
融資租賃租金付款的利息部分			
Hong Kong profits tax paid		(1,493)	(87)
已繳付香港利得稅			
Overseas taxes paid		(5,801)	(4,332)
已付海外稅項			
Net cash flows from operating activities		78,528	71,091
經營活動所得現金流量淨額			

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2015 截至二零一五年十二月三十一日止年度

	Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Net cash flows from operating activities	經營活動所得現金流量淨額	78,528	71,091
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(92,747)	(37,112)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	78	952
Receipts of government grants	收取政府補貼	2,619	–
Deposits paid for purchases of items of property, plant and equipment	購買物業、廠房及設備項目所付按金	(61,677)	(6,719)
Decrease/(increase) in a time deposit with original maturity of more than three months when acquired, pledged as security for banking facilities	收購時原到期日超過三個月之定期存款減少/(增加)·已質押作銀行融資之抵押	3,747	(3,747)
Decrease/(increase) in restricted cash	受限制現金減少/(增加)	(2,363)	1,916
Net cash flows used in investing activities	投資活動所用現金流量淨額	(150,343)	(44,710)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Proceeds from issue of shares	發行股份所得款項	–	73,800
Share issue expenses	股份發行開支	–	(8,791)
New bank borrowings	新造銀行借款	319,734	289,940
Repayment of bank borrowings	償還銀行借款	(282,644)	(259,664)
Decrease in amounts due to shareholders	應付股東款項減少	–	(5,668)
Acquisition of a non-controlling interest	收購非控股權益	–	(500)
Capital element of finance lease rental payments	融資租賃租金付款的資本部分	(2,348)	(3,675)
Dividend paid	已付股息	(12,000)	–
Net cash flows from financing activities	融資活動所得現金流量淨額	22,742	85,442

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 December 2015 截至二零一五年十二月三十一日止年度

	Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加／(減少)淨額	(49,073)	111,823
Cash and cash equivalents at beginning of year	年初現金及現金等價物	172,270	61,067
Effect of foreign exchange rate changes, net	匯率變動淨影響	(1,839)	(620)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	121,358	172,270
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances and cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況表所載現金及銀行結餘及現金及現金等價物	21	100,293
Time deposits with original maturity of less than three months when acquired, pledged as security for banking facilities and bills payable	於獲得時原到期日少於三個月的定期存款，已質押作銀行融資及應付票據之抵押	21	21,065
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表所載現金及現金等價物	121,358	172,270

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1. CORPORATE AND GROUP INFORMATION

The Company was incorporated in the Cayman Islands on 8 July 2014 as an exempted company with limited liability under the Companies Law, Chapter 22 of the Cayman Islands. The address of the registered office of the Company is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The principal place of business of the Company is located at Room 809-810, Kwong Sang Hong Centre, 151-153 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong.

During the year, the Group was principally engaged in the manufacture and sale of printed circuit boards.

The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 8 December 2014 (the "Listing Date"). In the opinion of the Directors, the holding company and the ultimate holding company of the Company is Million Pearl Holdings Ltd. which was incorporated in the British Virgin Islands.

Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及業務地點	Issued ordinary share capital/ paid-up registered capital 已發行普通股本/ 繳足註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Yan Tat Group Limited [†]	British Virgin Islands/ Hong Kong	US\$100	100	-	Investment holding
Yan Tat Group Limited [†]	英屬維爾京群島/香港	100美元			投資控股
Yan Tat (HK) Industrial Limited 恩達(香港)實業有限公司	Hong Kong 香港	HK\$5,000,000 5,000,000港元	-	100	Trading of printed circuit boards 買賣印刷電路板
Yan Tat Technology Limited 恩達科技有限公司 ^{†*}	Hong Kong 香港	HK\$1,000,000 1,000,000港元	-	100	Trading of printed circuit boards 買賣印刷電路板
Yan Tat Printed Circuits (Shenzhen) Co., Ltd. ^{†**} 恩達電路(深圳)有限公司 ^{†**}	PRC/Mainland China 中國/中國內地	HK\$136,000,000 136,000,000港元	-	100	Manufacturing and trading of printed circuit boards 製造及買賣印刷電路板
Grace Yan Tat Electronics (Shenzhen) Co., Ltd. ^{†**} 宏恩達電子(深圳)有限公司 ^{†**}	PRC/Mainland China 中國/中國內地	RMB1,000,000 人民幣1,000,000元	-	100	Property holding 持有物業
Yan Tat Printed Circuit Technology (Nantong) Co., Ltd. ^{†**} 恩達電路科技(南通)有限公司 ^{†**}	PRC/Mainland China 中國/中國內地	US\$8,000,000 8,000,000美元	-	100	Inactive 並無業務
Yan Tat Environmental Technology (Nantong) Co., Ltd. ^{†**} 南通恩達環保科技有限公司 ^{†**}	PRC/Mainland China 中國/中國內地	RMB43,100,000 人民幣43,100,000元	-	100	Property holding for self-use 持有自用物業

1. 公司及集團資料

本公司於二零一四年七月八日根據開曼群島第22章公司法在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands。本公司的主要營運地點為香港九龍觀塘海濱道151-153號廣生行中心809至810室。

年內，本集團主要從事製造及銷售印刷電路板。

本公司股份於二零一四年十二月八日(「上市日期」)於香港聯合交易所有限公司(「聯交所」)主板上市。董事認為，本公司之控股公司及最終控股公司為英屬維爾京群島註冊成立之Million Pearl Holdings Ltd.。

附屬公司資料

本公司附屬公司詳情如下：

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財務報表附註

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1. CORPORATE AND GROUP INFORMATION

(continued)

Notes:

- * Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.
- ^ Registered as wholly-foreign-owned enterprises under PRC law.
- ^^ Registered as a limited liability company under PRC law.
- # The English names of these companies represent the best effort made by management of the Company to directly translate their Chinese names as these companies did not register any official English names.

2.1 REORGANISATION AND BASIS OF PRESENTATION

Pursuant to the Group's reorganisation as explained in the paragraph headed "Reorganisation" (the "Reorganisation") in the section headed "History, Corporate Structure and Reorganisation" in the prospectus of the Company dated 26 November 2014 (the "Prospectus"), the Company became the holding company of the Group on 11 August 2014. The Company and the Group were under the common control of Mr. Chan Wing Yin and Mrs. Chan Yung (collectively, the "Controlling Shareholders") before and after the Reorganisation. Accordingly, the consolidated financial statements of the Company are prepared as if the Reorganisation had been completed at the beginning of 1 January 2014 rather than from the date of incorporation of the Company by applying the principles of merger accounting.

The consolidated statements of profit or loss, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group for the years ended 31 December 2015 and 2014 include the results and cash flows of all companies then comprising the Group from the earliest date presented or since the date when the subsidiaries first came under the common control of the Controlling Shareholders, where this is a shorter period. The consolidated statements of financial position of the Group as at 31 December 2015 and 2014 have been prepared to present the assets and liabilities of the subsidiaries using the existing book values from the Controlling Shareholders' perspective. No adjustments are made to reflect fair values, or recognise any new assets or liabilities as a result of the Reorganisation.

Equity interests in subsidiaries held by parties other than the Controlling Shareholders prior to the Reorganisation are presented as non-controlling interests in equity in applying the principles of merger accounting. All intra-group transactions and balances have been eliminated on combination.

1. 公司及集團資料(續)

附註：

- * 未經香港安永會計師事務所或全球安永會計師事務所網絡的另一間公司審核。
- ^ 根據中國法律註冊為外商獨資企業。
- ^^ 根據中國法律註冊為有限公司。
- # 該等公司的英文名稱乃本公司管理層盡最大努力直接翻譯其中文名稱所得，因為該等公司並無註冊任何正式英文名稱。

2.1 重組及呈列基準

根據本公司日期為二零一四年十一月二十六日之招股章程(「招股章程」)中「歷史、企業架構及重組」一節「重組」一段所闡釋之本集團重組(「重組」)，本公司於二零一四年八月十一日成為本集團之控股公司。在重組前後，本公司及本集團受陳榮賢先生及陳勇女士(統稱「控股股東」)共同控制。據此，本公司之綜合財務報表編製時，已應用合併會計法，假設重組已於二零一四年一月一日開始時完成，而非由本公司註冊成立日期起。

本集團截至二零一五年及二零一四年十二月三十一日止年度之綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表包括本集團當時旗下所有公司之自最早呈列日期或附屬公司首次由控股股東共同控制當日(以較短期間為準)起之業績及現金流。本集團於二零一五年及二零一四年十二月三十一日之綜合財務狀況表已予編製，以根據控股股東角度使用現有賬面值呈列附屬公司之資產及負債。概無作出調整以反映公平值或確認自重組所得之任何新資產或負債。

重組前由控股股東以外人士持有之股權使用合併會計原則於權益中呈列為非控股權益。所有集團內公司間之交易及結餘已於合併時對銷。

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財務報表附註

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2.2 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance.

They have been prepared under the historical cost convention, except for an available-for-sale investment and an investment property which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 December 2015. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

2.2 編製基準

該等財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公認會計原則以及香港公司條例的披露規定編製。

除可供出售投資及投資物業以公平值計量外，財務報表乃根據歷史成本法編製。除另有指明外，該等財務報表以港元(「港元」)呈列，而所有數值均約整至最接近的千位。

綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一五年十二月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象行使的權力(即本集團獲賦予現有能以主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

倘本公司直接或間接擁有少於投資對象大多數投票的權利或類似權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

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財務報表附註

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2.2 BASIS OF PREPARATION (continued) Basis of consolidation (continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised standards for the first time for the current year's financial statements.

Amendments to HKAS 19 *Defined Benefit Plans: Employee Contributions*

Annual Improvements to HKFRSs 2010–2012 Cycle

Annual Improvements to HKFRSs 2011–2013 Cycle

2.2 編製基準(續) 綜合基準(續)

附屬公司與本公司之財務報表的報告期相同，並採用一致會計政策編製。附屬公司之業績由本集團取得控制權之日起綜合計算，並繼續綜合入賬至該控制權終止日為止。

損益及其他全面收益的各組成部分乃歸屬於本公司擁有人及非控股權益，即使此舉引致非控股權益出現虧絀結餘亦然。所有集團內公司間之資產及負債、權益、收入、開支及本集團成員公司間交易相關之現金流均於綜合賬目時全數抵銷。

倘事實及情況反映以上所述三項控制權因素其中一項或多項有變，則本集團會重估是否仍然控制投資對象。附屬公司擁有權益的變動(並無失去控制權)，於入賬時列作權益交易。

倘本集團失去對一間附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產(包括商譽)及負債、(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計交易差額；及確認(i)所收代價之公平值、(ii)所保留任何投資之公平值及(iii)損益賬中任何因此產生之盈餘或虧絀。先前於其他全面收益內確認的本集團應佔成分視乎情況，按倘本集團直接出售相關資產或負債所要求的相同基準重新分類至損益或保留溢利。

2.3 會計政策及披露之變動

本集團財務報表已於本年度首次採納以下經修訂準則。

香港會計準則第19號的修訂定額福利計劃：僱員供款

二零一零年至二零一二年週期的年度改進

二零一一年至二零一三年週期的年度改進

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財務報表附註

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2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

The nature and the impact of each amendment is described below:

- (a) Amendments to HKAS 19 apply to contributions from employees or third parties to defined benefit plans. The amendments simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary. If the amount of the contributions is independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction of service cost in the period in which the related service is rendered. The amendments have had no impact on the Group as the Group does not have defined benefit plans.
- (b) The *Annual Improvements to HKFRSs 2010–2012 Cycle* issued in January 2014 sets out amendments to a number of HKFRSs. Details of the amendments that are effective for the current year are as follows:
- HKFRS 8 *Operating Segments*: Clarifies that an entity must disclose the judgements made by management in applying the aggregation criteria in HKFRS 8, including a brief description of operating segments that have been aggregated and the economic characteristics used to assess whether the segments are similar. The amendments also clarify that a reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker. The amendments have had no impact on the Group.
 - HKAS 16 *Property, Plant and Equipment* and HKAS 38 *Intangible Assets*: Clarifies the treatment of gross carrying amount and accumulated depreciation or amortisation of revalued items of property, plant and equipment and intangible assets. The amendments have had no impact on the Group as the Group does not apply the revaluation model for the measurement of these assets.

2.3 會計政策及披露之變動(續)

各項修訂的性質及影響說明如下：

- (a) 香港會計準則第19號修訂適用於僱員或第三方向界定福利計劃供款。該等修訂簡化並非以僱員服務年資而定供款的會計處理，例如按薪金固定百分比計算的僱員供款。倘供款金額並非以服務年資而定，實體獲准將該等供款於提供相關服務期間作為服務成本確認為扣減。該等修訂對本集團並無任何重大影響。
- (b) 於二零一四年一月頒佈的香港財務報告準則二零一零年至二零一二年週期之年度改進載有對多項香港財務報告準則之修訂。於本年度生效的該等修訂的詳情如下：
- 香港財務報告準則第8號經營分類：釐清實體在應用香港財務報告準則第8號的合計準則時必須披露管理層所作出的判斷，包括已合併的經營分類簡介以及用以評估分類是否類似的經濟特徵。該等修訂亦釐清分類資產與總資產的對賬僅須在對賬呈報予最高營運決策者時予以披露。該等修訂對本集團並無任何影響。
 - 香港會計準則第16號物業、廠房及設備及香港會計準則第38號無形資產：釐清物業、廠房及設備以及無形資產的重估項目的賬面總額及累計折舊或攤銷的處理。由於本集團並無就計算該等資產採用有關重估模型，故該等修訂對本集團並無任何重大影響。

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2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) The *Annual Improvements to HKFRSs 2010–2012 Cycle* issued in January 2014 sets out amendments to a number of HKFRSs. Details of the amendments that are effective for the current year are as follows: (continued)

- **HKAS 24 *Related Party Disclosures*:** Clarifies that a management entity (i.e., an entity that provides key management personnel services) is a related party subject to related party disclosure requirements. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services. The amendment has had no impact on the Group as the Group does not receive any management services from other entities.

(c) The *Annual Improvements to HKFRSs 2011–2013 Cycle* issued in January 2014 sets out amendments to a number of HKFRSs. Details of the amendments that are effective for the current year are as follows:

- **HKFRS 3 *Business Combinations*:** Clarifies that joint arrangements but not joint ventures are outside the scope of HKFRS 3 and the scope exception applies only to the accounting in the financial statements of the joint arrangement itself. The amendment is applied prospectively. The amendment has had no impact on the Group as the Company is not a joint arrangement and the Group did not form any joint arrangement during the year.
- **HKFRS 13 *Fair Value Measurement*:** Clarifies that the portfolio exception in HKFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of HKFRS 9 or HKAS 39 as applicable. The amendment is applied prospectively from the beginning of the annual period in which HKFRS 13 was initially applied. The amendment has had no impact on the Group as the Group does not apply the portfolio exception in HKFRS 13.
- **HKAS 40 *Investment Property*:** Clarifies that HKFRS 3, instead of the description of ancillary services in HKAS 40 which differentiates between investment property and owner-occupied property, is used to determine if the transaction is a purchase of an asset or a business combination. The amendment is applied prospectively for acquisitions of investment properties. The amendment has had no impact on the Group as the addition of an investment property during the year was not a business combination and so this amendment is not applicable.

2.3 會計政策及披露之變動(續)

(b) 於二零一四年一月頒佈的香港財務報告準則二零一零年至二零一二年週期之年度改進載有對多項香港財務報告準則之修訂。於本年度生效的該等修訂的詳情如下：(續)

- 香港會計準則第24號關連人士披露：釐清管理實體(即提供主要管理人員服務的實體)為關連人士，須遵守關連人士披露規定。此外，使用管理實體的實體須披露就管理服務產生的開支。由於本集團並無使用其他實體提供的任何管理服務，故該修訂對本集團並無任何影響。

(c) 於二零一四年一月頒佈的香港財務報告準則二零一一年至二零一三年週期之年度改進載有對多項香港財務報告準則之修訂。於本年度生效的該等修訂的詳情如下：

- 香港財務報告準則第3號業務合併：釐清合營安排(惟非合營公司)不屬於香港財務報告準則第3號範圍內，而範圍豁免情況僅適用於合營安排本身財務報告中的會計處理。該修訂預期應用。由於本公司並非合營安排，且本集團於年內並無達成任何合營安排，該修訂對本集團並無任何影響。
- 香港財務報告準則第13號公平值計量：釐清香港財務報告準則第13號的組合豁免不僅可應用於財務資產及財務負債，亦可應用於香港財務報告準則第9號或香港會計準則第39號(視乎適用情況而定)範圍內的其他合同。該修訂自香港財務報告準則第13號初次應用的年度期間開始時起預期應用。由於本集團並無應用香港財務報告準則第13號的組合豁免，故該修訂對本集團並無任何影響。
- 香港會計準則第40號投資物業：釐清須使用香港財務報告準則第3號以釐定交易為購買資產或業務合併，而非使用將投資物業與自用物業加以區分的香港會計準則第40號的配套服務說明作釐定。該修訂預期應用於收購投資物業。由於年內收購投資物業並非業務合併，該修訂並不適用，故該修訂對本集團並無任何影響。

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2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

In addition, the Company has adopted the amendments to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") issued by the Stock Exchange relating to the disclosure of financial information with reference to the Hong Kong Companies Ordinance (Cap. 622) during the current financial year. The main impact to the financial statements is on the presentation and disclosure of certain information in the financial statements.

2.4 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 9	<i>Financial Instruments</i> ²
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i> ¹
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i> ¹
HKFRS 14	<i>Regulatory Deferral Accounts</i> ³
HKFRS 15	<i>Revenue from Contracts with Customers</i> ²
Amendments to HKAS 1	<i>Disclosure Initiative</i> ¹
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ¹
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i> ¹
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i> ¹
Annual Improvements 2012-2014 Cycle	Amendments to a number of HKFRSs ¹

- ¹ Effective for annual periods beginning on or after 1 January 2016
- ² Effective for annual periods beginning on or after 1 January 2018
- ³ Effective for an entity that first adopts HKFRSs for its annual financial statements beginning on or after 1 January 2016 and therefore not applicable to the Group
- ⁴ No mandatory effective date is determined but is available for early adoption

The Group is in the process of making an assessment of the impact of the new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on the Group's results of operations and financial position.

