Embry Holdings Limited 安莉芳控股有限公司

Incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立之有限公司

Stock Code 股份代號: 1388









作為中國主要的女性內衣品牌 及零售企業,安莉芳成立四十 年來,一直致力為消費者帶來 時尚與舒適的產品

years ago



An Extensive Network Capturing Growing Opportunities In China

The Group's sales points span the whole nation, with footprints in all major cities such as Beijing, Shanghai, Chongqing, Tianjin, Guangzhou, Hong Kong and Macau. Such an extensive network enables the Group to efficiently respond to customer needs and deepen its market penetration in China.

As at 31 December 2016, the Group had a total of 2,067 retail outlets, comprising 1,877 concessionary counters and 190 retail shops in Mainland China, Hong Kong and Macau.

龐大網絡 中國市場潛力無限

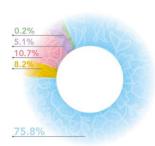
本集團的銷售點遍佈全國各地,覆蓋所有主要城市,如北京、上海、重慶、天津、廣州、香港及澳門。透過這個龐大的銷售網絡,本集團能迅速有效地回應消費者需要,進一步滲透中國市場。

截至二零一六年十二月三十一日止,本集團共有2,067個零售點,包括在中國大陸、香港及澳門1,877個百貨公司專櫃及190個零售商舖。

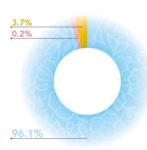
Financial Highlights

財務摘要

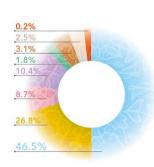




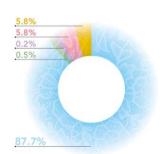
By Locations 按地區



By Brands 按品牌



By Products 按產品



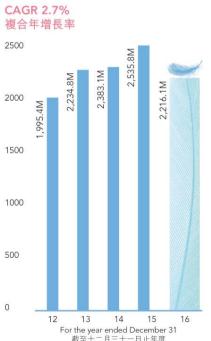




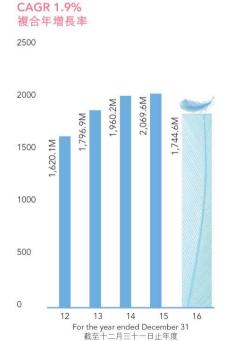




Revenue 收益

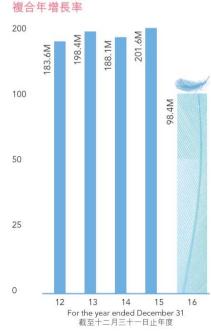






Profit for the Year Attributable to Owners of the Company 本公司擁有人應佔年度溢利

CAGR -14.4%









公司資料

董事及董事委員會

董事 執行董事

岳明珠(主席) 鄭碧浩(行政總裁) 鹿群

獨立非執行董事

劉紹基李均雄李天生

董事委員會

審核委員會

劉紹基*(主席)* 李均雄 李天生

薪酬委員會

李均雄*(主席)* 鄭碧浩 劉紹基 李天生

提名委員會

李天生(*主席)* 鄭碧浩 劉紹基 李均雄

合規主任

鄭碧浩

公司秘書

蘇嘉敏

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

總辦事處及主要營業地點

香港 新界葵涌 大連排道200號 偉倫中心2期7樓

主要往來銀行

恒生銀行有限公司 恒生銀行(中國)有限公司 南洋商業銀行有限公司 香港上海滙豐銀行有限公司 滙豐銀行(中國)有限公司 中國銀行股份有限公司 中國建設銀行股份有限公司 招商銀行股份有限公司

法律顧問

香港法例:

趙不渝馬國強律師事務所

中國法例:

廣東恒益律師事務所 國浩律師(濟南)事務所 中倫律師事務所

核數師

安永會計師事務所 香港 中環添美道1號 中信大廈22樓

股份過戶登記處 於開曼群島的主要股份 過戶登記處

Royal Bank of Canada Trust Company (Cayman) Limited 4th Floor, Royal Bank House 24 Shedden Road, George Town Grand Cayman KY1-1110 Cayman Islands

於香港的股份過戶登記分處

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

投資者關係

iPR奧美公關

網址

www.embrygroup.com

股份編號

1388



積極以不同渠道提升品牌價值, 並舉辦多個時尚秀,展現安莉芳 旗下產品的卓越手藝

主席報告書



各位股東:

本人謹代表安莉芳控股有限公司董事會,欣然提呈截至二零一六年十二月三十一日止年度的經審核年度業績。

二零一六年,環球政局動盪不安,全球政策走向的不確定性加劇金融市場波動。儘管歐美經濟始見復甦,歐洲的難民危機及英國脱歐公投為市場帶來不明朗因素,影響投資氣氛。在中國整體經濟增長進一步放緩及人民幣持續貶值的環境下,消費者的信心難免會受到打擊,零售行業及消費市場首當其衝。二零一六年全國社會消費品零售總額雖然同比仍維持10.4%升幅,但增長速度下降0.3個百分點,反映在經濟環境未明朗的情況下,消費者更傾向謹慎消費。

主席報告書

中國內衣零售行業競爭加劇,加上國內經濟增速放緩,消費意欲疲弱,限制整體行業增長。然而,中國持續推動城市化,國民收入水平不斷提高,消費者追求更高的生活品質,均有利內衣零售行業的長遠健康發展。

作為中國女性內衣行業的主要品牌經營者,安莉芳集團繼續務實地應對市場環境轉變,貫徹靈活部署,審慎執行的業務發展方針,充份利用多品牌策略,通過不斷優化全國性銷售網絡,把握機遇,推動業務持續發展。

品牌的建立和發展是本集團屹立於行業的優勢。雖然經營環境充滿挑戰,但本集團透過持續推展多品牌策略,以及靈活調配品 牌資源,突出品牌優勢,令多個品牌穩健發展。

本集團又針對各細分市場的需要豐富品牌組合,致力加強品牌滲透率,擴闊客戶層。集團續重點培育安朵、E-BRA及IVU等新品牌,目標在細分市場取得更高的市場份額,成為集團長遠的增長動力。目前,集團經營七個品牌 — 安莉芳、芬狄詩、COMFIT、E-BRA、安朵、IVU及LIZA CHENG,各針對不同年齡及消費力的顧客。年內,在充滿挑戰的經營環境下,旗艦品牌安莉芳銷售額錄得負增長,安朵及IVU銷售額則保持良好的增長勢頭。

中國經濟仍處於結構轉型階段,市民消費模式隨之轉變,網上零售消費的比例逐漸上升。中國國家統計局數據指出,二零一六年,全國實物商品網上零售額41,944億人民幣,按年增長25.6%,佔社會消費品零售總額的12.6%。集團著力強化各品牌的網絡形象,並適當地調整零售點的分布,藉關閉或重置效益偏低的門店,提升銷售網絡的整體效益,促進業務長遠發展。年內,本集團的零售點數目淨減少149個至二零一六年十二月底的2,067個。本集團店鋪網絡遍及全中國逾300個城市,分佈遠至中國的三、四線城市。

於回顧年度,集團營業額為2,216,082,000港元,較上年度下跌12.61%。受到華南地區的暖冬影響,下半年零售消費氣氛不振,令傳統上屬於零售業旺季的下半年銷售情況不如往年。毛利約1,744,551,000港元,較上年度減少約15.71%。本公司擁有人應佔溢利98.402.000港元,純利率為4.44%。

為答謝股東長期的支持,董事會建議派發末期股息每股4.30港仙,並向所有股東提供以股代息的選擇。

展望未來,環球經濟前景仍然不明朗,美國新政府的政策不確定性將會為市場帶來動盪,持續影響消費氣氛,零售行業仍需謹慎應對。作為世界第二大經濟體的中國,正進入經濟發展的新常態,經濟增長速度將放緩。然而,中國正加快推進經濟市場化改革,以優化經濟結構,為內地經濟注入新的增長動力,促進其長遠健康發展,持續的城鎮化發展亦將帶動消費增長及消費升級,零售消費長遠將成為中國經濟的增長動力。

主席報告書

二零一七年,本集團將依循其一貫穩健及務實的發展方針,鞏固現有業務,積極進行產品研發,把經營環境轉變帶來的挑戰,轉化為業務發展的機遇。集團將加快電商團隊建設,並繼續推動 **COMFIT、IVU、LIZA CHENG** 和**E-BRA** 品牌進駐成熟重點百貨公司,以及重點開拓購物中心銷售點。

本集團在規劃生產時將秉持謹慎原則,根據市場需求調節產能與庫存,並持續優化銷售網絡結構,以提升整體營運效益。本集團亦將繼續加強專利設計及新產品研發,提升產品附加值,滿足不同層面顧客的喜好及需求。本集團將繼續朝現代化生產邁進,並以實現少人化及標準化為目標。位於山東濟南生產基地的智能立體倉庫自動化供應鏈物流設備,亦已於二零一六年底竣工,並開始試運行。此物流設備將提升本集團供應鏈的效率,優化生產力及營運績效,從而加強本集團在業界的整體競爭力。

本人謹此衷心感謝每位盡心貢獻的員工,於過去一年與本集團共同克服經濟環境帶來的挑戰,更感激各位股東對本集團的長期 支持,以及對本集團未來發展的抱負和策略的認同。為答謝股東對我們的信任,安莉芳集團全人定必繼續全力以赴,與股東、 業務夥伴及客戶攜手合作,共同開創更美好的未來。

岳明珠

主席

香港,二零一七年三月二十三日



業務及營運回顧

回顧二零一六年,國際政局及經濟形勢發生重大變化, 英國公投決定離開歐盟及美國總統大選的結果都出乎市 場意料之外,觸發金融市場大幅波動。年內,人民幣兑 美元貶值6.6%,自一九九四年以來的最大貶值幅度,中 國經濟增長速度持續放緩。根據中國國家統計局的資料 顯示,二零一六年中國國內生產總值為人民幣744,127 億元,同比增長6.7%,較去年下降0.2個百分點。





面對多變的外圍因素,以及國內生活成本上升,市民 的消費意欲下降。再者於「二孩政策」推出後,更多 家庭消費者傾向節省個人開支,使次必需消費品的 銷售面臨壓力。零售企業為鼓勵消費,積極推出更多 促銷活動,加劇行業競爭並壓縮毛利。在零售市道疲 弱的大環境下,本集團於二零一六年的整體銷售錄 得下跌。



截至二零一六年十二月三十一日止年度(「本年度」),本集團收益較二零一五年十二月三十一日止年度(「上年度」)減少12.61%至2,216,082,000港元,毛利率下跌2.89個百分點至78.72%。本公司擁有人應佔溢利為98,402,000港元,純利率為4.44%。每股盈利為23.62港仙(二零一五年:48.38港仙)。

本公司董事會議決就本年度派付末期股息每股4.30港仙(二零一五年:末期股息9.00港仙及特別股息1.00港仙),並提議向所有股東提供以股代息的選擇。連同已派發中期股息每股2.50港仙(二零一五年:4.00港仙),全年派息為每股6.80港仙。

品牌管理

二零一六年,整體零售市場氣氛低迷,消費者對質量要求提升的同時,更傾向於選購價格較低的商品。本集團繼續善用多品牌策略的優勢,靈活地調配內部資源,在鞏固旗艦品牌**安莉芳**的同時,亦加強發揮旗下各個品牌的特點,滿足各階層消費者的需求。雖然經營環境艱難,但本集團重點培育的專業男士內衣品牌**IVU**以及價格實惠而清新時尚的**安朵**,在其針對的目標市場取得更高市場份額,銷售額亦分別錄得9.51%及10.45%的增長。

集團積極推廣及宣傳其品牌和產品,藉以提升品牌價值。於本年度,本集團參與第二十五屆中國國際服裝服飾博覽會,在發布秀上展現*安莉芳*立體裁剪、無縫對接、扣花工藝等卓越手藝。在中國國際針織(秋冬)博覽會上,*安莉芳*上演「Romantic Holidays時尚趨勢秀」,展示集團旗下*安莉芳、芬狄詩、IVU、LIZA CHENG*品牌產品,提升集團品牌的整體形象,擴大品牌的影響力。本集團旗下年輕活力內衣品牌*芬狄詩*更與青春女子歌手組合合作拍攝音樂錄像,爭取社交媒體曝光度,在更多年輕消費者面前亮相,為品牌的長遠影響力奠下更好的基礎。

為迎合中國消費者的網購習慣及需求,年內本集團繼續強化各品牌的網絡形象,加強消費者對旗下品牌的認知度,為網購業務建立穩固的基礎。網上銷售方面,本集團集中銷售促銷貨品及

專為網購而開發的產品。本集團亦密切留意顧客需求轉變及市場趨勢,審慎開發電子商務市場。





銷售網絡

為應對消費者消費意欲審慎以及零售環境疲弱,本集團於本年度的網 絡調整策略著重提升營運效益, 透過關閉或重置效益偏低的門店, 適 當地調整零售點的分布,以提升銷售網絡的整體效益。於二零一六年 十二月三十一日,本集團經營合共2.067個零售點,其中銷售專櫃及 專門店數目分別為1,877個及190個。於本年度,本集團零售點數目 淨減少149個。集團的產品亦於不同網上平台銷售,以接觸更多網上 潛在顧客。

產品設計及研發

內衣市場競爭越趨激烈,本集團繼續秉承對品質的堅持,持續投放資 源於新產品設計及研發,透過不斷推陳出新以及改良專利設計以突出 各品牌的特點,滿足不同層面顧客的消費需求。

於本年度,本集團推出多款受顧客歡迎的新產品系列,其中包括:安 **莉芳**的「西西里系列」及「纖姿雅韻系列」; **芬狄詩**的「簡單生活系列」 及「英倫倩影系列」: COMFIT的「薄棉 FIT 系列 | 及「立體無痕 | 系列 | : **E-BRA**的「極簡幾何系列」及「清新舒棉系列」; 安朵的「花香淺唱系列」 及「陌上花開系列」; LIZA CHENG的「香遇系列」及「傾城蕾絲系列」 等。

於二零一六年十二月三十一日,本集團共擁有8項發明專利、38項實 用新型專利及2項外觀設計專利,於中國及/或世界其他地方註冊。

生產能力

多年來,大部分產品都由集團自行生產,透過靈活調配車間人手及機器產能,迅速回應市場需求及消費者品味的急促變化。現 時本集團在全國擁有三個生產基地,分別位於深圳、濟南及常州。本集團亦持續關注消費市場的趨勢及潮流,定期檢討產能配 置,務求達至更佳的營運效益。

本集團位於山東濟南生產基地的智能立體倉庫自動化供應鏈物流設備,已於二零一六年十二月一日起試行,進度與預期相若。 集團希望藉此提升發貨的速度,及更靈活調撥資源。

獎項

於本年度,本集團旗下品牌安莉芳、芬狄詩、COMFIT、以及LIZA CHENG於中國(深圳)國際品牌內衣展覽會上分別榮獲「中國 内衣行業年度公益獎」、「中國內衣行業年度品牌價值獎」、「中國內衣行業年度創新獎」及「中國內衣行業年度推動獎」:同時,

集團亦在中國國際針織博覽會上獲頒發「最具市場影響力獎」,肯定集團在加強中國內衣企業品牌意識上的成就。

年內,本集團再一次獲中國外商投資企業協會及深圳外商投資企業協會頒授「**全國優秀外商投資企業 — 雙優企業獎**」。另外,集團分別獲深圳市人民政府及章丘市人民政府頒授「**深圳市市長質量獎 — 鼓勵獎**」及「**最佳效益企業**」榮譽,並獲中國服裝協會頒授「**全國服裝行業百強企業**」稱號。同時,**安莉芳**品牌連續四次通過深圳知名品牌評價委員會之複審評定為「**深圳知名品牌**」,以及連續十年獲香港品牌發展局及香港中華廠商聯合會評選為「**香港名牌**」。

人力資源

中國最低工資的實行以及勞工供應緊張,導致工資上漲壓力持續增加。集團透過員工培訓、改善員工福利,提升員工的歸屬感,團結工作團隊,從而提升整體營運效益。集團僱員數目減至約8,780名(二零一五年:約8,830名)。本年度的員工成本總額(包括工資及基本薪金、佣金、獎金、退休福利計劃供款及不包括董事及行政總裁薪酬)達到681,920,000港元(二零一五年:736.941.000港元)。

財務狀況回顧

收益

按銷售渠道及地區劃分

受顧客消費意欲審慎及零售環境疲弱所拖累,本年度營業額為2,216,082,000港元,較上年度下跌12.61%。

本年度來自零售的營業額為1,860,349,000港元,佔本集團總收益83.95%,較上年度下跌13.37%。批發業務的營業額由273,147,000港元下降13.33%至236,741,000港元,佔總收益10.68%。網上直銷的營業額由109,919,000港元上升3.63%至113,908,000港元,對總收益的貢獻增加至5.14%。

中國大陸市場是本集團主要收入來源。本年度來自中國大陸市場的營業額為2,129,821,000港元,佔本集團總收益96.11%。



按品牌及產品線劃分

目前,集團經營七個品牌一安莉芳、芬狄詩、COMFIT、 E-BRA、安朵、IVU及LIZA CHENG,各針對不同需要及消費力 的顧客。

旗 艦 品 牌 安 莉 芳 是 本 集 團 最 主 要 收 入 來 源, 營 業 額 1.029.931.000港元, 佔整體收入佔比增加至46.49%, 主要由於 本年度**安莉芳**產品折扣率較高,吸引更多消費者購買此中高檔 旗艦品牌。芬狄詩營業額為593,798,000港元,較上年度下跌 18.41%, 佔本年度總收入26.79%。 **COMFIT**營業額較上年度下 跌 2.93% 至 193.277.000港元, 佔本年度總收入8.72%。至於 E-BRA 營業額較上年度下跌18.48%至229.455.000港元,佔本 年度總收入10.35%。 *LIZA CHENG*,於本年度營業額微增0.30% 至38,945,000港元。安朵營業額較上年度上升10.45%至 56,618,000港元, 佔本年度總收入2.55%。*IVU* 營業額較上年度 上升9.51%至68.974.000港元,佔本年度總收入3.11%。各品牌 收益佔比,主要反映本集團因應市場發展而調節各品牌發展重 點的結果。

女性內衣一直是本集團的核心產品線。於本年度,內衣銷售為 1,943,254,000港元,佔本集團收益87.69%,較上年度下跌 13.27%。睡衣銷售保持平穩,營業額為129,302,000港元,佔本 集團收益5.83%。泳衣銷售則下跌14.67%至127,779,000港元, 佔本集團收益5.77%。



毛利

於本年度,本集團錄得毛利約1,744,551,000港元,較上年度下跌15.71%。整體毛利率則為78.72%,較上年度輕微下跌2.89個 百分點。毛利率下跌主要由於消費者消費意欲審慎導致零售環境疲弱,本集團需以更積極的促銷活動應對市場競爭所致。

其他收入及收益

本年度其他收入上升17.13%至52,763,000港元,主要來自本年度內因投資物業升值而錄得約13,000,000港元的收益,然而該 等收益部份被人民幣於下半年大幅貶值而錄得的匯兑損失約22,131,000港元所抵銷。

經營開支

於本年度,銷售及分銷開支減少10.25%至1,377,636,000港元(二零一五年:1,534,899,000港元),佔本集團收益62.17%(二零一五年:60.53%)。

銷售及分銷開支下跌主要反映集團在現時的經營環境下,致力控制成本。不過,零售點的租金及員工成本持續上漲,亦對經營成本造成壓力。為舒緩成本上升的壓力,本集團在二零一六年關閉利潤偏低的零售點,以提升效益。於本年度,零售點的或然租金開支下跌14.36%至545,052,000港元,佔本集團收益24.60%(二零一五年:25.10%)。

行政開支為245,694,000港元,較上年度減少8.11%,佔本集團收益11.09%。

純利

於本年度,本公司擁有人應佔溢利98,402,000港元,較上年度下跌51.18%。純利率由上年度的7.95%下跌至4.44%。純利下跌除了由於本年度消費者消費意欲審慎導致零售環境疲弱,亦因整體營運開支佔收益百分比上升及人民幣貶值所致。

流動資金及財務資源

本集團主要以內部產生之現金流作為其營運資金,於本年度維持良好及穩健的財務狀況。於二零一六年十二月三十一日,本集團的現金及現金等價物約為190,187,000港元(二零一五年:233,017,000港元)。截至二零一六年十二月三十一日止,本集團計息銀行借款為354,833,000港元(二零一五年:308,211,000港元)。於二零一六年十二月三十一日之本公司擁有人應佔權益為1,719,487,000港元(二零一五年:1,790,823,000港元)。故此,本集團的負債比率約為20.64%(二零一五年:17.21%)。

資本開支

本年度,本集團的資本開支為210,720,000港元(二零一五年:173,591,000港元),主要用於興建山東濟南生產基地內,包括智能立體倉庫的自動化供應鏈物流項目。於二零一六年十二月三十一日,本集團的資本開支承擔為122,738,000港元(二零一五年:170,854,000港元),有關金額在財務報表中列為已訂約但未撥備。

本集團的資產抵押

於二零一六年十二月三十一日,本集團並無任何資產抵押。

資本結構

於二零一六年十二月三十一日,本公司的已發行股本總額為4,166,000港元(二零一五年:4,166,000港元),包括416,661,000股(二零一五年:416,661,000股)每股面值0.01港元的普通股。

以上詳情載於財務報表附註28。

所持重大投資、重大收購及出售附屬公司及關聯公司

本年度,本集團並無持有任何重大投資,亦概無重大收購或出售附屬公司及關聯公司。

外匯風險

本集團主要以港元及人民幣進行買賣交易。本集團並無採用衍生金融工具以保障本集團免受外匯交易及日常業務過程中產生的其他金融資產及負債出現波動所造成的影響。

或然負債

於二零一六年十二月三十一日,為代替本集團物業租賃按金及公共設施按金所提供的銀行擔保為1,788,000港元(二零一五年: 2,196,000港元)。除上述披露外,本集團並無其他重大或然負債或任何重大訴訟或仲裁。

前景

展望二零一七年,全球經濟、政治局勢尚未有明確方向,總體經濟格局仍取決於英國脱歐進程、美國新任總統特朗普的對外貿易政策、聯儲局加息步伐等因素。中國製造業及出口貿易面對來自東南亞新興經濟體的競爭,同時人民幣貶值壓力持續,預料市場投資氣氛及消費者消費意欲將持續審慎,零售行業仍須密切關注市場動態,慎重應對。然而,中國經濟增長將保持平穩增長,供給側改革亦將帶來消費品質量升級、透過網上零售拓闊消費渠道、以及隨著城鎮化加速而提升的消費水平,將長遠地推動中國消費持續增長。

作為中國女性內衣行業的主要品牌經營者,本集團對業務前景保持審慎的態度,並時刻密切注意市場情況,採取謹慎而靈活的發展策略,積極應對市場接踵而至的挑戰。

在市場環境仍充滿各種不穩定因素之時,集團更重視提升銷售效率,將有策略地規劃銷售網絡,繼續因應市場及個別地區的營業環境及消費水平,謹慎地整合店舖網絡,清理低效益的門店,並調節專門店與銷售專櫃的比例。本集團預期零售點數目於二零一七年將會出現負增長。雖然淨開店數目下降,但更健康的網點結構將有利於長遠的整體營運效益。另外,於二零一六年底竣工的智能立體倉庫,將促使集團的物流程序更具彈性,有望達到整體更佳的營運效益,提升本集團產品的價格競爭力。

在保持價格競爭力的同時,本集團仍然堅守對品質的堅持。因此,本集團將繼續投資於產品設計及開發,加強產品創新能力,務求



在產品設計、功能以至用料上,既覆蓋多個階層的消費水平,亦 能滿足消費者多樣化需求。

隨著中國經濟發展愈趨成熟,消費者對產品用料及安全更為講 究,因此本集團亦會把握在剪裁和設計方面的優勢,為顧客提供 美觀而健康的產品。

雖然零售環境依然艱難,但本集團憑藉多年來建立的穩固業務基 礎、多品牌的經營策略、不斷推陳出新的產品組合、以及毫不妥 協的品質,在逆境中充份突顯既有優勢。集團在鞏固現有客源的 同時,繼續積極拓展目標顧客群。本集團將謹慎執行及不時檢討 經營方針,務求推動業務的長遠穩定發展,為迎接將來零售業的 復甦奠定基石,以及為股東帶來理想的回報。



獎項



- 根據中國商業聯合會及中華全國商業信息中心於2016年發佈之全國大型零售企業商品銷售調查統計結果,安莉芳品牌祭列2015年度同類產品市場綜合佔有率前三位,以及2015年度同類產品市場集團銷售綜合佔有率第一位
- 安莉芳(中國)服裝有限公司榮獲深圳市人民政府頒授2015年度深圳市市長質量獎 鼓勵獎
- 安莉芳(中國)服裝有限公司榮獲中國紡織工業聯合會頒發針織內衣創新貢獻獎
- 安莉芳(中國)服裝有限公司於2016中國國際針織博覽會獲頒授最具市場影響力獎
- 安莉芳(中國)服裝有限公司榮獲中國質量檢驗協會頒授全國產品和服務質量誠信示範企業證書
- 安莉芳(中國)服裝有限公司榮獲中國外商投資企業協會及深圳外商投資企業協會頒授2015-2016年度全國優秀外商投資企業一雙優企業獎、質量進步獎及和諧勞動關係促進獎
- 安莉芳(上海)有限公司榮獲中國服裝協會頒授2015年全國服裝行業百強企業稱號

獎項



- 安莉芳(山東)服裝有限公司榮獲中共章丘市委章丘市人民政府頒發2015年度最佳效益企業獎牌
- 安莉芳(山東)服裝有限公司榮獲中國紡織工業聯合會評選為2016中國紡織行業人才建設示範企業
- 安莉芳(常州)服裝有限公司榮獲常州市安全生產監督管理局頒發安全生產標准化三級企業證書
- 安莉芳品牌榮獲深圳知名品牌評價委員會評定為深圳知名品牌
- 安莉芳品牌於中國(深圳)國際品牌內衣展榮獲 SIUF2015-2016 中國內衣行業年度公益獎
- *芬狄詩*品牌、*COMFIT*品牌及*LIZA CHENG*品牌於中國(深圳)國際品牌內衣展分別榮獲 SIUF 2015–2016中國內衣行業年度品牌價值獎、創新獎及推動獎
- 安莉芳品牌榮獲香港品牌發展局及香港中華廠商聯合會評定為香港名牌(2007-2016)
- 安莉芳品牌榮獲香港旅遊發展局核准使用優質旅遊服務計劃之證明商標
- 安莉芳(香港)有限公司榮獲強制性公積金計劃管理局嘉許為積金好僱主

董事及高級管理層

執行董事

岳明珠女士,80歲,為本集團之主席及本公司之執行董事。彼亦是本公司若干附屬公司的董事。岳女士負責本集團的企業策略及業務策劃。彼於一九八零年加盟本集團,並於女性內衣業擁有逾36年經驗。岳女士畢業於北京農業工程大學(現稱中國農業大學),目前為該校的名譽教授。彼亦為本公司主要股東 Harmonious World Limited之股東及董事,本公司主要股東鄭敏泰先生的配偶及本公司執行董事鄭碧浩女士的母親。

鄭碧浩女士,54歲,為本集團行政總裁兼本公司之執行董事,及本公司薪酬委員會與提名委員會之成員。彼亦是本公司若干附屬公司的董事。鄭女士負責管理本集團的日常事務。鄭女士於一九九三年加盟本集團,於女性內衣業擁有逾24年經驗。彼於南加州大學取得工商管理學士學位,並於香港城市大學取得行政人員工商管理碩士學位。鄭女士於一九九九年獲頒發香港青年工業家獎,並於二零零八年獲任上海服裝行業協會副會長。彼於二零零九年三月獲得世界傑出華人獎及獲美國加州國際大學頒發工商管理榮譽博士學位,並於二零零九年九月分別榮獲加拿大特許管理學院及林肯大學頒授院士及客座教授資格。此外,鄭女士於二零一二年八月當選深圳內衣行業協會首屆會長。彼現任山東省濟南市政協委員會委員,上海市楊浦區政協委員會委員,香港貿易發展局中國貿易諮詢委員會委員,中國紡織工業聯合會理事,中國針織工業協會副會長,中國質量檢驗協會特邀副會長及香港紡織商會副會長。鄭女士亦是本公司主要股東Harmonious World Limited之董事,本公司主要股東鄭敏泰先生及本集團主席岳明珠女士的女兒。

鹿群女士,63歲,為本公司之執行董事,現任安莉芳(中國)服裝有限公司的戰略副總經理及安莉芳(山東)服裝有限公司之總經理。彼亦是本公司若干附屬公司的董事。鹿女士負責於中國內地的戰略管理及項目管理工作。彼自二零零三年四月加盟本集團,並於管理及行政方面擁有逾37年經驗。鹿女士於二零零一年取得中華人民共和國(「中國」)北京航空航天大學(前稱北京航空學院)工商管理碩士學位。彼亦於一九九二年取得中國對外經濟貿易大學國際貿易專業證書。鹿女士於二零零六年完成由中國清華大學舉辦之人力資源管理高級經理課程培訓。彼自二零零二年起取得國際項目管理專業資質認證。鹿女士現為上海市楊浦區第十五屆人大代表。

董事及高級管理層

獨立非執行董事

劉紹基先生,58歲,為本公司之獨立非執行董事,審核委員會主席及本公司薪酬委員會與提名委員會之成員。劉先生目前管理由其擁有的管理顧問公司顯仁顧問有限公司。劉先生曾於一家國際會計師行工作逾15年。彼於一九八一年畢業於香港理工學院(現稱香港理工大學)。劉先生為特許公認會計師公會(「ACCA」)及香港會計師公會的會員,彼於二零零二年五月至二零一一年九月為ACCA環球理事會的理事。劉先生目前為億都(國際控股)有限公司、鴻福堂集團控股有限公司及思博系統控股有限公司的公司秘書、北京首都國際機場股份有限公司的獨立監事及濱海投資有限公司、中國醫療網絡有限公司、京信通信系統控股有限公司、富智康集團有限公司及順誠控股有限公司的獨立非執行董事,該等公司的股份於香港聯合交易所有限公司(「聯交所」)上市。彼曾任英裘(控股)有限公司(該公司的股份於聯交所上市)的獨立非執行董事,直至其於二零一六年三月十五日辭任該職位為止。彼亦曾任TCL通訊科技控股有限公司的獨立非執行董事(該公司的股份曾於聯交所上市,並已於二零一六年九月三十日除牌)。劉先生於二零零六年十一月加盟本公司。

李均雄先生,51歲,為本公司之獨立非執行董事,薪酬委員會主席及本公司審核委員會與提名委員會之成員。李先生為何韋鮑律師行之顧問律師。彼分別於一九八八年及一九八九年獲得香港大學的法學士(榮譽)學位及法律深造文憑,其後於一九九一年取得香港執業律師資格,並於一九九七年取得英格蘭及威爾士執業律師資格。李先生目前為網龍網絡控股有限公司、亞洲木薯資源控股有限公司、富通科技發展控股有限公司、新礦資源有限公司、天福(開曼)控股有限公司、中海石油化學股份有限公司、朗詩綠色地產有限公司、紅星美凱龍家居集團股份有限公司、中國金洋集團有限公司、豐盛機電控股有限公司及天寶集團控股有限公司之獨立非執行董事,該等公司之股份於聯交所上市。彼曾任越秀房託資產管理有限公司(為越秀房地產投資信託基金之管理人)、遠東控股國際有限公司及盈進集團控股有限公司(現稱國投集團控股有限公司)的獨立非執行董事(所述管理基金之單位或股份於聯交所上市),直至其分別於二零一四年十月七日、二零一四年十一月十二日及二零一六年四月一日辭任該職位為止。李先生於二零零六年十一月加盟本公司。

李天生教授,68歲,為本公司之獨立非執行董事,提名委員會主席及本公司審核委員會與薪酬委員會之成員。李教授現任台灣逢甲大學講座教授及香港恒生管理學院供應鏈及資訊管理學系榮休教授。由二零零二年至二零零八年,彼為香港中文大學工商管理學院院長,由二零零九年至二零一四年彼擔任恒生管理學院副校長(學術及研究),及由二零零九年至二零一五年出任恒生管理學院供應鏈及資訊管理學系系主任及教授。李教授分別於一九八二年及一九七八年於美國密蘇里大學哥倫比亞校區取得其工商管理博士學位及工商管理碩士學位,彼亦持有台灣國立交通大學的管理科學碩士學位及電子工程學士學位。李教授的研究及教學興趣包括供應鏈管理、品質管理及業務程序重組,彼已於多份學術期刊發表其研究。李教授目前為智易控股有限公司之獨立非執行董事,該公司的股份於聯交所上市。李教授於二零零六年十一月加盟本公司。

高級管理層

馮錦麗女士,50歲,為本集團之首席財務總監。馮女士負責監察及管理本集團整體財務事宜及投資者關係。彼於二零零七年三月加入本集團為內部審計總監,並於二零一零年七月獲委任現時之職位。馮女士於香港城市大學取得行政人員工商管理碩士學位。彼為香港會計師公會及美國執業會計師公會會員。馮女士於核數、財務會計、企業投資及融資、與管理方面擁有逾27年經驗。

馬睿先生,46歲,為安莉芳(中國)服裝有限公司的銷售副總經理。彼負責於中國內地的市場營銷規劃及統籌管理工作。馬先生於一九九二年畢業於長沙大學計算機應用專業,目前正修讀上海財經大學工商管理碩士學位課程。馬先生於一九九八年十月加盟本集團,一直從事營銷各崗位工作。彼於市場實務和營銷管理方面擁有逾23年經驗。

報告編製説明

本報告是安莉芳控股有限公司發佈的首份環境、社會及管治報告。我們參照了香港聯合交易所有限公司(「聯交所」)發佈的《環境、 社會及管治報告指引》編製了本報告。

在本次報告撰寫過程中,安莉芳委託了獨立顧問機構與我們的相關方進行了充分的溝通,力求報告涵蓋的信息滿足聯交所對本 報告重要性、量化、平衡、一致性的四大原則要求。集團將持續加強報告資訊收集工作,以提高我們在可持續發展事項上的表 現和披露情況。

本報告概述了集團於2016年1月1日至2016年12月31日期間在環境、社會及管治方面的政策方針、努力和成果。除非特別説明, 報告的組織範圍涵蓋本公司及所有附屬公司。

稱謂説明

為了方便表述和閱讀,本報告中的「安莉芳」、「公司」、「我們」均指「安莉芳控股有限公司」。

數據來源及可靠性保證

本報告的數據和案例主要來源於公司統計報告、相關文件。公司承諾本報告不存在任何虛假記載、誤導性陳述,並對其內容真 實性、準確性和完整性負責。

確認及批准

本報告經管理層確認後,於2017年3月23日獲董事會通過。

前言 一 美麗事業 因愛而美

安莉芳集團作為中國的內衣企業,致力於以行動為內衣企業賦予更豐富的內涵及更廣闊的意義。我們的理念是堅 持促進社會、經濟和環境平衡共融;行事要對個體有益,對社會有益,對自然有益,三者合一,方可成就大公益。 在集團行政總裁鄭碧浩女士的帶領之下,我們在業務的各個環節均實踐了我們的理念。我們堅持為顧客提供最安 全及舒適的產品,由原料入手嚴控質量和有害物質含量;我們關注營運對環境帶來的影響,因此早在2006年已經 開始以生態原則設計、建設和營運生產設施;我們的成功與員工的努力密不可分,因此我們致力於提升員工的歸 屬感;我們亦相信促進中國女性健康是公司的重要使命,因此連續10年支持以女性健康為主題的公益活動。

展望未來,安莉芳將繼續努力,追求卓越,將讓女性形體美,生活更美的美麗事業不斷推向前進。

美麗匠心 品質保障

安莉芳的使命是為顧客提供舒適、健康又不失時尚的內衣產品。安莉芳是中國女性內衣行業首家獲得ISO管理認證 和綠色生態紡織品「十環標誌」認證的企業。從原材料的挑選到對製成品的加工,我們在生產過程的各個環節均嚴 格為大眾把關,確保所有物料質量得到嚴格控制,為廣大女性提供健康綠色的「第二肌膚」。安莉芳亦非常重視對 前線導購人員的培訓,用心聆聽每一名客戶的意見,讓顧客得到最滿意的服務。

什麼是「十環標誌」?

