



A Member of the Teamsun Group

Automated Systems Holdings Limited

自動系統集團有限公司\*

(Incorporated in Bermuda with Limited Liability)

(在百慕達註冊成立之有限公司)

Stock Code 股份編號 : 771

YOUR TRUSTWORTHY AND  
PROFESSIONAL IT PARTNER

你可靠專業的資訊科技夥伴



Annual Report 2015 年報

For the year ended 31st December 2015

截至二零一五年十二月三十一日止年度

Hong Kong · Mainland China · Taiwan · Macau · Thailand · Singapore · Malaysia  
香港 · 中國內地 · 台灣 · 澳門 · 泰國 · 新加坡 · 馬來西亞

\* For identification purpose only

\* 僅供識別



# ASL at a Glance

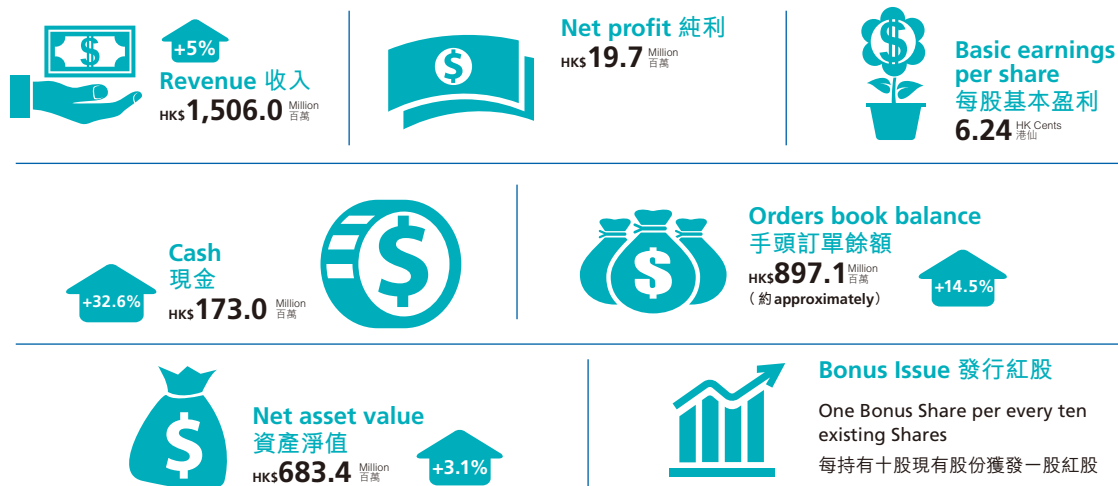
## 自動系統業務概覽

### CORPORATE OVERVIEW 集團簡介

- Information Technology (IT) services provider since 1973
- Beijing Teamsun Technology Co., Ltd. (SHSE Stock Code: 600410) becomes the Company's ultimate holding company in September 2009
- Dedicated to delivering one-stop IT solutions and services to customers across the region with business operations in Hong Kong, Mainland China, Taiwan, Macau, Thailand, Singapore and Malaysia, etc.
- 自一九七三年起提供資訊科技服務
- 北京華勝天成科技股份有限公司（上海證券交易所之股票代碼：600410）於二零零九年九月成為本公司最終控股公司
- 致力為區內客戶提供「一站式」資訊科技解決方案及服務，業務遍及香港、中國內地、台灣、澳門、泰國、新加坡及馬來西亞等地

### FINANCIAL HIGHLIGHTS 財務摘要

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



### 2015 OPERATIONAL HIGHLIGHTS 業務摘要

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

- Infrastructure business was continuously supported through our business with the Office of the Government Chief Information Officer (OGCIO) where ASL supplies network products and server systems and provides related services to various government departments under a standing offer agreement
- In the managed service business, progressive results had been made especially in financial services, entertainment and engineering industries
- For the data intelligence business, ASL rode on the trend of big data management, analytics and application development and had made a breakthrough during the year
- Various contracts had been entered for long-term managed services with high-value and thereby bringing recurring income to ASL
- Established Automated Center of Excellence (ACoE)
- Established the Security Operation Centre Plus (SOC+)
- 基礎設施業務獲得政府資訊科技總監辦公室的一貫支持，簽訂承辦協議為不同政府部門提供網絡設備及伺服器系統
- 在管理服務業務方面，尤其在金融服務業、娛樂業及工程業等多個行業中取得既重要又實質的進展
- 在數據智能業務方面，自動系統乘著市場對大數據管理、分析以及應用開發等行業的發展趨勢，於年內獲得突破
- 與多個機構簽訂了高增值且可為自動系統帶來經常性收入的長期管理服務合約
- 設立了自動系統卓越中心 (ACoE)
- 設立了安全運作中心+ (SOC+)

### 2016 OUTLOOKS 展望

- Provide service solutions by using big data technology and continue to respond the market in a timely and efficient manner to help customers achieve business success
- Continue to ride on 5 key solutions and services pillars (i.e. Infrastructure, Security, Data Intelligence, Mobile and Cloud)
- Keep going on the provision of one-stop innovative integrated information technology services in both public and private sectors in Hong Kong and the Greater China region
- Enhance the Offshore Delivery Excellence Center (ODEC) in Guangzhou, to broaden the talent pool especially for IT application development, enhance our service delivery capability, optimise our solutions business service delivery and strengthens our foundation on business development in mainland China, particularly in South China region
- 使用大數據科技來提供整體服務方案，繼續以高效的方式回應市場，從而協助客戶取得業務上的成功
- 繼續重點關注及持續投入在基礎設施、安全、數據智能、移動及雲計算等五大主要解決方案及服務範疇
- 致力為本港及大中華地區之公私營機構提供一站式創新性綜合資訊科技服務
- 在廣州設立海外卓越交付中心 (ODEC)，進一步擴大於應用開發科技方面的人才庫，提升集團的服務交付能力、優化解決方案的交付服務，為進一步拓展中國大陸市場 (尤其是華南區市場) 奠定基礎

# Customer Service Excellence with Corporate Responsibility

## 履行企業責任，力臻優質客戶服務



### CARING FOR THE COMMUNITY 關懷社區



Photo Taking for Elderly 為長者拍照



Mid-Autumn Festival Elderly Center Visit 中秋節長者探訪



Blood Donation Day 愛心捐血日



Students Visit ASL Hong Kong Headquarters  
學生參觀ASL香港總部

### CARING FOR THE ENVIRONMENT 關懷環境



Cloud Printing Project  
雲端打印項目





## CARING FOR THE EMPLOYEES 關懷員工



SME Marathon Cup 中小企馬拉松盃



Day Tour to Hong Kong Geopark 香港地質公園一天遊



Staff Drinks Night 員工暢飲之夜



ASL Football Team ASL 足球隊



Kids Day 親子日



Friendship Day 友誼日



Technology Briefing To Employees  
員工IT知識分享會

# Quality Policy of ASL

## 自動系統的優質承諾

We are committed to be the excellent IT services partner by providing customers innovative, quality and integrated one-stop IT services and solutions. We aim at satisfying our customers' business needs through forging strategic alliance with our business partners and the core values of the Group - "SPACT":

▶ **"S" - Strive for Excellence**

Perform work with best effort and the highest standard. Always looking for ways to make further improvement.

▶ **"P" - Problem Solving**

Solve problem with effective solutions in a timely manner and be able to identify the core of the problems and provide workable solutions in an honest manner.

▶ **"A" - Accountable**

Be accountable for one's area of responsibilities whilst working towards the goal of the company, be responsible for managing and following up with the work until complete success.

▶ **"C" - Courage**

To change and innovate - respond timely to change and to enable the company to become efficient and competitive. Eager to invent new ideas and new ways of work to advance in a leading position.

▶ **"T" - Teamwork**

Work as part of the team, co-operate and contribute to team effort & success. Willing to offer help, share ideas and knowledge.

我們矢志成為最優秀的IT服務夥伴，為客戶提供創新、優質及一站式的綜合資訊科技服務及解決方案。我們透過建立策略性聯盟和本集團的核心價值，致力滿足客戶的業務需要。

- ▶ **力求卓越** — 以最大的努力和最高的標準完成工作，力求不斷進步。
- ▶ **解決問題** — 以有效的方法及時解決問題，能夠洞悉問題癥結所在，以誠實的態度提供確切可行的解決方案。
- ▶ **克盡己任** — 在個人的職責範圍內克盡己任，為集團的目標而努力和負責，管理和跟進工作至圓滿成功。
- ▶ **智勇俱備** — 勇於求變及創新 — 能迅速應變以提升公司效率和競爭力。追求創意，尋求全新的工作方式，以提升集團的領先地位。
- ▶ **群策群力** — 視己為團隊的一份子，與隊員互相合作，貢獻所長，發揮團隊精神以達至成功。樂意給予同僚協助、提供建議和分享知識。

### Automated Systems (H.K.) Limited

自動系統(香港)有限公司



ISO 9001 : 2008  
Certificate No.: CC 1505  
Service Delivery  
服務交付



ISO 9001 : 2008  
Certificate No.: CC 5337  
Sales Operation Division  
銷售運作部



ISO 20000-1 : 2011  
Certificate No.: CC 5406



ISO 27001 : 2013  
Security Operation Center  
安全運作中心

Capability Maturity Model® Integration (CMMI)  
Version 1.3 – Maturity Level 3 Rating  
Industry Application

Capability Maturity Model® Integration (CMMI)  
1.3 版 – 第三級評級  
行業應用

### ELM Computer Technologies Limited

榆林電腦科技有限公司



ISO 9001 : 2008  
Certificate No.: CC 3268

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# Corporate Information

## 公司資料

### EXECUTIVE DIRECTORS

WANG Weihang  
WANG Yueou (*Acting Chief Executive Officer and Chief Financial Officer*)

### NON-EXECUTIVE DIRECTORS

LI Wei (*Chairman*)  
CUI Yong

### INDEPENDENT NON-EXECUTIVE DIRECTORS

PAN Xinrong  
DENG Jianxin  
YE Fang

### AUDIT COMMITTEE

DENG Jianxin (*Chairman*)  
LI Wei  
PAN Xinrong  
YE Fang

### REMUNERATION COMMITTEE

PAN Xinrong (*Chairman*)  
LI Wei  
YE Fang

### NOMINATION COMMITTEE

LI Wei (*Chairman*)  
PAN Xinrong  
DENG Jianxin

### MANAGEMENT COMMITTEE

WANG Yueou (*Chairman*)  
LI Wei  
CUI Yong

### INVESTMENT COMMITTEE

WANG Weihang (*Chairman*)  
WANG Yueou  
PAN Xinrong  
DENG Jianxin

### 執行董事

王維航  
王粵鷗 (*代理行政總裁兼財務總監*)

### 非執行董事

李偉 (*主席*)  
崔勇

### 獨立非執行董事

潘欣榮  
鄧建新  
葉芳

### 審核委員會

鄧建新 (*主席*)  
李偉  
潘欣榮  
葉芳

### 薪酬委員會

潘欣榮 (*主席*)  
李偉  
葉芳

### 提名委員會

李偉 (*主席*)  
潘欣榮  
鄧建新

### 管理委員會

王粵鷗 (*主席*)  
李偉  
崔勇

### 投資委員會

王維航 (*主席*)  
王粵鷗  
潘欣榮  
鄧建新



## JOINT COMPANY SECRETARIES

WANG Yueou  
NGAN Wai Hing

## PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited

## SOLICITORS

Woo Kwan Lee & Lo  
Appleby

## AUDITOR

Grant Thornton Hong Kong Limited

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Management (Bermuda) Ltd  
Argyle House, 41a Cedar Avenue,  
Hamilton HM12, Bermuda

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited  
Level 22, Hopewell Centre,  
183 Queen's Road East, Hong Kong

## SHARE LISTING

The Stock Exchange of Hong Kong Limited  
Stock Code: 771

## REGISTERED OFFICE

Canon's Court, 22 Victoria Street,  
Hamilton HM12, Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

15th Floor, Topsail Plaza, 11 On Sum Street,  
Shatin, New Territories, Hong Kong

## 聯席公司秘書

王粵鷗  
顏偉興

## 主要來往銀行

香港上海滙豐銀行有限公司

## 律師

胡關李羅律師行  
毅柏律師事務所

## 核數師

致同(香港)會計師事務所有限公司

## 主要股份過戶登記處

Appleby Management (Bermuda) Ltd  
Argyle House, 41a Cedar Avenue,  
Hamilton HM12, Bermuda

## 香港股份過戶登記分處

卓佳登捷時有限公司  
香港皇后大道東183號  
合和中心22樓

## 股份上市

香港聯合交易所有限公司  
股份代號：771

## 註冊辦事處

Canon's Court, 22 Victoria Street,  
Hamilton HM12, Bermuda

## 總辦事處及主要營業地點

香港新界沙田  
安心街11號華順廣場15樓

# Financial Calendar

## 財務日誌

### RESULTS ANNOUNCEMENT 業績公告



08/2015

#### INTERIM

(for the six months ended  
30th June 2015)

**26th August 2015**

#### 中期

(截至二零一五年  
六月三十日止六個月)  
二零一五年八月二十六日

03/2016

#### ANNUAL

(for the year ended  
31st December 2015)

**23rd March 2016**

#### 年度

(截至二零一五年十二月  
三十一日止年度)  
二零一六年三月二十三日

### BONUS ISSUE 發行紅股



06/2016

Proposed bonus issue  
(One Bonus Share per  
ten existing Shares)

**15th June 2016**

擬發行紅股  
(每持有十股現有股份  
獲發一股紅股)  
二零一六年六月十五日

### ANNUAL GENERAL MEETING 股東週年大會



05/2016

18th May 2016  
二零一六年五月十八日

### CLOSURE OF REGISTER OF MEMBERS

暫停辦理股份  
過戶登記



05/2016

13th May 2016 to 18th May 2016  
二零一六年五月十三日至  
二零一六年五月十八日

05/2016

25th May 2016 to 30th May 2016  
二零一六年五月二十五日至  
二零一六年五月三十日

### RESULTS

#### 業績

|   |                | For the year ended 31st December |           |           |           |           |
|---|----------------|----------------------------------|-----------|-----------|-----------|-----------|
|   |                | 截至十二月三十一日止年度                     |           |           |           |           |
|   |                | 2015                             | 2014      | 2013      | 2012      | 2011      |
|   |                | 二零一五年                            | 二零一四年     | 二零一三年     | 二零一二年     | 二零一一年     |
|   |                | 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       |
| Revenue   | 收入             | <b>1,506,041</b>                 | 1,433,921 | 1,612,958 | 1,673,279 | 1,537,328 |
| Profit before income tax  | 除所得稅前溢利        | <b>27,578</b>                    | 29,589    | 23,594    | 47,701    | 45,110    |
| Income tax expense  | 所得稅開支          | <b>(7,874)</b>                   | (1,125)   | (6,314)   | (6,507)   | (294)     |
| Profit for the year   | 年內溢利           | <b>19,704</b>                    | 28,464    | 17,280    | 41,194    | 44,816    |
| Profit for the year attributable to non-controlling interests     | 非控股權益應佔年內溢利    | -                                | 31        | -         | -         | -         |
| Profit for the year attributable to equity holders of the Company | 本公司股本持有人應佔年內溢利 | <b>19,704</b>                    | 28,495    | 17,280    | 41,194    | 44,816    |

### ASSETS AND LIABILITIES

#### 資產及負債

|  |              | At 31st December |           |           |           |          |
|--|--------------|------------------|-----------|-----------|-----------|----------|
|  |              | 於十二月三十一日         |           |           |           |          |
|  |              | 2015             | 2014      | 2013      | 2012      | 2011     |
|  |              | 二零一五年            | 二零一四年     | 二零一三年     | 二零一二年     | 二零一一年    |
|  |              | 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      |
| Total assets   | 總資產          | <b>1,175,121</b> | 1,152,323 | 1,115,090 | 1,044,218 | 909,247  |
| Total liabilities                                    | 總負債          | <b>491,771</b>   | 489,486   | 506,443   | 470,216   | 401,620  |
| Equity attributable to equity holders of the Company | 本公司股本持有人應佔權益 | <b>683,350</b>   | 662,837   | 608,647   | 574,002   | 507,627  |

# Chairman's Statement

## 主席報告

During the year, the Group remained focus on 5 key solutions and services pillars and Infrastructure being our business foundation recorded steady turnover growth.

年內，本集團繼續專注於五大主要解決方案及服務範疇，而基礎設施作為我們的業務基礎，錄得穩健之業績增長。

**LI Wei** Chairman  
李偉 主席



This is the first time for me to present our shareholders the annual report of Automated Systems Holdings Limited (the "Company") and its subsidiaries (collectively "ASL" or the "Group") on behalf of the Board of Directors (the "Board"). During the year, the Group formed a new board with diverse working experience. I deeply believe that new visions and aspirations from each Board members would surely bring about new energy and dynamics to the future development of the Group as a whole.

For the year ended 31st December 2015, the Group recorded a revenue of HK\$1,506.0 million, an increase of 5.0% compared to last year. Profit before income tax was HK\$27.6 million, a decrease of 6.8% compared to last year. The Group maintained a healthy financial position and recorded an increase of 32.6% of its cash balance as at 31st December 2015 to approximately HK\$173.0 million when compared to last year.

這是為本人首次代表董事會（「董事會」）向股東發表自動系統集團有限公司（「本公司」）及其附屬公司（統稱「自動系統」或「本集團」）年報。年內，本集團組成新一屆董事會，其成員均具備豐富經驗。本人深信各人之嶄新視野和抱負勢將為本集團整體之未來發展增添能量和動力。

截至二零一五年十二月三十一日止年度，本集團錄得收入1,506.0百萬港元，較去年增加5.0%。除所得稅前溢利為27.6百萬港元，較去年減少6.8%。本集團的財務狀況維持穩健，於二零一五年十二月三十一日錄得現金結餘173.0百萬港元，較去年增加32.6%。

During the year, the Group remained focus on 5 key solutions and services pillars (i.e. Infrastructure, Security, Data Intelligence, Mobile and Cloud) and Infrastructure being our business foundation recorded steady turnover growth. With over 40 years' experience gained in systems integration, we believe our abundant experience on systems integration and extensive partner network are one of the competitive edges of the Company. For Data Intelligence and Security business, the Group also achieved progressive results. Big data, a kind of Data Intelligence, has revealed an increasing demand from both public and private sectors and the Group can see that the Government or corporations are now keen to get more accurate predictions and forecasting results using data and thereby further increase the data value on business.

For Security business, the Company also demonstrated its commitment to offer solutions and services to protect the customer's business by the establishment of Security Operation Center *Plus* ("SOC+") in the year 2015. SOC+ featured with high availability infrastructure design and provides a platform for customers to experience our solutions offerings and services. Furthermore, SOC+ can provide onsite security incident response services across different platforms. The Group believes that enhancing our Security business portfolio may always embrace the business opportunity for the increasing demand from our customers due to the requirements of data sovereignty and other security compliance regulations imposed by the Government.

For Mobile and Cloud business, we recognise that a significant shift on information technology industry is taking place in the world and mobile terminal application and big data are also one of the key factors to drive the traditional industries into new frontiers. Business volatility, globalisation and fierce competition are forcing business leaders to review all aspects of their business and take steps to transform to meet the needs of businesses today. In view of these, the Group will continue to identify business opportunities among various industries by giving support to the application of advanced technologies and enhanced collaboration with various IT vendors.

The Group also recognise that sustainable and socially responsible activity are important prerequisites for the long-term success of the Company. During the year under review, we persisted in operating with integrity and proactively fulfilled our corporate social responsibility to maintain a healthy development of the entire value chain. For details, please refer to the business review in Directors' Report set out on pages 44 to 48 of the annual report.

Last but not least, I take this opportunity to express my most sincere thanks to our colleagues for their commitment, hard work and loyalty to the Group during the year, in addition to, our valued customers, business partners and shareholders for their continued support.

**LI Wei**  
Chairman

Hong Kong, 23rd March 2016

年內，本集團繼續專注於五大主要解決方案及服務範疇（即基礎設施、安全、數據智能、移動及雲計算），而基礎設施作為我們的業務基礎，錄得穩健之業績增長。本公司於系統集成方面累積超過四十年經驗，擁有著豐富的系統集成經驗及龐大的合作夥伴網絡，實為本公司之優勝之處。在智能數據及安全業務方面，本集團亦取得相當成果。公營及私營機構對數據智能之一的大數據需求日益增加，本集團可預計政府或企業均渴求利用數據得出準確的推算及預測結果從而進一步提升數據的商業價值。

在安全業務方面，本公司於二零一五年成立安全運作中心+（「SOC+」），展示了透過提供解決方案及服務，以保護客戶業務數據之決心。SOC+ 配備高可用性之基礎設施，提供了一個平台，讓客戶體驗我們所提供的解決方案及服務。此外，SOC+ 能夠在不同平台提供即場安全事件回應服務。由於政府對數據主權及其他安全合規作出規定，客戶在相關方面的需求日益增加，本集團相信加強我們的安全業務組合，可有助隨時把握隨此而來的增長商機。

在移動及雲計算業務方面，我們明白全球正經歷著科技產業性的調整，移動終端應用及大數據亦為帶領傳統行業走向新領域的重要因素之一。業務波動、全球化及激烈競爭迫使業務領袖審視其業務各個範疇及進行改革，以迎合其行業需求。有見及此，本集團將繼續支持利用各項領先科技，加強與科技供應商的合作，以於各行業中物色商機。

本集團亦明白，可持續發展及社會責任活動對本公司之長遠佳績至為重要。回顧年內，我們一直以誠信營運並積極履行社會企業責任，以維持整體價值體系的健康發展。有關詳情，請參閱載列於本年報內第44頁至48頁董事會報告內之業務審視。

最後，本人僅此向各員工於年內為本集團所作出的承擔、所付出的努力及所展示的忠誠致以最誠摯的謝意，此外，亦感謝我們寶貴的客戶、業務夥伴及股東的持續支持。

**李偉**  
主席

香港，二零一六年三月二十三日



# Acting Chief Executive Officer's Statement

## 代理行政總裁報告

We will keep going on the provision of one-stop innovative integrated IT services in both public and private sectors in Hong Kong and the Greater China region so as to help our customers making agile and innovative business.

本集團將致力為本港以及大中華地區之公私營機構提供一站式創新性綜合資訊科技服務，幫助客戶打造靈活創新業務。

**WANG Yueou** Acting Chief Executive Officer  
王粵鷗 代理行政總裁



## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Financial Results

For the year ended 31st December 2015, total revenue of the Group was HK\$1,506.0 million, representing a 5.0% increase from last year, which was evenly contributed by the increase in both product sales and service revenue. As compared with last year, product sales was increased by 5.0% to HK\$845.8 million while service revenue was increased by 5.1% to HK\$660.2 million. For the year ended 31st December 2015, product sales and service revenue contributed 56.2% and 43.8% to total revenue respectively, which was the same for last year.

For the year ended 31st December 2015, commercial and public sector sales contributed 45.9% and 54.1% to total revenue respectively, compared to 44.4% and 55.6% last year.

### 財務業績

截至二零一五年十二月三十一日止年度，本集團之總收入為1,506.0百萬港元，較去年增加5.0%，由於產品銷售及服務收入均有增長。與去年相比，產品銷售增加5.0%至845.8百萬港元而服務收入則增加5.1%至660.2百萬港元。截至二零一五年十二月三十一日止年度，產品銷售及服務收入分別佔總收入的56.2%及43.8%，與去年相同。

截至二零一五年十二月三十一日止年度，私營及公營機構銷售分別佔總收入的45.9%及54.1%，而去年則分別為44.4%及55.6%。

For the year ended 31st December 2015, upon the implementation of various measures relating to human resources integration, effectiveness of operational efficiency, business streamlining and ongoing marketing promotion, the Group has achieved a positive momentum by an increase in revenue and a fall in overall operating costs, which resulted in significant increase in net profit of the Group's core information technology ("IT") business of 84.9% as compared to last year. The gross profit margin for the year was 9.5%, an increase of 1.5% compared to last year. In addition, the share of loss of associates, i-Sprint Innovations Pte Ltd ("i-Sprint") and its subsidiaries ("i-Sprint Group"), by the Group was decreased by 71.5% as i-Sprint Group continued improving in its business development which resulted in an increase in its revenue of 33.0% and a significant decrease of its net loss of 68.0%.

During the year under review, the Group recorded profit attributable to the Company's equity holders of HK\$19.7 million, a drop of 30.9% compared to last year of HK\$28.5 million. The drop was mainly due to the one-off gain on the deemed disposals of the Group's partial interests in i-Sprint HK\$5.3 million of the current year, compared to HK\$44.7 million of last year. Details of the deemed disposals in the current year and last year were disclosed in the Company's announcements dated 28th January 2014, 4th February 2014, 12th February 2014 and 31st March 2015.

For the year ended 31st December 2014, a business contract of a wholly-owned subsidiary of the Group had been terminated, details of which were disclosed in the Company's announcements dated 19th March 2014 and 21st May 2014. During the year under review, the Group had adopted a prudent approach and further provision was made in view of the potential financial impact that might incur. The possible impact arising from the termination of the business contract on the Group's results for future financial periods is subject to negotiation.

For the year ended 31st December 2015, orders newly secured by the Group amounted to approximately HK\$1,606.7 million. As at 31st December 2015, the order book balance was approximately HK\$897.1 million, an increase of 14.5% from HK\$783.3 million of last year. The Group's cash stood at approximately HK\$173.0 million with a working capital ratio of 1.75:1. The Group maintained a healthy financial position and outstanding borrowings amounted to HK\$20.0 million as at 31st December 2015.

截至二零一五年十二月三十一日止年度，本集團在整合人力資源、提高營運效率、精簡業務及實施營銷推廣等多項措施之下，整體營運成本減少，總收入亦呈現增長的趨勢。本集團核心資訊科技（「資訊科技」）業務的純利較去年顯著上升84.9%。本年度之毛利率為9.5%，較去年上升1.5%。同時，由於聯營公司i-Sprint Innovations Pte Ltd（「i-Sprint」）及其附屬公司（「i-Sprint集團」）持續改善業務發展，促使其收入增加33.0%及淨虧損顯著減少68.0%，本集團應佔i-Sprint集團業績之虧損亦相應下降71.5%。

回顧年內，本集團錄得本公司股本持有人應佔年內整體溢利為19.7百萬港元，較去年28.5百萬港元下跌30.9%。該下跌主要由於本集團被視作出售i-Sprint之部分權益而產生的一次性收益於本年為5.3百萬港元，而相比去年則為44.7百萬港元。有關於本年內及去年被視作出售之詳情已披露於本公司日期為二零一四年一月二十八日、二零一四年二月四日、二零一四年二月十二日及二零一五年三月三十一日之公告內。

截至二零一四年十二月三十一日止年度，本集團一全資擁有附屬公司的一項商業合同已告終止，有關終止該商業合同之詳情已披露於本公司日期為二零一四年三月十九日及二零一四年五月二十一日之公告內。回顧年內，本集團已採取審慎方式就合同終止可能造成的潛在財務影響進一步作出撥備。終止該項商業合同對本集團往後財務期間的業績將可能產生的影響仍有待商榷。

截至二零一五年十二月三十一日止年度，本集團新簽訂單約為1,606.7百萬港元。於二零一五年十二月三十一日，本集團手頭訂單餘額約為897.1百萬港元，較去年783.3百萬港元上升14.5%。本集團持有的現金約為173.0百萬港元，而營運資本比率為1.75:1。本集團於回顧年內的財務狀況維持穩健。於二零一五年十二月三十一日，借貸餘額為20.0百萬港元。

# Acting Chief Executive Officer's Statement

## 代理行政總裁報告

### Business Review

During the year, the Group recorded steady growth in its overall business development.

The Board recommended a bonus issue ("Bonus Issue") of shares of HK\$0.1 each in the capital of the Company on the basis of one (1) bonus share ("Bonus Shares"), credited as fully paid, for every ten (10) existing shares held by the shareholders of the Company whose names appear on the register of members on Monday, 30th May 2016. It is believed that the Bonus Issue will enhance the liquidity on capital level.

With regard to the core infrastructure business, order book balance and its revenue compared to last year increased 28.1% and 5.0% respectively and its gross profit margin also increased 2.4%. The Group's infrastructure business was also continuously supported through our business with the Office of the Government Chief Information Officer ("OGCIO") where we supply network products and server systems and provide related services to various government departments under a standing offer agreement. Those exemplify our competence in systems integrations and our credibility among our customers.

In the development of the managed service business, progressive results had been made especially in financial services, entertainment and engineering industries. Various contracts had been entered for long-term managed services with high-value and thereby bringing recurring income to the Group. Of note, we successfully expanded our managed service solution to a Hong Kong-based full-service commercial bank where we supply sophisticated large-scale managed services.

For the data intelligence business, the Group rode on the trend of big data management, analytics and application development and had made a breakthrough during the year. Taking an example, a project was awarded relating to a mass record management system with data as a foundation to provide value-added application solutions. The Group believes that such award may enhance our business portfolio on content management system in sizeable projects and strengthen our competitive advantage in bidding for similar government projects in future.

This also shows data intelligence technologies penetrate different industries and how businesses use big data to create value and optimise their decision making process and thereby further influences corporate views on the value of data, its business models and development map. As a service provider with 40 plus years' experience in systems integration and one-stop infrastructure service solutions, we recognise that keeping up with the times to provide our service solutions by using big data technology is a must. We will continue to respond the market in a timely and efficient manner to help our customers achieve business success.

### 業務回顧

年內，本集團整體業務發展平穩並取得一定的增長。

董事會建議向於二零一六年五月三十日(星期一)名列股東名冊之本公司股東，按持有每十(10)股現有股份可獲發一(1)股本公司每股0.1港元以入賬列作繳足股本之紅股(「紅股」)的基準發行紅股(「發行紅股」)。董事會相信發行紅股可從資本層面上加強流通性。

在核心基礎設施業務方面，其手頭訂單餘額及收入較去年分別增長28.1%及5.0%，其毛利率亦提升2.4%。本集團基礎設施業務亦獲得政府資訊科技總監辦公室(「政府資訊科技總監辦公室」)的一貫支持，簽訂承辦協議為不同政府部門提供網絡設備及伺服器系統，充分體現了本集團的系統集成能力，以及客戶對本集團的信任。

在拓展管理服務業務方面，我們尤其在金融服務業、娛樂業及工程業等多個行業中取得既重要又實質的進展，並與多個機構簽訂了高增值且可為本集團帶來經常性收入的長期管理服務合約。值得一提的是我們成功將管理服務方案擴展至一家紮根香港的綜合性商業銀行，為其提供複雜且大型的管理服務。

在數據智能業務方面，本集團乘著市場對大數據管理、分析以及應用開發等行業的發展趨勢，於年內獲得突破。本集團於年內獲得一大型記錄管理系統，以數據為基礎，為客戶提供應用解決方案的增值服務便是一例。本集團相信是次取得該項目能加強本集團於內容管理系統方面的業務組合，並對日後同類型的項目提供更具競爭的優勢。

由此可見，數據智能科技正滲透著各個行業，如何利用大數據，讓數據創造商業價值，並以此優化決策流程，從而進一步影響數據於企業的價值、業務模式以及發展路線。而本集團作為具有四十多年經驗的系統集成及一站式解決方案服務供應商，我們明白與時並進，並使用大數據科技來提供整體服務方案是必要的。我們會繼續以高效的方式回應市場，從而協助客戶取得業務上的成功。

Besides, the Group's efforts in security business also yielded encouraging results. During the year under review, the Group offered comprehensive security services to various customers in both private and public sectors as usual. As for the public sector supported by OGCIO, we provided services for a Standing Offer Agreement for Quality Professional Services 3 (SOA-QPS3) relating to review of government IT security related regulations, policies and guidelines for three consecutive times. In the meantime, we enhanced our investment in the infrastructure business and established not only Automated Centre of Excellence (ACoE) in early 2015, but also the Security Operation Centre *Plus* (SOC+) in the second half of the year. We believe such investment may indeed sustain the development growth on security business.

## Outlook and Prospects

We anticipate the overall external environment remains full of challenges in a short period of time due to the slowdown in sentiment seen in surrounding economic environment and the overall challenges in Hong Kong market. Notwithstanding the foregoing, the Group continues to have confidence with capability to become a trustworthy and professional IT partner. We will continue focus on our core business development and thereby strengthen our ability of market risk taking. For example, the Group has planned to enhance our Offshore Delivery Excellence Center (ODEC) in Guangzhou. Such arrangement may broaden our talent pool especially for IT applications development and bring the Group with cost effectiveness results to cope with the business challenge arising from increasing labour costs in Hong Kong. In addition, such arrangement may further enhance our service delivery capability and optimise our solutions business service delivery. This also strengthens our foundation on business development in mainland China, particularly in South China region.

Looking forward, the Group will continue to ride on 5 key solutions and services pillars (i.e. Infrastructure, Security, Data Intelligence, Mobile and Cloud) and thereby grasp the business opportunities in the fast-changing market. We stay focus on our core businesses and keep going on the provision of one-stop innovative integrated information technology services in both public and private sectors in Hong Kong and the Greater China region so as to help our customers making agile and innovative businesses. We believe our focus will sustain the overall business of the Group with orderly and steady growth.

## Financial Resources and Liquidity

As at 31st December 2015, the Group's total assets of HK\$1,175.1 million were financed by current liabilities of HK\$447.3 million, non-current liabilities of HK\$44.5 million and shareholders' equity of HK\$683.4 million. The Group had a working capital ratio of approximately 1.75:1.

此外，本集團在安全業務領域的努力亦取得令人鼓舞的成果。回顧年內，本集團除一如以往的為不同公私營客戶提供全面的安全服務。在公營機構方面，亦獲得政府資訊科技總監辦公室的支持，連續三度獲得優質資訊科技專業服務常備承辦協議3 (SOA-QPS3)，即關於檢討政府資訊保安管理架構規例、政策及指引。同時，在加強基礎設施投資方面，除了二零一五年初自動系統卓越中心 (ACoE) 的落成外，本集團亦於下半年設立了以提供全面管理安全方案服務為本的安全運作中心+ (SOC+)。我們深信這必將助力本集團在安全業務領域的進一步深耕。

## 前景與展望

由於周邊經濟體系發展放緩，以及香港市場依然存在諸多挑戰，我們預期整體外圍環境在未來一段時期仍然存在挑戰。即使如此，本集團依然有信心、有能力將公司打造成為客戶最值得信賴及專業的資訊科技合作夥伴，通過拓展若干重點業務領域及作出持續的投入，以提升本集團應對市場風險的能力。例如本集團計劃在廣州投資設立海外卓越交付中心 (ODEC)，除進一步擴大於應用開發科技方面的人才庫，以帶來成本效益並應付香港不斷上升的人力成本外，此舉亦可進一步提升本集團的服務交付能力，優化解決方案的交付服務，並為進一步拓展中國大陸 (尤其是華南區市場) 之相關業務奠定基礎。

展望未來，本集團仍重點關注及持續投入在基礎設施、安全、數據智能、移動及雲計算等五大主要解決方案及服務範疇，以抓緊瞬息萬變的市場商機，致力為本港以及大中華地區之公私營機構提供一站式創新性綜合資訊科技服務，幫助客戶打造靈活創新業務，從而可帶動本集團整體業務維持穩定及有序的增長。

## 財政資源及流動資金

於二零一五年十二月三十一日，本集團之資產總值為1,175.1百萬港元，資金來自流動負債447.3百萬港元、非流動負債44.5百萬港元及股東資本683.4百萬港元。本集團之營運資本比率約為1.75:1。

## Acting Chief Executive Officer's Statement 代理行政總裁報告

As at 31st December 2015, the Group had an aggregate composite banking facility from banks of approximately HK\$180.0 million (2014: HK\$310.8 million). The Group had pledged leasehold land and buildings of HK\$105.5 million (2014: HK\$259.7 million) and no investment properties were pledged (2014: investment properties with carrying amount of HK\$50.2 million) and no bank deposits held as security (2014: approximately HK\$0.8 million) for banking facilities and performance bonds granted to the Group respectively. The performance bonds issued by the Group to customers as security of contracts were approximately HK\$52.3 million as at 31st December 2015 (2014: HK\$46.5 million). The Group's gearing ratio (total borrowings over total equity) was 2.9% as at 31st December 2015 (2014: 6.3%).