2.3 會計政策及披露之變動(續)

此外，本公司已於本財政年度採納聯交所頒佈的聯交所證券上市規則(「上市規則」)中參照香港公司條例(第622章)所作出有關披露財務資料的修訂，其主要影響財務報告中若干資料的呈報及披露。

2.4 已頒佈但尚未生效的香港財務報告準則

本集團尚未於此等財務報表應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第9號	金融工具 ²
香港財務報告準則第10號及香港會計準則第28號的修訂(二零一一年)	投資者與其聯營公司或合營企業之間的資產出售或注資 ⁴
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號的修訂(二零一一年)	投資實體：應用綜合入賬的例外情況 ¹
香港財務報告準則第11號的修訂	收購聯合營運權益的會計處理方法 ¹
香港財務報告準則第14號	監管遞延賬目 ³
香港財務報告準則第15號	源於客戶合約的收益 ²
香港會計準則第1號的修訂	披露措施 ¹
香港會計準則第16號及香港會計準則第38號的修訂	澄清可接受的折舊及攤銷方法 ¹
香港會計準則第16號及香港會計準則第41號的修訂	農業：生產性植物 ¹
香港會計準則第27號的修訂(二零一一年)	獨立財務報表之權益法 ¹
二零一二年至二零一四年週期的年度改進	多項香港財務報告準則的修訂 ¹

- ¹ 於二零一六年一月一日或之後開始的年度期間生效
- ² 於二零一八年一月一日或之後開始的年度期間生效
- ³ 實體於二零一六年一月一日或之後開始於其年度財務報表首次採納香港財務報告準則生效，故對本集團不適用
- ⁴ 並無確定強制生效日期，惟可供提早應用

本集團正在評估初次應用新訂及經修訂香港財務報告準則之影響，惟尚未能斷定該等新訂及經修訂香港財務報告準則是否對本集團之營運業績及財務狀況造成重大影響。

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Fair value measurement

The Group measures its investment property and available-for-sale investment at fair value at the end of each reporting period. 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 fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.5 主要會計政策概要

公平值計量

本集團於各報告期末按公平值計量其投資物業及可供出售投資。公平值為於計量日期市場參與者之間進行的有序交易中出售資產所收取或轉移負債所支付的價格。公平值計量乃基於出售資產或轉移負債的交易於資產或負債的主要市場進行，或在未有主要市場的情況下，則於資產或負債的最有利市場進行的假設。主要或最有利市場必須為本集團可進入的市場。資產或負債的公平值乃基於市場參與者為資產或負債定價時所用的假設計量（假設市場參與者以符合彼等最佳經濟利益的方式行事）。

非財務資產的公平值計量會計及一名市場參與者透過以最大限度及最佳用途使用該資產，或透過將資產出售予將以最大限度及最佳用途使用該資產的另一名市場參與者而產生經濟利益的能力。

本集團使用適用於不同情況且具備足夠可用數據以計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

於財務報表計量或披露公平值的所有資產及負債，均根據對公平值計量整體而言屬重大的最低級別輸入數據在下列公平值等級內進行分類：

- 第1級 — 基於在活躍市場中相同資產或負債的報價（未經調整）
- 第2級 — 基於對公平值計量而言屬重大的可觀察（直接或間接）最低級別輸入數據的估值方法
- 第3級 — 基於對公平值計量而言屬重大的不可觀察最低級別輸入數據的估值方法

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財務報表附註

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, an investment property, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

2.5 主要會計政策概要(續)

公平值計量(續)

就經常於財務報表確認的資產及負債而言，本集團於各報告期末透過重新評估分類(按對公平值計量整體而言屬重大的最低級別輸入數據)，釐定等級中各個級別之間是否出現轉移。

非財務資產減值

倘一項資產(存貨、一項投資物業、遞延稅項資產及財務資產除外)存在減值跡象，或需要進行年度減值測試，則會估計資產的可收回金額。資產可收回金額按該資產或現金產生單位的使用價值及其公平值減出售成本兩者中的較高金額計算，並按個別資產釐定，除非該資產不能產生大體上獨立於其他資產或資產組別所產生之現金流入，在該情況下可收回金額將按該資產所屬現金產生單位釐定。

減值虧損僅於資產賬面值超過其可收回金額時方會確認。評估使用價值時，估計未來現金流量採用反映當前市場對資金時間價值及資產特定風險的評估之稅前貼現率貼現至其現值。減值虧損於產生期間的損益表內扣除，除非該資產以重估值列賬，在該情況下減值虧損則按該重估資產之有關會計政策入賬。

於各報告期末，已就是否有跡象顯示先前確認的減值虧損可能已不存在或可能減少作出評估。倘存在上述跡象，則會估計可收回金額。就先前確認的資產減值虧損僅於用以釐定該資產可收回金額的估計出現變動時方予撥回，惟撥回金額不得超過在過往年度並無就該資產確認減值虧損的情況下原應釐定的賬面值(扣除任何折舊/攤銷)。該減值虧損撥回計入產生期間的損益表，惟倘該資產以重估值列賬，在該情況下撥回之減值虧損則按該重估資產之相關會計政策入賬。

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group 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;
 - (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); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.5 主要會計政策概要(續)

關聯方

以下人士將被視為與本集團有關連：

- (a) 倘為以下人士或其近親，而該名人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員；

或

- (b) 倘為符合下列任何條件的實體：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 實體為另一實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營企業；
 - (iii) 該實體與本集團為同一第三方的合營企業；
 - (iv) 實體為一名第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或與本集團有關連的實體就僱員利益設立的離職後福利計劃；
 - (vi) 該實體由(a)項所列人士控制或共同控制；
 - (vii) (a)(i)項所列人士對該實體具有重大影響力或為該實體(或該實體的母公司)的主要管理層成員；及
 - (viii) 該實體或其構成一部分的集團的任何成員公司向本集團或本集團母公司提供主要管理人員服務。

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財務報表附註

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold land and buildings	2.2% to 4%
Leasehold improvements	33%
Plant and machinery	9% to 18%
Furniture, fixtures and equipment	9% to 33%
Motor vehicles	30% to 33%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress mainly represents buildings and leasehold improvements under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.5 主要會計政策概要(續)

物業、廠房及設備和折舊

物業、廠房及設備(在建工程除外)乃按成本減累計折舊及任何減值虧損後列賬。物業、廠房及設備項目成本包括其購入價及任何令該項資產達致運作狀態及將其運往擬定用途地點之直接應計成本。

物業、廠房及設備項目投入運作後產生之開支，例如維修及保養費用，一般於該等開支產生之期間於損益表內扣除。在符合確認條件的情況下，大型檢驗的開支於資產的賬面值資本化為重置資產。倘物業、廠房及設備的主要部份須分段重置，則本集團將該等部份確認為獨立資產，並設有特定的可使用年期及作出相應折舊。

每項物業、廠房及設備之折舊以直線法按其各項成本值以估計可使用年期撇銷至其剩餘價值。就此目的而採用之主要年利率如下：

租賃土地及樓宇	2.2% 至 4%
租賃裝修	33%
廠房及機器	9% 至 18%
傢具、固定裝置及設備	9% 至 33%
汽車	30% 至 33%

倘一項物業、廠房及設備各部分之可使用年期並不相同，則該項目各部分之成本將按合理基礎分配，而每部分將作個別折舊。剩餘價值、可使用年期及折舊方法至少會於各財政年度末進行審核及調整(如適用)。

一項物業、廠房及設備(包括任何初步已確認之重大部分)於出售或預計日後其使用或出售不再產生經濟利益時，將終止確認。於資產終止確認年度因其出售或報廢並在損益表確認之任何收益或虧損，乃有關資產之出售所得款項淨額與賬面值之差額。

在建工程主要指在建樓宇及租賃物業裝修，其按成本扣除任何減值虧損列賬，且不計算折舊。成本包括直接建築成本及建築期內產生之相關借貸之資本化借貸成本。在建工程於落成及可供使用時重新分類至物業、廠房及設備之適當類別。

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment property

Investment property is interest in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such property is measured initially at cost, including transaction costs. Subsequent to initial recognition, the investment property is stated at fair value, which reflects market conditions at the end of the reporting period.

Gain or loss arising from a change in the fair value of investment property is included in the statement of profit or loss in the year which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

If a property occupied by the Group as an owner-occupied property becomes an investment property, any difference between the carrying amount and the fair value of the property at the date of change in use is accounted for as follows:

- (a) any resulting decrease in the carrying amount of the property is recognised in profit or loss in the period the change in use takes place; or
- (b) any resulting increase in the carrying amount is credited to profit or loss, to the extent that the increase reverses a previous impairment loss for that property, or restores the carrying amount of the property to an amount that would have been determined (net of any depreciation) had no impairment loss been recognised for the property in prior periods; and any remaining part of the increase in the carrying amount is credited directly to equity in the land and building revaluation reserve. On subsequent disposal of the property, the relevant portion of the land and building revaluation reserve realised is transferred to retained profits as a movement in reserves.

2.5 主要會計政策概要(續)

投資物業

投資物業為土地及樓宇(包括根據一項符合投資物業定義的物業以經營租賃持有的租賃權益)的權益。持有投資物業是為賺取租金收入及/或資本增值，而非用以生產或提供貨物或服務或作行政用途又或於日常業務中出售。該等物業初次以成本(包括交易成本)計量。於初次確認後，投資物業乃按反映各報告期終的市場狀況之公平值列賬。

投資物業公平值變動所帶來的盈虧於產生的年度計入損益表。

報廢或出售投資物業的任何盈虧於報廢或出售之年度在損益表確認。

倘本集團佔用之物業由業主自用物業轉變為投資物業，物業在改變用途當日之賬面值與公平值之任何差額按以下方式入賬：

- (a) 由此產生之物業賬面值減少在改變用途發生期間之損益中確認；或
- (b) 由此產生之任何賬面值增加計入損益，惟增加之數額僅限於撥回先前就該物業確認之減值虧損，或令該物業之賬面值回升至倘過往期間並無就該物業確認減值虧損而可能釐定之金額(扣除任何折舊)；而餘下賬面值增加則直接計入土地及樓宇重估儲備之權益內。於其後出售該物業時，變現之土地及樓宇重估儲備相關部份將轉撥至保留溢利，入賬列作儲備變動。

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

2.5 主要會計政策概要(續)

租賃

凡資產擁有權絕大部分回報及風險(不包括法定所有權)轉歸本集團所有的租賃,均列作融資租賃。於融資租賃開始時,租賃資產的成本乃按最低租賃款項的現值撥充資本,並連同債務(不包括利息部分)一併入賬,藉以反映購買與融資情況。根據已資本化的融資租賃持有的資產(包括融資租賃項下預付土地租賃款項)乃納入物業、廠房及設備內,並按租期或資產的估計可使用年期兩者中的較短者折舊。有關租約的財務成本於損益表中扣除,以反映租期內的固定周期支出比率。

透過具融資性質的租購合約收購的資產列作融資租賃,惟有關資產乃按估計可使用年期予以折舊。

資產擁有權的絕大部分回報與風險歸屬於出租人的租賃列作經營租賃。根據經營租賃應付的租金(扣除任何出租人提供的獎勵)按照租期以直線法在損益表中扣除。

經營租賃下之預付土地租賃款項首次按成本入賬,而隨後於租期內按直線法確認。當租賃款項無法於土地及樓宇項目之間準確分類,則租賃款項悉數納入物業、廠房及設備內土地及樓宇融資租賃的成本。

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets of the Group are classified, at initial recognition, as loans and receivables and available-for-sale financial investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss.

2.5 主要會計政策概要(續)

投資及其他財務資產

初步確認及計量

本集團的財務資產乃於初步確認時分類為貸款及應收款項及可供出售金融投資(如適用)。在初步確認財務資產時，乃按公平值加收購財務資產應佔的交易成本計量。

所有經常規買賣的財務資產均於交易日期(即本集團承諾購買或出售資產當日)確認。常規買賣指須於一般由市場規例或慣例所訂期間內交付資產的財務資產買賣。

後續計量

財務資產的後續計量視乎下列分類而定：

貸款及應收款項

貸款及應收款項乃具有固定或可釐定付款額及並非於活躍市場報價的非衍生財務資產。於初步計量後，有關資產其後按攤銷成本以實際利率法減任何減值撥備計量。攤銷成本的計算經計及任何收購折讓或溢價，並包括為實際利率整體一部分的費用或成本。實際利率攤銷計入損益表的其他收入及收益。因減值產生的虧損於損益表確認。

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Available-for-sale financial investments

Available-for-sale financial investment of the Group is a non-derivative financial asset in an unlisted equity investment. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss.

After initial recognition, the available-for-sale financial investment is subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss. Interest and dividends earned whilst holding the available-for-sale financial investment are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss.

The Group evaluates whether the ability and intention to sell its available-for-sale financial asset in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

2.5 主要會計政策概要(續)

投資及其他財務資產(續)

可供出售金融投資

本集團的可供出售金融投資指非上市股本投資中的非衍生財務資產。既非持作買賣，亦非指定為按公平值計入損益的股本投資分類為可供出售股本投資。

於初步確認後，可供出售金融投資以公平值作後續計量，未變現收益或虧損於其他全面收益確認為可供出售投資重估儲備，直至終止確認投資（累計收益或虧損於損益表確認）或釐定投資為已減值（累計收益或虧損自可供出售投資重估儲備重新分類至損益表）為止。持有可供出售金融投資所賺取的利息及股息分別呈報為利息收入及股息收入，並於損益表確認。

本集團評估近期是否有能力及計劃且是否適宜出售可供出售財務資產。當市場不活躍而無法買賣該等財務資產時，本集團在極特殊情況下可選擇重新分類該等財務資產（倘管理層有能力及計劃在可見將來持有該等資產或持有至到期為止）。

倘財務資產從可供出售類別重新劃分為其他類別，則於重新分類當日的公平賬面值為其新攤銷成本，先前於權益確認該資產的任何收益或虧損採用實際利率法按剩餘投資年期在損益攤銷。新攤銷成本與到期金額的任何差額亦採用實際利率法於資產剩餘年期內攤銷。倘資產其後釐定為已減值，則計入權益的金額重新分類至損益表。

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2.5 主要會計政策概要(續)

終止確認財務資產

一項財務資產(或(如適用)一項財務資產的部分或一組同類財務資產的部分)主要在以下情況被終止確認(即自本集團的綜合財務狀況表中剔除):

- 從資產取得現金流量的權利已過期;或
- 本集團已轉移其從資產取得現金流量的權利或已於一個「轉付」安排下承擔將取得的現金流量全部向第三方支付義務,且不得有重大延誤;及(a)本集團已轉移該資產的絕大部分風險及回報,或(b)本集團既無轉移亦無保留該資產的絕大部分風險及回報,但已轉移該資產的控制權。

倘本集團已轉移其從資產取得現金流量的權利或已訂立轉付安排,其評估有否保留資產擁有權的風險及回報,以及相關程度。倘並無轉移或並無保留資產的絕大部分風險與回報,亦無轉移資產的控制權,則本集團按其持續參與程度繼續確認被轉移資產。在該情況下,本集團亦確認一項相關債務。被轉移資產及相關債務乃根據反映本集團已保留的權利與義務的基礎計量。

以對已轉讓資產作出擔保之形式進行之持續參與,按以下兩者中較低者計量:該資產之原賬面值及本集團須償還之最高代價。

財務資產減值

本集團於每個報告期末評估是否有任何客觀證據顯示一項財務資產或一組財務資產已減值。在資產初步確認後發生的一項或多項事件,對預計該項財務資產或該組財務資產的未來現金流量產生影響,而有關影響可準確估計時,則存在減值。減值跡象可該包括一名債務人或一組債務人正經歷重大財務困難、拖欠或拖延利息或本金付款、彼等可能將面臨破產或其他財務重組,以及可觀察數據顯示預計未來現金流量會出現可計量的減幅,例如與違約相關的結欠款項或經濟狀況的變化。

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the statement of profit or loss.

2.5 主要會計政策概要(續)

財務資產減值(續)

按攤銷成本列賬的財務資產

就按攤銷成本列賬的財務資產而言，本集團首先單獨評估是否有個別重大的財務資產出現減值，或整體評估是否有非個別重大的財務資產出現減值。倘本集團確定一項單獨評估的財務資產（不論重大與否）並無出現減值的客觀證據，有關資產將被撥入一組有類似信貸風險特徵的財務資產中，並合併評估其減值。整體減值評估不包括經單獨減值評估且減值虧損被確認或持續被確認的資產。

任何已確認減值虧損金額乃按資產的賬面值及預計未來現金流量現值（不包括未產生的未來信貸虧損）兩者之間的差額計量。預計未來現金流量現值乃按財務資產原有實際利率（即於初步確認時計算的實際利率）貼現。

資產賬面值透過使用撥備賬扣減，虧損在損益表內確認。利息收入於減少後之賬面值中持續增加，且採用計量減值虧損時用以貼現未來現金流量之利率累計。倘並無於日後收回貸款及應收款項連同任何相關撥備的實際可能性，且所有抵押品已變現或轉讓予本集團，則會將該等貸款及應收款項連同任何相關撥備撇銷。

倘於往後期間，估計減值虧損的數額增加或減少，乃由於減值確認後發生的事件所致，則先前確認的減值虧損會通過調整撥備賬予以增加或減少。倘一項撇銷於其後收回，則該項收回於損益表入賬。

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Available-for-sale financial investments

For the available-for-sale financial investment, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

In the case of the equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss — is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2.5 主要會計政策概要(續)

財務資產減值(續)

可供出售金融投資

就可供出售金融投資而言，本集團於各報告期末評估是否有客觀證據顯示一項投資或一組投資出現減值。

倘可供出售資產已減值，其成本(扣除任何本金付款及攤銷)與當時公平值的差額，減任何先前於損益表確認的減值虧損，從其他全面收益剔除，並於損益表確認。

就分類為可供出售的股權投資而言，客觀證據包括投資的公平值顯著或持續跌至低於成本。「重大」乃根據投資的原始成本評定，而「持續」乃根據公平值低於原有成本之期間確定。倘有減值跡象，則累計虧損(按收購成本與當時公平值之差額，扣除任何先前於損益表確認的投資減值虧損計算)從其他全面收益剔除，並於損益表確認。分類為可供出售股本工具的減值虧損不得透過損益表撥回，減值後之公平值增幅直接於其他全面收益內確認。

釐訂「重大」或「持續」時需要判斷。作出此判斷時，本集團會評估(其中包括)期限或投資公平值少於其成本之差額。

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財務報表附註

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities of the Group are classified, at initial recognition, as loans and borrowings.