「十環標誌」是「中國環境標誌」的俗稱,此標誌由中國環境標誌產品認證委員會頒發。它表明產品不僅質量合格,而且在生產、使用和處理處置過程中符合特定的環境保護要求,與同類產品相比,具有低毒少害、節約資源等環境優勢。標誌使得消費者易於了解哪些產品有益於環境,便於消費者進行綠色選購。認證機構會每年對安莉芳進行年檢,確保安莉芳的表現持續達到認證標準的要求。「十環標誌」的第三方認證制度與各國環境標誌做法相一致,目前已經與德國、韓國、日本以及澳洲等國家及地區簽訂了環境標誌互認合作協定,即獲得「十環標誌」的產品在這些國家及地區亦會被承認為合格的環保產品。



嚴控品質

安莉芳有一套高效、嚴謹的質量管理體系,各種程序、標準和控制措施的有效運行,使安莉芳在產品質量、產品安全、環保方面能持續符合各種標準的要求。

安莉芳簽署了《內衣行業質量安全承諾書》,承諾進貨時對原輔料進行檢驗,確保質量符合國家、行業標準。簽署《承諾書》亦代表安莉芳承諾不作虛假或誇大宣傳、誤導消費者等行為。

供應商管理

確保內衣產品的安全和舒適由控制來料品質開始。安莉芳非常重視原料的品質,以及供應商在來料質量、環保及 勞工等事項上的表現。

在安莉芳決定和新的供應商合作之前,由採購部、設計部、質量部、研發部及品牌中心組成的團隊(下稱「審核團隊」)會按既定流程對新供應商進行來料質量、營運風險方面的審核,當中亦包括對環境及社會表現的審核。審核 合格後才可以被列為可選用供應商。

我們要求所有的供應商向安莉芳所提供的生產原料均必須取得Oeko-tex認證,或簽署同樣程度的品質及環保保證。 基於其行業特性,部分供應商的污水處理表現好壞對環境有重大影響,因此安莉芳亦要求供應商必須有合適的污水處理措施。對未能滿足上述要求的供應商,安莉芳會終止與其合作關係。截至2016年12月31日,除少數小型手工加工服務供應商獲轄免審核外,安莉芳的供應商均達到以上條件。安莉芳明白製衣行業的僱員議題一向為社會人士所關注,因此會留意供應商是否符合SA8000及WRAP(國際社會責任認證組織)等勞工規定。

什麼是Oeko-tex認證?

Oeko-tex Standard 100為一生態紡織品標籤,由國際環保紡織協會制訂,用以證明紡織和成衣製品對人體健康構 成不良影響的有害物質含量達到安全標準。

對於十幾家現有主要的供應商,安莉芳的審核團隊會不定期走訪其廠房,加深合作,亦同時留意供應商的ESG管 理狀況。安莉芳會對供應商的來貨作嚴格檢測,如遇現有供應商的來貨質量持續出現異常,審核團隊會對該供應 商進行再評估;基於互惠共贏的原則,安莉芳會協助供應商持續提升來料質量表現,保障供料質量。

如經審核後發現該供應商未能符合安莉芳的要求,安莉芳會即時暫停與該等供應商的合作,並在採購系統上作凍 結處理,以防止在供應商表現合格前與其繼續有業務來往。

按地區劃分,安莉芳的供應商數目

地區	供應商數目
中國	112
其他亞洲地區	30
歐洲	10
總數	152

檢驗檢測

優質內衣面料的甲醛含量、pH值等多項指標都必須得到嚴格控制。 而從蕾絲花邊、棉杯、裡料到肩帶,都要求輕盈、柔軟、透氣、環 保,具有良好的功能性,呵護女性健康。安莉芳內衣產品在出售之 前,需要通過合共30多項嚴格的物料檢測。這些檢測包括環保性檢 測、安全性檢測、舒適性檢測、功能性檢測及耐用性檢測等。

給顧客的承諾

除了提供優質、安全的產品之外,我們在銷售環節亦非常強調為顧 客提供貼心的服務,並滿足客戶的合理要求,以回報顧客對安莉芳 的支持。



服務品質

安莉芳在全國總共有2,067個銷售點,由導購人員為顧客服務。為確保導購人員知悉並達到我們的服務標準,我們為導購人員提供一系列的培訓和考核:新入職人員需要通過崗前培訓、專櫃實習、轉正考核;在職導購需要通過每月培訓、產品知識考核等。

有效的投訴處理機制也是保障服務質量的重要工具。我們在確保暢通的意見反饋渠道外,亦會對收到的意見進行有效的處理,發現問題,及時溝通、解決或改善。例如,若證實客戶反饋的導購服務質量不達標的現象,安莉芳會及時採取適當行動,包括提供再培訓,提升其服務意識和質量。

聆聽顧客聲音

如客戶希望就產品和服務質量提供反饋意見,可致電安莉芳的客戶服務熱線。安莉芳承諾如證實產品質量存在缺陷,將無條件提供退換貨服務。銷售部門受理顧客對於產品的投訴後,會將投訴品和投訴信息轉交質量部門的顧客投訴鑒定專員,1天內完成投訴樣品的分析和鑒定。顧客投訴受理人員將投訴處理及鑒定結果回饋至顧客。

個案處理後,我們會致電有關顧客,了解其對個案處理的滿意程度。同時,我們亦會了解顧客對當事導購人員的服務滿意度。2016年,安莉芳透過電話回訪機制訪問的顧客對個案處理的滿意度高於99%。

為全面貫徹安莉芳對質量的承諾,安莉芳還制定了《質量事故處理管理細則》,如安莉芳發現有同款產品上市後出現批量性質量問題的顧客投訴,便會對該批次的產品進行深度的檢查, 甚至啟動產品回收流程。



保障客戶私隱

顧客可申請成為安莉芳VIP會員,以享用各種優惠。在登記過程中,安莉芳會取得顧客的電話號碼等個人信息。安莉芳對此等資料進行小心的處理,以保護客戶的私隱。銷售點的電腦不會保存任何VIP會員資料。銷售點及各地辦事處只有存取在當地開戶 VIP會員資料的權限,限制了各銷售點對會員資料的存取。另外,總部與銷售點之間以加密方式傳輸數據。

尊重知識產權

內衣的設計、功能和生產工藝日新月異,不同的內衣品牌均有其品牌特色。對內衣企業而言,知識產權為重要資產,給予企業 競爭優勢。

尊重其他同行企業的知識產權,可促進行業競爭和創新。安莉芳向來堅持自主創新獨立設計的開發原則,不抄襲、不模仿、不 盲從。為了減低被指侵犯他人版權的可能性,安莉芳多作市場研究,了解市場動態,留意其他企業推出的產品的款式,避免設 計雷同;從供應商處選料時會多向商家了解市場情況,確保不會出現同款競爭的情況。安莉芳亦不會直接使用從開放管道獲得 的圖案,避免出現與其他企業共享同一款圖案的情況。工藝方面,安莉芳設置專業技術人員每季度查閱內衣行業的相關專利項 目,對比其他內衣企業的專利技術,做出相關的工藝分析,避免侵犯他人的知識產權。

安莉芳崇尚創新,在設計、工藝團隊和其他成員的努力之下,安莉芳現為25個行業標準的起草單位,並擁有自主研發專利技術40多項(詳情可參閱年報內管理層討論及分析一章)。為保護我司使用自主參與設計開發的款式、物料、花型的權益,我們會與合作供應商簽訂保密條款,防止設計外泄。

美麗工程 綠色經營

抱著「對自然有益」的理念,安莉芳一直以來都非常關注營運的不同環節與自然環境的關係,為自然環境的可持續發展出力。安莉芳的主要環境足印在於工業園的營運及生產流程,因此我們會對此兩項作集中討論。早在2006年,安莉芳已經開始規劃綠色工業園。現時安莉芳兩個主要的生產基地 — 山東工業園及常州工業園 — 均貫徹了低碳環保的理念。此外,在生產的過程中,按照安莉芳《資源能源節約控制程序》及《資源能源節約管理規定》,我們致力於減少原材料的浪費,並通過不同途徑盡量使餘料得以重複利用。

打造綠色運營地

安莉芳非常注重減少生產基地的環境影響。山東工業園及常州工業園為安莉芳現時主要及較近期落成的生產基地。這兩個工業園從規劃到設計再到落成,每一環節都非常注重節能減排的環保理念,重視實現工業與自然的可持續發展,堪稱「美麗工程」。

針對工業建築供熱空調系統常規能源消耗高的現狀,兩個工業園均採用大型中央空調地源熱泵系統,充分利用深層岩土冬暖夏涼的特點調節溫度,開闢了工業建築供熱空調節能減排新途徑。地源熱泵中央空調相比較其他形式中央空調系統節能約40%,並可減少大氣污染物及工業廢棄物的排放。山東及常州工業園一年內因此可以分別節省約1.760及372兆瓦時的用電量。



為進一步降低廠房內對空調的需求,山東廠房在夏天通過庭院新風噴霧系統對員工工作崗位對點送風,降低室內溫度及淨化空氣。內庭院裝有噴霧頭,使庭院的溫度降低,新鮮的冷空氣通過抽風機由地下管道進入車間進行降溫。該系統年節約用電約125兆瓦時。常州工業園夏季配備電動窗簾及外遮陽設施,可阻擋陽光,減少室內冷氣流失,節約能源約10%—15%。

廠房外牆的選料亦有助大幅降低能耗。山東工業園採用鋼混框架結構,牆體及屋面採用加氣混凝土砌塊、混凝土聚苯板、鋁錳 鎂板、保溫玻璃棉等物料。常州工業園廠房、宿舍外牆均採用鋁板保溫一體板、屋面採用多功能輕質泡沫混凝土、外窗、玻璃 幕牆採用斷橋隔熱玻璃。節能可達到50%。

照明方面,工業園的廠房屋面設置了防紫外線的採光天窗,在春、夏、秋、冬四季均可充分利用自然光,一年可節省用電量約790兆瓦時。現時兩個工業園的室外照明主要為太陽能燈及LED燈,年節省電力約為142兆瓦時。常州工業園樓梯間和走廊照明採用紅外線感應開關控制,一年節省用電量約4.7兆瓦時。

我們亦推行多項措施以優化水資源使用效益,例如: 工業園區綠化景觀用水可循環再用,日常廢水在經自 建的生化污水處理站處理後亦可回用作景觀用水,既 美化環境,又節約用水。園內食堂餐飲廢水經隔油池 處理後與生活污水接入污水管網進入市政污水處理廠 集中處理。



五 果園內的採尤大園,便至內空间可 充分使用自然光,減少對電燈的依賴

美麗的綠色工業園



我們的兩個工業園並不是一般的生產基地:其在建築上結合了天然植披和河道,風光如畫,絕對是安莉芳對自然環境承擔的最 佳體現。工業園不時會接待合作夥伴和客戶等訪客,使他們深入了解集團的環保理念;此舉有助提升我司的品牌價值。

利用天然的土壤和河道,我們在工業園內種植了有機農作物如小麥、玉米等,並利用這些農作物製作如全麥粉等農產品供集團內部使用及提供予員工及訪客;我們亦放養了鴨鵝,以草料餵飼;水中糞便作為池塘養魚餌料,圈內糞便作為有機肥料原料。如是者,在工業園內構成了生態鏈。

我們在常州工業園內亦種植了果樹和蔬菜,產出物用於客人接待及員工膳食。

來廠參觀的賓客對安莉芳公司不僅注重經濟效益,同時注重社會及環境效益,將可持續發展理念落實到實處的做法表示欣賞。

另外,安莉芳亦致力於降低深圳生產基地的環境影響。深圳的生產車間及辦公室2,948支照明燈已全部更換成LED燈,使生產車間照明用電節省約40%;設備現採用節能馬達,並定期進行維修保養工作,維持設備良好使用狀態,使生產車間設備用電節省約10-13%。深圳廠房將員工盡量安排在同一地點工作,並控制加班安排,使空調及電燈可以在集中的區域和時段使用。

集團在香港及上海的辦公室均使用LED燈照明,單單是香港的辦公室便在年內節省約15兆瓦時耗電。我們要求員工在不使用照明、顯示屏、空調時要關掉,減少浪費。以上措施可節省耗電約6-10%。內地專賣店試衣間由50瓦石英燈改為15瓦LED燈,並設置開關,在無人使用時可以關燈。以上措施一年可減少耗能400兆瓦時。香港17間專賣店在2016年全部改用LED燈,一年可節約大約174兆瓦時耗電。



安莉芳2016年度的總能耗為17,748兆瓦時。



安莉芳2016年度的總耗水量為2178.036立方米。



安莉芳2016年度總碳排放量為36,331噸二氧化碳當量。

推行綠色生產

安莉芳主要的生產流程為造模、原料裁切、縫製及包裝。生產過程並無牽涉漂染及洗水等產生大量污水的工序。我們識別出的主要環境影響為邊角料 — 如布料及海棉 — 的產生:此等環境影響可以透過優化設計方案、提升對原料的利用率,以及回用產生的邊角料兩方面去減少。

年內,安莉芳引進國際先進的自動軟件,優先選取原料利用率高的布料裁切方案,布料利用率較未引進軟件前提升了2%。此軟件正逐步在三個生產基地推行。

工藝部門負責制訂產品的裁料利用率指標。生產過程中,生產部門會嚴格按照工藝部門制定的方案,嚴格控制物料的使用,減少物料浪費及餘料產生。

廠房所產生的餘料主要為海綿、布料、輔料的邊角料,以及廢舊紙箱;另外有少量廠房工作人員及公寓住宿人員所產生的生活 垃圾。邊角料經過打包機壓縮後,全部交有資質的回收單位做無害化處理。包裝材料及生活垃圾按照可回收和不可回收進行分 類,由市政環衛機構每日用環衛垃圾車運出園區做相應處理。

¹ 能耗不包含安莉芳位於內地的專賣店及銷售辦事處。安莉芳將自 2017 年起統計內地專賣店耗電量。相對於整個集團的總耗能量而言,銷售辦事處耗能並不重大,不予統計。

² 耗水量統計範圍為山東、常州及深圳生產基地及辦公室。安莉芳在其他地點的業務不涉及大量耗水,不予統計。

³ 碳排放包括範疇一及二的碳排放。範疇一碳排放包含集團使用車輛燃油所涉及之碳排放;範疇二為集團的電力使用量,統計範圍與「能耗」相同。

常州工業園的「升級再造」

常州工業園人員獨具匠心,盡量利用邊角餘料製作一些小物件,如椅套、圍巾、手套等,用於內部福利或員工活動時的獎品等,提升餘料價值。



2016年起,安莉芳產品所用的包裝膠袋為厭氧分解塑膠所製,在被填埋的情況下會開始被分解。另外,銷售點現向顧客提供之 紙袋為不過膠紙袋,可以直接回收。



2016年,安莉芳的整體裁料利用率約為84%。



年內安莉芳回收了邊角料及包裝物料92噸4。



年內安莉芳使用了布料560噸,海棉349噸,厭氧分解膠袋338噸。

美麗團隊 貼心關愛

優秀的人力資源是集團的核心動力。集團依靠優秀的團隊,保障集團的產品和服務品質,實踐經營理念,確保業務的可持續發展。因此本集團透過舉辦培訓課程、文化活動及改善員工福利,提升員工的歸屬感,培養美麗團隊。

遵循勞工法例

我們的人力資源管理政策符合中華人民共和國《勞動合同法》及香港特別行政區《僱傭條例》的要求。不論是製作內衣的工人、抑或服務客戶的導購員,安莉芳集團均致力為他們提供良好的工作環境。

公司遵循平等自願、協商一致的原則按國家規定簽訂勞動合同,對於勞動合同到期的員工及時續簽合同,對於崗位發生變化的員工及時變更合同內容。公司各項人力資源制度均參照勞動合同制定,包括對員工的選用及培養、工資發放、提供工傷、病假待遇、解除勞動關係情況等,均按勞動合同法規定操作。

邊角料及包裝物料回收量為山東工業園及常州工業園之數字,深圳廠房所產生之餘料由承包商每天處理,未有統計數字。

我們為所有員工提供法定最低工資標準以上的合理薪金及各項福利。生產人員按件發薪,如因效率過低,薪金未滿本地最低工資標準,公司會按本地最低工資補足。如遇加班情況,公司按勞動法規定給付加班費或給予調休。公司根據件日薪員工工作年限,提供長期服務獎;根據月薪員工表現,提供績效獎金。在國內,除為員工提供五險一金法定福利以外,還提供住房補貼、出勤補貼、季度獎金、帶薪年休假、人身意外保險、員工體檢、女員工婦檢、年功獎、廠慶聯歡、郊遊、節日活動、生日慰問、困難職工慰問等福利。

工時方面,國內生產基地及辦公室員工執行標準工時制,每週工作不超過40小時;法定節假日、年休假、婚、喪、產、哺乳及陪產假等有償假期均嚴格按照國家及省市規定執行。因特殊原因需要延長工作時間的員工,為保障他們的身體健康,工作時間每日最多只可延長3小時,而每月累計不得延長



超過36小時。國內銷售員工實行「綜合工時制」;員工享受有薪年休假;加班按國家規定核算加班費。香港辦事處員工工時為每天8.75小時,每週工作5天;香港銷售員工工時為每天9小時(包括1小時有薪午膳時間),每週工作6天。

公司在招聘及用人方面堅決杜絕使用童工;本著「以人為本,寬嚴相濟,和諧競爭,共享信息」的企業管理理念,從未有過強迫勞動的現象存在及發生。另外,安莉芳致力為所有人提供平等就業、培訓及事業發展機會;不因性別、民族、種族、宗教信仰、懷孕、殘疾、婚姻狀況或家庭崗位等不同而在表現評核及薪酬設計等方面對員工有差別待遇。公司通過制定全方位的人才發展通道,為所有員工提供平等的縱橫向發展通道;考核指標只針對崗位要求。公司不會容忍針對任何員工的直接或間接歧視行為。

如員工發現不符合勞動法的行為,他們可以以匿名方式通過郵件、員工意見箱等渠道,向其主管、人力資源部門、審計中心或工會投訴。安莉芳其他收集員工意見的渠道包括總經理信箱、季度行政面談及年度滿意度調查。

建設最美團隊

安莉芳視每一位員工為大家庭的一份子,並組織了不同的活動,豐富員工的業餘生活、凝聚團隊、建立歸屬感。



首先,集團位於山東及常州的工業園,環境均廣闊宜人,設有寬敞的休憩及健身空間,為員工創造了一個綠色、舒適、健康及和諧的工作生活環境。安莉芳會為員工舉辦各種文康活動,例如為員工慶祝生辰、舉辦文化活動、生產手藝競賽、單身員工聯誼活動、各種年會及聚餐等。各廠區亦舉行了乒乓球賽、籃球賽、趣味運動會、遠足等活動,亦設有健身場地、籃球場、乒乓球室等,支持員工進行身體鍛煉。

作為一間關注女性健康的企業,我們自然亦關注員工的身心健康。例如,安莉芳位於深圳的廠房為員工安排 了已婚育齡婦女健康檢查。



工作健康及安全

作為一家服裝企業,公司十分注重員工職業健康及安全管理,並設安全管理部統籌職安健事宜。公司訂有一系列安全類文件,例如《安全生產管理規定》、《工作環境管理程序》、《緊急事件應急救援預案》等。安全專員日、周、月進行全面安全檢查,並建立《安全隱患整改記錄》,以此監督各個部門有效整改並檢查監督。

安莉芳針對生產車間的三項主要安全風險均有控制措施:一、生產設備如裁床具有一定危險性,我們會為操作生產設備的員工提供如防斷針飛濺傷眼的擋板和護目鏡,以及防止旋轉帶刀傷手的防割鋼絲手套,杜絕意外傷害發生。各作業崗位都制定了安全操作程序並在各工位清晰標識,員工可隨時查閱依循。車間易發生安全事故的區域及設備上亦有增加必要的警示。二、為防止員工受粉塵污染的影響,我們為員工配備防塵口罩,車間設計上亦講求通風,而室內空氣濕度儘量保持在40%-70%之間。三、機器噪音亦可能為車間的員工帶來影響,在嚴格遵循國家規定的噪音衛生限值,並為生產員工配備耳塞。

安全意識及防範技能培訓亦是確保員工工作安全的重要一環,生產人員所接受的培訓包括《刀床操作安全細則》、《生產設備日常 保養制度》、《裁制生產設備安全操作規程》、《自動裁床操作指南》、《刀床與電剪操作安全事項》等。員工入職後都經過廠級、車 間級和班組級三級安全培訓,掌握相關安全知識、規章和安全工作須知。生產車間員工並須經過崗位培訓技能達標後方可上崗 操作。

公司定期組織全員消防疏散演練、消防安全知識倡導,在業務地點主要通道口張貼《火災疏散示意圖表》,建立應急準備及響應 措施,使員工能冷靜應對緊急情況。

安莉芳留意到前線導購員工在銷售店工作時或因站立太久而引致靜脈曲張,取貨搬貨姿勢不正確亦或會導致手臂及腰部勞損。 我們會提示員工正確的取貨及搬貨姿勢,並規定取貨時每包存貨不能過大。一旦發生工傷事故,我們要求部門保留一份完整的 工傷記錄,包括意外發生的地點、日期、受傷的員工數據、意外的經過等,讓我們能夠定期監測工傷率以及評估安莉芳在工作 健康和安全的表現。公司發現導致工傷事故的主要原因為安全意識不足及防範措施不足。未來,我們會加強崗位安全培訓,提 升員工的安全意識,確保集團的安全管理規定及作業指引能有效實施,致力預防意外發生,從而減低工傷事故發生的嚴重性及 事發率。

17 5 1
1
女
0.78
0.08
0.15
0.98 2.04 0.59

員工培訓

公司重視為員工提供合適的培訓,提升工作技能。大部分為辦公室員工及導購人員的培訓依託網絡學院進行。此在線學習平台 有助公司實踐現代化培訓管理體系,並實現對人員培訓進度的管理控制。安莉芳網絡學院採用學分制管理,學員每季度必須完 成6學分,才算達標。網絡學院的培訓內容有三種:一為新職人員培訓,即規章制度、職位説明書、新員工入職指南、新職桌面 應用指南、質量環境意識培訓、消防安全、安莉芳5S管理辦法等;二為對應專業崗位技能類知識培訓,例如銷售部門的《品牌商 品形象、服務與銷售》;三為晉升、調動人員培訓,此為根據人才測評結果分析,安排其需要在知識、技能、態度等方面的課程 培訓。

- 工傷是指公司員工在從事職業活動或者與職業活動有關的活動時所遭受的不良因素傷害和職業病傷害。只要是從事職業活動或與職業活 動有關的活動,公司均會向社保局申報工傷,社保局認定為工傷的當成工傷處理,社保局未認定為工傷的,發生的相關醫療費用由公司 予以報銷。
- 工傷率之計算方式為(工傷宗數÷年度總工作時數×200,000)。

對於生產部門的員工,安莉芳會提供線下培訓,內容包括消防安全類、職業健康安全類、特殊工種安全類、應急救護類、質量環境體系類、崗位技能提升類、產品知識類、質量意識類、智能化設備操作類等等。

生產部門6.8 小時銷售部門6.5 小時

 其他部門
 23.2小時

 集團平均
 12.1小時

按部門劃分,安莉芳員工的每年平均受訓時數

美麗行動 守護女性之美

安莉芳抱著「對社會有益」的理念,致力為內衣行業營造廉潔的風氣,聯同夥伴機構推動中國內衣行業的發展,期望行業的水平獲得整體提升,為中國的婦女提供更加優質、健康且時尚的產品。與此同時,安莉芳亦熱心公益,多年聯同中國婦女發展基金會,組織公益行動為少數民族地區的貧困婦女送上關愛。在香港,安莉芳於年內捐贈產品予非牟利機構,並積極響應香港的慈善会益活動。

於2016年,安莉芳向香港乳癌基金會捐贈了總值約港幣10.341的內衣產品。

廉潔營商

安莉芳致力為內衣行業營造廉潔的風氣。我們承諾恪守廉潔的營商原則,絕不容忍任何賄賂或受賄行為。集團的《反商業賄賂協議》列明集團對賄賂行為的零容忍政策,對收受賄賂的行為有明確處理規定。《協議》適用於安莉芳所有員工;供應商在與安莉芳簽訂正式的採購合同前,亦會被要求簽署此協議,以確保供應商知悉安莉芳的廉潔方針。審計中心會定時檢查供應商是否都已簽訂《協議》。

集團設有專用的舉報郵箱,供任何人士匿名舉報行賄受賄行為。根據《行政處分管理規定》,如員工證實牽涉行賄受賄,將遭無條件解僱:情節嚴重構成犯罪的,將移交司法機關追究刑事責任。

2016年,集團並沒有收到懷疑賄賂及其他不當行為的舉報,亦沒有對安莉芳或其員工提出並已審結的貪污訴訟案件。

推動中國內衣行業發展

安莉芳為不同內衣行業協會的理事單位,一直透過主辦、協辦、贊助各種活動,提升行業水平,發掘行業新秀。2016年,安莉芳擔任理事的行業協會包括深圳市內衣行業協會、中國針織工業協會、深圳市服裝行業協會、深圳紡織協會及上海服裝行業協會等10個。

其中,安莉芳作為深圳市內衣行業協會的會長單位,支持協會聯繫業界、政府部門、學界人士,在近兩年共同推出各種創新項目,如創辦深圳市尚源內衣眾創空間和深圳市心衣內衣創新研發中心,培育潛力品牌,促進產業轉型升級為核心理念。



中國國際家居服文化創意設計大賽

深圳市內衣行業協會連續第4年舉行中國國際家居服文化創意設計大賽,並繼續獲安莉芳冠名贊助。大賽的目的為更好地倡導「設計提升生活品質」的居家生活理念,並培育更多的居家衣飾優秀創意設計人才,提升中國居家衣飾產業的設計水平。經歷多年發展,此項比賽已經成為國內具有較高知名度的權威性大賽,不僅為行業輸送了大量優秀的設計人才,也為家居服注入了新的強勁活力。

藍絲帶公益行動十周年

「藍絲帶行動」是安莉芳集團與中國婦女發展基金會聯合發起的呵護女性、回饋社會的公益項目,是安莉芳集團創造美、傳遞美、幫助中國婦女實現美麗蜕變的美麗工程。從2006年至今,安莉芳藍絲帶慈善公益行動已經走過10年歷史,足跡遍佈國內21個省市自治區,先後為壯族、瑤族、滿族、苗族、侗族、朝鮮族、蒙古族、藏族、傣族、羌族等多個少數民族地區的貧困婦女捐贈了價值總額累計人民幣4,269.56萬元的愛心物資。

十年喚醒愛、只為創造美

安莉芳與中國婦女發展基金會合作為深圳、上海、山東、江蘇、遼寧、陝西及天津需要幫助的女性同胞送上總計價值人民幣612.45萬元的愛心物資。其中,「大愛至誠」藍絲帶行動先後走進陝西省青木川古鎮和遼寧省新賓滿族自治縣,為羌族、滿族少數民族婦女送贈愛心物資,包括安莉芳員工在內的藍絲帶行動義工,前往受捐人士家中探望,並送上捐贈物資。授人以魚不如授人以漁,安莉芳特別邀請健康專家向當地婦女傳遞女性健康保健知識。



連續10年的藍絲帶公益慈善活動,使得公益早已成為安莉芳義不容辭的社會責任和企業文化。愛心慈善是一項長期事業,作為國際著名內衣企業,安莉芳集團將會攜手社會各界,共同努力,為中國女性公益事業盡一份綿薄之力,讓愛心在中國各地連綿傳遞,讓愛傳承。



安莉芳藍絲帶義工們慰問青木川當地少數民族貧困女性。



健康專家隨同安莉芳義工對向少數民族女性傳遞健康知識。

相關方溝通及重要性分析説明

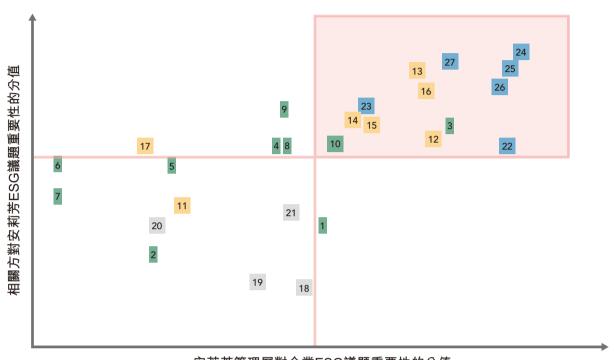
我們相信,認真聽取各相關方的意見有助於我們客觀、全面地評估集團的環境、社會及管治表現。因此,在日常運營中,我們會通過各種的溝通渠道,與不同的相關方就各個事項進行溝通。