### Treasury Policies

The Group generally financed its operations with internally generated resources and credit facilities provided by banks. Bank facilities available for the Group include trust receipt loans, clean import loans, overdrafts and term loans. The interest rates of most of them are fixed by reference to the respective countries' Interbank Offer Rate. The bank deposits are mainly denominated in Hong Kong dollars ("HKD") and United States dollars ("USD"). The bank borrowings are denominated in HKD.

### Foreign Exchange Exposure

The Group mainly earns revenue and incurs costs in HKD and USD. Foreign exchange exposure to USD of the Group will continue to be minimal as long as the policy of the Government of the Hong Kong Special Administrative Region to link HKD to USD remains in effect. There was no material exposure to fluctuations in exchange rates and therefore no related hedging financial instrument was applied during the year ended 31st December 2015 (2014: same).

### Contingent Liabilities

As at 31st December 2015, the Group had no bank deposits held as security for banking facilities and performance bonds (2014: approximately HK\$0.8 million). As at 31st December 2015, performance bonds of HK\$52.3 million (2014: HK\$46.5 million) had been issued by the bank on behalf of the Group to customers as security of contracts.

### Capital Commitments

As at 31st December 2015, the Group had contracted capital commitments amounting to approximately HK\$0.2 million (2014: HK\$1.2 million).

於二零一五年十二月三十一日，本集團自銀行取得之綜合銀行融資總額約達180.0百萬港元(二零一四年：310.8百萬港元)。本集團已抵押賬面金額105.5百萬港元之租賃土地及樓宇(二零一四年：259.7百萬港元)及並無抵押任何投資物業(二零一四年：已抵押賬面金額50.2百萬港元之投資物業)，及並無受限制銀行存款(二零一四年：約0.8百萬港元)以分別獲得授予本集團之銀行融資及履約保證。本集團給予客戶作為合約抵押之履約保證於二零一五年十二月三十一日約為52.3百萬港元(二零一四年：46.5百萬港元)。於二零一五年十二月三十一日，本集團之資本負債比率(總借貸除以總權益)為2.9%(二零一四年：6.3%)。

### 庫務政策

本集團之營運經費一般以內部資源及銀行提供之信貸融資撥付。本集團可動用之銀行融資包括信託票據貸款、無抵押進口貸款、透支及有期貨款。該等貸款之利率大部分參考有關國家之銀行同業拆息釐定。銀行存款主要以港元(「港元」)及美元(「美元」)為單位。銀行借貸以港元為單位。

### 外匯風險

本集團賺取之收益及產生之成本主要為港元及美元。倘香港特別行政區政府一直維持港元與美元掛鈎政策，則本集團所承受之美元外匯風險水平將維持輕微。截至二零一五年十二月三十一日止年度，並無重大匯率波動之風險，因此並無應用相關對沖金融工具(二零一四年：相同)。

### 或然負債

於二零一五年十二月三十一日，本集團並無抵押任何銀行存款以獲得銀行融資及履約保證(二零一四年：約0.8百萬港元)。於二零一五年十二月三十一日，由銀行代表本集團給予客戶作為合約抵押之履約保證為52.3百萬港元(二零一四年：46.5百萬港元)。

### 資本承擔

於二零一五年十二月三十一日，本集團已訂約的資本承擔約0.2百萬港元(二零一四年：1.2百萬港元)。



## Major Customers and Suppliers

During the year ended 31st December 2015, the five largest customers and single largest customer of the Group accounted for approximately 21.9% and 8.1%, respectively, of the Group's revenue. The five largest suppliers and single largest supplier of the Group accounted for approximately 36.0% and 8.5%, respectively, of the Group's purchases.

At no time during the year ended 31st December 2015 did a Director, their close associate or any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the number of the Company's issued shares) has an interest in any of the Group's five largest customers or suppliers.

## Employee and Remuneration Policies

As at 31st December 2015, the Group, excluding its associates, employed 1,250 permanent and contract staff in Hong Kong, China, Taiwan, Macau and Thailand. The Group remunerates its employees based on their performance, working experience and the prevailing market conditions. Bonuses are granted on a discretionary basis. Other employee benefits include mandatory provident fund, insurance, medical coverage and share options scheme.

## CLOSURE OF REGISTER OF MEMBERS FOR 2016 ANNUAL GENERAL MEETING

The Company will convene the forthcoming annual general meeting on Wednesday, 18th May 2016. For determining the entitlement to attend and vote at of the forthcoming annual general meeting, the register of members of the Company will be closed from Friday, 13th May 2016 to Wednesday, 18th May 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to determine the entitlement to attend and vote at the forthcoming annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 12th May 2016.

## 主要客戶及供應商

截至二零一五年十二月三十一日止年度，來自五大客戶及最大客戶之營業額分別約佔本集團總收入之21.9%及8.1%。五大供應商及最大供應商之購貨額分別約佔本集團總購貨額之36.0%及8.5%。

截至二零一五年十二月三十一日止年度，本公司之董事、董事的緊密聯繫人或任何股東（據董事所知擁有5%以上本公司發行股份數目者）未曾擁有於本集團之五大客戶或供應商權益之利益。

## 僱員及薪酬政策

於二零一五年十二月三十一日，本集團（不包括其聯營公司）於香港、中國、台灣、澳門及泰國僱用1,250名長期及合約員工。本集團乃根據僱員之表現、工作經驗及當時市況釐定其酬金。花紅乃按酌情方式發放。其他僱員福利包括強制性公積金、保險、醫療保險及購股權計劃。

## 就二零一六年股東週年大會暫停辦理股份過戶登記手續

本公司將於二零一六年五月十八日（星期三）舉行應屆股東週年大會。為釐定出席應屆股東週年大會及於會上投票之權利，本公司將於二零一六年五月十三日（星期五）至二零一六年五月十八日（星期三）（首尾兩日包括在內）止期間暫停辦理股東登記手續，於此期間亦不會辦理股份過戶登記。為了符合確定有權出席應屆股東週年大會及於會上投票之資格，所有已填妥之過戶文件連同有關股票必須於二零一六年五月十二日（星期四）下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司（地址為香港皇后大道東183號合和中心22樓）辦理登記手續。

## CLOSURE OF REGISTER OF MEMBERS FOR BONUS ISSUE

The proposed Bonus Issue is subject to the approval of the shareholders at the forthcoming annual general meeting. The record date for entitlement to the proposed Bonus Issue is Monday, 30th May 2016. For determining the entitlement of the Bonus Shares, the register of members of the Company will be closed from Wednesday, 25th May 2016 to Monday, 30th May 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the Bonus Shares, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 24th May 2016. The share certificates for the Bonus Shares are expected to be despatched to the qualifying shareholders of the Company on or before Wednesday, 15th June 2016.

Subject to fulfillment of the conditions precedent of the Bonus Issue, dealings in shares of the Company are on a cum-entitlement basis with respect to the Bonus Shares up to Friday, 20th May 2016. From Monday, 23rd May 2016, dealings in shares of the Company will be on an ex-entitlement basis with respect to the Bonus Shares.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31st December 2015, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

## AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, risk management and internal control systems and financial reporting matters including the review of the audited annual results.

By Order of the Board

**WANG Yueou**  
Acting Chief Executive Officer

Hong Kong, 23rd March 2016

## 就發行紅股暫停辦理股份過戶登記手續

建議發行紅股須待於應屆股東週年大會上獲股東批准。獲發建議發行紅股權利之記錄日期為二零一六年五月三十日(星期一)。為釐定有權獲發紅股之資格，本公司將於二零一六年五月二十五日(星期三)至二零一六年五月三十日(星期一)(首尾兩日包括在內)止期間暫停辦理股東登記手續，於此期間亦不會辦理股份過戶登記手續。為了符合獲發紅股之資格，所有已填妥之過戶文件連同有關股票必須於二零一六年五月二十四日(星期二)下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心22樓)辦理登記手續。紅股之股票預期將於二零一六年六月十五日(星期三)或之前寄發予本公司合資格股東。

以發行紅股之條件獲得達成為前提，本公司之股份的買賣直至二零一六年五月二十日(星期五)為止享有紅股權利。自二零一六年五月二十三日(星期一)起，本公司之股份將以除紅股權利方式買賣。

## 購買、出售或贖回上市證券

截至二零一五年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 審核委員會

審核委員會聯同管理層已審閱本集團所採納之會計原則及慣例，並就審核、風險管理及內部監控系統及財務報表等事宜(包括審閱經審核全年業績)進行磋商。

承董事會命

**王粵鵬**  
代理行政總裁

香港，二零一六年三月二十三日

# Major Contracts Secured in the Year

## 於年內所獲之重要合約

| CUSTOMER<br>客戶  | SCOPE OF WORK<br>合約範圍  |
|---|--|
| A global beauty leader<br>一家全球美妝品牌  | Provision of big data and analytics for travel retail analysis<br>提供與旅遊零售有關的大數據和分析   |
| A government department<br>一政府部門  | A Standing Offer Agreement for Quality Professional Services 3 (SOA-QPS3) relating to review of government information technology security related regulations, policies and guidelines<br>獲得有關檢討政府資訊保安管理架構規例、政策和指引的一份優質資訊科技專業服務常備承辦協議3 (SOA-QPS3) |
| A government department<br>一政府部門  | Implementation of a project relating to a mass record management system with data as a foundation to provide value-added application solutions<br>實施一大型記錄管理系統，以數據為基礎，為客戶提供應用解決方案的增值服務  |
| A government department<br>一政府部門  | Standing Offer Agreements for the supply of network products and server systems and provision of related services<br>常備承辦協議供應網絡設備和伺服器系統及提供相關服務   |
| A Hong Kong-based full-service commercial bank<br>一家紮根香港的綜合性商業銀行                                      | Provision of sophisticated large-scale managed service<br>提供複雜且大型的管理服務   |
| A non-profit-making private university-level institution<br>一所非牟利自資、具大學水平的高等學府                        | Deployment of large-scale Wi-Fi solutions<br>配置大型無線網絡 (Wi-Fi) 解決方案   |
| A statutory body<br>一法定機構   | Provision of test data management<br>提供數據測試管理  |
| A theme park<br>一主題公園   | Provision of big data solutions for customer and marketing intelligence<br>提供客戶和市場情報的大數據解決方案   |
| An international airline<br>一國際航空公司   | Provision of data analytics services<br>提供數據分析服務   |
| One of the oldest local Chinese banks in Hong Kong<br>香港具悠久歷史的華資銀行之一                                  | Provision of applications for electronic payment services<br>提供電子支付服務的應用程式系統   |
| One of the world's leading independent aircraft engineering and maintenance groups<br>全球領先的獨立飛機工程集團之一 | Provision of help desk & deskside support services, onsite support services and data center operation support<br>提供求助台及桌面支援服務、實地支援服務以及數據中心營運支援   |

# Activity Highlights 活動花絮

## JAN 一月

ASL sets up Automated Center of Excellence (ACoE), a leading-edge IT solutions center with multi-vendor interoperability, at its Hong Kong headquarters.

ASL 於香港總部成立自動系統卓越中心「ACoE」，是一個領先及可支援多供應商技術的IT解決方案中心。



## APR 四月

ASL is awarded with "Web Accessibility Recognition Scheme Triple Gold Award". ASL 獲頒「無障礙網頁三年卓越表現獎」。



## JUN 六月



ASL and EmployeeConnect co-organise a seminar to introduce cost-saving and effective HR solutions.

ASL 與 EmployeeConnect 合辦研討會，介紹節約成本及有效的人力資源解決方案。



## FEB 二月

ASL receives "5 Years Plus Caring Company" award in recognition of its unwavering commitment in corporate social responsibility.

ASL 榮獲「5年Plus商界展關懷」獎，以表彰其多年來履行企業社會責任的努力。

## MAY 五月

ASL joins "Cisco Connect Hong Kong 2015" as a diamond sponsor to showcase the latest security solutions to delegates.

ASL 以鑽石贊助商身份參加「Cisco Connect Hong Kong 2015」，向與會者介紹最新的安全解決方案。



## JUN 六月

ASL showcases Endpoint Encryption & Application Control Data Loss Prevention solutions at "Cyber Security Conference 2015".

ASL 於「Cyber Security Conference 2015」展示端點加密和應用程式控制資料遺失防護方案。





### JUL 七月

ASL opens Security Operation Center Plus (SOC+) which offers enhanced managed security services to clients in the region. ASL開設安全運作中心+「SOC+」，為區內客戶提供更優質的安全管理服務。

### OCT 十月

ASL, Check Point and Hewlett Packard Enterprise co-organise a seminar to share how to use Big Data to improve efficiency and the security solutions to avoid data leakage.

ASL、Check Point及Hewlett Packard Enterprise合辦研討會，分享如何利用大數據提高工作效率及介紹防止數據洩漏的安全解決方案。



### DEC 十二月

ASL joins "Veritas Solution Day 2015" to showcase the enabling of application availability.

ASL於「Veritas Solution Day 2015」介紹如何有效啟用應用程式的可用性。



### AUG 八月

ASL, Informatica and Pivotal jointly organise a seminar themed with "Uber like" Advancing Personalized Experience by Big Data Revolution.

ASL、Informatica及Pivotal合辦一個主題為"Uber like" Advancing Personalized Experience by Big Data Revolution的研討會。

### NOV 十一月

ELM and IBM co-organize a luncheon for C-level executives on how to make use of "Internet of Things" solutions to create new business opportunities, lower costs and maximize operational efficiency.

ELM與IBM合辦午餐會，向一眾企業高管分享"物聯網"解決方案可如何幫助企業開拓商機、減低成本及提升營運效率。



### DEC 十二月



ASL showcases the High Availability IP Surveillance System at "VMware vForum 2015".

ASL於「VMware vForum 2015」向客戶展示高可用性的IP監控系統。



# Profile of Directors and Senior Management

## 董事及高級管理人員簡介

### EXECUTIVE DIRECTORS

#### 執行董事

##### Mr. WANG Weihang

王維航先生

Mr. Wang, aged 49, has been a Director of the Company since 2009 and was re-designated from a Non-Executive Director to an Executive Director in May 2014. Mr. Wang is currently the chairman and president, and a director of Beijing Teamsun Technology Co., Ltd. ("Teamsun"), the Company's ultimate holding company listed on the Shanghai Stock Exchange (Stock Code: 600410.SH) and the sole director of Teamsun Technology (HK) Limited ("Hong Kong Teamsun"), the Company's immediate holding company. Hong Kong Teamsun is a wholly-owned subsidiary of Teamsun. Prior to re-designation as the chairman and president of Teamsun, Mr. Wang was the general manager of Teamsun, and the vice chairman and general manager of the first board of directors of Teamsun. Mr. Wang holds an Executive Master's Degree in Business Administration from Tsinghua University in the PRC and a Master's Degree in Semi-Conductor Materials and Microelectronic Technology from the Information and Electronic Engineering Department of Zhejiang University in the People's Republic of China ("PRC"). Mr. Wang was awarded as 中國軟件產業傑出企業家 (China Software Industry Outstanding Entrepreneur Laureate\*) and 中國軟件產業功勳人物 (China Software Industry Prestige Award Laureate\*) by China Software Industry Association in 2009. He was also awarded the "Innovation Outstanding Personality of Chinese Brand Award" in 2011.

王先生，現年四十九歲，自二零零九年起出任本公司董事，並於二零一四年五月由非執行董事調任為執行董事。王先生現為本公司於上海證券交易所上市（證券代號：600410.SH）之最終控股公司北京華勝天成科技股份有限公司（「華勝天成」）之董事長兼總裁及董事，並為本公司之直接控股公司華勝天成科技（香港）有限公司（「香港華勝天成」）唯一董事。香港華勝天成乃華勝天成於香港之全資擁有附屬公司。於調任為華勝天成之董事長兼總裁前，王先生為華勝天成之總經理及第一屆董事會副董事長兼總經理。王先生持有中國清華大學頒發之高級管理人員工商管理碩士學位，以及中華人民共和國（「中國」）浙江大學信息與電子工程學系頒發之半導體器件與微電子技術碩士學位。王先生於二零零九年獲中國軟件行業協會頒發中國軟件產業傑出企業家及中國軟件產業功勳人物。彼亦於二零一一年獲頒發「中國品牌創新傑出人物獎」。



##### Mr. WANG Yueou

王粵鷗先生

*Acting Chief Executive Officer,  
Chief Financial Officer and Joint Company Secretary*

Mr. Wang, aged 41, has been the Acting Chief Executive Officer, an Executive Director, the Joint Company Secretary and the Chief Financial Officer of the Company since October 2015, September 2015, 2014 and 2013 respectively. Mr. Wang joined the Group in 2011 and was the financial controller of the Group. He is currently a director of certain subsidiaries and an associate of the Company (i.e. the directorship of i-Sprint Innovations Pte Ltd), the chief financial officer and a director of Carnation Software Ltd., a subsidiary of Teamsun. Mr. Wang was the chief financial officer and a board secretary of Guangzhou Headway Technology Co., Ltd. and a regional finance manager (China) of Wistron Information Technology & Services Corporation. Mr. Wang holds a Bachelor's Degree in International Accounting from Jinan University in the PRC, a Master's Degree in Business Administration from University of Wales, United Kingdom and an Executive Master's Degree in Business Administration from Research Institute of Tsinghua University in the PRC.

*代理行政總裁、財務總監及  
聯席公司秘書*

王先生，現年四十一歲，分別自二零一五年十月、二零一五年九月、二零一四年及二零一三年起出任本公司之代理行政總裁、執行董事、聯席公司秘書及財務總監。王先生於二零一一年加盟本集團及曾為本集團財務總經理。彼現時為本公司若干附屬公司及一間聯營公司之董事（即 i-Sprint Innovations Pte Ltd 之董事），以及為華勝天成之附屬公司廣州石竹計算機軟件有限公司之財務總監及董事。王先生曾為廣州衡緯科技有限公司之財務總監及董事會秘書，以及緯創軟件股份有限公司之中國區財務經理。王先生持有中國暨南大學頒發之國際會計學士學位、英國威爾斯大學頒發之工商管理碩士學位，以及中國清華大學研究院頒發之高級管理人員工商管理碩士學位。



## NON-EXECUTIVE DIRECTORS

### 非執行董事

#### Mr. LI Wei

#### 李偉先生

##### Chairman

Mr. Li, aged 51, has been appointed as the Chairman of the Board and a Non-Executive Director of the Company since September 2015. He has been appointed as a director of Teamsun since March 2014. Mr. Li is currently a director of certain subsidiaries of Teamsun. He was an instructor of Jinling Institute of Technology, the manager of Jiangsu East Securities Brokerage Company, a wholly-owned subsidiary of Huatai Securities Co., Ltd. (formerly known as Jiangsu Securities Co., Ltd.), a company listed on Shanghai Stock Exchange (Stock Code: 601688.SH), the general manager of Nanjing Weizhong Technology Industrial Co., Ltd., the general manager of Nanning Yinhe South Software Co., Ltd., a wholly-owned subsidiary of a Shenzhen Stock Exchange listed company, Beihai Yinhe Industry Investment Co., Ltd. (Stock Code: 000806.SZ), a director of the East China Representative Office of China Venture Capital Research Institute and the general manager of Shanghai Business Department of the International Division of China Potevio Co., Ltd., in the PRC. Mr. Li holds a Bachelor's Degree from East China Normal University, a Master's Degree from Nanjing Normal University and an Executive Master's Degree in Business Administration from Cheung Kong Graduate School of Business in the PRC.

##### 主席

李先生，現年五十一歲，自二零一五年九月獲委任為本公司董事會主席及非執行董事。彼自二零一四年三月獲委任為華勝天成之董事。李先生現為華勝天成若干附屬公司之董事。彼於中國曾任金陵科技學院講師、上海證券交易所上市公司華泰證券股份有限公司（前名：江蘇省證券公司）（證券代碼：601688.SH）之全資附屬公司江蘇東方證券經紀公司經理、南京偉中科技實業有限公司總經理、深圳證券交易所上市公司北海銀河產業投資股份有限公司（證券代碼：000806.SZ）之全資附屬公司南寧銀河南方軟件有限公司總經理、中國風險投資研究院華東代表處主任及中國普天信息產業股份有限公司國際事業本部上海業務部總經理。李先生持有中國華東師範大學頒發之學士學位、南京師範大學頒發之碩士學位，以及中國長江商學院頒發之高級管理人員工商管理碩士學位。



#### Mr. CUI Yong

#### 崔勇先生

Mr. Cui, aged 48, has been a Non-Executive Director of the Company since September 2015. He joined Teamsun in March 2005. He has been appointed as the vice president and the general manager of system information product (plate) division of Teamsun since October 2008 and January 2015 respectively. During his tenure with Teamsun, Mr. Cui was the general manager of various divisions, including telecommunications industry, value-added storage business division and system product business division. Mr. Cui holds an Executive Master of Business Administration from Guanghua School of Management, Peking University in the PRC.

崔先生，現年四十八歲，自二零一五年九月獲委任為本公司非執行董事。彼於二零零五年三月加盟華勝天成。彼分別自二零零八年十月及二零一五年一月起獲委任為華勝天成副總裁及系統信息產品（板塊）總經理。崔先生於華勝天成任職期間，曾擔任多個部門總經理，其中包括電訊行業、存儲增值事業部及系統產品事業部。崔先生持有中國北京大學光華管理學院頒發之高級管理人員工商管理碩士學位。



INDEPENDENT NON-EXECUTIVE DIRECTORS  
獨立非執行董事

**Mr. PAN Xinrong**  
潘欣榮先生

Mr. Pan, aged 61, has been an Independent Non-Executive Director of the Company since September 2015. He was an executive director and the deputy chairman of Sinopec Kantons Holdings Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Code: 00934) from 2004 to 2007 and was the chief executive officer of Petro-Cyberworks Information Technology Co., Ltd. from 2006 to 2014. Mr. Pan also held financial positions in various companies including China Petroleum & Chemical Corporation ("SINOPEC"), China Petrochemical Corporation, China Eastern United Petrochemical (Group) Company Limited and SINOPEC Anqing Company (formerly known as China Petrochemical Anqing Petrochemical Plate). Mr. Pan was graduated from China Huazhong University of Science and Technology with a Profession in Quantitative Economics. Mr. Pan was awarded the "Outstanding Management Award" by China Petroleum and Chemical Industries Integration of Informatization and Industrialization in 2011 and the First Prize of SINOPEC Technology Advancement in 2014.

潘先生，現年六十一歲，自二零一五年九月獲委任為本公司獨立非執行董事。彼曾於二零零四年至二零零七年在香港聯合交易所有限公司主板上上市公司中石化冠德控股有限公司(股票代號：00934)擔任執行董事兼副主席及於二零零六年至二零一四年於石化盈科信息技術有限責任公司擔任首席執行官職位。潘先生亦曾於中國石油化工股份有限公司(「中國石化」)、中國石油化工集團公司、中國東聯石化集團有限責任公司及中國石化安慶分公司(前名：中國石化安慶石油化工總廠)等多間公司出任財務職位。潘先生畢業於中國華中科技大學數量經濟專業。潘先生於二零一一年獲中國石油和化工行業兩化融合頒發「傑出管理獎」及於二零一四年獲頒發中國石化科學技術進步獎一等獎。



**Mr. DENG Jianxin**  
鄧建新先生

Mr. Deng, aged 51, has been an Independent Non-Executive Director of the Company since September 2015. He is currently the chairman of Shenzhen Zhuoyuan Capital Investment Management Co., Ltd., a director of Suzhou Gardens Construction Industry Corporation, a company listed on the National Equities Exchange and Quotations System (the New Third Board<sup>®</sup>) (Stock Code: 833209.OC), a director of Shandong Bori Biological Energy Co., Ltd. and an independent director of Guangbo Group Stock Co., Ltd., a company listed on Shenzhen Stock Exchange (Stock Code: 002103.SZ). Mr. Deng was a partner of Beijing JD Capital Co., Ltd., a partner of Deloitte Touche Tohmatsu Limited ("Deloitte"), a full time member of the 7th and 8th Stock Offering Approval Committee of China Securities Regulatory Commission. Mr. Deng was mainly responsible for the management and auditing of companies listings as well as the merger and acquisition services in Deloitte. Mr. Deng holds a Bachelor Degree and Master Degree in Accounting from Zhongnan University of Economics and Law and an Executive Master's Degree in Business Administration from Cheung Kong Graduate School of Business in the PRC.

鄧先生，現年五十一歲，自二零一五年九月獲委任為本公司獨立非執行董事。彼現為深圳市卓元道成投資管理有限公司董事長、全國中小企業股份轉讓系統(新三板)上市公司蘇州園林營造產業股份有限公司(證券代碼：833209.OC)董事、山東寶力生物質能源股份有限公司董事及深圳證券交易所上市公司廣博集團股份有限公司(證券代碼：002103.SZ)獨立董事。鄧先生曾任北京昆吾九鼎投資管理有限公司合夥人、德勤會計師事務所(「德勤」)合夥人、中國證監會第七屆及第八屆股票發行審核委員會專職委員。鄧先生於德勤主要負責企業上市的主持及審核，並負責併購服務業務。鄧先生持有中國中南財經政法大學會計系學士學位及碩士學位及長江商學院頒發之高級管理人員工商管理碩士學位。



## INDEPENDENT NON-EXECUTIVE DIRECTORS (Continued)

### 獨立非執行董事(續)

#### Ms. YE Fang

#### 葉芳女士

Ms. Ye, aged 36, has been an Independent Non-Executive Director of the Company since November 2015. She joined AllBright (Shanghai) Law Offices ("AllBright") since 2009, and is currently a senior partner of AllBright, she also is a part-time legal counsel of Bonded Area Administration of China (Shanghai) Pilot Free Trade Zone Administration. Ms. Ye was an of counsel of Shanghai Jia Chuang Run Hua Law Office and a teacher of China Executive Leadership Academy Pudong. Ms. Ye holds a Bachelor's degree in Law from East China University of Political Science and Law, a Master's degree in Law from Tsinghua University in PRC, a Master's degree in Law from William S. Richardson School of Law, University of Hawaii in the United States of America ("USA") and a Doctor's degree in Law from East China University of Political Science and Law. Ms. Ye is a practice lawyer in the PRC and an honorary member of Hawaii State Bar Association International Section in USA.

葉女士，現年三十六歲，自二零一五年十一月獲委任為本公司獨立非執行董事。彼自二零零九年加入上海市錦天城律師事務所，現為高級合夥人，彼現亦為中國(上海)自由貿易試驗區管理委員會保稅區管理局兼職法律顧問。葉女士曾任上海市嘉創潤華律師事務所兼職律師及中國浦東幹部學院教師。葉女士持有中國華東政法大學法學學士學位、中國清華大學法學碩士學位、美國(「美國」)夏威夷大學William S. Richardson法學院法學碩士學位及中國華東政法大學法學博士學位。葉女士為中國執業律師及美國夏威夷州律師協會國際部榮譽會員。



## SENIOR MANAGEMENT

### 高層管理人員

#### Mr. NGAN Wai Hing

#### 顏偉興先生

##### Joint Company Secretary

Mr. Ngan, aged 44, joined the Company in 2009 and is a finance controller of the Group. He has been the Joint Company Secretary of the Company since 2014. Mr. Ngan holds a Bachelor's Degree in Financial Administration (major in accounting) from University of New England, Australia and is a certified public accountant of Hong Kong Institute of Certified Public Accountants and a certified practicing accountant of CPA Australia.

##### 聯席公司秘書

顏先生，現年四十四歲，於二零零九年加盟本公司及現為本集團之財務總經理。彼自二零一四年起出任本公司之聯席公司秘書。顏先生持有澳洲新英格蘭大學之財務管理學士學位(主修會計學)，彼亦為香港會計師公會註冊會計師及澳洲會計師公會執業會計師。



#### Notes:

1. Mr. Leung Tat Kwong, Simon resigned as an Executive Director and the Chief Executive Officer of the Company with effect from 1st October 2015.
2. Mr. Hu Liankui resigned as a Non-Executive Director and the Chairman of the Board of the Company with effect from 30th September 2015 due to his retirement.
3. Ms. Young Meng Ying, Mr. Lu Jiaqi and Ms. Xu Peng resigned as Independent Non-Executive Directors of the Company with effect from 23rd September 2015.

\* For identification purpose only

#### 附註：

1. 梁達光先生辭任本公司執行董事及行政總裁，自二零一五年十月一日起生效。
2. 胡聯奎先生榮休而辭任本公司非執行董事及董事會主席，自二零一五年九月三十日起生效。
3. 楊孟瑛女士、陸嘉琦先生及徐蓬女士辭任本公司獨立非執行董事，自二零一五年九月二十三日起生效。

\* 僅供識別

# Corporate Governance Report

## 企業管治報告

The Company recognises the importance of good corporate governance to the Company's healthy growth and has devoted considerable efforts to identifying and formulating corporate governance practices appropriate to the needs of its business.

The Company's corporate governance practices are based on the principles and code provisions as set out in the Corporate Governance Code (the "Code") set out in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). During the year ended 31st December 2015, the Company has complied with all the code provisions, save and except for code provisions A.4.1, A.5.1, A.6.7, D.1.4 and E.1.2 as well as Rules 3.10(1), 3.10(2), 3.10A, 3.21 and 3.25 of the Listing Rules, details of which are explained below. The Company regularly monitors and reviews its corporate governance practices to ensure these continue to meet the increasing stringent regulatory requirements and to improve its practices.

The Company wishes to highlight the importance of its Board of Directors (the "Board") in ensuring effective leadership and control of the Company and transparency and accountability of all operations.

The key corporate governance principles and practices of the Company are summarised as follows:

## THE BOARD

### Responsibilities

The Company has formalised and adopted the written terms on the division of functions reserved to the Board and delegated to the management.

The Board provides leadership and approves strategic policies and plans with a view to enhancing shareholder interests while the day-to-day operations of the Company are delegated to the management.

The Board reserves for its decisions all major matters of the Company, including the approval of long term objectives and strategies, changes to capital and overall corporate structure, internal control and risk management systems, material transactions (in particular those which may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the Company Secretary, with a view to ensuring that Board procedures and all applicable rules and regulations are followed.

Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

本公司認同良好之企業管治對本公司穩健發展之重要性，並付出相當努力，以選取及制定切合其業務需要之企業管治常規。

本公司之企業管治常規乃按照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14所載之《企業管治常規守則》（「守則」）所載之原則及守則條文而制定。截至二零一五年十二月三十一日止年度，本公司已遵守所有守則條文，惟偏離守則條文第A.4.1條、A.5.1條、A.6.7條、D.1.4條及E.1.2條以及上市規則第3.10(1)條、3.10(2)條、3.10A條、3.21條及3.25條之規定，有關詳情將於下文闡釋。本公司定期監察及檢討其企業管治常規，以確保繼續符合不斷提高的監管規定及改善其公司管治措施及準則。

本公司認同其董事會（「董事會」）扮演著重要角色，為本公司提供有效領導及控制，並確保所有業務運作維持透明度及問責性。

本公司之主要企業管治原則及常規概述如下：

## 董事會

### 職責

本公司已正式制定及採納有關職能劃分之職權範圍書，訂明董事會自行承擔及授予管理層的職責。

董事會發揮領導角色及審批策略政策及計劃，務求提高股東權益，至於本公司之日常運作，則由管理層負責。

董事會保留對本公司所有重大事宜之決定權，包括批准長遠目標及策略、資本及整體企業架構變更、內部監控及風險管理制度、重大交易（特別是可能涉及利益衝突之交易）、財務資料、董事任命及其他重要財務及營運事宜。

全體董事均可全面及時取得一切有關資料，以及獲得公司秘書之意見及服務，藉此確保董事會議事程序及所有適用規則及規例獲得遵從。

於適當情況下，各董事一般可向董事會提出要求，以利用本公司之公費徵詢獨立專業意見。



## THE BOARD (Continued)

### Responsibilities (Continued)

The day-to-day management, administration and operations of the Company are delegated to the (Acting) Chief Executive Officer and the senior management. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the above mentioned officers.

The Board has the full support of the (Acting) Chief Executive Officer and the senior management to discharge its responsibilities.

### Composition

The Board has in its composition a balance of skills, experience and diversity of perspectives necessary for independent decision making and fulfilling its business needs.

The Board currently comprises seven members, consisting of two Executive Directors, two Non-Executive Directors and three Independent Non-Executive Directors.

The Board currently comprises the following members:

#### *Executive Directors*

Mr. Wang Weihang

Mr. Wang Yueou (*Acting Chief Executive Officer*)<sup>1</sup>

#### *Non-Executive Directors*

Mr. Li Wei (*Chairman*)<sup>2</sup>

Mr. Cui Yong<sup>3</sup>

#### *Independent Non-Executive Directors*

Mr. Pan Xinrong<sup>4</sup>

Mr. Deng Jianxin<sup>5</sup>

Ms. Ye Fang<sup>6</sup>

## 董事會 (續)

### 職責 (續)

本公司之日常管理、行政及營運工作乃委派予(代理)行政總裁及高級管理層。委派職能及工作會定期檢討。上述高級職員於進行任何重大交易前須事先取得董事會批准。

董事會獲得(代理)行政總裁及高級管理層全力支持，以履行其職責。

### 組成

董事會之組成應具備所需技巧、經驗及多樣的觀點與角度，以達致獨立決策及切合業務需求。

董事會現時由七名成員組成，包括兩名執行董事、兩名非執行董事及三名獨立非執行董事。

本公司之現任董事會由以下董事組成：

#### *執行董事*

王維航先生

王粵鷗先生(代理行政總裁)<sup>1</sup>

#### *非執行董事*

李偉先生(主席)<sup>2</sup>

崔勇先生<sup>3</sup>

#### *獨立非執行董事*

潘欣榮先生<sup>4</sup>

鄧建新先生<sup>5</sup>

葉芳女士<sup>6</sup>

## THE BOARD (Continued)

### Composition (Continued)

1. Mr. Wang Yueou was appointed as an Executive Director and the Acting Chief Executive Officer of the Company with effect from 17th September 2015 and 1st October 2015 respectively.
2. Mr. Li Wei was appointed as a Non-Executive Director and the Chairman of the Company with effect from 17th September 2015 and 30th September 2015 respectively.
3. Mr. Cui Yong was appointed as a Non-Executive Director of the Company with effect from 17th September 2015.
4. Mr. Pan Xinrong was appointed as an Independent Non-Executive Director of the Company with effect from 30th September 2015.
5. Mr. Deng Jianxin was appointed as an Independent Non-Executive Director of the Company with effect from 30th September 2015.
6. Ms. Ye Fang was appointed as an Independent Non-Executive Director of the Company with effect from 12th November 2015.

None of the members of the Board is related to one another.

The biographical details of the Directors are set out in the section headed "Profile of Directors and Senior Management" on pages 18 to 21 of this annual report.

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

Rules 3.10(1), 3.10(2), 3.10A, 3.21 and 3.25 of the Listing Rules and code provision A.5.1 stipulate that (i) every board of directors must include at least three independent non-executive directors; (ii) at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise; (iii) the Company must appoint independent non-executive directors representing at least one-third of the board of directors; (iv) the audit committee must comprise a minimum of three members and non-executive directors only, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise; (v) the remuneration committee must be chaired by an independent non-executive director and comprise a majority of independent non-executive directors; and (vi) the nomination committee should be chaired by the chairman of the board or an independent non-executive director and comprise a majority of independent non-executive directors.