All financial liabilities are recognised initially at fair value and net of directly attributable transaction costs.

Subsequent measurement of loans and borrowing

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (a) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (b) the amount initially recognised less, when appropriate, cumulative amortisation.

2.5 主要會計政策概要(續)

財務負債

初步確認及計量

本集團的財務負債在初步確認時分類為貸款及借款。

所有財務負債初步均按公平值確認，如屬貸款與借款，則扣除直接應佔交易成本。

貸款及借款之後續計量

於初步確認後，計息貸款及借款其後按攤銷成本使用實際利率法計量，除非折讓的影響並不重大，則按成本列賬。當取消確認負債及透過實際利率攤銷程序時，則於損益表確認收益或虧損。

攤銷成本的計算已計及任何收購折讓或溢價以及為實際利率整體一部分的費用或成本。實際利率攤銷計入損益表的融資成本。

財務擔保合約

本集團作出之財務擔保合約乃要求作出特定付款以償付持有人因特定債務人未能根據債務工具之條款償還到期款項而招致損失之合約。財務擔保合約初步按其公平值確認為一項負債，並就作出該擔保直接產生之交易成本作出調整。於初步確認後，本集團按(a)報告期末履行現有責任所須開支之最佳估計金額；及(b)初步確認之金額減(如適用)累計攤銷(以較高者為準)計量財務擔保合約。

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財務報表附註

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on weighted average basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of manufacturing overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

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

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.5 主要會計政策概要(續)

終止確認財務負債

當負債的責任被解除或取消或屆滿，財務負債將終止確認。

倘現有財務負債由同一放債人以條款極為不同的負債所取代，或現有負債的條款經大幅修訂，該等交換或修訂視作終止確認原有負債及確認新負債處理，有關賬面值的差額於損益表確認。

抵銷金融工具

倘及僅倘有現行可予執行之法律權利以抵銷確認金額及有意按淨額基準償付，或變現資產與償還負債同時進行，則抵銷財務資產及財務負債，並於財務狀況表內呈報淨金額。

存貨

存貨按成本及可變現淨值之較低者列值。成本按加權平均基準釐定，對在製品及成品而言，包括直接物料及勞工成本及適當比例的生產經常性開支。可變現淨值乃基於估計售價減任何因完成交易及出售而產生的估計成本計算。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金、活期存款及可隨時轉換為已知數額現金並於短期內(一般在購入後三個月內)到期，且並無重大價值變動風險的短期高流通量投資，再扣除須按要求償還及構成本集團現金管理一個必要部分的銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括手頭及銀行現金(包括定期存款)及性質與現金相近的資產，而其用途不受限制。

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財務報表附註

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries/ jurisdictions in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.5 主要會計政策概要(續)

撥備

倘因過往事件導致現時承擔責任(法定或推定責任)，且日後可能須流失資源以履行責任，並能可靠估計有關責任之數額，則確認撥備。

倘若貼現影響重大，則所確認之撥備數額為預計履行責任所需之未來開支於報告期末之現值。隨時間流逝使貼現現值增加之款項計入損益表之融資成本內。

所得稅

所得稅包括即期及遞延稅項。與於損益表以外確認項目相關之所得稅於損益表以外之其他全面收益或直接於權益內確認。

即期稅項資產及負債乃按預期可收回的數額或支付予稅務機關的數額計算，其根據於報告期末已頒佈或實質上已頒佈的稅率(及稅務法例)計算，並考慮到本集團經營所在國家/司法權區的現行詮釋及慣例。

遞延稅項就於報告期末資產及負債的稅項基準及其於財務報告中的賬面值的所有暫時性差額以負債法撥備。

所有應課稅暫時性差額均被確認為遞延稅項負債，惟：

- 倘若遞延稅項負債來自在一宗屬非業務合併的交易中初步確認商譽或資產或負債，而且在交易時對會計溢利或應課稅溢利或虧損均無影響，則屬例外；及
- 就於附屬公司的投資的相關應課稅暫時性差額而言，倘若撥回暫時性差額的時間可以控制，以及暫時性差額不太可能在可見將來撥回，則屬例外。

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財務報表附註

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2.5 主要會計政策概要(續)

所得稅(續)

就所有可扣減暫時性差額、結轉的未動用稅項抵免及任何未動用稅項虧損而言，遞延稅項資產一律確認入賬。若日後有可能應課稅溢利，可用以抵銷該等可扣減暫時性差額、結轉的未動用稅項抵免及未動用稅項虧損產生，則遞延稅項資產確認入賬，惟：

- 倘若有關可扣減暫時性差額的遞延稅項資產來自在一宗屬非業務合併的交易中初步確認資產或負債，而且在交易時對會計溢利或應課稅溢利或虧損均無影響，則屬例外；及
- 就於附屬公司的投資的相關可扣減暫時性差額而言，僅在暫時性差額有可能在可見將來撥回，而且日後有可能出現應課稅溢利，可用以抵銷該等暫時性差額時，方會確認遞延稅項資產。

遞延稅項資產的賬面值在每個報告期末予以審閱。若不再可能有足夠應課稅溢利用以抵扣全部或部分遞延稅項資產，則扣減遞延稅項資產賬面值。未確認的遞延稅項資產於每個報告期末重新評估，並於可能有足夠應課稅溢利用以收回全部或部分遞延稅項資產時確認。

遞延稅項資產及負債按預期應用於該期間(當變現資產或償還負債時)的稅率計量，根據於報告期末已頒佈或實質上已頒佈的稅率(及稅法)計算。

倘存在可依法強制執行的權利，可以即期稅項資產抵銷即期稅項負債，及倘遞延稅項與同一應課稅實體及同一稅務機關有關，則遞延稅項資產及遞延稅項負債可互相抵銷。

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財務報表附註

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) rental income, on a time proportion basis over the lease terms; and
- (c) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

2.5 主要會計政策概要(續)

政府補貼

如能合理確保將獲得政府補貼，且所有附帶條件將得到遵守，則政府補貼按公平值確認。如補貼與開支項目有關，則會有系統地於擬用作補償的成本支銷期間確認為收入。

倘補貼與資產有關，則其公平值會計入遞延收益賬，並按有關資產的預計可使用年期以每年等額分期款項撥入損益表或自該項資產的賬面值中扣除並透過減少折舊開支方式撥入損益表。

收益確認

當經濟利益可能流向本集團及收益能被可靠計量時，將按以下基準確認收益：

- (a) 自貨品銷售，當附於擁有權的重大風險及回報已轉移至買方，且本集團並無保留通常被視為與擁有權相關的管理權或已售貨品的有效控制權時確認；
- (b) 租金收入，於租期按時間比例基準確認；及
- (c) 按應計基準以實際利率法計算的利息收入，方式為應用於金融工具的預期可使用年期或較短期間(倘適用)將預期未來現金收入準確貼現至財務資產賬面淨值的利率。

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Company in an independently administered fund. The Company’s employer contributions vest fully with the employees when contributed into the MPF Scheme in accordance with the rules of the MPF Scheme.

The employees of the Group’s subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain specific percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., 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. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.5 主要會計政策概要(續)

僱員福利

退休金計劃

本集團根據強制性公積金計劃條例為其符合參加強積金計劃資格之僱員營運定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款乃按僱員基本薪金之某一百分比計算，並根據強積金計劃之規則於應付時在損益表中扣除。強積金計劃之資產與本公司之資產分開存放，由獨立管理之基金持有。根據強積金計劃規例，本公司一經向強積金計劃供款，有關僱主供款即全數歸僱員所有。

本集團於中國內地經營的附屬公司的僱員須參與與地方市政府營運的中央退休金計劃。該等附屬公司須就中央退休金計劃作出供款，金額為其工資成本的若干特定百分比。供款於根據中央退休金計劃的規則須予支付時自損益表扣除。

借款成本

倘借款成本直接屬於收購、興建或生產合資格資產(即須經一段長時間作準備方可投放作擬定用途或銷售的資產)，則撥充資本作為該等資產成本的一部分。而當有關資產大致可投放作擬定用途或銷售時，即終止將該等借款成本撥充資本。所有其他借款成本均於其產生期間支銷。借款成本包括利息及與實體因借取資金而產生的其他成本。

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. In prior years, final dividends proposed by the directors were classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. Following the implementation of the Hong Kong Companies Ordinance (Cap. 622), proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.5 主要會計政策概要(續)

股息

末期股息於股東大會獲股東批准時確認為負債。於過往年度，董事擬派末期股息於財務狀況表的權益內分類為獨立分配保留利潤，直至股東於股東大會批准有關股息。隨著香港公司條例(第622章)推行後，擬派末期股息於財務報表附註內披露。

中期股息於建議同時宣派，此乃由於本公司的章程大綱及細則已授權董事宣派中期股息。因此，中期股息於建議及宣派時即時確認為負債。

外幣

財務報表以本公司的功能貨幣港元列示。本集團旗下各公司自行選擇功能貨幣，而各公司的財務報表項目均以各自的功能貨幣計量。本集團轄下實體錄得的外幣交易初次按交易日的匯率以有關實體的功能貨幣列賬。以外幣計值的貨幣資產及負債按功能貨幣於呈報期末的匯率換算。貨幣項目結算或換算產生的差額於損益表確認。

以外幣按歷史成本計算的非貨幣項目以首次交易日的匯率換算，以外幣按公平值計量的非貨幣項目以計量公平值當日的匯率換算。換算按公平值計量的非貨幣項目產生的收入或虧損與該項目公平值變動產生的收入或虧損確認方式一致，即公平值收入或虧損於其他全面收益或損益確認之項目之匯兌差額亦相應於其他全面收益或損益確認。

Notes to Financial Statements

財務報表附註

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2.5 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2.5 主要會計政策概要(續)

外幣(續)

若干海外附屬公司的功能貨幣並非港元。於報告期末，有關實體的資產與負債，按報告期末通行的匯率換算為港元，其損益表則按年內的加權平均匯率換算為港元。因此而產生的匯兌差額於其他全面收益確認並於匯兌波動儲備累計。出售海外業務時，與該項海外業務有關之其他全面收益的組成部份，會在損益表中確認。

就綜合現金流量表而言，海外附屬公司之現金流量乃以現金流量日期之適用匯率換算為港元。海外附屬公司於年內產生之經常性現金流量乃以年內之加權平均匯率換算為港元。

3. 重要會計判斷及估計

編製本集團的財務報表時要求管理層作出影響收入、支出、資產及負債呈報金額及其附帶披露的判斷、估計及假設，並須披露或然負債。該等假設及估計的不明朗因素可能導致須於未來對受影響的資產或負債的賬面值作出重大調整。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Determination of functional currency

In determining the functional currency of each entity of the Group, judgement is required to determine and consider the currency that mainly influences sales prices of goods; the currency that mainly influences costs of providing goods; the currency in which funds from financing activities are generated; and the currency in which receipts from operating activities are usually retained, etc. The functional currency of each entity is determined based on management's assessment of the primary economic environment in which the entities operate. When the indicators are mixed and the functional currency is not obvious, management uses its judgement to determine the functional currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

Transfer of construction in progress to property, plant and equipment

Construction in progress is reclassified to appropriate category of property, plant and equipment when completed and ready for use. Thereafter, depreciation is calculated on a straight line basis to write off the cost of such property, plant and equipment to its residual value over its estimated useful life. It requires management's judgement to determine when the project under construction is substantially ready for its intended use.

3. 重要會計判斷及估計(續)

判斷

於應用本集團的會計政策過程中，除涉及估計數額的判斷外，管理層作出以下對在財務報表中已確認數額有重大影響的判斷：

釐定功能貨幣

在決定本集團各實體的功能貨幣時，需判斷決定及考慮主要影響貨品的銷售價格的貨幣；主要影響提供貨品成本的貨幣；融資活動資金的貨幣；及營運活動通常所收取的貨幣。各實體的功能貨幣取決於管理層對實體營運所在的主要經濟環境的評估。倘各指示混合及功能貨幣不明顯，則管理層利用判斷決定最能準確代表基本交易、事件及條件的經濟效果的功能貨幣。

將在建工程轉移至物業、廠房及設備

在建工程於竣工及可供使用時，重新分類為適當的物業、廠房及設備類別。此後，折舊乃以直線法計算，按其估計使用年期，撇減該物業、廠房及設備之成本至餘值，以及需要管理層判斷，以釐定在建項目是否已大致可供其擬定用途。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

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 described below.

Measurement of available-for-sale investment at fair value

The fair values of the financial instrument that is not traded in an active market are estimated by management based on the valuation performed by independent qualified valuers by using valuation techniques that requires various sources of information and assumptions. The carrying amounts of the Group's available-for-sale investment at 31 December 2015 was HK\$1,697,000 (2014: HK\$1,350,000).

Estimation of fair value of an investment property

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including;

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences; and
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices.

The carrying amount of an investment property at 31 December 2015 was HK\$5,966,000 (2014: Nil). Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 14 to the financial statements.

3. 重要會計判斷及估計(續)

估計不明朗因素

涉及將來及報告期末的其他主要估計不確定性來源並很有可能引致資產及負債賬面值於下一財政年度內大幅調整的主要假設在下文闡述。

按公平值列值的可供出售投資的計量

並無於活躍市場買賣的金融工具的公平值由管理層根據獨立合資格估值師使用涉及多項資料來源及假設之估值技巧進行的估值進行估計。本集團可供出售投資於二零一五年十二月三十一日的賬面值為1,697,000港元(二零一四年: 1,350,000港元)。

投資物業的公平值估計

倘若類似物業並無活躍市場的現行價格可作參考，本集團會考慮來自不同來源的資料，包括：

- (a) 不同性質、狀況或地點的物業在活躍市場上的現行價格，並作出調整以反映上述差異；及
- (b) 類似物業於活躍程度稍遜市場的最近期價格，並作出調整以反映自交易按有關價格進行的日期起出現的任何經濟狀況變動。

於二零一五年十二月三十一日，投資物業的賬面值為5,966,000港元(二零一四年：無)。進一步詳情(包括用作公平值計量的主要假設及敏感度分析)載於財務報表附註14。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Provision and write-down of inventories to net realisable value

The Group performs regular review of the carrying amounts of inventories with reference to aged analyses of the Group's inventories, projections of expected future saleability/usage of goods/materials and management experience and judgement. Write-down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of a similar nature. Actual saleability/usage of goods/materials may be different from estimation and profit or loss could be affected by differences in this estimation.

Provision for income taxes

Provision for income tax is made based on the taxable income for the period as determined by the Group. The determination of taxable income involves the exercise of judgement on interpretation of the relevant tax rules and regulations. The amounts of income tax and hence profit or loss could be affected by any interpretations and clarifications which the tax authorities may issue from time to time.

Impairment of trade and bills receivables

The Group assesses at the end of each reporting period whether there is any objective evidence that a receivable is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

3. 重要會計判斷及估計(續)

估計不明朗因素(續)

撥備及撇減存貨至可變現淨值

本集團定期審核其存貨賬面值，當中參考本集團的存貨的賬齡分析、產品／物料的預期未來銷售能力／使用的預測及管理經驗及判斷。倘存貨賬面值下降到其可變現淨值淨估值以下，則會撇減存貨。存貨的可變現淨值指於一般業務過程中估計售價減估計完成成本及銷售開支後的金額。該等估計乃根據當前市況以及製造及銷售相似性質產品的歷史經驗作出。貨品／物料實際銷售能力／使用可能異於估計，而損益可能受此估計差異影響。

所得稅撥備

所得稅撥備乃按本集團所釐定之期內應課稅收入而作出。釐定應課稅收入涉及在詮釋有關稅務規則及法規時進行判斷。所得稅稅額(以至溢利或虧損)可能因稅務機關不時所頒佈之任何詮釋及澄清而受到影響。

貿易應收款項及應收票據的減值

本集團於各報告期末評估有否客觀證據表明應收款項出現減值。釐定是否有減值的客觀證據時，本集團會考慮包括債務人破產或陷入重大財務困難的可能性及拖欠或嚴重延遲付款等因素。

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財務報表附註

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of trade and bills receivables (continued)

The Group maintains an allowance for the estimated loss arising from the inability of its debtors to make the required payments. The Group makes its estimates based on the aging of its receivable balances, debtors' creditworthiness, past payment history and historical write-off experience. If the financial condition of its debtors was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance.