由於這是我們首次發佈正式的環境、社會及管治報告,在籌備本報告的過程中,特委託獨立顧問機構開展了針對各項環境、社會及管治議題的相關方溝通。溝通對象為安莉芳的主要相關方群體,包括員工、投資者、顧客、供應商、商場合作方、社區夥伴、行業協會等。溝通形式主要為問卷調查、小組研討會及單獨訪談。我們通過多元化的方式,結合定量與定性分析,深入了解相關方對安莉芳在環境、社會及管治方面表現的認知和評價,以及對未來工作及報告的期望。

我們通過重要性評估,對不同的環境、社會及管治議題進行了優先次序排列。重要性評估以相關方調查結果及管理層工作坊的 討論結果為兩大主要依據,分別從兩個維度判定各個議題對安莉芳的重要性高低。

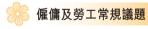
從重要性評估的結果,我們得出如下13項作為安莉芳在環境、社會及管治方面的重點事項。我們也已在本報告相應的章節中對該項工作的管理方法及表現作出相關披露。

安莉芳環境、社會及管治議題重要性分析矩陣圖



安莉芳管理層對企業ESG議題重要性的分值









營運管理議題

序號	分類	環境、社會及管治議題
3	環境議題	原材料的使用情况及其對環境的影響
10		與供應商協力提升在環境事項的表現
12	僱傭及勞工常規議題	提高員工忠誠度
13		保障員工的職業安全健康
14		提供員工的培訓與教育
15		防止使用童工及強迫勞動
16		符合勞工法例要求
22	營運管理議題	反腐倡廉
23		優先選用環境和社會表現較佳的供應商
24		保障產品質量
25		保障服務質量
26		尊重知識產權
27		保護消費者的隱私及個人信息

分析所得的結果是我們編製本報告的一個重要依據。同時,相關意見也為我們制定未來發展戰略提供有力支持。

《環境、社會及管治報告指引》索引

層面	•	一般披露	及
----	---	------	---

關鍵績效指標	描述	披露段落	附註
層面 A1:排放物			
一般披露	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的: (a) 政策;及 (b) 遵守對發行人有重大影響的相關法律	美麗工程 綠色經營 (第87頁)	
	及規例的資料。		
關鍵績效指標A1.1	排放物種類及相關排放數據。		安莉芳的業務不涉及 對外大量排放空氣及 水污染物,因此未有 統計。
關鍵績效指標A1.2	溫室氣體總排放量(以噸計算)及(如適用) 密度。	打造綠色運營地(第88頁)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
關鍵績效指標A1.3	所產生有害廢棄物總量(以噸計算)及(如適 用)密度。		安莉芳的業務不涉及 對外大量危險廢棄物, 因此未有統計。
關鍵績效指標A1.4	所產生無害廢棄物總量(以噸計算)及(如適 用)密度。	推行綠色生產(第90頁)	
關鍵績效指標A1.5	描述減低排放量的措施及成果。	打造綠色運營地 (第88頁)	
關鍵績效指標A1.6	描述處理有害及無害廢棄物的方法、減低產 生量的措施及所得成果。	推行綠色生產(第90頁)	
層面 A2:資源使用	++++D7777/-1714/75		
一般披露	有效使用資源(包括能源、水及其他原材料) 的政策。	美麗工程 綠色經營 (第87頁)	
關鍵績效指標A2.1	按類型劃分的直接及/或間接能源總耗量及 密度。	打造綠色運營地(第88頁)	
關鍵績效指標A2.2 關鍵績效指標A2.3	總耗水量及密度。 描述能源使用效益計劃及成果。	打造綠色運營地(第88頁) 打造綠色運營地 (第88頁)	
關鍵績效指標 A2.4	描述於獲得水源上面對的問題,以及提升用水效益計劃及成果。		安莉芳生產及其他業 務不涉大量用水,而 在獲取水源上並無特 別問題,因此在生產 層面未有提升用水效 益計劃,但在工業園 內會循環使用景觀用
關鍵績效指標A2.5	製成品所用包裝材料的總量及(如適用)每生產單位佔量。	推行綠色生產(第90頁)	水。
層面 A3:環境及天然資			
一般披露	減低所屬機構對環境及天然資源造成重大影 響的政策。	打造綠色運營地(第88頁)	
關鍵績效指標 A3.1	描述業務活動對環境及天然資源的重大影響及已採取的行動。	美麗的綠色工業園 (第89頁) 推行綠色生產	

(第90頁)

扇面、一处块霓75

環境、社會及管治報告 2016

政策;及

(a)

層面、一般扱路及 關鍵績效指標	描述	披露段落	附註
層面 B1:僱傭 一般披露	有關薪酬及解僱、招聘及晉升、工作時數、	美麗團隊 貼心關愛	

/3/ 3// 1/1			
	假期、平等機會、	· 多元化、反歧視以及其他	(第91頁)
	待遇及福利的:		

(b) 相關法律及規例的資料。 關鍵績效指標 B1.1 按性別、僱傭類型、年齡組別及地區劃分的 建設最美團隊(第93頁) 安莉芳認為按性別及 僱員總數。 部門劃分能更好地反

關鍵績效指標 B1.2 按性別、年齡組別及地區劃分的僱員流失比 安莉芳 2016 年之 男性率。 員工流失率為 6.79%, 女性為 8.79%。

層面 B2:健康與安全 一般披露 有關提供安全工作環境及保障員工避免受職 工作健康及安全(第93頁)

業性危害的:
(a) 政策:及
(b) 相關法律及規例的資料。

關鍵績效指標 B2.1 因工而死亡的人數及比率。 2016年,安莉芳並無 員工因工作原因死亡。 關鍵績效指標 B2.2 因工傷損失工作日數。 工作健康及安全 安莉芳未有計算因工

(第**93**頁) 傷損失工作日數。我 們認為工傷率為較佳

之績效指標。 關鍵績效指標 B2.3 描述所採納的職業健康與安全措施,以及相 工作健康及安全

關執行及監察方法。 (第93頁) 層面B3:發展及培訓 一般披露 有關提升員工履行工作職責的知識及技能的 員工培訓(第94頁)

一般披露 有關提升員工履行工作職責的知識及技能的 員工培訓(第**94**頁) 政策・描述培訓活動。

關鍵績效指標B3.1 按性別及僱員類別劃分的受訓僱員百分比。 所有員工均有接受公司提供的培訓。

關鍵績效指標B3.2 按性別及僱員類別劃分,每名僱員完成受訓 員工培訓(第94頁) 的平均時數。

 層面 B4: 勞工準則
 有關防止童工或強制勞工的:
 遵循勞工法例(第91頁)

(a) 政策;及
(b) 相關法律及規例的資料。

關鍵績效指標 B4.1 描述檢討招聘慣例的措施以杜絕童工及強制 遵循勞工法例(第91頁) 勞工的方法。

關鍵績效指標B4.2 描述在發現違規情況時,所採取的行動。 遵循勞工法例(第91頁)

層面 B5: 供應鏈管理

一般披露

管理供應鏈的「環境及社會風險政策」。

嚴控品質 — 供應商管理
(第85頁)

關鍵績效指標 B5.1

按地區劃分的供應商數目。

嚴控品質 — 供應商管理
(第85頁)

關鍵績效指標 B5.2 描述聘用供應商的慣例,向其執行有關慣例 嚴控品質 — 供應商管理的供應商數目,以及有關慣例的執行及監察 (第85頁)

方法。

時數為736小時。

環境、社會及管治報告 2016

層面、一般披露及 關鍵績效指標	描述	披露段落	附註
層面 B6:產品責任 一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的: (a) 政策:及	美麗匠心 品質保障 (第84頁)	
關鍵績效指標 B6.1	(b) 相關法律及規例的資料。 已售或已運送產品總數中,因安全與健康理 由而須回收的百分比。		2016年,安莉芳並無 因安全與健康理由需 要對產品作出召回; 但曾因有一定數量顧 客對某款產品的質量 作 出 反 饋, 召 回 20,000餘件產品。
關鍵績效指標 B6.2	接獲關於產品及服務的投訴數目以及應對方法。	給顧客的承諾 — 聆聽顧客 聲音(第87頁)	安莉芳認為「顧客投訴率」(即顧客投訴所涉產品件數與同期產品累計銷售件數之比率)相比投訴數目為更合適的績效指標。2016年顧客投訴率為0.0119%。
關鍵績效指標 B6.3 關鍵績效指標 B6.4	描述與維護及保障知識產權有關的慣例。 描述質量檢定過程及產品回收程序。	尊重知識產權(第87頁) 嚴控品質 — 檢驗檢測 (第86頁) 給顧客的承諾 — 聆聽顧客 聲音(第87頁)	
關鍵績效指標B6.5	描述消費者資料保障及私隱政策,以及相關 執行及監察方法。	后 (第87頁) 給顧客的承諾 — 保障客戶 私隱(第87頁)	
層面 B7:反貪污 一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的: (a) 政策;及 (b) 相關法律及規例的資料。	廉潔營商(第95頁)	
關鍵績效指標B7.1	於彙報期內對所屬機構及其僱員提出並已審	廉潔營商(第95頁)	
關鍵績效指標B7.2	結的貪污訴訟案件的數目及訴訟結果。 描述防範措施及舉報程序,以及相關執行及 監察方法。	廉潔營商(第95頁)	
層面 B8:社區投資 一般披露	了解營運所在社區的需要,確保其業務活動 會考慮社區利益的政策。	美麗行動 守護女性之美 (第95頁)	
關鍵績效指標B8.1	專注貢獻範疇(如教育、環境事宜、勞工需	美麗行動 守護女性之美	
關鍵績效指標B8.2	求、健康、文化、體育)。 在專注範疇所動用資源(如金錢或時間)。	(第95頁) 美麗行動 守護女性之美 (第95頁)	2016年內,安莉芳員工參與的義工活動總

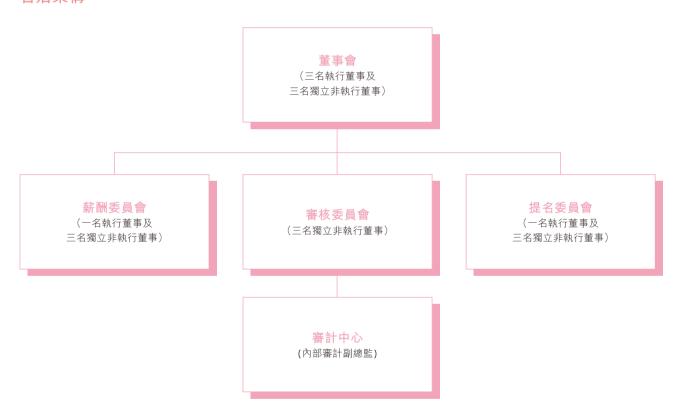
本公司董事會及管理層致力維持良好的企業管治常規及程序。本公司深信良好的企業管治能為有效的管理、健全的公司文化、可持續的業務發展及股東價值的提升確立框架。

本公司採納香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載的《企業管治守則》(「企業管治守則」)作為其企業管治常規的守則。

董事認為,本公司於截至二零一六年十二月三十一日止年度(「回顧期間」)內一直遵守所有企業管治守則的適用守則條文,以及大部份企業管治守則建議的最佳常規,惟以下偏離守則的情況除外:

守則條文第 E.1.2 條訂明,董事會主席應出席股東週年大會。董事會主席岳明珠女士因另有要務,故未能出席本公司於二零一六年五月二十日舉行之股東週年大會。然而,由於岳女士未能出席,彼已安排其他熟悉本公司業務及情況之董事及管理層出席大會,並與本公司之股東溝通。

管治架構



董事

董事會組成

董事會非常注重董事會的受信責任,並竭力對本公司全體股東負責。

董事會已制定董事會成員多元化政策列載為維持一個成員多元化的董事會而採取的方針。本公司相信董事會層面多元化之好處,為維持其可持續發展的關鍵元素。董事會所有委任均繼續以用人唯才為原則,並充分顧及董事會成員多元化的裨益。甄選人選將按一系列多元化範疇為基準,包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事會提供的貢獻而作決定。

董事會目前由三名執行董事岳明珠女士(主席)、鄭碧浩女士(行政總裁)及鹿群女士及三名獨立非執行董事劉紹基先生、李均雄 先生及李天生教授組成,獨立非執行董事的人數佔董事會人數的三份之一以上。董事會成員的簡歷詳情以及彼等之間的關係已 於本年報第82至83頁「董事及高級管理層」資料一節內披露。

董事會相信,由於全體執行董事於管理及女性內衣產品的設計、生產及推廣方面具備豐富經驗,而三位獨立非執行董事分別在財務、法律及管理方面具備專業知識和豐富經驗,因此董事會成員的組合反映本集團在業務發展及有效領導所需的必要技能與適當經驗兩者之間的平衡。董事會認為,董事會現時的架構可確保董事會的獨立性及客觀性,並能提供一個審查及平衡機制以保障股東及本公司的利益。

委任、重選及罷免董事

本公司組織章程細則第108(A)條規定,在每屆股東週年大會上,當時三分之一董事,或若人數並非三或三的倍數,則以最接近但不少於三分之一的人數將告退,惟每名董事須至少每三年輪值告退一次。退任董事有資格應選連任。根據細則第105條,本公司的董事職位可於若干情況下出現空缺,而本公司亦可按細則第114條的規定透過於股東大會上的普通決議案罷免本公司任何董事。

新董事的委任及在股東週年大會上連任董事的提名須先由提名委員會考慮,再由提名委員會向董事會提出建議,供董事會決定。由董事會新委任的董事須根據本公司章程細則在下屆股東週年大會上經股東重選。考慮新董事的委任時,提名委員會會根據上市規則第3.08及3.09條所載的準則對候選人進行評估。如考慮獨立非執行董事的候選人時,彼亦須符合上市規則第3.13條所列的獨立性準則。

執行董事

執行董事岳明珠女士、鄭碧浩女士及鹿群女士已與本公司訂立服務協議,固定年期為期兩年。每名執行董事可收取酌情管理花紅,惟於本公司任何財政年度支付予全體執行董事的花紅總額不得超過本集團於該本公司財政年度的經審核綜合純利(扣除稅項及非控股權益以及該等花紅後)的8%。執行董事不得就任何有關向其支付的管理花紅金額的董事會決議案投票。

獨立非執行董事

每名獨立非執行董事之任期為兩年,正式委任函件載列其主要委任條款及條件。

除董事袍金外,並不預期獨立非執行董事將就擔任獨立非執行董事而收取任何其他酬金。

本公司於各獨立非執行董事獲委任期間,每年評估其獨立身份。於二零一七年一月及二月,本公司已收到各獨立非執行董事根據上市規則第3.13條書面確認彼等的獨立身份。根據有關確認書,本公司認為全體獨立非執行董事均屬獨立人士。

董事會會議及董事委員會會議程序

董事會認為所有會議均應按合法及妥善的方式召開。董事會主席領導董事會以確保董事會會議及董事委員會會議均按載於本公司組織章程細則、各董事委員會的權責範圍及上市規則的要求召開。

於召開董事會會議時,主席負責在向全體董事及公司秘書作出諮詢後,草擬及批准每次會議的議程。每次召開定期董事會會議時,全體董事獲發出最少十四天的預先通知,董事並會獲邀於議程內加入商討事項。議程及隨附的董事會文件將於會議前最少三天(或協定的其他時間內)發送予全體董事。

董事會會議每年召開至少四次。此外,會在有需要時召開董事會特別會議。此等董事會會議均有全體董事親身出席,或透過其 他電子涌訊方法積極參與。

董事會定期會議的日期預先訂定,以讓所有董事皆有機會騰空出席。至於董事會特別會議,則發出合理通知召開。

所有董事都可獲得公司秘書的意見和服務,以確保董事會程序及所有適用規則及規例均獲得遵守。

董事會的會議記錄已充份記錄董事會所考慮事宜的詳情,其中包括由董事提出的所有關注事項及發表的反對意見。任何董事、核數師或任何合資格取得會議記錄的有關人士均可查閱所有董事會會議及董事委員會會議記錄。

董事的出席記錄

下表載列各董事於二零一六年內舉行的董事會會議、董事委員會會議及股東週年大會的出席記錄:

會議出度次數 / 舉:	行	か:	數
-------------	---	----	---

		E H3%	H 111 1/20/20/ 11 1/2	/\	
董事	董事會	審核委員會	提名委員會	薪酬委員會	股東週年大會
執行董事					
岳明珠(<i>主席)</i>	7/7	不適用	不適用	不適用	0/1
鄭碧浩(行政總裁)	7/7	不適用	1/1	2/2	1/1
鹿群	7/7	不適用	不適用	不適用	1/1
獨立非執行董事					
劉紹基	7/7	3/3	1/1	2/2	1/1
李均雄	7/7	3/3	1/1	2/2	1/1
李天生	7/7	3/3	1/1	2/2	1/1
平均出席率	100%	100%	100%	100%	83.3%

此外,主席於回顧期間內在執行董事不在場的情況下與獨立非執行董事舉行了一次會議。

董事及行政人員的責任保險

本公司已投購保險以彌償其董事及高級行政人員任何損失、索償、損害、責任及開支,包括但不限於因董事及行政人員根據各自與本公司訂立的服務協議履行其職責時而被提出的任何訴訟。

董事進行證券交易

本公司採納上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》(「標準守則」)(經作出若干修訂,惟不低於標準守則所載之規定標準)作為其證券買賣守則(「證券買賣守則」),以監管本集團所有董事及相關僱員進行的證券買賣。

本公司已向全體董事及高級管理人員作出特定查詢,而彼等確認,彼等於回顧期間內已遵守證券買賣守則。

持續專業發展

根據企業管治守則,所有董事應參與持續專業發展,發展並更新其知識及技能,以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。

於回顧期間,本公司全體董事均定期接收有關本集團業務、營運、內部監控及企業管治事宜的簡報及更新,彼等獲提供相關的閱讀材料,並參加了由外部專業團體主辦與董事的職能及責任相關的課程及研討會。所有董事已根據企業管治守則向本公司提供彼等各自之培訓紀錄。

董事尋求獨立專業意見的程序

董事會已書面制定程序,讓董事按合理要求,可在適當的情況下尋求及獲提供獨立專業意見,費用由本公司支付以協助董事履行其對本公司的責任。

董事會的職能

主席及行政總裁的角色區分

為避免權力集中於任何一名人士,主席與行政總裁之間的職責必須有清晰區分,以有效運作董事會及管理本集團的日常業務。本公司的主席及行政總裁職位分別由兩位不同的執行董事岳明珠女士及鄭碧浩女士擔任,彼等的角色及職責分開,具有明確的責任分工。主席岳明珠女士負責領導董事會及確保董事會有效運作,而行政總裁鄭碧浩女士則就本集團的營運向董事會負責。岳女士為鄭女士的母親。

董事會及管理層的角色區分

儘管董事會於任何時刻均承擔指導及監察本集團營運的全部責任,惟於董事會履行其職責時,亦將若干責任轉授予:

- 本公司的董事會常務委員會:審核委員會、提名委員會及薪酬委員會。各委員會的組織、權力及職責均以書面職權範圍清 楚界定,而該等委員會須向董事會負責。董事會或不時於有需要時成立臨時董事委員會;
- 行政總裁獲授權管理本集團的日常業務,並須對董事會負責;及
- 本集團的高層管理隊伍獲授權處理日常營運工作的責任,並須對執行董事負責。

董事會相信,有效轉授權力可確保董事會獲提供充足和及時的本集團業務資料,特別是有關本集團表現、財務狀況及經營業績 的資料,以便董事會於批准有關事宜前可就該等事宜作出知情評估。於回顧期間,各執行董事與營運部門經理多次會面,以奉 行有效的回饋制度,讓本公司可迅速及有效地就變化或問題作出回應。

由董事會負責的職能已以書面制定並包括:

- 任何有關制定本公司策略及方向的事宜;
- 任何有關財務監控、遵守法規及風險管理的事宜;
- 任何企業架構變動,例如有關本公司資本結構的變動,包括購回股份或發行新證券;
- 主要委任事項,例如經考慮提名委員會建議後委任董事會成員;委任主席及行政總裁;經考慮審核委員會建議後就委任或 撤換外聘核數師而向股東作出建議;以及委任或撤換首席財務總監及公司秘書;
- 任何由董事會釐定的重大事宜,包括股息政策、會計政策的重大变化、重大合同、主要財務安排和主要投資;及
- 履行企業管治守則守則條文第 D.3.1 條列出之企業管治職能。

關於企業管治職能方面,董事會已檢討及監察本公司的企業管治政策及常規,董事及高級管理人員的培訓及持續專業發展,本公司在遵守法律及監管規定方面的政策及常規,及本公司遵守企業管治守則的情況及在按其規定在企業管治報告內的披露情形。

董事會定期檢討其指派權力的安排,以確保有關指派安排於本公司當時的情況下屬恰當,並已實行適當的匯報制度。

董事委員會

董事會下共設審核委員會、提名委員會及薪酬委員會三個委員會,各由董事會授以特定的角色和職責。所有董事委員會須遵守的原則及程序均與董事會相同。董事會定期收到各委員會的會議紀錄,包括其決策及建議。

審核委員會

目前,審核委員會由三名獨立非執行董事組成,分別為:

劉紹基先生(主席)

李均雄先生

李天生教授

審核委員會成員由董事會從獨立非執行董事中委任,且由不少於三名成員組成。董事會認為各審核委員會成員均具備豐富商業經驗,並於法律及會計專業知識方面互相配合。審核委員會的組成及成員符合上市規則第3.21條的規定。董事會在與審核委員會主席作出商議後,向審核委員會提供充足資源,以協助它履行其職務。

審核委員會承擔及具有其職權範圍所載的責任及權力。為保持其獨立性,審核委員會須於每個財政年度內與外聘核數師最少舉行一次沒有執行董事出席的會議。委員會的職能為向董事會提供協助,以便其履行就以下事項而須對股東、潛在股東、投資人士及其他與業務有關人士承擔的監察責任:

- 本公司賬目及財務報告程序的真實性;
- 評估外聘核數師的資格及獨立身份;
- 本公司內部審計職能的表現及外聘核數師的表現;及
- 本公司的風險管理及內部監控系統的有效性。

本公司股東可於本公司網站及聯交所網站查閱審核委員會的職權範圍。

審核委員會於回顧期間舉行了三次會議,包括與外聘核數師在執行董事及管理層不在場的情況下舉行了一次會議。個別董事出席委員會會議的記錄載於本年報第104頁的列表內。

以下為審核委員會於回顧期間所履行的工作概要:

- (i) 審閱本公司截至二零一五年十二月三十一日止年度的年報及業績公告,並建議董事會通過;
- (ii) 檢討外聘核數師的獨立性及其報告,並建議董事會向本公司股東建議於其二零一六年股東週年大會上重新委任外聘核數師;
- (iii) 審核持續關連交易;
- (iv) 審閱本公司截至二零一六年六月三十日止六個月的中期報告及中期業績公告,並建議董事會通過;
- (v) 審閱由財務會計部編制的本公司季度財務報告;
- (vi) 考慮外聘核數師提供的審核及非審核服務;
- (vii) 檢討本公司及其附屬公司的風險管理及內部監控系統的成效;
- (viii) 審閱審計中心提交的定期報告;
- (ix) 檢討本公司在會計、內部審核及財務匯報職能方面之資源、員工資歷及經驗是否足夠,以及員工所接受之培訓課程及有關 預算又是否充足;及
- (x) 審閱截至二零一六年十二月三十一日止年度支付給外聘核數師的審計費用,並建議董事會批准。

核數師酬金

審核委員會已審閱就本公司之外聘核數師安永會計師事務所於回顧期間內提供以下服務本公司已付或應付的酬金:

所提供服務	三十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二十二
審核服務 非審核服務	2,980,000港元 1,150,000港元
總計:	4,130,000港元

審核委員會已向董事會反映意見,表示已付/應付本公司外聘核數師的費用水平屬合理。外聘核數師與本公司管理層於回顧期間內並無任何主要意見分歧。

提名委員會

目前,提名委員會由四名成員組成,包括一名執行董事及三名獨立非執行董事:

李天牛教授(丰席)

鄭碧浩女十

劉紹基先生

李均雄先生

提名委員會的主要職能為檢討董事會的架構、規模及組成,物色具備適合資格成為董事的人選及評估獨立非執行董事的獨立身份。於考慮獲提名人士的獨立身份及資格後,提名委員會向董事會作出建議,以確保所有提名均屬公平透明。提名委員會亦負責審閱董事的繼任計劃,特別是主席及行政總裁的繼任計劃。董事會在與提名委員會主席作出商議後,向提名委員會提供充足資源,以協助它履行其職務。

提名委員會於二零一六年召開了一次會議。個別董事出席委員會會議的記錄載於本年報第104頁。

以下為提名委員會於回顧期間所履行的工作概要:

- (i) 評估獨立非執行董事的獨立身份;
- (ii) 就重選董事向董事會提出建議;及
- (iii) 檢討董事會的架構、規模及組成。

為奉行良好的企業管治常規,提名委員會成員(亦為獨立非執行董事)皆沒有參與有關其獨立性的評估。

本公司股東可於本公司網站及聯交所網站查閱提名委員會的職權範圍。

薪酬委員會

目前,薪酬委員會由四名成員組成,包括一名執行董事及三名獨立非執行董事,分別為:

李均雄先生(主席)

鄭碧浩女士

劉紹基先生

李天生教授

薪酬委員會的主要職能為協助董事會訂立一套正式的並具透明度的程序,以制定董事及高級管理人員的薪酬政策,及向董事會建議個別執行董事及高級管理人員的薪酬待遇(包括非金錢利益、退休金權利及賠償金額(亦即採納了企業管治守則條文 B.1.2(c)(ii)條所述的模式),並就非執行董事的薪酬向董事會提出建議。董事會在與薪酬委員會主席作出商議後,向薪酬委員會提供充足資源,以協助它履行其職務。

就董事薪酬作出建議時,薪酬委員會參考業務或規模類同的公司所支付的薪酬,以及其工作性質及工作量,以就董事所付出的時間及努力向彼等提供合理薪酬。薪酬委員會定期檢討董事及高級管理層的薪酬及就此向董事會提出建議。

薪酬委員會於二零一六年召開了兩次會議。個別董事出席委員會會議的記錄載於本年報第104頁。

以下為薪酬委員會於回顧期間所履行的工作概要:

- (i) 審閱執行董事及中國內地與香港員工的二零一六年薪金增幅,並建議董事會批准;
- (ii) 就支付獎金予中國內地的高層管理人員向董事會提出建議;
- (iii) 就本公司截至二零一五年十二月三十一日止之終期業績及二零一六年六月三十日止六個月之中期業績支付酌情花紅予執行 董事及高層管理人員,向董事會提出建議:
- (iv) 審閱本公司與本公司主席訂立的新服務協議,並建議董事會通過;
- (v) 審閱本公司與本公司前任主席訂立的顧問協議,並建議董事會通過;及
- (vi) 審閱獨立非執行董事的續聘委任書,並建議董事會通過。

為奉行良好的企業管治常規,薪酬委員會成員(亦為獨立非執行董事)皆沒有參與有關其續聘委任書的評估。

本公司股東可於本公司網站及聯交所網站查閱薪酬委員會的職權範圍。

根據企業管治守則守則條文第B.1.5條,高級管理層成員於截至二零一六年十二月三十一日止年度之薪酬區間詳情如下:

	僱員人數
	1
1,500,001港元至2,000,000港元	0
2,000,001港元至2,500,000港元	0
2,500,001港元至3,000,000港元	1
	2

於截至二零一六年十二月三十一日止年度有關各董事薪酬的詳情載於財務報表附註10。

財務報告

董事會知悉其編製各財務期間財務報表的責任,該等財務報表應真實及公平地反映本公司的財務狀況。於回顧期間,董事會並不知悉任何重大不明確因素,與可能對本公司繼續經營能力構成重大疑問的事件或情況相關。因此,董事會已按持續經營基準編製本公司的財務報表。

全體董事知悉其編製本公司截至二零一六年十二月三十一日止年度財務報表的責任。

本公司外聘核數師就本集團財務報表所作之申報責任列載於本年報第117至123頁之獨立核數師報告內。

本公司按上市規則規定分別於有關財政期間及財政年度完結後在實際合理情況下儘快公佈其中期及年度業績,披露所有有關資料,以便本公司股東可評估本公司的表現、財務狀況及前景。

風險管理及內部監控

董事會負責設立及維持合適本集團的風險管理及內部監控系統並檢討其功效。風險管理及內部監控系統旨在管理而非消除未能 達成業務目標的風險,而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。本集團已制定完善的政策及程序, 範圍包括營運監控、財務及風險監控。

本集團已設有內部審核功能。本集團的審計中心就本集團的風險管理及內部監控系統是否有效進行檢討。該中心根據經審核委員會審閱及認可的年度計劃執行財務、運作、項目管理上的控制及信息安全控制的審查工作。除執行既定的工作外,審計中心亦會按需要而執行其他的審查及工作。管理層與審計中心協同評估風險發生之可能性、提供處理方案及監測風險管理進展情況。 審核委員會及董事會成員均定期收到有關發現及建議。

於回顧期間,管理層已向董事會及審核委員會確認風險管理及內部監控系統之有效性,董事會亦已遵照守則條文第 C.2.1 條檢討本集團風險管理及內部監控系統並認為該等系統有效及足夠,且並無任何重大失誤的情況出現。

本集團的審計中心於回顧期間繼續向董事會及管理層就本集團的風險管理及內部監控措施是否充足有效提供獨立的保證。內部審計副總監在職能上向審核委員會匯報,而行政上則向行政總裁匯報。

董事會承諾定期檢討本集團的風險管理及內部監控及制度,以確保其效能及效率。

董事會於回顧期間內亦已檢討了本公司在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗,以及員工所接受的培 訓課程及有關預算,並認為本集團具備足夠的人力資源,而有關員工均具有適當的能力、專業資格及工作經驗,以有效履行其 會計、內部審核和財務報告方面的功能。

本集團的僱員可以根據已制定之舉報管理規定就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注,此外亦可按 已制定的內部程序就日常業務運作出現的潛在風險及懷疑內幕消息向董事會匯報。此外,本公司已制定其披露政策,為本公司 董事、高級職員、高級管理層及相關員工在處理機密信息、監控信息披露及回應查詢時提供指引。

公司秘書

本公司委聘外部服務供應商卓佳專業商務有限公司的蘇嘉敏女士為公司秘書。蘇女士於本公司的主要聯絡人為本公司之首席財務總監馮錦麗女士。

於回顧期間,蘇女士已接受不少於15個小時相關專業培訓以更新其技能及知識。

投資者關係及與股東的溝通

本公司一直委聘一間專業公關顧問公司籌辦多項投資者關係活動(包括定期與媒體及分析員舉行簡報會),旨在提高本公司之透明度、加強與股東及投資者的溝通,以及加深他們對本集團業務的了解及信心,務求提升本公司的市場知名度及支持率。

本公司認同持續與其股東保持溝通的重要性,並鼓勵他們出席股東大會,以了解本集團的業務及向董事及管理層反映他們關注的事項。

股東權利

股東召開本公司股東特別大會的方法

根據本公司組織章程細則第64條,股東特別大會可於一名或多名於遞呈要求當日持有不少於本公司有權於股東大會上投票的繳足股本十分之一的股東要求時召開。該項要求須以書面形式向董事或公司秘書提呈,以供董事會就該項要求所指定的任何業務交易要求召開股東特別大會。

向董事會發出查詢的程序

股東對董事會的查詢請以書面形式,寄送本公司位於香港的主要營業地點公司秘書部。

至於有關股份註冊事宜,例如股份過戶及登記、轉名或更改住址、遺失股票或股息單,本公司登記股東請聯絡本公司於香港的股份過戶登記分處卓佳證券登記有限公司。若有其他查詢或要求,本公司投資者可與本公司的投資者關係顧問公司iPR奧美公關聯絡。詳細的聯絡方法可於本公司網站www.embrygroup.com查閱。

於股東大會作出提案之程序

本公司股東若擬提名個別人士參選本公司董事,須向本公司在香港的主要營業地點或股份過戶登記分處有效送達下述文件:(i)該股東擬在股東大會上提出決議案的意向通知:及(ii)獲提名之候選人簽署表示願意接受委任的通知。提交上述第(i)及(ii)項通知的期間,由本公司就發送會議通知之後開始計算,而該期限不得遲於會議舉行日期之前七天結束。

擬在股東大會上提出上述以外的提案,本公司股東須以書面提交該等提案,連同詳細聯絡資料,送交本公司在香港之主要營業 地點予公司秘書。就有關股東提出於股東大會考慮之提案而向全體股東發出通告之通知期因應提案之性質而有所不同。