## 董事會 (續)

### 組成 (續)

1. 王粵鷗先生已獲委任為本公司執行董事及代理行政總裁，分別自二零一五年九月十七日及二零一五年十月一日起生效。
2. 李偉先生已獲委任為本公司非執行董事及主席，分別自二零一五年九月十七日及二零一五年九月三十日起生效。
3. 崔勇先生已獲委任為本公司非執行董事，自二零一五年九月十七日起生效。
4. 潘欣榮先生已獲委任為本公司獨立非執行董事，自二零一五年九月三十日起生效。
5. 鄧建新先生已獲委任為本公司獨立非執行董事，自二零一五年九月三十日起生效。
6. 葉芳女士已獲委任為本公司獨立非執行董事，自二零一五年十一月十二日起生效。

董事會成員彼此概無關係。

董事的個人履歷資料載於本年報第18至第21頁「董事及高級管理人員簡介」一節。

董事名單(按類別)亦已根據上市規則規定披露於本公司不時刊發之所有公司通訊內，並可於本公司及聯交所網站查閱。

根據上市規則第3.10(1)條、3.10(2)條、3.10A條、3.21條及3.25條及守則條文第A.5.1條之規定，(i)董事會須至少包括三名獨立非執行董事；(ii)至少一名獨立非執行董事須具備適當的專業資格或會計或相關財務管理專長之獨立非執行董事；(iii)獨立非執行董事必須佔董事會成員人數至少三分之一；(iv)審核委員會必須至少由三名成員組成，其成員須全部是非執行董事，其中須至少有一名具備適當專業資格或會計或相關財務管理專長的獨立非執行董事；(v)薪酬委員會必須由獨立非執行董事出任主席及大部份成員須為獨立非執行董事；及(vi)提名委員會必須由董事會主席或獨立非執行董事擔任主席及成員須以獨立非執行董事佔大多數。

## THE BOARD (Continued)

### Composition (Continued)

Following the resignation of Ms. Young Meng Ying, Mr. Lu Jiaqi and Ms. Xu Peng as Independent Non-Executive Directors of the Company with effect from 23rd September 2015 and the resignation of Mr. Hu Liankui as a Non-Executive Director of the Company with effect from 30th September 2015, the Company has once failed to comply with the requirements prescribed under Rules 3.10(1), 3.10(2), 3.10A, 3.21 and 3.25 of the Listing Rules and code provision A.5.1.

Upon (i) the appointment of Mr. Pan Xinrong as an Independent Non-Executive Director of the Company, the chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee with effect from 30th September 2015; (ii) the appointment of Mr. Deng Jianxin as an Independent Non-Executive Director of the Company, the chairman of the Audit Committee and a member of the Nomination Committee with effect from 30th September 2015; (iii) the appointment of Mr. Li Wei as the Chairman of the Board, the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee with effect from 30th September 2015; and (iv) the appointment of Ms. Ye Fang as an Independent Non-Executive Director of the Company, a member of the Audit Committee and the Remuneration Committee with effect from 12th November 2015, the Company has complied with the requirements under Rules 3.10(1), 3.10(2), 3.10A, 3.21 and 3.25 of the Listing Rules and code provision A.5.1 accordingly.

The Company has received from each Independent Non-Executive Director an annual confirmation of his/her independence pursuant to the requirements of the Listing Rules. The Company considers all Independent Non-Executive Directors are independent in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules.

The Non-Executive Directors and Independent Non-Executive Directors bring a wide range of business and financial expertise, experiences and independent judgement to the Board. Through active participation in Board meetings and affairs of the Company, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all the Non-Executive Directors and Independent Non-Executive Directors make various contributions to the effective direction of the Company.

## 董事會 (續)

### 組成 (續)

隨著楊孟瑛女士、陸嘉琦先生及徐蓬女士辭任本公司獨立非執行董事，自二零一五年九月二十三日起生效，及胡聯奎先生辭任本公司非執行董事，自二零一五年九月三十日起生效後，本公司曾未能符合上市規則第3.10(1)條、3.10(2)條、3.10A條、3.21條及3.25條，以及守則條文第A.5.1條所規定的要求。

隨著(i)潘欣榮先生獲委任為本公司獨立非執行董事、薪酬委員會主席、審核委員會及提名委員會成員，自二零一五年九月三十日起生效；(ii)鄧建新先生獲委任為本公司獨立非執行董事、審核委員會主席及提名委員會成員，自二零一五年九月三十日起生效；(iii)李偉先生獲委任為本公司董事會主席、提名委員會主席、審核委員會及薪酬委員會成員，自二零一五年九月三十日起生效；及(iv)葉芳女士獲委任為本公司獨立非執行董事、審核委員會及薪酬委員會成員，自二零一五年十一月十二日起生效，本公司據此已符合上市規則第3.10(1)條、3.10(2)條、3.10A條、3.21條及3.25條，以及守則條文第A.5.1條所規定的要求。

本公司已收取各獨立非執行董事根據上市規則之規定呈交之年度獨立性確認書。根據上市規則第3.13條，本公司認為全體獨立非執行董事確屬獨立人士。

非執行董事及獨立非執行董事為董事會帶來多方面之營商及金融專業知識、經驗及獨立判斷。透過積極參與董事會會議及本公司之事務、處理涉及潛在利益衝突之事宜及成為董事會轄下委員會成員，所有非執行董事及獨立非執行董事對有效領導本公司作出多方面之貢獻。

## THE BOARD (Continued)

### Appointment and Re-election of Directors

The Company has established formal, considered and transparent procedures for the appointment of Directors.

The Company has adopted the procedures for shareholders to propose a person for election as a Director of the Company. These procedures are available and accessible on the Company's website at <http://www.asl.com.hk>.

The procedures and process of appointment, re-election and removal of Directors are laid down in the Company's Bye-laws. The Board established a Nomination Committee to review the structure, size, composition and diversity of the Board at least annually, identify suitable candidates to the Board, and to make recommendations on any matters in relation to the appointment and re-appointment of members of the Board. Appointment of new Directors is reserved for the Board's approval.

The Nomination Committee ensures that the Board comprises members with a diverse range of skills and experience with the appropriate knowledge necessary to oversee the Group's business development, strategies, operations, challenges and opportunities. The Nomination Committee takes into account of that person's skills, qualifications and expected contributions to the Company before making any recommendations to the Board in relation to the appointment or re-appointment of members of the Board.

Where vacancies on the Board exist, the Board will carry out the selection process, with the advice provided by the Nomination Committee, by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations. An external recruitment agency may be engaged to carry out the recruitment and selection process when necessary.

In accordance with the Company's Bye-laws, at each annual general meeting of the Company ("AGM") one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years and any new Director appointed to fill a casual vacancy or as additional Director shall be subject to re-election by shareholders at the first general meeting after appointment.

## 董事會 (續)

### 董事之委任及重新選舉

本公司已就董事之委任，確立正式、周詳及具透明度之程序。

本公司已採納股東提名人選參選本公司董事的程序。此等程序可於本公司網站 <http://www.asl.com.hk> 查閱及存取。

本公司之公司細則載有委任、重選及罷免董事的程序及步驟。董事會已成立提名委員會至少每年檢討董事會的架構、人數、組成及成員多元化，物色合適人選加入董事會及就任何有關委任及重新委任董事會成員的事宜提供推薦建議。新董事的委任須待董事會批准。

提名委員會確保董事會成員具備廣泛而必要的技能與經驗及適當知識，以監督本集團業務發展、策略、營運、挑戰及機遇。在向董事會就委任或重新委任董事會成員提供任何推薦建議前，提名委員會考慮該名人士的技能、資歷及預期對本公司作出的貢獻。

倘董事會出現空缺，董事會將參考由提名委員會建議董事候選人的技能、經驗、專業知識、個人誠信及可撥出時間、本公司的需要及其他相關法定要求及規例而作出遴選。如有必要可聘請外界招聘代理，以進行招聘及遴選程序。

根據本公司之公司細則，於每一次本公司股東週年大會（「股東週年大會」）所有其時三分之一之董事，或若其數目並非三或三之倍數，則最接近之數目但不少於三分之一之董事須予退任，而每位董事須至少每三年輪值退任一次，而獲委任以填補臨時空缺或作為新增董事之任何新董事須於獲委任後之首屆股東大會上由股東重選。

## THE BOARD (Continued)

### Appointment and Re-election of Directors (Continued)

Code provision A.4.1 stipulates that Non-Executive Directors shall be appointed for a specific term, subject to re-election. Although all former Non-Executive Directors (including Independent Non-Executive Directors) who resigned during the year were not appointed for a specific term, they were subject to retirement by rotation and re-election at AGM in accordance with the Company's Bye-laws. Following the resignation of all former Non-Executive Directors, all Non-Executive Directors who are newly appointed during the year are under a specific term. The Company has complied with the requirement under code provision A.4.1 accordingly and they are subject to retirement by rotation and re-election at AGM in accordance with the Company's Bye-laws.

Code provision D.1.4 stipulates that issuers should have formal letters of appointment for Directors setting out the key terms and conditions of their appointment. The Company did not have formal letters of appointment for all former Non-Executive Directors (including Independent Non-Executive Directors) who resigned during the year, the terms of reference have set out the work scope of the Board committees and delegation were made by the Board in respect of the responsibilities of the Non-Executive Directors (including Independent Non-Executive Directors) in such Board committees. Following the resignation of all former Non-Executive Directors, the Company has formal letters of appointment for all Non-Executive Directors, who are newly appointed during the year, setting out the key terms and conditions of their appointment. The Company has complied with the requirements under code provision D.1.4 accordingly and the terms of reference have set out the work scope of the Board committees and delegation were made by the Board in respect of the responsibilities of the Non-Executive Directors (including Independent Non-Executive Directors) in such Board committees.

In accordance with the Company's Bye-laws, Mr. Wang Weihang will retire by rotation at the forthcoming AGM and being eligible, offer himself for re-election. In addition, Mr. Wang Yueou, Mr. Li Wei, Mr. Cui Yong, Mr. Pan Xinrong, Mr. Deng Jianxin and Ms. Ye Fang, having been appointed as Directors of the Company during the year, shall hold office only until the next following general meeting (i.e. the forthcoming AGM) and being eligible, offer themselves for re-election at the forthcoming AGM.

The Board recommended the re-appointment of these Directors standing for re-election at the forthcoming AGM.

The Company's circular regarding the notice of the forthcoming AGM contains detailed information of the Directors standing for re-election.

## 董事會 (續)

### 董事之委任及重新選舉 (續)

守則條文第A.4.1條規定非執行董事的委任應有指定任期，並須接受重選。儘管本公司於年內辭任的全體前非執行董事(包括獨立非執行董事)並無按指定任期獲委任，惟彼等須根據本公司之公司細則於股東週年大會上輪值告退及膺選連任。隨著全體前非執行董事的辭任，本公司於年內新獲委任之全體非執行董事均按指定任期獲委任。本公司據此已符合守則條文第A.4.1條之規定，並彼等均須根據本公司之公司細則於股東週年大會上輪值告退及膺選連任。

守則條文第D.1.4條規定發行人須擁有正式的董事委任函，訂明彼等委任的主要條款及條件。儘管全體於年內辭任的前非執行董事(包括獨立非執行董事)並無正式董事委任函，惟董事會已就全體非執行董事(包括獨立非執行董事)的職責制定職權範圍，當中載有董事會轄下委員會的工作範圍及職權。隨著全體前非執行董事的辭任，本公司已向於年內新獲委任之全體非執行董事發正式委任函，訂明彼等委任的主要條款及條件。本公司據此已符合守則條文第D.1.4條之規定，並董事會已就全體非執行董事(包括獨立非執行董事)的職責制定職權範圍，當中載有董事會轄下委員會的工作範圍及職權。

根據本公司之公司細則，王維航先生將於應屆股東週年大會上輪值告退，並符合資格及願意膺選連任。此外，王粵鷗先生、李偉先生、崔勇先生、潘欣榮先生、鄧建新先生及葉芳女士均於年內獲委任為本公司董事，僅留任至下屆股東大會為止(即應屆股東週年大會)，彼等將符合資格及願意於應屆股東週年大會上膺選連任。

董事會建議重新委任願意於應屆股東週年大會上膺選連任之董事。

本公司有關應屆股東週年大會通告之通函載有膺選連任之董事詳情。



## THE BOARD (Continued)

### Training for Directors

Directors keep abreast of responsibilities as a Director of the Company and of the conduct, business activities and development of the Company. Each newly appointed Director receives comprehensive, formal and tailored induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

The Company is responsible for arranging and funding suitable training for its Directors. All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors are arranged where necessary.

During the year ended 31st December 2015, the Company had organised a training session in November 2015 on responsibilities of a listed company director in Hong Kong & role of company director in regulatory framework, and fundraising and re-financing for a Hong Kong listed company. The training session was conducted by a professional institute with presentation and briefing materials. All the Directors have attended the above training session.

### Insurance Cover for Directors

The Company has arranged appropriate insurance cover in respect of legal action against its Directors to comply with the requirement of the Code.

### Attendance Records of Directors and Committee members

#### *Number of Meetings and Directors' Attendance*

The Board has at least four regular meetings a year and holds additional meetings on other occasions as needed.

During the year ended 31st December 2015, the Board held six meetings.

## 董事會 (續)

### 董事之培訓

董事不時留意作為本公司董事的責任及操守，以及有關本公司業務活動及發展的事宜。每名新委任董事均於獲委任時獲提供全面、正式及就其職位度身制訂之就職輔導，確保新委任董事可適當掌握本公司業務及營運，並充份了解彼根據上市規則及相關監管規定之職務與責任。

本公司負責為其董事安排合適培訓及提供相關資助。本公司鼓勵全體董事參與持續專業發展計劃，以發展及更新彼等之知識及技能。董事持續獲提供法規及監管制度之發展，以及業務環境之最新信息，以協助履行彼等之職責。本公司將在有需要時為董事安排持續的簡報及專業發展。

截至二零一五年十二月三十一日止年度，本公司已於二零一五年十一月就香港上市公司董事責任及董事角色法律框架，以及香港上市公司的融資與再融資舉辦培訓會議。培訓會議由專業學會進行，並提供專題介紹及簡報資料。所有董事均已出席以上培訓會議。

### 董事的保險安排

本公司已就其董事所面對的法律行動安排合適的保險，以符合《守則》規定。

### 各董事及委員會成員出席記錄

#### *會議次數及董事出席人數*

董事會於每年定期舉行四次會議，並將於有需要時就其他事宜舉行額外的會議。

截至二零一五年十二月三十一日止年度，董事會共舉行六次會議。

## THE BOARD (Continued)

### Attendance Records of Directors and Committee members (Continued)

Number of Meetings and Directors' Attendance (Continued)

The individual attendance records of each Director at the Board meetings, meetings of Board committees and/or the general meeting of the Company held during the year ended 31st December 2015 are set out below:

## 董事會 (續)

### 各董事及委員會成員出席記錄 (續)

會議次數及董事出席人數 (續)

各董事於截至二零一五年十二月三十一日止年度舉行的本公司董事會及其轄下委員會的會議及／或及股東大會之個別出席記錄載列如下：

| Name of Director                                   | 董事姓名              | Attendance/Number of Meetings held during the tenure of directorship |                                    |                             |                                  |                                  |                                  |                  | 2015 AGM<br>二零一五年<br>股東週年大會 |
|--|-------------------|--|------------------------------------|-----------------------------|----------------------------------|----------------------------------|----------------------------------|------------------|-----------------------------|
|  |                   | Board<br>董事會   | Remuneration<br>Committee<br>薪酬委員會 | Audit<br>Committee<br>審核委員會 | Nomination<br>Committee<br>提名委員會 | Management<br>Committee<br>管理委員會 | Investment<br>Committee<br>投資委員會 | 於董事任期內出席／已舉行會議次數 |                             |
| <b>Executive Directors</b> 執行董事                    |                   |  |                                    |                             |                                  |                                  |                                  |                  |                             |
| Wang Weihang <sup>1</sup>                          | 王維航 <sup>1</sup>  | 6/6  | N/A<br>不適用                         | N/A<br>不適用                  | N/A<br>不適用                       | 2/2                              | 0/0                              | 1/1              |                             |
| Wang Yueou <sup>2</sup>                            | 王粵鵬 <sup>2</sup>  | 2/2  | N/A<br>不適用                         | N/A<br>不適用                  | N/A<br>不適用                       | 1/1                              | 0/0                              | N/A<br>不適用       |                             |
| Leung Tat Kwong, Simon <sup>3</sup>                | 梁達光 <sup>3</sup>  | 5/5  | N/A<br>不適用                         | N/A<br>不適用                  | N/A<br>不適用                       | 2/2                              | 0/0                              | 1/1              |                             |
| <b>Non-Executive Directors</b> 非執行董事               |                   |  |                                    |                             |                                  |                                  |                                  |                  |                             |
| Li Wei <sup>4</sup>                                | 李偉 <sup>4</sup>   | 2/2  | 1/1                                | 0/1                         | 0/0                              | 1/1                              | N/A<br>不適用                       | N/A<br>不適用       |                             |
| Cui Yong <sup>5</sup>                              | 崔勇 <sup>5</sup>   | 2/2  | N/A<br>不適用                         | N/A<br>不適用                  | N/A<br>不適用                       | 1/1                              | N/A<br>不適用                       | N/A<br>不適用       |                             |
| Hu Lianku <sup>6</sup>                             | 胡聯奎 <sup>6</sup>  | 4/5  | 1/2                                | N/A<br>不適用                  | 1/2                              | N/A<br>不適用                       | 0/0                              | 0/1              |                             |
| <b>Independent Non-Executive Directors</b> 獨立非執行董事 |                   |  |                                    |                             |                                  |                                  |                                  |                  |                             |
| Pan Xinrong <sup>7</sup>                           | 潘欣榮 <sup>7</sup>  | 1/1  | 1/1                                | 1/1                         | 0/0                              | N/A<br>不適用                       | 0/0                              | N/A<br>不適用       |                             |
| Deng Jianxin <sup>8</sup>                          | 鄧建新 <sup>8</sup>  | 1/1  | N/A<br>不適用                         | 1/1                         | 0/0                              | N/A<br>不適用                       | 0/0                              | N/A<br>不適用       |                             |
| Ye Fang <sup>9</sup>                               | 葉芳 <sup>9</sup>   | 0/0  | 0/0                                | 0/0                         | N/A<br>不適用                       | N/A<br>不適用                       | N/A<br>不適用                       | N/A<br>不適用       |                             |
| Young Meng Ying <sup>10</sup>                      | 楊孟瑛 <sup>10</sup> | 5/5  | 2/2                                | 3/3                         | 2/2                              | N/A<br>不適用                       | N/A<br>不適用                       | 1/1              |                             |
| Lu Jiaqi <sup>11</sup>                             | 陸嘉琦 <sup>11</sup> | 5/5  | 2/2                                | 3/3                         | 2/2                              | N/A<br>不適用                       | N/A<br>不適用                       | 1/1              |                             |
| Xu Peng <sup>12</sup>                              | 徐蓬 <sup>12</sup>  | 5/5  | N/A<br>不適用                         | 3/3                         | 2/2                              | N/A<br>不適用                       | N/A<br>不適用                       | 1/1              |                             |

## THE BOARD (Continued)

### Attendance Records of Directors and Committee members (Continued)

#### Number of Meetings and Directors' Attendance (Continued)

Notes:

1. Mr. Wang Weihang ceased to be a member of the Management Committee with effect from 1st October 2015;
2. Mr. Wang Yueou was appointed as an Executive Director of the Company with effect from 17th September 2015. He was re-designated as the chairman of the Management Committee and was appointed as the Acting Chief Executive Officer of the Company and a member of the Investment Committee with effect from 1st October 2015;
3. Mr. Leung Tat Kwong, Simon resigned as an Executive Director and the Chief Executive Officer of the Company and ceased to be the chairman of the Management Committee and a member of the Investment Committee with effect from 1st October 2015;
4. Mr. Li Wei was appointed as a Non-Executive Director of the Company and a member of the Management Committee with effect from 17th September 2015. He was also appointed as the Chairman of the Board, the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee with effect from 30th September 2015;
5. Mr. Cui Yong was appointed as a Non-Executive Director of the Company with effect from 17th September 2015. He was also appointed as a member of the Management Committee with effect from 1st October 2015;
6. Mr. Hu Liankui resigned as a Non-Executive Director of the Company and the Chairman of the Board upon his retirement and ceased to be a member of the Nomination Committee, the Remuneration Committee and the Investment Committee with effect from 30th September 2015;
7. Mr. Pan Xinrong was appointed as an Independent Non-Executive Director of the Company, the chairman of the Remuneration Committee, a member of the Audit Committee, the Nomination Committee and the Investment Committee with effect from 30th September 2015;
8. Mr. Deng Jianxin was appointed as an Independent Non-Executive Director of the Company, the chairman of the Audit Committee, a member of the Nomination Committee and the Investment Committee with effect from 30th September 2015;
9. Ms. Ye Fang was appointed as an Independent Non-Executive Director of the Company, a member of the Audit Committee and the Remuneration Committee with effect from 12th November 2015;
10. Ms. Young Meng Ying resigned as an Independent Non-Executive Director of the Company and ceased to be the chairlady of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee with effect from 23rd September 2015;
11. Mr. Lu Jiaqi resigned as an Independent Non-Executive Director of the Company and ceased to be the chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee with effect from 23rd September 2015; and
12. Ms. Xu Peng resigned as an Independent Non-Executive Director of the Company and ceased to be the chairlady of the Nomination Committee and a member of the Audit Committee with effect from 23rd September 2015.

## 董事會 (續)

### 各董事及委員會成員出席記錄 (續)

#### 會議次數及董事出席人數 (續)

附註：

1. 王維航先生不再擔任管理委員會成員，自二零一五年十月一日起生效；
2. 王粵鵬先生已獲委任為本公司執行董事，自二零一五年九月十七日起生效。彼已調任為管理委員會主席，並獲委任為本公司代理行政總裁及投資委員會成員，自二零一五年十月一日起生效；
3. 梁達光先生已辭任本公司執行董事及行政總裁，並不再擔任本公司管理委員會主席及投資委員會成員，自二零一五年十月一日起生效；
4. 李偉先生已獲委任為本公司非執行董事及管理委員會成員，自二零一五年九月十七日起生效。彼亦獲委任為董事會主席、提名委員會主席、審核委員會及薪酬委員會成員，自二零一五年九月三十日起生效；
5. 崔勇先生已獲委任為本公司非執行董事，自二零一五年九月十七日起生效。彼亦獲委任為管理委員會成員，自二零一五年十月一日起生效；
6. 胡聯奎先生已榮休而辭任本公司非執行董事及董事會主席，並不再擔任提名委員會、薪酬委員會及投資委員會成員，自二零一五年九月三十日起生效；
7. 潘欣榮先生已獲委任為本公司獨立非執行董事、薪酬委員會主席、審核委員會、提名委員會及投資委員會成員，自二零一五年九月三十日起生效；
8. 鄧建新先生已獲委任為本公司獨立非執行董事、審核委員會主席、提名委員會及投資委員會成員，自二零一五年九月三十日起生效；
9. 葉芳女士已獲委任為本公司獨立非執行董事、審核委員會及薪酬委員會成員，自二零一五年十一月十二日起生效；
10. 楊孟瑛女士已辭任本公司獨立非執行董事，並不再擔任審核委員會主席、薪酬委員會及提名委員會成員，自二零一五年九月二十三日起生效；
11. 陸嘉琦先生已辭任本公司獨立非執行董事，並不再擔任薪酬委員會主席、審核委員會及提名委員會成員，自二零一五年九月二十三日起生效；及
12. 徐蓬女士已辭任本公司獨立非執行董事，並不再擔任提名委員會主席及審核委員會成員，自二零一五年九月二十三日起生效。

## THE BOARD (Continued)

### Attendance Records of Directors and Committee members (Continued)

#### Number of Meetings and Directors' Attendance (Continued)

None of the meetings set out above was attended by any alternate Director.

Apart from regular Board meetings, the Chairman of the Board held a meeting with the Non-Executive Directors (including Independent Non-Executive Directors) without the presence of Executive Directors during the year ended 31st December 2015.

### Practices and Conduct of Meetings

Regular Board meetings are scheduled in advance to facilitate maximum attendance of the Directors. Notices of regular Board meetings are served to all Directors at least 14 days before the meetings. For other Board meetings and Board committees meetings, reasonable notice is generally given.

Agenda and Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days (or such other period as agreed) before each Board meeting or Board committees meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. The Board and each Director also have separate and independent access to the senior management whenever necessary.

The management has provided all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail to enable the Board as a whole and each Director to discharge their duties.

The Company Secretary is responsible to take and keep minutes of all Board meetings and Board committees meetings. Draft minutes are normally circulated to Directors for comment within a reasonable time after each meeting and the final version is open for Directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interest for a substantial shareholder or a Director, will be considered by the Board and dealt with by a physical board meeting rather than a written resolution. The Company's Bye-laws also contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

## 董事會 (續)

### 各董事及委員會成員出席記錄 (續)

#### 會議次數及董事出席人數 (續)

上述會議概無由任何替任董事出席。

除董事會常規會議外，截至二零一五年十二月三十一日止年度，董事會主席曾與非執行董事（包括獨立非執行董事）在執行董事缺席的情況下舉行一次會議。

### 會議常規及程序

定期董事會會議的舉行日期乃預先編定，以便更多董事出席會議。定期舉行之董事會會議之通告乃於會議舉行前最少14日送達予所有董事。至於其他董事會會議及其轄下委員會會議，一般會發出合理通知。

議程及董事會文件連同所有合適、完整及可靠之資料會於各董事會會議或其下轄委員會會議舉行前最少三日（或協定的其他時間內）寄發予所有董事，以通知董事本公司之最近發展及財政狀況，讓彼等達致知情決定。董事會及各董事亦可於有需要時個別獨立接觸高級管理層。

管理層就本公司的表現、狀況及前景向全體董事會成員提交公平及易於理解的每月詳盡評估，以讓董事會整體及各董事履行彼等之職務。

公司秘書負責編製及保存所有董事會會議及其轄下委員會會議之會議記錄。會議記錄初稿一般於會議後之合理時間內向董事傳閱以供彼等給予意見，而最終版本乃公開供董事查閱。

根據現時之董事會常規，任何涉及大股東或董事利益衝突之重大交易將由董事會予以考慮及以舉行董事會會議（而非書面決議）方式處理。本公司之公司細則亦載有條文，規定董事須於批准該等董事或彼等之任何聯繫人士擁有重大利益之交易之大會上放棄投票，且不計入有關會議之法定人數。

## CHAIRMAN AND (ACTING) CHIEF EXECUTIVE OFFICER

The Company fully supports the division of responsibility between the Chairman of the Board and the (Acting) Chief Executive Officer to ensure a balance of power and authority.

The positions of Chairman and (Acting) Chief Executive Officer are held by Mr. Li Wei and Mr. Wang Yueou respectively. Their respective responsibilities are clearly defined and set out in writing.

The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the senior management, the Chairman is also responsible for ensuring that the Directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings.

The (Acting) Chief Executive Officer focuses on implementing objectives, policies and strategies approved and delegated by the Board. He is in charge of the Company's day-to-day management and operations. The (Acting) Chief Executive Officer is also responsible for developing strategic plans and formulating the organisational structure, control systems and internal procedures and processes for the Board's approval.

## BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy effective on 30th August 2013. All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, independence and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this report, the Board comprises seven Directors. One of them is female. Three of them are Independent Non-Executive Directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of gender, professional background and skills.

## 主席及(代理)行政總裁

本公司完全支持分開董事會主席及(代理)行政總裁之職責，以確保權力及授權兩者之平衡。

主席及(代理)行政總裁之職位分別由李偉先生及王粵鵬先生擔任。彼等各自之職責已清楚界定，並以書面記載。

主席負責領導及根據良好之企業管治常規有效地運作董事會。憑藉高級管理層之支持，主席亦負責確保董事及時收取充足、完整及可靠之資料，並就於董事會會議上提出之事宜獲得適當簡報。

(代理)行政總裁則專注於實踐董事會所批准及委派之目標、政策及策略。彼負責本公司之日常管理及營運。(代理)行政總裁亦負責發展策略計劃，及制定組織架構、監控制度及內部程序及過程，以供董事會批准。

## 董事會成員多元化政策

董事會已採納董事會成員多元化政策，自二零一三年八月三十日起生效。所有董事會成員委任乃基於用人唯才，而為有效達致董事會成員多元化，將考慮候選人之客觀條件。

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、專業經驗、技能、知識、獨立性及服務年期方面。最終將按人選的長處及其可為董事會提供的貢獻而作決定。

於本報告日期，董事會包括七名董事。其中一名為女性。董事會成員中三名為獨立非執行董事，藉以作出批判檢討及監控管理過程。就性別、專業背景及技能方面而言，董事會均屬相當多元化。



## BOARD COMMITTEES

The Board has established five committees, namely the Remuneration Committee, Audit Committee, Nomination Committee, Management Committee and Investment Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Remuneration Committee, the Audit Committee and the Nomination Committee are posted on the websites of the Company and the Stock Exchange and/or are available to shareholders upon request.

Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

The Board shall establish other committees for specific purposes from time to time to facilitate the Company's operations.

### Remuneration Committee

The Remuneration Committee currently comprises one Non-Executive Director and two Independent Non-Executive Directors, namely Mr. Li Wei, Mr. Pan Xinrong and Ms. Ye Fang. Mr. Pan Xinrong is the chairman of the Remuneration Committee.

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of all Directors and the senior management and share options matters. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Remuneration Committee shall meet at least once a year for reviewing the remuneration policy and structure and determination of the annual remuneration packages of all Directors and the senior management and other related matters. The Remuneration Committee shall consult the Chairman of the Board and/or the (Acting) Chief Executive Officer of the Company about these recommendations on remuneration policy and structure and remuneration packages.

The Remuneration Committee held three meetings during the year ended 31st December 2015. At these meetings, the Committee reviewed and/or discussed the Directors' remuneration package (including their service agreements) and bonuses payable.

## 董事會轄下委員會

董事會轄下已成立五個委員會，分別為薪酬委員會、審核委員會、提名委員會、管理委員會及投資委員會，以監督本公司事務之各特定方面。本公司之所有董事會轄下委員會的職權範圍均以書面界定。薪酬委員會、審核委員會及提名委員會之職權範圍已刊載於本公司及聯交所網站及／或當有需要時提供予所有股東。

董事會轄下委員會獲提供充足資源以履行彼等之職責，並能於作出合理要求時在適當情況下尋求獨立專業意見，費用由本公司承擔。

董事會將不時就特定目標成立其他委員會，以促進本公司之業務運作。

### 薪酬委員會

薪酬委員會現由一名非執行董事及兩名獨立非執行董事組成，分別為李偉先生、潘欣榮先生及葉芳女士。潘欣榮先生為薪酬委員會主席。

薪酬委員會之主要目標包括建議及批准有關全體董事及高級管理人員之薪酬政策與架構及薪酬組合，以及有關購股權之事宜。薪酬委員會亦負責成立發展該薪酬政策與架構之具透明度程序，以確保並無董事或其任何聯繫人士將參與決定其本身之薪酬，其薪酬將參照個別人士及本公司之表現，以及市場慣例及情況而釐定。

薪酬委員會每年最少舉行一次會議，以檢討薪酬政策與架構，以及釐定董事及高級管理人員之全年薪酬組合及其他相關事宜。薪酬委員會須諮詢董事會主席及／或本公司(代理)行政總裁有關薪酬政策與架構及薪酬組合之推薦意見。

截至二零一五年十二月三十一日止年度，薪酬委員會舉行三次會議。在該等會議上，薪酬委員會審閱及／或討論董事之薪酬組合(包括服務合約)及其獎勵花紅。

## BOARD COMMITTEES (Continued)

### Remuneration Committee (Continued)

Details of the Directors' remuneration are set out in Note 14 to the consolidated financial statements. In addition, pursuant to the code provision B.1.5, the annual remuneration of a member of the senior management by band for the year ended 31st December 2015 is set out below:

| Remuneration band (HK\$) | Number of individual |
|--------------------------|----------------------|
| Nil – HKD1,000,000       | 1                    |

### Audit Committee

The Audit Committee currently comprises one Non-Executive Director and three Independent Non-Executive Directors, namely Mr. Li Wei, Mr. Pan Xinrong, Mr. Deng Jianxin and Ms. Ye Fang, among them one Independent Non-Executive Director possesses the appropriate professional qualifications or accounting or related financial management expertise. Mr. Deng Jianxin is the chairman of the Audit Committee. None of the members of the Audit Committee is a former partner of the Company's existing external auditor.

The main duties of the Audit Committee include the following:

- to review the financial statements and reports and consider any significant or unusual items raised by the management, internal auditor or external auditor before submission to the Board;
- to review the relationship with the external auditor by reference to the work performed by the auditor, its independence, fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditor; and
- to review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.

The Audit Committee held four meetings during the year ended 31st December 2015. At these meetings, the Audit Committee reviewed and/or discussed the following:

- the financial results and reports, financial reporting and compliance procedures;
- the reports from the external auditor, management letters and management response;
- the corporate governance matters;

## 董事會轄下委員會 (續)

### 薪酬委員會 (續)

董事酬金詳情載列於綜合財務報表附註14。此外，根據守則條文第B.1.5條，截至二零一五年十二月三十一日止年度，高級管理人員年度酬金分級載列如下：

| 酬金分級 (港元)        | 人數 |
|------------------|----|
| 零 – 1,000,000 港元 | 1  |

### 審核委員會

審核委員會現由一名非執行董事及三名獨立非執行董事組成，分別為李偉先生、潘欣榮先生、鄧建新先生及葉芳女士，彼等包括一名擁有適當專業資格或會計或相關財務管理專長之獨立非執行董事。鄧建新先生為審核委員會主席。概無審核委員會之成員乃本公司現時外聘核數師之前任合夥人。

審核委員會之主要職責包括下列各項：

- 審閱財務報表及報告，考慮由管理層、內部核數師或外聘核數師提出之任何重大或不尋常事項，然後提交董事會；
- 根據外聘核數師履行之工作、其獨立性、收費及委聘條款，檢討與該核數師之關係，並就委聘、續聘及撤換外聘核數師之事宜，向董事會提出推薦意見；及
- 檢討本公司財務報告系統、內部監控系統及風險管理系統以及相關程序是否足夠及有效。

截至二零一五年十二月三十一日止年度，審核委員會舉行四次會議。在該等會議上，審核委員會審閱及／或討論以下各項：

- 財務業績及報告、財務申報及合規程序；
- 外聘核數師報告、管理層函件及管理層回應；
- 企業管治事宜；

## BOARD COMMITTEES (Continued)

### Audit Committee (Continued)

- (d) the matters in relation to the internal control, risk management systems and internal audit; and
- (e) the re-appointment of the external auditor.

The Audit Committee also met the external auditor twice during the year ended 31st December 2015.

There is no material uncertainty relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

There is no disagreement between the Board and the Audit Committee regarding the selection, appointment, resignation or dismissal of external auditor.

The Company's annual results for the year ended 31st December 2015 have been reviewed by the Audit Committee.

### Nomination Committee

The Nomination Committee currently comprises one Non-Executive Director and two Independent Non-Executive Directors, namely Mr. Li Wei, Mr. Pan Xinrong and Mr. Deng Jianxin. Mr. Li Wei is the chairman of the Nomination Committee.

The primary functions of the Nomination Committee include the following:

- (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, independence and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of Independent Non-Executive Directors; and
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the chief executive.

## 董事會轄下委員會(續)

### 審核委員會(續)

(丁)有關內部監控、風險管理系統及內部審計之事宜；及

(戊)外聘核數師之續聘。

截至二零一五年十二月三十一日止年度，審核委員會亦曾與外聘核數師會面兩次。

現時並無任何可能對本公司之持續經營能力產生重大疑問之重大不明朗事件或狀況。

董事會與審核委員會在篩選、委任、辭任或解僱外聘核數師方面並無意見分歧。

審核委員會已審閱本公司截至二零一五年十二月三十一日止年度之業績。

### 提名委員會

提名委員會現由一名非執行董事及兩名獨立非執行董事組成，分別為李偉先生、潘欣榮先生及鄧建新先生。李偉先生為提名委員會主席。

提名委員會之主要職責包括下列各項：

- (甲)至少每年檢討董事會的架構、人數、組成及多元化(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識、獨立性及服務年期方面)，並就任何為配合公司的公司策略而擬對董事會作出的變動提出建議；
- (乙)物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- (丙)評核獨立非執行董事的獨立性；及
- (丁)就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議。

## BOARD COMMITTEES (Continued)

### Nomination Committee (Continued)

The Nomination Committee held two meetings during the year ended 31st December 2015. At these meetings, the Committee reviewed and/or discussed the following:

- (a) the structure, size, composition and diversity of the Board;
- (b) the independence of Independent Non-Executive Directors;
- (c) to make recommendation to the Board about the proposed re-election of Directors who were due to retire at the AGM, and the appointment of one Executive Director and two Non-Executive Directors;
- (d) the time spent by Non-Executive Directors to fulfill their duties; and
- (e) to make recommendation to the Board about changes of the composition of the Management Committee, the Audit Committee and the Remuneration Committee.