Deferred tax liabilities

Deferred tax liabilities are recognised for withholding tax in respect of the unremitted earnings of certain subsidiaries of the Group established in Mainland China to the extent that the directors are of the opinion that they would be probable for distribution in the foreseeable future. Significant management judgement is required to determine the amount of deferred tax liabilities that should be recognised. Further details are contained in note 26 to the financial statements.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profits will be available against which the tax losses can be utilised. Recognition of deferred tax assets primarily involves management judgement and estimations regarding the taxable profits of the entities in which the losses arose. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

3. 重要會計判斷及估計(續)

估計不明朗因素(續)

貿易應收款項及應收票據的減值(續)

本集團就因其債務人未能按要求付款而產生的估計虧損計提撥備。本集團根據其應收款項結餘的賬齡、債務人的信譽、過往付款歷史及歷史撇銷經驗作出估計。倘債務人的財政狀況惡化以致實際減值虧損或高於預期，本集團或須修訂撥備基準。

遞延稅項負債

遞延稅項負債按本集團於中國內地所成立的若干附屬公司未匯出而董事認為應可於可見將來分派的盈利的相關預扣稅確認。釐定所需確認的遞延稅項負債金額時，管理層須作出重大判斷。更多詳情載於財務報表附註26。

遞延稅項資產

遞延稅項資產乃就未使用稅項虧損確認，前提為可能有應課稅溢利可供稅項虧損使用以抵銷。確認遞延稅項資產主要涉及管理層對產生虧損之實體之應課稅溢利及判斷及估計。釐定可確認之遞延稅項資產金額需要根據未來應課稅溢利的可能產生時間及水平，連同未來稅項計劃策略，作出重大管理判斷。

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財務報表附註

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4. OPERATING SEGMENT INFORMATION

The Group focuses primarily on the manufacturing and selling of printed circuit boards during the year. Information reported to the Group's chief operating decision maker, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole as the Group's resources are integrated and no discrete operating segment financial information is available. Accordingly, no operating segment information is presented.

Geographical information

(a) Revenue from external customers

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Mainland China	中國內地	292,191	334,866
Europe	歐洲	160,778	142,385
Hong Kong	香港	43,302	53,711
North America	北美洲	69,002	65,366
Asia (except Mainland China and Hong Kong)	亞洲(不包括中國內地及香港)	50,965	48,532
Africa	非洲	21,590	17,460
Oceania	大洋洲	1,102	1,246
		638,930	663,566

The revenue information above is based on the locations of the customers who placed the orders.

上述收益資料乃基於下達訂單的客戶所在地。

4. 經營分部資料

本集團於年內主要專注於製造及銷售印刷電路板。向本集團主要營運決策人匯報的資料(用作資源分配及表現評估)集中於本集團的整體營運業績，因為本集團綜合資源，並無獨立經營分部財務資料可供呈報。據此，並無呈列經營分部資料。

地區資料

(a) 來自外部客戶的收益

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財務報表附註

31 December 2015 二零一五年十二月三十一日

4. OPERATING SEGMENT INFORMATION

(continued)

Geographical information (continued)

(b) Non-current assets

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Hong Kong	香港	3,810	1,526
Mainland China	中國內地	456,123	315,865
		459,933	317,391

The non-current asset information above is based on the locations of the assets and excludes an available-for-sale investment and deferred tax assets.

Information about major customers

Revenue from each major customer which accounted for 10% or more of the Group's revenue is set out below:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Customer A	客戶 A	176,158	160,283
Customer B	客戶 B	80,195	94,260
Sale of goods	銷售貨品	256,353	254,543

4. 經營分部資料(續)

地區資料(續)

(b) 非流動資產

上述非流動資產資料乃基於資產所在地及不包括可供出售投資及遞延稅項資產。

主要客戶之資料

來自各主要客戶的收益(佔本集團收益10%或以上)列載如下:

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財務報表附註

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5. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts. An analysis of revenue, other income and gains is as follows:

5. 收益、其他收入及收益

收益指已售貨品於扣除退貨及貿易折扣撥備後的發票淨值。收益、其他收入及收益分析列載如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Revenue	收益		
Sale of goods	銷售貨品	638,930	663,566
Other income	其他收入		
Bank interest income	銀行利息收入	397	306
Rental income	租金收入	222	–
Government grants received from PRC government authorities [^]	中國有關政府當局發出政府補貼 [^]	4,414	916
Others	其他	379	511
		5,412	1,733
Gains	收益		
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目收益	78	18,623
Sales of scraps	銷售廢品	591	694
Write-back of trade and other payables	撥回貿易及其他應付款項	–	569
Fair value gain on an investment property	投資物業之公平值收益	631	–
Realisation of exchange fluctuation reserve upon deregistration of a subsidiary	注銷一間附屬公司時匯兌波動儲備之實現	–	8,363
Foreign exchange differences, net	匯兌差額淨額	1,260	1,249
		2,560	29,498
		7,972	31,231

[^] Government grants have been received from the PRC government authorities in recognition of the Group's efforts in environmental awareness and protection, technology development and investing in Shenzhen.

[^] 已獲中國政府當局發出政府補貼，以表揚本集團在環境意識及保護、技術發展以及對深圳投資等方面的努力。

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財務報表附註

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6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

6. 除稅前溢利

本集團的除稅前溢利已扣除/(計入)：

	Notes 附註	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Cost of inventories sold [Ⓞ]		494,810	523,127
Minimum lease payments under operating leases		1,673	1,605
Auditors' remuneration		1,979	1,417
Depreciation	13	18,051	16,754
Amortisation of land lease payments	15	263	265
Employee benefit expense [Ⓞ] (including directors' remuneration as disclosed in note 8):			
Wages, salaries, allowances, bonuses, commission and benefits in kind		96,429	88,582
Pension scheme contributions (defined contribution schemes) [#]		200	205
Other staff welfare		4,299	5,737
		100,928	94,524
Research and development costs ^{##}		11,643	10,925
Write-off of items of property, plant and equipment	13	438	-
Write-off of a deposit paid for purchase of an item of property, plant and equipment	16	-	1,913
Write-down of inventories to net realisable value [^]		1,331	226
Write-back of trade and other payables	5	-	(569)
Fair value gain on an investment property	5,14	(631)	-
Reversal of impairment of trade receivables	19	(2,882)	(1,484)
Gain on disposal of items of property, plant and equipment [*]	5	(78)	(18,623)
Realisation of exchange fluctuation reserve upon deregistration of a subsidiary [*]	5	-	(8,363)
Foreign exchange differences, net [*]	5	(1,260)	(1,249)

* Gains are included in "Other income and gains" and the losses are included in "General and administrative expenses", as appropriate, in the consolidated statement of profit or loss.

* 於綜合損益表，收益計入「其他收入及收益」，而虧損則計入「一般及行政開支」(按適用)。

Ⓞ Part of the employee benefit expense is included in "Cost of inventories sold".

Ⓞ 部分僱員福利開支計入「已售存貨成本」。

At 31 December 2015 and 2014, the Group had no material forfeited contributions available to reduce its contributions to the retirement benefit schemes in future years.

於二零一五年及二零一四年十二月三十一日，本集團並無重大已沒收供款可供削減未來年度的退休福利計劃供款。

^ Write-down of inventories is included in "Cost of inventories sold".

^ 存貨撇減計入「已售存貨成本」。

Research and development costs are included in "General and administrative expenses" in the consolidated statement of profit or loss.

於綜合損益表，研究及發展成本計入「一般及行政開支」。

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7. FINANCE COSTS

7. 融資成本

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Interest on:	以下各項的利息：		
Bank loans and trust receipt loans	銀行貸款及信託收據貸款	6,417	6,729
Finance leases	融資租賃	68	338
Discounted bills	貼現票據	-	29
Total interest expense on financial liabilities not at fair value through profit or loss	並非按公平值計入損益的財務負債的利息開支總額	6,485	7,096
Less: Interest capitalised*	減：資本化利息*	(2,525)	(3,564)
		3,960	3,532
Other finance cost:	其他融資成本：		
Imputed interest on non-interest-bearing financial arrangement	非計息財務安排的估算利息	-	2,311
		3,960	5,843

* The borrowing costs had been capitalised at the rates of 6.54% to 7.36% (2014: 6.7% to 7.36%) per annum for the year.

* 本年度的借款成本按年利率6.54%至7.36%（二零一四年：6.7%至7.36%）資本化。

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Hong Kong Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

8. 董事及行政總裁薪酬

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及香港公司(披露董事利益資料)規例第二部披露的年度董事及行政總裁薪酬載列如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Fees	費用	1,428	187
Other emoluments:	其他薪酬：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	5,081	3,830
Commission	佣金	3,792	2,772
Retirement benefit scheme contributions	退休福利計劃	36	55
		8,909	6,657
		10,337	6,844

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Mr. Chung Yuk Ming [^]	鍾玉明先生 [^]	204	17
Mr. Yau Wing Yiu [^]	邱榮耀先生 [^]	204	17
Mr. Yeung Kam Ho [^]	楊錦浩先生 [^]	204	17
		612	51

[^] Appointed as independent non-executive directors on 18 November 2014.

There were no other emoluments payable to the independent non-executive directors during the year (2014: Nil).

8. 董事及行政總裁薪酬(續)

(a) 獨立非執行董事

年內已付獨立非執行董事之費用如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Mr. Chung Yuk Ming [^]	鍾玉明先生 [^]	204	17
Mr. Yau Wing Yiu [^]	邱榮耀先生 [^]	204	17
Mr. Yeung Kam Ho [^]	楊錦浩先生 [^]	204	17
		612	51

[^] 於二零一四年十一月十八日獲委任為獨立非執行董事。

年內概無其他應付獨立非執行董事之其他薪酬(二零一四年：無)。

(b) Executive directors and the chief executive

(b) 執行董事及行政總裁

		Fees 費用 HK\$'000 千港元	Salaries, allowances and benefits in kind 薪金、津貼及 實物利益 HK\$'000 千港元	Commission 佣金 HK\$'000 千港元	Retirement benefit scheme contributions 退休福利 計劃供款 HK\$'000 千港元	Total remuneration 薪酬總計 HK\$'000 千港元
2015		二零一五年				
Executive directors:	執行董事：					
Mr. Chan Wing Yin*	陳榮賢先生*	204	1,768	-	-	1,972
Mrs. Chan Yung	陳勇女士	204	1,328	-	-	1,532
Mr. Chan Yan Kwong	陳恩光先生	204	1,030	-	18	1,252
Mr. Chan Yan Wing	陳恩永先生	204	955	3,792	18	4,969
		816	5,081	3,792	36	9,725
2014		二零一四年				
Executive directors:	執行董事：					
Mr. Chan Wing Yin*	陳榮賢先生*	34	1,356	-	9	1,399
Mrs. Chan Yung	陳勇女士	34	803	-	14	851
Mr. Chan Yan Kwong	陳恩光先生	34	761	-	17	812
Mr. Chan Yan Wing	陳恩永先生	34	910	2,772	15	3,731
		136	3,830	2,772	55	6,793

* Mr. Chan Wing Yin is also the chief executive officer of the Company.

* 陳榮賢先生亦為本公司行政總裁。

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors and the chief executive (continued)

There was no arrangement under which a director or the chief executive officer waived or agreed to waive any remuneration during the year.

During the year, no remuneration was paid or payable by the Group to any of the directors as an inducement to join or upon joining the Group, or as compensation for the loss of office (2014: Nil).

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three directors (2014: two directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining two (2014: three) highest paid employees who are neither a director nor the chief executive of the Company are as follows:

8. 董事及行政總裁薪酬(續)

(b) 執行董事及行政總裁(續)

年內概無安排致使董事或行政總裁豁免或同意豁免任何薪酬。

於年內，本集團概無向任何董事支付或應付任何酬金，作為加入本集團或於加入本集團後的聘金或離職補償(二零一四年：無)。

9. 五名最高薪酬僱員

年內五名最高薪酬僱員包括三名(二零一四年：兩名)董事，其薪酬詳情載於上文附註8。餘下兩名(二零一四年：三名)最高薪酬僱員(既本公司非董事亦非行政總裁)於年內的薪酬詳情詳述如下：

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Salaries, allowances and benefits in kind	3,412	4,051
Discretionary bonuses	1,138	1,220
Retirement benefit scheme contributions	36	48
	4,586	5,319

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9. FIVE HIGHEST PAID EMPLOYEES (continued)

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員數目	
		2015 二零一五年	2014 二零一四年
Nil to HK\$1,000,000	零至 1,000,000 港元	–	–
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	1
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	–	1
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	–	–
HK\$2,500,001 to HK\$3,000,000	2,500,001 港元至 3,000,000 港元	–	1
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	1	–
		2	3

The non-director and non-chief executive highest paid employees are also members of the senior management of the Group.

During the year, no remuneration was paid or payable by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group, or as compensation for the loss of office (2014: Nil).

10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2014: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

9. 五名最高薪酬僱員 (續)

薪酬屬於以下範圍的最高薪酬僱員 (非董事及非行政總裁) 人數列載如下:

非董事及非行政總裁的最高薪酬僱員亦是本集團高級管理層的成員。

於年內，本集團概無向五名最高薪酬僱員支付或應付任何酬金，作為加入本集團或於加入本集團後的聘金或離職補償 (二零一四年：無)。

10. 所得稅

香港利得稅乃按年內於香港產生的估計應課稅溢利的 16.5% (二零一四年：16.5%) 計提撥備。其他地區的應課稅溢利稅項已根據本集團營運所在司法權區的現行稅率計算。

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10. INCOME TAX (continued)

All subsidiaries of the Group established in Mainland China are subject to PRC corporate income tax at a standard rate of 25% (2014: 25%) during the year, except for a subsidiary of the Group which qualified as a PRC High and New Technology Enterprise in Mainland China and a lower PRC corporate income tax rate of 15% (2014: 15%) had been applied during the year.

10. 所得稅(續)

年內，本集團於中國內地成立的所有附屬公司須按25%（二零一四年：25%）的標準稅率繳交中國企業所得稅，惟本集團一間附屬公司在中國內地符合中國高新技術企業的資格，於年內按較低的中國企業所得稅率15%（二零一四年：15%）繳稅。

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current — Hong Kong	即期 — 香港		
Charge for the year	年內支出	293	1,060
Overprovision in prior years	過往年度超額撥備	(27)	(10)
Current — Mainland China	即期 — 中國內地		
Charge for the year	年內支出	5,281	6,382
Underprovision in prior years	過往年度撥備不足	1,459	696
Deferred (note 26)	遞延(附註26)	305	(1,479)
Total tax charge for the year	年內稅項支出總額	7,311	6,649

A reconciliation of the tax charge applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax charge at the effective tax rate, and a reconciliation of the applicable rate (i.e., the statutory tax rate) to the effective tax rate, are as follows:

按本公司及其大多數附屬公司所在司法權區的法定稅率計算適用於除稅前溢利的稅項與按實際稅率計算的稅項的對賬，以及適用稅率（即法定稅率）與實際稅率的對賬列載如下：

		2015 二零一五年 HK\$'000 千港元	%	2014 二零一四年 HK\$'000 千港元	%
Profit before tax	除稅前溢利	49,724		50,857	
Tax charge at the statutory tax rate	按法定稅率計算稅項開支	8,204	16.5	8,391	16.5
Different tax rates for specific entities in the PRC	中國特定實體的不同稅率	(692)	(1.4)	(886)	(1.7)
Adjustment in respect of current tax of previous periods	就過往期間對本期稅項的調整	1,432	2.9	686	1.3
Income not subject to tax	無須課稅之收入	(69)	(0.1)	(2,989)	(5.9)
Expenses not deductible for tax	不可扣稅之支出	1,124	2.2	3,473	6.9
Tax losses utilised from previous periods	使用先前期間之稅項虧損	(1,200)	(2.4)	(446)	(0.9)
Additional deduction of research and development costs	研究及發展成本額外扣減	(1,488)	(3.0)	(1,580)	(3.1)
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項	7,311	14.7	6,649	13.1

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11. DIVIDEND

11. 股息

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Interim — HK5 cents (2014: Nil) per ordinary share	12,000	—
中期股息 — 每股普通股5港仙 (二零一四年：無)		

The board of directors does not recommend the payment of a final dividend for the year ended 31 December 2015.

董事會不建議就截至二零一五年十二月三十一日止年度派付末期股息。

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

12. 本公司普通權益持有人應佔每股盈利

The calculation of the basic earnings per share amount for the year ended 31 December 2015 is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$42,413,000 and the weighted average number of ordinary shares in issue of 240,000,000.

截至二零一五年十二月三十一日止年度之每股基本盈利金額乃根據本公司普通權益持有人應佔年內溢利42,413,000港元及已發行普通股加權平均數240,000,000股計算。

The calculation of the basic earnings per share amount for the year ended 31 December 2014 is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$44,209,000 and the weighted average number of ordinary shares in issue of 183,945,205, on the assumption that the Reorganisation and the capitalisation issue (note 27(d)) had been completed on 1 January 2014.

截至二零一四年十二月三十一日止年度之每股基本盈利金額乃根據本公司普通權益持有人應佔年內溢利44,209,000港元及已發行普通股加權平均數183,945,205股計算，其中假設重組及資本化發行(附註27(d))已於二零一四年一月一日完成。

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 December 2015 and 2014 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during these years.