於回顧期間,本公司並無對其組織章程作出任何變動。本公司組織章程的最新版本可在本公司及聯交所的網站查閱。股東亦可參考組織章程以取得有關股東權利的詳情。

董事提呈其報告及本公司及其附屬公司(統稱「本集團」)截至二零一六年十二月三十一日止年度的經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股。附屬公司的主要業務詳情載於財務報表附註37。本集團的主要業務性質於本年內並無出現重大 變動。

業績及股息

本集團於截至二零一六年十二月三十一日止年度的溢利及本集團於該日期的財務狀況載於第124頁至第196頁的財務報表內。

每股普通股2.5港仙的中期股息已於二零一六年十月六日派付。董事建議就本年度向於二零一七年六月六日在股東名冊內的股東派付每股普通股4.3港仙的末期股息。擬派末期股息將按以股代息方式支付,股東可選擇收取現金代替彼等全部或部分應得之以股代息股份。股息詳情載於財務報表附註14內。

財務資料概要

以下是本集團截至最近五個財政年度之業績及資產及負債概要,載列如下。

業績

截至十二月三十一日止年度

	二零一六年 <i>千港元</i>	二零一五年 <i>千港元</i>	二零一四年 <i>千港元</i>	二零一三年 <i>千港元</i>	二零一二年 <i>千港元</i>
收益	2,216,082	2,535,818	2,383,127	2,234,763	1,995,356
除税前溢利	158,447	298,588	268,557	273,663	260,614
所得税開支	(60,045)	(97,014)	(80,464)	(75,294)	(77,052)
年度溢利	98,402	201,574	188,093	198,369	183,562
以下人士應佔: 本公司擁有人	98,402	201,574	188,093	198,369	183,562

資產及負債

於十二月三十一日

	二零一六年 二零一五年 二零一四年 二零一三年				二零一二年		
	千港元	千港元	千港元	千港元	千港元		
資產總值	2,495,379	2,508,835	2,409,264	2,151,480	1,901,395		
負債總值	(775,892)	(718,012)	(664,699)	(523,234)	(464,159)		
	1,719,487	1,790,823	1,744,565	1,628,246	1,437,236		

上述概要並不構成經審核財務報表的一部分。

股本及購股權

本公司於本年度的股本及購股權變動詳情分別載於財務報表附註28及29。

優先購買權

根據本公司組織章程細則或開曼群島法例,概無有關優先購買權的條文規定本公司按比例向現有股東提呈新股份。

購買、贖回或出售本公司上市證券

本公司及其任何附屬公司於本年度概無購買、贖回或出售本公司的上市證券。

可供分派儲備

於二零一六年十二月三十一日,本公司根據開曼群島公司法第22章(一九六一年法例三,經綜合及修訂)計算的可供分派儲備為855,707,000港元,其中17,916,000港元已於報告期間結算日後建議作為本年度的末期股息。為數855,707,000港元的金額包括本公司於二零一六年十二月三十一日的股份溢價賬及實繳盈餘合共750,892,000港元,倘緊隨建議分派股息當日後本公司有能力於日常業務過程中償付到期債務,則可能分派有關金額。

慈善捐款

於年內,本集團合共捐出7,274,000港元的善款(二零一五年:6,753,000港元)。

主要客戶及供應商

於回顧年度,本集團向五大客戶進行的銷售額及本集團向五大供應商進行的採購額分別佔少於年內總銷售額及採購額的30%。

本公司董事或彼等任何緊密聯繫人士或任何股東(就董事所知擁有本公司已發行股本5%以上)概無擁有本集團五大客戶或供應商的任何實際權益。

董事

於年內及截至本報告日本公司董事如下:

執行董事

岳明珠女士(主席) 鄭碧浩女士(行政總裁) 鹿群女士

獨立非執行董事

劉紹基先生 李均雄先生 李天生教授

根據本公司組織章程細則第108條,劉紹基先生及李天生教授將於應屆股東週年大會(「股東週年大會」)上輪值告退,惟彼等符合資格應選連任。

本公司已接獲劉紹基先生、李均雄先生及李天生教授根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13 條發出的獨立身份年度確認書,並認為彼等於本報告日期仍屬獨立人士。

董事及高級管理層履歷

本公司董事及本集團高級管理層的履歷詳情載於本年報第82頁至第83頁。

允許彌償條文

根據本公司的組織章程細則,在符合適用之法律之規定下,每名董事均可從本公司之資產獲得彌償,就彼等執行其職務而作出、同意或忽略的任何行為或有關執行其職務而可能產生或蒙受之所有訴訟、費用、收費、損失、損害及開支,可獲確保免受任何損害。本公司已就本公司之董事可能面對任何訴訟時產生的責任和相關費用購買保險。

董事服務合約

岳明珠女士、鄭碧浩女士及鹿群女士已分別與本公司訂立服務協議,分別由二零一六年三月二十五日、二零一五年十二月一日 及二零一七年二月二日起計為期兩年。

各獨立非執行董事之任期由二零一六年十一月二十五日起計獲委任兩年。

根據服務協議,每次於服務滿完整一年後,支付各執行董事的薪酬可按本公司董事會酌情決定增加不多於10%,而執行董事亦可收取酌情管理花紅,惟於該年度支付全體執行董事的花紅總額不得多於本集團除稅後經審核綜合溢利的8%。

除上述各項外,建議於應屆股東週年大會上應選連任的董事概無與本公司訂立本公司於一年內終止而須作出賠償(法定賠償除外)的服務合約。

酬金政策及董事酬金

本集團的酬金政策乃根據個別僱員的表現制定,並會定期進行檢討。視乎本集團的盈利能力而定,本集團亦可向其僱員提供酌情花紅,作為彼等對本集團作出貢獻的獎勵。本集團執行董事酬金組合的酬金政策主要旨在透過將執行董事的薪酬與其按所達到公司目標計量的表現掛鈎,讓本集團可挽留及激勵執行董事。

本集團酬金組合的主要部份包括基本薪金、酌情花紅及住屋福利。

董事袍金須於股東大會上獲得股東批准,其他酬金則由本公司董事會參照董事的職務、職責及表現以及本集團業績而釐定。

董事於交易、安排或合約的權益

除財務報表附註13所披露的交易外,董事或其關聯實體於年內概無於由本公司,其控股公司或其任何附屬公司訂立且對本集團業務而言屬重大的任何交易、安排或合約中直接或間接擁有重大權益。

董事及行政總裁於股份及相關股份的權益及淡倉

於二零一六年十二月三十一日,董事及行政總裁於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)股本及相關股份中擁有須記入本公司根據證券及期貨條例第352條存置的登記冊內的權益及淡倉,或須根據上市發行人董事進行證券交易的標準守則(「標準守則」)通知本公司及聯交所的權益及淡倉如下:

於本公司普通股的好倉:

			佔本公司 已發行股本
董事姓名	身份及權益性質	所持股份數目	的百分比
岳明珠女士	受控制公司權益	274,071,190 <i>(附註1)</i>	65.78
	實益擁有人	2,302,000	0.55
	配偶權益	2,131,000 <i>(附註2)</i>	0.51
鄭碧浩女士	實益擁有人	26,616,215	6.39
劉紹基先生	實益擁有人	768,000	0.18
李均雄先生	實益擁有人	532,000	0.13
李天生教授	實益擁有人	604,000	0.14

附註:

- 1. 該等股份分別由Harmonious World Limited (「Harmonious World」)及Fairmout Investments Limited (「Fairmout Investments」)持有其 272,800,000股股份及1,271,190股股份。Harmonious World分別由岳明珠女士及鄭敏泰先生擁有其40.91%及59.09%權益。Fairmout Investments分別由岳明珠女士及鄭敏泰先生擁有其50%及50%權益。鄭敏泰先生為岳明珠女士之配偶。
- 根據證券及期貨條例第XV部,岳明珠女士被視為擁有其配偶鄭敏泰先生個人持有的股票之權益。

於相聯法團普通股的好倉:

					佔相聯法團
		與本公司		身份及	已發行股本
董事姓名	相聯法團名稱	的關係	股份數目	權益性質	的百分比
岳明珠女士	Harmonious	最終控股公司	40.09股每股	實益擁有人	40.91
	World		面值1美元		
			的股份		

除上文披露者外,於二零一六年十二月三十一日,概無本公司董事及行政總裁於本公司或其任何相聯法團的股份或相關股份中擁有根據證券及期貨條例第352條須記入登記冊內的權益及淡倉,或根據標準守則須通知本公司及聯交所的權益及淡倉。

董事購買股份或債券的權利

除下文 「購股權計劃」 一節披露事項外,任何董事或彼等各自的配偶或未滿十八歲的子女概無於年內任何時間獲授權利以透過購買本公司股份或債券而獲益,彼等亦無行使該等權利,本公司、其控股公司或其任何附屬公司亦無訂立任何安排致使董事可收購任何其他法人團體的該等權利。

購股權計劃

購股權計劃及於年內購股權的變動詳情披露於財務報表附註29。

主要股東及其他人士於股份及相關股份的權益

於二零一六年十二月三十一日,以下人士(上文所披露之本公司董事權益除外)於本公司已發行股本中擁有5%或以上須記入本公司根據證券及期貨條例第336條存置的登記冊內的權益:

於本公司普通股的好倉:

姓名	身份及權益性質	所持股份數目	佔本公司 已發行股本 的百分比
鄭敏泰先生	受控制公司權益	274,071,190 <i>(附註1)</i>	65.78
	實益擁有人	2,131,000	0.51
	配偶權益	2,302,000 <i>(附註2)</i>	0.55
Harmonious World	實益擁有人	272,800,000 <i>(附註3)</i>	65.47
FIL Limited	投資經理	37,520,000	9.00

附註:

- 1. 該等股份分別由 Harmonious World 及 Fairmout Investments 持有其 272,800,000 股股份及 1,271,190 股股份。鄭敏泰先生、岳明珠女士、Harmonious World 及 Fairmout Investments 之間的關係披露於上文「董事及行政總裁於股份及相關股份的權益及淡倉」項下。
- 2. 根據證券及期貨條例第XV部,鄭敏泰先生被視為擁有其配偶岳明珠女士個人持有的股票之權益。
- 3. Harmonious World、鄭敏泰先生及岳明珠女士之間的關係披露於上文「董事及行政總裁於股份及相關股份的權益及淡倉」項下。

除上文披露者外,於二零一六年十二月三十一日,概無人士(權益載於上文「董事及行政總裁於股份及相關股份的權益及淡倉」一節的本公司董事除外)於本公司股份或相關股份中擁有根據證券及期貨條例第336條須記錄的權益或淡倉。

充足公眾持股量

根據本公司所獲得的公開資料,以及就董事所知,於本報告日期,本公司已發行股份總額中最少25%由公眾人士持有。

持續關連交易

於年內,本集團進行了以下持續關連交易,該等交易的詳情根據上市規則第14A章的規定於此披露。

(1) 採購傢俬及裝修服務

於二零一四年十二月二十二日,本公司及本集團若干附屬公司與關連公司於二零一一年十二月二十一日訂立關於購買傢俬及裝修服務以及各類型模具的服務協議於第二期屆滿後已再度續期,自二零一五年一月一日起計為期三年。該關連公司目前由本公司一名主要股東及兩名執行董事之一名親屬所控制。進一步詳情於本公司日期為二零一四年十二月二十二日的公告中披露。

根據此服務協議擬進行的持續關連交易,只需遵守上市規則下的申報、年度審核及公告的規定,並可獲豁免遵守獨立股東批准的規定。

(2) 租賃工業樓房

於年內,本公司一間附屬公司與關連公司訂立關於租用位於常州的工業樓房的租賃協議,自二零一六年四月十日起計為期 一年。該關連公司目前由本公司一名執行董事及本公司一名主要股東與兩名執行董事之親屬所控制。

根據租賃協議擬進行的持續關連交易構成上市規則下符合最低豁免水平的交易,可獲豁免遵守上市規則下的申報、年度審核、公告及獨立股東批准的規定。

(3) 租賃倉庫

本公司一間附屬公司已向本公司一名執行董事租賃位於香港的一個倉庫。根據租賃協議擬進行的持續關連交易構成上市規則下符合最低豁免水平的交易,可獲豁免遵守上市規則下的申報、年度審核、公告及獨立股東批准的規定。

(4) 顧問費

本公司的主要股東(彼為本公司一名執行董事的配偶)獲續聘為本公司的顧問,由二零一六年三月二十五日起生效為期一年。 根據顧問協議而進行的持續關連交易,同樣構成上市規則下符合最低豁免水平的交易,可獲豁免遵守上市規則下的申報、 年度審核、公告及獨立股東批准的規定。

上述本集團持續關連交易的詳情載於財務報表附註13(a)。

持續關連交易(續)

獨立非執行董事已根據上市規則第14A.55條審閱上文第(1)項披露的持續關連交易,並確認該等持續關連交易:

- (i) 於本集團日常過程及一般業務過程中訂立;
- (ii) 按一般商業條款或更佳的條款訂立;及
- (iii) 根據監管該等持續關連交易的協議按公平合理及合乎本公司整體股東利益的條款訂立。

上文第(1)項披露的持續關連交易於回顧年度的總金額並無超過有關交易的年度上限。

董事確認本公司於回顧年度已就上文披露的持續關連交易遵守上市規則第14A章所載的披露規定。

本公司已接獲本公司核數師安永會計師事務所的函件,遵照香港會計師公會發出的《香港審驗應聘服務準則3000》的「歷史財務 資料審計或審閱以外的審驗應聘」並參照《實務説明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」而對本集 團持續關連交易作出滙報。安永會計師事務所已根據上市規則第14A.56條就上文第(1)項披露的本集團持續關連交易發出載有其 發現和結論的函件,確認未有注意到任何事情,可使彼等認為有關持續關連交易:

- (i) 未獲本公司董事會批准;
- (ii) 在各重大方面未有根據監管該等交易的有關協議訂立;及
- (iii) 超逾本公司以前公告所披露的最高年度上限總額。

業務回顧

本集團於截至二零一六年十二月三十一日止年度之業務回顧列載於本年報首頁之「財務摘要」、第67至69頁之「主席報告書」、第71至79頁之「管理層討論及分析」及第84至101頁之「環境、社會及管治報告」內。關於環境政策及表現,相關法律法規之遵守情況,以及與重要利益相關者之關係説明,請參閱本年報之第84至101頁。

核數師

安永會計師事務所將於應屆股東週年大會上退任,會上將提呈決議案重新委任安永會計師事務所為本公司核數師。

代表董事會

岳明珠

主席

香港,二零一七年三月二十三日

Independent Auditor's Report 獨立核數師報告



To the shareholders of Embry Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Embry Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 124 to 196, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated income statement, 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 notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for opinion

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

致:安莉芳控股有限公司全體股東

(於開曼群島註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第124 頁至第196頁的安莉芳控股有限公司(「貴公司」) 及其附屬公司(「貴集團」)的綜合財務報表,此綜 合財務報表包括於二零一六年十二月三十一日的 綜合財務狀況表與截至該日止年度的綜合收益表、 綜合全面收益表、綜合權益變動表及綜合現金流 量表,以及綜合財務報表附註,包括主要會計政 策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映 貴集團於二零一六年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》 進行審計。我們在該等準則下承擔的責任已在本 報告「核數師就審計綜合財務報表承擔的責任」部 分中作進一步闡述。根據香港會計師公會頒佈的 《專業會計師道德守則》(「守則」),我們獨立 於 貴集團,並已履行守則中的其他專業道德責 任。我們相信,我們所獲得的審計憑證能充足及 適當地為我們的審計意見提供基礎。

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

How our audit addressed the key audit matter

We tested the ageing analysis

of the Group's inventories. We

assumptions being used in the

inventory provision calculation

rationale and the consistency of

the inventory provision policy,

considering the historical and

current inventory ageing

information and taking into

account the historical sales pattern of aged inventories.

by reviewing the basis, the

recalculated the inventory

policy and assessed the

provision under the Group's

As at 31 December 2016, the Group had net inventories of HK\$659,347,000, representing 66% and 26% of current assets and total assets, respectively. The estimation of the inventory provision requires significant management judgement, which includes the recoverability of the cost of inventories, the nature and condition of inventories, the marketability of finished goods and the future usage of raw materials.

Key audit matter

Inventory provision

Related disclosures are included in notes 3, 9 and 19 to the financial statements.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷,認為對本 期綜合財務報表的審計最為重要的事項。這些事 項是在我們審計整體綜合財務報表及出具意見時 進行處理的。我們不會對這些事項提供單獨的意 見。就下列各事項而言,我們是在該背景下提供 我們在審計中處理該事項的方式。

我們已經履行了本報告「核數師就審計綜合財務 *報表承擔的責任*」部分所述的責任,包括與該等事 項的責任。因此,我們的審計包括執行程序,以 應對我們對綜合財務報表重大錯誤陳述風險的評 估。我們的審計程序(包括處理以下事項而採取的 程序)的結果,為我們對隨附的綜合財務報表所發 表的審計意見提供基礎。

關鍵審計事項

我們已測試 貴集團 存貨的年期分析。我 們根據 貴集團的政 策重新計算存貨撥備, 並通過審查存貨撥備 政策的基礎、理由和 一致性,評估存貨撥 備計算中假設,考慮 舊存貨的歷史銷售模 式。

我們的審計如何

處理關鍵審計事項

相關披露已載於財務報 表附註3、9及19。

存貨撥備

於二零一六年十二月 三十一日,貴集團的淨 存 貨 為659,347,000港 元,分別相當於流動資 產及總資產的66%及 26%。庫存準備的估計 需要管理層作出重大判 斷,包括存貨成本的可 收回性、存貨的性質和 到歷史和當前存貨的 狀況,製成品的市場和 年期資料,並計入陳 原材料的未來使用情況。

Key audit matters (continued)

Key audit matter

Fair value estimation of investment properties

As at 31 December 2016, the Group had investment properties of HK\$307,158,000, representing 18% and 12% of the Group's net assets and total assets, respectively. The estimation of the fair value of investment properties requires significant management judgement. The management uses external valuers to support its determination of the individual fair value of the investment properties.

Related disclosures are included in notes 3, 9 and 17 to the financial statements.

How our audit addressed the key audit matter

We considered the objectivity, independence and expertise of the external valuers used by management, and assessed the property related data, including estimates used by the external valuers. Such procedures included comparing the rent and term periods against the existing lease agreements, performing market research on key valuation parameters including the capitalisation rate and market rent of similar properties and performing a sensitivity analysis on the fair value estimation. We also involved our internal valuation specialists to assist us in reviewing the external valuation methodologies. We then assessed the disclosures relating to the assumptions used in determining the fair value.

關鍵審計事項(續)

關鍵審計事項

投資物業公平值的估計

於二零一六年十二月 三十一日, 貴集團的投 資物業為307,158,000港 元,分別相當於 貴集 業性,並評估物業相 團淨資產及總資產的 關數據,包括外部估 18%及12%。 投資物業 公平值的估計需要管理 層作出重大判斷。管理 層使用外部估值師支持 其個別投資物業的公平 值。

相關披露已載於財務報 表附註3、9及17。

我們的審計如何 處理關鍵審計事項

我們已考慮管理層所 使用的外部估值師的 客觀性、獨立性和專 值師使用的估計。這 些程序包括將租金和 年期期間與現有租賃 協議進行的比較,對 關鍵評估參數(包括類 似物業的資本化率和 市場租金)進行市場研 究, 並對公平值估計 進行敏感度分析。我 們還聘請內部估值專 家協助我們審查外部 估值師使用的估值方 法。然後,我們評估用 於確定公平值的假設 的相關披露。

Key audit matters (continued)

Key audit matter

Properties applying for building ownership certificates

As at 31 December 2016. included in the Group's leasehold land and buildings of HK\$741,768,000 were buildings in Mainland China of HK\$161,835,000 without the building ownership certificates (the "Buildings"). The assessment on whether the Group can obtain the building ownership certificates for the Buildings (the "Assessment") requires significant management judgement. After (i) having discussions with the relevant government officials, (ii) obtaining correspondence from the relevant regulatory bodies; and (iii) taking advice from the Group's legal counsel, the management believes that it is highly likely for the Group to obtain these certificates.

Related disclosures are included in notes 3 and 16 to the financial statements.

How our audit addressed the key audit matter

We evaluated the Assessment by reviewing the correspondence with the local government authorities in relation to the application progress; performing physical observation of the Buildings; and evaluating management's assessment of the Group's legal risk, which included reference to the legal opinion from the Group's legal counsel.

關鍵審計事項(續)

關鍵審計事項

申請房屋所有權 證的物業

於二零一六年十二月 三十一日, 貴集團 團與地方政府當局關 741.768.000 港元之租賃 土 地 及 樓 宇 中, 161,835,000 港元為位於 實地觀察;及評核管 中國內地的樓宇,而無 理層對 貴集團法律 房屋所有權證(「該等樓 風險的評估(包括提 字1)。 貴集團評估就 該等樓宇是否能夠取得 房屋所有權證(「評估」), 需要管理層作出重大判 斷。在(i)與相關政府官 員討論後、(ii)從相關監 管機構獲取文件往來; 及(iii)取得 貴集團法律 顧問之意見後,管理層 相信, 貴集團極有可能 取得該等證書。

我們的審計如何 處理關鍵審計事項

我們通過審查 於申請進度的文件往 來,到該等樓宇進行 述 貴集團法律顧問 的法律意見)以對評估 作出評核。

相關披露已載於財務報 表附註3及16。

Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

年報所載的其他信息

貴公司董事需對其他信息負責。其他信息包括年 報內的信息,但不包括綜合財務報表及我們的核 數師報告。

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

Other information included in the Annual Report (continued)

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

Responsibilities of the directors for the consolidated financial statements

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

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. 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.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

年報所載的其他信息(續)

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

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表,並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時, 貴公司董事負責評估 貴集團持續經營的能力,並在適用情況下披露與持續經營有關的事項,以及使用持續經營為會計基礎,除非 貴公司董事有意將 貴集團清盤或停止經營,或別無其他實際的替代方案。

貴公司董事在審計委員會協助下,須負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標,是對綜合財務報表整體是否不存在 由於欺詐或錯誤而導致的重大錯誤陳述取得合理 保證,並出具包括我們意見的核數師報告。我們 的報告僅向全體股東編製,除此以外,本報告不 可用作其他用途。我們概不就本報告的內容向任 何其他人士負責或承擔任何責任。

合理保證是高水平的保證,但不能保證按照《香港審計準則》進行的審計,在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起,如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定,則有關的錯誤陳述可被視作重大。

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

核數師就審計綜合財務報表承擔的責任(續)

在根據《香港審計準則》進行審計的過程中,我們 運用了專業判斷,保持了專業懷疑態度。我們亦:

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險,設計及執行審計程序以應對這些風險,以及獲取充足和適當的審計憑證,作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述,或凌駕於內部控制之上,因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制,以設計適當的 審計程序,但目的並非對 貴集團內部控制 的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會 計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證,確定是否存在與事項或情況有關的重大不確定性,從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性,則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足,則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而,未來事項或情況可能導致集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和 內容,包括披露,以及綜合財務報表是否中 肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證,以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Kam Yee.

核數師就審計綜合財務報表承擔的責任(續)

除其他事項外,我們與審計委員會溝通了計劃的 審計範圍、時間安排、重大審計發現等,包括我 們在審計中識別出內部控制的任何重大缺陷。

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

從與審計委員會溝通的事項中,我們確定哪些事項對本期綜合財務報表的審計最為重要,因而構成關鍵審計事項。我們在核數師報告中描述這些事項,除非法律法規不允許公開披露這些事項,或在極端罕見的情況下,如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益,我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是陳錦 儘。

Ernst & Young

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

23 March 2017

安永會計師事務所

執業會計師 香港 中環添美道1號 中信大廈22樓

二零一七年三月二十三日

Consolidated Income Statement 綜合收益表 Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		2016	2015
		二零一六年	二零一五年
	Notes	HK\$'000	HK\$'000
	附註	千港元	千港元
REVENUE 收益	5	2,216,082	2,535,818
Cost of sales 銷售成本		(471,531)	(466,222)
Gross profit 毛利		1,744,551	2,069,596
Other income and gains, net 其他收入及收益,淨	額 6	52,763	45,046
Selling and distribution expenses 銷售及分銷開支		(1,377,636)	(1,534,899)
Administrative expenses 行政開支		(245,694)	(267,369)
Other expenses 其他開支	7	(7,274)	(7,169)
Finance costs 融資成本	8	(8,263)	(6,617)
PROFIT BEFORE TAX 除税前溢利	9	158,447	298,588
Income tax expense 所得税開支	12	(60,045)	(97,014)
PROFIT FOR THE YEAR 本公司擁有人應佔			
ATTRIBUTABLE TO 年度溢利			
OWNERS OF THE COMPANY		98,402	201,574
EARNINGS PER SHARE 本公司擁有人應佔			
ATTRIBUTABLE TO 每股盈利			
OWNERS OF THE COMPANY	15		
— Basic (HK cents) —基本(港仙)		23.62	48.38
— Diluted (HK cents)		23.62	48.38

Consolidated Statement of Comprehensive Income 綜合全面收益表 Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
PROFIT FOR THE YEAR	年度溢利	98,402	201,574
OTHER COMPREHENSIVE EXPENSE	其他全面支出		
Other comprehensive expense to be	於其後期間可重新分類至損益的		
reclassified to the income statement in	其他全面支出:		
subsequent periods:			
Exchange differences on translation of	折算境外營運所產生之		
foreign operations	匯兑差額	(117,655)	(96,984)
TOTAL COMPREHENSIVE	本公司擁有人應佔年度		
INCOME/(EXPENSE) FOR THE YEAR	全面收入/(支出)總額		
ATTRIBUTABLE TO OWNERS OF			
THE COMPANY		(19,253)	104,590

Consolidated Statement of Financial Position 綜合財務狀況表 31 December 2016 二零一六年十二月三十一日

			2016 二零一六年	2015 二零一五年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	1,062,213	977,465
Investment properties	投資物業	17	307,158	311,121
Prepaid land lease payments	預付土地租賃款項	18	33,996	37,363
Deferred tax assets	遞延税項資產	27	84,810	73,781
Deposits	按金	21	14,139	12,414
Total non-current assets	非流動資產總值	_	1,502,316	1,412,144
CURRENT ASSETS	流動資產			
Inventories	存貨	19	659,347	716,853
Trade receivables	應收貿易賬款	20	85,220	90,486
Prepayments, deposits and other	預付款項、按金及其他應收			
receivables	款項	21	58,309	56,335
Cash and cash equivalents	現金及現金等價物	22	190,187	233,017
Total current assets	流動資產總值		993,063	1,096,691
CURRENT LIABILITIES	流動負債	_		
Trade payables	應付貿易賬款	23	87,678	68,206
Interest-bearing bank borrowings	計息銀行借款	24	133,278	124,878
Tax payable	應付税項		20,536	71,806
Other payables and accruals	其他應付款項及應計款項	25	274,174	230,033
Total current liabilities	流動負債總值		515,666	494,923
NET CURRENT ASSETS	流動資產淨值		477,397	601,768
TOTAL ASSETS LESS	總資產減流動負債			
CURRENT LIABILITIES		_	1,979,713	2,013,912
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	計息銀行借款	24	221,555	183,333
Deferred liabilities	遞延負債	26	1,889	3,083
Deferred tax liabilities	遞延税項負債	27	36,782	36,673
Total non-current liabilities	非流動負債總值		260,226	223,089
Net assets	資產淨值	_	1,719,487	1,790,823
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	28	4,166	4,166
Reserves	儲備	30	1,715,321	1,786,657
Total equity	總權益	_	1,719,487	1,790,823
· otal oquity	//vex 作 IIII	_	1,7,17,107	1,7,70,023

Ngok Ming Chu 岳明珠 Director 董事

Cheng Pik Ho Liza 鄭碧浩 Director 董事

Consolidated Statement of Changes in Equity 綜合權益變動表 Year ended 31 December 2016 截至二零一六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

							4	公可擁有人應	А				
								Reserves 儲備					
		Notes 附註	Share capital 股本 HK\$*000 千港元	Share premium account 股份 溢價賬 HK\$*000	Contributed surplus 實徽盈餘 HK\$*000 千港元 (note 30) (附註30)	Asset revaluation reserve 資產重估 儲備 HK\$*000 千港元	Enterprise expansion and statutory reserve funds 企業發展及 法定儲備金 HK\$'000 千港元 (note 30) (附註30)	Exchange fluctuation reserve 匯兑波動 儲備 HK\$'000 千港元	Goodwill reserve 商譽儲備 HK\$'000 千港元 (note 30) (附註30)	Share option reserve 購股權 儲備 HK\$*000 千港元	Retained profits 保留溢利 HK\$*000 千港元	Total reserves 總儲備 HK\$*000 千港元	Total equity 總權益 HK\$*000 千港元
At 1 January 2016	於二零一六年一月一日		4,166	369,644	122,610	3,336	124,849	35,610	(3,168)	27,923	1,105,853	1,786,657	1,790,823
Profit for the year Exchange differences related to foreign operations	年度溢利 折算境外營運所產生之 匯兑差額		-	-	-	-	-	- (117,655)	-	-	98,402	98,402 (117,655)	98,402 (117,655)
Total comprehensive income/(expense) for the year Share options lapsed 2015 final and special dividends	年內全面收入/(支出) 總額 購股權失效 宣派及支付二零一五年	29	- -	-	- -	- -	- -	(117,655) -	- -	- (27,923)	98,402 27,923	(19,253) -	(19,253) -
declared and paid 2016 interim dividend Transfer from retained profits	末期及特別股息 二零一六年中期股息 轉自保留溢利	14 14	- - -	- - -	- - -	- - -	- - 19,400	- - -	-	- - -	(41,666) (10,417) (19,400)	(41,666) (10,417) –	(41,666) (10,417) –
At 31 December 2016	於二零一六年 十二月三十一日		4,166	369,644	122,610	3,336	144,249	(82,045)	(3,168)	-	1,160,695	1,715,321	1,719,487
At 1 January 2015	於二零一五年一月一日		4,166	369,644	122,610	3,336	97,691	132,594	(3,168)	32,784	984,908	1,740,399	1,744,565
Profit for the year Exchange differences related to foreign operations	年度溢利 折算境外營運所產生之 匯兑差額		-	-	-	-	-	(96,984)	-	-	201,574	201,574 (96,984)	201,574 (96,984)
Total comprehensive income/(expense) for the year Share options lapsed 2014 final and special dividends	年內全面收入/(支出) 總額 購股權失效 宣派及支付二零一四年	-	-	-	- -	- -	- -	(96,984)	- -	- (4,861)	201,574 4,861	104,590 -	104,590 –
declared and paid 2015 interim dividend Transfer from retained profits	末期及特別股息 二零一五年中期股息 轉自保留溢利	14 14	- - -	- - -	- - -	- - -	- - 27,158	- - -	- - -	- - -	(41,666) (16,666) (27,158)	(41,666) (16,666) –	(41,666) (16,666) –
At 31 December 2015	於二零一五年 十二月三十一日		4,166	369,644	122,610	3,336	124,849	35,610	(3,168)	27,923	1,105,853	1,786,657	1,790,823

Consolidated Statement of Cash Flows 綜合現金流量表 Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

			2016	2015
			二零一六年	二零一五年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務之現金流量			
Profit before tax	除税前溢利		158,447	298,588
Adjustments for:	調整:			
Finance costs	融資成本	8	8,263	6,617
Bank interest income	銀行利息收入	6	(2,083)	(2,255)
Depreciation	折舊	9	53,476	49,533
Amortisation of prepaid land	預付土地租賃款項之			
lease payments	攤銷	9	928	974
Loss/(gain) on disposal/write-off of items of property, plant and	出售/撇銷物業、廠房及 設備項目之虧損/			
equipment, net	(收益),淨額	9	(278)	416
Provision for obsolete inventories, net	陳舊存貨撥備,淨額	9	37,366	12,413
Impairment/(write-back of impairment	應收貿易賬款減值/			
allowance) of trade receivables	(減值撥備撥回)	9	359	(17)
Changes in fair value of investment	投資物業公平值變動			
properties		6	(13,000)	(8,000)
			243,478	358,269
Decrease/(increase) in inventories	存貨減少/(增加)		20,140	(6,647)
Decrease/(increase) in trade receivables	應收貿易賬款減少/(增加)		4,907	(508)
Decrease/(increase) in prepayments,	預付款項、按金及其他應收款項			
deposits and other receivables	減少/(增加)		(3,761)	6,756
Increase/(decrease) in trade payables	應付貿易賬款增加/(減少)		19,472	(78,321)
Increase in other payables and accruals	其他應付款項及應計款項增加		44,141	7,690
Decrease in deferred liabilities	遞延負債減少		(1,194)	(987)
Cash generated from operations	經營所得現金		327,183	286,252
Hong Kong profits tax paid	已付香港利得税		(802)	(941)
Overseas taxes paid	已付海外税項		(124,780)	(98,469)
Net cash flows from operating activities	經營業務之現金流入淨額		201,601	186,842

Consolidated Statement of Cash Flows (Continued) 綜合現金流量表 (續) Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

			2016	2015
			二零一六年	二零一五年
		Notes	HK\$'000	HK\$'000
		附註	千港元	千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動之現金流量			
Interest received	已收利息		2,083	2,255
Additions to prepaid land lease payments	增加預付土地租賃款項		_	(1,784)
Purchases of items of property, plant and equipment	購置物業、廠房及設備項目	16	(210,720)	(173,591)
Proceeds from disposal of items of	出售物業、廠房及設備項目			
property, plant and equipment	之所得款項		318	124
Net cash flows used in investing	投資活動之現金流出淨額	_		
activities			(208,319)	(172,996)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量	_		
New bank borrowings	新增銀行借款		196,013	371,838
Repayment of bank borrowings	償還銀行借款		(149,391)	(248,627)
Dividends paid	已付股息	14	(52,083)	(58,332)
Interest paid	已付利息		(8,263)	(6,617)
Net cash flows from/(used in)	融資活動之現金流入/			
financing activities	(流出)淨額		(13,724)	58,262
NET INCREASE/(DECREASE) IN CASH	┫ 現金及現金等價物之			
AND CASH EQUIVALENTS	增加/(減少)淨額		(20,442)	72,108
Cash and cash equivalents at	年初之現金及現金等價物			
beginning of year			233,017	180,105
Effect of foreign exchange rate	匯率變動之影響,淨額		(00.000)	40.400
changes, net		_	(22,388)	(19,196)
CASH AND CASH EQUIVALENTS	年末之現金及現金等價物			
AT END OF YEAR		_	190,187	233,017
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘之分析			
Cash and bank balances	現金及銀行結餘	22	101,298	173,493
Non-pledged time deposits with original maturity of less than three	於購入時原到期日為少於三個月 之無抵押定期存款			
months when acquired		22	88,889	59,524
Cash and cash equivalents	現金及現金等價物		190,187	233,017
•		_		

Notes to Financial Statements 財務報表附註

31 December 2016 二零一六年十二月三十一日

1. Corporate Information

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 29 August 2006 under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands and the principal place of business of the Company is located at 7th Floor, Wyler Centre II, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong.