A set of nomination procedures for selection of candidates for directorship of the Company has been adopted by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of such individuals, the Company's needs and other relevant statutory requirements and regulations.

### Management Committee

The Management Committee currently comprises one Executive Director and two Non-Executive Directors, namely Mr. Wang Yueou, Mr. Li Wei and Mr. Cui Yong. Mr. Wang Yueou is the chairman of the Management Committee.

The Management Committee is primarily responsible for managing and reviewing the Company's day-to-day operations and financial reporting, and making recommendations in respect of the objectives and strategies of the Group. The Management Committee meets as appropriate and when required to discuss the related issues.

### Investment Committee

The Investment Committee currently comprises two Executive Directors and two Independent Non-Executive Directors, namely Mr. Wang Weihang, Mr. Wang Yueou, Mr. Pan Xinrong and Mr. Deng Jianxin. Mr. Wang Weihang is the chairman of the Investment Committee.

The Investment Committee is primarily responsible for identifying and evaluating existing and potential investment opportunities for the Company, and making recommendations to the Board. The Investment Committee meets as and when required to discuss the related issues.

## 董事會轄下委員會 (續)

### 提名委員會 (續)

截至二零一五年十二月三十一日止年度，提名委員會曾舉行兩次會議。在該等會議上，提名委員會審閱及／或討論以下各項：

- (甲) 董事會的架構、人數、組成及多元化；
- (乙) 獨立非執行董事的獨立性；
- (丙) 就股東週年大會上建議重選退任之董事，及一名執行董事及兩名非執行董事之委任向董事會提出建議；
- (丁) 非執行董事所投入的時間以履行其職責；及
- (戊) 就管理委員會、審核委員會及薪酬委員會之組成向董事會提出建議。

提名委員會已採納一套提名程序，參考本公司董事候選人的技能、經驗、專業知識、個人誠信及可撥出時間、本公司的需要及其他相關法定要求及規例而作出遴選。

### 管理委員會

管理委員會現由一名執行董事及兩名非執行董事組成，分別為王粵鷗先生、李偉先生及崔勇先生。王粵鷗先生為管理委員會主席。

管理委員會主要負責管理及檢討本公司之日常運作及財務申報程序，並就本集團之目標及策略提供建議。管理委員會於適當及當有需要時均會舉行會議討論有關事項。

### 投資委員會

投資委員會現由兩名執行董事及兩名獨立非執行董事組成，分別為王維航先生、王粵鷗先生、潘欣榮先生及鄧建新先生。王維航先生為投資委員會主席。

投資委員會主要負責鑑定和評估公司現有和潛在的投資機會並向董事會提出建議。投資委員會當有需要時均會舉行會議討論有關事項。

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31st December 2015.

The Company has also established written guidelines on no less exacting terms than the Model Code (the “Employees Written Guidelines”) for securities transactions by employees who are likely to be in possession of unpublished inside information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

## CORPORATE GOVERNANCE FUNCTIONS

The Board has delegated the duties and responsibilities in performing its corporate governance functions to the Audit Committee. The Audit Committee is responsible for corporate governance functions with the following duties:

- (a) to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to Directors and employees; and
- (e) to review the Company’s compliance with the Code and disclosure in the Corporate Governance Report.

## 證券交易之標準守則

本公司已採納上市規則附錄 10 所載之上市發行人董事進行證券交易之標準守則（「標準守則」）。

本公司已向所有董事作出特定查詢，而董事已確定彼等於截至二零一五年十二月三十一日止年度一直遵守標準守則。

本公司亦已就可能掌握本公司之非公佈內幕消息之僱員進行證券交易設立不遜於標準守則之書面指引（「僱員書面指引」）。

本公司並無發現任何僱員違反僱員書面指引之事件。

## 企業管治職能

董事會已授權審核委員會履行董事會的企業管治職能的職務及職責。審核委員會負責企業管治職能，職務如下：

- (甲) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (乙) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (丙) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (丁) 制定、檢討及監察適用於董事及僱員的操守準則及合規手冊（如有）；及
- (戊) 檢討本公司遵守《守則》的情況及在《企業管治報告》內的披露。



## DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31st December 2015.

The Directors are responsible for overseeing the preparation of financial statements of the Company with a view to ensuring that such financial statements give a true and fair view of the state of affairs of the Group and that relevant statutory and regulatory requirements and applicable accounting standards are complied with.

The Board has received from the management explanation and relevant information which enable the Board to make an informed assessment for approving the financial statements.

## AUDITOR'S REMUNERATION

The statement of external auditor of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 63 to 64 of this annual report.

The remuneration paid and payable to Grant Thornton Hong Kong Limited, the existing external auditor of the Company, in respect of audit services and non-audit services for the year ended 31st December 2015 amounted to HK\$1,050,000 and HK\$477,000 respectively.

## INTERNAL CONTROL

The management is primarily responsible for designing, implementing and maintaining internal controls, while the Board and Audit Committee review the effectiveness of the controls. The internal control system includes a defined management structure with limits of authority designed to achieve business objectives, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant rules and regulations. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Company's objectives.

During the year ended 31st December 2015, the Board has reviewed the effectiveness of internal control system of the Group. The review covers all material controls, including financial, operational and compliance controls and risk management functions. The Board is in particular considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

## 有關財務報表之董事責任

董事確切知悉彼等須負責編製本公司截至二零一五年十二月三十一日止年度之財務報表。

董事負責監督本公司財務報表的編製，以確保該等財務報表真實而公平地反映本集團之事務狀況，並符合相關法規及監管規定及適用會計準則。

董事會已接獲管理層提供的解釋及相關資料，致使董事會就批准財務報表作出知情評估。

## 核數師酬金

本公司之外聘核數師就彼等呈報財務報表之責任之聲明載於第63至第64頁之「獨立核數師報告」內。

截至二零一五年十二月三十一日止年度，就審核服務及非審核服務向本公司現任外聘核數師致同（香港）會計師事務所有限公司已付及應付之酬金則分別為1,050,000港元及477,000港元。

## 內部監控

管理層主要負責設計、實行及維持內部監控，而董事會及審核委員會則負責審閱監控之有效程度。內部監控系統包括界定管理架構及相關的權限，以達至商業目標、保管資產以防未經授權使用或處理、確保適當的會計記錄得以保存並可提供可靠的財務資料供內部使用或對外發放，並確保符合相關法例及規例。上述系統旨在合理（但並非絕對）保證並無重大失實陳述或損失，並管理（但並非完全消除）營運系統失誤及本公司未能達標的風險。

截至二零一五年十二月三十一日止年度，董事會已審閱本集團內部監控系統之有效程度。有關審閱涵蓋所有重大監控，包括財務、經營及合規監控及風險管理職能。董事會特別考慮公司會計及財務職能員工之資源、資格及經驗是否足夠，以及其訓練課程及預算。

## COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through AGMs and other general meetings. The Chairman of the Board, all Executive Directors, Non-Executive Directors, Independent Non-Executive Directors, and the Chairmen of all Board committees or their delegate will make themselves available at each AGM to meet shareholders and answer their enquiries.

The Board has adopted a shareholders' communication policy setting out the Company's procedures in providing the shareholders with clear communication and easy access to information about the Company.

The 2015 AGM was held on 20th May 2015 (the "2015 AGM"). The notice of 2015 AGM was sent to shareholders at least 20 clear business days before the 2015 AGM.

Code provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the view of shareholders. One former Non-Executive Director, who resigned with effect from 30th September 2015, did not attend the 2015 AGM due to other commitments.

Code provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting. The former Chairman of the Board, Mr. Hu Liankui, who resigned with effect from 30th September 2015, was unable to attend the 2015 AGM due to other commitments. However, the chairmen of the Remuneration Committee, Audit Committee, Nomination Committee, Management Committee and Investment Committee or their delegate, and the Company's external auditor have attended the 2015 AGM to answer questions.

To promote effective communication, the Company maintains a website at <http://www.asl.com.hk>, where extensive information and updates on the Company's business developments and operations, financial information, corporate governance practices and other information are posted.

The Company continues to enhance communication and relationships with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Enquiries from investors are dealt with in an informative and timely manner.

During the year under review, the Company has not made any changes to its Memorandum of Association and Bye-laws. An updated version of the Company's Memorandum of Association and Bye-laws are available on the websites of the Company and the Stock Exchange.

## 與股東及投資者通訊

本公司認為，與股東有效通訊乃促進投資者關係及投資者了解本集團業務表現及策略的必要元素。本公司致力保持與股東持續對話，尤其透過股東週年大會及其他股東大會與股東溝通。董事會主席、全體執行董事、非執行董事、獨立非執行董事及所有董事委員會主席(或彼等之代表)將出席股東週年大會，與股東見面並回答彼等的提問。

董事會採納一項股東溝通政策，當中載列的程序為股東提供清晰的溝通，以便查閱本公司資料。

二零一五年股東週年大會已於二零一五年五月二十日舉行(「二零一五年股東週年大會」)。二零一五年股東週年大會通告已於二零一五年股東週年大會舉行前最少20個完整營業日寄發予股東。

守則條文第A.6.7條規定，獨立非執行董事及其他非執行董事應出席股東大會，並對股東的意見有公正的了解。一名前非執行董事(自二零一五年九月三十日起辭任)由於其他職務，未能出席於二零一五年股東週年大會。

守則條文第E.1.2條規定，董事會主席應出席股東週年大會。前董事會主席胡聯奎先生(自二零一五年九月三十日起辭任)由於其他職務，未能出席二零一五年股東週年大會。然而，薪酬委員會、審核委員會、提名委員會、管理委員會、投資委員會的主席及/或彼等之代表，以及本公司外聘核數師已出席二零一五年股東週年大會以回答問題。

為促進有效溝通，本公司亦設置網頁(網址為<http://www.asl.com.hk>)，其內將載入有關本公司業務發展及營運、財務資料、企業管治常規及其他資料之詳盡資料及更新。

本公司繼續加強與投資者之通訊及關係。指定之高級管理人員會與機構投資者及分析員維持定期對話，以令彼等瞭解本公司之發展。投資者的查詢會獲提供資料並及時處理。

回顧過去一年，本公司組織章程大綱及公司細則並無變動。最新本公司組織章程大綱及公司細則可於本公司及聯交所網站查閱。

## SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. Save as provided under the Listing Rules, resolutions put to vote at the general meetings of the Company (other than procedural matters) are taken by poll and poll results will be posted on the websites of the Company and the Stock Exchange after the general meetings.

### Convening of Special General Meetings on Requisition by Shareholders

Under Bermuda Companies Act 1981 (the "Companies Act"), shareholders holding in aggregate of not less than one-tenth (10%) of the paid up capital of the Company may convene a special general meeting ("SGM") by written requisition.

The written requisition, duly signed by the shareholders concerned, must state the purposes of the meeting and must be deposited at the registered office of the Company.

The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Section 74 of the Companies Act once a valid requisition is received.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a SGM, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM, but any SGM so convened shall not be held after the expiration of three months from the date of deposit of the requisition.

A SGM so convened by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Directors.

### Procedures for Making Proposals at General Meetings by Shareholders

The Companies Act allows certain shareholders to make requisition to the Company to give notice to the shareholders in respect of any resolution which is intended to be moved at AGM of the Company or circulate a statement in respect of any proposed resolution or business to be considered at a general meeting of the Company.

## 股東權利

為保障股東權益及權利，本公司將就各重大個別事宜（包括選舉個別董事）於股東大會上提呈獨立決議案。除上市規則規定者外，於本公司股東大會上提呈之決議案（程序事宜除外）將進行投票表決，而投票表決結果將於股東大會結束後在本公司及聯交所網站刊載。

### 應股東要求召開股東特別大會

根據百慕達一九八一年公司法（「公司法」），持有本公司合共不少於十分之一（10%）繳足股本的股東可提出書面請求，要求召開股東特別大會（「股東特別大會」）。

經有關股東正式簽署之書面請求須列明會議目的並須送交本公司註冊辦事處。

本公司將於接獲有效請求後採取適當行動及作出必要安排，而有關股東須根據公司法第74條規定，負責支付進行該等行動及安排所產生的開支。

如董事未能於提交請求日期起計二十一日內正式召開股東特別大會，則要求人，或代表彼等所持總投票權一半以上的任何要求人，可自行召開股東特別大會，惟任何就此召開的股東特別大會不得於提交請求日期起計三個月屆滿後舉行。

由要求人就此召開的股東特別大會須盡可能以由董事召開的同等會議的同樣方式召開。

### 股東於股東大會提呈建議之程序

公司法准許若干股東就任何擬於本公司股東週年大會上動議的決議案要求本公司向股東發出通知，或就任何擬於本公司股東大會上提呈的決議案或考慮的事項要求本公司傳閱聲明。

## SHAREHOLDERS' RIGHTS (Continued)

### Procedures for Making Proposals at General Meetings by Shareholders (Continued)

The number of shareholders necessary to put forward such proposal for consideration at a general meeting of the Company shall be:

- (a) either any number of members representing not less than one-twentieth (5%) of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the meeting; or
- (b) not less than 100 shareholders.

The requisition specifying the proposal, duly signed by the shareholders concerned, together with a statement of not more than 1,000 words with respect to the matter referred to in the proposal must be deposited at the registered office of the Company. The Company would take appropriate actions and make necessary arrangements, and unless the Company otherwise resolves, the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act once valid documents are received.

### Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company Secretary who will direct the enquiries to the Board for handling. The contact details of the Company Secretary are as follows:

#### Contact Details

The Company Secretary  
Automated Systems Holdings Limited  
15th Floor, Topsail Plaza,  
11 On Sum Street, Shatin,  
New Territories, Hong Kong  
Tel: (852) 2601 6998  
Fax: (852) 2608 6585  
Email: ir@asl.com.hk

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

## 股東權利(續)

### 股東於股東大會提呈建議之程序(續)

要求於本公司股東大會上提呈動議以供考慮的股東人數須為：

- (甲) 於請求日期佔有權在該大會上投票的全部股東的總投票權中不少於二十分之一(5%)的任何股東人數；或
- (乙) 不少於100名股東。

經有關股東正式簽署並列明建議的請求連同不多於1,000字關於建議內所述事宜的聲明須送交本公司註冊辦事處。本公司將於接獲有效文件後採取適當行動及作出必要安排，而有關股東須根據公司法第79及第80條規定，負責支付進行該等行動及安排所產生的開支，惟本公司另有議決者除外。

### 向董事會作出查詢

股東如欲向本公司董事會作出任何查詢，可向公司秘書寄發書面查詢，公司秘書會將查詢交予董事會處理。公司秘書之聯絡詳情如下：

#### 聯絡詳情

公司秘書  
自動系統集團有限公司  
香港新界  
沙田安心街11號  
華順廣場15樓  
電話：(852) 2601 6998  
傳真：(852) 2608 6585  
電郵：ir@asl.com.hk

為免生疑，股東須於上述地址存置正式簽署的書面請求、通知或聲明或查詢(視情況而定)之正本及將該等正本郵寄至上述地址，並提供彼等的全名、聯絡詳情及身份，以便本公司回覆。股東資料或會根據法例規定而予以披露。

## JOINT COMPANY SECRETARIES

The Joint Company Secretaries, two full time employees of the Company, who are responsible for advising the Board through the Chairman of the Board on governance matters and also facilitates induction and professional development of Directors. The Joint Company Secretaries report to the Chairman of the Board. All Directors have access to the advice and services of the Joint Company Secretaries to ensure that Board procedures, all applicable law, rules and regulations are followed.

Mr. Wang Yueou (“Mr. Wang”) and Mr. Ngan Wai Hing (“Mr. Ngan”) were appointed as the Joint Company Secretaries of the Company with effect from 25th September 2014.

As announced by the Company on 24th September 2014, Mr. Wang did not possess the relevant qualifications of company secretary as required under Rule 3.28 of the Listing Rules. The Company has applied, and the Stock Exchange has granted a waiver from strict compliance with Rules 3.28 of the Listing Rules with respect to the appointment of Mr. Wang as the Company's Joint Company Secretary from 25th September 2014 to 24th September 2017 (the “Waiver Period”) on the conditions that: (i) Mr. Wang will be assisted by Mr. Ngan during the Waiver Period and the waiver will be revoked immediately if and when Mr. Ngan ceases to be a Joint Company Secretary of the Company; and (ii) the Company will notify the Stock Exchange at the end of the Waiver Period for the Stock Exchange to re-visit the situation. Since his appointment as the Company's Joint Company Secretary, Mr. Wang has gained the relevant experience in the course of discharging his duties with the professional assistance of Mr. Ngan and has undertaken training courses to enhance his knowledge of this area. The Company has complied with Rule 3.29 of the Listing Rules since Mr. Wang and Mr. Ngan have undertaken no less than 15 hours of relevant professional training during the year ended 31st December 2015.

On behalf of the Board

**WANG Yueou**  
*Acting Chief Executive Officer*

Hong Kong, 23rd March 2016

## 聯席公司秘書

聯席公司秘書由兩位本公司之全職僱員擔任，負責透過董事會主席就管治事宜向董事會提供意見，並協助董事就任及專業發展。公司秘書向董事會主席報告。全體董事均可獲聯席公司秘書提供意見及服務，以確保遵守董事會程序以及所有適用法例、規則及規例。

王粵鷗先生（「王先生」）及顏偉興先生（「顏先生」）獲委任為本公司之聯席公司秘書，自二零一四年九月二十五日起生效。

根據本公司於二零一四年九月二十四日刊發之公告，王先生並無持有上市規則第3.28條規定之公司秘書資格。本公司已申請並獲聯交所批准於二零一四年九月二十五日至二零一七年九月二十四日期間（「豁免期」），就委任王先生為本公司聯席公司秘書一事豁免嚴格遵守上市規則第3.28條，條件為：(i) 於豁免期內王先生將由顏先生協助，倘若顏先生不再為本公司之聯席公司秘書，豁免將即時被撤銷；及(ii) 本公司將於豁免期屆滿時通知聯交所，以便聯交所重新審視有關情況。王先生自獲委任為本公司聯席公司秘書後，在顏先生的專業協助下履行其職責，已從中取得相關經驗，並已接受培訓以提升彼於有關方面的知識。由於王先生及顏先生於截至二零一五年十二月三十一日止年度均已接受不少於15個小時的相關專業培訓，故本公司已遵守上市規則第3.29條。

代表董事會

**王粵鷗**  
*代理行政總裁*

香港，二零一六年三月二十三日

The Directors present their report and the audited consolidated financial statements for the year ended 31st December 2015.

## PRINCIPAL ACTIVITIES

The Company acts as an investment holding company and provides corporate management services. The principal activities of its major subsidiaries and associates are set out in Note 48 and 22, respectively, to the consolidated financial statements.

## RESULTS AND APPROPRIATION

The results of the Group for the year ended 31st December 2015 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income on pages 65 and 66 of the annual report respectively.

The Directors do not recommend the payment of a final dividend for the year ended 31st December 2015 (2014: 2.5 HK cents per share).

The Directors have resolved to recommend a bonus issue ("Bonus Issue") of shares of HK\$0.1 each in the capital of the Company ("Bonus Share(s)") on the basis of one (1) Bonus Share, credited as fully paid, for every ten (10) existing shares held by the shareholders of the Company whose names appear on the register of members on 30th May 2016. The Bonus Issue is conditional upon the passing of an ordinary resolution by shareholders at the forthcoming annual general meeting, the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting listing of, and permission to deal in, the Bonus Shares and compliance with the relevant legal procedures and requirements (if any) under the applicable laws of Bermuda and the Bye-laws of the Company to effect the Bonus Issue.

The register of members of the Company will be closed from 25th May 2016 to 30th May 2016, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the Bonus Shares, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 24th May 2016. The share certificates for the Bonus Shares are expected to be despatched to the qualifying shareholders of the Company on or before 15th June 2016.

董事提呈彼等截至二零一五年十二月三十一日止年度之報告及經審核之綜合財務報表。

## 主要業務

本公司主要作為投資控股公司及提供公司管理服務，其主要附屬及聯營公司之主要業務詳情分別載於綜合財務報表附註48及22。

## 業績及分配

本集團截至二零一五年十二月三十一日止年度之業績分別載於年報第65頁及第66頁之綜合損益表及綜合全面收益表。

董事並不建議派發截至二零一五年十二月三十一日止年度之末期股息(二零一四年：每股普通股2.5港仙)。

董事建議按每持有十(10)股現有股份可獲發一(1)股入賬列作繳足股款之紅股之基準，向於二零一六年五月三十日名列在股東名冊上之股東配發本公司股本中每股面值0.1港元之紅股(「紅股」)(「發行紅股」)。發行紅股須待股東於應屆股東週年大會上通過一項普通決議案、香港聯合交易所有限公司(「聯交所」)上市委員會授出批准紅股上市及買賣，並遵守百慕達適用法律之相關法律程序及規定(如有)及本公司之公司細則，以使發行紅股生效，方可作實。

本公司將於二零一六年五月二十五日至二零一六年五月三十日(首尾兩日包括在內)止期間暫停辦理股東登記手續，於此期間亦不會辦理股份過戶登記手續。為了符合獲發紅股之資格，所有已填妥之過戶文件連同有關股票必須於二零一六年五月二十四日下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心22樓)辦理登記手續。紅股之股票預期將於二零一六年六月十五日或之前寄發予本公司合資格股東。



## 2016 ANNUAL GENERAL MEETING

The Company will convene the forthcoming annual general meeting on 18th May 2016, and the register of members of the Company will be closed from 13th May 2016 to 18th May 2016, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the entitlement to attend and vote at the forthcoming annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 12th May 2016.

## BUSINESS REVIEW

A fair review of the Group's business during the year, a description of the principal risks and uncertainties facing, particulars of important events affecting the Group that have occurred since the end of the financial year 2015 and an indication of likely future development in the Group's business as required by schedule 5 of the Companies Ordinance (Cap.622) are set out in the "Chairman's Statement", "Acting Chief Executive Officer's Statement" and note 49 to the consolidated financial statements on pages 6 to 14 and 168 of the annual report, respectively. For the financial key performance indicators for an understanding of the development, performance or position of the Group's business, it can also be found under the same sections and the "Financial Summary" on page 5 of the annual report.

To achieve the Company's vision of becoming the most competitive entity in Asia information technology ("IT") sector, strengthening business practices in environmental protection and corporate social responsibilities are always an integral part of the Group's corporate business strategy.

### Environmental Policies and Performance

The Group recognises that "We have a responsibility to the community to maintain and improve upon the current environment standard". The Group is committed to protect the environment by establishing a waste management policy and an energy saving policy with a principle of "Reduce, Reuse and Recycle". The Group encourages employees to reduce paper usage by making good use of technologies. During the year, the Directors of the Company act in response to commitment by using devices to conduct board meeting so as to reduce paper consumption. The Company's headquarter has also adopted all-in-one printers to substitute traditional printers, scanners and photocopiers so as to reduce the total power consumption. For the business of the Company's main subsidiaries, a standard policy and procedure for handling damaged spare parts and materials has been established to ensure all damaged spare parts and materials are properly identified and handled.

## 二零一六年股東週年大會

本公司將於二零一六年五月十八日舉行應屆股東週年大會，以及將於二零一六年五月十三日至二零一六年五月十八日(首尾兩日包括在內)止期間暫停辦理股東登記手續，於此期間亦不會辦理股份過戶登記手續。為了確定出席應屆股東週年大會及於會上投票之資格，所有已填妥之過戶文件連同有關股票必須於二零一六年五月十二日下午四時三十分前送達本公司之香港股份過戶登記分處卓佳登捷時有限公司(地址為香港皇后大道東183號合和中心22樓)辦理登記手續。

## 業務審視

按公司條例第622章附表5規定，對本集團年內業務的中肯審視、面對的主要風險及不明朗因素的描述、於二零一五年財政年度結束後發生並對本集團有影響的重大事件的詳情及本集團業務相當可能有的未來發展的揭示，分別載列於年報第6頁至第14頁及第168頁之「主席報告」、「代理行政總裁報告」及綜合財務報表附註49中。而有關了解本集團業務的發展、表現或狀況的財務關鍵表現指標，亦載列於同一部份及年報第5頁之「財務摘要」。

為實現本公司成為亞洲資訊科技(「資訊科技」)行業最具競爭力之實體的願景，加強在環境保護及企業社會責任的商業實踐一直是本集團企業經營戰略不可或缺的一部分。

### 環境政策及表現

本集團明白「維持及改善當前的環境水平是我們對社區的責任」。本集團謹守「減廢、回收、再利用」的原則，致力建立廢物管理政策及節能政策以保護環境。本集團鼓勵僱員善用資訊科技的優勢以代替紙張。年內，本公司董事以行動響應承諾，於董事會會議上採用電子產品以減少使用紙張。本公司總部亦採用多合一打印機以取締傳統打印機、掃瞄器、影印機以減少總耗電量。本公司的主要附屬公司業務方面，本公司已制定處理損壞的零件及物料標準政策及程序，以妥善辨認及處理所有損壞的零件及物料。

## BUSINESS REVIEW (Continued)

### Relationship with the Company's key stakeholders

#### Employees

The Group is an equal opportunity employer. The Company and its subsidiaries recruit or promote a person based on merit. Either recruitment process or any opportunities for career development are not limited by age, gender, nationality, family status, sexual orientation or disability.

Employment policies and guidelines on compensation and dismissal have been established and are set out in our staff manual that is compliant with the Hong Kong employment laws. During the year, there was no material non-compliance with applicable legislation and/or regulations.

To ensure a safe and healthy working environment, the Group's administration department will from time to time keep monitoring the working environment safe and perform regular checking. Office furniture and fittings are well maintained and replaced where necessary. Offices and storerooms are strictly smoke-free with proper light and ventilation. First aid kits are placed at easily reachable areas at every office floor and storeroom. During the year, there were six lost days due to one incident of work related injuries involving one employee.

Moreover, the Company believes that training and development keep staff in response to the dynamic technology trend and market pace. The Company promotes a continuous learning atmosphere by making e-Learning platform available to the IT staff to equip their hard and soft skills. For other non-IT staff, the Company also encourages department heads to work closely in assessing areas for training and development of their subordinates to improve staff capabilities and cope with the career advancement. Sponsorships are available to employees who have met certain conditions. During the year, the Group spent approximately HK\$1.3 million on staff training and most of them were spent on strengthening IT qualification towards the IT staff.

The Company also concerns about the quality of life of employees and promotes work-life balance. During the year, we organised various events to enhance work-life balance and to strengthen employee relations e.g. drinks nights, movie night, kids day, day tour, friendship day for employees and/or their families. The Company also developed a Play House to provide staff a place to chat and relax with various entertainment facilities during break times. The Group always makes the best endeavours to strive for developing a happy and caring working environment to employees.

## 業務審視 (續)

### 本公司與主要權益人的關係

#### 僱員

本集團為平等機會僱主。本公司及其附屬公司按個人才能作出招聘或晉升。任何人士無論在招聘過程或其任何事業發展機會均不會受年齡、性別、國籍、家庭狀況、性取向或殘障限制。

有關僱傭賠償及解僱政策及指引，已遵照香港僱員條例設立並載列於員工手冊中。年內概無任何重大違反相關條例及／或規例之事宜。

為確保安全健康的工作環境，本集團的行政部不時監察工作環境的安全性，並作例行檢查以確保辦公室的設備及配件保持良好的狀況，及在有需要時作出更換。所有辦公室及儲物室均嚴禁吸煙，並配備適當照明和通風系統。急救箱則放置在每層辦公室及儲物室易於取得的地方。年內，一名僱員因一宗工傷導致六天無法工作。

此外，本公司相信培訓及發展有助僱員緊貼瞬息萬變的科技趨勢及市場步伐。本公司為提倡持續學習的氣氛，提供電子學習平台予資訊科技僱員以裝備他們的軟硬技能。至於其他非資訊科技僱員，本公司亦鼓勵部門主管緊密評估下屬可培訓及發展的範疇，從而提升僱員能力及配合事業發展，亦向符合若干資格的員工提供資助。年內，本集團投放約1.3百萬港元於僱員培訓，當中大部分金額用於加強資訊科技僱員的資訊科技資歷。

本公司亦著重僱員的生活質素，提倡工作生活平衡。年內，我們舉辦不同活動，加強工作生活平衡及鞏固與僱員關係，例如暢飲之夜、電影欣賞會、兒童日、戶外遊及朋友日子僱員及／或僱員的家庭成員。本公司亦為僱員設立娛樂室，以便於休息時間閒聊及使用其內的娛樂設施以放鬆心情。本集團會將繼續盡力為僱員建立一個歡樂及關懷的工作環境。

## BUSINESS REVIEW (Continued)

### Relationship with the Company's key stakeholders

(Continued)

#### Customers

Customers demand an assurance of quality and the Group strives for excellence and quality with our best effort. The Group established policies and procedures capturing customer's feedbacks/complaints, ensuring complaints can be handled in a professional manner and escalated to the appropriate level(s) of management through the Company's Customer Care Unit. A quality office of the Group has been established for years to perform quality reviews and internal audit functions monitoring the effectiveness of the corrective actions taken and advising any preventive actions can be taken.

For the past years, the Company's two major subsidiaries Automated Systems (H.K.) Limited and ELM Computer Technologies Limited demonstrated that they have identified critical aspects to Quality Management System in Provision Supply Chain Management Services and Provision Enterprise Information Technology Services with ISO 9001:2008 from Hong Kong Quality Assurance Agency. Automated Systems (H.K.) Limited also demonstrated that they have identified critical aspects to IT Service Management System with ISO 20000-1:2011 and Information Security Management System with ISO/IEC 27001:2013 from Hong Kong Quality Assurance Agency and SGS Hong Kong Limited respectively. Those certifications recognise the Group's commitment to the valued customers and the Group will continue to strive for providing excellent services and to update such certifications when necessary.

During the year, the Company and its subsidiaries uphold various events for businesses with customers and partners at Automated Centre of Excellence and other places and the Company believes that interactions through different events provides not only a direct way to understand the needs of the customers on existing business but also an indirect way to create a new future business opportunity.

## 業務審視 (續)

### 本公司與主要權益人的關係 (續)

#### 顧客

客戶要求品質保證，本集團亦盡一切努力追求卓越及質素。本集團有既定政策及程序接收顧客的反饋或投訴，確保本公司顧客服務單位以專業的態度處理投訴，並將有關投訴轉交相關管理層適當處理。本集團的品質監控部已設立多年，一直進行品質審查及內部審核功能，監測糾正措施的有效性並建議採取任何預防措施。

在過去數年，本公司的兩間主要附屬公司自動系統(香港)有限公司及榆林電腦科技有限公司展示其於品質管理系統的關鍵實力，於供應鏈管理服務及企業資訊科技服務均取得由香港品質保證局發出的質量管理認證ISO 9001:2008。自動系統(香港)有限公司亦展示其於資訊科技服務管理系統及資訊安全管理系統認證的關鍵實力，並取得分別由香港品質保證局和香港通用檢測認證有限公司發出的質量管理認證ISO 20000-1:2011及ISO/IEC 27001:2013。以上認證均顯示本集團對尊貴客戶的承諾，本集團將繼續努力提供卓越服務予客戶，並在必要時更新有關認證。

年內，本公司及其附屬公司在自動系統卓越中心或不同地點舉辦各項商業活動予客戶和合作夥伴，本公司相信不同的活動交流不但提供一個直接渠道讓我們了解客戶需要，更從中為未來締造新的商機。

## BUSINESS REVIEW (Continued)

### Relationship with the Company's key stakeholders

(Continued)

#### Suppliers

A vendor management policy has been established specifically to Automated Systems (H.K.) Limited and ELM Computer Technologies Limited for procuring products and services from external vendors. Such policy covers procedures particular in controlling the product and services vendors, including nomination, evaluation, selection, monitoring, suspension and blacklisting (when necessary).

During the year, the Group evaluated the top 15 product vendors in 2014 in terms of the purchase amount which equal to 65% of the total product purchase amount. For services vendors, the Group particularly got the relevant service delivery team(s) involved in selecting professional service vendor(s) so as to ensure appropriate engagement from management in the decision making process. In addition, an annual evaluation was arranged by the Group's quality office. The Group believes that monitoring and evaluation of the vendors are the important management tools to track the business progress and facilitate decision making and, in return, the Company could serve the customers towards their satisfaction through the products and services with the best service quality. The Group will continue to maintain the vendor management policy and actively seek room for improvement.

#### Community

The Group deeply believes that "We are a part of the Community" where our care for the community has been realised in the Group's business. The Group has a team of volunteers and has been actively fulfilling its social responsibilities by supporting voluntary services through various means. During the year, the Group organised blood donation day, participated in elderly home visits and organised tours to students who were in secondary school with keen interest in IT industry. The Group believes that such kind of exploration tours may provide the youth group with information and guidance on career development in the IT industry. During the year, Automated Systems (H.K.) Limited has also presented "Caring Company Award" under Caring Company Scheme organised by The Hong Kong Council of Social Service for 6 consecutive years. The total hours spent on voluntary services of the Group were 110 hours.

Other than environmental protection and the social responsibilities with the Company's key stakeholders, the Group also holds honesty and integrity as the guiding principles.

## 業務審視 (續)

### 本公司與主要權益人的關係 (續)

#### 供應商

自動系統(香港)有限公司及榆林電腦科技有限公司已就向外部供應商採購產品和服務設立供應商管理政策。該政策目的主要針對監控產品和服務供應商，包括有關從提名、評估、甄選、監督、暫停採購並在必要時列入黑名單的程序。

年內，本集團向二零一四年首十五間購買貨品金額總和相等於65%總貨品購買金額的供應商進行評審。而服務供應商方面，本集團特別要求相關服務交付團隊須參與甄選提供專業服務的供應商，從而確保相關管理層適當參與決策過程。此外，本集團的品質監控部亦安排作出每年評核審查。本集團認為對供應商的監督和評核是重要的管理工具，幫助追蹤業務進展從而加快決策過程，最終可從產品及服務質量提昇令客戶更滿意。本集團將繼續實行供應商管理政策，並會繼續留意任何改進的空間。

#### 社區

本集團深信「我們是社區的一份子」，而我們對社區的關愛已於本集團的業務中體現。本集團擁有一隊義工團隊，其透過各種方式踴躍支持義工服務並致力承擔社會責任。年內，本集團舉辦了捐血日、探訪老人及舉辦參觀活動予對資訊科技行業有興趣的中學生。本集團認為，相關職業探索活動可為青少年提供有關資訊科技行業職業發展的資訊及指導。年內，自動系統(香港)有限公司已連續6年獲得由香港社會服務聯會策動的商界展關懷計劃頒發的「商界展關懷」標誌。本集團於年內義工服務總時數為110小時。

除了環境保護及對本公司的主要權益人的社會責任外，本集團亦堅守誠實和正直的業務原則。

## BUSINESS REVIEW (Continued)

### Compliance with the relevant laws and regulations

The Company has established an anti-corruption policy and included in part of employees code of conduct. Employees must not solicit or accept an advantage as a reward or inducement for doing any act or showing favour to any person or corporate without the permission of the Company. Any gifts or souvenirs offered or received shall be reported to the Company and handed-in. Besides, employees are encouraged to report without fear of reprisal any business malpractices including questionable accounting and auditing matters. A whistle-blower policy and procedure has been implemented for reporting and no adverse action will be taken against any employee or other individual for making a complaint or disclosing information in good faith under the policy is guaranteed. During the year, there were no legal cases regarding corrupt practices brought against the Group or its employees in the course of their employment in Hong Kong.