由於本集團於截至二零一五年及二零一四年十二月三十一日止年度並無具潛在攤薄效應之已發行普通股，故並無就潛在攤薄對該等年度呈列之每股基本盈利金額作出調整。

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13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Land and buildings	Construction in progress	Leasehold improvements	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Total
		土地及樓宇 HK\$'000 千港元	在建工程 HK\$'000 千港元	租賃裝修 HK\$'000 千港元	廠房及機器 HK\$'000 千港元	傢俱、固定裝置及設備 HK\$'000 千港元	汽車 HK\$'000 千港元	總計 HK\$'000 千港元
31 December 2015	二零一五年 十二月三十一日							
At 31 December 2014 and 1 January 2015:	於二零一四年 十二月三十一日及 二零一五年一月一日:							
Cost	成本	65,523	171,033	13,894	184,038	21,322	7,205	463,015
Accumulated depreciation	累計折舊	(12,800)	-	(8,032)	(118,606)	(18,050)	(5,012)	(162,500)
Net carrying amount	賬面淨值	52,723	171,033	5,862	65,432	3,272	2,193	300,515
At 1 January 2015, net of accumulated depreciation	於二零一五年一月一日， 已扣除累計折舊	52,723	171,033	5,862	65,432	3,272	2,193	300,515
Additions	添置	-	66,278	837	41,610	1,146	2,368	112,239
Transfers	轉移	139,351	(153,973)	1,340	13,282	-	-	-
Transfer from deposits for purchases of items of property, plant and equipment (note 16)	轉移自購買物業、廠房及設備項目的 按金(附註16)	-	-	-	40,611	-	-	40,611
Transfer to an investment property (note 14)	轉移至投資物業(附註14)	(5,582)	-	-	-	-	-	(5,582)
Surplus on revaluation on transfer to an investment property	重估轉移至投資物業的 盈餘	647	-	-	-	-	-	647
Write-off	撇銷	-	-	(190)	(248)	-	-	(438)
Depreciation provided during the year	年內折舊撥備	(2,651)	-	(3,155)	(10,440)	(773)	(1,032)	(18,051)
Exchange realignment	匯兌調整	(8,276)	(3,736)	(187)	(7,404)	(149)	(24)	(19,776)
At 31 December 2015, net of accumulated depreciation	於二零一五年 十二月三十一日，已扣 除累計折舊	176,212	79,602	4,507	142,843	3,496	3,505	410,165
At 31 December 2015:	於二零一五年 十二月三十一日:							
Cost	成本	190,415	79,602	15,109	263,900	21,598	9,426	580,050
Accumulated depreciation	累計折舊	(14,203)	-	(10,602)	(121,057)	(18,102)	(5,921)	(169,885)
Net carrying amount	賬面淨值	176,212	79,602	4,507	142,843	3,496	3,505	410,165

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備(續)

		Land and buildings 土地及樓宇 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Leasehold improvements 租賃裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture, fixtures and equipment 傢俱、固定裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2014	二零一四年 十二月三十一日							
At 1 January 2014:	於二零一四年一月一日:							
Cost	成本	73,754	137,964	13,853	184,787	20,320	6,290	436,968
Accumulated depreciation	累計折舊	(13,084)	-	(5,301)	(113,088)	(17,802)	(5,206)	(154,481)
Net carrying amount	賬面淨值	60,670	137,964	8,552	71,699	2,518	1,084	282,487
At 1 January 2014, net of accumulated depreciation	於二零一四年一月一日，已扣除累計折舊	60,670	137,964	8,552	71,699	2,518	1,084	282,487
Additions	添置	-	36,750	378	1,332	1,449	2,387	42,296
Transfer from deposits for purchases of items of property, plant and equipment (note 16)	轉移自購買物業、廠房及設備項目的按金(附註16)	-	-	-	5,369	-	-	5,369
Disposals	出售	(4,681)	-	-	(728)	-	(20)	(5,429)
Depreciation provided during the year	年內折舊撥備	(1,901)	-	(2,876)	(10,111)	(629)	(1,237)	(16,754)
Exchange realignment	匯兌調整	(1,365)	(3,681)	(192)	(2,129)	(66)	(21)	(7,454)
At 31 December 2014, net of accumulated depreciation	於二零一四年十二月三十一日，已扣除累計折舊	52,723	171,033	5,862	65,432	3,272	2,193	300,515
At 31 December 2014:	於二零一四年十二月三十一日:							
Cost	成本	65,523	171,033	13,894	184,038	21,322	7,205	463,015
Accumulated depreciation	累計折舊	(12,800)	-	(8,032)	(118,606)	(18,050)	(5,012)	(162,500)
Net carrying amount	賬面淨值	52,723	171,033	5,862	65,432	3,272	2,193	300,515

The net carrying amounts of the Group's property, plant and equipment held under finance leases included in the total amounts of plant and machinery and a motor vehicle at 31 December 2015 amounted to HK\$15,219,000 (2014: HK\$11,623,000) and HK\$821,000 (2014: HK\$1,367,000), respectively.

計入二零一五年十二月三十一日廠房及機器及汽車總額之本集團根據融資租賃持有之物業、廠房及設備賬面淨值分別為15,219,000港元(二零一四年: 11,623,000港元)及821,000港元(二零一四年: 1,367,000港元)。

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13. PROPERTY, PLANT AND EQUIPMENT

(continued)

At 31 December 2015, certain of the Group's leasehold land and buildings and construction in progress with an aggregate net carrying amount of HK\$236,362,000 (2014: HK\$165,464,000) were pledged to secure general banking facilities granted to the Group (note 24).

Certain of the Group's building structures situated in Mainland China with an aggregate net carrying amount of approximately HK\$336,000 (2014: HK\$1,420,000) do not have building ownership certificates because they were either built on land where the Group did not have the land use right certificates or being built without obtaining the construction works planning permit and construction works commencement permit. The Group continued to occupy and use the land and building structures constructed thereon as the Group did not receive formal removal notice, which management of the Group considered as an implied consent to use. According to the Company's directors, the Group had also conducted face-to-face interviews with the relevant PRC bureaus of land and resources in May 2015 and confirmed that (i) the relevant PRC bureaus of land and resources were fully aware of the situation and the Group can continue to use these building structures at least up to 31 December 2018; and (ii) the Group had not been and will not be imposed of fines or penalised in relation to these structures. In the opinion of the directors, the risk of the relevant government authorities imposing a fine on the Group or confiscating the building structures before 31 December 2018 is relatively low.

13. 物業、廠房及設備(續)

於二零一五年十二月三十一日，本集團若干租賃土地及樓宇及在建工程總賬面淨值為236,362,000港元(二零一四年：165,464,000港元)已抵押，以擔保本集團獲授的一般銀行融資(附註24)。

本集團有若干位於中國內地的建築物的總賬面淨值約336,000港元(二零一四年：1,420,000港元)並無房屋所有權證，原因為有關建築物建於本集團並無土地使用權證的地塊之上，或是由於其興建時並無取得建設工程規劃許可證及建築工程施工許可證。本集團繼續佔用及使用該土地及其上的建築物，因為本集團並無接獲正式遷拆通知，本集團管理層視之為默許同意使用。根據本公司董事的意見，本集團亦於二零一五年五月與相關中國的國土資源局方進行面談，並確認：(i)相關中國國土資源局方清楚知悉情況，並且本集團可繼續使用該等建築物最低限度至二零一八年十二月三十一日；及(ii)本集團並無及不會就有關構築物被罰款或處分。董事認為，有關政府部門於二零一八年十二月三十一日前向本集團罰款或充公該等建築物的風險較低。

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14. INVESTMENT PROPERTY

14. 投資物業

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日的賬面金額	-	-
Transfer from owner-occupied property (note 13)	轉自業主自用物業(附註13)	5,582	-
Net gain from a fair value adjustment (note 6)	公平值調整收益淨額(附註6)	631	-
Exchange realignment	匯兌調整	(247)	-
Carrying amount at 31 December	於十二月三十一日的賬面金額	5,966	-

The Group's investment property is a commercial property in the PRC.

本集團的投資物業為中國一項商用物業。

The Group's investment property was revalued on 31 December 2015 based on a valuation performed by Colliers International (Hong Kong) Limited, an independent professionally qualified property valuer, at HK\$5,966,000. The Group's property manager and the chief financial officer decide, after approval from the audit committee, to appoint which external valuer to be responsible for the external valuations of the Group's investment property. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's property manager and the chief financial officer have discussions with the valuer on the valuation assumptions and valuation results once a year when the valuation is performed for annual financial reporting.

本集團的投資物業於二零一五年十二月三十一日根據由獨立專業合資格物業估值師高力國際物業顧問(香港)有限公司執行之估值5,966,000港元重新估值。經審核委員會的批准後，本集團物業經理及財務總監決定外聘估值師人選，以負責本集團投資物業的外部估值工作。甄選準則包括市場知識、聲譽、獨立性及是否符合專業準則。每一年當為了年度財務申報目的執行估值時，本集團物業經理及財務總監會就估值假設及估值得出的結果與估值師作討論。

The investment property is leased to a third party under an operating lease, further summary details of which are included in note 32(a) to the consolidated financial statements.

該投資物業按經營租約租予一名第三方，有關的概況資料已載入綜合財務報表附註32(a)。

At 31 December 2015, the Group's investment property was pledged to secure general banking facilities granted to the Group (note 24).

於二零一五年十二月三十一日，本集團之投資物業已抵押作為本集團獲得一般銀行融資之擔保(附註24)。

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14. INVESTMENT PROPERTY (continued)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment property:

14. 投資物業(續)

公平值層級

下表說明本集團投資物業的公平值計量層級：

Fair value measurement as at 31 December 2015 using 於二零一五年十二月三十一日使用以下各項進行公平值計量				
Quoted prices in active markets 於活躍市場 的報價 (Level 1) (第1級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第2級) HK\$'000 千港元	Significant unobservable inputs 重大非觀察 輸入數據 (Level 3) (第3級) HK\$'000 千港元	Total 總計 HK\$'000 千港元	
Recurring fair value measurement for:	就以下各項的經常性 公平值計量：			
A commercial property	一項商用物業	-	-	5,966

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2014: Nil).

年內，第1級與第2級之間概無發生公平值計量的轉移，第3級亦無公平值計量轉入或轉出(二零一四年：無)。

Below is a summary of the valuation techniques used and the key inputs to the valuation of the investment property:

以下為投資物業估值所用的估值技術及主要輸入數據的概要：

Investment property held by the Group 本集團的投資物業	Fair value hierarchy 公平值層級	Valuation technique 估值技術	Significant unobservable input 重大非觀察 輸入數據	Range 範圍
A commercial property in the Mainland China 一項於中國大陸之商用物業	Level 3 第3級	Sales comparison method 銷售比較法	Price per square metre 每平方米價格	RMB24,202 to RMB26,493 人民幣24,202元 至 人民幣26,493元

A significant increase/(decrease) in the price per square metre in isolation would result in a significant increase/(decrease) in the fair value of the investment property. The investment property is valued by the sales comparison method having regard to comparable sales transactions as available in the relevant market. The valuations take into account the characteristics of the properties which included the location, size, floor level, year of completion and other factors collectively.

每平方米價格的個別大幅增加/(減少)將導致投資物業的公平值大幅增加/(減少)。投資物業以銷售比較法估值，當中考量於相關市場可供比較的相若銷售交易。估值會整體考慮物業的各種特點包括位置、大小、樓層、落成年份以及其他因素。

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15. PREPAID LAND LEASE PAYMENTS

15. 預付土地租賃款項

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日的賬面值	6,349	6,779
Recognised during the year (note 6)	年內已確認(附註6)	(263)	(265)
Exchange realignment	匯兌調整	(272)	(165)
Carrying amount at 31 December	於十二月三十一日的賬面值	5,814	6,349
Current portion included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的即期部分	(252)	(263)
Non-current portion	非即期部分	5,562	6,086

16. DEPOSITS FOR PURCHASES OF ITEMS OF PROPERTY, PLANT AND EQUIPMENT

16. 購買物業、廠房及設備項目的按金

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日的賬面值	8,542	9,331
Additions	添置	61,677	6,719
Transfer to property, plant and equipment	轉移至物業、廠房及設備	(40,611)	(5,369)
Write-off	撇銷	-	(1,913)
Exchange realignment	匯兌調整	(1,325)	(226)
Carrying amount at 31 December	於十二月三十一日的賬面值	28,283	8,542

The carrying amount represented deposits paid for certain machinery and equipment for the Group's manufacturing operation.

賬面值指就購買若干機器及設備(供本集團生產營運之用)的已付按金。

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17. AVAILABLE-FOR-SALE INVESTMENT

17. 可供出售投資

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Unlisted equity investment, at fair value 按公平值列值的非上市股本投資	1,697	1,350

During the year, the gross gain in respect of the Group's available-for-sale investment recognised in other comprehensive income amounted to HK\$426,000 (2014: HK\$207,000).

年內，於其他全面收益就本集團可供出售投資確認的總收益達426,000港元(二零一四年：207,000港元)。

The above investment represented an investment in an unlisted equity security which has no fixed maturity date or coupon rate.

上述投資代表對非上市股本證券之投資，該等股本證券並無固定到期日或票息。

At 31 December 2015, the loan to an investee amounting to HK\$2,148,000 (2014: HK\$2,248,000) included in the Group's non-current assets represented a shareholder's advance to the available-for-sale investment entity which is unsecured, interest-free and not repayable within one year from the end of the reporting period. In the opinion of the directors, this loan is considered as part of the Group's net investment in the available-for-sale investment entity.

於二零一五年十二月三十一日，本集團非流動資產中計入的授予投資對象貸款，金額為2,148,000港元(二零一四年：2,248,000港元)，其指股東向可供出售投資實體的墊款，其為無抵押、不計息及毋須於報告期末起計一年內償還。董事認為，該貸款被視為本集團對可供出售投資實體的部分投資淨值。

18. INVENTORIES

18. 存貨

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Raw materials 原料	15,718	19,545
Work in progress 在製品	10,829	11,596
Finished goods 成品	18,405	20,617
	44,952	51,758

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19. TRADE AND BILLS RECEIVABLES

19. 貿易應收款項及應收票據

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Trade receivables	貿易應收款項	187,529	196,204
Impairment	減值	(3,074)	(6,100)
		184,455	190,104
Bills receivable	應收票據	24,343	11,419
		208,798	201,523

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance may be required. The Group maintains a defined credit policy and credit periods are usually granted ranging from one to four months from the month-end of date of invoice to customers. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over these balances. Trade and bills receivables are non-interest-bearing.

本集團與其客戶的交易條款主要根據信貸，惟新客戶須預先墊款除外。本集團維持界定信貸政策，通常向客戶授出自發票日期當月月底起計一至四個月的信貸期。本集團有意對未償還應收款項維持嚴格監控，以盡量減低信貸風險。高級管理層定期審核逾期結餘。本集團並無就該等結餘持有任何抵押品或其他信貸增強安排。貿易應收款項及應收票據為不計息。

An aged analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

於報告期末，貿易應收款項及應收票據根據發票日期及扣除撥備後的賬齡分析列載如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Within one month	一個月內	93,404	77,431
One to two months	一至兩個月	52,867	54,609
Two to three months	兩至三個月	39,390	52,629
Over three months	超過三個月	23,137	16,854
		208,798	201,523

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19. TRADE AND BILLS RECEIVABLES (continued)

The movements in provision for impairment of trade and bills receivables are as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
At 1 January	於一月一日	6,100	7,669
Impairment losses reversed (note 6)	已撥回的減值虧損(附註6)	(2,882)	(1,484)
Exchange realignment	匯兌調整	(144)	(85)
At end of year	年末	3,074	6,100

Included in the above provision for impairment of trade and bills receivables of the Group was a provision for individually impaired trade receivables of HK\$3,074,000 (2014: HK\$6,100,000) with a carrying amount before provision of HK\$3,514,000 (2014: HK\$6,192,000).

The individually impaired trade receivables relate to customers that were in default in payments or in financial difficulties and only a portion of the receivables is expected to be recovered.

An aged analysis of the trade and bills receivables that are past due but not individually nor collectively considered to be impaired is as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Less than one month past due	逾期少於一個月	19,164	16,512
One to three months past due	逾期一至三個月	1,394	5,028
Over three months past due	逾期超過三個月	7,636	342
		28,194	21,882

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

19. 貿易應收款項及應收票據(續)

貿易應收款項及應收票據的減值撥備變動列載如下：

上述本集團貿易應收款項及應收票據減值撥備中，已計入個別已減值貿易應收款項的撥備，為3,074,000港元(二零一四年：6,100,000港元)，而撥備前賬面值為3,514,000港元(二零一四年：6,192,000港元)。

個別已減值的貿易應收款項與拖欠付款或處於財政困難的客戶有關，預期僅有一部分的應收款項可予收回。

已逾期但並未個別或集體視作減值的貿易應收款項及應收票據的賬齡分析列載如下：

未逾期亦未減值的應收款項與多名不同客戶有關，彼等近期並無違約記錄。

已逾期但未減值的應收款項與多名獨立客戶有關，彼等與本集團有良好往績記錄。根據過往經驗，本公司董事認為毋須就該等結餘計提減值撥備，因為信貸質素並無重大變動，而該等結餘仍視為可全數收回。

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20. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

20. 預付款項、按金及其他應收款項

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current	即期		
Prepayments	預付款項	12,784	10,747
Deposits and other receivables	按金及其他應收款項	3,391	5,857
		16,175	16,604
Non-current	非即期		
Deposit	按金	7,809	-

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no history of default.

上述資產概無逾期或減值。上述結餘所載財務資產與並無違約記錄的應收款項有關。

21. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS AND RESTRICTED CASH

21. 現金及現金等價物及已抵押存款及受限制現金

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	100,293	154,137
Pledged deposits and restricted cash	已抵押存款及受限制現金	23,322	21,880
		123,615	176,017
Less:	減：		
Pledged time deposits for banking facilities	銀行融資之已抵押定期存款		
— with original maturity of less than three months when acquired	— 收購時原到期日少於三個月	(19,257)	(16,954)
— with original maturity of more than three months when acquired	— 收購時原到期日超過三個月	-	(3,747)
Pledged deposits for bills payable with original maturity of less than three months when acquired	收購時原到期日少於三個月之應付票據之已抵押存款	(1,808)	(1,179)
Restricted cash	受限制現金	(2,257)	-
Cash and cash equivalents	現金及現金等價物	100,293	154,137

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21. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS AND RESTRICTED CASH (continued)

At 31 December 2015, the cash and bank balances, pledged deposits and restricted cash of the Group denominated in Renminbi ("RMB") amounted to HK\$40,243,000 (2014: HK\$30,438,000). The RMB is not freely convertible into other currencies, however, under the Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposits rates. The bank balances, pledged deposits and restricted cash are deposited with creditworthy banks with no recent history of default. The carrying amounts of the cash and bank balances, pledged deposits and restricted cash approximate to their fair values.