The principal activity of the Company is investment holding. Details of the principal activities of the subsidiaries are set out in note 37 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

The Company is a subsidiary of Harmonious World Limited ("Harmonious World"), a company incorporated in the British Virgin Islands (the "BVI"), which is considered by the directors as the Company's ultimate holding company.

2.1 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, 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 investment properties which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand (HK\$'000) except where otherwise indicated.

1. 公司資料

本公司於二零零六年八月二十九日根據開曼群島第22章公司法(一九六一年法例三,經綜合及修訂)於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Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands,而本公司的主要營業地點為香港新界葵涌大連排道200號偉倫中心二期7樓。

本公司的主要業務為投資控股。有關附屬公司的主要業務詳情載於財務報表附註 37。年內本集團的主要業務性質並無重大 變動。

本公司為Harmonious World Limited的附屬公司,Harmonious World Limited於英屬處女群島(「英屬處女群島」)註冊成立,董事認為Harmonious World Limited為本公司的最終控股公司。

2.1 早列基準

該等財務報表根據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)、香港公認會 計原則及香港公司條例披露規定。該等財 務報表根據歷史成本法編製,惟投資物業 按其公平值計量。除另有指明外,該等財 務報表以港元呈列,所有價值均調整至最 接近千元(千港元)。

31 December 2016 二零一六年十二月三十一日

2.1 Basis of Preparation (continued) 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 2016. 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.

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 parent of the Group 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.

2.1 呈列基準(續)

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」)截至二零一六年十二月三十一日止年度的財務報表。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的權力(如本集團獲賦予現有能力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 多數投票或類似權利的權利,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。

附屬公司於相同申報期間的財務報表採用 與本公司一致的會計政策編製。附屬公司 的業績自本集團取得控制權當日起綜合計 算,直至該等控制權失效為止。

損益及其他全面收益的各組成部分歸屬於 本集團母公司擁有人。所有集團內公司間 資產及負債、權益、收入、支出以及與本 集團成員公司之間交易有關的現金流量均 於綜合賬目時悉數抵銷。

倘事實及情況反映上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。附屬公司擁有權權益的變動(並無失去控制權),於入賬時列作權益交易。

31 December 2016 二零一六年十二月三十一日

Basis of Preparation (continued) Basis of consolidation (continued)

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 the consolidated income statement. The Group's share of components previously recognised in other comprehensive income is reclassified to the consolidated income statement 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.

2.1 呈列基準(續)

綜合基準(續)

倘本集團失去附屬公司的控制權,會於綜 合收益表終止確認(i)附屬公司的資產(包括 商譽)及負債、(ii)任何非控股權益的賬面 值及(iii)計入權益的累計匯兑差額;並確認 (i) 收取代價的公平價值、(ii) 任何保留投資 的公平價值及(iii)任何由此產生的盈餘或虧 損。本集團早前於其他綜合收入確認的應 佔部份會視乎情況,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 類至綜合收益表或保留溢利。

Changes in Accounting Policies and Disclosures

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

Amendments to HKFRS 10. Investment Entities: HKFRS 12 and HKAS 28 (2011)

Applying the Consolidation Exception

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

HKFRS 14 Regulatory Deferral Accounts

Amendments to HKAS 1 Disclosure Initiative

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

Amendments to HKAS 16 Agriculture: Bearer Plants and HKAS 41

Amendments to HKAS 27 Equity Method in Separate Financial Statements

Annual Improvements 2012-2014 Cycle

Amendments to a number of **HKFRSs**

2.2 會計政策變動及披露

本集團於本年度財務報表首次採納以下新 訂及經修訂之香港財務報告準則。

香港財務報告準則第10號、 投資實體: 香港財務報告準則第12號 應用綜合入賬之例外 及香港會計準則第28號 (2011)修訂

香港財務報告準則第11號 收購共同經營權益的會計 修訂 處理

香港財務報告準則第14號 監管遞延賬戶

香港會計準則第1號修訂 披露動議

香港會計準則第16號及 可接受折舊及攤銷方式的 香港會計準則第38號修訂 澄清

香港會計準則第16號及 農業:生產性植物 香港會計準則第41號修訂

香港會計準則第27號 獨立財務報表中的權益法 (2011)修訂

二零一二年至二零一四年週期 修訂多項香港財務報告準則 的年度改造

31 December 2016 二零一六年十二月三十一日

2.2 Changes in Accounting Policies and Disclosures 2.2

(continued)

Other than as explained below regarding the impact of Amendments to HKAS 1, Amendments to HKAS 16 and HKAS 38 and certain amendments included in *Annual Improvements to 2012–2014 Cycle*, the adoption of the above new and revised standards has had no significant financial effect on these financial statements.

- (a) Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:
 - (i) the materiality requirements in HKAS 1;
 - (ii) that specific line items in the income statement and the statement of financial position may be disaggregated;
 - (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
 - (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to the income statement.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the income statement. The amendments have had no significant impact on the Group's financial statements.

2.2 會計政策變動及披露(續)

除下文説明有關香港會計準則第1號修訂、香港會計準則第16號及香港會計準則第38號修訂及二零一二年至二零一四年香港財務報告準則週期年度改進的一些修訂,採用以上此等新訂及經修訂之準則對財務報表並無產生重大財務影響。

- (a) 香港會計準則第1號修訂載有對財務報表的呈報及披露範疇內具針對性的改善。該等修訂釐清:
 - (i) 香港會計準則第1號內的重 大性規定;
 - (ii) 收益表及財務狀況表內的特 定項目可予細分;
 - (iii) 實體就彼等呈列於財務報表 附註的順序擁有靈活性;及
 - (iv) 使用權益法入賬的分佔聯營 公司及合營公司的其他全面 收益必須作為單獨項目匯總 呈列,並且在將會或不會其 後重新分類至收益表的該等 項目之間進行歸類。

此外,該等修訂釐清於財務狀況表 及收益表內呈列額外小計時適用的 規定。該等修訂對本集團的財務報 表亦無造成任何重大影響。

31 December 2016 二零一六年十二月三十一日

Changes in Accounting Policies and Disclosures

- (b)
- Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are applied prospectively. The amendments have had no impact on the financial position or performance of the Group as the Group has not used a revenuebased method for the calculation of depreciation of its non-current assets.
- Annual Improvements to HKFRSs 2012-2014 Cycle (c) issued in October 2014 sets out amendments to a number of HKFRSs. Details of certain amendments are as follows:
 - HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations: Clarifies that changes to a plan of sale or a plan of distribution to owners should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. Accordingly, there is no change in the application of the requirements in HKFRS 5. The amendments also clarify that changing the disposal method does not change the date of classification of the non-current assets or disposal group held for sale. The amendments are applied prospectively. The amendments have had no impact on the Group.

2.2 會計政策變動及披露(續)

- 香港會計準則第16號及香港會計準 (b) 則第38號修訂釐清香港會計準則第 16號及香港會計準則第38號中的 原則,即收益反映來自經營業務(該 資產為其一部份)產生的經濟利益 而非通過使用資產消耗的經濟利益 模式。因此,收益法不得用於折舊 物業、廠房及設備,並且僅在非常 有限的情況下可用於攤銷無形資 產。該等修訂以未來適用法應用。 鑒於本集團並無使用收益法計算其 非流動資產的折舊,該等修訂並無 對本集團的財務狀況或表現構成影 墾。
- 於二零一四年十月頒佈的二零一二年 至二零一四年香港財務報告準則週期 年度改進載列多項香港財務報告準則 的修訂。部份修訂的詳情如下:
 - 香港財務報告準則第5號持有待 售之非流動資產及已終止業務: 釐清對於出售計劃的變更或計劃 將資產劃撥至擁有者將不會作為 一項新的處置計劃,而是作為原 有出售計劃的延續。因此,對於 香港財務報告準則第5號的應用 要求沒有影響。該修訂同時釐清 了處置方式的變更不會改變將資 產劃分至持有待售非流動資產或 出售組別的日期。該等修訂以未 來適用法應用。該修訂對本集團 並無任何影響。

31 December 2016 二零一六年十二月三十一日

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.

Amendments to HKFRS 2 Classification and Measurement of

Share-based Payment Transactions²

Amendments to HKFRS 4 Applying HKFRS 9 Financial

Instruments with HKFRS 4 Insurance Contracts²

HKFRS 9 Financial Instruments²

Sale or Contribution of Assets Amendments to HKFRS 10 and between an Investor and HKAS 28 (2011) its Associate or Joint Venture4

HKFRS 15 Revenue from Contracts with

Customers²

Clarifications to HKFRS 15 Revenue Amendments to

HKFRS 15 from Contracts with Customers²

HKFRS 16 Leases³

Amendments to HKAS 7 Disclosure Initiative¹

Amendments to HKAS 12 Recognition of Deferred Tax Assets for Unrealised Losses¹

Effective for annual periods beginning on or after 1 January 2017

Effective for annual periods beginning on or after 1 January 2018

Effective for annual periods beginning on or after 1 January 2019

No mandatory effective date yet determined but available for adoption

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

2.3 已頒佈但尚未生效的香港財務 報告準則

本集團並未在財務報表應用下列已頒佈但 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2號修訂

以股份為基礎付款交易的 分類及計量2

香港財務報告準則 第4號修訂

與香港財務報告準則第4號 保險合約一併應用的香港 財務報告準則第9號

金融工具2

香港財務報告準則第9號 金融工具2

香港財務報告準則第10號及 投資者與其聯營或合營公司 香港會計準則第28號

之間的資產出售或注資4

(2011)修訂

香港財務報告準則第15號 來自客戶合約的收益2

香港財務報告準則 第15號修訂

對香港財務報告準則第15號

來自客戶合約的收益作出

的澄清2

香港財務報告準則第16號 租賃3

披露計劃1 香港會計準則第7號修訂

香港會計準則第12號修訂 就未變現虧損確認遞延税項

資產1

於二零一七年一月一日或之後開始的 年度期間生效

於二零一八年一月一日或之後開始的 年度期間生效

於二零一九年一月一日或之後開始的 年度期間生效

並未訂定強制性生效日期,惟已可作 採納

本集團對有關首次應用新訂及經修訂香港 財務報告準則的影響進行評估。本集團尚 未能確定該等新訂及經修訂香港財務報告 準則會否對其經營業績及財務狀況造成重 大影響。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in the income statement.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or a liability is measured at fair value with changes in fair value recognised in the income statement. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

2.4 主要會計政策概要 業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公平價值計算,該公平價值為本集團轉讓的資產於收購日期的人內方之前度擁有人大學,及本集團自被收購方之前度擁有人大學,及本集團發行以換取被收務方合,及本集團發行以換取被收務方合,與本權益的總和。於為大學,不會與對於一人權之的非控股權益,於清盤時按比例分析,於清盤時按比例分析,於清盤時按比例分析,於清盤時按比例分析,於清盤時按比例分析,於清盤時按比例分析,於清盤時按比例分析,於清盤時按比例分析,於清盤時接上,以其他成分为方數。

當本集團收購一項業務時,會根據合約條款、於收購日期的經濟環境及相關條件, 評估將承接的金融資產及負債,以作出適 合的分類及標示,其中包括將被收購方主 合約中的嵌入式衍生工具進行分離。

倘企業合併分階段進行,先前持有的股權 按收購日期的公平價值重新計量,而任何 收益或虧損於損益中確認。

由收購方將予轉讓的任何或然代價將於收 購日期按公平價值確認。分類為一項資產 或負債的或然代價根據公平價值的變動按 公平價值計量,並確認於損益。分類為權 益的或然代價並無重新計量,而其後結算 於權益中入賬。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies(continued)

Business combinations and goodwill (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in the income statement as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

商譽起初按成本計量,即已轉讓總代價、 已確認非控股權益及本集團先前由持有的 被收購方股權的公平價值總額,超逾與所 收購可識別資產淨值及所承擔負債的差 額。如總代價及其他項目低於所收購資產 淨值的公平價值,於評估後其差額將於收 益表內確認為議價收購收益。

於初始確認後,商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試,若有事件發生或情況改變顯示賬面值有事態減值時,則會更頻密地進行檢討。本集值時,則會更頻密地進行檢討。本其行減值測試,因業務合併而購入的商譽自購入之日被分配至預期可做現分配至預期不過,而無論之上單位或現金產生單位組別,而無論單位或單位組別。

減值乃通過評估與商譽有關的現金產生單位(或現金產生單位組別)的可收回金額釐定。當現金產生單位(或現金產生單位組別)的可收回金額低於賬面金額時,減值虧損便予以確認。已就商譽確認的減值虧損不得於未來期間撥回。

倘商譽已分配予現金產生單位(或現金產生單位組別)的部份而該單位的部份業務已出售,則在釐定所出售業務的收益或虧損時,與所出售業務相關的商譽會計入該業務的賬面值。在該情況下出售的商譽,乃根據所出售業務的相對價值及現金產生單位的保留份額進行計量。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2.4 主要會計政策概要(續)

(continued)

Fair value measurement

The Group measures its investment properties 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

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.

公平價值計量

本集團於各報告期末按公平價值計量其投資物業。公平價值計量其是對本有序交易中出售資產所收取的價值計量 轉讓負債所支付的價格。公平價值計量 轉讓假設出售資產或轉讓負債的交易的 程或負債主要市場或(在無主要及場份 產或負債主要市場或(在無主要及場份 產或負債主要市場進行而作出。主要及資 是數市場進行而作出。市場與 優勢市場與所數的公平價值 要負債的公平價值 對 或負債定價時會以最佳經濟利益行事 資產或負債定價時會以最佳經濟利益行事

非金融資產的公平價值計量須計及市場參 與者能自最大限度使用該資產達致最佳用 途,或將該資產出售予將最大限度使用該 資產達致最佳用途的其他市場參與者,所 產生的經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公平價值的估值方法,以儘量使用相關可觀察輸入數據及儘量減少使用不可觀察輸入數據。

所有載於本財務報表計量或披露的資產及 負債乃基於對公平價值計量整體而言屬重 大的最低層輸入數據按以下公平價值等級 分類:

第一級 : 基於相同資產或負債於活躍市

場的報價(未經調整)

第二級 : 基於對公平價值計量而言屬重

大的可觀察(直接或間接)最低 層輸入數據的估值方法

的估值方法

就按經常性基準於本財務報表確認的資產 及負債而言,本集團透過於各報告期末重 新評估分類(基於對公平價值計量整體而言 屬重大的最低層輸入數據)確定是否發生不 同等級轉移。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2.4 主要會計政策概要(續)

(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:
 - 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.

關連人士

在下列情況下,關連人士將被視為與本集 團有關連:

- (a) 有關人士為該名人士家族的人士或 直系親屬,而該名人士
 - (i) 控制或共同控制本集團;
 - (ii) 對本集團發揮重大影響力; 或
 - (iii) 為本集團或本集團母公司的 主要管理層成員;

或

- (b) 倘符合下列任何條件,有關人士即 屬實體:
 - (i) 該實體與本集團屬同一集團 之成員公司;
 - (ii) 一間實體為另一實體的聯營 公司或合營企業(或另一實 體的母公司、附屬公司或同 系附屬公司之旗下);
 - (iii) 該實體及本集團均為同一第 三方的合營企業;
 - (iv) 一間實體為第三方實體的合 營企業,而另一實體為該第 三方實體的聯營公司;
 - (v) 該實體為本集團僱員或屬於 本集團關連人士之實體之僱 員福利而設之離職後福利計 劃;
 - (vi) 該實體由(a)項所述人士控制 或共同控制;
 - (vii) 於(a)(i)項所述人士對該實體 有重大影響或屬該實體(或 該實體的母公司)主要管理 層成員;及
 - (viii) 該實體或其任何集團成員公司提供主要管理人員服務予本集團或本集團之母公司。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies (continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cashgenerating 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 income statement 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 other than goodwill 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 income statement 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.

2.4 主要會計政策概要(續)

非金融資產減值

倘有跡象顯示資產出現減值,或須對資產 進行年度減值測試(存貨、金融資產及投資 物業除外),則會估計該項資產之可收回金 額。資產之可收回金額為資產或創現單位 之使用價值或其公平值減處理成本之較高 者,並就個別資產釐定,惟該項資產並無 產生大部分獨立於其他資產或其他組別資 產之現金流入則除外,在此情況,就該項 資產所屬之創現單位釐定可收回金額。

減值虧損僅於資產賬面值超逾可收回金額 時確認。於評估使用價值時,估計未來現 金流量以反映當時市場對貨幣時間價值之 估計及該項資產之特有風險之除稅前折現 率折減至現值。減值虧損於產生期間自收 益表扣除,惟倘該資產按重估金額列賬, 則減值虧損會根據該重估資產之有關會計 政策列賬。

於各報告期間結算日,均會評估是否有跡象顯示過往已確認之減值虧損不再存在或可能減少。倘出現該跡象,則會估計可譽的金額。過往確認之資產減值虧損(商譽除外)僅於用於釐定該項資產之可收回金額額預算之估計出現變化時撥回,但有關金銀過行時,與超過假設過往年度並無就該項資產中,與個數過往一方,數個數值虧損於產生期間,數值虧損於產生期間,則會不可以值虧損撥回會根據該重估資產之有關會計政策列賬。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2.4

(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 income statement 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.

Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the income statement. Any subsequent revaluation surplus is credited to the income statement to the extent of the deficit previously charged. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

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 Over the lease terms Leasehold improvements 4.5% to 20%

Plant and machinery 10% to 20% Furniture, fixtures and 10% to 20%

office equipment

Motor vehicles 20% to 25%

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.

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊

除在建工程外,物業、廠房及設備按成本 減累計折舊及任何減值虧損入賬。一項物 業、廠房及設備之成本包括購買價及任何 將資產達致其運作狀況與地點作擬定用途 之直接成本。

各項物業、廠房及設備投入運作後產生之 開支(如維修及保養)一般於產生期間自收 益表扣除。倘符合確認標準,一項主要視 察之開支以替代方式於資產帳面值中資本 化列賬。倘物業、廠房及設備之重要部分 須不時替代,本集團確認該等部分為個別 資產,具特別使用年限及折舊。

物業、廠房及設備之價值變動作為資產重 估儲備之變動處理。倘若按每項資產為基 準,儲備總額不足以彌補虧絀時,則多出 之虧絀於收益表扣除。其後之重估盈餘乃 計入收益表,惟以先前扣除之虧絀為限。 出售重估資產時,資產重估儲備中就以往 估值實現之部份乃轉入保留溢利,作為儲 備之變動。

折舊按各項物業、廠房及設備之估計可使 用年期以直線法計算,以撇銷成本至其剩 餘價值。就此而言,所採用之主要年率如 下:

租賃土地及樓宇 按租期 租賃物業裝修 4.5%-20% 廠房及機器 10%-20% 傢俬、裝置及 10%-20%

辦公室設備

汽車 20%-25%

倘某項物業、廠房及設備項目各部分之使 用年限各有不同,該項目之成本乃按合理 基準在各部分之間進行分配,而每部分則 各自計算折舊。剩餘價值、使用年限及折舊 方法至少會於各財政年度年末進行檢討及 調整(如適用)。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2.4

(continued)

Property, plant and equipment and depreciation (continued)

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 income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant

Construction in progress represents buildings and equipment under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction 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.

Investment properties

Investment properties are interests in land and buildings 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 properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

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

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, 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, except in the case of financial assets recorded at fair value through profit or loss.

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊(續)

初步確認之物業、廠房及設備項目包括任何重要部分於出售時或預期日後不會因使用或出售而帶來經濟利益時停止確認。在停止確認該項資產之同一年度於收益表確認之出售或報廢之任何盈虧,為有關資產出售所得款項淨額與其賬面值之差額。

在建工程指興建中之樓宇及設備,並以成本值減任何減值虧損列帳,且不予折舊。 成本值包括建築期間之直接建築成本。在 建工程於完成及投入服務時重新分類為合 適類別之物業、廠房及設備。

投資物業

投資物業乃土地及樓宇之權益。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。投資物業首次按成本計量,當中包括交易成本。於首次確認後,投資物業乃按反映報告期末市場狀況的公平價值列賬。

投資物業公平值變更所帶來之溢利或虧損於產生年度計入收益表。

報廢或出售投資物業之任何溢利或虧損於 報廢或出售之年度在收益表確認。

投資及其他金融資產

初步確認及計量

金融資產,按初始確認時,金融資產分類為以公平值按損益列賬的金融資產、貸款及應收款項及可供出售金融投資,或分類為指定為有效對沖之對沖工具之衍生工具(視情況而定)。對於並非屬於以公平值按損益列賬的金融資產,在初始確認時以公平值加上收購金融資產產生的交易成本計量。

31 December 2016 二零一六年十二月三十一日

Summary of Significant Accounting Policies 2.4 主要會計政策概要(續)

(continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

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 income statement. The loss arising from impairment is recognised in the income statement in finance costs for loans and in administrative expenses for receivables.

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.

投資及其他金融資產(續)

初步確認及計量(續)

以正常方式購買及銷售金融資產均在交易 日(即本集團承諾購買或出售資產當日)確 認。以正常方式購買或銷售資產是指須按 照市場規定或慣例通常訂立的期限內交付 資產。

後續計量

金融資產的後續計量取決於其分類,如下:

貸款及應收款項

貸款及應收款項指具有固定或可釐定付款 額且非於活躍市場報價之非衍生金融資 產。於首次計量後,該等資產採用實際利 息法按攤銷成本計量,並扣除任何減值撥 備。計算攤銷成本時亦會計及收購所產生 之任何折讓或溢價,並包括作為實際利率 之不可或缺之費用或成本。實際利率攤銷 包含於收益表之其他收入及收益。因減值 而產生之虧損於收益表內確認為貸款之融 資成本及應收賬款之行政開支。

解除確認金融資產

於下列情況時,金融資產(或(如適用)金 融資產之一部分或一組類似金融資產之一 部分)將主要地解除確認(從本集團綜合財 務狀況表移除):

- 自資產收取現金流量之權利已屆滿; 或
- 本集團已轉讓自資產取得現金流量 之權利或已根據「轉付」安排承擔於 無重大延誤之情況下向第三方全額 支付已收取現金流量之責任;且(a) 本集團已轉讓該資產之大部分風險 及回報,或(b)本集團並無轉讓或保 留該等資產之大部分風險及回報, 惟已轉讓該資產之控制權。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies(continued)

Derecognition of financial assets (continued)

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 risks 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.

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.

2.4 主要會計政策概要(續)

解除確認金融資產(續)

當本集團已轉讓自一項資產收取現金流量的權利或已訂立「轉付」安排,會評估其不公保留該項資產擁有權的風險及回報,及其程度。當本集團並無轉讓或保留該資產之大部分風險及回報,亦無轉讓該資產之控制權,該資產在本集團持續參與此資產的前提下予以確認入賬。於此實資產的前提下予以確認相關負債。已轉讓沒下,本集團亦確認相關負債。已轉讓沒產及相關負債按反應本集團已保留權利及責任之基準計量。

本集團倘以擔保形式持續參與轉讓資產時,則以該項資產的原賬面值及本集團或 須償還的代價數額上限(以較低者為準)計 算。

金融資產之減值

按攤銷成本列賬之金融資產

就按攤銷成本列賬之金融資產而言,本集團首先對具個別重要性之金融資產進行,評估個別資產是否存在可觀減值證據,或對非具個別重要性之金融資產進行共同評估。倘本集團釐定經個別評估之金融資產(無論具有重要性與否)並無存在具有觀滅值證據,則會將該資產歸入一,然認認有過經濟的,個別評估減值。個別評估減值及為其確認減值虧損之資產,在共同評估減值時不會包括在內。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2.4 主要會 (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

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 income statement. 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 administrative expenses in the income statement.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

Subsequent measurement

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

2.4 主要會計政策概要(續)

金融資產之減值(續)

按攤銷成本列賬之金融資產(續)

已確認減值虧損金額按資產賬面值與估計 未來現金流量(不包括尚未產生之未來信貸 虧損)現值之差額計量。估計未來現金流量 之現值乃按金融資產之原實際利率貼現(即 按初步確認計算之實際利率)。

資產之賬面值通過採用撥備賬項減少,虧損金額在收益表中確認。利息收入按減少後賬面值持續產生,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。倘預期並無日後可收回金額,且所有抵押已變現或轉撥至本集團,則借貸及應收款項連同相關撥備予以撤銷。

以後期間,倘若由於減值確認後發生一個 事件估計減值虧損之數額增加或減少,則 先前確認之減值虧損透過調整撥備賬項予 以增加或減少。倘攤銷隨後可收回,收回 款項計入收益表之行政開支。

金融負債

初步確認及計量

金融負債,按初始確認時,按適用情況分類為透過損益賬以公平值列賬之金融負債、貸款及借貸,或分類為指定為有效對沖之對沖工具之衍生工具(按適用情況)。

所有財務負債初始時按公平值確認,惟貸 款及借款則加上淨直接應佔交易成本確認。

後續計量

財務負債的後續計量取決於其分類,如下:

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2.4 主要

(continued)

Financial liabilities (continued)

Loans and borrowings

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 income statement 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 income statement.

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: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

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 income statement.

2.4 主要會計政策概要(續)

金融負債(續)

貸款及借款

於初始確認後,計息貸款及借款隨後以實際利率法按攤銷成本計量,倘折現的影響並不重大,則按成本列賬。當撤銷確認負債及在實際利率攤銷過程中,收益及虧損會於收益表確認。

攤銷成本計入於購買時產生的任何折現或 溢價及作為構成有效利率整體部分的費用 或成本。有效利率攤銷計入收益表中的融 資成本。

財務擔保合約

本集團開立的財務擔保合約是指須支付款項以償付持有人因指定債務人未能根據債務工具條款作出到期付款而產生的虧損的合約。財務擔保合約初步按其公平值確認為負債,並就開立該擔保的直接應佔交易成本進行調整。於初始確認後,本集團按以下兩者中的較高者計量財務擔保合約:(i)於報告期末對履行現有責任所需開支的最佳估計金額:及(ii)初始確認金額減(如適用)累計攤銷。

撤銷確認金融負債

當負債項下之責任被解除或取消或屆滿,金融負債將被撤銷確認。

如現有金融負債由同一放債人明顯不同的 條款大致上相異之負債所取代,或現有負 債之條款作出重大修訂,此類交換或修訂 將被視為取消確認原負債及確認新負債處 理,有關賬面值之差額於收益表確認。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2.4 主要會計政策概要(續)

(continued)

Inventories

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

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 income statement so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the income statement 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.

存貨

存貨按成本與可變現淨值之較低者入賬,並就陳舊或滯銷項目作適當撥備。成本按加權平均法計算,如屬在製品及製成品,則包括直接物料、直接工資及適當比例之間接成本。可變現淨值按估計售價減任何估計完成及出售所需之成本計算。

和賃

將資產擁有權(法定業權除外)之大部分報酬與風險轉讓至本集團之租賃均列為融資租賃。融資租賃生效時,租賃資產之原值均按最低租賃款項之現值撥作資本,並短債務(不計利息)入賬,以反映購入及融資情況。資本化融資租賃持有之資產(包括融資租賃項下土地租賃款項預付)均列入物業,廠房及設備,並按資產租賃年期或估計可使用年期(以較短者為準)攤銷。該等租賃之融資成本乃於租賃年期內按固定比率於收益表內扣除。

由出租人承受資產擁有權之絕大部分回報 與風險之租賃均列為經營租賃。倘本集團 是出租人,則本集團根據經營租約出租之 資產均計入非流動資產,而經營租約之應 收租金則以直線法在租賃期內計入收益 表。倘本集團是承租人,則經營租約之應 付租金以直線法在租賃期內自收益表扣除。

經營租賃的預付土地租賃款項初步按成本列賬,其後在租賃期內以直線法確認。當租賃款項無法可靠地在土地和樓宇兩部份進行分配時,則整個租賃款項會計入土地和樓宇之成本中,列作物業、廠房及設備之融資租賃。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2.4

(continued)

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.

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. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. 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.

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 income statement.

2.4 主要會計政策概要(續)

現金及現金等價物

為編製綜合現金流量表,現金及現金等價物包括手頭現金及活期存款,以及短期高流動性投資(須易於轉換能確定金額的現金、低價值變動風險及具較短期限(一般購入後不多於三個月)),減去按要求還款的銀行透支,並構成本集團的現金管理主要部分。

為編製綜合財務狀況表,現金及現金等價物包括手頭現金及銀行存款,包括用途不 受限制的定期存款及與現金性質相似之資 產。

借款成本

因收購、建設或生產合資格資產等(即需要一段頗長時間準備方可作其擬定用途或出售的資產)所直接產生的借貸成本,乃予以資本化作為該等資產成本之一部分。倘若該等資產已大致能夠用作擬定用途或出售,其借貸成本不再予以資本化。個別借貸因尚未用於合資格資產而用作暫時性投資,所賺取的投資收入應從已資本化的借貸成本中扣除。所有其他借貸成本於產生期內支銷。借貸成本包括實體在借入資金時所產生的利息及其他成本。

撥備

當由於過往事件導致現時須承擔法律或推 定責任而未來可能須流失資源以履行責 任,且能可靠估計責任之數額,則會確認 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在報告期 間結算日之現值。隨時間流逝使貼現值增 加之款項計入收益表之融資成本。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2.4

(continued)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside the income statement is recognised 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 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 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.

2.4 主要會計政策概要(續)

所得税

所得税包括即期及遞延税項。與於損益表 以外確認之項目有關之所得税或確認為其 他全面收益亦或直接確認為權益。

即期税項資產及負債,按預期可從稅務機構收回或支付予稅務機構之金額、以報告期間結算日之前已實施或實質已實施之稅率(及稅法)、經考慮本集團業務所在國家現行之詮釋及慣例而計量。

遞延税項於呈報期未按負債法就資產及負債的税基與財務報告所示賬面值的所有暫時差額計提撥備。

遞延税項負債就所有應課税暫時差額確認,惟下列情況除外:

- 因業務合併以外之交易(交易當時 並無因而影響會計溢利或應課稅溢 利或虧損者)下初步確認資產或負 債所產生之遞延稅項負債;及
- 對附屬公司之投資相關之應課税暫時差額而言,如暫時差額之撥回時間可予控制,且暫時差額不大可能在可預見將來撥回。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2.4

(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.