In respect of personal data protection, the Group may collect personal data from different parties through the enquiry box on the Company's website, from candidates or employees through recruitment or employment during the year. A privacy policy statement and the relevant personal information collection statements have been set out and uploaded on the Company's website so that relevant parties were timely informed before giving their personal information. During the year, the Company follows the six general principles relating to data protection as set down by the Hong Kong Privacy Commission. During the year, there were no legal cases regarding violations of the Personal Data (Privacy) Ordinance (Cap.486) and Personal Data (Privacy) (Amendment) Ordinance 2012 brought against the Group or its employees in the course of their employment in Hong Kong.

During the year, the Competition Ordinance (Cap.619) ("Competition Ordinance") has been come into full effect in Hong Kong. A competition compliance policy has been adopted in the Company's subsidiaries involving business conducted in Hong Kong, of which to prohibit any conducts that prevents, restricts or distorts competition in Hong Kong. As such, online training workshop is always available on the Company's intranet to help employees understand the competition compliance policy and the Competition Ordinance. An external counsel has also been invited to provide training to employees at senior level. Any employees in doubt about the legality of any business activity may consult the Company's head of legal department. Employees are also encouraged to make a complaint or disclose any potential violations of such policy in accordance with the Company's whistle-blower policy and procedure. During the year, there were no legal cases regarding violations of the Competition Ordinance brought against the Group or its employees in the course of their employment in Hong Kong.

During the year, the Group was not aware of any non-compliance with any relevant laws and regulations that had a significant impact on it.

## 業務審視 (續)

### 遵守有關法律及規例

本公司已制定反貪污政策並收錄於僱員守則。未經本公司批准，僱員不得擅自索取或收受利益作為報酬或利誘，為任何人士或法團作出任何行為，或使其受惠。所有禮物或紀念品的饋贈或收受必須呈上並向本公司匯報。此外，本公司鼓勵僱員上報包括可疑的會計和審計事務等不當商業行為，而無需懼怕遭到報復。本公司已實施舉報政策及程序提供渠道予僱員上報，並保證按政策誠實上報或披露消息之任何僱員或其他人士均不會遭到報復。年內，概無對本集團或其員工於香港受聘期間之貪污行為而提出起訴的案件。

個人資料保障方面，本集團於年內從公司網頁的查詢欄上、招聘或僱用過程中收集不同人士，包括求職者或僱員的個人資料。而私隱政策聲明及相關的個人資料收集聲明已載列及上載於本公司網頁，相關人仕於提供個人資料前已獲及時知會。年內，本公司謹守香港個人資料私隱專員公署制定之六項保障資料原則。年內，概無對本集團或其員工於香港受聘期間違反《個人資料(私隱)條例》(第486章)及《個人資料(私隱)條例》二零一二年條例修訂而提出起訴的案件。

年內，《競爭條例》(第619章)〔「競爭條例」〕已經已於香港全面實施。本公司所有涉及香港業務的附屬公司均須遵守本公司所制定的競爭條例合規政策。該政策旨在禁止妨礙、限制或扭曲在香港的競爭行為。為此，本公司的內聯網亦提供網上教學，以助僱員了解競爭條例合規政策及競爭條例。本公司更邀請外聘律師為高級管理層提供培訓。倘僱員對任何商業活動的合法性存在懷疑，可諮詢法律部主管。本公司亦鼓勵僱員按舉報政策及程序作出投訴或披露任何潛在違反該政策的事宜。年內，概無對本集團或其員工於香港受聘期間違反競爭條例而提出起訴的案件。

年內，本集團並無知悉其未有遵守任何對本集團有重大影響的相關法律及規例。



## RESERVES

Movements in the reserves of the Group during the year ended 31st December 2015 are set out in the consolidated statement of changes in equity on pages 69 to 70 of the annual report.

As at 31st December 2015, the Group's special reserve and retained earnings totaled approximately HK\$346,959,000 (2014: HK\$335,114,000).

The Company's reserves are available for distribution to the shareholders as at 31st December 2015 included special reserve and retained earnings totaling approximately HK\$96,202,000 (2014: HK\$95,996,000).

## PROPERTY, PLANT AND EQUIPMENT

During the year ended 31st December 2015, the Group spent approximately HK\$9,624,000 (2014: HK\$15,088,000) on property, plant and equipment.

Details of these and other movements during the year ended 31st December 2015 in property, plant and equipment of the Group are set out in Note 19 to the consolidated financial statements.

## MAJOR SUPPLIERS AND CUSTOMERS

The percentage of the Group's purchases and sales attributable to major suppliers and customers are as follows:

During the year ended 31st December 2015, the five largest customers and single largest customer of the Group accounted for approximately 21.9% and 8.1%, respectively, of the Group's revenue. The five largest suppliers and single largest supplier of the Group accounted for approximately 36.0% and 8.5%, respectively, of the Group's purchases.

At no time during the year ended 31st December 2015 did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had an interest in any of the Group's five largest customers or suppliers.

## SHARE CAPITAL

Movements during the year ended 31st December 2015 in share capital of the Company are set out in Note 33 to the consolidated financial statements.

## 儲備

本集團儲備於截至二零一五年十二月三十一日止年度內之變動載於年報第69頁至第70頁之綜合權益變動表。

於二零一五年十二月三十一日，本集團之特別儲備及保留盈利合共約346,959,000港元(二零一四年：335,114,000港元)。

於二零一五年十二月三十一日，本公司可供分派予股東之儲備包括特別儲備及保留盈利合共約96,202,000港元(二零一四年：95,996,000港元)。

## 物業、廠房及設備

截至二零一五年十二月三十一日止年度內，本集團在物業、廠房及設備方面支付了約9,624,000港元(二零一四年：15,088,000港元)。

上述及截至二零一五年十二月三十一日止年度內其他有關本集團在物業、廠房及設備變動之詳情載於綜合財務報表附註19。

## 主要供應商及客戶

主要供應商及客戶佔本集團購貨額及銷售額之百分比如下：

截至二零一五年十二月三十一日止年度內，來自五大客戶及最大客戶之收入分別佔本集團總收入約21.9%及8.1%。五大供應商及最大供應商之購貨額分別佔本集團總採購額約36.0%及8.5%。

截至二零一五年十二月三十一日止年度內，本公司之董事、董事之聯繫人士或股東(據董事所知擁有多於5%公司發行股份者)未曾擁有於本集團之五大客戶或供應商之利益。

## 股本

本公司之股本於截至二零一五年十二月三十一日止年度內之變動載於綜合財務報表附註33。



## **DIRECTORS**

The Directors of the Company during the year ended 31st December 2015 and up to the date of this report were:

### **Executive Directors**

Wang Weihang  
Wang Yueou (appointed with effect from 17th September 2015)  
Leung Tat Kwong, Simon (resigned with effect from 1st October 2015)

### **Non-Executive Directors**

Li Wei (appointed with effect from 17th September 2015)  
Cui Yong (appointed with effect from 17th September 2015)  
Hu Liankui (retired with effect from 30th September 2015)

### **Independent Non-Executive Directors**

Pan Xinrong (appointed with effect from 30th September 2015)  
Deng Jianxin (appointed with effect from 30th September 2015)  
Ye Fang (appointed with effect from 12th November 2015)  
Young Meng Ying (resigned with effect from 23rd September 2015)  
Lu Jiaqi (resigned with effect from 23rd September 2015)  
Xu Peng (resigned with effect from 23rd September 2015)

In accordance with the Company's Bye-law 99, Mr. Wang Weihang will retire by rotation at the forthcoming annual general meeting and, be eligible, offer himself for re-election.

Mr. Wang Yueou, Mr. Li Wei, Mr. Cui Yong, Mr. Pan Xinrong, Mr. Deng Jianxin and Ms. Ye Fang, being Directors appointed by the Board during the year, shall hold office only until the next following general meeting (i.e. the forthcoming annual general meeting) pursuant to the Company's Bye-law 102(B). All Directors, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

As at the date of this report, each of the Directors has entered into either service contract or letters of appointment with the Company. All Directors are subject to retirement by rotation and re-election in accordance with the Company's Bye-laws.

## **董事**

本公司於截至二零一五年十二月三十一日止年度內及直至本報告日期之董事如下：

### **執行董事**

王維航  
王粵鷗(自二零一五年九月十七日起獲委任)  
梁達光(自二零一五年十月一日起辭任)

### **非執行董事**

李偉(自二零一五年九月十七日起獲委任)  
崔勇(自二零一五年九月十七日起獲委任)  
胡聯奎(自二零一五年九月三十日起榮休)

### **獨立非執行董事**

潘欣榮(自二零一五年九月三十日起獲委任)  
鄧建新(自二零一五年九月三十日起獲委任)  
葉芳(自二零一五年十一月十二日起獲委任)  
楊孟瑛(自二零一五年九月二十三日起辭任)  
陸嘉琦(自二零一五年九月二十三日起辭任)  
徐蓬(自二零一五年九月二十三日起辭任)

按照本公司之公司細則第99條，王維航先生將於應屆股東週年大會上輪值告退，並符合資格及願意膺選連任。

王粵鷗先生、李偉先生、崔勇先生、潘欣榮先生、鄧建新先生及葉芳女士於本年度獲委任為本公司董事，根據本公司之公司細則第102(B)條，僅留任至下屆股東大會為止(即應屆股東週年大會)。所有董事將符合資格及願意於應屆股東週年大會上膺選連任。

於本報告日期，各董事已與本公司訂立服務合約或委任函，惟彼等須根據本公司之公司細則輪值告退及膺選連任。

## DIRECTORS (Continued)

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

The Company has received, from each of the Independent Non-Executive Directors, an annual confirmation of his/her independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange. The Company considers all of the Independent Non-Executive Directors are independent.

## UPDATE ON DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of Directors of the Company are set out below:

### Details of changes

Mr. Wang Yueou has been appointed as an Acting Chief Executive Officer since 1st October 2015. He is entitled to an annual basic salary and allowances of HK\$1,479,000 and performance related incentive payment, the computation of which is based on measurable performance contribution of the Group. Mr. Wang's remuneration was determined by reference to his duties and responsibilities, experience, performance and market conditions.

Mr. Deng Jianxin has been appointed as a director of Suzhou Gardens Construction Industry Corporation, a company listed on the National Equities Exchange and Quotations System (the New Third Board\*) (Stock Code: 833209.OC) and a director of Shandong Bori Biological Energy Co., Ltd. during the year.

Ms. Ye Fang has been appointed as a part-time legal counsel of Bonded Area Administration of China (Shanghai) Pilot Free Trade Zone Administration during the year.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

For the period ended 30th September 2015, the Group engaged AsiaSoft Services Limited, a subsidiary of AsiaSoft Company Limited ("AsiaSoft"), for the provision of certain services (including software engineering outsourcing services, other information technology related services and rental services), and an approximate total fee of HK\$2,444,000 was paid or payable by the Group for such services. Mr. Leung Tat Kwong, Simon, a former Director of the Company, was considered interested in such transactions by virtue of his directorship and his substantial shareholding in AsiaSoft.

## 董事 (續)

在應屆股東週年大會上擬膺選連任之董事概無與本公司或其附屬公司訂立本集團不可於一年內在不予賠償(法定賠償除外)的情況下終止的服務合約。

本公司已收取各獨立非執行董事根據聯交所證券上市規則(「上市規則」)第3.13條呈交之年度確認書，確認其獨立性。本公司認為全體獨立非執行董事確屬獨立人士。

## 更新董事資料

根據上市規則第13.51B(1)條，本公司董事資料之變動載列如下：

### 變動詳情

王粵鵬先生自二零一五年十月一日獲委任為代理行政總裁。彼現享有每年基本薪酬及津貼為1,479,000港元及與表現有關之獎勵花紅，該花紅乃根據本集團之可衡量表現貢獻而計算。王先生之薪酬乃參考其職務及責任、經驗、表現及市況而釐定。

鄧建新先生於年內獲委任為全國中小企業股份轉讓系統(新三板)上市公司蘇州園林營造產業股份有限公司(證券代碼：833209.OC)董事及山東寶力生物質能源股份有限公司董事。

葉芳女士於年內獲委任為中國(上海)自由貿易試驗區管理委員會保稅區管理局兼職法律顧問。

## 董事之交易、安排或合約權益

於截至二零一五年九月三十日止期間內，本集團委聘AsiaSoft Company Limited(「AsiaSoft」)之附屬公司永亞軟件服務有限公司提供若干服務(包括軟件工程外判服務、其他資訊科技相關服務及租賃服務)，而本集團就有關服務已付或應付合共約2,444,000港元之費用。基於本公司前董事梁達光先生於AsiaSoft之董事職務及主要股權，彼被視為於有關交易中擁有權益。

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS (Continued)

Other than as disclosed in the above and the section headed "Continuing Connected Transactions and Connected Transactions" below, no other transactions, arrangements or contracts of significance to which the Company, or any of its holding companies or fellow subsidiaries or subsidiaries was a party and in which a Director of the Company or his or her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year ended 31st December 2015 or at any time during the year ended 31st December 2015.

## 董事之交易、安排或合約權益 (續)

於截至二零一五年十二月三十一日止年度結算日或該年度內任何時間，除上述和下文「持續關連交易及關連交易」所披露者外，董事或其有關連實體概無於本公司、其任何控股公司、同系附屬公司或附屬公司所訂立並對本公司業務而言確屬重要之其他交易、安排或合約中擁有任何直接或間接之重大實益權益。

## DIRECTORS' INTERESTS IN COMPETING BUSINESS

Pursuant to Rule 8.10 of the Listing Rules, during the year ended 31st December 2015, the following Directors were considered to have interests in the businesses which competed or were likely to compete, either directly or indirectly, with the businesses of the Group, particulars of which are set out below:

## 董事於競爭業務之權益

根據上市規則第8.10條規定，於截至二零一五年十二月三十一日止年度內，以下董事被認為直接或間接於與本集團業務構成競爭或可能與本集團業務構成競爭之業務中擁有權益，其詳情載列如下：

| Name of Director<br>董事姓名 | Name of the entities which were considered to compete or likely to compete with the businesses of the Group<br>被認為與本集團業務構成或可能構成競爭之實體名稱 | Description of businesses of the entities which were considered to compete or likely to compete with the businesses of the Group<br>被認為與本集團業務構成或可能構成競爭之實體之業務描述 | Nature of Director's interest in the entities<br>董事於該等實體之權益性質 |
|--------------------------|--|--|---|
| Wang Weihang             | Beijing Teamsun Technology Co., Ltd. ("Teamsun")   | Information technology product service, application software development, value-added distribution and system integration                                      | Chairman and president, director, and substantial shareholder |
| 王維航                      | 北京華勝天成科技股份有限公司(「華勝天成」)   | 資訊科技產品服務、應用程式軟件開發、增值分銷及系統整合  | 董事長兼總裁、董事及主要股東  |
|                          | Teamsun Technology (HK) Limited ("Hong Kong Teamsun")  | Window company of Teamsun in Hong Kong and mainly provides administrative support to the clients of Teamsun in the PRC and Hong Kong                           | Sole director   |
|                          | 華勝天成科技(香港)有限公司(「香港華勝天成」)   | 華勝天成駐香港窗口公司，主要向華勝天成之客戶於中國及香港提供行政支援   | 唯一董事  |
|                          | Subsidiaries of Teamsun<br>華勝天成之附屬公司   | Information technology related<br>相關資訊科技   | Director<br>董事  |

## DIRECTORS' INTERESTS IN COMPETING BUSINESS (Continued) 董事於競爭業務之權益 (續)

| Name of Director<br>董事姓名                                   | Name of the entities which were considered to compete or likely to compete with the businesses of the Group<br>被認為與本集團業務構成或可能構成競爭之實體名稱 | Description of businesses of the entities which were considered to compete or likely to compete with the businesses of the Group<br>被認為與本集團業務構成或可能構成競爭之實體之業務描述        | Nature of Director's interest in the entities<br>董事於該等實體之權益性質 |
|--|--|---|---|
| Wang Yueou <sup>1</sup><br>王粵鷗 <sup>1</sup>                | Carnation Software Ltd.<br>(subsidiaries of Teamsun)<br>廣州石竹計算機軟件有限公司<br>(華勝天成之附屬公司)   | Information technology related<br>相關資訊科技  | Director<br>董事  |
| Li Wei <sup>2</sup><br>李偉 <sup>2</sup>                     | Teamsun<br>華勝天成  | Information technology product service,<br>application software development,<br>value-added distribution and system<br>integration<br>資訊科技產品服務、應用程式軟件開發、<br>增值分銷及系統整合 | Director<br>董事  |
| Hu Liankui <sup>3</sup><br>胡聯奎 <sup>3</sup>                | Certain subsidiaries of Teamsun<br>華勝天成之若干附屬公司<br>Beijing Huasun Mingtian Technology<br>Co. Ltd.<br>北京華勝鳴天科技有限公司                       | Information technology related<br>相關資訊科技  | Director<br>董事長   |
| Leung Tat Kwong,<br>Simon <sup>4</sup><br>梁達光 <sup>4</sup> | Teamsun<br>華勝天成  | Information technology product service,<br>application software development,<br>value-added distribution and system<br>integration<br>資訊科技產品服務、應用程式軟件開發、<br>增值分銷及系統整合 | Director<br>董事  |
|  | Pansky Technology Corporation Ltd.<br>(a wholly owned subsidiary of Teamsun)<br>長天科技有限公司<br>(華勝天成之全資擁有附屬公司)                            | Information technology related<br>相關資訊科技  | Director<br>董事  |
|  | AsiaSoft and its subsidiaries<br>AsiaSoft 及其附屬公司   | Information technology related<br>相關資訊科技  | Director and/or<br>substantial shareholder<br>董事及/或主要股東       |

Notes:

附註：

- Mr. Wang Yueou was appointed as a Director of the Company with effect from 17th September 2015.
- Mr. Li Wei was appointed as a Director of the Company with effect from 17th September 2015.
- Mr. Hu Liankui resigned as a Director of the Company upon his retirement with effect from 30th September 2015.
- Mr. Leung Tat Kwong, Simon resigned as a Director of the Company with effect from 1st October 2015.

- 王粵鷗先生獲委任為本公司董事，自二零一五年九月十七日起生效。
- 李偉先生獲委任為本公司董事，自二零一五年九月十七日起生效。
- 胡聯奎先生已榮休而辭任本公司董事，自二零一五年九月三十日起生效。
- 梁達光先生辭任本公司董事，自二零一五年十月一日起生效。

## DIRECTORS' INTERESTS IN COMPETING BUSINESS (Continued)

As the Board is independent from the board of directors of the aforesaid companies, and as none of the above Directors controls the Board, the Group is capable of carrying on its business independently of, and at arm's length from, the businesses of the aforesaid companies.

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31st December 2015, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange ("Directors' Interests in Shares and Underlying Shares"), were as follows:

### (a) Shares

| Name of company<br>公司名稱  | Director<br>董事      | Personal<br>interests<br>個人權益 | Family<br>interests<br>家族權益 | Corporate<br>interests<br>公司權益 | Other<br>其他 | Total<br>總計 | Approximate<br>% of<br>shareholding<br>股權概約百分比 |
|--|---------------------|-------------------------------|-----------------------------|--------------------------------|-------------|-------------|--|
| Teamsun, an ultimate holding company of the Company<br>華勝天成·本公司之最終控股公司 | Wang Weihang<br>王維航 | 65,652,297                    | -                           | -                              | -           | 65,652,297  | 10.23%   |

### (b) Underlying shares

| Name of company<br>公司名稱 | Director<br>董事 | Personal<br>interests<br>個人權益 | Family<br>interests<br>家族權益 | Corporate<br>interests<br>公司權益 | Other<br>其他 | Total<br>總計 | Approximate<br>% of<br>shareholding<br>股權概約百分比 |
|-------------------------|----------------|-------------------------------|-----------------------------|--------------------------------|-------------|-------------|--|
| Teamsun<br>華勝天成         | Li Wei<br>李偉   | 200,000 <sup>1</sup>          | -                           | -                              | -           | 200,000     | 0.03%  |
|                         | Cui Yong<br>崔勇 | 250,000 <sup>1</sup>          | -                           | -                              | -           | 250,000     | 0.04%  |

## 董事於競爭業務之權益 (續)

由於董事會獨立於上述公司之董事會及以上董事概無控制董事會，本集團可獨立於上述公司之業務以公平磋商形式開展其業務。

## 董事之股份及相關股份之權益

於二零一五年十二月三十一日，董事及本公司最高行政人員於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之該等條文被假設或視為擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條本公司須予備存之登記冊所記錄之權益及淡倉；或(c)根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及淡倉（「董事之股份及相關股份之權益」）如下：

### (甲) 股份

### (乙) 相關股份

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

### (b) Underlying shares (Continued)

Note:

1. Restricted share of Teamsun may unlock and trade on stock exchange after unlocking conditions are met pursuant to Teamsun's second phase of equity incentive plan, details of which were disclosed in Teamsun's announcements dated 27th May 2015 and 14th July 2015.

Save as disclosed above, as at 31st December 2015, none of the Directors and the chief executives of the Company had any Directors' Interests in Shares and Underlying Shares.

## SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Scheme") on 8th August 2002 for the purpose of providing incentives and rewards to any employee and/or Director of the Company or any of its subsidiaries. The Scheme expired on 7th August 2012. As a result, the Company can no longer grant any further share options under the Scheme. However, all share options granted prior to 7th August 2012 will remain in full force and effect. Details of the Scheme are set out in Note 39(a) to the consolidated financial statements.

## 董事之股份及相關股份之權益 (續)

### (乙)相關股份(續)

附註：

1. 根據華勝天成第二期股權激勵計劃，華勝天成限制性股票於解鎖條件滿足後可解除鎖定並上市流通。有關詳情已披露於華勝天成日期為二零一五年五月二十七日及二零一五年七月十四日之公告內。

除上文所述者外，於二零一五年十二月三十一日，概無董事及本公司最高行政人員擁有任何董事之股份及相關股份之權益。

## 購股權計劃

本公司於二零零二年八月八日採納購股權計劃（「該計劃」），旨在為本公司或任何其附屬公司之任何僱員及／或董事提供獎勵及回報。該計劃於二零一二年八月七日屆滿。因此，本公司不得再根據該計劃進一步授出任何購股權。然而，於二零一二年八月七日前已授出之所有購股權將仍然具有十足效力及效用。該計劃之概要詳情載於綜合財務報表附註39(a)。



SHARE OPTION SCHEME (Continued)

購股權計劃 (續)

The following table discloses movements in the Company's share options during the year:

本公司之購股權於年度內之變動如下：

| Participants<br>參與者                                     | Number of shares to be issued upon exercise of share options<br>於行使購股權時所發行之股票 |                               |   |   |  |   |  |                                 |                        |  |
|---|---|-------------------------------|---|---|--|---|--|---------------------------------|------------------------|--|
|   | At 1st<br>January 2015<br>於二零一五年<br>一月一日                                      | Re-<br>classification<br>重新分類 | Granted<br>during<br>the year<br>於年度<br>內授出 | Exercised<br>during<br>the year<br>於年度<br>內行使 | Lapsed<br>during<br>the year<br>於年度<br>內失效 | Cancelled<br>during<br>the year<br>於年度<br>內註銷 | At 31st<br>December<br>2015<br>於二零一五年<br>十二月三十一日 | Date<br>of grant<br>授出購股權<br>日期 | Exercise period<br>行使期 | Exercise<br>price<br>行使價<br>HK\$<br>港元 |
| <b>Director</b><br>董事                                   |   |                               |   |   |  |   |  |                                 |                        |  |
| Leung Tat Kwong, Simon <sup>2</sup><br>梁達光 <sup>2</sup> | 510,000   | (510,000)                     | -   | -   | -  | -   | -  | 19.3.2012                       | 19.3.2013 to 18.3.2022 | 1.09                                   |
|   | 510,000   | (510,000)                     | -   | -   | -  | -   | -  | 2.5.2012                        | 2.5.2013 to 1.5.2022   | 1.12                                   |
|   | 1,020,000   | (1,020,000)                   | -   | -   | -  | -   | -  |                                 |                        |  |
| <b>Other employees</b><br>其他僱員                          | 3,710,000   | 510,000                       | -   | (3,680,000)                                   | (180,000)                                  | -   | 360,000  | 19.3.2012                       | 19.3.2013 to 18.3.2022 | 1.09                                   |
|   | 3,929,000   | 510,000                       | -   | (3,206,000)                                   | (643,000)                                  | -   | 590,000  | 2.5.2012                        | 2.5.2013 to 1.5.2022   | 1.12                                   |
|   | 7,639,000   | 1,020,000                     | -   | (6,886,000)                                   | (823,000)                                  | -   | 950,000  |                                 |                        |  |
| <b>Total</b><br>合共                                      | 8,659,000   | -                             | -   | (6,886,000) <sup>3</sup>                      | (823,000)                                  | -   | 950,000  |                                 |                        |  |

Notes:

附註：

- All of the above options were vested equally on each of the first, second and third anniversaries of the date of grant.
- Mr. Leung Tat Kwong, Simon resigned as a Director of the Company with effect from 1st October 2015.
- The weighted average closing price of the shares of the Company immediately before the date on which the options were exercised was HK\$2.24.

- 上述所有購股權已經於授出日期的第一、第二及第三週年屆滿時等份歸屬。
- 梁達光先生辭任本公司董事，自二零一五年十月一日起生效。
- 緊接行使購股權日期前，本公司股份的加權平均收市價為2.24港元。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed in the sections headed "Directors' Interests in Shares and Underlying Shares" and "Share Option Scheme" above, at no time during the year ended 31st December 2015 was the Company, or any of its holding companies or fellow subsidiaries or subsidiaries a party to any arrangements to enable the Directors of the Company or their connected entities to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## CONTINUING CONNECTED TRANSACTIONS AND CONNECTED TRANSACTIONS

During the year ended 31st December 2015, the Group entered into the following transactions with its fellow subsidiaries, holding company and ultimate holding company which constituted continuing connected transactions (the "Continuing Connected Transactions") under the Listing Rules:

Set out below are the Continuing Connected Transactions which occurred during the year ended 31st December 2015 pursuant to a supply agreement and a distributor agreement entered into between Teamsun and the Company on 21st March 2013.

| Name of company<br>公司名稱  | Description of the transactions<br>交易之描述   | Amount<br>金額<br>HK\$'000<br>千港元 |
|--|--|---------------------------------|
| Teamsun<br>華勝天成  | Amount charged to the Group in respect of the Product Contracts<br>本集團就產品合約支付之金額 | 106                             |
|  | Amount charged to the Group in respect of the Service Contracts<br>本集團就服務合約支付之金額 | 4                               |
|  | Amount charged by the Group in respect of the Service Contracts<br>本集團就服務合約收取之金額 | 219                             |
| ITMS (HK) Limited  | Amount charged to the Group in respect of the Service Contracts<br>本集團就服務合約支付之金額 | 414                             |
| Beijing TongMap Information Technology Co., Ltd.<br>北京中科通圖信息技術有限公司 | Amount charged to the Group in respect of the Service Contracts<br>本集團就服務合約支付之金額 | 38                              |
| ITMS Technology (Beijing) Co., Ltd.<br>翰竺科技(北京)有限公司                | Amount charged to the Group in respect of the Service Contracts<br>本集團就服務合約支付之金額 | 154                             |

## 董事購買股份或債券之權利

除上文「董事之股份及相關股份之權益」及「購股權計劃」所披露者外，本公司、其任何控股公司、同系附屬公司或附屬公司於截至二零一五年十二月三十一日止年度內任何時間概無作出任何安排，致使本公司之董事或其有關連實體可藉購買本公司或任何其他法人團體之股份或債券而獲利。

## 持續關連交易及關連交易

於截至二零一五年十二月三十一日止年度內，本集團與其同系附屬公司、控股公司及最終控股公司進行且根據上市規則構成持續關連交易（「持續關連交易」）之交易如下：

下表載列根據華勝天成與本公司於二零一三年三月二十一日訂立之供應協議及分銷商協議於截至二零一五年十二月三十一日止年度內進行之持續關連交易。

## CONTINUING CONNECTED TRANSACTIONS AND CONNECTED TRANSACTIONS (Continued)

The above Continuing Connected Transactions are subject to various annual cap amounts disclosed in the Company's circular dated 24th April 2013. Capitalised terms used in this section shall have the same meanings as those defined in the aforesaid circular unless specified otherwise.

The Company's Auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000, "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740, "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Auditor has issued an unqualified letter containing their findings and conclusions in respect of the Continuing Connected Transactions disclosed by the Group above in accordance with Rule 14A.56 of the Listing Rules.

All of the Independent Non-Executive Directors of the Company have reviewed and confirmed that the above Continuing Connected Transactions were entered into:

- (i) in the ordinary and usual course of business of the Company;
- (ii) either on normal commercial terms or, where there were no sufficient comparables, on terms no less favorable to the Group than terms available to or from independent third parties; and
- (iii) in accordance with the relevant agreements governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole.

## 持續關連交易及關連交易 (續)

上述持續關連交易須遵守本公司日期為二零一三年四月二十四日之通函披露之多個全年上限。除另有指明者外，本節採用之詞彙與上述通函所定義者具有相同涵義。

本公司核數師已獲聘請根據香港會計師公會發出的香港保證服務準則第3000號「審核及審閱歷史財務資料以外的保證服務」，以及參考執行指引第740號「根據香港上市規則發出的關連交易核數師函件」以匯報本集團持續關連交易。核數師已根據上市規則第14A.56條出具無保留意見函件，函件載有對本集團已披露的持續關連交易的發現和總結。

本公司全體獨立非執行董事已審閱及確認，上述持續關連交易乃：

- (i) 在本公司日常及一般業務過程中進行；
- (ii) 按一般商業條款進行，或如並無足夠交易可比較，則按對本集團而言不遜於本集團給予獨立第三方或獨立第三方給予本集團之條款進行；及
- (iii) 按規管交易之相關協議之條款進行，該條款乃屬公平合理並符合本公司股東之整體利益。

## SUBSTANTIAL SHAREHOLDERS

As at 31st December 2015, so far as was known to the Directors and chief executives of the Company, the interests and short positions of every person (other than Directors or chief executives of the Company) in the shares or underlying shares of the Company which were recorded in the register of interests required to be kept by the Company under Section 336 of the SFO, were as follows:

| Name of shareholder<br>股東名稱 | Nature<br>性質        | Number of ordinary<br>shares of the Company held<br>公司持有之普通股股份數目 |                             | Percentage of<br>issued share capital<br>%<br>佔發行股本之<br>百分比 |
|-----------------------------|---------------------|--|-----------------------------|---|
|                             |                     | Direct<br>interest<br>直接權益                                       | Deemed<br>interest<br>被視為權益 |   |
| Hong Kong Teamsun<br>香港華勝天成 | Long Position<br>好倉 | 208,792,996  | –                           | 65.50   |
| Teamsun<br>華勝天成             | Long Position<br>好倉 | –  | 208,792,996 <sup>1</sup>    | 65.50   |

Note:

<sup>1</sup> Teamsun was interested in the entire issued share capital of Hong Kong Teamsun and was therefore deemed to be interested in the 208,792,996 shares in which Hong Kong Teamsun was interested.

Save as mentioned above, as at 31st December 2015, there was no other person (other than the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company and the Stock Exchange.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31st December 2015, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

## 主要股東

於二零一五年十二月三十一日，就董事及本公司最高行政人員所知，董事或本公司最高行政人員以外的人士，於本公司之股份或相關股份中擁有根據證券及期貨條例第336條本公司須予備存之登記冊所記錄之權益或淡倉如下：

| Name of shareholder<br>股東名稱 | Nature<br>性質        | Number of ordinary<br>shares of the Company held<br>公司持有之普通股股份數目 |                             | Percentage of<br>issued share capital<br>%<br>佔發行股本之<br>百分比 |
|-----------------------------|---------------------|--|-----------------------------|---|
|                             |                     | Direct<br>interest<br>直接權益                                       | Deemed<br>interest<br>被視為權益 |   |
| Hong Kong Teamsun<br>香港華勝天成 | Long Position<br>好倉 | 208,792,996  | –                           | 65.50   |
| Teamsun<br>華勝天成             | Long Position<br>好倉 | –  | 208,792,996 <sup>1</sup>    | 65.50   |

附註：

<sup>1</sup> 華勝天成於香港華勝天成全部已發行股本中擁有權益，故被視作於香港華勝天成擁有權益之208,792,996股股份中擁有權益。

除上文所述者外，於二零一五年十二月三十一日，並無任何董事或本公司最高行政人員以外的人士於本公司之股份或相關股份中擁有根據證券及期貨條例第336條本公司須予備存之登記冊所記錄或須另行知會本公司及聯交所之權益或淡倉。

## 購買、出售或贖回上市證券

於截至二零一五年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 優先認購權

在本公司之公司細則或百慕達法例下，並無有關強制本公司按比例向現有股東發售新股之優先認購權之規定。

## CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance Code (the "Code") set out in Appendix 14 to the Listing Rules throughout the year ended 31st December 2015, except as noted below:

- (a) with respect to Code provision A.4.1, all former Non-Executive Directors of the Company who resigned during the year were not appointed for a specific term but were subject to retirement by rotation and re-election in accordance with the Company's Bye-laws. However, following the resignation of all former Non-Executive Directors of the Company, all Non-Executive Directors of the Company who are newly appointed during the year are under a specific term and the Company has complied with the requirements under Code provision A.4.1 accordingly;
- (b) with respect to Code provision A.6.7, one former Non-Executive Director, who resigned with effect from 30th September 2015, did not attend the annual general meeting of the Company held on 20th May 2015 (the "2015 AGM") due to other commitments;
- (c) with respect to Code provision D.1.4, the Company did not have formal letters of appointment for all former Non-Executive Directors of the Company who resigned during the year. However, the terms of reference have set out the work scope of the Board committees and delegation made by the Board in respect of the responsibilities of the Non-Executive Directors in such Board committees. However, following the resignation of all former Non-Executive Directors of the Company, the Company has formal letters of appointment for all Non-Executive Directors of the Company, who are newly appointed during the year, setting out the key terms and conditions of their appointment and the Company has complied with the requirements under Code provision D.1.4 accordingly;
- (d) with respect to Code provision E.1.2, Mr. Hu Liankui, the former Chairman of the Board, who resigned with effect from 30th September 2015, was unable to attend the 2015 AGM due to other commitments; and

## 企業管治

本公司於截至二零一五年十二月三十一日止年度內一直遵守上市規則附錄 14 所載之《企業管治守則》(「守則」)，除如下：

- (甲)就守則條文第A.4.1條而言，本公司於年內辭任之全體前非執行董事均非按指定任期獲委任，惟須根據本公司之公司細則之規定輪值告退並膺選連任。惟隨著全體前非執行董事的辭任，本公司於年內新獲委任之全體非執行董事均按指定任期獲委任，本公司據此已符合守則條文第A.4.1條之規定。
- (乙)就守則條文第A.6.7條而言，一位前非執行董事(自二零一五年九月三十日起辭任)由於其他職務，未能出席於二零一五年五月二十日舉行之本公司股東週年大會(「二零一五年股東週年大會」)；
- (丙)就守則條文第D.1.4條而言，本公司未有向於年內辭任之全體前非執行董事發正式委任函，惟董事會已就全體非執行董事的職責制定職權範圍，當中載有董事會轄下委員會的工作範圍及職權。惟隨著全體前非執行董事的辭任，本公司已向於年內新獲委任之全體非執行董事發正式委任函，訂明彼等委任的主要條款及條件，本公司據此已符合守則條文第D.1.4條之規定；
- (丁)就守則條文第E.1.2條而言，前董事會主席胡聯奎先生(自二零一五年九月三十日起辭任)由於其他職務，未能出席二零一五年股東週年大會；及

## CORPORATE GOVERNANCE (Continued)

(e) with respect to Rules 3.10(1), 3.10(2), 3.10A, 3.21 and 3.25 of the Listing Rules and Code provision A.5.1, following the resignation of three Independent Non-Executive Directors and one Non-Executive Director with effect from 23rd September 2015 and 30th September 2015 respectively, the Company has once failed to comply with the requirements that (i) every board of directors must include at least three independent non-executive directors; (ii) at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise; (iii) the Company must appoint independent non-executive directors representing at least one-third of the board of directors; (iv) the audit committee must comprise a minimum of three members and non-executive directors only, at least one of whom is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise; (v) the remuneration committee must be chaired by an independent non-executive director and comprise a majority of independent non-executive directors; and (vi) the nomination committee should be chaired by the chairman of the board or an independent non-executive director and comprise a majority of independent non-executive directors. However, upon (i) the appointment of Mr. Pan Xinrong as an Independent Non-Executive Director of the Company, the chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee with effect from 30th September 2015; (ii) the appointment of Mr. Deng Jianxin as an Independent Non-Executive Director of the Company, the chairman of the Audit Committee and a member of the Nomination Committee with effect from 30th September 2015; (iii) the appointment of Mr. Li Wei as the Chairman of the Board, the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee with effect from 30th September 2015; and (iv) the appointment of Ms. Ye Fang as an Independent Non-Executive Director of the Company, a member of the Audit Committee and Remuneration Committee with effect from 12th November 2015, the Company has complied with the requirements under Rules 3.10(1), 3.10(2), 3.10A, 3.21 and 3.25 of the Listing Rules and Code provision A.5.1 accordingly.