Restricted cash of the Group was a special fund granted by a PRC government authority and deposited into a designated bank account in relation to the Group's purchase of certain energy saving and sewage treatment machines. Such fund will only be released to the Group's use upon fulfilment of certain attaching conditions and is not immediately available for use in the Group's business.

21. 現金及現金等價物及已抵押存款及受限制現金(續)

於二零一五年十二月三十一日，本集團按人民幣(「人民幣」)計值的現金及銀行結餘，已抵押存款及受限制現金為40,243,000港元(二零一四年：30,438,000港元)。人民幣不得自由轉換為其他貨幣，惟根據中國內地之外匯管理條例以及結匯、售匯及付匯管理規定，本集團已獲准可透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率賺取浮動利率利息。銀行結餘，已抵押存款及受限制現金已存於信譽良好及並無近期違約記錄的銀行。現金及銀行結餘、已抵押存款及受限制現金的賬面值與其公平值相若。

本集團的受限制現金指中國政府當局對本集團購買若干節能及污水處理機器而授出的特別資金，其存於指定銀行戶口。有關資金僅於達成若干附帶條件後方會發放予本集團且未能立即應用於本集團之業務。

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22. TRADE AND BILLS PAYABLES

22. 貿易應付款項及應付票據

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Trade payables	貿易應付款項	103,168	124,185
Bills payable	應付票據	10,443	4,642
		113,611	128,827

An aged analysis of the trade and bills payables as at the end of the reporting period, based on the invoice date, is as follows:

於報告期末，貿易應付款項及應付票據根據發票日期的賬齡分析列載如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Within three months	三個月內	92,172	104,013
Three to six months	三至六個月	20,319	23,205
Over six months	超過六個月	1,120	1,609
		113,611	128,827

The trade payables are unsecured, non-interest-bearing and are normally settled within three months from the month-end of the date of invoice.

貿易應付款項為無抵押、不計息及通常於發票日期月結日起計三個月內結付。

At 31 December 2015, bills payable with an aggregate carrying amount of HK\$9,036,000 (2014: HK\$3,185,000) were secured by pledged deposits of HK\$1,808,000 (2014: HK\$1,179,000).

於二零一五年十二月三十一日，賬面總值為9,036,000港元(二零一四年：3,185,000港元)的應付票據已由1,808,000港元(二零一四年：1,179,000港元)的已抵押存款擔保。

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23. OTHER PAYABLES AND ACCRUALS

23. 其他應付款項及應計費用

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Current	即期		
Other payables	其他應付款項	55,871	5,454
Accruals	應計費用	37,579	45,860
Deferred income [^]	遞延收入 [^]	184	-
		93,634	51,314
Non-current	非即期		
Deferred income [^]	遞延收入 [^]	5,895	3,772
Other payable	其他應付款項	2,624	-

Other payables are non-interest-bearing and have an average term of three months.

其他應付款項不計息，平均期限為三個月。

[^] Deferred income mainly represented (i) a special fund of HK\$3,577,000 (2014: HK\$3,772,000) granted by a PRC government authority in relation to the construction of a sewage treatment facility; and (ii) a special fund of HK\$2,257,000 (2014: Nil) granted by a PRC government authority in relation to the Group's purchase of certain energy saving and sewage treatment machines. These deferred incomes are recognised in profit or loss over the expected useful lives of the relevant property, plant and equipment.

[^] 遞延收入主要指：(i) 中國政府當局就建設污水處理設施授予之特殊基金3,577,000港元(二零一四年：3,772,000港元)；及(ii) 中國政府就本集團購買若干節能及污水處理機器授予之特殊基金2,257,000港元(二零一四年：無)。該等遞延收入按有關物業、廠房及設備之預期可使用年期於損益確認。

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24. INTEREST-BEARING BANK BORROWINGS

24. 計息銀行借款

	2015 二零一五年			2014 二零一四年		
	Effective/ contractual interest rate (p.a.) 實際/合約年利率	Maturity ² 到期日 ²	HK\$'000 千港元	Effective/ contractual interest rate (p.a.) 實際/合約年利率	Maturity ² 到期日 ²	HK\$'000 千港元
Current 即期						
Secured trust receipt loans due for repayment within one year ⁶	LIBOR ¹ +1.75% to 1.875% or HIBOR ³ +1.625% to 1.75%	2016	43,211	LIBOR ¹ + 1.75% to 2%, or HIBOR ³ + 1.75% to 2%	2015	34,092
須於一年內償還的有抵押信託收據貸款 ⁶	LIBOR ¹ +1.75% 至 1.875% 或 HIBOR ³ +1.625% 至 1.75%	二零一六年		LIBOR ¹ + 1.75% 至 2% 或 HIBOR ³ + 1.75% 至 2%	二零一五年	
Secured bank loans due for repayment within one year which contain repayment on demand clauses ⁶	LIBOR ¹ +2.5%, HIBOR ³ +2%, or PRIME ⁴ -2.25%	2016	19,928	HIBOR ³ +2%, or PRIME ⁴ - 2.25%	2015	4,000
須於一年內償還的有抵押銀行貸款(載有按要求償還條款) ⁶	LIBOR ¹ +2.5%, HIBOR ³ +2% 或 PRIME ⁴ -2.25%	二零一六年		HIBOR ³ +2% 或 PRIME ⁴ - 2.25%	二零一五年	
Secured bank loans due for repayment after one year which contain repayment on demand clauses ⁶	LIBOR ¹ +2.5%, HIBOR ³ +2%, or PRIME ⁴ -2.25%	2017 - 2020	66,750	HIBOR ³ +2%, or PRIME ⁴ - 2.25%	2016 - 2019	15,000
須於一年後償還的有抵押銀行貸款(載有按要求償還條款) ⁶	LIBOR ¹ +2.5%, HIBOR ³ +2% 或 PRIME ⁴ -2.25%	二零一七年至二零二零年		HIBOR ³ +2% 或 PRIME ⁴ - 2.25%	二零一六年至二零一九年	
Secured bank loans due for repayment within one year ⁷	PRC BLR ⁵ +5%	2016	17,750	5.32%-5.6%	2015	31,223
須於一年內償還的有抵押銀行貸款 ⁷	PRC BLR ⁵ +5%	二零一六年		5.32%-5.6%	二零一五年	
Current portion of secured bank loans due for repayment after one year ⁷	Over-5-year PBC BLR ⁵ , 6.54% or 6.84%	2016	15,638	3-to-5 year PBC BLR ⁵ with 15% mark-up, over-5-year PBC BLR ⁵ , or 6.7%	2015	15,859
須於一年後償還的有抵押銀行貸款即期部分 ⁷	超過5年為 PBC BLR ⁵ , 6.54% 或 6.84%	二零一六年		3至5年 PBC BLR ⁵ 加15% · 超過5年為 PBC BLR ⁵ 或 6.7%	二零一五年	
			163,277			100,174
Non-current 非即期						
Secured bank loans due for repayment after one year ⁷	Over-5-year PBC BLR ⁵ , 6.54% or 6.84%	2017 - 2020	25,655	3-to-5-year PBC BLR ⁵ with 15% mark-up, over-5-year PBC BLR ⁵ , or 6.7%	2016 - 2020	54,435
須於一年後償還的有抵押銀行貸款 ⁷	超過5年為 PBC BLR ⁵ , 6.54% 或 6.84%	二零一七年至二零二零年		3至5年 PBC BLR ⁵ 加15% · 超過5年為 PBC BLR ⁵ 或 6.7%	二零一六年至二零二零年	
Total 總計			188,932			154,609

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24. INTEREST-BEARING BANK BORROWINGS

(continued)

- ¹ London Interbank Offered Rate ("LIBOR")
- ² Based on the scheduled repayment dates as set out in the loan agreement
- ³ Hong Kong Interbank Offered Rate ("HIBOR")
- ⁴ Standard Chartered Bank Prime Rate ("PRIME")
- ⁵ People's Bank of China benchmark lending rate ("PBC BLR")
- ⁶ Denominated in HK\$, US\$ or EURO
- ⁷ Denominated in RMB

Certain of the Group's bank loan agreements contain repayment on demand clauses and the corresponding bank loans have been classified as current liabilities in the consolidated statement of financial position. Ignoring the effect of any repayment on demand clauses and based on the maturity terms of these loans, the interest-bearing bank borrowings of the Group are repayable:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Within one year	一年內	96,527	85,174
In the second year	第二年	36,927	36,683
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)	55,478	31,649
Beyond five years	五年後	-	1,103
		188,932	154,609

Notes:

- (a) Certain of the Group's bank borrowings are secured by:
 - (i) the Group's leasehold land and buildings and construction in progress with an aggregate carrying value at the end of the reporting period of HK\$236,362,000 (2014: HK\$165,464,000) (note 13);
 - (ii) the Group's investment property with a carrying value of HK\$5,966,000 (2014: Nil) (Note 14);
 - (iii) the Group's parcels of leasehold land situated in Mainland China which are classified as prepaid land lease payments (note 15); and
 - (iv) pledged deposits with banks amounting to HK\$19,257,000 (2014: HK\$20,701,000) (note 21).
- (b) Included in the bank borrowings as at 31 December 2015 were borrowings with carrying amounts of HK\$59,043,000 (2014: HK\$101,517,000), HK\$109,007,000 (2014: HK\$30,535,000) and HK\$2,155,000 (2014: Nil) which were denominated in RMB, the United States dollars ("US\$") and Euro, respectively. All other bank borrowings were denominated in HK\$.
- (c) At 31 December 2015, interest rates of the bank borrowings were either fixed or floating and determined with reference to rates such as Hong Kong/London Interbank Offered Rate, People's Bank of China benchmark lending rates and Standard Chartered Bank Prime rate. The interest rates of the Group's bank borrowings ranged from 1.82% to 7.36%, (2014: from 1.98% to 7.36%) per annum.

24. 計息銀行借款(續)

- ¹ 倫敦銀行同業拆息("LIBOR")
- ² 基於貸款協議所載預定還款日期
- ³ 香港銀行同業拆息("HIBOR")
- ⁴ 渣打銀行最優惠利率("PRIME")
- ⁵ 中國人民銀行基準借貸利率("PBC BLR")
- ⁶ 以港元、美元或歐元列值
- ⁷ 以人民幣列值

本集團若干銀行貸款協議載有按要求償還條款，而相應銀行貸款已於綜合財務狀況表分類為流動負債。倘不計及任何按要求償還條款之影響及根據該等貸款的到期期限，本集團之計息銀行借款須按下表償還：

附註：

- (a) 若干本集團銀行借款乃以下述各項作擔保：
 - (i) 本集團租賃土地及樓宇及在建工程，於報告期末的賬面總值為236,362,000港元(二零一四年：165,464,000港元)(附註13)；
 - (ii) 本集團賬面值為5,966,000港元之投資物業(二零一四年：零)(附註14)；
 - (iii) 本集團於中國內地的租賃地塊，其分類為預付土地租賃款項(附註15)；及
 - (iv) 已抵押予銀行的存款為19,257,000港元(二零一四年：20,701,000港元)(附註21)。
- (b) 於二零一五年十二月三十一日，銀行借款包括賬面值分別為59,043,000港元(二零一四年：101,517,000港元)、109,007,000港元(二零一四年：30,535,000港元)及2,155,000港元(二零一四年：零港元)的借款(分別以人民幣、美元(「美元」)及歐元計值)。所有其他銀行借款均以港元計值。
- (c) 於二零一五年十二月三十一日，銀行借款按固定或浮動利率計息，利率乃參考香港/倫敦銀行同業拆息、中國人民銀行基準借貸利率及渣打銀行最優惠利率等利率後釐定。本集團銀行借款的利率介乎每年1.82%至7.36%(二零一四年：1.98%至7.36%)。

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25. FINANCE LEASE PAYABLES

The Group leases a motor vehicle and certain machinery and equipment for its operations. These leases are classified as finance leases and have remaining lease terms ranging from three to five years. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

At 31 December 2015, the total future minimum lease payments under finance leases and their present values were as follows:

25. 融資租賃應付款項

本集團租賃汽車及若干機械及設備，以供營運之用。該等租賃分類為融資租賃，餘下租期介乎三至五年。所有租賃乃基於固定還款基準，且並無就或然租金付款訂立任何安排。

於二零一五年十二月三十一日，融資租賃項下未來最低租金付款總額及其現值列載如下：

	Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款現值	
	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Amounts payable:	應付款項：			
Within one year	6,169	2,417	5,470	2,349
In the second year	6,182	350	5,746	319
In the third to fifth years, inclusive	6,312	875	6,153	841
Total minimum finance lease payments	18,663	3,642	17,369	3,509
Future finance charges	(1,294)	(133)		
Total net finance lease payables	17,369	3,509		
Portion classified as current liabilities	(5,470)	(2,349)		
Non-current portion	11,899	1,160		

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26. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

		Depreciation allowances in excess of related depreciation 折舊撥備超過有關折舊 HK\$'000 千港元	Revaluation of a property 重估一項物業 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2014	於二零一四年一月一日	(255)	–	(255)
Deferred tax credited to profit or loss during the year (note 10)	於年內於損益計入的遞延稅項(附註10)	199	–	199
At 31 December 2014 and 1 January 2015	於二零一四年十二月三十一日及二零一五年一月一日	(56)	–	(56)
Deferred tax credited/(charged) to profit or loss during the year (note 10)	於年內計入/(扣除)損益的遞延稅項(附註10)	(237)	110	(127)
Deferred tax charged to other comprehensive income during the year	於年內扣除其他全面收益的遞延稅項	–	(162)	(162)
Exchange realignment	匯兌調整	–	3	3
At 31 December 2015	於二零一五年十二月三十一日	(293)	(49)	(342)

26. 遞延稅項

遞延稅項負債及資產於年內的變動如下：

遞延稅項負債

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26. DEFERRED TAX (continued) Deferred tax assets

26. 遞延稅項(續) 遞延稅項資產

		Provision for accrued staff welfare costs 累計員工福利成 本撥備 HK\$'000 千港元	Depreciation in excess of related depreciation allowance 折舊超過有關折 舊撥備 HK\$'000 千港元	Provision for inventories and trade receivables 存貨及貿易 應收款項撥備 HK\$'000 千港元	Losses available for offsetting against future taxable profits 可供抵銷未來應 課稅溢利之虧損 HK\$'000 千港元	Other deductible temporary differences 其他可扣減臨時 差異 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2014	於二零一四年一月一日	2,590	1,711	2,475	-	288	7,064
Deferred tax credited/(charged) to profit or loss during the year (note 10)	於年內於損益計入 /(扣除)的遞延稅項 (附註10)	(111)	(236)	(212)	1,557	282	1,280
Exchange realignment	匯兌調整	(63)	(40)	(62)	-	(8)	(173)
At 31 December 2014 and 1 January 2015	於二零一四年 十二月三十一日及 二零一五年一月一日	2,416	1,435	2,201	1,557	562	8,171
Deferred tax credited/(charged) to profit or loss during the year (note 10)	於年內於損益計入 /(扣除)的遞延稅項 (附註10)	(450)	573	200	(1,200)	699	(178)
Exchange realignment	匯兌調整	(87)	(91)	(108)	-	(56)	(342)
At 31 December 2015	於二零一五年 十二月三十一日	1,879	1,917	2,293	357	1,205	7,651

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

根據中國企業所得稅法，於中國內地成立的外商投資企業向海外投資者宣派股息時，須徵收10%預扣稅。規定於二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後的盈利。倘中國內地與海外投資者的司法權區訂有稅務協議，則可按較低的預扣稅率繳稅。適用於本集團的稅率為5%。因此，該等於中國內地成立的附屬公司就二零零八年一月一日後產生的盈利分派股息時，本集團須繳納預扣稅。

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26. DEFERRED TAX (continued)

Deferred tax assets (continued)

At the end of the reporting period, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of a subsidiary of the Group established in Mainland China. In the opinion of the directors, it is not probable that this subsidiary will distribute earnings arising from 1 January 2008 to 31 December 2015 in the foreseeable future. The aggregate amount of temporary differences associated with the investment in the subsidiary in Mainland China for which deferred tax liabilities have not been recognised totaled approximately HK\$174.2 million as at 31 December 2015 (2014: HK\$149.2 million).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

26. 遞延稅項 (續)

遞延稅項資產 (續)

於報告期末，就本集團於中國內地成立的附屬公司的未匯出盈利(須繳納預扣稅)所須繳納的預扣稅而言，概無就此確認遞延稅項。董事認為，該附屬公司於可見未來不大可能分派於二零零八年一月一日至二零一五年十二月三十一日產生的盈利。於二零一五年十二月三十一日，於該中國內地附屬公司之投資有關之臨時差異總額(並未確認遞延稅項負債)分別合共約達174.2百萬港元(二零一四年：149.2百萬港元)。

本公司向其股東派付股息並無附帶所得稅後果。

27. SHARE CAPITAL

27. 股本

		Notes 附註	Number of ordinary shares of HK\$0.01 each 每股面值0.01 港元之普通股數目	Nominal value of ordinary shares 普通股面值 HK\$'000 千港元
Authorised	法定	(a)	10,000,000,000	100,000
Issued and fully paid:	已發行及繳足：			
On incorporation on 8 July 2014	於二零一四年七月八日註冊成立	(b)	1	-
Increase in issued share capital on 8 July 2014	於二零一四年七月八日的已發行股本增加	(c)	99	-
Capitalisation issue of shares	資本化發行股份	(d)	179,999,900	1,800
Issue of new shares on 8 December 2014	於二零一四年十二月八日發行新股	(e)	60,000,000	600
At 31 December 2014, 1 January 2015 and 31 December 2015	於二零一四年十二月三十一日、二零一五年一月一日及二零一五年十二月三十一日		240,000,000	2,400

The Company is a limited liability company incorporated in the Cayman Islands on 8 July 2014.