Dividend income derived from the Company's subsidiaries in Mainland China is subject to a withholding tax under the prevailing tax rules and regulations of the People's Republic of China ("PRC").

2.4 主要會計政策概要(續)

所得税(續)

遞延稅項資產乃於可能取得應課稅溢利而 可動用可扣稅暫時差額,以及未動用稅項 抵免及任何未動用稅項虧損。遞延稅項資 產就所有可扣稅暫時差額、未動用稅項抵 免及未動用稅項虧損結轉確認,惟下列情 況除外:

- 遞延税項資產涉及業務合併以外之交易(交易當時並無因而影響會計溢利或應課税溢利或虧損者)下初步確認資產或負債所產生之可扣税暫時差額;及
- 對附屬公司之投資相關之可扣稅暫時差異,遞延稅項資產僅於暫時差異於可預見將來可能出現逆轉及有應課稅溢利以供暫時差額抵銷的情況下確認。

於各報告期間結算日會檢討遞延稅項資產 之賬面值,倘不再可能取得足夠應課稅溢 利以運用全部或部分遞延稅項資產扣稅, 則會作出相應調減。尚未確認之遞延稅項 資產,則會於各報告期間結算日重新評 估,並於有可能取得足夠應課稅溢利以收 回全部或部分遞延稅項資產扣稅時確認。

遞延税項資產及負債乃根據預期於變現資產或清償債務期間適用之稅率計算,而該稅率乃基於報告期間結算日正式實施或實質採用之稅率(及稅法)釐定。當存在可依法執行之權利,可將即期稅項資產抵銷即期稅項負債,而遞延稅項涉及同一應課稅實體及同一稅務機關時,遞延稅項資產及遞延稅項負債方可互相抵銷。

根據中華人民共和國(「中國」)現行税務規則及法規,來自本公司位於中國大陸之附屬公司之股息收益須繳納預扣税。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2 (continued)

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:
- (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; and
- (d) dividend income, when the shareholders' right to receive payment has been established.

Research and development costs

All research costs are charged to the income statement as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Government grants

Government grants, including a subsidy for the expenditure incurred in the construction cost of infrastructure projects, 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 deducted from the carrying amount of the asset and released to the income statement by way of a reduced depreciation charge.

2.4 主要會計政策概要(續)

收益確認

當經濟利益有可能流入本集團和當收入能 可靠地計量時,收益會按下列基準確認:

- (a) 銷售貨品所得之收益,於所有權之 重大風險和回報已轉移至買方時確 認,惟本集團對所售貨品必須不再 享有通常與所有權相關之管理權, 亦不得再有實際控制權;
- (b) 租金收入在租賃期內按時間比例確認:
- (c) 利息收入以應計基準以實際利率法 將金融工具的估計年期或較短期間 (如適用)內的未來估計現金收入折 現至金融資產的賬面淨值;及
- (d) 股息收入於確立股東收款權利時確認。

研究及開發成本

所有研究成本均於產生時自收益表扣除。

開發新產品之項目開支將撥充資本,並僅 於以下情況延遲入賬:本集團能表現出完 成該無形資產之技術可行性,以供使用 銷售;表現其有意完成該項資產及其使用 或出售該項資產之能力;顯示該項資產如 何產生日後經濟利益;顯示其能夠提供完 成有關項目之資源;及顯示其有能力於開 發期間可靠計量開支。不符合上述標準之 產品開發開支於產生時支銷。

政府補助

政府補助(包括有關基建項目建築成本所招致開支之補助)於可合理地確定將會收取補助及將符合所有附帶條件時按公平值確認。倘補助涉及開支項目,則會於相關期間確認為收入,使該補助有系統地對應其擬補助之成本入賬。倘補助與資產有關,其公平值從資產之賬面值中扣減並透過扣減之折舊開支而轉撥至收益表。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("Equity-settled Transactions").

The cost of Equity-settled Transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 29 to the financial statements.

The cost of Equity-settled Transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for Equity-settled Transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 主要會計政策概要(續)

股份支付

本公司訂立購股權計劃,以向為本集團成功營運作出貢獻的合資格參與者提供激勵及獎勵。本集團僱員(包括董事)以股份支付的形式收取酬金,據此僱員提供服務作為權益工具的代價([以股份支付的交易])。

股份支付交易的成本乃參照該權益工具於 授予日期的公平值計量。公平值由外聘估 值師採用二項式模型釐定,有關詳情載於 財務報表附註29。

以權益支付交易的成本於表現及/或服務條件履行期間於僱員福利開支確認,同時相應增加權益。在歸屬日期之前於各報告期間結算日於權益支付交易所確認的累計開支反映歸屬期屆滿的程度及本集團認為對最終歸屬的權益工具數量的最佳估計。於期內綜合收益表扣除或計入的金額指於期初及期終確認的累計開支變動。

釐定獎勵之授出日公平值並不考慮服務及 非市場表現條件,惟能達成條件之可能 則被評定為將最終歸屬為本集團權益工具 數目之最佳估計之一部份。 附帶於獎勵中 將反映在授出日之公平值。 附帶於獎勵中 但並無相關聯服務要求之其他任何條件皆 視為非歸屬條件。反映非歸屬條件之 視為非歸屬條件。 可 以下值若當中不包含服務及/或表現條件 乃即時予以支銷。

因未能達至非市場表現及/ 或服務條件, 而導致最終並無歸屬之獎勵並不會確認支 銷,惟包括一項市場或非歸屬條件之獎 勵,無論市場或非歸屬條件是否達成,其 均會被視為已歸屬,前提是所有其他表現 及/或服務條件須已達成。

於修訂權益支付回報的條款時,將會至少確認開支,猶如倘最初回報條款均得到滿足,有關條款並無作出修訂。此外,亦會就任何修訂確認開支增加股份付款安排交易的總公平值,或於修訂當日計算時對僱員有利。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies 2.4 主要會計政策概要(續)

(continued) Share-based payments (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as an additional share dilution in the computation of earnings per share.

Other employee benefits

Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of these employees' basic salaries and are charged to the income statement 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 Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into 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 certain percentages of their payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

Termination benefits

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

股份支付(續)

倘若註銷權益支付的回報,則會視作已於 註銷當日歸屬,而任何未就回報確認的開 支將立即確認。該報酬包括當非歸屬條件 在本集團或僱員的控制下未能得到滿足時 的報酬。然而,倘以新回報取代所註銷的 回報,並於授出當日列作取代回報,則所 註銷及新授出的回報將視作原有回報的修 訂,有關詳情載於上段。

尚未行使購股權的攤薄影響列作計算每股 盈利的額外股份攤薄。

其他僱員福利

退休福利計劃

本集團根據香港強制性公積金計劃條例為 所有香港僱員設立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 僱員基本薪金之某百分比計算,並根據強 積金計劃之規則於應付時在收益表扣除。 強積金計劃資產與本集團資產分開存放, 由獨立管理之基金持有。本集團一經向強 積金計劃供款,有關僱主供款即全數歸僱 員所有。

本集團於中國大陸經營之附屬公司之僱員 須參與地方市政府管理之中央退休金計 劃。該等附屬公司須按其薪酬成本之若干 百分比向中央退休金計劃供款。供款於根 據中央退休金計劃之規則應付時於收益表 扣除。

離職福利

離職福利於本集團不再能取消提供該等福利時及本集團確認涉及支付離職福利的重組成本時(以較早者為準)確認。

31 December 2016 二零一六年十二月三十一日

2.4 Summary of Significant Accounting Policies (continued)

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 income statement.

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 income statement is also recognised in other comprehensive income or income statement, respectively).

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 income statements 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 income statement.

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.

2.4 主要會計政策概要(續)

外幣

該等財務報表以港元(本公司之功能貨幣) 呈列。本集團屬下各實體自行決定功能貨幣,而各實體財務報表內之項目均以該功能貨幣計算。外幣交易首先按交易日期本 集團屬下各實體以其功能貨幣匯率入賬。 於結算日以外幣為單位之貨幣資產與負債 按報告期間結算日適用之功能貨幣匯率換 算。因貨幣項目結算或匯兑產生的差額於 收益表確認。

根據外幣歷史成本計算之非貨幣項目按首次交易日期之匯率換算。根據外幣公平值計算之非貨幣項目按釐定公平值當日之匯率換算。換算非貨幣項目而產生的收益或虧損,按確認該項目公平價值變動的收益或虧損一致的方法處理(即其他全面收益或收益表已確認的項目公平價值收益或虧損,其換算差額亦分別於其他全面收益或收益表確認)。

若干海外附屬公司之功能貨幣並非港元。 於報告期間結算日,該等實體之資產及負 債均按報告期間結算日之匯率換算為港 元,而該等公司之收益表按年內之加權 均匯率換算為港元。因此而產生之匯兑 額計入其他全面收入及於匯兑波動儲備 體。於出售境外營運時,就特定海外實體 在其他全面收入的組成部分將於收益表確 認。

就編製綜合現金流量表而言,海外附屬公司之現金流量按現金流量日期現行之匯率換算為港元。海外附屬公司在年內產生之經常性現金流量會按該年度之加權平均匯率換算為港元。

31 December 2016 二零一六年十二月三十一日

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 revenues, 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.

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:

Operating lease commitments — Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

3. 主要會計判斷及估計

於編製本集團之財務報表時,管理層需對 收入、支出、資產及負債之申報數額及其 附帶披露、以及或然負債之披露事項作出 判斷、估計及假設。該等假設及估計之不 明朗因素可能導致需就日後受影響資產或 負債之賬面值作出重大調整。

判斷

管理層於應用本集團之會計政策時已作出 以下判斷(不包括涉及估計者),對財務報 表內確認之款項構成最重要影響者如下:

經營租約承擔-本集團作為出租人

本集團已就旗下之投資物業組合訂立商業物業租約。本集團已根據各安排之條款及條件之評估確定其保留經營租約出租之物業之擁有權的所有重大風險及回報。

投資物業與業主佔用物業分類

本集團釐定一項物業是否符合為投資物 業,並已制訂標準以作出有關判斷。投資 物業乃為賺取租金或/及資本增值而持有 之物業。故此,本集團考慮物業是否明顯 地獨立於本集團持有的其他資產而產生現 金流量。某些物業包括一部分為賺取租金 或資本增值而持有,而另一部分則為生產 或供應貨物或服務或行政用途而持有。倘 有關部分可根據融資租賃單獨出售或出 租,本集團則單獨計入該部分。倘有關部 份不能單獨出售,物業只會在用於生產或 供應貨物或服務或行政用途所佔比例極少 的情况下計入投資物業。本集團基於物業 的個別情況而作出判斷,以確定配套服務 是否非常重要,致使該物業不符合為投資 物業。

31 December 2016 二零一六年十二月三十一日

3. Significant Accounting Judgements and Estimates (continued)

Judgements (continued)

Income tax

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

As explained in note 27 to the financial statements, withholding tax is levied on dividends to be distributed by subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. Deferred tax is provided, at the applicable withholding tax rate, on the undistributed earnings of the Group's PRC subsidiaries that would be distributed to their respective holding companies outside Mainland China in the foreseeable future.

The Group's investment properties at fair value in Mainland China are all held to earn rental income and/or for capital appreciation and they are considered to be held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. Accordingly, deferred tax on the Group's investment properties at fair value is measured to reflect the tax consequences of recovering the carrying amounts of the investment properties through use.

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.

Fair value estimation of investment properties

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

- (a) by reference to independent valuations;
- (b) current prices in an active market for properties of a different nature, condition or location (or subject to different leases or other contracts), adjusted to reflect those differences;

3. 主要會計判斷及估計(續)

判斷(續)

所得税

使用負債法就報告期末資產與負債税基與 彼等就財務申報的賬面值之間的所有暫時 差額計提遞延税項。

如財務報表附註27所説明,於中國大陸成立的附屬公司將就二零零八年一月一日起所產生的盈利而分派的股息須繳納預扣稅。按適用預扣稅率就本集團位於中國的附屬公司將於可見將來分派予彼等各自位於中國大陸境外的控股公司的未分派盈利計提遞延稅項。

本集團位於中國大陸按公平值列賬的投資物業均持有以賺取租金收入及/或資本增值,彼等視作按其目標為隨著時間的推移消耗投資物業所包含絕大部分經濟利益而不是通過銷售的業務模式持有。因此,計量本集團按公平值列賬投資物業販面值的稅務後果。

估計之不明朗因素

涉及日後之主要假設及於報告期末估計不明朗因素之其他主要來源(其均會導致下個財政年度之資產及負債之賬面值出現大幅調整之重大風險)載於下文:

投資物業公平值的估計

倘缺乏類似物業於活躍市場的當前價格, 本集團將考慮不同來源的資料,包括:

- (a) 參考獨立估值;
- (b) 不同性質、狀況或地點(或不同租 賃或其他合同)的物業於活躍市場 的當前價格(須就反映該等差異作 出調整);

31 December 2016 二零一六年十二月三十一日

3. Significant Accounting Judgements and Estimates (continued)

Estimation uncertainty (continued)

Fair value estimation of investment properties (continued)

- (c) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the dates of the transactions that occurred at those prices; and
- (d) discounted cash flow projections, based on reliable estimates of future cash flows, derived from the terms of any existing lease and other contracts, and (where possible) from external evidence such as current market rates for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of cash flows.

Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 17 to the financial statements.

Properties applying for building ownership certificates

As of 31 December 2016, the Group had not obtained the building ownership certificates for certain properties located in Mainland China and was still in the progress of completing the application of these certificates. After (i) having discussions with the relevant government officials, (ii) obtaining correspondence from the relevant regulatory bodies; and (iii) taking advice from the Group's legal counsel, the Group believes that it is highly likely for the Group to obtain these certificates. Thus, no impairment of the aforesaid properties was considered necessary as of 31 December 2016. This is the best estimation by the management based on current information. Further details are given in note 16 to the financial statements.

Valuation of share options

The fair value of options granted under the share option scheme is determined using the binomial model. The significant inputs in determining the fair values include the weighted average share price at the grant date, exercise price, risk-free interest rate, dividend yield, expected volatility, expected life of options, and exit rate of directors and staff. Further details are given in note 29 to the financial statements.

3. 主要會計判斷及估計(續)

估計之不明朗因素(續)

投資物業公平值的估計(續)

- (c) 類似物業於活躍程度稍遜市場的近期價格,經調整以反映自按該等價格進行交易當日起之任何經濟情況變動;及
- (d) 根據未來現金流量之可靠估計而作 出之折現現金流量預測,該預測乃 根據任何現有租約及其他合約之條 款,以及(如有可能)外在因素(如 相同地點及狀況之類似物業之現行 市場租金等)而作出,並採用可反 映當時市場對不確定之現金流量金 額及時間之評估之折現率計算。

包括用於公平值計量的主要假設及敏感度分析的進一步詳情載於財務報表附註17。

申請房屋所有權證的物業

截至二零一六年十二月三十一日,本集團尚未取得部份位於中國大陸的物業的房屋所有權證,目前仍在辦理該等物業的房屋所有權證之申請。在(i)與相關政府官員討論後、(ii)從相關監管機構獲取文件往來:及(iii)取得本集團法律顧問之意見後,本集團認為,極有可能取得該等物業的房屋所有權證。因此,截至二零一六年十二月三十一日,我們認為上述物業並無減值必要。此乃管理層基於目前之資料之最佳估計。進一步詳情載於財務報表附註16。

購股權之估值

根據購股權計劃授出之購股權公平值採用 二項式模型釐定,模型釐定公平值所採用 之重大計算數據包括授出日期之加權平均 股價、行使價、無風險利率、派息率、預 期波幅、購股權預期有效期及董事與員工 之流失率。有關詳情載於財務報表附註 29。

31 December 2016 二零一六年十二月三十一日

3. Significant Accounting Judgements and Estimates (continued)

Estimation uncertainty (continued)

Inventory provision

The Group manufactures and sells goods and is subject to changing consumer demands and fashion trends. As a result, it is necessary to consider the recoverability of the cost of inventories and the associated provision required. When calculating the inventory provision, management considers the nature and condition of inventories, as well as applying assumptions around anticipated marketability of finished goods and the future usage of raw materials.

4. Segment Information

The Group's primary operating segment is the manufacture and sale of ladies' brassieres, panties, swimwear and sleepwear. Since this is the only operating segment of the Group, no further analysis thereof is presented. In determining the Group's geographical information, the revenue information is based on the locations of the customers, and the total non-current assets information, other than deferred tax assets, is based on the locations of the assets.

3. 主要會計判斷及估計(續)

估計之不明朗因素(續)

存貨撥備

本集團製造及銷售商品,並受到消費者需求及時裝潮流不斷變化的影響。因此,有需要考慮存貨成本的可收回性以及所需的相關撥備。在計算存貨撥備時,管理層會考慮存貨的性質及狀況,並應用關於製成品預計適銷性及日後原材料用量的假設。

4. 分部資料

本集團之主要經營分部是女士胸圍、內褲、泳衣及睡衣之製造及銷售。由於此為本集團之唯一經營分部,故並無呈列進一步之分析。決定本集團之地區資料時,收益資料乃按客戶所在地為基礎,總非流動資產(遞延稅項資產除外)資料按資產所在地為基礎。

			nd China 大陸	•	y Kong F港		ners 他		tal 計
		2016	2015	2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Revenue from external	外界客戶之收益								
customers		2,129,821	2,431,547	81,177	99,007	5,084	5,264	2,216,082	2,535,818
Non-current assets	非流動資產	1,329,130	1,251,298	88,376	87,065	-	-	1,417,506	1,338,363
Capital expenditure incurred	年內資本開支								
during the year		209,470	168,540	1,250	5,051	-	-	210,720	173,591

For the years ended 31 December 2016 and 2015, as no revenue from sales to any customer of the Group has individually accounted for over 10% of the Group's total revenue, no information about major customers is presented under HKFRS 8.

截至二零一六年及二零一五年十二月三十一日止年度,由於本集團並無任何客戶之銷售收益個別佔本集團總收益10%以上,故並未根據香港財務報告準則第8號呈報主要客戶的資料。

5. Revenue

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

5. 收益

收益指扣除退貨及交易折扣款額後售出貨 品之發票淨值。

Notes to Financial Statements (Continued) 財務報表附註 (續) 31 December 2016 二零一六年十二月三十一日

Other Income and Gains, Net

6. 其他收入及收益,淨額

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Other income	其他收入		
Subsidy income*	補貼收入*	39,477	39,076
Gross rental income	租金收入總額	14,534	14,663
Contingent rents receivable in respective of	經營租賃的應收或然租金		
operating leases		784	842
Bank interest income	銀行利息收入	2,083	2,255
Royalty income	專利權收入	278	161
Others	其他	4,460	1,766
		61,616	58,763
Gains, net	收益,淨額		
Foreign exchange differences, net	匯兑差異,淨額	(22,131)	(21,717)
Changes in fair value of investment	投資物業公平值變動(附註17)		
properties (note 17)		13,000	8,000
Gain on disposal/write-off of items of	出售/撇銷物業、廠房及		
property, plant and equipment, net	設備項目之收益,淨額	278	_
		(8,853)	(13,717)
		52,763	45,046

There are no unfulfilled conditions or contingencies relating to this income.

7. Other Expenses

7. 其他開支

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Charitable donation	慈善捐款	7,274	6,753
Loss on disposal/write-off of items of	出售/撇銷物業、廠房及		
property, plant and equipment, net	設備項目之虧損,淨額		416
		7,274	7,169

8. **Finance Costs**

融資成本 8.

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
otal interest on bank loans	總銀行借款利息	8,263	6,617

此收入並無涉及任何未達成之條件或 或然事項。

31 December 2016 二零一六年十二月三十一日

9. Profit Before Tax

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

9. 除税前溢利

本集團之除税前溢利已扣除/(計入):

		2016 二零一六年 HK\$′000 千港元	2015 二零一五年 HK\$'000 千港元
Cost of inventories sold*	已售存貨成本*	471,531	466,222
Depreciation	折舊	53,476	49,533
Amortisation of prepaid land lease payments	預付土地租賃款項之攤銷	928	974
Minimum lease payments under	有關以下各項經營租約之		
operating leases in respect of:	最低租賃款項:		
Land and buildings	土地及樓宇	79,097	85,019
Contingent rents of retail outlets	百貨公司內零售點		
in department stores	的或然租金	545,052	636,453
Employee benefit expenses (excluding	僱員福利開支(不包括董事		
directors' and chief executive's	及行政總裁薪酬 — 附註 10):		
remuneration — note 10):			
Wages and salaries	工資及薪金	618,736	671,427
Write-back of provision for	長期服務金撥備撥回		
long service payments		(697)	(597)
Retirement benefit scheme contributions	退休福利計劃供款	63,881	66,111
		681,920	736,941
Auditor's remuneration	核數師酬金	2,980	3,170
Advertising and counter decoration expenses	廣告及櫃位裝飾開支	122,088	138,509
Provision for obsolete inventories, net	陳舊存貨撥備・淨額	37,366	12,413
Impairment/(write-back of impairment	應收貿易賬款減值/		
allowance) of trade receivables**	(減值撥備撥回)**	359	(17)
Research and development expenditure	研究及開發開支	3,574	3,681
Loss/(gain) on disposal/write-off of items of	出售/撇銷物業、廠房及設備項目		
property, plant and equipment, net	之虧損/(收益),淨額	(278)	416
Foreign exchange differences, net	匯兑差異,淨額	22,131	21,717
Gross and net rental income	租金收入總額及淨額	(15,318)	(15,505)
Changes in fair value of investment properties	投資物業公平值變動	(13,000)	(8,000)
Bank interest income	銀行利息收入	(2,083)	(2,255)

- * The cost of inventories sold for the year included HK\$175,828,000 (2015: HK\$162,118,000), relating to staff costs, depreciation of manufacturing facilities, minimum lease payments under operating leases in respect of land and buildings and the net provision for obsolete inventories, which are also included in the respective total amounts disclosed above for each type of expenses.
- ** The impairment/(write-back of impairment allowance) of trade receivables is included in "Administrative expenses" on the face of the consolidated income statement.
- 已售存貨成本包括員工成本、製造設備折舊、土地及樓宇經營租約之最低租賃款項及陳舊存貨撥備淨額為175,828,000港元(二零一五年:162,118,000港元)。有關總額亦已記入以上披露之各類相關開支中。
- ** 應收貿易賬款減值/(減值撥備撥 回),已計入綜合收益表的「行政開支」 內。

31 December 2016 二零一六年十二月三十一日

10. Directors' and Chief Executive's Remuneration

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

10. 董事及行政總裁薪酬

根據香港聯合交易所有限公司(「聯交所」) 證券上市規則([上市規則])、香港公司條 例第383(1)(a), (b), (c)及(f)條,以及公司(披 露董事利益資料)規例第2部披露如下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Fees	袍金	993	951
Other emoluments:	其他酬金:		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	9,032	6,896
Bonuses*	花紅*	4,031	7,497
Retirement benefit scheme contributions	退休福利計劃供款	36	36
		14,092	15,380

Executive directors of the Company are entitled to bonus payments which are determined as a percentage of the profit after tax of the Group.

The fair value of the share options granted in prior years, which had been recognised in the income statement over the vesting period, was determined as at the date of grant. 本公司執行董事有權獲派發花紅,而 花紅金額則按本集團除稅後溢利的一 定百分比釐定。

就於歸屬期內在收益表確認的購股權,其 公平值於授出日期釐定。

二零一六年 2016

			Salaries, allowances and benefits		Retirement benefit scheme	Total
		Fees	in kind	Bonuses	contributions	remuneration
			薪金、			
			津貼及		退休福利	
		袍金	實物利益	花紅	計劃供款	總薪酬
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Executive directors:	執行董事:					
Madam Ngok Ming Chu	岳明珠女士	_	5,087	1,647	18	6,752
Ms. Cheng Pik Ho Liza#	鄭碧浩女士#	-	2,868	1,621	18	4,507
Ms. Lu Qun	鹿群女士	-	1,077	763	_	1,840
		_	9,032	4,031	36	13,099
Independent non-executive directors:	獨立非執行董事:					
Mr. Lau Siu Ki	劉紹基先生	331	_	_	_	331
Mr. Lee Kwan Hung	李均雄先生	331	-	_	_	331
Prof. Lee T. S.	李天生教授	331	-	-	-	331
		993	-	-	_	993
		993	9,032	4,031	36	14,092

31 December 2016 二零一六年十二月三十一日

10. Directors' and Chief Executive's Remuneration (continued)

10. 董事及行政總裁薪酬(續)

二零一五年

2015

Salaries, Retirement allowances benefit and benefits scheme Total in kind Fees contributions remuneration Bonuses 薪金、 津貼及 退休福利 袍金 實物利益 花紅 計劃供款 總薪酬 HK\$'000 HK\$'000 HK\$'000 HK\$'000 HK\$'000 千港元 千港元 千港元 千港元 千港元 執行董事: Executive directors: Madam Ngok Ming Chu 3,086 18 6,209 岳明珠女士 3,105 Ms. Cheng Pik Ho Liza# 鄭碧浩女士# 2,753 2,839 18 5,610 Ms. Lu Qun## 鹿群女士## 1,038 1,572 2,610 6.896 7,497 36 14,429 Independent non-executive directors: 獨立非執行董事: Mr. Lau Siu Ki 劉紹基先生 317 317 李均雄先生 317 317 Mr. Lee Kwan Hung Prof. Lee T. S. 317 李天生教授 317 951 951 951 6,896 7,497 15,380 36

There were no arrangements under which a director or the chief executive waived or agreed to waive any remuneration during the year.

有關期間內並無董事或行政總裁免收或同 意免收任何薪酬之安排。

Ms. Cheng Pik Ho Liza, a director of the Company, is also the chief executive officer of the Company.

^{##} Ms. Lu Qun was appointed as an executive director of the Company on 2 February 2015.

[#] 本公司董事鄭碧浩女士亦擔任本公司 之行政總裁。

31 December 2016 二零一六年十二月三十一日

11. Five Highest Paid Individuals

The five highest paid employees during the year included three (2015: three) directors, details of whose remuneration are set out in note 10 to the financial statements above. Details of the remuneration for the year of the remaining two (2015: two) highest paid employees who are neither directors nor chief executive of the Company are as follows:

11. 五名最高薪人士

年內五名最高薪人士包括三名董事(二零一五年:三名),其薪酬詳情已於上文財務報表附註10載述。年內其餘兩名(二零一五年:兩名)非本公司董事或行政總裁之最高薪僱員之薪酬詳情如下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,854	2,641
Bonuses	花紅	1,393	2,123
Retirement benefit scheme contributions	退休福利計劃供款	61	78
		4,308	4,842

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows: 薪酬屬於以下組別之非董事及非行政總裁 最高薪僱員人數如下:

Number of employees 僱員人數

		2016	2015
		二零一六年	二零一五年
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	_
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	1
		2	2

The fair value of the share options granted in prior years, which had been recognised in the income statement over the vesting period, was determined as at the date of grant.

就於歸屬期內在收益表確認的購股權,其 公平值於授出日期釐定。

31 December 2016 二零一六年十二月三十一日

12. Income Tax

Hong Kong profits tax has been provided at the rate of 16.5% (2015: 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 regions in which the Group operates.

12. 所得税

香港利得税乃根據年內估計在香港產生之應課税溢利,按16.5%(二零一五年:16.5%)之税率作出撥備。其他地方應課稅溢利之税項已按本集團經營業務地區之目前稅率計算。

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Current — Hong Kong	即期税項-香港		
Charge for the year	年內税項	811	788
Overprovision in prior years	過往年度之超額撥備	(20)	(20)
Current — Mainland China	即期税項-中國大陸		
Charge for the year	年內税項	72,844	90,509
Deferred (note 27)	遞延 <i>(附註27)</i>	(13,590)	5,737
Total tax charge for the year	年度之總税項支出	60,045	97,014

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the regions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows: 以本公司及其大部份附屬公司註冊地區之 法定税率及除税前溢利計算之税項開支, 與使用實際税率計算之税項開支的對賬如 下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Profit before tax	除税前溢利	158,447	298,588
Tax at the applicable rates	適用税率計算之税項	42,977	77,595
Adjustments in respect of current tax of	調整過往期間之即期税項		
previous periods		(20)	(20)
Income not subject to tax	毋須課税之收入	(495)	(1,320)
Expenses not deductible for tax	不可扣税之開支	8,499	5,965
Effect of withholding tax	對本集團之中國附屬公司可供		
on the distributable profits of the Group's	分派溢利徵收預扣税之影響		
PRC subsidiaries		_	11,028
Tax losses not recognised	未確認税項虧損	7,725	8,776
Others	其他	1,359	(5,010)
Tax charge at the Group's effective rate	按本集團之實際税率計算之		
-	税項支出	60,045	97,014

31 December 2016 二零一六年十二月三十一日

13. Related Party Transactions

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

13. 有關連人士交易

(a) 除該等財務報表其他部份所述之交 易外,本集團於年內與有關連人士 進行之重大交易如下:

			2016 二零一六年	2015 二零一五年
		Notes 附註	* 一八年 HK\$′000 千港元	令 五年 HK\$′000 <i>千港元</i>
Continuing transactions Purchases of furniture and decoration services for counters and shops as well as different types of moulds from related	持續交易 向關連公司購買櫃位及 店舗之傢俬及裝修服務 以及各類型模具			
companies		(i)	16,622	15,523
Rental expenses and utilities expenses for a property charged by a related company	關連公司收取物業之 租金及公共設施開支	(;;)	272	1,204
charged by a related company		(ii)	212	1,204
Rental expenses for a warehouse charged by a director of	本公司董事收取倉庫之 租金開支	/:::\	167	167
the Company		(iii)	107	167
Consultancy fee to a controlling shareholder of the Company	向本公司控股股東 支付之顧問費	(iv)	1,321	1,583

Notes:

- (i) The purchases of furniture and decoration services for counters and shops as well as different types of moulds from 多思維五金塑料製品 (深圳) 有限公司 (Duosiwei Metal & Plastic Products (Shenzhen) Co., Ltd.) and 常州多思維家俱裝飾工程有限公司 (Changzhou Duosiwei Furniture Decoration Construction Co., Ltd.), related companies controlled by a close family member of Mr. Cheng Man Tai, a controlling shareholder of the Company, Madam Ngok Ming Chu and Ms. Cheng Pik Ho Liza, two executive directors of the Company, were made according to the terms similar to those offered by the Group's independent suppliers. The balances owed to related companies as at 31 December 2016 amounted to HK\$7,540,000 (2015: HK\$3,557,000) and were unsecured, interest-free and repayable in accordance with normal trading terms. The amounts have been included in other payables and accruals as at the end of the year.
- (ii) The rental expenses and utilities expenses charged by 常州安莉芳發展有限公司 (Changzhou Embry Development Limited), a related company, which was controlled by Ms. Cheng Pik Ho Liza, an executive director of the Company, and close family members of Mr. Cheng Man Tai, a controlling shareholder of the Company, Madam Ngok Ming Chu and Ms. Cheng Pik Ho Liza, two executive directors of the Company, were determined with reference to the then prevailing market conditions. The Group entered into a new tenancy agreement with the related company effective from 10 April 2016 subsequent to the termination of the previous tenancy agreement on 31 May 2015.

附註:

31 December 2016 二零一六年十二月三十一日

13. Related Party Transactions (continued)

- (a) (continued) Notes: (continued)
 - (iii) The rental expenses were charged by Madam Ngok Ming Chu, an executive director of the Company, and determined with reference to the then prevailing market conditions.
 - (iv) Mr. Cheng Man Tai, a controlling shareholder of the Company, had been engaged as a consultant of the Company for a term of one year with effect from 25 March 2014 and has been re-engaged for second and third terms of one year effective from 25 March 2015 and 25 March 2016, respectively. The terms of consultancy fee were based on consultancy agreements entered into between the Group and Mr. Cheng Man Tai.

The above transactions constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules and their details are disclosed in the report of the directors.

The directors are of the opinion that the above transactions were conducted in the ordinary course of business of the Group.