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed they have complied with the required standard set out in the Model Code during the year ended 31st December 2015.

## 企業管治 (續)

(戊)就上市規則3.10(1)、3.10(2)、3.10A、3.21及3.25條及守則條文第A.5.1條而言，隨著三名獨立非執行董事及一名非執行董事分別自二零一五年九月二十三日及二零一五年九月三十日起辭任後，本公司暫未能符合(i)董事會須至少包括三名獨立非執行董事；(ii)至少一名獨立非執行董事須具備適當的專業資格或會計或相關財務管理專長之獨立非執行董事；(iii)獨立非執行董事必須佔董事會成員人數至少三分之一；(iv)審核委員會必須至少由三名成員組成，其成員須全部是非執行董事，其中須至少有一名具備適當專業資格或會計或相關財務管理專長的獨立非執行董事；(v)薪酬委員會必須由獨立非執行董事出任主席及大部份成員須為獨立非執行董事；及(vi)提名委員會必須由董事會主席或獨立非執行董事擔任主席及成員須以獨立非執行董事佔大多數的要求。惟隨著(i)潘欣榮先生獲委任為本公司獨立非執行董事、薪酬委員會主席、審核委員會及提名委員會成員，自二零一五年九月三十日起生效；(ii)鄧建新先生獲委任為本公司獨立非執行董事、審核委員會主席及提名委員會成員，自二零一五年九月三十日起生效；(iii)李偉先生獲委任為本公司董事會主席、提名委員會主席、審核委員會及薪酬委員會成員，自二零一五年九月三十日起生效；及(iv)葉芳女士獲委任為本公司獨立非執行董事、審核委員會及薪酬委員會成員，自二零一五年十一月十二日起生效，本公司據此已符合上市規則第3.10(1)條、3.10(2)條、3.10A條、3.21條及3.25條，以及守則條文第A.5.1條所規定的要求。

本公司已採納上市規則附錄10所載之標準守則。本公司已就董事於截至二零一五年十二月三十一日止年度內是否有遵守標準守則作出查詢，全體董事均確認他們已完全遵從標準守則所規定之準則。



## SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient public float throughout the year ended 31st December 2015.

## PERMITTED INDEMNITY PROVISIONS

As permitted by the Company's Bye-laws, a director of the Company may be indemnified out of the Company's assets against any liability incurred by the director, to the extent permitted by Bermuda law. Such permitted indemnity provision has been in force during the year and is currently in force at the time of approval of this report.

The Company has also taken out and maintained directors' and officers' liability insurance during the year, which provides appropriate cover for certain legal actions brought against its directors and officers.

As permitted by the articles of association of the Company's subsidiaries in Hong Kong ("Hong Kong Subsidiaries"), a director or a former director of the Hong Kong Subsidiaries may be indemnified out of the Hong Kong Subsidiaries' assets against any liability incurred by the director to a person other than the Hong Kong Subsidiaries or an associated company of the Hong Kong Subsidiaries, to the extent permitted by law. Such permitted indemnity provision is currently in force at the time of approval of this report.

## AUDIT COMMITTEE

The Audit Committee met four times during the year ended 31st December 2015. During the meetings, the Audit Committee reviewed with the management the continuing connected transactions, connected transactions, accounting principles and practices adopted by the Group including the review of the annual results and interim results, and discussed various auditing, financial reporting and internal control matters.

## AUDITOR

A resolution will be tabled in the forthcoming annual general meeting to re-appoint Grant Thornton Hong Kong Limited as Auditor of the Company.

On behalf of the Board

**WANG Yueou**  
*Acting Chief Executive Officer*

Hong Kong, 23rd March 2016

\* For identification purpose only

## 公眾持股量

根據本公司可公開獲取之資料及據董事所知，董事確認本公司於截至二零一五年十二月三十一日止年度內一直維持充足之公眾持股量。

## 獲准許的彌償條文

本公司之公司細則允許本公司董事可在百慕達法律允許的範圍內，獲得從本公司於其資產中補償所有責任。此等獲准許的彌償條文於本年度內及至批准本報告時仍為有效。

本公司於年內已購買及維持董事及高級職員責任保險，為其董事及高級職員面對若干法律行動時提供適當的保障。

本公司於香港附屬公司（「香港附屬公司」）之組織章程細則允許香港附屬公司董事或前董事可在法律允許的範圍內，獲得從香港附屬公司於其資產中補償所有除香港附屬公司或香港附屬公司相聯公司以外因該董事為香港附屬公司董事的任何責任。此等獲准許的彌償條文至批准本報告時仍為有效。

## 審核委員會

審核委員會已於截至二零一五年十二月三十一日止年度內舉行四次會議。審核委員會已聯同管理層審閱持續關連交易、關連交易，以及本集團採納之會計原則及慣例，包括審閱年度業績及中期業績，並與管理層討論若干核數、財務申報及內部監控事宜。

## 核數師

本公司將於應屆股東週年大會上提呈決議案以續聘致同（香港）會計師事務所有限公司為本公司之核數師。

代表董事會

**王粵鷗**  
*代理行政總裁*

香港，二零一六年三月二十三日

\* 僅供識別

# Independent Auditor's Report

## 獨立核數師報告



**To the members of Automated Systems Holdings Limited**  
自動系統集團有限公司  
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Automated Systems Holdings Limited (the "Company") and its subsidiaries set out on pages 65 to 168, which comprise the consolidated statement of financial position as at 31st December 2015, the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information.

## DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

致：自動系統集團有限公司  
全體股東  
(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核列載於第65至第168頁自動系統集團有限公司(以下簡稱「貴公司」)及其附屬公司之綜合財務報表，此綜合財務報表包括於二零一五年十二月三十一日之綜合財務狀況表及截至該日止年度之綜合損益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，及主要會計政策概要及其他附註解釋資料。

## 董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港《公司條例》之披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

## 核數師之責任

我們之責任是根據我們的審計對該等綜合財務報表作出意見並按照百慕達《一九八一年公司法》第90條僅向整體股東報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告之內容向任何其他人士負責或承擔任何責任。

我們已根據香港會計師公會頒佈之香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存有任何重大錯誤陳述。

## Independent Auditor's Report 獨立核數師報告

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

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

### OPINION

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

#### Grant Thornton Hong Kong Limited

*Certified Public Accountants*  
Level 12  
28 Hennessy Road, Wanchai  
Hong Kong

23rd March 2016

#### Shaw Chi Kit

Practising Certificate No.: P04834

審計涉及執行情序以獲取有關綜合財務報表所載金額及披露資料之審計憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。評估該等風險時，核數師考慮與該公司所編製綜合財務報表以作出真實而公平的反映相關內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用之會計政策之合適性及作出會計估計之合理性，以及評價綜合財務報表之整體列報方式。

我們相信，我們所獲得之審計憑證能充足和適當地為我們之審計意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及其附屬公司於二零一五年十二月三十一日之財務狀況以及截至該日止年度之財務表現及現金流量，並已遵照香港《公司條例》的披露規定妥為編製。

#### 致同(香港)會計師事務所有限公司

執業會計師  
香港  
灣仔軒尼詩道28號  
12樓

二零一六年三月二十三日

#### 邵子傑

執業證書編號：P04834

# Consolidated Statement of Profit or Loss

## 綜合損益表

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

|   |                |    | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|----------------|----|----------------------------------|----------------------------------|
|   | Notes<br>附註    |    |                                  |                                  |
| <b>Revenue</b>  | 收入             | 7  | <b>1,506,041</b>                 | 1,433,921                        |
| Cost of goods sold  | 銷貨成本           |    | <b>(748,682)</b>                 | (732,265)                        |
| Cost of services rendered   | 提供服務之成本        |    | <b>(613,803)</b>                 | (587,406)                        |
| Other income  | 其他收入           | 8  | <b>4,537</b>                     | 5,277                            |
| Other gain, net   | 其他淨收益          | 9  | <b>2,629</b>                     | 43,165                           |
| Fair value gain on revaluation of investment properties                 | 重估投資物業之公允價值收益  | 20 | –                                | 6,658                            |
| Selling expenses  | 銷售費用           |    | <b>(73,389)</b>                  | (70,354)                         |
| Administrative expenses   | 行政費用           |    | <b>(43,314)</b>                  | (46,945)                         |
| Finance income  | 財務收入           | 10 | <b>478</b>                       | 925                              |
| Finance costs   | 財務成本           | 11 | <b>(1,005)</b>                   | (1,414)                          |
| Share of results of associates  | 應佔聯營公司業績       | 22 | <b>(5,914)</b>                   | (21,973)                         |
| <b>Profit before income tax</b>   | 除所得稅前溢利        | 12 | <b>27,578</b>                    | 29,589                           |
| Income tax expense  | 所得稅開支          | 16 | <b>(7,874)</b>                   | (1,125)                          |
| <b>Profit for the year</b>  | 年內溢利           |    | <b>19,704</b>                    | 28,464                           |
| <b>Attributable to:</b>   | 應佔：            |    |                                  |                                  |
| Equity holders of the Company   | 本公司股本持有人       |    | <b>19,704</b>                    | 28,495                           |
| Non-controlling interests   | 非控股權益          |    | –                                | (31)                             |
|   |                |    | <b>19,704</b>                    | 28,464                           |
| <b>Earnings per share attributable to equity holders of the Company</b> | 本公司股本持有人應佔每股盈利 |    | <b>HK cents<br/>港仙</b>           | HK cents<br>港仙                   |
| Basic   | 基本             | 18 | <b>6.24</b>                      | 9.15                             |
| Diluted   | 攤薄             | 18 | <b>6.20</b>                      | 9.15                             |

The notes on pages 72 to 168 are an integral part of these consolidated financial statements.

載於第72至第168頁之附註構成綜合財務報表之不可或缺部分。

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

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

|  | Notes<br>附註 | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|-------------|----------------------------------|----------------------------------|
| <b>Profit for the year</b>   |             | <b>19,704</b>                    | 28,464                           |
| <b>Other comprehensive income/(loss):</b>  |             |                                  |                                  |
| <i>Items that will not be reclassified subsequently to profit or loss:</i>                                 |             |                                  |                                  |
|  |             |                                  |                                  |
| Revaluation surplus of leasehold land and buildings  | 19          | 7,989                            | 42,482                           |
| Deferred taxation arising from revaluation surplus of leasehold land and buildings                         | 38          | (1,318)                          | (7,010)                          |
| <i>Items that may be reclassified subsequently to profit or loss:</i>                                      |             |                                  |                                  |
| Exchange differences on translation of overseas operations   |             | (5,593)                          | (2,448)                          |
| Reclassification adjustment of translation reserve upon deemed disposal of partial interests in associates | 31          | 52                               | –                                |
| Reclassification adjustment of translation reserve upon deemed disposal of subsidiaries                    | 32          | –                                | (451)                            |
| Share of other comprehensive income/(loss) of associates   | 22          | 78                               | (202)                            |
| <b>Total comprehensive income for the year</b>   |             | <b>20,912</b>                    | 60,835                           |
| <b>Attributable to:</b>  |             |                                  |                                  |
| Equity holders of the Company  |             | 20,912                           | 60,866                           |
| Non-controlling interests  |             | –                                | (31)                             |
|  |             | <b>20,912</b>                    | 60,835                           |

The notes on pages 72 to 168 are an integral part of these consolidated financial statements.

載於第72至第168頁之附註構成綜合財務報表之不可或缺部分。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31st December 2015 於二零一五年十二月三十一日

|   |                     |    | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|---------------------|----|----------------------------------|----------------------------------|
|   | Notes<br>附註         |    |                                  |                                  |
| <b>Non-current assets</b>                                       | <b>非流動資產</b>        |    |                                  |                                  |
| Property, plant and equipment                                   | 物業、廠房及設備            | 19 | 278,482                          | 278,485                          |
| Investment properties   | 投資物業                | 20 | 50,200                           | 50,200                           |
| Intangible assets   | 無形資產                | 21 | 2,349                            | 4,018                            |
| Interests in associates   | 聯營公司權益              | 22 | 58,382                           | 63,569                           |
| Finance lease receivables                                       | 應收融資租賃款項            | 26 | 3,943                            | 5,184                            |
| Deferred income tax assets                                      | 遞延所得稅資產             | 38 | 679                              | 3,345                            |
|   |                     |    | <b>394,035</b>                   | 404,801                          |
| <b>Current assets</b>   | <b>流動資產</b>         |    |                                  |                                  |
| Inventories   | 存貨                  | 24 | 106,842                          | 125,239                          |
| Trade receivables   | 應收貿易款項              | 25 | 218,282                          | 179,417                          |
| Finance lease receivables                                       | 應收融資租賃款項            | 26 | 4,254                            | 10,015                           |
| Other receivables,<br>deposits and prepayments                  | 其他應收款項、<br>按金及預付款項  | 27 | 27,926                           | 24,521                           |
| Amounts due from customers<br>for contract work                 | 合約工程應收客戶款項          | 28 | 248,647                          | 271,058                          |
| Other financial asset   | 其他金融資產              | 29 | 1,180                            | –                                |
| Tax recoverable   | 可收回稅項               |    | 1,000                            | 6,052                            |
| Restricted bank deposits  | 受限制銀行存款             | 30 | –                                | 781                              |
| Cash and cash equivalents                                       | 現金及現金等價物            | 30 | 172,955                          | 130,439                          |
|   |                     |    | <b>781,086</b>                   | 747,522                          |
| <b>Total assets</b>   | <b>總資產</b>          |    | <b>1,175,121</b>                 | 1,152,323                        |
| <b>Equity attributable to equity<br/>holders of the Company</b> | <b>本公司股本持有人應佔權益</b> |    |                                  |                                  |
| Share capital   | 股本                  | 33 | 31,875                           | 31,186                           |
| Share premium   | 股份溢價賬               |    | 114,305                          | 105,528                          |
| Reserves  | 儲備                  |    | 537,170                          | 526,123                          |
| <b>Total equity</b>   | <b>總權益</b>          |    | <b>683,350</b>                   | 662,837                          |

The notes on pages 72 to 168 are an integral part of these consolidated financial statements.

載於第72至第168頁之附註構成綜合財務報表之不可或缺部分。



## Consolidated Statement of Financial Position 綜合財務狀況表

As at 31st December 2015 於二零一五年十二月三十一日

|  |                 | Notes<br>附註 | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|-----------------|-------------|----------------------------------|----------------------------------|
| <b>Non-current liabilities</b>               | <b>非流動負債</b>    |             |                                  |                                  |
| Deferred income tax liabilities              | 遞延所得稅負債         | 38          | 44,510                           | 43,228                           |
|  |                 |             | <b>44,510</b>                    | 43,228                           |
| <b>Current liabilities</b>                   | <b>流動負債</b>     |             |                                  |                                  |
| Trade payables                               | 應付貿易款項          | 34          | 244,907                          | 228,632                          |
| Other payables and accruals                  | 其他應付款項及應計費用     | 35          | 63,730                           | 56,479                           |
| Receipts in advance                          | 預收收益            | 36          | 117,521                          | 118,004                          |
| Current income tax liabilities               | 即期所得稅負債         |             | 1,103                            | 1,143                            |
| Bank borrowings                              | 銀行借貸            | 37          | 20,000                           | 42,000                           |
|  |                 |             | <b>447,261</b>                   | 446,258                          |
| <b>Total liabilities</b>                     | <b>總負債</b>      |             | <b>491,771</b>                   | 489,486                          |
| <b>Total equity and liabilities</b>          | <b>總權益及負債</b>   |             | <b>1,175,121</b>                 | 1,152,323                        |
| <b>Net current assets</b>                    | <b>流動資產淨額</b>   |             | <b>333,825</b>                   | 301,264                          |
| <b>Total assets less current liabilities</b> | <b>總資產減流動負債</b> |             | <b>727,860</b>                   | 706,065                          |

LI Wei  
李偉  
Director  
董事

WANG Yueou  
王粵鷗  
Director  
董事

The notes on pages 72 to 168 are an integral part of these consolidated financial statements.

載於第72至第168頁之附註構成綜合財務報表之不可或缺部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

|   |                          | Attributable to equity holders of the Company<br>本公司股本持有人應佔 |                       |  |  |                             |   |                           |                 |                                    |                      |
|---|--------------------------|---|-----------------------|--|--|-----------------------------|---|---------------------------|-----------------|------------------------------------|----------------------|
|   |                          | Share capital<br>股本   | Share premium<br>股份溢價 | Special reserve<br>(Note (i))<br>特別儲備<br>(附註(i)) | Property revaluation reserve<br>物業重估儲備 | Translation reserve<br>匯兌儲備 | Share-based payment reserve<br>以股份為基礎<br>支付儲備 | Retained earnings<br>保留盈利 | Total<br>總額     | Non-controlling interests<br>非控股權益 | Total equity<br>權益總額 |
|   |                          | HK\$'000<br>千港元   | HK\$'000<br>千港元       | HK\$'000<br>千港元                                  | HK\$'000<br>千港元                        | HK\$'000<br>千港元             | HK\$'000<br>千港元                               | HK\$'000<br>千港元           | HK\$'000<br>千港元 | HK\$'000<br>千港元                    | HK\$'000<br>千港元      |
| <b>At 1st January 2014</b>  | 於二零一四年一月一日               | 31,140  | 104,947               | 34,350   | 154,174                                | 2,205                       | 3,548   | 278,283                   | 608,647         | -                                  | 608,647              |
| <b>Comprehensive income:</b>  | <b>全面收益：</b>             |   |                       |  |  |                             |   |                           |                 |                                    |                      |
| Profit for the year   | 年內溢利                     | -   | -                     | -  | -                                      | -                           | -   | 28,495                    | 28,495          | (31)                               | 28,464               |
| <b>Other comprehensive income/(loss):</b>   | <b>其他全面收益/(虧損)：</b>      |   |                       |  |  |                             |   |                           |                 |                                    |                      |
| Revaluation surplus of leasehold land and buildings   | 租賃土地及樓宇重估盈餘              | -   | -                     | -  | 42,482                                 | -                           | -   | -                         | 42,482          | -                                  | 42,482               |
| Deferred taxation arising from revaluation surplus of leasehold land and buildings                | 租賃土地及樓宇重估盈餘產生之遞延稅項       | -   | -                     | -  | (7,010)                                | -                           | -   | -                         | (7,010)         | -                                  | (7,010)              |
| Exchange differences on translation of overseas operations  | 換算海外業務之匯兌差異              | -   | -                     | -  | -                                      | (2,448)                     | -   | -                         | (2,448)         | -                                  | (2,448)              |
| Reclassification adjustment of translation reserve upon deemed disposal of subsidiaries (Note 32) | 視作出售附屬公司時匯兌儲備之重列調整(附註32) | -   | -                     | -  | -                                      | (451)                       | -   | -                         | (451)           | -                                  | (451)                |
| Share of other comprehensive loss of associates (Note 22)   | 應佔聯營公司其他全面虧損(附註22)       | -   | -                     | -  | -                                      | (202)                       | -   | -                         | (202)           | -                                  | (202)                |
| <b>Total comprehensive income for the year</b>  | <b>年內全面收益總額</b>          | -   | -                     | -  | 35,472                                 | (3,101)                     | -   | 28,495                    | 60,866          | (31)                               | 60,835               |
| <b>Transactions with owners:</b>  | <b>與擁有人之交易：</b>          |   |                       |  |  |                             |   |                           |                 |                                    |                      |
| Forfeiture of unclaimed dividends   | 沒收未領股息                   | -   | -                     | -  | -                                      | -                           | -   | 3                         | 3               | -                                  | 3                    |
| Issue of ordinary shares upon exercise of share options   | 行使購股權時發行之普通股             | 46  | 581                   | -  | -                                      | -                           | (126)   | -                         | 501             | -                                  | 501                  |
| Recognition of equity-settled share-based payments  | 確認以股份為基礎支付之開支            | -   | -                     | -  | -                                      | -                           | 1,825   | -                         | 1,825           | -                                  | 1,825                |
| Lapse of share options transferred to retained earnings   | 轉撥至保留盈利之失效購股權            | -   | -                     | -  | -                                      | -                           | (302)   | 302                       | -               | -                                  | -                    |
| Non-controlling interests arising from share transfer (Note 32)                                   | 股份轉讓產生非控股權益(附註32)        | -   | -                     | -  | -                                      | -                           | -   | -                         | -               | 9,005                              | 9,005                |
| Disposal of subsidiaries (Note 32)  | 出售附屬公司(附註32)             | -   | -                     | -  | -                                      | -                           | (2,686)                                       | (6,319)                   | (9,005)         | (8,974)                            | (17,979)             |
| <b>Total transactions with owners</b>   | <b>與擁有人之交易總額</b>         | 46  | 581                   | -  | -                                      | -                           | (1,289)                                       | (6,014)                   | (6,676)         | 31                                 | (6,645)              |
| <b>At 31st December 2014</b>  | 於二零一四年十二月三十一日            | 31,186  | 105,528               | 34,350   | 189,646                                | (896)                       | 2,259   | 300,764                   | 662,837         | -                                  | 662,837              |

The notes on pages 72 to 168 are an integral part of these consolidated financial statements.

載於第72至第168頁之附註構成綜合財務報表之不可或缺部分。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

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

|  |                                | Attributable to equity holders of the Company<br>本公司股本持有人應佔 |                       |  |  |                             |   |                           |                |                                    |                      |
|--|--------------------------------|---|-----------------------|--|--|-----------------------------|---|---------------------------|----------------|------------------------------------|----------------------|
|  |                                | Share capital<br>股本   | Share premium<br>股份溢價 | Special reserve<br>(Note (i))<br>特別儲備<br>(附註(i)) | Property revaluation reserve<br>物業重估儲備 | Translation reserve<br>匯兌儲備 | Share-based payment reserve<br>以股份為基礎<br>支付儲備 | Retained earnings<br>保留盈利 | Total<br>總額    | Non-controlling interests<br>非控股權益 | Total equity<br>權益總額 |
|  |                                | HKS'000<br>千港元  | HKS'000<br>千港元        | HKS'000<br>千港元                                   | HKS'000<br>千港元                         | HKS'000<br>千港元              | HKS'000<br>千港元                                | HKS'000<br>千港元            | HKS'000<br>千港元 | HKS'000<br>千港元                     | HKS'000<br>千港元       |
| At 1st January 2015  | 於二零一五年一月一日                     | 31,186  | 105,528               | 34,350   | 189,646                                | (896)                       | 2,259   | 300,764                   | 662,837        | -                                  | 662,837              |
| <b>Comprehensive income:</b>   | <b>全面收益：</b>                   |   |                       |  |  |                             |   |                           |                |                                    |                      |
| Profit for the year  | 年內溢利                           | -   | -                     | -  | -                                      | -                           | -   | 19,704                    | 19,704         | -                                  | 19,704               |
| <b>Other comprehensive income/(loss):</b>  | <b>其他全面收益/(虧損)：</b>            |   |                       |  |  |                             |   |                           |                |                                    |                      |
| Revaluation surplus of leasehold land and buildings  | 租賃土地及樓宇重估盈餘                    | -   | -                     | -  | 7,989                                  | -                           | -   | -                         | 7,989          | -                                  | 7,989                |
| Deferred taxation arising from revaluation surplus of leasehold land and buildings                                   | 租賃土地及樓宇重估盈餘產生之遞延稅項             | -   | -                     | -  | (1,318)                                | -                           | -   | -                         | (1,318)        | -                                  | (1,318)              |
| Exchange differences on translation of overseas operations   | 換算海外業務之匯兌差異                    | -   | -                     | -  | -                                      | (5,593)                     | -   | -                         | (5,593)        | -                                  | (5,593)              |
| Reclassification adjustment of translation reserve upon deemed disposal of partial interests in associates (Note 31) | 視作出售聯營公司部份權益時匯兌儲備之重列調整(附註31)   | -   | -                     | -  | -                                      | 52                          | -   | -                         | 52             | -                                  | 52                   |
| Share of other comprehensive income of associates (Note 22)  | 應佔聯營公司其他全面收益(附註22)             | -   | -                     | -  | -                                      | 78                          | -   | -                         | 78             | -                                  | 78                   |
| <b>Total comprehensive income for the year</b>   | <b>年內全面收益總額</b>                | -   | -                     | -  | 6,671                                  | (5,463)                     | -   | 19,704                    | 20,912         | -                                  | 20,912               |
| <b>Transactions with owners:</b>   | <b>與擁有人之交易：</b>                |   |                       |  |  |                             |   |                           |                |                                    |                      |
| Forfeiture of unclaimed dividends  | 沒收未領股息                         | -   | -                     | -  | -                                      | -                           | -   | 16                        | 16             | -                                  | 16                   |
| Final dividend for the year ended 31st December 2014 (Note 17)   | 派發截至二零一四年十二月三十一日止年度之末期股息(附註17) | -   | -                     | -  | -                                      | -                           | -   | (7,908)                   | (7,908)        | -                                  | (7,908)              |
| Issue of ordinary shares upon exercise of share options  | 行使購股權時發行之普通股                   | 689   | 8,777                 | -  | -                                      | -                           | (1,863)                                       | -                         | 7,603          | -                                  | 7,603                |
| Recognition of equity-settled share-based payments   | 確認以股份為基礎支付之開支                  | -   | -                     | -  | -                                      | -                           | (110)   | -                         | (110)          | -                                  | (110)                |
| Lapse of share options transferred to retained earnings  | 轉撥至保留盈利之失效購股權                  | -   | -                     | -  | -                                      | -                           | (33)  | 33                        | -              | -                                  | -                    |
| <b>Total transactions with owners</b>  | <b>與擁有人之交易總額</b>               | 689   | 8,777                 | -  | -                                      | -                           | (2,006)                                       | (7,859)                   | (399)          | -                                  | (399)                |
| At 31st December 2015  | 於二零一五年十二月三十一日                  | 31,875  | 114,305               | 34,350   | 196,317                                | (6,359)                     | 253   | 312,609                   | 683,350        | -                                  | 683,350              |

Note (i): The special reserve of Automated Systems Holdings Limited (the "Company") and its subsidiaries (together the "Group") represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the Group reorganisation prior to the listing of the Company's shares in 1997.

附註(i)：自動系統集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)之特別儲備指於一九九七年本公司股份上市前進行集團重組時，被收購之附屬公司已發行股份之面值，與就該收購而發行的本公司股份之面值，兩者之間之差額。

The notes on pages 72 to 168 are an integral part of these consolidated financial statements.

載於第72至第168頁之附註構成綜合財務報表之不可或缺部分。

# Consolidated Statement of Cash Flows

## 綜合現金流量表

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

|   |                    |    | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|--------------------|----|----------------------------------|----------------------------------|
|   | Notes<br>附註        |    |                                  |                                  |
| <b>Operating activities</b>                             | <b>經營業務</b>        |    |                                  |                                  |
| Cash generated from operations                          | 經營業務之現金收入          | 41 | 77,648                           | 40,687                           |
| Tax paid  | 已付稅項               |    | (4,450)                          | (7,832)                          |
| Overseas tax refund                                     | 退回海外稅項             |    | 83                               | 694                              |
| Tax refund  | 退回稅項               |    | 4,135                            | 10                               |
| <b>Net cash from operating activities</b>               | <b>經營業務之現金收入淨額</b> |    | <b>77,416</b>                    | <b>33,559</b>                    |
| <b>Investing activities</b>                             | <b>投資活動</b>        |    |                                  |                                  |
| Net cash outflow arising from disposal of subsidiaries  | 出售附屬公司產生現金流出淨額     | 32 | –                                | (12,567)                         |
| Purchases of property, plant and equipment              | 購買物業、廠房及設備         |    | (9,624)                          | (10,952)                         |
| Additions to intangible assets                          | 添置無形資產             | 21 | –                                | (153)                            |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備所得款項     |    | 47                               | 207                              |
| Proceeds from disposal of intangible assets             | 出售無形資產所得款項         |    | –                                | 1,727                            |
| Purchase of other financial asset                       | 購買其他金融資產           |    | (1,180)                          | –                                |
| Interest received                                       | 已收利息               | 8  | 54                               | 69                               |
| Dividends received from associates                      | 自聯營公司收取之股息         | 22 | 481                              | 582                              |
| <b>Net cash used in investing activities</b>            | <b>投資活動之現金支出淨額</b> |    | <b>(10,222)</b>                  | <b>(21,087)</b>                  |
| <b>Financing activities</b>                             | <b>融資活動</b>        |    |                                  |                                  |
| Proceeds from bank borrowings                           | 銀行借貸所得款項           |    | –                                | 30,000                           |
| Repayment of bank borrowings                            | 償還銀行借貸             |    | (22,000)                         | (37,257)                         |
| Proceeds from issuing shares                            | 發行股份所得款項           |    | 7,603                            | 501                              |
| Interest paid   | 已付利息               |    | (1,005)                          | (1,414)                          |
| Dividends paid  | 已付股息               |    | (7,908)                          | –                                |
| <b>Net cash used in financing activities</b>            | <b>融資活動之現金支出淨額</b> |    | <b>(23,310)</b>                  | <b>(8,170)</b>                   |
| Net increase in cash and cash equivalents               | 現金及現金等價物之增加淨額      |    | 43,884                           | 4,302                            |
| Cash and cash equivalents at the beginning of the year  | 年初之現金及現金等價物        |    | 130,439                          | 126,158                          |
| Effect of foreign exchange rate changes                 | 外匯匯率變動之影響          |    | (1,368)                          | (21)                             |
| Cash and cash equivalents at the end of the year        | 年終之現金及現金等價物        |    | 172,955                          | 130,439                          |

The notes on pages 72 to 168 are an integral part of these consolidated financial statements.

載於第72至第168頁之附註構成綜合財務報表之不可或缺部分。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 1. GENERAL INFORMATION

The Company was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). At 31st December 2015, its immediate holding company is Teamsun Technology (HK) Limited ("Hong Kong Teamsun"), a company incorporated in Hong Kong. Its ultimate holding company is Beijing Teamsun Technology Co., Ltd. ("Teamsun"), a company incorporated in the People's Republic of China (the "PRC") and its shares are listed on The Shanghai Stock Exchange of the PRC. The addresses of the registered office and principal place of business of the Company are Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda, and 15th Floor, Topsail Plaza, 11 On Sum Street, Shatin, New Territories, Hong Kong, respectively.

The Company is an investment holding company and provides corporate management services to its subsidiaries. The principal activities of its major associates and subsidiaries are set out in Note 22 and 48 respectively.

The consolidated financial statements are presented in thousands of units of Hong Kong dollars (HK\$'000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors (the "Board") on 23rd March 2016.

### 2. BASIS OF PREPARATION

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKAS") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the accounting principles generally accepted in Hong Kong.

The consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

### 1. 一般事項

本公司於百慕達註冊成立為一家受豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。於二零一五年十二月三十一日，其直接控股公司為於香港成立之華勝天成科技（香港）有限公司（「香港華勝天成」），其最終控股公司為於中華人民共和國（「中國」）成立及其股份於中國上海證券交易所上市之北京華勝天成科技股份有限公司（「華勝天成」）。本公司之註冊辦事處及主要營業地點之地址分別為Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda及香港新界沙田安心街11號華順廣場15樓。

本公司從事投資控股公司及提供公司管理服務予其附屬公司，其主要聯營及附屬公司之主要業務之詳情分別列於附註22及48。

除另有指明外，綜合財務報表乃以港元（千港元）呈列。綜合財務報表已獲董事會（「董事會」）於二零一六年三月二十三日批准刊發。

### 2. 編製基準

本綜合財務報表是按照香港財務報告準則（「香港財務報告準則」）編製，此統稱包括所有由香港會計師公會（「香港會計師公會」）頒布的個別適用的香港財務報告準則、香港會計準則（「香港會計準則」）和詮釋及香港公認之會計原則。

本綜合財務報表同時符合適用的香港公司條例披露規定及包括香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）披露規定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

## 2. BASIS OF PREPARATION (Continued)

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised in Note 3. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group's financial statements, if any, are disclosed below.

The consolidated financial statements have been prepared under the historical cost basis except that the leasehold land and buildings, investment properties and financial assets classified as at fair value through profit or loss are stated at fair values.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

The impacts of the adoption of the amended HKFRSs are discussed below:

### (a) Amended HKFRSs that are effective for the annual periods beginning on or after 1st January 2015:

In the current year, the Group has applied for the first time the following amended HKFRSs issued by the HKICPA, which are effective for the Group's financial statements for the annual period beginning on 1st January 2015:

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

*Annual Improvements to HKFRSs 2010-2012 Cycle*

*Annual Improvements to HKFRSs 2011-2013 Cycle*

## 2. 編製基準 (續)

編製此等綜合財務報表時所採用重大會計政策於附註3披露。除另有說明外，此等政策已獲一致應用於所有呈報期間。採納新訂或經修訂香港財務報告準則及對本集團財務報表之影響(如有)於下文概述。

綜合財務報表乃根據歷史成本法編製，惟以公允價值列賬的租賃土地及樓宇，投資物業及以公允價值透過損益列賬的金融資產除外。

編製符合香港財務報告準則之綜合財務報表要求使用若干關鍵會計估計。其亦要求管理層於應用本集團之會計政策時行使其判斷。涉及高度判斷或複雜性或涉及對綜合財務報表而言屬重大之假設及估計，均已於附註4披露。

採納經修訂香港財務報告準則之影響將在下面討論：

### (a) 於二零一五年一月一日開始之財政年度生效之經修訂香港財務報告準則：

於本年度，本集團已首次應用下列由香港會計師公會頒布並對本集團於二零一五年一月一日開始之財政年度生效之經修訂香港財務報告準則：

香港會計準則第19號修訂本 *界定福利計劃：僱員供款*

*香港財務報告準則二零一零年至二零一二年週期之年度改進*

*香港財務報告準則二零一一年至二零一三年週期之年度改進*



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

## 2. BASIS OF PREPARATION (Continued)

### (a) Amended HKFRSs that are effective for the annual periods beginning on or after 1st January 2015: (Continued)

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

The amendments clarify the requirements of HKAS 19 relating to contributions from employees or third parties and introduce a practical expedient such that contributions that are independent of the number of years of service may be treated as a reduction of service cost in the period in which the related service is rendered. The amendments do not have any impact on the Group as the Group does not operate a defined benefit plan.