本公司於二零一四年七月八日在開曼群島註冊成立為有限公司。

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27. SHARE CAPITAL (continued)

During the year ended 31 December 2014, the movements in the Company's share capital were as follows:

- (a) On incorporation of the Company on 8 July 2014, the authorised share capital of the Company was HK\$100,000,000 divided into 10,000,000,000 shares of HK\$0.01 each.
- (b) Pursuant to an ordinary resolution passed on 8 July 2014, 1 ordinary share of HK\$0.01 was allotted and issued at par to the Company's initial subscriber and fully paid, and was subsequently transferred to Million Pearl Holdings Ltd..
- (c) Pursuant to an ordinary resolution passed on 8 July 2014, a total of 99 ordinary shares of HK\$0.01 each were allotted and issued, at par to Million Pearl Holdings Ltd. and fully paid.
- (d) Pursuant to a resolution passed on 3 December 2014, 179,999,900 ordinary shares of HK\$0.01 each were allotted and issued, credited as fully paid at par, by way of capitalisation from the share premium account to Million Pearl Holdings Ltd. immediately before the listing of the Company's shares in the Stock Exchange on 8 December 2014. This allotment and capitalisation issue were conditional on the share premium account being credited as a result of the issue of new shares to the public in connection with the Company's initial public offering as detailed in note (e) below.
- (e) In connection with the Company's initial public offering, 60,000,000 ordinary shares of HK\$0.01 each were issued at a price of HK\$1.23 per share for a total cash consideration, before expenses, of HK\$73,800,000. Dealings in the shares of the Company on the Stock Exchange commenced on 8 December 2014.

27. 股本(續)

截至二零一四年十二月三十一日止年度，本公司之股本變動如下：

- (a) 本公司於二零一四年七月八日註冊成立時，本公司之法定股本為100,000,000港元，分為10,000,000,000股每股面值0.01港元的股份。
- (b) 根據二零一四年七月八日通過的普通決議案，1股每股面值0.01港元的普通股已按面值配發及發行予本公司初步認購人及已繳足，其後轉讓予Million Pearl Holdings Ltd.。
- (c) 根據二零一四年七月八日通過的普通決議案，合共99股每股面值0.01港元的普通股已按面值配發及發行予Million Pearl Holdings Ltd. 及已繳足。
- (d) 根據二零一四年十二月三日通過的普通決議案，緊接本公司股份於二零一四年十二月八日在聯交所上市前，透過自股份溢價賬資本化的方式，179,999,900股每股面值0.01港元的普通股(入賬列為繳足股款)已按面值配發及發行予Million Pearl Holdings Ltd.。該配發及資本化發行須待本公司首次公开发售(於下文附註(e)詳述)而向公眾發行新股份後股份溢價賬獲進賬後，方可落實。
- (e) 就本公司首次公开发售而言，已按每股1.23港元的價格發行60,000,000股每股0.01港元的普通股，現金總代價(扣除開支前)為73,800,000港元。本公司的股份於二零一四年十二月八日開始於聯交所買賣。

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28. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Scheme became effective on 18 November 2014 and, unless otherwise cancelled or amended, will remain in force for ten years from that date.

Any grant of share options to a director, chief executive or substantial shareholder of the Company or any of their respective associate, is required to be approved by the independent non-executive directors. In addition, any grant of share options to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within the date as specified in the offer letter issued by the Company, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of any option granted under the Scheme is determined by the board of directors in its absolute discretion, save that no option may be exercised more than ten years after it has been granted.

The exercise price of share options is determinable by the board of directors at its absolute discretion, but may not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average of the closing prices of the Company's shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the shares on the date of grant.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

Further details of the Company's share option scheme are set out in the Group's Report of the Directors.

No share options were granted during the year ended 31 December 2015 and 2014 and no share options were outstanding under the Scheme as at 31 December 2015 and 2014.

28. 購股權計劃

本公司設立購股權計劃(「該計劃」)以向對本集團業務作出貢獻的合資格參與者提供獎勵及獎賞。該計劃於二零一四年十一月十八日生效，除非另有註銷或修訂，否則將由該日起計十年內維持有效。

向本公司董事、行政總裁或主要股東，或任何彼等之聯繫人士授出任何購股權須獲得獨立非執行董事的批准，方可落實。此外，於任何12個月期間，向本公司主要股東或獨立非執行董事，或任何彼等各自之聯繫人士授出的任何購股權超過本公司任何時間已發行股份的0.1%，或總額(根據本公司股份於授出日期的收市價)超過5,000,000港元須於股東大會獲得股東的事先批准，方可落實。

授出購股權之要約可由承授人於本公司發出之要約函件所列明之日期內透過支付1港元之名義代價接納。根據該計劃授出的任何購股權的行使期由董事會酌情釐定，惟前提是購股權於授出起計十年後不得行使。

購股權之行使價由董事會酌情釐定，但不得低於下列最高者：(i)本公司股份於授出日期的收市價；(ii)本公司股份於緊接授出日期前五個營業日之平均收市價；及(iii)股份於授出日期之面值。

購股權概無賦予持有人收取股息或於股東大會上投票之權利。

本公司購股有計劃之更多詳情載於本集團之董事會報告。

截至二零一五年及二零一四年十二月三十一日止年度，概無授出任何購股權，而於二零一五年及二零一四年十二月三十一日，購股權計劃下概無購股權尚未行使。

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29. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 56 and 57 of the financial statements.

Merger reserve

The merger reserve represents the nominal value of the paid-up share capital of the subsidiary acquired by the Company pursuant to the Reorganisation set out in note 2.1 to the financial statements. The movement in merger reserve for the year ended 31 December 2014 represented the cash consideration paid by the Company to the Controlling Shareholders in respect of the acquisition of Yan Tat Group Limited.

Capital reserve

The capital reserve represents the capital contribution from the Controlling Shareholders by way of a waiver of shareholders' loan as described in note 34(d)(iii) and the difference between the consideration and the carrying amount of the non-controlling interest acquired.

30. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Major non-cash transactions

- (a) On 18 November 2014, the Group entered into a sale and purchase agreement with Yantek Electronics Company Limited ("Yantek"), a related company of the Group (note 34(a)(ii)), to dispose of certain of its land and buildings situated in Hong Kong for a consideration of approximately HK\$23.1 million settled against the amounts due to the Controlling Shareholders.
- (b) On 20 November 2014, the Group entered into a deed of waiver with the Controlling Shareholders of the Company, pursuant to which the latter waived in favour of the Group a carrying amount of approximately HK\$60.5 million, being the remaining carrying amount owed to them after deducting the HK\$23.1 million consideration for acquisition of the properties as set out in note 30(a) above. The balance waived was regarded as a capital contribution by the Controlling Shareholders and recorded as an increase in the capital reserve of the Group during the year.
- (c) During the year, the Group entered into a finance lease arrangement in respect of property, plant and equipment with a total capital value at the inception of the lease of HK\$16,967,000 (2014: HK\$1,620,000).

29. 儲備

於本年度及先前年度，本集團儲備金額及其變動乃呈列於財務報表第56至57頁的綜合權益變動表。

合併儲備

合併儲備指本公司根據重組(見財務報表附註2.1所載)所收購之附屬公司繳足股本之面值。截至二零一四年十二月三十一日止年度合併儲備變動指本公司向控股股東就收購Yan Tat Group Limited支付的現金代價。

資本儲備

資本儲備指控股股東通過豁免股東貸款進行注資(如附註34(d)(iii)所述)及代價與所收購的非控股權益賬面值之間的差額。

30. 綜合現金流量表附註

主要非現金交易

- (a) 於二零一四年十一月十八日，本集團與本集團關聯公司恩德電子有限公司(「恩德」)(附註34(a)(ii))訂立一份買賣協議，出售其於香港的若干土地及樓宇，代價約為23.1百萬港元，並以應付控股股東款項支付代價。
- (b) 於二零一四年十一月二十日，本集團與本公司控股股東訂立豁免契據，據此本公司股東以本集團為受益人，豁免賬面值約60.5百萬港元之款項(即扣除上文附註30(a)所載收購物業之代價23.1百萬港元後，應付彼等之餘下賬面值)。年內已豁免的結餘乃視作控股股東注資，作為本集團股本儲備增加列賬。
- (c) 年內，本集團就物業、廠房及設備訂立融資租賃安排，租賃開始時之資本價值總額為16,967,000港元(二零一四年：1,620,000港元)。

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31. PLEDGE OF ASSETS

Details of the Group's bill payables and bank borrowings, which are secured by certain assets of the Group, are included in note 22 and note 24, respectively, to the financial statements.

31. 資產質押

有關本集團應付票據及銀行借款(以本集團若干資產作抵押)的詳情,已載入財務報表附註22及附註24。

32. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment property (note 14) under an operating lease arrangement, with a lease negotiated for two years. The terms of the lease also require the tenant to pay a security deposit. As at the end of the reporting period, the Group had total future minimum lease receivables under the non-cancellable operating leases with its tenants falling due as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Within one year	一年內	301	—
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	100	—
		401	—

(b) As lessee

The Group leases certain of its properties under operating lease arrangements. Leases for the properties are negotiated for terms ranging from one to two years. At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Within one year	一年內	2,044	1,815
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	506	1,142
		2,550	2,957

32. 經營租賃安排

(a) 作為出租人

本集團根據經營租賃安排出租其投資物業(附註14),物業租賃經商定為期兩年。租賃條款規定租戶支付保證金。於報告期末,本集團根據與租戶的不可撤銷經營租賃應收的未來最低租金總額的到期情況如下:

(b) 作為承租人

本集團根據經營租賃安排租用若干物業。物業租賃經商定為期一至兩年。於報告期末,本集團根據不可撤銷經營租賃應付的未來最低租賃付款總額的到期情況如下:

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33. COMMITMENTS

In addition to the operating lease commitments detailed in note 32(b) above, the Group had the following capital commitments at the end of the reporting period:

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Contracted, but not provided for:		
Construction and purchases of items of property, plant and equipment	23,873	78,227

已訂約但未撥備：
建設及購買物業、廠房及設備
項目

34. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions, arrangements and balances detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year:

	2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
A then related company:		
Sales of finished goods	-	16,833
A related company:		
Rentals paid	1,624	731
Sales of land and buildings	-	23,100

Notes:

- (i) The sales to a then related company, Parason Industries Limited ("Parason") (as detailed in note (f) below), were made at terms mutually agreed between the relevant parties.
- (ii) The rentals were charged by Yantek, a related company of the Group owned as to 34% by Mr. Chan Yan Kwong, 33% by Mr. Chan Yan Wing and 33% by Ms. Chan Yan Sam, the sister of Mr. Chan Yan Kwong and Mr. Chan Yan Wing, in accordance with the tenancy agreements entered into between the Group and Yantek.
- (iii) On 18 November 2014, the Group entered into a sale and purchase agreement with Yantek to dispose of certain of its land and buildings situated in Hong Kong for a consideration of approximately HK\$23.1 million based on the valuation of the land and building performed by an independent professionally qualified property valuer and recorded a gain on disposal of HK\$18.5 million.

(b) Other transactions with related parties

- (i) A director of the Company received sales commission of HK\$3,792,000 (2014: HK\$2,772,000) for his services provided to the Group during the year based on 3% (2014: 1.5% to 3%) of the transaction amounts.

33. 承擔

於報告期末，除上文附註32(b)詳述的經營租賃承擔外，本集團有以下資本承擔：

34. 關聯方交易

(a) 除該等財務報表其他部分詳述之交易、安排及結餘外，本集團於年內與關聯方進行以下交易：

附註：

- (i) 向當時之關聯公司百欣實業有限公司(「百欣」)(詳見附註(f))的銷售乃根據有關訂約方互相協定之條款進行。
- (ii) 租金費用乃恩德(本集團的關聯公司)，由陳恩光先生、陳恩永先生及陳恩沁女士(陳恩光先生及陳恩永先生的胞妹)分別擁有34%、33%及33%權益)根據本集團與恩德訂立的租賃協議徵收。
- (iii) 於二零一四年十一月十八日，本集團與恩德訂立買賣協議，以出售其位於香港之若干土地及樓宇，代價約為23.1百萬港元，金額根據獨立物業獨立專業合資格估值師就土地及樓宇進行估值計算並錄得出售收益18.5百萬港元。

(b) 其他與關聯方進行的交易

- (i) 年內，本公司一名董事因向本集團提供服務而獲得銷售佣金3,792,000港元(二零一四年：2,772,000港元)，金額乃分別根據交易金額的3%(二零一四年：1.5%至3%)計算。

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34. RELATED PARTY TRANSACTIONS (continued)

(b) Other transactions with related parties (continued)

- (ii) On 18 November 2014, the Controlling Shareholders of the Company signed a deed of indemnity, pursuant to which the Controlling Shareholders have agreed to indemnify the Group from any loss, liability and associated penalties in connection with (i) the building structures and land properties matters as set out in note 13 to the financial statements; and (ii) the Group's contributions to certain employee social welfare, including social insurance and housing provident fund on or before Listing Date.

(c) Commitments with a related party

Certain subsidiaries of the Group entered into two two-year non-cancellable agreements with Yantek to lease certain office properties and a director quarter under operating lease arrangements. The amount of rentals charged for the year is included in note 34(a)(ii) to the financial statements. The Group's total future minimum lease payments to Yantek falling due within one year and within the second to fifth years, inclusive are approximately HK\$1,142,000 (2014: HK\$1,624,000) and Nil (2014: HK\$1,142,000), respectively.

(d) Outstanding balances with related parties

- (i) The Group's balance with Yantek is unsecured, interest-free and has no fixed terms of repayment.
- (ii) On 16 June 2014, the then minority shareholder disposed of its entire equity interest of 0.93% in Yan Tat Environmental Technology (Nantong) Company Limited to the Group for a cash consideration of RMB400,000 (approximately HK\$500,000) and ceased to be a related company of the Group since then.
- (iii) On 20 November 2014, the Group entered into a deed of waiver with the Controlling Shareholders of the Company, pursuant to which the latter waived in favour of the Group a carrying amount of approximately HK\$60.5 million, being the remaining carrying amount owed to them after deducting the HK\$23.1 million consideration for acquisition of the properties as set out in note 34(a)(iii) above. The balance waived was regarded as a capital contribution by the Controlling Shareholders and recorded as an increase in the capital reserve of the Group during the prior year.

34. 關聯方交易 (續)

(b) 其他與關聯方進行的交易 (續)

- (ii) 於二零一四年十一月十八日，本公司控股股東簽訂一份彌償契據，據此控股股東已同意賠償本集團就以下事項在上市日期或之前招致的任何損失、負債及相關處罰：(i)載述於財務報表附註13的建築物結構及土地物業事宜；及(ii)本集團對若干僱員社會福利供款，包括社會保險及住房公積金。

(c) 與關聯方的承擔

本集團若干附屬公司與恩德訂立兩份兩年期不可撤銷協議，以根據經營租賃安排租用若干辦公室物業及董事宿舍。年內收取之租金費用載於財務報表附註34(a)(ii)。就本集團支付予恩德之未來最低租金總額，於一年內到期及於第二至第五年內(包括首尾兩年)之金額分別約為1,142,000港元(二零一四年：1,624,000港元)及零港元(二零一四年：1,142,000港元)。

(d) 與關聯方的未償還結餘

- (i) 本集團與恩德之結餘為無抵押、免息及並無固定還款期。
- (ii) 於二零一四年六月十六日，當時之少數股東出售其於南通恩達環保科技有限公司之全部0.93%股權予本集團，現金代價為人民幣400,000元(約500,000港元)，並自此不再為本集團之關聯公司。
- (iii) 於二零一四年十一月二十日，本集團與本公司控股股東訂立豁免契據，據此，後者豁免本集團賬面值約60.5百萬港元，即扣除上述附註34(a)(iii)收購物業之代價23.1百萬港元後本集團結欠其之餘下賬面值。已豁免的結餘乃視作控股股東注資，作為過往年度本集團股本儲備增加列賬。

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34. RELATED PARTY TRANSACTIONS (continued)

(e) Compensation of key management personnel of the Group:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Short term employee benefits	短期僱員福利	15,960	12,060
Post-employment benefits	離職後福利	90	103
Total compensation paid to key management personnel		16,050	12,163

Further details of directors' and the chief executive's emoluments are included in note 8 to the financial statements.

董事及行政總裁薪酬的其他詳情載於財務報表附註8。

(f) Particulars of the amount due from a then related company are as follows:

		7 May 2014 二零一四年 五月七日 HK\$'000 千港元	Maximum outstanding during the period 期內未償還最高金額 HK\$'000 千港元	1 January 2014 二零一四年 一月一日 HK\$'000 千港元
Trade receivables from Parason	來自百欣的貿易應收款項	19,245	23,504	21,661

At 1 January 2014, Mr. Chan Wing Yin, a director of the Company, held 50% equity interest in Parason. The amount due from Parason is unsecured, interest-free and repayable within three months.

於二零一四年一月一日，本公司一名董事陳榮賢先生持有百欣50%權益。應收百欣的款項為無抵押、免息及須於三個月內償還。

On 7 May 2014, Mr. Chan Wing Yin, the director of the Company disposed of his entire 50% equity interest in Parason to the other existing shareholder of Parason who owned the other 50% equity interest in Parason. Parason ceased to be a related company of the Group since then.

於二零一四年五月七日，本公司董事陳榮賢先生出售其於百欣的全部50%股權予另一名百欣現有股東（擁有百欣餘下50%股權）。百欣自此不再為本集團關聯公司。

The related party transaction in respect of note 34(a)(ii) above also constitutes a continuing connected transaction as defined in Chapter 14A of the Listing Rules.