(b) Compensation of key management personnel of the Group

13. 有關連人士交易(續)

- (a) (續) 附註:(續)
 - (iii) 租金開支乃由本公司執行董事 岳明珠女士收取並參考當時之 市況釐定。
 - (iv) 本公司控股股東鄭敏泰先生自 二零一四年三月二十五日起獲 委聘為本公司顧問為期一年, 並分別自二零一五年三月 二十五日及二零一六年三月 二十五日獲第二屆及第三屆續 聘為期一年。顧問費的條款是 根據本集團及本公司控股股東 鄭敏泰先生之間的協議釐定。

根據上市規則第14A章,以上交易 構成持續關連交易,有關詳情已於 董事會報告內披露。

董事認為上述交易是於本集團日常 業務過程中進行。

(b) 本集團主要管理人員之薪酬

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Short term employee benefits	短期僱員福利	19,510	21,610
Post-employment benefits	離職後福利	270	331
Total compensation paid to	支付予主要管理人員之總薪酬		
key management personnel		19,780	21,941

Further details of directors' and chief executive's remuneration are included in note 10 to the financial statements.

董事及行政總裁薪酬的詳情載於財務報表附註10。

2016

2015

Notes to Financial Statements (Continued) 財務報表附註(續)

31 December 2016 二零一六年十二月三十一日

14. Dividends

14. 股息

		2010	2013
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Dividends paid during the year	年內已付股息		
Final and special in respect of the	截至二零一五年十二月三十一日		
financial year ended 31 December 2015	止財政年度末期及特別股息		
— HK9.0 cents and HK1.0 cent,	一分別為每股普通股9.0港仙及		
respectively, per ordinary share	1.0港仙(二零一五年:		
(2015: 31 December 2014 — HK8.0 cents	二零一四年十二月三十一日		
and HK2.0 cents, respectively,	一 分別為每股普通股8.0港仙		
per ordinary share)	及2.0港仙)	41,666	41,666
Interim — HK2.5 cents (2015:	中期股息一每股普通股2.5港仙		
HK4.0 cents) per ordinary share	(二零一五年:4.0港仙)	10,417	16,666
		52,083	58,332
Proposed final dividend	摄派末期股息		
Final — HK4.3 cents per ordinary share	末期股息 一 為		
(2015: Final and special — HK9.0 cents	每股普通股4.3港仙		
and HK1.0 cent, respectively,	(二零一五年:末期及特別股息		
per ordinary share)	一 分別為每股普通股9.0港仙		
	及1.0港仙)	17,916	41,666

The proposed final dividend for the year, with a scrip dividend alternative, is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. These financial statements do not reflect the final dividend payable.

年內擬派末期股息(附有以股代息的選擇) 須待本公司股東於應屆股東週年大會上批 准。該等財務報表並未反映應付末期股息。

15. Earnings Per Share Attributable to Owners of the Company

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to owners of the Company of HK\$98,402,000 (2015: HK\$201,574,000) and 416,661,000 (2015: 416,661,000) ordinary shares in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2016 and 31 December 2015.

15. 本公司擁有人應佔每股盈利

每股基本盈利乃根據年內本公司擁有人應 佔 溢 利98,402,000港元(二零一五年: 201,574,000港元)及年內已發行普通股 416,661,000股(二零一五年:416,661,000 股)計算。

本集團於截至二零一六年十二月三十一日 止年度及截至二零一五年十二月三十一日 止年度並無已發行潛在攤薄普通股。

Notes to Financial Statements (Continued) 財務報表附註 (續) 31 December 2016 二零一六年十二月三十一日

16. Property, Plant and Equipment 16. 物業、廠房及設備

		Leasehold land and buildings	Leasehold improvements	Plant and machinery	Furniture, fixtures and office equipment 傢俬、裝置	Motor vehicles	Construction in progress	Total
		租賃土地	租賃物業	廠房及	及辦公室			
		及樓宇	裝修	機器	設備	汽車	在建工程	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 December 2016	二零一六年十二月三十一日							
Cost:	成本:							
At 1 January 2016	於二零一六年一月一日	906,124	3,690	106,558	206,827	16,949	38,969	1,279,117
Additions	添置	196	-	2,530	38,193	1,492	168,309	210,720
Disposals/write-off	出售/撇銷	-	-	(6)	(9,716)	(2,572)	-	(12,294)
Transfers	轉撥	817	-	1,508	1,928	-	(4,253)	-
Exchange realignment	匯兑調整	(58,502)	-	(7,340)	(14,384)	(804)	(11,712)	(92,742)
At 31 December 2016	於二零一六年十二月三十一日	848,635	3,690	103,250	222,848	15,065	191,313	1,384,801
Accumulated depreciation:	累計折舊:							
At 1 January 2016	於二零一六年一月一日	94,752	3,690	53,427	137,952	11,831	_	301,652
Provided during the year	年內撥備	18,759	_	7,563	25,512	1,642	-	53,476
Disposals/write-off	出售/撇銷	-	-	(6)	(9,691)	(2,557)	-	(12,254)
Exchange realignment	匯兑調整	(6,644)	-	(4,002)	(9,046)	(594)	-	(20,286)
At 31 December 2016	於二零一六年十二月三十一日	106,867	3,690	56,982	144,727	10,322	-	322,588
Net book value:	賬面淨值:							
At 31 December 2016	於二零一六年十二月三十一日	741,768	-	46,268	78,121	4,743	191,313	1,062,213

31 December 2016 二零一六年十二月三十一日

16. Property, Plant and Equipment (continued)

16. 物業、廠房及設備(續)

					Furniture,			
		Leasehold			fixtures			
		land and	Leasehold	Plant and	and office	Motor	Construction	
		buildings	improvements	machinery	equipment	vehicles	in progress	Total
					傢俬、裝置			
		租賃土地	租賃物業	廠房及	及辦公室			
		及樓宇	裝修	機器	設備	汽車	在建工程	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 December 2015	二零一五年十二月三十一日							
Cost:	成本:							
At 1 January 2015	於二零一五年一月一日	682,935	3,690	103,121	183,795	15,951	204,093	1,193,585
Additions	添置	-	-	11,412	25,935	2,744	133,500	173,591
Disposals/write-off	出售/撇銷	-	-	(4,928)	(8,362)	(979)	-	(14,269)
Transfers	轉撥	271,789	-	3,483	16,865	-	(292,137)	-
Exchange realignment	匯兑調整	(48,600)	-	(6,530)	(11,406)	(767)	(6,487)	(73,790)
At 31 December 2015	於二零一五年十二月三十一日	906,124	3,690	106,558	206,827	16,949	38,969	1,279,117
Accumulated depreciation:	累計折舊:							
At 1 January 2015	於二零一五年一月一日	81,159	3,690	54,157	131,681	11,609	-	282,296
Provided during the year	年內撥備	18,490	-	7,249	22,082	1,712	-	49,533
Disposals/write-off	出售/撇銷	-	-	(4,620)	(8,150)	(959)	-	(13,729)
Exchange realignment	匯兑調整	(4,897)	-	(3,359)	(7,661)	(531)	-	(16,448)
At 31 December 2015	於二零一五年十二月三十一日	94,752	3,690	53,427	137,952	11,831	-	301,652
Net book value:	賬面淨值:							
At 31 December 2015	於二零一五年十二月三十一日	811,372	-	53,131	68,875	5,118	38,969	977,465

At 31 December 2016, the Group was still in the progress of obtaining the building ownership certificates for certain buildings in Mainland China with a net book value of approximately HK\$161,835,000 (2015: HK\$177,091,000). In the opinion of the directors of the Company, there is no major barrier for the Group to obtain these building ownership certificates.

於二零一六年十二月三十一日,本集團仍在辦理其位於中國大陸中的數座物業的房屋所有權證之手續,該等物業的賬面淨值約161,835,000港元(二零一五年:177,091,000港元)。本公司董事認為,本集團就取得該等物業的房屋所有權證並無重大障礙。

31 December 2016 二零一六年十二月三十一日

17. Investment Properties

17. 投資物業

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Carrying amount at 1 January	於一月一日之賬面值	311,121	318,699
Changes in fair value (notes 6 and 9)	公平值變動(附註6及9)	13,000	8,000
Exchange realignment	匯兑調整	(16,963)	(15,578)
Carrying amount at 31 December	於十二月三十一日之賬面值	307,158	311,121

The Group's investment properties are situated at 6th Floor, Wyler Centre II, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong and certain floors of the building located at No. 508, Kunming Road, Yangpu District, Shanghai City, the PRC and are held under medium term leases.

本集團之投資物業分別位於香港新界葵涌 大連排道200號偉倫中心2期6樓及中國上 海市楊浦區昆明路508號該大廈若干樓層。 本集團之投資物業乃根據中期租約持有。

The Group's investment properties situated in Hong Kong and Mainland China were revalued on 31 December 2016 based on valuations performed by DTZ Cushman & Wakefield Limited, a firm of independent professionally qualified valuers.

本集團之投資物業分別位於香港及中國大 陸由獨立專業合資格估值師行戴德梁行有 限公司重估。

Each year, the Group appoints an external valuer to be responsible for the external valuations of the Group's properties. Selection criteria of an external valuer include market knowledge, reputation, independence and whether professional standards are maintained. The management discusses with the valuer on the valuation assumptions and valuation results twice a year when the valuation is performed for interim and annual financial reporting.

每年,本集團委聘外聘估值師負責對本集 團之物業進行外部估值。外聘估值師的甄 選準則包括市場知識、聲譽、獨立性及是 否可保持專業標準。管理層每年兩次於中 期及年度財務報告期間進行估值時與估值 師對估值假設及估值結果進行討論。

There has been no change from the valuation technique used in prior years. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

往年使用之估值方法並無變動。於估計物 業之公平價值時,有關物業之最高及最佳 用途為其當前用途。

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 31(a) to the financial statements.

投資物業以經營租賃租予第三方,其詳情 載於財務報表附註31(a)。

Fair value hierarchy

公平價值等級

The fair value of the Group's investment properties as at 31 December 2016 and 31 December 2015 are estimated by using significant unobservable inputs and the fair value measurements are categorised under Level 3.

於二零一六年十二月三十一日及二零一五年十二月三十一日,本集團以重大不可觀察輸入數據估計之投資物業之公平價值及公平價值計量分類於第三級項下。

31 December 2016 二零一六年十二月三十一日

17. Investment Properties (continued) Fair value hierarchy (continued)

Reconciliation of fair value measurement categorised within Level 3 of the fair value hierarchy:

17. 投資物業(續)

公平價值等級(續)

於公平價值等級第三級內分類之公平價值計量對賬:

	Hong Kong 香港 HK\$'000 千港元	Mainland China 中國大陸 HK\$'000 千港元
於二零一五年一月一日之賬面值	57,000	261,699
於收益表內確認之	8 000	_
西 · · · · · · · · · · · · · · · · · · ·	-	(15,578)
於二零一五年十二月三十一日及 二零一六年一月一日之賬面值	65,000	246,121
於收益表內確認之 公平價值變動	3,000	10,000
匯兑調整	-	(16,963)
於二零一六年十二月三十一日 之賬面值	68,000	239,158
	於收益表內確認之 公平價值變動 匯兑調整 於二零一五年十二月三十一日及 二零一六年一月一日之賬面值 於收益表內確認之 公平價值變動 匯兑調整 於二零一六年十二月三十一日	Kong 香港 HK\$′000 千港元於二零一五年一月一日之賬面值 於收益表內確認之 公平價值變動57,000 (2) (2) (3) (4) (4) (5) (5) (6)

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 (2015: Nil).

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties: 年內,第一級與第二級之間概無轉換公平 價值計量,亦無轉入第三級或自第三級轉 出(二零一五年:無)。

以下為投資物業估值使用估值方法及主要 輸入數據之概要:

Class of property 物業類別	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	Range of unobs 不可觀察輸	•
			2016 二零一六年	2015 二零一五年
Hong Kong — Commercial properties — Level 3	Market comparable method	Gross unit rate per square feet (note i)	HK\$2,600- HK\$2,700	HK\$2,500- HK\$2,600
香港 一 商用物業 一 第三級	市場比較法	每平方呎總單位價值 <i>(附註i)</i>	2,600港元- 2,700港元	2,500港元- 2,600港元
Mainland China — Commercial properties — Level 3	Income capitalisation approach	Capitalisation rate per annum (note ii)	4%–5%	4%–5%
中國大陸 一 商用物業 一 第三級	收入資本化法	每年資本化率(附註ii)	4%–5%	4%–5%

Notes:

- . The higher the gross unit rate per square feet, the higher the fair value.
- ii. The higher the capitalisation rate per annum, the lower the fair value.
- 附註:
- i. 每平方呎總單位價值越高,公平值越高。
- ii. 每年資本化率越高,公平值越低。

31 December 2016 二零一六年十二月三十一日

18. Prepaid Land Lease Payments

18. 預付土地租賃款項

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Cost:	成本:		
At 1 January	於一月一日	42,871	43,755
Additions	添置	_	1,784
Exchange realignment	匯兑調整	(2,858)	(2,668)
At 31 December	於十二月三十一日	40,013	42,871
Amortisation:	攤銷:		
At 1 January	於一月一日	4,569	3,859
Recognised during the year	年內確認	928	974
Exchange realignment	匯兑調整	(357)	(264)
At 31 December	於十二月三十一日	5,140	4,569
Carrying amount at 31 December	於十二月三十一日之賬面值	34,873	38,302
Current portion included in prepayments,	計入預付款項、按金及其他應收		
deposits and other receivables (note 21)	款項之即期部份(附註21)	(877)	(939)
Non-current portion	非即期部份	33,996	37,363

Subsequent to the end of the reporting period, on 3 March 2017, the Group entered into agreements with the Land and Resources Bureau of Zhangqiu Municipality, Jinan City to acquire land use right of two pieces of land located in Shandong Province at a total consideration of RMB12,090,000 (approximately HK\$13,433,000).

於報告期結束後,於二零一七年三月三日,本集團與濟南市章丘區國土資源局訂立協議,以總代價12,090,000人民幣(約13,433,000港元)收購位於山東省的兩幅土地的土地使用權。

19. Inventories

19. 存貨

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Raw materials	原材料	60,309	35,480
Work in progress	在製品	39,633	41,686
Finished goods	製成品	559,405	639,687
		659,347	716,853

31 December 2016 二零一六年十二月三十一日

20. Trade Receivables

The Group's trading terms with its customers are mainly on credit, except for wholesalers, where payment in advance is normally required. The credit period is generally for a period of one month, extending up to three months for major customers. The Group seeks to maintain strict control over its outstanding receivables by the sales department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An aged analysis of the Group's trade receivables as at the end of the reporting period, based on the invoice date, is as follows:

20. 應收貿易賬款

本集團主要以信貸期形式與客戶進行買賣,惟一般會要求批發商預先付款。信信期一般為一個月,主要客戶之信貸期則延至三個月。本集團之銷售部嚴控未餘與不數項,以減低信貸風險。逾期結餘及上文所述官與屬之應收貿易賬款涉及多元化之度集團之應收貿易賬款涉及多元化之度集團並無就其應收貿易賬款益不計息。

本集團於報告期間結算日之應收貿易賬款 根據發票日期之賬齡分析如下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Within 90 days	90日內	79,516	86,886
91 to 180 days	91至180日	5,704	3,600
181 to 360 days	181至360日	977	1,017
Over 360 days	360日以上	1,057	658
		87,254	92,161
Less: Impairment allowance	減:減值撥備	(2,034)	(1,675)
		85,220	90,486

At 31 December 2016, trade receivables of HK\$2,034,000 (2015: HK\$1,675,000) were individually determined to be impaired. The individually impaired trade receivables relate to customers that were in financial difficulties and only a portion of the receivables is expected to be recovered.

於二零一六年十二月三十一日,本集團個別釐定應予以減值的應收貿易賬款為2,034,000港元(二零一五年:1,675,000港元)。個別減值應收貿易賬款與出現財務困難的客戶有關,預期只可收回部份應收賬款。

31 December 2016 二零一六年十二月三十一日

20. Trade Receivables (continued)

Movements in provision for impairment of trade receivables are as follows:

20. 應收貿易賬款(續)

應收貿易賬款之減值撥備變動如下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	1,675	1,692
Impairment losses recognised/(written back)	減值虧損確認/(撥回)(附註9)		
(note 9)		359	(17)
At 31 December	於十二月三十一日	2,034	1,675

An aged analysis of the trade receivables that are not considered to be impaired is as follows:

視作為未減值之應收貿易賬款賬齡分析如 下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Neither past due nor impaired	未逾期亦未減值	79,516	86,886
1 to 3 months past due	已逾期1個月至3個月	5,704	3,600
		85,220	90,486

Trade 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.

Trade 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.

未逾期亦未減值之應收貿易賬款乃與大量 近期並無違約記錄之多名客戶有關。

已逾期但未減值之應收貿易賬款乃與多名與本集團維持良好往績記錄之獨立客戶有關。根據以往經驗,由於信貸質素並無出現重大變動,且有關結餘仍被視為可全數收回,本公司董事認為毋須就該等結餘作出減值撥備。

31 December 2016 二零一六年十二月三十一日

21. Prepayments, Deposits and Other Receivables

21. 預付款項、按金及其他應收款項

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Prepaid land lease payments (note 18)	預付土地租賃款項(附註18)	877	939
Deposit paid and related direct cost	收購山東土地使用權已付		
for the land use right in Shandong	按金及相關直接費用	2,340	2,507
Deposits for acquisition of items of	收購物業、廠房及設備項目		
property, plant and equipment	已付按金	11,799	9,907
Prepayments	預付款項	16,059	15,494
Deposits and other receivables	按金及其他應收款項	41,373	39,902
		72,448	68,749
Current portion included in prepayments,	計入預付款項、按金及其他		
deposits and other receivables	應收款項之即期部份	(58,309)	(56,335)
Non-current portion	非即期部份	14,139	12,414

None of the financial assets included in the above balances is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

上述結餘的金融資產概無逾期或減值。計 入上述結餘的金融資產為最近未有拖欠的 應收款項。

22. Cash and Cash Equivalents

22. 現金及現金等價物

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Cash and bank balances	現金及銀行結餘	101,298	173,493
Non-pledged time deposits with original	於購入時原到期日為少於三個月		
maturity of less than three months	之無抵押定期存款		
when acquired		88,889	59,524
Cash and cash equivalents	現金及現金等價物	190,187	233,017

31 December 2016 二零一六年十二月三十一日

22. Cash and Cash Equivalents (continued)

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$179,009,000 (2015: HK\$220,374,000). RMB is not freely convertible into other currencies; however, under 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 deposit rates. Short term time deposits are normally made for varying periods of between approximately one day and three months on average depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

23. Trade Payables

An aged analysis of the Group's trade payables as at the end of the reporting period, based on the invoice date, is as follows:

23. 應付貿易賬款

本集團於報告期間結算日之應付貿易賬款 根據發票日期之賬齡分析如下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Within 90 days	90日內	80,240	60,837
91 to 180 days	91至180日	3,051	3,424
181 to 360 days	181至360日	2,018	1,207
Over 360 days	360日以上	2,369	2,738
		87,678	68,206

The trade payables are non-interest-bearing and are normally settled on 30 to 90 days terms.

22. 現金及現金等價物(續)

本集團於報告期間結算日以人民幣計值之 現金及銀行結餘為179,009,000港元(二零 一五年:220,374,000港元)。人民幣是不 可自由兑換為其他貨幣,惟根據中國大陸 之外匯管理條例,以及結匯、售匯及付匯 管理規定,本集團獲准透過獲授權進行外 匯交易業務之銀行將人民幣兑換為其他貨 幣。

銀行存款根據每日銀行存款利率釐定之浮動利率計息。短期定期存款通常平均為期約一日至三個月不等,視乎本集團當時之現金需求而定,並按有關之短期定期存款利率計息。銀行結餘存放於近期並無違約記錄之信譽良好銀行。

應付貿易賬款並不計息,一般於30至90日 內結清。

31 December 2016 二零一六年十二月三十一日

24. Interest-bearing Bank Borrowings

24. 計息銀行借款

		2016 二零一六年				2015 二零一五年			
		Effective	-4 // 1		Effe	ective — $\stackrel{-}{\sim}$ $\stackrel{-}{\sim}$ $\stackrel{-}{\sim}$			
		interest rate	Maturity	HK\$'000	interes	t rate	Maturity	HK\$'000	
		實際利率			實際	祭利率			
		(%)	到期日	千港元		(%)	到期日	千港元	
		香港銀行							
		同業拆息+1.75至							
		香港銀行				 掛銀行			
		同業拆息 +2.25			同業拆息+1				
	nn Ho	Hong Kong Interbank				基銀行			
Current Bank loans	即期 銀行貸款	Offered Rate ("HIBOR")+1.75 to	2017		同業拆息 HIBOR+1.		2016		
— unsecured		HIBOR+2.25	二零一七年	133,278	HIBOR-		2010 零一六年	124,878	
— unsecureu	##J#JT		—₹ CT	133,270			? /\T	124,070	
		香港銀行 同業拆息+1.85至			香港				
		向耒拆总+1.85 至 香港銀行			同業拆息+1.5 毛法	85 至 銀行			
Non-current	非即期	同業拆息+ 1.95	2018–2021		同業拆息+		17–2020		
Bank loans	銀行貸款	HIBOR+1.85 to	二零一八年至		HIBOR+1.8				
— unsecured	一無抵押	HIBOR+1.95	二零二一年	221,555	HIBOR+		零二零年	183,333	
			-					-	
						2016	5	2015	
						二零一六年	Ε.,	二零一五年	
						HK\$'000)	HK\$'000	
						千港元	-	千港元	
Analysed into):		分析:						
Bank loans re	payable:		於下列期間償	還之銀行貸款	款:				
Within one	year		一年內			133,278	3	124,878	
In the seco	nd year		第二年			57,278	3	37,778	
In the third	to fifth year	s, inclusive	第三至第五	年(包括首尾	(年度)	164,277	7	145,555	
						354,833	3	308,211	
Less: Amount	t repayable v	within one year	減:於一年內	償還並列為					
and c	classified as o	current portion	即期部	分的金額		(133,278	3)	(124,878)	
Amount class	sified as non-	-current portion	列為非即期部	分的金額		221,55	5	183,333	

The above bank loans are denominated in Hong Kong dollars and bear interest at rates ranging from 1.75% to 2.25% above the HIBOR per annum (2015: 1.08% to 2.25% above the HIBOR per annum).

上述銀行貸款以港元計值並按香港銀行同業拆息年利率加1.75厘至2.25厘計算(二零一五年:按香港銀行同業拆息年利率加1.08厘至2.25厘計算)。

31 December 2016 二零一六年十二月三十一日

25. Other Payables and Accruals

25. 其他應付款項及應計款項

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Other payables	其他應付款項	107,367	105,596
Accruals	應計款項	166,807	124,437
		274,174	230,033

The amounts of HK\$7,540,000 (2015: HK\$3,557,000) included in other payables of the Group were due to related companies as at 31 December 2016. These balances were unsecured, interest-free and repayable in accordance with normal trading terms (note 13(a)(i)).

Other payables are non-interest-bearing.

本集團於其他應付款項所包括的7,540,000港元(二零一五年:3,557,000港元)為於二零一六年十二月三十一日應付關連公司之款項。該等結餘為無抵押、免息及需按一般買賣條款償還(附註13(a)(i))。

其他應付款項為不計息。

26. Deferred Liabilities

Deferred liabilities represent the estimated provision in respect of long service payments which may become payable in the future under the Hong Kong Employment Ordinance to employees in proportion to their periods of services with the Group up to the end of the reporting period.

26. 遞延負債

遞延負債指截至報告期間結算日有關長期 服務金之估計撥備。長期服務金可能須根 據香港僱傭條例按僱員於本集團之年資而 向僱員支付。

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January	於一月一日	3,083	4,070
Write-back of provision for the year (note 9)	年度之撥備撥回(附註9)	(697)	(597)
Payments during the year	年度之付款	(497)	(390)
At 31 December	於十二月三十一日	1,889	3,083

Notes to Financial Statements (Continued) 財務報表附註 (續) 31 December 2016 二零一六年十二月三十一日

27. Deferred Tax

27. 遞延税項

The movements in deferred tax liabilities and assets during the year are as follows:

年內遞延税項負債及資產變動如下:

		Revaluation of properties 物業重估 HK\$'000 千港元	Depreciation allowance in excess of related depreciation 折舊減免額 超逾相關 折舊 HK\$'000 千港元	Unrealised profit of inventories 未變現存貨溢利 HK\$'000 千港元	Withholding taxes on undistributed profits on PRC subsidiaries 中國附屬公司 未分派溢利 之預扣稅 HK\$*000 千港元	Temporary difference of provisions and accruals 撥備及 應計款項 之暫時差額 HK\$'000 千港元	Withholding taxes on interest income 利息收入 之預扣税 HK\$'000 千港元	Deferred subsidy income 遞延 補貼收入 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2015	於二零一五年 一月一日	1,898	1,598	(35,075)	28,404	(30,350)	261	(6,704)	-	(39,968)
Deferred tax charged/ (credited) to the income statement during the year (note 12) Payments during the year Exchange realignment	年內在收益表扣除/ (抵免)之遞延税項 (附註12) 年內支付 匯兑調整	- - (113)	99 - -	(6,824) - 2,331	11,028 (4,686) (1,918)	1,220 - 1,764	776 (655) (19)	149 - 394	(711) - 25	5,737 (5,341) 2,464
At 31 December 2015 and 1 January 2016	於二零一五年 十二月三十一日 及二零一六年 一月一日	1,785	1,697	(39,568)	32,828	(27,366)	363	(6,161)	(686)	(37,108)
Deferred tax charged/ (credited) to the income statement during the year (note 12) Payments during the year	年內支付	2,500	99 -	(2,898)	(0.400)	(14,767)	656 (677)	142	678 -	(13,590) (677)
Exchange realignment At 31 December 2016	匯兑調整 於二零一六年 十二月三十一日	(258) 4,027	1,796	2,799	30,640	2,606 (39,527)	(23)	403 (5,616)	-	3,347

31 December 2016 二零一六年十二月三十一日

27. Deferred Tax (continued)

The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

27. 遞延税項(續)

以下為本集團就財務申報而言之遞延税項 結餘分析:

	2016	2015
	二零一六年	二零一五年
	HK\$'000	HK\$'000
	千港元	千港元
Deferred tax assets recognised in the 於綜合財務狀況表確認之遞延 consolidated statement of financial position 税項資產	(84,810)	(73,781)
Deferred tax liabilities recognised in the 於綜合財務狀況表確認之遞延		
consolidated statement of financial position 税項負債	36,782	36,673
	(48,028)	(37,108)

The Group has tax losses arising in Hong Kong of approximately HK\$219,939,000 (2015: HK\$174,320,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Macau of HK\$14,083,000 (2015: HK\$12,433,000) that will expire in three years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in the Company and subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

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 jurisdiction of the foreign investors. For the Group, the applicable rates are 5% and 10%. In estimating the withholding taxes on dividends expected to be distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008, the directors have made assessment based on the factors which included dividend policy and the level of capital and working capital required for the Group's operation in the foreseeable future.

At 31 December 2016, the aggregate withholding tax amount arising from the temporary differences associated with these subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$18,351,000 (2015: HK\$12,496,000).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

本集團於香港產生之稅項虧損約 219,939,000港元(二零一五年: 174,320,000港元)可無限期供抵銷產生虧損公司之未來應課稅溢利。本集團亦在澳門產生稅項虧損14,083,000港元(二零一五年:12,433,000港元),將於三年內屆滿,可抵銷產生虧損公司未來應課稅溢利。由於該等虧損乃來自已持續虧損一段時間之本公司及附屬公司且被認為可能不會有應課稅溢利可供動用稅項虧損,故並無就該等虧損確認遞延稅項資產。

於二零一六年十二月三十一日,與該等位於中國大陸的附屬公司相關而未確認遞延税項負債的暫時預扣稅總差額合共約為18,351,000港元(二零一五年:12,496,000港元)。

本公司向其股東派付股息概無附帶任何所 得税税務後果。

31 December 2016 二零一六年十二月三十一日

28. Share Capital

28. 股本

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Authorised:	法定:		
1,000,000,000 ordinary shares of	1,000,000,000股		
HK\$0.01 each	每股面值0.01港元的普通股	10,000	10,000
Issued and fully paid:	已發行及繳足:		
416,661,000 (2015: 416,661,000)	416,661,000股(二零一五年:		
ordinary shares of HK\$0.01 each	416,661,000股)每股面值		
	0.01港元的普通股	4,166	4,166

29. Share Option Scheme

The Company has adopted a share option scheme on 18 December 2006 (the "Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group.

Share Option Scheme

Eligible participants of the Share Option Scheme include, (i) any employee (whether full time or part time, including directors but excluding any non-executive director) of the Company, its subsidiaries or invested entity; (ii) any nonexecutive directors (including independent non-executive directors) of the Company, its subsidiaries or invested entity; (iii) any supplier or customer of the Group or any invested entity; (iv) any person or entity that provides research, development or other technological support to the Group or any invested entity; (v) any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity; (vi) any advisor (professional or otherwise) or consultant to any area of business or business development of the Group or any invested entity; (vii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group; and (viii) any company wholly-owned by one or more eligible participants as referred in to (i) to (vii) above. The Share Option Scheme became effective on 18 December 2006 and, unless otherwise cancelled or amended, will remain in force for a period of ten years to 17 December 2016.

29. 購股權計劃

本公司於二零零六年十二月十八日採納購股權計劃(「購股權計劃」),為對本集團的成功作出貢獻的合資格參與者提供鼓勵及獎賞。

購股權計劃

購股權計劃的合資格參與者包括(i)本公司、 其附屬公司或所投資公司的任何全職或兼 職僱員(包括董事,但不包括任何非執行董 事);(ii)本公司、其附屬公司或所投資公司 的任何非執行董事(包括獨立非執行董事); (iii)本集團任何成員公司或所投資公司的任 何供應商或客戶; (iv)任何為本集團或任何 所投資公司提供研究、開發或其他技術支 援的個人或公司; (v)本集團任何成員公司 或所投資公司的任何股東或本集團任何成 員公司或所投資公司所發行任何證券的持 有人;(vi)本集團或任何所投資公司在任何 業務範疇或業務發展的專業或其他諮詢人 或顧問; (vii) 曾經或可能藉合資經營、業務 聯盟或其他業務安排而對本集團的發展及 增長作出貢獻的任何其他類別參與者;及 (viii)由上述第(i)至(vii)項所述的一名或多名 合資格參與者全資擁有的任何公司。購股 權計劃由二零零六年十二月十八日起生 效,除非被註銷或修正,否則有效期將維 持十年至二零一六年十二月十七日。

31 December 2016 二零一六年十二月三十一日

29. Share Option Scheme (continued) Share Option Scheme (continued)

The maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting. Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company.

In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK\$5,000,000, 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 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, which period may commence from the date of the offer of the share options, and ends on a date which is not later than ten years from the date of the offer of the share options or the expiry date of the Share Option Scheme, if earlier.

The exercise price of the share options is determinable by the directors, but shall not be less than the highest of (i) the closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet on the date of the offer of the share options; (ii) the average closing prices of the Company's shares as quoted on the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares.