*Annual Improvements to HKFRSs 2010-2012 Cycle*

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

- **HKFRS 8 *Operating Segments***: Requires disclosures of the judgements made in identifying the reportable segment when operating segments have been aggregated and clarifies that reconciliation between the total reporting segments' assets and the entity's assets is required only if the segment assets are regularly reported to the chief operating decision maker. The amendments have had no significant impact on the Group.
- **HKAS 16 *Property, Plant and Equipment* and HKAS 38 *Intangible Assets***: Clarifies the treatment of gross carrying amount and accumulated depreciation or amortisation of revalued items of property, plant and equipment and intangible assets. The amendments have had no significant impact on the Group.
- **HKAS 24 *Related Party Disclosures***: Clarifies that a management entity (i.e., an entity that provides key management personnel services) is a related party subject to related party disclosure requirements. In addition, an entity that uses a management entity is required to disclose the expenses incurred for management services. The amendment has had no impact on the Group as the Group does not receive any management services from other entities.

## 2. 編製基準 (續)

### (a) 於二零一五年一月一日開始之財政年度生效之經修訂香港財務報告準則：(續)

香港會計準則第19號修訂本界定福利計劃：僱員供款

修訂本釐清香港會計準則第19號關於僱員或第三方的供款，並介紹在實際操作中其供款金額獨立於服務年期或可以在僱員提供有關服務期間將僱員供款確認為服務成本的抵減項。由於本集團並無任何界定福利計劃，故該等修訂並無對本集團構成任何影響。

香港財務報告準則二零一零年至二零一二年週期之年度改進

於二零一四年一月頒布的香港財務報告準則二零一零年至二零一二年週期之年度改進載列香港財務報告準則的多項修訂。於本年度生效的修訂本詳情如下：

- **香港財務報告準則第8號經營分部**：要求披露合併處理的經營分部時作出的判斷及澄清分部資產與總資產的對賬僅於該對賬乃向主要營運決策者匯報時方須披露。該等修訂並無對本集團構成重大影響。
- **香港會計準則第16號物業、廠房及設備及香港會計準則第38號無形資產**：釐清物業、廠房及設備以及無形資產重估項目的賬面總值及累計折舊或攤銷處理方法。該等修訂並無對本集團構成重大影響。
- **香港會計準則第24號關連方披露**：釐清管理實體(即提供關鍵管理人員服務的實體)為關連方，須遵守關連方披露規定。此外，使用管理實體的實體須披露就管理服務產生的開支。由於本集團並無接受其他實體提供的任何管理服務，因此該等修訂並無對本集團構成任何影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

## 2. BASIS OF PREPARATION (Continued)

### (a) Amended HKFRSs that are effective for the annual periods beginning on or after 1st January 2015: (Continued)

*Annual Improvements to HKFRSs 2011-2013 Cycle*

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

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

## 2. 編製基準 (續)

### (a) 於二零一五年一月一日開始之財政年度生效之經修訂香港財務報告準則：(續)

*香港財務報告準則二零一一年至二零一三年週期之年度改進*

於二零一四年一月頒布的香港財務報告準則二零一一年至二零一三年週期之年度改進載列香港財務報告準則的多項修訂。於本年度生效的修訂本詳情如下：

- 香港財務報告準則第3號業務合併：釐定合營安排(而非合營企業)不屬於香港財務報告準則第3號的範圍內，而此範圍豁免僅適用於合營安排自身財務報表的會計處理。該修訂將於生效後應用。由於本公司並非合營安排，且本集團於年內並無成立任何合營安排，因此該修訂並無對本集團構成任何影響。
- 香港財務報告準則第13號公允價值計量：釐清香港財務報告準則第13號所述的組合豁免不僅適用於金融資產及金融負債，亦可應用於香港財務報告準則第9號或香港財務報告準則第39號(如適用)範圍內的其他合約。該修訂將自香港財務報告準則第13號首次應用的年度期間開始起應用。由於本集團並無應用香港財務報告準則第13號的組合豁免，因此該修訂並無對本集團構成任何影響。
- 香港會計準則第40號投資物業：釐清須使用香港財務報告準則第3號(而非香港會計準則第40號對輔助服務的描述，該描述區分投資物業與自有物業)以釐定交易屬購置資產或業務合併。該修訂於生效後應用於收購投資物業。由於年內並無收購任何投資物業，該修訂並不適用，因此該修訂並無對本集團構成任何影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 2. BASIS OF PREPARATION (Continued)

#### (a) Amended HKFRSs that are effective for the annual periods beginning on or after 1st January 2015: (Continued)

In addition, the Company has adopted the amendments to the Listing Rules relating to the disclosure of financial information with reference to the Hong Kong Companies Ordinance during the current financial year. The main impact on the consolidated financial statements is on the presentation and disclosure of certain information in the consolidated financial statements.

#### (b) Issued but not yet effective:

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

|   |   |
|---|---|
| HKFRS 9   | <i>Financial Instruments</i> <sup>2</sup>   |
| Amendments to HKFRS 10 and HKAS 28 (2011)           | <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup> |
| Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011) | <i>Investment Entities: Applying the Consolidation Exception</i> <sup>1</sup>                             |
| Amendments to HKFRS 11                              | <i>Accounting for Acquisitions of Interests in Joint Operations</i> <sup>1</sup>                          |
| HKFRS 14  | <i>Regulatory Deferral Accounts</i> <sup>3</sup>  |
| HKFRS 15  | <i>Revenue from Contracts with Customers</i> <sup>2</sup>   |
| Amendments to HKAS 1                                | <i>Disclosure Initiative</i> <sup>1</sup>   |
| Amendments to HKAS 16 and HKAS 38                   | <i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> <sup>1</sup>                  |

### 2. 編製基準 (續)

#### (a) 於二零一五年一月一日開始之財政年度生效之經修訂香港財務報告準則：(續)

此外，本公司於本財務年度內採納參考香港公司條例有關財務資料披露的上市規則修訂本。對綜合財務報表的主要影響為於綜合財務報表內若干資料的呈列及披露。

#### (b) 頒布但尚未生效：

於此等綜合財務報表之授權刊發日期，若干新訂及經修訂香港財務報告準則經已刊發但尚未生效，且未被本集團提早採用。

|  |                                       |
|--|---------------------------------------|
| 香港財務報告準則第9號                                    | 金融工具 <sup>2</sup>                     |
| 香港財務報告準則第10號及香港會計準則第28號(二零一一年)修訂本              | 投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>4</sup> |
| 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第28號(二零一一年)修訂本 | 投資實體：應用綜合入賬之例外情況 <sup>1</sup>         |
| 香港財務報告準則第11號修訂本                                | 收購於共同經營的權益的會計處理 <sup>1</sup>          |
| 香港財務報告準則第14號                                   | 監管遞延賬目 <sup>3</sup>                   |
| 香港財務報告準則第15號                                   | 客戶合約收入 <sup>2</sup>                   |
| 香港會計準則第1號修訂本                                   | 披露計劃 <sup>1</sup>                     |
| 香港會計準則第16號及香港會計準則第38號修訂本                       | 澄清折舊及攤銷的可接受方法 <sup>1</sup>            |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

## 2. BASIS OF PREPARATION (Continued)

### (b) Issued but not yet effective: (Continued)

|   |  |
|---|--|
| Amendments to HKAS 16 and HKAS 41             | <i>Agriculture: Bearer Plants</i> <sup>1</sup>                     |
| Amendments to HKAS 27 (2011)                  | <i>Equity Method in Separate Financial Statements</i> <sup>1</sup> |
| Annual Improvements to HKFRSs 2012-2014 Cycle | <i>Amendments to a number of HKFRSs</i> <sup>1</sup>               |

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

The Directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new and amended HKFRSs that are expected to have impact on the Group's accounting policies is provided below. Other new and amended HKFRSs are not expected to have a material impact on the Group's financial statements.

#### HKFRS 9 *Financial Instruments*

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1st January 2018. The Directors have started to assess the impact of HKFRS 9 but are not yet in a position to provide quantified information.

## 2. 編製基準 (續)

### (b) 頒布但尚未生效：(續)

|                            |                            |
|----------------------------|----------------------------|
| 香港會計準則第16號及香港會計準則第41號修訂本   | 農業：生產性植物 <sup>1</sup>      |
| 香港會計準則第27號 (二零一一年) 修訂本     | 獨立財務報表的權益法 <sup>1</sup>    |
| 香港財務報告準則二零一二年至二零一四年週期之年度改進 | 多項香港財務報告準則的修訂 <sup>1</sup> |

- <sup>1</sup> 於二零一六年一月一日或之後開始的年度期間生效
- <sup>2</sup> 於二零一八年一月一日或之後開始的年度期間生效
- <sup>3</sup> 對於首次應用香港財務報告準則編製二零一六年一月一日或之後開始的年度財務報表的實體有效，因此不適用於本集團
- <sup>4</sup> 並未釐定強制性生效日期，但可提早採納

董事預期，所有準則將於該等準則生效日期後開始之首個期間應用於本集團之會計政策。有關預期將對本集團會計政策造成影響之新訂及經修訂香港財務報告準則之資料載於下文。其他新訂及經修訂香港財務報告準則預期並不會對本集團會計政策造成重大影響。

#### 香港財務報告準則第9號金融工具

於二零一四年九月，香港會計師公會頒布香港財務報告準則第9號的最終版本，集結金融工具項目的所有階段，以取代香港會計準則第39號及香港財務報告準則第9號先前的所有版本。該準則引入分類及計量、減值以及對沖會計的新規定。本集團預期自二零一八年一月一日起採納香港財務報告準則第9號。董事已開始評估香港財務報告準則第9號的影響，但尚未能提供量化信息。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

## 2. BASIS OF PREPARATION (Continued)

### (b) Issued but not yet effective: (Continued)

#### HKFRS 15 *Revenue from Contracts with Customers*

HKFRS 15 presents new requirements for the recognition of revenue, replacing HKAS 18 *Revenue*, HKAS 11 *Construction Contracts*, and several revenue related Interpretations. The new standard establishes a control-based revenue recognition model and provides additional guidance in many areas not covered in detail under existing HKFRSs, including how to account for arrangements with multiple performance obligations, variable pricing, customer refund rights, supplier repurchase options, and other common complexities. The Directors have started to assess the impact of HKFRS 15 but are not yet in a position to provide quantified information.

## 3. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### (a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries made up to 31st December each year.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

## 2. 編製基準 (續)

### (b) 頒布但尚未生效：(續)

#### 香港財務報告準則第15號客戶合約收入

香港財務報告準則第15號呈列確認收入之新規定，以取代香港會計準則第18號收入、香港會計準則第11號建築合約及數項有關收入之詮釋。此新準則確立以監控為基礎之收入確認模式，並對現有香港財務報告準則項下未有詳盡涵蓋之眾多方面提供額外指引，包括對具多重履行責任之安排、變動價格、客戶退款權利、供應商回購選擇權及其他普遍複雜事宜應如何列賬。董事已開始評估香港財務報告準則第15號的影響，但尚未能提供量化信息。

## 3. 主要會計政策

下文載列編製綜合財務報表應用之主要會計政策。除另有指明外，該等政策已在所有呈列年度貫徹應用。

### (a) 綜合基準

綜合財務報表包括本公司及其附屬公司截至每年十二月三十一日的財務報表。

附屬公司是指受本集團控制的實體。本集團具有承擔或享有參與有關實體所得之可變回報的風險或權利，並能透過其在該實體的權力影響該等回報，即本集團對該實體具有控制權。當評估本集團是否具有該權力時，只會考慮由本集團或其他人士之實質權。

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

#### (a) Basis of consolidation (Continued)

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity holders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and consolidated statement of comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity holders of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

#### (a) 綜合基準(續)

於附屬公司的投資於控制權開始日期至控制權終止日期期間於綜合財務報表中綜合計算。集團內公司間的結餘、交易及現金流以及集團內公司間之交易所產生的任何未變現溢利，均於編製綜合財務報表時悉數對銷。集團間交易所產生的未變現虧損均按與未變現收益相同的方式對銷，惟僅限於無減值憑證時方予對銷。

非控股權益指非直接或間接歸屬於本公司之附屬公司權益，且本集團就此並無與該等權益持有人協定任何額外條款，致使本集團整體須就該等符合金融負債定義之權益承擔合約責任。

非控股權益於綜合財務狀況表之權益內呈列，獨立於本公司股本持有人應佔權益。本集團業績之非控股權益乃於綜合損益表及綜合全面收益表列作本公司非控股權益及股本持有人之間本年度損益總額及全面收益總額之分配結果。

倘本集團於附屬公司之權益變動不會導致喪失控制權，則作為股權交易入賬，而於綜合權益內之控股及非控股權益金額會作出調整，以反映相關權益變動，惟但不調整商譽及確認盈虧。

當本集團失去附屬公司之控制權時，將被視為出售其於該附屬公司之全部權益進行會計處理，產生之盈虧則於損益確認。前度附屬公司任何留存權益按其於喪失控制權當日之公允價值確認，而該款額將被列作金融資產首次確認之公允價值，或(如適用)首次確認於聯營公司或合營企業之投資成本。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

#### (a) Basis of consolidation (Continued)

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

#### (b) Interests in associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment. Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss or consolidated statement of comprehensive income. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

#### (a) 綜合基準(續)

於本公司財務狀況表內，於附屬公司的投資以成本除去減值虧損予以確認，惟分類為持作出售(或已計入分類為持作出售之出售組別)的投資除外。

附屬公司之業績乃由本公司按已收及應收股息基準入賬。所有收購前或後溢利所收股息均包括於本公司的溢利或虧損中確認。

#### (b) 聯營公司權益

聯營公司指本集團或本公司對其管理層有重大影響力(而非控制或共同控制)，包括參與財務及經營決策之實體。

於聯營公司之投資按權益法於綜合財務報表入賬，除非該投資分類為持作出售。根據權益法，投資初步按成本記賬，並按本集團應佔被投資公司於收購日期可識別淨資產之公允價值超出投資成本之差額(如有)作出調整。其後，投資乃就本集團應佔被投資公司收購後之淨資產變動及與投資有關之任何減值虧損作出調整。收購日期超出成本之任何差額、本集團應佔被投資公司於收購後及除稅後業績以及本年度任何減值虧損乃於綜合損益表確認，而本集團應佔被投資公司於收購後及除稅後其他全面收益項目乃於綜合損益表或綜合全面收益表內確認。本公司會作出調整致令可能存在的任何不類同會計政策一致化。

當本集團應佔聯營公司之虧損超出其權益時，本集團之權益將減至零，並不再確認進一步虧損，除非本集團已承擔法律或推定責任，或代被投資公司付款外。就此而言，本集團之權益為根據權益法計算之投資賬面值，連同實質上構成本集團於聯營公司淨投資一部分之本集團長期權益。

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (b) Interests in associates (Continued)

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

#### (c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board that makes strategic decisions.

#### (d) Foreign currency translation

##### (i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars (HKD or HK\$), which is the Company's functional currency and the Group's presentation currency.

#### (b) 聯營公司權益 (續)

本集團與其聯營公司間之交易所產生之未變現損益，乃以本集團於被投資公司之權益為限予以對銷，除非未變現虧損提供已轉讓資產之減值證據，在此情況下，則該等未變現虧損乃即時於損益中確認。

倘於聯營公司之投資變為於合營企業之投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。

於其他情況下，倘本集團不再對聯營公司有重大影響力，其乃被視作出售於該被投資公司的全部權益，而所產生的盈虧將於損益中確認。任何在喪失重大影響力或共同控制的日期仍保留在該前被投資公司的權益按公允價值確認，而此金額被視為初步確認金融資產的公允價值。

#### (c) 分部報告

經營分部之報告方式須與主要營運決策者獲提供之內部報告之方式一致。作出決策之董事會是主要經營決策者，其負責分配資源並且評核營運分部之表現。

#### (d) 外幣折算

##### (i) 功能及呈列貨幣

本集團旗下各實體之財務報表所列項目均以該實體經營所在主要經濟環境之通行貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列，其亦為本公司之功能貨幣及本集團之呈列貨幣。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (d) Foreign currency translation (Continued)

##### (ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss.

Foreign exchange gains and losses that relate to cash and cash equivalents are presented in the consolidated statement of profit or loss. All other foreign exchange gains and losses are presented in the consolidated statement of profit or loss.

##### (iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date;
- (ii) income and expenses for each statement of profit or loss presented are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

#### (d) 外幣折算 (續)

##### (ii) 交易及結餘

外幣交易按交易日期或估值日期(倘重新計量項目)之通行匯率折算為功能貨幣。因繳付該等交易及按年末匯率折算以外幣列值之貨幣資產及負債所產生之外匯收益及虧損，均於綜合損益表中確認。

有關現金及現金等價物之外匯收益及虧損於綜合損益表內呈列。所有其他外匯收益及虧損於綜合損益表呈列。

##### (iii) 集團公司

集團所有實體之功能貨幣如與呈列貨幣不一致(其中並無任何實體使用通脹嚴重經濟體系之貨幣)，其業績及財務狀況均按以下方法折算為呈列貨幣：

- (i) 每份財務狀況表之資產及負債均按該期末日之收市匯率折算；
- (ii) 每份損益表之收入及開支均按平均匯率折算(除非該平均匯率並非合理反映按交易日期之通行匯率計算之累計結果，在此情況下，則按交易日期之匯率折算收入及開支)；及
- (iii) 所有產生之匯兌差異均確認為其他全面收益及分別累積在權益的匯兌儲備。

收購海外實體所產生之商譽及公允價值調整均視為海外實體之資產及負債，並按收市匯率折算。所產生之匯兌差額於其他全面收益確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (d) Foreign currency translation (Continued)

(iii) Group companies (Continued)

On the disposal of a foreign operation (i.e., a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, loss of joint control over a joint venture that includes a foreign operation, or loss of significant influence over an associate that includes a foreign operation), all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss. Any exchange differences that have previously been attributed to non-controlling interests are derecognised, but they are not reclassified to profit or loss.

#### (e) Property, plant and equipment

Leasehold land and buildings are stated at fair value. Property, plant and equipment, other than leasehold land and buildings, are stated at cost less accumulated depreciation and accumulated impairment losses.

Leasehold land and buildings are stated in the statement of financial position at their revalued amounts, being the fair value at the date of revaluation less any subsequent accumulated depreciation and amortisation and accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the reporting date.

Any revaluation increase arising on revaluation of land and buildings is credited to the revaluation reserve, except to the extent that it reverses a revaluation decrease of the same assets previously recognised as an expense, in which case the increase is credited to the consolidated statement of profit or loss to the extent of the decrease previously charged. A decrease in net carrying amount arising on revaluation of an asset is dealt with as an expense to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset.

#### (d) 外幣折算 (續)

(iii) 集團公司 (續)

出售海外業務時(即出售本集團於海外業務之全部權益,或涉及損失對附屬公司(包括海外業務)控制權、損失對合營企業(包括海外業務)共同控制權、或損失對聯營公司(包括海外業務)重大控制權之出售事項),本集團應佔該項業務之所有累計兌匯差異均重新分類至損益。先前已歸入非控股權益之任何兌匯差異將予取消確認,惟其不會重新分類至損益。

#### (e) 物業、廠房及設備

租賃土地及樓宇以公允價值列賬。物業、廠房及設備(租賃土地及樓宇除外)乃按成本值減去累積折舊及累積減值虧損後列賬。

租賃土地及樓宇乃按於重估日之公允價值減任何隨後之累積折舊及攤銷及累積減值虧損後於財務狀況表列賬。重估是以足夠而有規律性進行的,因此於期末日之賬面金額和公允價值沒有重大分別。

任何於重估土地及樓宇時產生之重估增值計入重估儲備,惟直至撥回就相同資產先前確認為開支之重估減值,而增加則計入綜合損益表,直至先前扣除之減值。重估一項資產所產生之淨賬面金額之減少乃以開支處理,直至超逾有關先前重估該資產之重估儲備結餘(如有)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (e) Property, plant and equipment (Continued)

Depreciation and amortisation of property, plant and equipment is calculated using the straight-line method to allocate cost or revalued amounts to their residual values over their estimated useful lives, as follows:

|                               |  |
|-------------------------------|--|
| Leasehold land and buildings  | Over the remaining term of the lease or 50 years, whichever is shorter |
| Furniture and fixtures        | 10%-33 $\frac{1}{3}$ %   |
| Motor vehicles                | 20%  |
| Computer and office equipment | 16 $\frac{2}{3}$ %-50%   |

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

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated statement of profit or loss. When revalued assets are sold, the amounts included in other reserves are transferred to retained earnings.

#### (e) 物業、廠房及設備 (續)

物業、廠房及設備之折舊及攤銷採用以下估計可使用年期將成本或重估金額按直線法分攤至剩餘價值計算：

|          |                          |
|----------|--------------------------|
| 租賃土地及樓宇  | 按租約餘下年期或五十年<br>(以較短者為準)  |
| 傢俬及裝置    | 10% - 33 $\frac{1}{3}$ % |
| 汽車       | 20%                      |
| 電腦及辦公室設備 | 16 $\frac{2}{3}$ % - 50% |

在建工程以成本扣除減值虧損列賬。成本指建築之直接成本，以及於建築及裝修期間列作資本的借貸成本。當資產投入擬定用途所需之準備工作大致完成時，則停止資本化成本，並將在建工程轉移至相關類別之物業、廠房及設備內。在建工程於完成及可按擬定用途使用前不作折舊撥備。

資產之剩餘價值及可使用年期在各期末日進行檢討及在適當時進行調整。

若資產之賬面金額高於其估計可收回金額，其賬面金額會即時撇減至可收回金額。

出售收益及虧損會透過比較所得款項與賬面金額而釐定，並於綜合損益表確認。當出售重估資產時，計入其他儲備之金額會轉撥至保留盈利。

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

#### (f) Investment properties

Property that is held for long-term rental yields and is not occupied by the Group, is classified as investment properties. Investment property is measured initially at its cost, including related transaction costs.

After initial recognition at cost, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated statement of profit or loss.

If an item of property, plant and equipment becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is recognised in equity as a revaluation of property, plant and equipment. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in the consolidated statement of profit or loss.

#### (g) Intangible assets

##### (i) Research and development expenditure

Costs associated with research activities are expensed in the consolidated statement of profit or loss as incurred. Costs that are directly attributable to development activities are recognised as intangible assets provided they meet the following recognition requirements:

- (a) demonstration of technical feasibility of the prospective product for internal use or sale;
- (b) there is intention to complete the intangible asset and use or sell it;
- (c) the Group's ability to use or sell the intangible asset is demonstrated;
- (d) the intangible asset will generate probable economic benefits through internal use or sale;
- (e) sufficient technical, financial and other resources are available for completion; and
- (f) the expenditure attributable to the intangible asset can be reliably measured.

#### (f) 投資物業

持有作為長期收取租金，而並非由本集團所佔用之物業乃分類為投資物業。投資物業初步按其成本(包括相關交易成本)計量。

在初步確認成本後，投資物業按公允價值列賬，公允價值指由外聘估值師於各個期末日釐定之公開市值。公允價值根據活躍市場價格計算，如有需要就個別資產之性質、地點或狀況之任何差異作出調整。如沒有此項資料，本公司利用其他估值方法，例如較不活躍市場之近期價格或貼現現金流量預測法。公允價值之變動則於綜合損益表中確認。

倘物業、廠房及設備項目因用途轉變而成為投資物業，於該轉讓日期該項目之賬面金額與公允價值間之任何差額於權益確認為物業、廠房及設備重估。然而，倘公允價值收益撥回先前之減值虧損，則收益會於綜合損益表確認。

#### (g) 無形資產

##### (i) 研發開支

與研究活動有關之成本於產生時在綜合損益表內支銷。開發活動直接應佔之成本在符合以下確認規定時確認為無形資產：

- (a) 供內部使用或銷售的潛在產品之技術可行性之證明；
- (b) 有意圖完成並使用或出售無形資產；
- (c) 顯示出本集團有能力使用或出售無形資產；
- (d) 無形資產將可透過內部使用或銷售產生經濟利益；
- (e) 有充足技術、財務及其他資源可供完成研發；及
- (f) 無形資產應佔開支能可靠計量。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (g) Intangible assets (Continued)

##### (i) Research and development expenditure (Continued)

The amount initially recognised for internally-generated intangible asset is the sum of the direct costs incurred from the date when the intangible asset first meets the recognition criteria. Where no internally-generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred. Direct costs include employee costs incurred on development activities along with an appropriate portion of relevant overheads.

Subsequent to initial recognition, internally-generated intangible asset is reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately. Amortisation is calculated using the straight-line method over the estimated useful life of 3 years.

##### (ii) Club memberships

Club memberships with indefinite useful lives are stated at cost less any identified impairment loss and are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired.

#### (h) Impairment of investments in subsidiaries, associates and non-financial assets

Assets that have an indefinite useful life or those not yet available for use are not subject to amortisation and are tested annually for impairment. All other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

#### (g) 無形資產 (續)

##### (i) 研發開支 (續)

內部產生無形資產之初始確認金額為自無形資產首次符合確認標準之日起產生之直接成本總額。倘未能確認任何內部產生無形資產，則開發開支於其產生期間確認為開支。直接成本包括來自開發活動之僱員成本以及有關間接開支的適當部分。

於初始確認後，內部產生無形資產按與獨立收購之無形資產相同之基準列賬為成本減累計攤銷及累計減值虧損。攤銷乃以直線法按估計可使用年期三年計算。

##### (ii) 會所會籍

具無限可使用年期之會所會籍乃按成本減任何可辨別之減值虧損列賬，並會每年進行減值測試（不論是否有任何跡象顯示出現減值），方式為以其賬面金額與其可收回金額作比較。

#### (h) 投資於附屬公司、聯營公司及非金融資產之減值

擁有無限可用年期或那些尚未可供使用之資產毋須攤銷，並於每年進行減值測試。所有其他資產在每當有事件或情況轉變顯示不可收回賬面金額時檢討有否減值。減值虧損按資產賬面金額超出其可收回金額之金額確認。可收回金額為資產之公允價值減銷售成本與使用價值之較高者。其使用價值是採用稅前利率貼現之估計未來現金流量作出評估，該利率反映當時市場對金錢時間值及有關資產特定風險之評估。於評估減值時，資產將按可單獨識別現金流量之最低水平（現金產生單位）集中歸類。出現減值之非金融資產（商譽除外）將於各個期末日就減值是否有機會撥回進行檢討。

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (i) Financial assets and liabilities

The Group classifies its financial assets and financial liabilities depending on the purpose for which the financial assets and financial liabilities were acquired at initial recognition and where allowed and appropriate, re-evaluates this designation at each reporting date.

##### (i) Financial assets

The Group classifies its financial assets into financial assets at fair value through profit or loss and loans and receivables.

Financial assets at fair value through profit or loss

Financial assets are classified as fair value through profit or loss when the financial asset is either held for trading or it is designated upon initial recognition as at fair value through profit or loss.

Financial assets other than financial assets held for trading may be designated at initial recognition as at fair value through profit or loss if the following criteria are met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; or
- the assets are part of a Group of financial assets which are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management strategy and information about the Group of financial assets is provided internally on that basis to the key management personnel; or
- the financial asset contains an embedded derivative that would need to be separately recorded.

#### (i) 金融資產及負債

本集團視乎初步確認時購入之金融資產及金融負債之目的，將金融資產及金融負債分類。若情況許可及合適，會於每個期末日重估其指定分類。

##### (i) 金融資產

本集團將其金融資產分類為以公允價值透過損益列賬的金融資產、貸款及應收款項。

以公允價值透過損益列賬的金融資產

持作買賣的金融資產或於首次確認時已被指定為公允價值透過損益列賬的金融資產均被列為以公允價值透過損益列賬的金融資產。

除持作買賣的金融資產外，符合以下條件之金融資產會在初始確認時被指定為以公允價值透過損益列賬之金融資產：

- 此分類將抵銷或明顯減少由不同基準所產生的資產衡量或損益確認所導致的不一致處理；或
- 此金融資產為一系列被有效管理且其業績根據風險管理策略以公允價值衡量的資產之一，及按相同基準向主要管理層提供有關金融資產的內部資料；或
- 此金融資產包含須單獨入賬的嵌入式衍生工具。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (i) Financial assets and liabilities (Continued)

##### (i) Financial assets (Continued)

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

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in profit or loss. Fair value is determined by reference to active market transactions or using a valuation technique where no active market exists. Fair value gain or loss does not include any dividend or interest earned on these financial assets. Dividend and interest income is recognised in accordance with the Group's policies in Note 3(r) to these consolidated financial statements.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that have maturities greater than 12 months after the reporting date which are classified as non-current assets. Subsequent to initial recognition, they are carried at amortised cost using the effective interest method, less any identified impairment losses.

The Group's loans and receivables comprise "trade receivables", "other receivables and deposits", "amounts due from customers for contract work", "finance lease receivables", "restricted bank deposits" and "cash and cash equivalents" as set out in the consolidated statement of financial position.

#### (i) 金融資產及負債 (續)

##### (i) 金融資產 (續)

以公允價值透過損益列賬的金融資產 (續)

初步確認後，包括在此類別的金融資產的公允價值變更產生的收益或虧損則於損益確認。公允價值是參考活躍市場的交易；若無活躍市場，則採用另一項估值方法估計。公允價值變更產生的收益或虧損並不包括任何於金融資產所得的股息及利息。根據集團列於附註3(r)的政策，其股息及利息會確認於綜合財務報表內。

貸款及應收款項

貸款及應收款項為並未於交投活躍之市場內報價而附帶固定或可議定付款之非衍生金融資產。彼等計入流動資產中，惟到期日超過於期末日後十二個月之款項除外。該等款項屆時會被分類為非流動資產。於初步確認後，採用實際利息法按已攤銷成本扣除任何已識別減值虧損列賬。

本集團之貸款及應收款項包括綜合財務狀況表內之「應收貿易款項」、「其他應收款項及按金」、「合約工程應收客戶款項」、「應收融資租賃款項」、「受限制銀行存款」及「現金及現金等價物」。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (i) Financial assets and liabilities (Continued)

##### (ii) Financial liabilities

The Group's financial liabilities include "trade payables", "other payables" and "bank borrowings" which are recognised initially at fair value, net of transaction costs incurred and subsequently measured at amortised cost, using the effective interest method.

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

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instruments. A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see Note 3(t)).

#### (i) 金融資產及負債 (續)

##### (ii) 金融負債

本集團之金融負債包括「應付貿易款項」、「其他應付款項」及「銀行借貸」初步按公允價值扣除所產生之交易成本確認，並其後以實際利率法按攤銷成本計算。

除非本集團擁有無條件權利，可將負債之償還日期遞延至期末日後至少十二個月，否則金融負債被分類為流動負債。

金融資產之一般買賣於交易日期確認（即本集團承諾購買或銷售該資產當日）。所有並非按公允價值透過損益列賬之投資初步按公允價值加交易成本確認。當自投資收取現金流量之權利屆滿或已轉讓及本集團已將擁有權之所有風險及回報之絕大部份轉讓時取消確認。

金融資產均於每個期末日被評估會否有客觀證據證明其需要進行減值。若存在其證據，產生的減值虧損將根據其金融資產的分類進行確認。

金融負債乃於本集團成為金融工具合約條文之一方時確認。金融負債於負債責任獲履行、註銷或到期時取消確認。所有利息相關開支乃根據本集團就借貸成本採納之會計政策確認（見附註3(t)）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (i) Financial assets and liabilities (Continued)

Where 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 the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

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

#### (j) Impairment of financial assets

The Group assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets, other than those at fair value through profit or loss, is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors 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 where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables carried at amortised cost, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount is reduced and the amount of the loss is recognised in the consolidated statement of profit or loss.

#### (i) 金融資產及負債 (續)

倘一項現有金融負債被相同借款人按重大不同條款提供之另一項債項取代，或現有負債條款被重大修改，則有關取代或修改會被視作取消確認原有負債及確認一項新負債，而各賬面金額間之差額乃於損益內確認。

倘本公司擁有法定權利抵銷已確認金額並有意按淨值基準償付或將資產變現及同時償付負債，則金融資產及負債抵銷及於財務狀況表內呈報淨額。

#### (j) 金融資產之減值

本集團於各期末日評估有否客觀證據證明一項金融資產或一組金融資產(以公允價值透過損益列賬的除外)已減值。當有客觀證據顯示於初步確認資產後曾發生一宗或多宗導致減值的事件(「虧損事件」)，而該宗或該等虧損事件對該項金融資產或該組金融資產之估計未來現金流量構成能可靠地估計之影響，則該項金融資產或該組金融資產已減值及產生減值虧損。

減值跡象可包括一名或一組借款人正面臨重大財務困難、違約或未能償還利息或本金、彼等將有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流量出現可計量減少，例如欠款數目變動或出現與違約相關的經濟狀況。

按攤銷成本列賬之貸款及應收款項，虧損金額按資產賬面金額與估計未來現金流量(不包括未產生之未來信貸虧損)並經該金融資產原有實際利率貼現之差額計量。資產之賬面金額調低，則於綜合損益表內確認虧損金額。

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (j) Impairment of financial assets (Continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated statement of profit or loss.

#### (k) Inventories

Inventories comprise goods held for resale and goods pending for customers' acceptance and are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

#### (l) Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### (m) Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks with original maturities of three months or less, and bank overdrafts.

#### (n) Share capital

Ordinary shares are classified as equity.

#### (j) 金融資產之減值 (續)

若在其後期間，減值虧損之金額減少，而該減少是可客觀地與確認減值後發生之事件相關(例如債務人信貸評級有所改善)，則之前確認之減值虧損撥回會於綜合損益表內確認。

#### (k) 存貨

存貨包括持作轉售之貨品及有待客戶接納之貨品，以成本及可變現淨值兩者中之較低者入賬。成本以先進先出法釐定。可變現淨值為日常業務過程中之估計售價減適當可變銷售開支計算。

#### (l) 應收貿易款項及其他應收款項

應收貿易款項為於日常業務過程中客戶就已售商品或已提供服務之欠款。倘應收貿易款項及其他應收款項預期可於一年或以內(或於正常業務週期內(如較長))收回，則獲分類為流動資產。不然以非流動資產呈列。

應收貿易款項及其他應收款項初步按公允價值確認，其後按實際利率法以攤銷成本計量，扣除減值撥備。

#### (m) 現金及現金等價物

在綜合現金流量表內，現金及現金等價物包括手頭現金、原定期限於三個月或以內之存放於銀行之通知存款及銀行透支。

#### (n) 股本

普通股乃分類為權益。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

#### (o) Trade and other payables

Trade and other payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

#### (p) Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated statement of profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

##### (i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the reporting date in the places/countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

##### (ii) Deferred income tax

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

#### (o) 應付貿易款項及其他應付款項

應付貿易款項及其他應付款項為於日常業務過程中向供應商購入之貨品或服務之付款責任。倘款項於一年或以內(或於正常業務週期內(如較長))到期,應付貿易款項及其他應付款項會被分類為流動負債。不然會以非流動負債呈列。

應付貿易款項及其他應付款項初步按公允價值確認,其後按實際利率法以攤銷成本計量。

#### (p) 即期及遞延所得稅

本期間稅項支出包括即期及遞延稅項。稅項乃於綜合損益表確認,惟與其他全面收益或直接在權益確認之項目有關者除外。在此情況下,稅項亦分別在其他全面收益或直接在權益確認。

##### (i) 即期所得稅

即期所得稅開支以本公司之附屬公司及其聯營公司之營運及產生應課稅收入所在地/國家於期末日已頒佈或實質頒佈之稅法為基準計算。管理層定期就適用稅務規例須作出詮釋之情況評估報稅單,並按預期支付予稅務機關之適當數額計提合適之撥備。

##### (ii) 遞延所得稅

遞延所得稅就資產及負債之稅基與綜合財務報表所示賬面金額之間之暫時差額,以負債法確認。然而,倘遞延稅項負債於初步確認商譽時產生,則不獲確認。倘遞延所得稅於交易(業務合併除外)中初步確認資產或負債時產生及在交易時不影響會計或應課稅損益,則不予列賬。遞延所得稅按期末日前已實施或實際實施,並以在變現有關遞延所得稅資產或清償遞延所得稅負債時預期將會適用之稅率(及法例)而釐定。

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

#### (p) Current and deferred income tax (Continued)

##### (ii) Deferred income tax (Continued)

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

##### (iii) Offsetting

Income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### (q) Provisions, contingent liabilities and financial guarantee contract

##### (i) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

#### (p) 即期及遞延所得稅(續)

##### (ii) 遞延所得稅(續)

遞延所得稅資產就可能有未來應課稅盈利而就此可使用暫時差異方會確認。

遞延所得稅就於附屬公司及聯營公司之投資產生之暫時差異而撥備，惟其暫時差異之撥回時間由本集團控制且在可預見將來可能不會撥回之遞延所得稅負債除外。

##### (iii) 抵銷

當存在法律上可執行權利以將即期稅項資產抵銷即期稅項負債，以及當遞延所得稅項資產及負債乃關於同一稅務機關對應課稅實體或不同應課稅實體(而其有意按淨額基準償付餘款)所徵收之所得稅時，所得稅資產可抵銷負債。

#### (q) 撥備，或然負債及財務擔保合約

##### (i) 撥備

在出現以下情況時作出撥備：本集團因已發生之事件而產生現有之法律或推定責任；可能需要有資源流出以償付責任；及金額已經可靠估計。未來經營虧損概不作撥備。如有多項類似責任，其需要在償付中流出資源之可能性是根據責任之類別作整體考慮。縱使在同一責任類別所包含之任何一個項目相關之資源流出之可能性極低，仍須確認撥備。

撥備按預期履行責任所需開支之現值，以可反映現時市場評估之貨幣時間價值及責任之特定風險之稅前比率計量。時間過去產生之撥備升幅確認為利息開支。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

#### (q) Provisions, contingent liabilities and financial guarantee contract (Continued)

##### (ii) Contingent liabilities

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

##### (iii) Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and the amount of that claim on the Group is expected to exceed the current carrying amount i.e., the amount initially recognised less accumulated amortisation, where appropriate.