上述附註34(a)(ii)之關聯方交易亦構成上市規則第14A章界定之持續關連交易。

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35. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

35. 按類別劃分的金融工具

各類金融工具於報告期末的賬面值列載如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Financial assets	財務資產		
Loans and receivables:	貸款及應收款項：		
Trade and bills receivables	貿易應收款項及應收票據	208,798	201,523
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的財務資產	3,391	5,857
Pledged deposits and restricted cash	已抵押存款及限制性現金	23,322	21,880
Cash and bank balances	現金及銀行結餘	100,293	154,137
		335,804	383,397
Available-for-sale financial asset:	可供出售財務資產：		
Available-for-sale investment	可供出售投資	1,697	1,350
		337,501	384,747
Financial liabilities	財務負債		
Financial liabilities at amortised cost:	按攤銷成本列賬的財務負債：		
Trade and bills payables	貿易應付款項及應付票據	113,611	128,827
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的財務負債	58,495	5,454
Interest-bearing bank borrowings	計息銀行借款	188,932	154,609
Finance lease payables	融資租賃應付款項	17,369	3,509
Due to a related company	應付一間關聯公司款項	-	55
		378,407	292,454

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36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

		Carrying amounts		Fair values	
		賬面值		公平值	
		2015	2014	2015	2014
		二零一五年	二零一四年	二零一五年	二零一四年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Financial asset	財務資產				
Available-for-sale investment	可供出售投資	1,697	1,350	1,697	1,350
Financial liabilities	財務負債				
Finance lease payables	融資租賃應付款項	17,369	3,509	17,828	3,560
Interest-bearing bank borrowings	計息銀行借款	188,932	154,609	197,172	157,192
		206,301	158,118	215,000	160,752

Management has assessed that the fair values of cash and bank balances, pledged deposits and restricted cash, trade and bills receivables, trade and bills payables, financial assets included in prepayments, deposits and other receivables and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's chief financial officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the chief financial officer analyses the movements in the values of financial instruments and determine the major inputs applied in the valuation. The directors review the results of the fair value measurement of financial instruments periodically for annual financial reporting.

36. 金融工具的公平值及公平值層級

本集團金融工具的賬面值及公平值(賬面值與其公平值合理相若的金融工具除外)列載如下:

管理層已評定，現金及銀行結餘、已抵押存款及受限制現金、貿易應收款項及應收票據、貿易應付款項及應付票據、計入預付款項、按金及其他應收款項的財務資產、計入其他應付款項及應計費用的財務負債的公平值與其賬面值相若，主要原因為該等工具於短期內到期。

本集團財務總監負責決定金融工具公平值計量的政策及程序。於各報告日期，財務總監分析金融工具的價值變動，並釐定估值所用的主要輸入數據。董事為年度財務報告定期審閱金融工具公平值計量的結果。

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36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of interest-bearing bank borrowings and finance lease payables have been calculated by discounting the expected future cash flows using discount rates that reflect the Group's borrowing rates as at the end of the reporting period. The Group's own non-performance risk for interest-bearing bank borrowings and finance lease payables as at the end of the reporting period was assessed to be insignificant.

For the fair value of the unlisted available-for-sale equity investment, management of the Group had performed valuation using the asset-based approach as its major asset is a property held for self-use and the investment is yet to have sufficient earning history to support the use of other approaches. The value of this property is adjusted to its fair value at the end of each reporting period for the purpose of determining the Group's share of adjusted net asset value and fair value of the investment.

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy during the year are as follows:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日的賬面值	1,350	1,173
Fair value gain recognised in other comprehensive income	於其他全面收益確認的公平值收益	426	207
Exchange realignment	匯兌調整	(79)	(30)
Carrying amount at end of year	年末的賬面值	1,697	1,350

36. 金融工具的公平值及公平值層級(續)

財務資產及負債的公平值乃按該工具於目前由自願訂約方交易(惟不包括脅迫或清盤出售)下所能交換的金額入賬。估計公平值時已使用以下方法及假設：

計息銀行借款非即期部分及應付融資租賃的公平值的計算方法，為以反映本集團於報告期末的借款利率的貼現率貼現預期未來現金流量。本集團自身於報告期末就計息銀行借款及應付融資租賃的不履約風險獲評定為不重大。

就非上市可供出售權益投資的公平值，本集團管理層已使用資產估值法進行估值，因主要資產為一項持有自用物業而有關投資並未有充分盈利記錄以支持使用其他方法。該物業的價值已調整至於各個報告期末之公平值，以釐定本集團應佔經調整資產淨值及投資公平值。

於年內分類至公平值層級中第三級的公平值計量的對賬：

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36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

36. 金融工具的公平值及公平值層級(續)

公平值層級

下表列示本集團金融工具的公平值計量層級：

		Fair value measurement using 使用以下輸入數據的公平值計量			
		Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total
		活躍市場報價 (Level 1) (第一級)	重大可觀察 輸入數據 (Level 2) (第二級)	重大不可 觀察輸入數據 (Level 3) (第三級)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Asset measured at fair value:	按公平值計量的資產：				
At 31 December 2015	於二零一五年 十二月三十一日				
Available-for-sale investment	可供出售投資	–	–	1,697	1,697
At 31 December 2014	於二零一四年 十二月三十一日				
Available-for-sale investment	可供出售投資	–	–	1,350	1,350

The Group did not have any financial liabilities measured at fair value as at 31 December 2015 and 31 December 2014.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial assets (2014: Nil).

於二零一五年十二月三十一日及二零一四年十二月三十一日，本集團並無任何按公平值計量的財務負債。

於年內，就財務資產而言，第一級及第二級之間概無轉移公平值計量，亦無轉入或轉出第三級(二零一四年：無)。

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36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued) Fair value hierarchy (continued)

36. 金融工具的公平值及公平值層級(續) 公平值層級(續)

		Fair value measurement using 使用以下輸入數據的公平值計量			
		Quoted prices in active markets 活躍市場報價 (Level 1) (第一級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二級) HK\$'000 千港元	Significant unobservable inputs 重大不可 觀察輸入數據 (Level 3) (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Liabilities for which fair values are disclosed:		披露公平值的負債：			
At 31 December 2015	於二零一五年 十二月三十一日				
Finance lease payables	融資租賃應付款項	-	-	17,828	17,828
Interest-bearing bank borrowings	計息銀行借款	-	-	197,172	197,172
		-	-	215,000	215,000
At 31 December 2014	於二零一四年 十二月三十一日				
Finance lease payables	融資租賃應付款項	-	-	3,560	3,560
Interest-bearing bank borrowings	計息銀行借款	-	-	157,192	157,192
		-	-	160,752	160,752

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group's policies for managing each of these risks are as follows:

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash and time deposits at banks and borrowings with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on cash and time deposits at banks and floating rate borrowings). There is no impact on the Group's equity except on the retained profits.

37. 財務風險管理目標及政策

本集團主要金融工具直接源於其營運。

本集團金融工具產生的主要風險為利率風險、外幣風險、信貸風險及流動資金風險。本集團管理各項該等風險的政策如下：

利率風險

利率風險乃指金融工具的未來現金流量將因市場利率改變而波動之風險。本集團面臨市場利率變動風險主要與本集團的銀行現金及定期存款及浮息借款有關。

下表列示本集團除稅前溢利(因銀行現金及定期存款及浮息借款的影響)對利率出現合理可能變動(其他所有變數維持不變)的敏感度。除保留溢利外，本集團權益概無受影響。

		Increase/ (decrease) in basis points 基點增加/ (減少)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 千港元
2015	二零一五年		
HK\$	港元	50	(216)
RMB	人民幣	50	(11)
HK\$	港元	(50)	216
RMB	人民幣	(50)	11
2014	二零一四年		
HK\$	港元	50	440
RMB	人民幣	50	(255)
HK\$	港元	(50)	(440)
RMB	人民幣	(50)	255

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group has transactional currency exposures. Those exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. The Group's main operating subsidiaries are located in Hong Kong and Mainland China and the Group's sales and purchases were mainly conducted in HK\$, RMB and US\$.

The RMB is not a freely convertible currency. Future exchange rates of the RMB could vary significantly from the current or historical exchange rates as a result of the changes in the PRC foreign currency policy. The exchange rates may also be affected by economic developments and political changes domestically and internationally, and the demand and supply of the RMB. The appreciation or devaluation of RMB against HK\$ and US\$ may have impact on the operating results of the Group.

37. 財務風險管理目標及政策(續)

外幣風險

本集團面臨交易貨幣風險。該等風險源於營運單位以該單位的功能貨幣以外的貨幣進行買賣。本集團的主要營運附屬公司位於香港及中國內地，而本集團的買賣主要以港元、人民幣及美元進行。

人民幣並非自由兌換貨幣。人民幣的未來匯率可能因為中國外匯政策變動而與目前或過往匯率有很大出入。匯率亦可能受國內外經濟發展及政治變動以至人民幣的供求所影響。人民幣兌港元及美元升值或貶值或會對本集團之經營業績造成影響。

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair values of monetary assets and liabilities). There is no impact on the Group's equity except on the retained profits.

37. 財務風險管理目標及政策(續)

外幣風險(續)

下表列示於報告期末本集團除稅前溢利(因貨幣資產及負債公平值變動)對人民幣匯率出現合理可能變動(其他所有變數維持不變)的敏感度。除保留溢利外,本集團權益概無受影響。

		Increase/ (decrease) in RMB rate 兌人民幣匯率 上升/(下跌) %	Increase/ (decrease) in profit before tax 除稅前溢利 上升/(下跌) HK\$'000 千港元
2015	二零一五年		
If HK\$ weakens against RMB	倘港元兌人民幣下跌	5	(350)
If HK\$ strengthens against RMB	倘港元兌人民幣上升	(5)	350
If US\$ weakens against RMB	倘美元兌人民幣下跌	5	(105)
If US\$ strengthens against RMB	倘美元兌人民幣上升	(5)	105
2014	二零一四年		
If HK\$ weakens against RMB	倘港元兌人民幣下跌	5	(5,480)
If HK\$ strengthens against RMB	倘港元兌人民幣上升	(5)	5,480
If US\$ weakens against RMB	倘美元兌人民幣下跌	5	(75)
If US\$ strengthens against RMB	倘美元兌人民幣上升	(5)	75

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures and payment in advance may be required. In addition, receivable balances are monitored on an ongoing basis.

The credit risk of the Group's financial assets, which comprise trade and bills receivables, pledged deposits and restricted cash, cash and bank balances, financial assets included in prepayment, deposits and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Concentrations of credit risk are managed by customer/counterparty. At the end of the reporting period, the Group had certain concentrations of credit risk as 41.7% (2014: 32.2%) and 66.2% (2014: 57.3%) of the Group's trade receivables were due from the Group's largest customer and the five largest customers, respectively.

37. 財務風險管理目標及政策(續)

信貸風險

本集團僅與獲認可及信譽良好的第三方交易。本集團的政策是任何有意按信貸期交易的客戶須經信貸核實程序，並可能需要預先付款。此外，本集團持續監察應收款項餘額。

本集團財務資產(包括貿易應收款項及應收票據、已抵押存款及受限制現金、現金及銀行結餘、列入預付款項之財務資產、按金及其他應收款項)的信貸風險源於對手方違約，最大風險程度等於該等工具的賬面值。

按客戶／對手方管理信貸集中風險。於報告期末，本集團有若干信貸集中風險，因為本集團應收貿易款項中，分別有41.7%(二零一四年：32.2%)及66.2%(二零一四年：57.3%)應收本集團最大及五大客戶。

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank borrowings. The Group's policies are to regularly monitor the current and expected liquidity requirements, and to ensure that it maintains sufficient reserves of cash and available banking facilities to meet its liquidity requirements in short and longer terms.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

37. 財務風險管理目標及政策(續)

流動現金風險

本集團的目標為利用銀行借款維持資金的持續性與靈活性之平衡。本集團的政策為定期監察現有及預期流動資金需求，以確保能維持充裕現金儲備及可用銀行融資，以滿足短期及長期流動資金需求。

本集團於報告期末根據合約未貼現付款的財務負債到期狀況如下：

	On demand or no fixed terms of repayment 按要求償還或無固定還款期 HK\$'000 千港元	Less than 1 year 少於一年 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2015	二零一五年				
Trade and bills payables	貿易應付款項及應付票據	-	113,611	-	113,611
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的財務負債	-	55,871	2,624	58,495
Interest-bearing bank borrowings	計息銀行借款	86,678	88,853	27,224	202,755
Finance lease payables	融資租賃應付款項	-	6,169	12,494	18,663
		86,678	264,504	42,342	393,524

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

流動現金風險(續)

	On demand or no fixed terms of repayment 按要求償還或無固定還款期 HK\$'000 千港元	Less than 1 year 少於一年 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
2014	二零一四年					
Trade and bills payables	貿易應付款項及應付票據	-	128,827	-	-	128,827
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的財務負債	-	5,454	-	-	5,454
Interest-bearing bank borrowings	計息銀行借款	20,220	84,711	57,655	1,125	163,711
Finance lease payables	融資租賃應付款項	-	2,417	1,225	-	3,642
Due to a related company	應付一間關聯公司款項	55	-	-	-	55
		20,275	221,409	58,880	1,125	301,689

Included in interest-bearing bank borrowings are term loans of which the loan agreements contain a repayment on-demand clause giving the banks the unconditional right to call in the loans at any time and therefore, for the purpose of the above maturity profile, the total amount is classified as "on demand".

Notwithstanding the above clause, the directors do not believe that the loans will be called in its entirety within 12 months, and they consider that the loans will be repaid in accordance with the maturity dates as set out in the loan agreements. This evaluation was made considering: the financial position of the Group at the date of approval of the financial statements; the lack of events of default, and the fact that the Group has made all previously scheduled repayments on time. In accordance with the terms of the loans which contain a repayment on demand clause, the maturity profile of those loans as at the end of the reporting period, based on the contractual undiscounted payments and ignoring the effect of any repayment on demand clause, is as follows:

計息銀行借款中包括定期貸款，其貸款協議中包括須應要求還款之條款，給予銀行無條件權利可於任何時間追收貸款，因此，就上述到期狀況而言，該貸款乃全數分類為「應要求償還」。

縱然有以上條款，董事並不相信該貸款會被要求於十二個月內悉數償還，而董事認為該貸款將按貸款協議所載之到期日償還。此項評估之考慮因素為：本集團於財務報表獲批准當日之財務狀況；並無違約事件；及本集團先前一直按照時間表依時還款。根據包括須應要求還款條款之貸款的條款，若不論須應要求還款條款之影響，根據已訂約未貼現付款，該等貸款於報告期末時之到期情況如下：

		Less than 1 year 少於一年 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2015	於二零一五年十二月三十一日	22,320	70,440	92,760
As at 31 December 2014	於二零一四年十二月三十一日	4,452	15,768	20,220

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or raise new capital from its investors. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2015 and 31 December 2014.

The Group monitors capital using a gearing ratio, which is total debt divided by total equity. Total debt includes interest-bearing bank borrowings, finance lease payables, and an amount due to a related company.

The gearing ratios as at the end of the reporting period are as follows:

37. 財務風險管理目標及政策(續)

資本管理

本集團管理資本的主要目的為保障本集團維持持續經營能力，並保有穩健的資本比率，以支持業務及爭取最大股東價值。

本集團因應經濟狀況變動而管理資本架構及作出調整。為維持或調整資本架構，本集團可能調整付予股東的股息或向投資者籌集新資本。於截至二零一五年十二月三十一日及二零一四年十二月三十一日止年度，管理資本的目標、政策或程序概無變動。

本集團按資產負債比率(即總債務除以總權益)管理資本。總債務包括計息銀行借款、融資租賃應付款項及應付一間關聯公司款項。

於報告期末之資產負債比率列載如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Interest-bearing bank borrowings	計息銀行借款	188,932	154,609
Finance lease payables	融資租賃應付款項	17,369	3,509
Due to a related company	應付一間關聯公司款項	-	55
Total debt	總債務	206,301	158,173
Total equity	總權益	428,784	418,174
Gearing ratio	資產負債比率	0.5	0.4

Notes to Financial Statements

財務報表附註

31 December 2015 二零一五年十二月三十一日

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

38. 本公司財務狀況表

於報告期末本公司財務狀況表的資料如下：

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
NON-CURRENT ASSET	非流動資產		
Investment in a subsidiary	於一間附屬公司的投資	1	1
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	68,207	279
Prepayments	預付款項	295	840
Cash and bank balances	現金及銀行結餘	251	68,325
Total current assets	流動資產總額	68,753	69,444
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計款項	906	2,171
Due to a subsidiary	應付一間附屬公司款項	–	23,197
Total current liabilities	流動負債總額	906	25,368
NET CURRENT ASSETS	流動資產淨值	67,847	44,076
Net assets	資產淨值	67,848	44,077
EQUITY	權益		
Issued capital	已發行股本	2,400	2,400
Reserves (note)	儲備(註)	65,448	41,677
Total equity	總權益	67,848	44,077

Notes to Financial Statements

財務報表附註

31 December 2015 二零一五年十二月三十一日

38. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

A summary of the Company's reserves is as follows:

		Share premium account 股份溢價賬 HK\$'000 千港元	Retained profit/ (accumulated loss) 保留溢利/ (累計虧損) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 8 July 2014 (date of incorporation)	於二零一四年七月八日 (註冊成立日期)	-	-	-
Loss and total comprehensive loss for the year	年內虧損全面虧損總額	-	(20,932)	(20,932)
Capitalisation issue of shares	資本化發行股份	(1,800)	-	(1,800)
Issue of new shares on 8 December 2014	於二零一四年十二月八日 發行新股	73,200	-	73,200
Share issue expenses	股份發行開支	(8,791)	-	(8,791)
At 31 December 2014 and 1 January 2015	於二零一四年十二月三十一日 及二零一五年一月一日	62,609	(20,932)	41,677
Profit and total comprehensive income for the year	年內溢利全面收入總額	-	35,771	35,771
Interim 2015 dividend	二零一五年中期股息	-	(12,000)	(12,000)
At 31 December 2015	於二零一五年 十二月三十一日	62,609	2,839	65,448

38. 本公司財務狀況表(續)

附註：

本公司儲備概要如下：

39. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 23 March 2016.

39. 批准財務報表

財務報表已於二零一六年三月二十三日獲董事會批准及授權刊發。



Yan Tat Group Holdings Limited
恩達集團控股有限公司



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