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

29. 購股權計劃(續) 購股權計劃(續)

因行使根據購股權計劃及本集團任何其他 購股權計劃已授出但尚未行使的購股權而 發行的股份總數,不得超過當時本公司權 發行股本的30%。因行使向每名購股權可發 行股本的30%。因行使向每名購股權可發 會資格參與者授出購股權可發行的的 經數於任何十二個月期間不得超過此限 任何時間已發行股份的1%。凡超過此限制 而授出購股權,必須獲股東於股東大行 地准後方可作實。向本公司董事、行政 裁或主要股東或任何彼等聯繫人士授予 股權,必須獲本公司獨立非執行董事先 批准後,方可作實。

此外,倘任何十二個月期間內,向本公司主要股東或獨立非執行董事或任何彼等之聯繫人士授出任何購股權,超過本公司任何時間已發行股份0.1%或(根據本公司股份於授出日期的收市價計算的)總值超過5,000,000港元,則須獲股東於股東大會上作出事先批准,方可作實。

承授人可於建議授出購股權日期起計21日內支付象徵式代價1港元以接納有關購股權。購股權行使期由董事釐定,該期間或自購股權建議授出日期起計直至購股權建議授出當日起計十年止或購股權計劃屆滿之日止(以較早者為準)。

購股權行使價由董事釐定,惟不得低於下列最高者:(i)本公司股份於建議授出購股權當日在聯交所的每日報價表所報的收市價;(ii)本公司股份於截至建議授出當日止前五個營業日聯交所每日報價表所報的平均收市價;或(iii)本公司股份的面值。

購股權並無賦予持有人權利收取股息或於 股東大會上投票。

31 December 2016 二零一六年十二月三十一日

29. Share Option Scheme (continued) Share Option Scheme (continued)

Set out below are the outstanding share options under the Share Option Scheme as at 31 December 2016:

29. 購股權計劃(續) 購股權計劃(續)

以下載列於二零一六年十二月三十一日購 股權計劃下尚未行使購股權:

Number of share options 購股權數目

						_		
Name or category of participant	At 1 January 2016	Granted during the year	Lapsed during the year	Exercised during the year	At 31 December 2016	Date of grant of share options	Exercise period of share options	Exercise price of share options HK\$
參與者姓名或類別	於二零一六年 一月一日	年內授出	年內失效	年內已行使	於二零一六年 十二月三十一日	購股權授出日期	購股權行使期	per share 購股權 行使價 每股港元
Executive directors								
執行董事 Madam Ngok Ming Chu	60,000	-	(60,000)	-	-	18 May 2011	18 May 2012 to 17 May 2016*	5.24
岳明珠女士						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Ms. Cheng Pik Ho Liza	1,460,000	-	(1,460,000)	-	-	18 May 2011	18 May 2012 to 17 May 2016*	5.24
鄭碧浩女士						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Ms. Lu Qun	540,000	-	(540,000)	-	-	18 May 2011	18 May 2012 to 17 May 2016*	5.24
鹿群女士						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Independent non-executive directors								
獨立非執行董事 Mr. Lau Siu Ki	100,000	-	(100,000)	-	-	18 May 2011	18 May 2012 to 17 May 2016*	5.24
劉紹基先生						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Mr. Lee Kwan Hung	100,000	-	(100,000)	-	-	18 May 2011	18 May 2012 to 17 May 2016*	5.24
李均雄先生						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Prof. Lee T. S.	100,000	-	(100,000)	-	-	18 May 2011	18 May 2012 to	5.24
李天生教授						二零一一年五月十八日	17 May 2016* 二零一二年五月十八日至 二零一六年五月十七日*	
Other employees								
其他僱員 In aggregate	11,120,000	-	(11,120,000)	-	-	18 May 2011	18 May 2012 to 17 May 2016*	5.24
總計						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Others	35,000	-	(35,000)	-	-	18 May 2011	18 May 2012 to	5.24
其他						二零一一年五月十八日	17 May 2016* 二零一二年五月十八日至 二零一六年五月十七日*	
	13,515,000	-	(13,515,000)	-				

31 December 2016 二零一六年十二月三十一日

29. Share Option Scheme (continued) Share Option Scheme (continued)

Set out below are the outstanding share options under the Share Option Scheme as at 31 December 2015:

29. 購股權計劃(續) 購股權計劃(續)

以下載列於二零一五年十二月三十一日購 股權計劃下尚未行使購股權:

		Number of share options 購股權數目					
	At	Granted	Lapsed	Exercised			
me or	1 January	during	during	during			

Name or category of participant	At 1 January 2015	Granted during the year	Lapsed during the year	Exercised during the year	At 31 December 2015	Date of grant of share options	Exercise period of share options	Exercise price of share options HK\$ per share
參與者姓名或類別	於二零一五年 一月一日	年內授出	年內失效	年內已行使	於二零一五年 十二月三十一日	購股權授出日期	購股權行使期	購股權 行使價 <i>每股港元</i>
Executive directors 執行董事								
税11 里争 Madam Ngok Ming Chu	60,000	-	-	-	60,000	18 May 2011	18 May 2012 to 17 May 2016*	5.24
岳明珠女士						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Ms. Cheng Pik Ho Liza	1,460,000	-	-	-	1,460,000	18 May 2011	18 May 2012 to 17 May 2016*	5.24
鄭碧浩女士						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Ms. Lu Qun	540,000	-	-	-	540,000	18 May 2011	18 May 2012 to	5.24
鹿群女士						二零一一年五月十八日	17 May 2016* 二零一二年五月十八日至 二零一六年五月十七日*	
Independent non-executive directors 獨立非執行董事								
例立并祝1] 里争 Mr. Lau Siu Ki	100,000	-	-	-	100,000	18 May 2011	18 May 2012 to 17 May 2016*	5.24
劉紹基先生						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Mr. Lee Kwan Hung	100,000	-	-	-	100,000	18 May 2011	18 May 2012 to 17 May 2016*	5.24
李均雄先生						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Prof. Lee T. S.	100,000	-	-	-	100,000	18 May 2011	18 May 2012 to 17 May 2016*	5.24
李天生教授						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Other employees 其他僱員	40.400.000		/0.070.005°		44 400 000	4044	40.44 00:5	50:
In aggregate	13,490,000	-	(2,370,000)	-	11,120,000	18 May 2011	18 May 2012 to 17 May 2016*	5.24
總計						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
Others	35,000	-	-	-	35,000	18 May 2011	18 May 2012 to 17 May 2016*	5.24
其他						二零一一年五月十八日	二零一二年五月十八日至 二零一六年五月十七日*	
	15,885,000	-	(2,370,000)	-	13,515,000			

31 December 2016 二零一六年十二月三十一日

29. Share Option Scheme (continued) Share Option Scheme (continued)

Notes to the reconciliation of share options under the Share Option Scheme outstanding during the year:

- * The share options were vested to the grantees in the following manner:
 - 30% of such options were vested on 18 May 2012 with an exercise period from 18 May 2012 to 17 May 2016;
 - 30% of such options were vested on 18 May 2013 with an exercise period from 18 May 2013 to 17 May 2016; and
 - the remaining 40% of such options were vested on 18 May 2014 with an exercise period from 18 May 2014 to 17 May 2016.

For the year ended 31 December 2011, 20,355,000 share options were granted and their fair value was estimated at approximately HK\$41,952,000 (approximately HK\$2.06 each). With reference to the vesting period, the Company recognised all share option expenses in prior years.

The fair value of the share options was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Dividend yield (%)	1.5
Expected volatility (%)	52
Risk-free interest rate (%)	1.64
Expected life of options (years)	5
Exit rate — directors (%)	0
Exit rate — staff except directors (%)	14
Weighted average share price (HK\$ per share)	5.24

The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. The exit rate is based on the historical data on staff/director turnover rates.

No other feature of the share options granted was incorporated into the measurement of fair value.

29. 購股權計劃(續) 購股權計劃(續)

牌以作可则(*侧)* 在み唯见描针制工业士》

年內購股權計劃下尚未行使的購股權對賬 附註:

- * 購股權按以下方式歸屬予承授人:
 - 該等購股權的30%已於二零一二 年五月十八日歸屬,行使期為二 零一二年五月十八日至二零一六 年五月十七日;
 - 該等購股權的30%已於二零一三 年五月十八日歸屬,行使期為二 零一三年五月十八日至二零一六 年五月十七日;及
 - 該等購股權的餘下40%已於二零 一四年五月十八日歸屬,行使期 為二零一四年五月十八日至二零 一六年五月十七日。

截至二零一年十二月三十一日止,根據 購股權計劃授出20,355,000份購股權及其 公平值估計約為41,952,000港元(每份購 股權約2.06港元)。本公司已根據歸屬期確 認過往年度所有購股權開支。

購股權的公平值乃使用二項式模式於授出 日期進行估計,並已計及該等購股權授出 後的條款及條件。下表列載使用該模式的 計入項目:

股息率(%)	1.5
預期波幅(%)	52
無風險利率(%)	1.64
購股權預期有效期(年)	5
流失率-董事(%)	0
流失率-除董事外的員工(%)	14
加權平均股價(每股港元)	5.24

預期波幅反映假設歷史波幅具有未來趨勢 的指示作用,亦可能與實際結果不符。流 失率乃按照員工/董事流失率的歷史數據 計算。

計算公平值時概無列入其他所授出購股權 的特質。

31 December 2016 二零一六年十二月三十一日

29. Share Option Scheme (continued) Share Option Scheme (continued)

The following share options were outstanding under the Share Option Scheme during the year:

29. 購股權計劃(續) 購股權計劃(續)

以下為於年內購股權計劃項下尚未行使的 購股權:

		2016		2015	
		二零	一六年	_零-	-五年
		Weighted		Weighted	
		average	Number	average	Number
		exercise	of share	exercise	of share
		price	options	price	options
		HK\$		HK\$	
		per share		per share	
		加權平均		加權平均	
		行使價	購股權數目	行使價	購股權數目
		每股港元		每股港元	
At 1 January	於一月一日	5.24	13,515,000	5.24	15,885,000
Lapsed during the year	年內失效	5.24	(13,515,000)	5.24	(2,370,000)
At 31 December	於十二月三十一日		-	5.24	13,515,000

No share options were granted and exercised during the year.

All the outstanding options lapsed upon expiry on 17 May 2016. The respective share option reserve of HK\$27,923,000 has been transferred to retained profits during the year ended 31 December 2016.

30. 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 of the financial statements.

The contributed surplus of the Group represents (i) the excess of the nominal value of the shares of the subsidiaries acquired pursuant to the reorganisation of certain members of the Group which took place on 31 December 1992, over the nominal value of issued shares of Embry Group Limited ("EGL") in exchange therefor; (ii) the premium arising from the shares issued by EGL for settlement of the amount due to the ultimate holding company of HK\$15,841,000; (iii) the premium arising from the acquisition of Embry (H.K.) Limited ("Embry HK") from the non-controlling interests of HK\$5,000,000; and (iv) the excess of the nominal value of the share capital of the subsidiaries acquired pursuant to the group reorganisation, over the nominal value of the share capital of the Company issued in exchange therefor and the then existing 10,000,000 shares of HK\$0.01 each credited as fully paid at par.

年內沒有授出及行使購股權。

所有尚未行使購股權於二零一六年五月十七日屆滿後失效。截至二零一六年十二月三十一日止,有關購股權儲備 27,923,000港元已轉至保留溢利。

30. 儲備

現時及過往年度本集團儲備金額以及其變動已呈列於財務報表內綜合權益變動表內。

本集團實繳盈餘指(i)根據重組於一九九二年十二月三十一日收購本集團若干成員公司,該等成員公司股份的面值超出就此作為交換所發行Embry Group Limited (「EGL」)股份的面值差額:(ii) EGL就償還欠付最終控股公司款項15,841,000港元餘行發行股份產生的溢價:(iii)向非控股營益收購安莉芳(香港)有限公司(「安和港」)所產生溢價5,000,000港元;及(iv)根據集團重組收購附屬公司的股本的面值超出本公司以及按面值入賬列作繳足的10,000,000股每股面值0.01港元的當時現有股份。

31 December 2016 二零一六年十二月三十一日

30. Reserves (continued)

In accordance with the relevant regulations applicable in the PRC, subsidiaries of the Company established in the PRC are required to transfer a certain percentage of their profits after tax, if any, to the enterprise expansion and statutory reserve funds, which are non-distributable, before profit distributions to shareholders. The amounts of the transfers are subject to the approval of the board of directors of these subsidiaries.

The Group applied the transitional provision of HKFRS 3 which permits goodwill in respect of acquisitions which occurred prior to 1 January 2001, to remain eliminated against the consolidated reserves. The amount of goodwill remaining in consolidated reserves, arising from the acquisition of subsidiaries prior to 1 January 2001, was stated at cost, which amounted to HK\$3,168,000 (2015: HK\$3,168,000) as at 31 December 2016.

31. Operating Lease Arrangements

(a) As lessor

The Group leases its investment properties (note 17) under operating lease arrangements, with leases negotiated for terms ranging from one to six years.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

30. 儲備(續)

根據中國適用的相關規例,本公司於中國成立的附屬公司須將其若干百分比的除稅 後溢利(如有)在向股東作出溢利分派前轉 撥至企業擴展及法定儲備基金(均為不可分派)。轉撥的金額須待該等附屬公司的董事 會批准方可作實。

本集團已採用香港財務報告準則第3號的過渡性條文,容許二零零一年一月一日前進行收購所產生的商譽維持與綜合儲備的對銷。保留於綜合儲備內因二零零一年一月一日前收購附屬公司產生的商譽金額按成本列值,於二零一六年十二月三十一日為3,168,000港元(二零一五年:3,168,000港元)。

31. 經營租約安排

(a) 作為出租人

本集團根據經營租約安排出租投資物業(附註17),租約以介乎一至六年年期進行磋商。

於報告期間結束時,根據本集團與租戶訂立之不可撤銷經營租約,本 集團於以下日期之未來最低應收租 金總額如下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	12,693	10,668
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	18,314	6,939
		31,007	17,607

In addition, the operating lease rentals for the use of certain floor areas of the Group's building located in Shanghai are contingent based on sales of the shops pursuant to the terms and conditions as set out in the respective agreements. As the future sales of these shops could not be accurately determined, the relevant contingent rent has not been included above.

此外,使用本集團位於上海之樓宇之若干樓面面積而應收之部份經營租約租金為或然租金,乃根據有關協議所載之條款及條件按店舖之銷售額釐定。由於該等店舖之未來銷售額未能準確地釐定,故有關或然租金並未包括在上表。

31 December 2016 二零一六年十二月三十一日

31. Operating Lease Arrangements (continued)

(b) As lessee

The Group leases certain of its shops, counters, warehouses and office properties under operating lease arrangements with leases negotiated for terms mainly ranging from one to ten 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:

31. 經營租約安排(續)

(b) 作為承租人

本集團根據經營租約安排租用若干 店舖、櫃位、倉庫及辦公室物業, 租約主要以一至十年年期進行磋商。

於報告期間結束時,根據本集團之 不可撤銷經營租約,本集團於以下 日期之未來最低應付租金總額如下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Within one year	一年內	107,155	113,508
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	58,674	51,072
After five years	五年後	5,416	3,931
		171,245	168,511

In addition, the Group has entered into agreements with department stores to enable the Group to set up its retail outlets therein. The operating lease rentals for the use of their floor areas in department stores are based on the higher of a fixed rental or contingent rent based on sales of the retail outlets pursuant to the terms and conditions as set out in the respective agreements. As the future sales of these retail outlets could not be accurately determined, the relevant contingent rent has not been included above and only the minimum lease commitments have been included in the above table.

32. Commitments

At the end of the reporting period, the Group had the following commitments:

32. 承擔

於報告期間結算日,本集團之承擔如下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Contracted for commitments in respect of the acquisition of property,	購買物業、廠房及設備之 已訂約承擔		
plant and equipment		122,738	170,854

31 December 2016 二零一六年十二月三十一日

33. Contingent Liabilities

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

33. 或然負債

於報告期末,財務報表中並無計提撥備之 或然負債如下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Bank guarantees given in lieu of property	為代替物業租賃按金及公共設施		
rental deposits and utility deposits	按金所提供之銀行擔保	1,788	2,196

34. 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:

Financial assets

Loans and receivables

34. 按類別分析之金融工具

於報告期間結算日各類金融工具的賬面值 如下:

金融資產

貸款及應收款項

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	應收貿易賬款	85,220	90,486
Financial assets included in prepayments,	列為預付款項、按金及		
deposits and other receivables	其他應收款項之金融資產	5,029	6,361
Cash and cash equivalents	現金及現金等價物	190,187	233,017
		280,436	329,864

Financial liabilities

Financial liabilities at amortised cost

金融負債

按攤銷成本計量之金融負債

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Interest-bearing bank borrowings	計息銀行借款	354,833	308,211
Trade payables	應付貿易賬款	87,678	68,206
Financial liabilities included in other	已包括於其他應付款項及		
payables and accruals	應計款項之金融負債	184,618	145,016
		627,129	521,433

31 December 2016 二零一六年十二月三十一日

35. Financial Risk Management Objectives and Policies

The Group's principal financial instruments, comprise cash, short term deposits and interest-bearing bank borrowings. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which 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 directors review and agree policies for managing each of these risks and they are summarised below.

Interest rate risk

Cash flow 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 is exposed to both fair value and cash flow interest rate risks. The Group's exposure to market risk for changes in interest rates relates primarily to the Group's bank borrowings with floating interest rates.

At present, the Group does not intend to hedge its exposure to interest rate fluctuations. However, the Group will constantly review the economic situation and its interest rate risk profile, and will consider appropriate hedging measures in future as may be necessary.

At 31 December 2016, the profit before tax of the Group would have been decreased/increased by approximately HK\$1,774,000 (2015: HK\$1,541,000) if the interest rate has been increased/decreased by 50 basis points with all other variables held constant.

Foreign currency risk

The Group carries on its sales and purchases transactions mainly in Hong Kong dollars and RMB. The Group does not use derivative financial instruments to protect against the volatility associated with foreign currency transactions and other financial assets and liabilities created in the ordinary course of the business. However, as the Group's net profit is reported in Hong Kong dollars, there will be a translation gain as a result of the RMB appreciation, and vice versa. The majority of the Group's operating assets are located in Mainland China and are denominated in RMB.

35. 財務風險管理目標及政策

本集團之主要金融工具包括現金、短期存款及計息銀行借款。此等金融工具主要目的是為本集團經營業務融資。本集團有其他不同金融資產及負債,如應收貿易賬款及應付貿易賬款,乃直接透過經營業務產生。

本集團金融工具之主要風險為利率風險、 外匯風險、信貸風險及流動資金風險。董 事審閱並協定管控以上各種風險之政策, 有關資料概述如下。

利率風險

現金流量利率風險為金融工具未來現金流量因市場利率變化而波動的風險。本集團同時承受公平值及現金流量利率風險。本集團所承受利率變化的市場風險,主要與本集團浮動利率計算的銀行借款有關。

目前,本集團無意對沖所須承受的利率波動。然而,本集團將定期檢討經濟狀況及 其利率風險狀況,並會考慮日後是否需要 實施適當的對沖措施。

倘利率上升/下跌50基點,而所有其他因素保持不變,於二零一六年十二月三十一日,本集團稅前溢利應減少/增加約1,774,000港元(二零一五年:1,541,000港元)。

外匯風險

本集團主要以港元及人民幣進行買賣交易。本集團並無以衍生金融工具來對沖日常業務過程之外匯交易及其他金融資產及負債所附帶之波動。然而,由於本集團之純利以港元呈列,故人民幣升值可帶來匯兑收益,反之亦然。本集團大部份經營資產均位於中國大陸,並以人民幣列示。

31 December 2016 二零一六年十二月三十一日

35. 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 rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

35. 財務風險管理目標及政策(續)

外匯風險(續)

下表列示於報告期間結算日,在所有其他 可變因素維持不變的情況下,本集團的稅 前溢利對人民幣匯率可能出現合理變動之 敏感度(由於貨幣資產及負債的公平值變 動)。

Increase/

(decrease)

Increase/

(decrease)

		in RMB rate 人民幣 匯率上調/ (下調) %	in profit before tax 税前溢利 增加/(減少) HK\$'000 千港元
2016	二零一六年		
If Hong Kong dollar weakens against RMB If Hong Kong dollar strengthens against RMB	倘港元兑人民幣貶值 倘港元兑人民幣升值	5 (5)	6,008 (6,008)
2015	二零一五年		
If Hong Kong dollar weakens against RMB If Hong Kong dollar strengthens against RMB	倘港元兑人民幣貶值 倘港元兑人民幣升值	5 (5)	9,062 (9,062)

Credit risk

The Group trades only with recognised and creditworthy customers. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and on an individual basis. Each of the customers has been attached with a trading limit and any excess of the limit must be approved by the general manager of the operation unit. Under the tight control of the credit term and detailed assessment of the creditworthiness of individual customers, the Group's exposure to bad debts is maintained as minimal.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 20 to the financial statements.

信貸風險

本集團僅與知名及信譽良好的客戶進行交易。根據本集團的政策,任何有意以信貸形式進行交易的客戶均須經過信貸核實程序。此外,本集團亦持續監察各項應收款項結餘。本集團對各名客戶設立貿易限額,超出限額之數必須得到營運單位之總經理批准。由於本集團嚴控信貸期,並且對個別客戶之信譽作詳盡評估,故本集團之壞賬風險極低。

本集團其他金融資產的信貸風險包括現金 及現金等價物及其他應收款項、因對方違 約產生的信貸風險,上限相等於該等工具 之賬面值。

有關本集團因貿易應收賬款產生之信貸風 險之進一步定量數據於財務報表附註20中 披露。

31 December 2016 二零一六年十二月三十一日

35. Financial Risk Management Objectives and Policies (continued)

Liquidity risk

Liquidity risk is the risk of non-availability of funds to meet all contractual financial commitments as they fall due. The Group's objectives are to maintain a prudent financial policy, to monitor liquidity ratios against risk limits and to maintain a contingency plan for funding to ensure that the Group maintains sufficient cash to meet its liquidity requirement.

The Group continued to enjoy adequate cash position with cash and cash equivalents amounting to HK\$190,187,000 (2015: HK\$233,017,000) as at 31 December 2016.

The Group financed its operations and investment activities by internally generated cash flows and bank borrowings.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

35. 財務風險管理目標及政策(續)

流動資金風險

Within

流動資金風險指未能取得資金以應付所有 到期之合約財務承擔。本集團之目標是保 持穩健之金融政策,藉著風險限額來監察 流動資金比率,並設有應急資金計劃,確 保本集團具備足夠現金以應付其流動資金 需求。

於二零一六年十二月三十一日,本集團繼續擁有充足現金之財務狀況,其現金及現金等價物為190,187,000港元(二零一五年:233,017,000港元)。

本集團透過內部產生之現金流及銀行借款,為其業務及投資活動提供資金。

於報告期間結算日,本集團根據合約未貼 現付款計算之金融負債到期日如下:

		1 year 一年內 HK\$'000 <i>千港元</i>	1 to 5 years 一至五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
2016	二零一六年			
Interest-bearing bank borrowings	計息銀行借款	141,869	231,718	373,587
Trade payables	應付貿易賬款	87,678	_	87,678
Other payables and accruals	其他應付款項及應計款項	184,618	_	184,618
		414,165	231,718	645,883
2015	二零一五年			
Interest-bearing bank borrowings	計息銀行借款	131,189	191,746	322,935
Trade payables	應付貿易賬款	68,206	_	68,206
Other payables and accruals	其他應付款項及應計款項	145,016	-	145,016
		344,411	191,746	536,157

The Group is also exposed to liquidity risk through the granting of financial guarantees, further details of which are disclosed in note 33 to the financial statements.

Capital management

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to the owners through the optimisation of the debt and equity balance where appropriate. No change was made in the objectives, policies or processes for managing capital during the years ended 31 December 2016 and 2015.

透過授出財務擔保,本集團亦面臨流動資金風險,其進一步詳情披露於財務報表附註33。

資本管理

本集團管理其資本以確保本集團能持續營運,同時在適當時透過優化債務及權益結餘(如適用)將擁有人的回報增至最大。於截至二零一六年及二零一五年十二月三十一日止年度,管理資本之目標、政策或程序並無變動。

31 December 2016 二零一六年十二月三十一日

35. Financial Risk Management Objectives and Policies (continued)

Capital management (continued)

The capital structure of the Group consists of net debt which includes bank borrowings and equity attributable to owners of the Company. Equity attributable to owners of the Company comprises issued share capital, reserves and retained profits as disclosed in the consolidated statement of changes in equity.

The Company monitors capital using a gearing ratio, which is total bank borrowings divided by the equity attributable to owners of the Company. The gearing ratios as at the end of the reporting periods were as follows:

35. 財務風險管理目標及政策(續)

資本管理(續)

本集團資本結構包括債務淨額其中包括銀 行借款及本公司擁有人應佔股權。本公司 擁有人應佔股權包括綜合權益變動表所披 露的已發行股本、儲備及保留溢利。

本公司透過資產負債比率架構(即銀行借款 總額除以本公司擁有人應佔股權)監控資 本。於報告期末資產負債比率如下:

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		千港元	千港元
Interest-bearing bank borrowings	計息銀行借款	354,833	308,211
Equity attributable to owners of the Compa	1,719,487	1,790,823	
Gearing ratio	資產負債比率	20.6%	17.2%

36. 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:

36. 本公司財務狀況表

本公司報告期末財務狀況表如下:

		2016 二零一六年 HK\$′000	2015 二零一五年 HK\$'000
NON-CURRENT ASSETS	非流動資產	<i>千港元</i>	千港元_
Investments in subsidiaries	於附屬公司之權益	864,658	917,018
CURRENT ASSETS	流動資產		
Prepayments	預付款項	46	44
Cash and cash equivalents	現金及現金等價物	153	152
Total current assets	流動資產總值	199	196
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計款項	4,984	8,335
NET CURRENT LIABILITIES	流動負債淨值	(4,785)	(8,139)
Net assets	資產淨值	859,873	908,879
EQUITY	權益		
Share capital	股本	4,166	4,166
Reserves (Note)	儲備 <i>(附註)</i>	855,707	904,713
Total equity	總權益	859,873	908,879

31 December 2016 二零一六年十二月三十一日

36. Statement of Financial Position of the Company (continued)

Note:

A summary of the Company's reserves is as follows:

36. 本公司財務狀況表(續)

附註:

本公司儲備概要如下:

		Share			Share							
		Notes	Notes	premium	Contributed	option	Retained					
				Notes	Notes	Notes		account	surplus	reserve	profits	Total
							股份溢價賬	實繳盈餘	購股權儲備	保留溢利	總計	
							Notes	HK\$'000	0 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					
At 1 January 2015	於二零一五年一月一日		369,644	381,248	32,784	40,991	824,667					
Profit for the year and total	年度溢利及年內											
comprehensive income for the year	全面收入總額		_	_	_	138,378	138,378					
Share options lapsed	購股權失效		_	_	(4,861)	4,861	_					
2014 final and special dividends	宣派及已支付二零一四年											
declared and paid	末期及特別股息	14	_	_	_	(41,666)	(41,666)					
2015 interim dividend	二零一五年中期股息	14	-	-	-	(16,666)	(16,666)					
At 31 December 2015	於二零一五年	_										
and 1 January 2016	十二月三十一日											
•	及二零一六年一月一日		369,644	381,248	27,923	125,898	904,713					
Profit for the year and total	年度溢利及年內											
comprehensive income for the year	全面收入總額		_	_	_	3,077	3,077					
Share options lapsed	購股權失效	29	_	_	(27,923)	27,923	· -					
2015 final and special dividends	宣派及已支付二零一五年											
declared and paid	末期及特別股息	14	_	_	_	(41,666)	(41,666)					
2016 interim dividend	二零一六年中期股息	14	-	-	-	(10,417)	(10,417)					
At 31 December 2016	於二零一六年	_										
	十二月三十一日		369,644	381,248	-	104,815	855,707					

The contributed surplus of the Company represents the excess of the then net assets of the subsidiaries acquired by the Company pursuant to the group reorganisation, over the nominal value of the share capital of the Company issued in exchange therefor and the then existing 10,000,000 shares of HK\$0.01 each credited as fully paid at par. Under the Companies Law of the Cayman Islands, the share premium and contributed surplus may be distributed to the shareholders of the Company, provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related options expire, be forfeited or lapse.

本公司的實繳盈餘乃本公司根據集團重組收購附屬公司的當時資產淨值超出本公司就此發行作為交換的股本面值以及按面值入賬列作繳足的10,000,000股每股面值0.01港元的當時現有股份。根據開曼群島公司法,股份溢價賬及實繳盈餘可分派予本公司股東,惟於緊隨建議派付股息日期後,本公司必須能償還其日常業務中到期債項。

購股權儲備指已授出但尚未行使的購股權的公平值,於財務報表附註2.4就以股份為基礎交易的會計政策中有所詳述。金額將於有關購股權獲行使時轉撥至股份溢價賬,或於有關購股權屆滿、被沒收或失效時轉撥至保留盈利。

Notes to Financial Statements (Continued) 財務報表附註 (續) 31 December 2016 =零一六年十二月三十一日

37. Particulars of Principal Subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

37. 主要附屬公司資料

本公司主要附屬公司的詳情如下:

Name	Place of incorporation/ registration and business 註冊成立/ 註冊及經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of equity attributable to the Company		Principal activities	
名 梅	註 卌 及 經営 地	註冊 資本	平公可應但 2016 二零一六年	2015 二零一五年	主要業務	
Embry Asia Limited 安莉芳亞洲有限公司	Hong Kong 香港	HK\$100 100港元	100	100	Investment holding 投資控股	
Embry (Changzhou) Garments Ltd. ("Embry CZ")** 安莉芳 (常州) 服裝有限公司 (「安莉芳常州」) **	PRC/ Mainland China 中國/中國大陸	RMB136,200,000 人民幣136,200,000元	100	100	Manufacture and trading of ladies' brassieres, panties, swimwear and sleepwear 製造及買賣女性胸圍、 內褲、泳衣及睡衣	
Embry (China) Garments Ltd. ("Embry SZ")** 安莉芳(中國) 服裝有限公司 (「安莉芳深圳」) **	PRC/ Mainland China 中國/中國大陸	HK\$11,000,000 11,000,000港元	100	100	Manufacture and trading of ladies' brassieres, panties, swimwear and sleepwear 製造及買賣女性胸圍、 內褲、泳衣及睡衣	
Embry HK 安莉芳香港	Hong Kong 香港	Ordinary HK\$45,000 *Non-voting deferred HK\$4,500,000 普通股 45,000港元 *無投票權遞延股 4,500,000港元	100	100	Trading of ladies' brassieres, panties, swimwear and sleepwear 買賣女性胸圍、內褲、泳衣及睡衣	
Embry (Macau) Fashion Company Limited (Embry (Macau) Pronto A Vestir, Limitada) 安莉芳 (澳門) 時裝有限公司	Macau 澳門	MOP100,000 100,000澳門幣	100	100	Trading of ladies' brassieres, panties, swimwear and sleepwear 買賣女性胸圍、內褲、 泳衣及睡衣	
Embry (Shandong) Garments Limited ("Embry SD")** 安莉芳(山東) 服裝有限公司 (「安莉芳山東」)**	PRC/ Mainland China 中國/中國大陸	US\$18,000,000 18,000,000美元	100	100	Manufacture and trading of ladies' brassieres, panties, swimwear and sleepwear 製造及買賣女性胸圍、 內褲、泳衣及睡衣	
Embry (Shanghai) Company Limited ("Embry SH")** 安莉芳 (上海) 有限公司 (「安莉芳上海」) **	PRC/ Mainland China 中國/中國大陸	HK\$238,000,000 238,000,000港元	100	100	Design, research and development and trading of ladies' brassieres, panties swimwear and sleepwear 設計、研究、開發及 買賣女性胸圍、 內褲、泳衣及睡衣	

31 December 2016 二零一六年十二月三十一日

37. Particulars of Principal Subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: *(continued)*

37. 主要附屬公司資料(續)

本公司主要附屬公司的詳情如下:(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及經營地點	Issued and fully paid share/ registered capital 已發行及 繳足股份/ 註冊資本	Percentage of equity attributable to the Company		Principal activities 主要業務
			2016 二零一六年	2015 二零一五年	
Embry Garments Limited	BVI 英屬處女群島	US\$1 1美元	100	100	Investment holding 投資控股
EGL	BVI 英屬處女群島	US\$472 472美元	100	100	Investment holding 投資控股
Embry International Limited 安莉芳國際有限公司	BVI 英屬處女群島	US\$1 1美元	100	100	Investment holding 投資控股
Gallin Investments Limited 吉年投資有限公司	Hong Kong 香港	HK\$2 2港元	100	100	Investment holding 投資控股
Prime Force Advertising Limited	Hong Kong 香港	HK\$20 20港元	100	100	Property investment 物業投資
Whistleblower Limited	BVI 英屬處女群島	US\$1 1美元	100	100	Holding of trademarks 持有商標

- * The non-voting deferred shares carry no rights to dividends (other than for any financial year during which the net profit of Embry HK available for dividend exceeds HK\$1,000,000,000,000), no rights to vote at general meetings and no rights to receive any surplus in return of capital in a winding-up in respect of the first HK\$500,000,000,000,000.
- ** Embry CZ, Embry SZ, Embry SD and Embry SH are registered as wholly-foreign-owned enterprises under the PRC law.

Except for EGL, all of the above subsidiaries are indirectly held by the Company.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

38. 批准財務報表

財務報表於二零一七年三月二十三日獲董 事會批准及授權刊發。

38. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 23 March 2017.

- * 無投票權遞延股並無附帶權利收取股息(於安莉芳香港可供派息的純利超過1,000,000,000,000港元的任何財政年度除外)、於股東大會上投票及於清盤時收取首500,000,000,000,000港元退回資本的任何盈餘。
- ** 安莉芳常州、安莉芳深圳、安莉芳山 東及安莉芳上海均根據中國法例註冊 為全外資企業。

除EGL外,上述所有附屬公司均由本公司 間接持有。

上表所列本公司附屬公司乃董事認為對本 年度業績有重要影響或構成本集團資產淨 值重大比重之附屬公司。董事認為倘將其 他附屬公司之詳情一併列出,則會令資料 過於冗長。

EMBRY HOLDINGS LIMITED

安莉芳控股有限公司