#### (q) 撥備，或然負債及財務擔保合約(續)

##### (ii) 或然負債

如果經濟效益外流的可能性較低，或是無法對有關數額作出可靠的估計，便會披露為或然負債，資源外流的可能性極低則除外。若果本公司的義務須視乎某宗或多宗未來不明確和未能被公司全權控制的事件是否發生才能確定是否存在，亦會披露為或然負債，但資源外流可能性極低的則除外。

##### (iii) 財務擔保合約

財務擔保合約乃規定發行人(或擔保人)需作出特定款項以償付持有人蒙受損失之合約，而發生損失之原因為指定債務人未能按照債務工具條款於該債項到期時作出款項。

倘本集團發行財務擔保，該擔保之公允價值初始確認為貿易及其他應付款項內之遞延收益。倘就發行擔保已收或應收代價時，該代價將按適用於該資產類別之本集團政策確認。倘並無已收或應收有關代價，則任何遞延收益於初始確認時將一筆即時開支於損益確認。

初始確認為遞延收益之擔保金額按該擔保作為所發行財務擔保收益之年期內於損益攤銷。此外，倘當該擔保之持有人可能根據擔保要求本集團催繳款項，而向本集團追討之金額預期將超出目前賬面值(即初始確認之金額減累計攤銷)(倘情況適用)，將確認撥備。

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (r) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, returns and value added taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group based on its estimates of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue from sales of goods is recognised when significant risks and rewards of ownership of the goods are transferred to buyers (generally on delivery, satisfactory installation and customer acceptance) and the amount of revenue and the costs incurred for the transaction can be measured reliably.

Revenue from rendering of services, other than installation services and maintenance services, is recognised as revenue by reference to the stage of completion, provided that the revenue, the costs incurred and the estimated costs to completion can be measured reliably. Stage of completion is established by reference to the costs incurred to date as compared to the total costs to be incurred under the transaction. Provision is made for foreseeable losses as soon as they are anticipated by the management.

Where recognised profits less recognised losses exceed progress billings, the surplus is shown as amounts due from customers for contract work. Amounts received before the related work is performed are included in the consolidated statement of financial position, as a liability, as receipts in advance. The balances will be recognised as revenue when earned.

Installation services are generally provided incidentally to the sale of a product, in which case they are recognised upon satisfactory installation and customer acceptance.

Maintenance service income is recognised on a straight line basis over the term of the maintenance service contract.

Rental income is recognised in the consolidated statement of profit or loss on a straight-line basis over the terms of the relevant leases.

#### (r) 收益確認

收益乃按已收或應收代價之公允價值計量，即供應商品之應收款項（扣除折扣、退回及增值稅後列賬）。當收益金額可以可靠地計量、未來經濟利益將流入實體及符合如下文所述有關本集團活動之特定條件時，本集團確認收入。本集團根據其過往業績並考慮客戶類型、交易類型及各項安排之特性估計退回。

來自銷售貨物之收益於貨物所有權之重大風險及回報轉移至買方（一般於交付、安裝妥當及客戶接納時），以及交易所產生之收益金額及成本能可靠地計算時確認。

有關來自提供服務（安裝服務及保養服務除外）之收益，乃參照完成之階段予以確認，惟所涉及之收益、成本以及估計完成交易所需之成本必須能夠以可靠之方法計算。完成之階段乃參照當時所產生之成本對比交易所產生之總成本而釐定。可預見虧損乃於管理層預期出現時即作出撥備。

倘已確認溢利減虧損超逾工作進度款，則有關溢額以合約工程應收客戶款項入賬。進行相關工作前已收之款項會以預收收益列入綜合財務狀況表內之負債。結餘將在賺取時確認為收益。

安裝服務通常連帶銷售產品提供，於此情況下，其於成功安裝及客戶接納時確認。

保養服務收入以直線法於保養服務合約期內確認。

租金收入按有關租期以直線法於綜合損益表內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (r) Revenue recognition (Continued)

Finance income implicit in finance lease is recognised as interest income over the period of the lease so as to produce an approximately constant periodic rate of return of the outstanding net investment in the leases for each accounting period.

Interest income is recognised using the effective interest method.

#### (s) Retirement benefit costs

The Group operates Mandatory Provident Fund Scheme (the "MPF Scheme") and other defined contribution retirement benefit plans for all qualifying employees. The MPF Scheme is established under the Mandatory Provident Fund Ordinance in December 2000. Contributions are made based on a percentage of the employees' basic salaries and are charged to the consolidated statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme and other defined contribution retirement benefit plans are held separately from those of the Group, in funds under the control of trustees. The Group's contributions vest fully with the employees when contributed into the MPF Scheme and other defined contribution retirement benefit plans.

#### (t) Borrowing costs

Borrowing costs incurred, net of any investment income earned on the temporary investment of the specific borrowings, for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

#### (r) 收益確認 (續)

融資租賃隱含財務收入按租期確認為利息收入，以令每個會計年度期間剩餘之淨租賃投資定期回報率大致相同。

利息收入採用實際利息法進行確認。

#### (s) 退休福利成本

本集團為所有合資格僱員營辦一項強積金計劃(「強積金計劃」)及其他界定福利計劃。強積金計劃乃於二零零零年十二月根據強制性公積金條例設立。供款乃按僱員基本薪金之某一百分比計算，並於根據強積金計劃之規則須支付時於綜合損益表中扣除。強積金計劃及其他界定福利計劃之資產由信託人控制之基金持有，與本集團資產分開存放。本集團向強積金計劃及其他界定福利計劃供款後，供款即全數撥歸僱員所有。

#### (t) 借貸成本

就收購、建造或生產任何合資格資產而產生之借貸成本(扣除就特別借貸之暫時投資賺取之任何投資收入)，於完成及準備資產投入其擬定用途所需期內撥充資本。合資格資產乃指需要頗長時間方可達致其擬定用途或出售的資產。其他借貸成本於產生時支銷。

當資產產生開支、借貸成本產生及就資產投入其擬定用途或出售而言屬必要的準備工作進行時，借貸成本乃撥充資本作為合資格資產成本之部分。當就合資格資產投入其擬定用途或出售而言屬必要的絕大部分準備工作完成時，借貸成本則停止撥充資本。

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

#### (u) Share-based payment

The fair value of services received were determined by reference to the fair value of shares and share options granted at the grant date and expensed on a straight-line basis over the vesting period or recognised as an expense in full at the grant date when the shares and share options granted vest immediately, with a corresponding increase in equity (share-based payment reserve).

At each reporting date, the Group revises its estimates of the number of shares and share options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in the consolidated statement of profit or loss, with a corresponding adjustment to share-based payment reserve.

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. After vesting date, when the shares or share options are forfeited after the vesting date or are still not exercised at the expiry dates, the amount previously recognised in share-based payment reserve will be transferred to retained earnings.

#### (v) Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

##### (i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease; and

#### (u) 以股份為基礎支付之款項

所接收服務之公允價值乃參考於授出日期所授出股份及購股權之公允價值而釐定，以直線法於歸屬期內支銷，或倘授出之股份及購股權立即歸屬，則於授出日期悉數支銷，並於權益計入相應數額（以股份為基礎支付儲備）。

於各期末日，本集團修訂其對預期將最終歸屬之股份及購股權數目之估計。估計變動於歸屬期（如有）之影響於綜合損益表確認，並對以股份為基礎支付儲備作出相應調整。

購股權獲行使時，過往於購股權儲備中確認之數額將轉撥至股份溢價賬。在歸屬日後，當股份或購股權於歸屬日後被沒收或於屆滿日期仍未行使，則過往於以股份為基礎支付儲備確認之金額將轉撥至保留盈利。

#### (v) 租約

倘本集團釐定由一項交易事項或一系列交易事項組成的安排涵蓋個別資產或多項資產於協定年期內的使用權，以換取付款或一系列付款，則該項安排乃屬或包含一項租賃。有關釐定工作乃以評估該項安排的實質內容為基準，而不論該項安排是否擁有租賃的法律形式。

##### (i) 本集團承租之資產之分類

對於本集團以租賃持有的資產，如有關租賃將擁有資產的絕大部分風險和回報轉移至本集團，有關資產便會劃歸為以融資租賃持有。不向本集團大幅轉移所有風險及回報的租賃乃列作經營租賃，惟下列者除外：

- 根據經營租賃方式持有而被分類為投資物業的物業則屬例外，該等物業會作個別分類作投資物業分類訂定，並以融資租賃列賬；及



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (v) Leases (Continued)

##### (i) Classification of assets leased to the Group (Continued)

- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

##### (ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to the consolidated statement of profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property.

##### (iii) Assets leased out under finance leases as the lessor

When assets are leased out under finance leases, the risks and rewards of ownership are transferred out to customers. When assets are leased out under finance leases, the present value of the lease payments is recognised as a receivable.

#### (w) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the year in which the dividends are approved by the Company's shareholders or directors, where appropriate.

#### (v) 租約 (續)

##### (i) 本集團承租之資產之分類 (續)

- 根據經營租賃持有自用之土地，而其公允價值無法與於其上興建之樓宇於租約生效時之公允價值分開計量，有關土地則根據融資租賃持有入賬，惟有關樓宇亦明顯根據經營租賃持有則例外。就此而言，租賃生效之時間為本集團首次訂立租賃之時間，或從先前承租人接管租賃之時間。

##### (ii) 經營租賃費用

倘本集團根據經營租賃擁有資產的使用權，則根據租賃所作付款乃於綜合損益表內以相等分期款項在租賃條款所涵蓋的會計期間內扣除，除非有能更清楚顯示租賃資產獲利模式的另一基準則屬例外。

以經營租賃所持有土地的收購成本乃以直線法於租賃期內攤銷，惟該物業歸類為投資物業除外。

##### (iii) 根據融資租約作為出租人租出之資產

當資產根據融資租約租出時，擁有權之風險及回報即轉嫁予客戶。當資產根據融資租約租出時，租賃款項之現值將確認為應收款項。

#### (w) 股息分派

向本公司股東派付之股息於本公司股東或董事(如適用)批准派付股息之年度內在本集團及本公司之財務報表中確認為負債。

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策(續)

(Continued)

#### (x) Related parties

For the purposes of these consolidated financial statements, 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, is related to the Group if that person:
  - (1) has control or joint control over the Group;
  - (2) has significant influence over the Group; or
  - (3) is a member of the key management personnel of the Group or the Group's parent.
- (b) the party is an entity is related to the Group if any of the following conditions applies:
  - (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
  - (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
  - (3) Both entities are joint ventures of the same third party;
  - (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (6) The entity is controlled or jointly controlled by a person identified in (a); or
  - (7) A person identified in (a)(1) 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).

#### (x) 關連人士

對於該等綜合財務報表而言，一方將被認為是有關連的，如：

- (a) 有關方為一名人士，則該人士或該人士之近親與本集團有關連：
  - (1) 對本集團擁有控制權或共同控制權；
  - (2) 對本集團有重大影響；或
  - (3) 為本集團或本集團之母公司之主要管理層成員。
- (b) 有關方為實體並符合下列任何條件，則與本集團有關連：
  - (1) 該實體與本集團屬同一集團之成員公司(即母公司、附屬公司及同系附屬公司彼此間有關連)；
  - (2) 一間實體為另一實體之聯營公司或合營企業(或另一實體所屬集團旗下成員公司之聯營公司或合營企業)；
  - (3) 兩間實體均為同一第三方之合營企業；
  - (4) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司；
  - (5) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃；
  - (6) 實體受(a)項所述人士控制或共同控制；或
  - (7) 於(a)(1)項所述人士對實體有重大影響或為實體(或實體之母公司)之主要管理層成員。

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## 綜合財務報表附註

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

### 3. SIGNIFICANT ACCOUNTING POLICIES 3. 主要會計政策 (續)

(Continued)

#### (x) Related parties (Continued)

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

#### (x) 關連人士 (續)

某人士之近親乃指與該實體交易時預期可影響該人士或受該人士影響之家庭成員。

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS 4. 重大會計估計及判斷

#### (a) Critical accounting judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, management has made the following accounting judgements:

##### (i) Provision for impairment of trade and other receivables

The provisioning policy for trade and other receivables of the Group is based on the evaluation of the collectability of those receivables and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer and the realisation of any repayment pattern promised. If the financial conditions of these customers were to deteriorate, additional provision may be required.

##### (ii) Income taxes

The Group is subject to income taxes in jurisdictions in which the Group operates. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

#### (a) 採納本集團會計政策時的重要會計判斷

於採納本集團會計政策過程時，管理層已作出下列的會計判斷：

##### (i) 應收貿易款項及其他應收款項之減值撥備

本集團應收貿易款項及其他應收款項之撥備政策乃以對該等應收款項可收回性作出之評估及管理層之判斷為基礎。評估該等應收款項之最終可變現性時需要作出大量判斷，包括每名客戶之目前信譽及過往收款紀錄，以及任何已承諾還款模式有否實現。倘該等客戶之財務狀況變差，則可能需要額外撥備。

##### (ii) 所得稅

本集團須於本集團經營所在地之司法權區繳納所得稅。在釐定所得稅撥備時需要運用相當程度之判斷。於日常業務過程中有頗多未能確定最終稅項之交易及計算。本集團依據會否有到期應繳納額外稅項之估計而確認預期稅務審計項目之負債。倘該等事項之最終稅務結果與初步記錄之金額不同，則有關差異將影響作出釐定之年度之所得稅及遞延稅項撥備。

## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued) 4. 重大會計估計及判斷(續)

### (a) Critical accounting judgements in applying the Group's accounting policies (Continued)

#### (iii) Capitalisation of development expenditure

Development expenditure are capitalised in accordance with the accounting policy for research and development expenditure in Note 3(g)(i) to the consolidated financial statements. Determining the amounts to be capitalised requires management to apply careful judgement when deciding whether the recognition requirements for development costs have been met. Judgements are based on the best information available at each reporting date. In addition, all internal activities related to the research and development of new software, products or knowhow are continuously monitored by the Company's management.

### (b) Sources of estimation uncertainty

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

#### (i) Revenue recognition

According to the accounting policy as stated in Note 3(r), the Group uses the percentage of completion (the "POC") method to determine the appropriate revenues to be recognised from rendering of services (other than installation service and maintenance services). The stage of completion is measured by reference to the actual costs incurred up to the reporting date as a percentage of total estimated costs of completion. When the outcome of a POC contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that it will be probably recoverable.

### (a) 採納本集團會計政策時的重要會計判斷(續)

#### (iii) 開發開支資本化

開發開支乃按綜合財務報表附註3(g)(i)所載有關研發開支之會計政策予以資本化。管理層釐定將予資本化之金額時須謹慎判斷，以決定是否符合開發成本之確認規定。有關判斷乃根據於各期末日可獲得的最佳資料作出。此外，本公司管理層將持續監控一切與研發新軟件、產品或技術有關之內部活動。

### (b) 估計不確性因素來源

本集團作出有關未來之估計及假設。顧名思義，所作會計估計甚少與有關之實際結果相同。存有重大風險導致下個財政年度之資產及負債之賬面值作出重大調整之估計和假設討論如下：

#### (i) 收益確認

根據附註3(r)所述之會計政策，本集團採用完工百分比法確定在提供服務(不包括安裝服務及維修服務)時應確認之適當收益。完工比例參考截至期末日止已產生之實際成本佔完工之估計總成本之百分比計算。當完工百分比合約之結果不能以可靠方式估計，收益僅於合約成本產生及其將可能可收回之情況下確認。

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

### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### (b) Sources of estimation uncertainty (Continued)

##### (ii) Valuation of investment properties, leasehold land and buildings

The best evidence of fair value is current prices in an active market for similar leases and other contracts. In the absence of such information, the Group determines the amount within a range of reasonable fair values estimated. In making its estimates, the Group considers the information from the valuations of investment properties, leasehold land and buildings performed by external professional valuers by using the market comparison approach. Had the Group used different valuation techniques, the fair value of the investment properties, leasehold land and buildings would be different and thus may have an impact to the consolidated statement of profit or loss.

At 31st December 2015, the carrying amount of the Group's leasehold land and building and investment properties carried at revalued amount/fair value were HK\$259,650,000 (2014: HK\$259,650,000) and HK\$50,200,000 (2014: HK\$50,200,000) respectively.

##### (iii) Estimated impairment of interests in associates

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The Group's approach in determining the recoverable amount of interests in associates (Note 22) is the fair value less costs of disposal which is based on the price by reference to similar transaction. No impairment is required for the year ended 31st December 2015 (2014: Nil).

### 5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities within the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of equity attributable to equity holders of the Company, comprising issued capital, reserves and retained earnings as disclosed in the consolidated statement of changes in equity.

### 4. 重大會計估計及判斷(續)

#### (b) 估計不確性因素來源(續)

##### (ii) 投資物業、租賃土地及樓宇之估值

公允價值之最佳憑證為類似租賃及其他合約於活躍市場中之現行價格。倘缺乏有關資料，本集團將會把金額釐訂在合理之公允價值估計範圍內。於作出估計時，本集團考慮由外聘專業估值師以市場比較法進行之投資物業、租賃土地及樓宇估值所得資料。倘本集團使用不同之估值方法，投資物業、租賃土地及樓宇之公允價值將有所出入，而對綜合損益表可能構成影響。

於二零一五年十二月三十一日，本集團租賃土地及樓宇以及投資物業按重估金額／公允價值列賬之賬面值分別為259,650,000港元(二零一四年：259,650,000港元)及50,200,000港元(二零一四年：50,200,000港元)。

##### (iii) 聯營公司權益之估計減值

當資產或現金產生單位之賬面值超出其可收回金額(即其公允價值減出售成本與其使用價值之較高者)時即存在減值。本集團釐定聯營公司權益(附註22)之可收回金額之方法為公允價值減出售成本(根據參考類似交易之價格計算)。截至二零一五年十二月三十一日止年度毋須作出減值(二零一四年：無)。

### 5. 資本風險管理

本集團管理其資本乃為確保本集團之實體有能力持續經營，並通過優化債務及權益平衡，盡量增大股東之回報。

本集團之資本結構包括股權持有人應佔本公司之權益，並由已發行股本、儲備及保留盈餘構成，該等項目於綜合權益變動表內披露。

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## 綜合財務報表附註

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

### 5. CAPITAL RISK MANAGEMENT (Continued)

The Directors of the Company review the capital structure periodically. As part of this review, the Directors of the Company prepare the annual budget taking into account of the provision of funding. Based on the proposed annual budget, the Directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the management of the Group, the Group will balance its overall capital structure through the payment of dividends, new share issues, bank borrowings and share buy-backs as well as the issue of new debt or the redemption of existing debt, if necessary.

As at 31st December 2015, the Group's debt-to-equity ratio was 2.9% (2014: 6.3%), which is within the range of management's expectation and was calculated as follows:

|                      |          | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|----------------------|----------|----------------------------------|----------------------------------|
| Bank borrowings      | 銀行借貸     | 20,000                           | 42,000                           |
| Total equity         | 總權益      | 683,350                          | 662,837                          |
| Debt-to-equity ratio | 總債務與權益比率 | 2.9%                             | 6.3%                             |

There are no changes on the Group's approach to capital risk management during the year.

### 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT

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

### 5. 資本風險管理 (續)

本公司董事定期檢討其資本結構。作為檢討其中一環，本公司董事在顧及資金撥備下編製年度預算。根據所提交之年度預算，本公司董事考慮資本成本及連同每個資本類別之風險。根據本集團管理層之建議，本集團將通過支付股息、發行新股份、銀行借貸及購回股份及在有需要時另行舉借或償還現有債務，以平衡整體資本結構。

於二零一五年十二月三十一日，本集團之總債務對總權益比率為2.9%（二零一四年：6.3%），乃符合管理層之預期範圍，並按如下計算：

本集團管控資本風險之辦法於年內並無改變。

### 6. 財務風險管理及公允價值計量

本集團之業務承受多種財務風險：市場風險（包括外匯風險及利率風險）、信貸風險及流動性風險。本集團之整體風險管理政策集中關注難以預測之金融市場，並致力將對本集團財務表現造成之潛在不利影響減至最低。



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### 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

#### (a) Market risk

##### (i) Foreign exchange risk

The Group mainly earns revenue and incurs costs in HKD and United States dollars ("USD"). Foreign exchange exposure to USD of the Group will continue to be minimal as long as the policy of the Government of the Hong Kong Special Administrative Region to peg the HKD to the USD remains in effect. There was no material exposure to fluctuations in exchange rates, and therefore no related hedging financial instrument was applied during the year ended 31st December 2015 (2014: same).

##### (ii) Interest rate risk

The Group is exposed to interest rate risk mainly concentrated on the fluctuation in relations to variable interest rate on bank deposits, bank balances and bank borrowings denominated in HKD. The Group currently does not have any interest rate hedging policy.

##### Interest rate sensitivity

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative instruments including bank balances and bank borrowings, at the reporting date and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in the case of instruments that have floating rates. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rate.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31st December 2015 would increase/decrease by approximately HK\$388,000 (2014: HK\$243,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank borrowings, bank deposits and bank balances.

### 6. 財務風險管理及公允價值 計量 (續)

#### (a) 市場風險

##### (i) 外匯風險

本集團賺取之收益及產生之成本主要為港元及美元。倘香港特別行政區政府一直維持港元與美元掛鈎政策，則本集團所承受對美元之外匯風險水平將維持輕微。截至二零一五年十二月三十一日止年度，並無重大匯率波動之風險，因此並無應用相關對沖金融工具(二零一四年：相同)。

##### (ii) 利率風險

本集團之利率風險，主要集中在港元銀行存款、銀行結餘之相關浮動利率波幅、及以港元為單位的銀行借貸。本集團現時並無任何利率對沖政策。

##### 利率敏感度

以下敏感度分析乃按非衍生工具(包括銀行結餘及銀行借貸)於期末日所面臨之利率風險，以及於財政年度開始時已規定之變動及(若為以浮動利率計息之工具)於整個報告期間內以劃一利率計息為基準。50點子之增減乃內部向主要管理人員匯報利率風險時所用，即管理層就利率之合理可能變化所作評估。

若利率上升/下降50點子，而其他變數均保持不變，則本集團截至二零一五年十二月三十一日止年度之溢利將增加/減少約388,000港元(二零一四年：243,000港元)。此主要歸因於本集團之銀行借貸、銀行存款及銀行結餘均以浮動利率計息。

## 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

### (b) Credit risk

Credit risk was managed on a group basis. Credit risk arises from cash and cash equivalents, restricted bank deposits, as well as credit exposures to customers, including outstanding receivables and committed transactions. The Group only places deposits in reputable banks and financial institutions and manages its credit risk associated with trade receivable through the application of credit approvals, credit rating and monitoring procedures.

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

The Group has no significant concentration of credit risk in relation to trade receivables, bank balances and deposits, with exposure spread over a number of counterparties and customers.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset (Note 23) in the consolidated statement of financial position after deducting any impairment provision.

### (c) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board, which has built a liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and financial liabilities. The Group relies on its operating cash flows as a significant source of liquidity.

## 6. 財務風險管理及公允價值計量 (續)

### (b) 信貸風險

信貸風險集體管理。信貸風險自現金及現金等價物、受限制銀行存款以及客戶信貸風險(包括未收回應收款項及已承諾交易)產生。本集團僅將存款存放於知名銀行及財務機構，並透過應用信貸審批、信貸評級及監察程序管理其與應收貿易款項相關之信貸風險。

為將信貸風險降至最低水平，本集團管理層已委派一組人員負責制訂信貸限額、信貸審批及其他監控程序，以確保採取跟進措施以收回逾期未付之應收貿易款項。此外，本集團於各期末日評估每項個別交易債項之可收回金額，以確保就不可收回金額作出足夠之減值虧損。就此而言，本公司董事認為本集團之信貸風險已大幅降低。

就應收貿易款項、銀行結餘及存款而言，本集團並無重大信貸風險集中情況，信貸風險散佈於若干交易對手及客戶。

最大信貸風險指綜合財務狀況表內各金融資產(附註23)扣減任何減值撥備後之賬面金額。

### (c) 流動性風險

流動性風險最終由董事會負責管理，董事會就本集團之短期、中期及長期資金之管理與流動資金管理之要求，建立一套恰當之流動性風險管理體制。本集團通過持續監控預測及實際現金流量，以及將金融資產與金融負債之限期組合進行配合來維持充足儲備及銀行融資，從而管理流動性風險。本集團依賴經營現金流為流動資金之重要來源。

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### 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

#### (c) Liquidity risk (Continued)

The table below shows the Group's financial liabilities analysing into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal to their carrying balances, as the impact of discounting is not significant.

| Non-derivative<br>financial liabilities | 非衍生金融負債                   | On demand<br>or within<br>1 year |               | Over<br>1 year | Carrying<br>amount |
|---|---------------------------|----------------------------------|---------------|----------------|--------------------|
|   |                           | 須按要求或<br>於一年內                    | 須按要求或<br>於一年內 |                |                    |
|   |                           | HK\$'000                         | HK\$'000      | HK\$'000       | HK\$'000           |
|   |                           | 千港元                              | 千港元           | 千港元            | 千港元                |
| <b>At 31st December 2015</b>            | <b>於二零一五年<br/>十二月三十一日</b> |                                  |               |                |                    |
| Trade payables                          | 應付貿易款項                    | 244,907                          | –             | 244,907        | 244,907            |
| Other payables                          | 其他應付款項                    | 7,061                            | –             | 7,061          | 7,061              |
| Bank borrowings (Note)                  | 銀行借貸(附註)                  | 20,000                           | –             | 20,000         | 20,000             |
|   |                           | <b>271,968</b>                   | <b>–</b>      | <b>271,968</b> | <b>271,968</b>     |
| <b>At 31st December 2014</b>            | <b>於二零一四年<br/>十二月三十一日</b> |                                  |               |                |                    |
| Trade payables                          | 應付貿易款項                    | 228,632                          | –             | 228,632        | 228,632            |
| Other payables                          | 其他應付款項                    | 15,967                           | –             | 15,967         | 15,967             |
| Bank borrowings                         | 銀行借貸                      | 42,000                           | –             | 42,000         | 42,000             |
|   |                           | <b>286,599</b>                   | <b>–</b>      | <b>286,599</b> | <b>286,599</b>     |

Note:

Bank borrowings with a repayment on demand clause are included in the "on demand or within 1 year" time band in the above maturity analysis. As at 31st December 2015, the aggregate undiscounted principal amounts of bank loans amounted to HK\$20,000,000. Taking into account the Group's financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the banking facilities.

### 6. 財務風險管理及公允價值 計量(續)

#### (c) 流動性風險(續)

下表分析本集團於期末日至合約到期日之餘下期間按有關到期組別劃分之金融負債。表中所披露之金額乃合約未貼現現金流量。由於貼現之影響並不重大，於十二個月內到期之結餘相等於其賬面結餘。

附註：

附帶按要求償還條款的銀行借款在上述到期日分析計入「須按要求或於一年內」的時間範圍內。於二零一五年十二月三十一日，該等銀行貸款的未貼現本金總額為20,000,000港元。考慮到本集團的財務狀況，本公司董事相信銀行不可能行使酌情權要求即時還款。本公司董事相信，該等銀行貸款將根據銀行提供之信貸融資所載預定日期還款。

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

## 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

## 6. 財務風險管理及公允價值計量 (續)

### (d) Fair value measurement

Financial instruments and non-financial assets measured at fair value in the consolidated statement of financial position are categorised into the three level fair value hierarchies as defined in HKFRS 13, "Fair Value Measurement":

- Level 1: Fair value measured only using level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement dates.
- Level 2: Fair value measured using level 2 inputs, i.e. observable inputs which fail to meet with Level 1, and not using unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3: Fair value measured using significant unobservable inputs.

#### (i) Fair value of financial assets and financial liabilities

The carrying amounts of the Group's financial assets as at 31st December 2015 carried at fair value in the consolidated statement of financial position on a recurring basis are grouped into the three level fair value hierarchies as follows:

|   |                  | At 31st December 2015<br>於二零一五年十二月三十一日 |                 |                 |                 |
|---|------------------|--|-----------------|-----------------|-----------------|
|   |                  | Level 1<br>第一層                         | Level 2<br>第二層  | Level 3<br>第三層  | Total<br>總計     |
|   |                  | HK\$'000<br>千港元                        | HK\$'000<br>千港元 | HK\$'000<br>千港元 | HK\$'000<br>千港元 |
| <b>Recurring fair value measurement</b> | <b>經常性公允價值計量</b> |  |                 |                 |                 |
| Other financial asset<br>(Note 29)      | 其他金融資產<br>(附註29) | –                                      | 1,180           | –               | 1,180           |

Discounted cash flow is used for the purpose of measuring fair values categorised in Level 2. Future cash flows are estimated based on the expected return of the investment by reference to similar products in the market.

### (d) 公允價值計量

於綜合財務狀況表內以公允價值計量之金融工具及非金融資產，分為三個公允價值層次(定義見香港財務報告準則第13號「公允價值計量」)：

- 第一層：以第一層輸入值計量之公允價值，即以相同資產或負債於計量日在活躍市場中的未調整報價計量。
- 第二層：以第二層輸入值計量之公允價值，即其輸入值之可觀察性並未如第一層輸入值，但其輸入值並不使用不可觀察之數據。不可觀察之輸入值為並無市場數據可作參考之輸入值。
- 第三層：使用不可觀察數據作重要輸入值以計量之公允價值。

#### (i) 金融資產及金融負債之公允價值

本集團於綜合財務狀況表內，按經常性基準以公允價值列賬之金融資產於二零一五年十二月三十一日之賬面值被分為以下三個公允價值的級別：

第二級的公允價值的估值方法是以已貼現現金流量計算。未來現金流乃經參考市場類似產品基於投資預期回報而估算。

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

### 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

#### (d) Fair value measurement (Continued)

##### (i) Fair value of financial assets and financial liabilities (Continued)

The carrying amounts of the Group's financial assets and liabilities carried at amortised cost approximate their fair values due to their short maturities.

##### (ii) Fair value of non-financial assets

The following table presents the Group's properties measured at fair value on a recurring basis categorised into the three level fair value hierarchies as follows:

|   |                  | At 31st December 2015<br>於二零一五年十二月三十一日 |                                   |                                   |                                |
|---|------------------|--|-----------------------------------|-----------------------------------|--------------------------------|
|   |                  | Level 1<br>第一層<br>HK\$'000<br>千港元      | Level 2<br>第二層<br>HK\$'000<br>千港元 | Level 3<br>第三層<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
| <b>Recurring fair value measurement</b> | <b>經常性公允價值計量</b> |  |                                   |                                   |                                |
| Investment properties (Note 20)         | 投資物業(附註20)       | -                                      | -                                 | 50,200                            | 50,200                         |
| Leasehold land and buildings (Note 19)  | 租賃土地及樓宇(附註19)    | -                                      | -                                 | 259,650                           | 259,650                        |
|   |                  | -                                      | -                                 | 309,850                           | 309,850                        |

|   |                  | At 31st December 2014<br>於二零一四年十二月三十一日 |                                   |                                   |                                |
|---|------------------|--|-----------------------------------|-----------------------------------|--------------------------------|
|   |                  | Level 1<br>第一層<br>HK\$'000<br>千港元      | Level 2<br>第二層<br>HK\$'000<br>千港元 | Level 3<br>第三層<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
| <b>Recurring fair value measurement</b> | <b>經常性公允價值計量</b> |  |                                   |                                   |                                |
| Investment properties (Note 20)         | 投資物業(附註20)       | -                                      | -                                 | 50,200                            | 50,200                         |
| Leasehold land and buildings (Note 19)  | 租賃土地及樓宇(附註19)    | -                                      | -                                 | 259,650                           | 259,650                        |
|   |                  | -                                      | -                                 | 309,850                           | 309,850                        |

### 6. 財務風險管理及公允價值計量(續)

#### (d) 公允價值計量(續)

##### (i) 金融資產及金融負債之公允價值(續)

由於屬短期性質，故按攤銷成本列賬之金融資產及金融負債之賬面值與其公允價值相若。

##### (ii) 非金融資產公允價值

下表呈列本集團按經常性基準以公允價值計量之物業，分為三個公允價值層次：

## 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

## 6. 財務風險管理及公允價值計量 (續)

### (d) Fair value measurement (Continued)

### (d) 公允價值計量 (續)

#### (ii) Fair value of non-financial assets (Continued)

#### (ii) 非金融資產公允價值 (續)

The Group's leasehold land and buildings and investment properties were stated at valuations made at 31st December 2015 and 2014 by an independent professional valuer at market value basis which is determined by reference to market evidence of recent transactions for similar properties.

本集團之租賃土地及樓宇及投資物業乃按於二零一五年及二零一四年十二月三十一日由獨立專業估值師參考市場上同類物業近期交易之資料後，按同類物業最近交易市值基準進行重估後列賬。

The Group's finance department reviews the valuation performed by independent valuers for the financial reporting purposes. Discussion of valuation processes and results are held at least once every year, which is in line with the Group's annual reporting date.

本集團財務部審閱由獨立估值師進行之估值以作財務申報用途。估值過程之討論及結果最少每年進行一次，與本集團之年度申報日一致。

#### (iii) Information about Level 3 fair value measurements

#### (iii) 有關第三層公允價值計量的資料

|   | Valuation techniques<br>估值方式        | Unobservable input<br>不可觀察輸入數據                   | Range<br>數據幅度         |
|---|-------------------------------------|--|-----------------------|
| Investment properties<br>– Hong Kong<br>投資物業<br>– 香港              | Market comparison approach<br>市場比較法 | Premium on quality of<br>the buildings<br>樓宇質量溢價 | 5% to 10%<br>5% 至 10% |
| Leasehold land<br>and buildings<br>– Hong Kong<br>租賃土地及樓宇<br>– 香港 | Market comparison approach<br>市場比較法 | Premium on quality of<br>the buildings<br>樓宇質量溢價 | 5% to 10%<br>5% 至 10% |

The fair value of investment properties and leasehold land and buildings located in Hong Kong is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square foot basis, adjusted for a premium or a discount specific to the quality and floor of the Group's buildings compared to the recent sales. Higher premium for higher quality buildings will result in a higher fair value measurement.

位於香港之投資物業及租賃土地及樓宇之公允價值乃使用市場比較法參考公開可得最近可比較物業每平方尺之銷售價格而釐定，並按本集團物業質量作出調整。高質量物業可享有較高溢價，並可產生較高的公允價值計量。



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### 6. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENT (Continued)

#### (d) Fair value measurement (Continued)

(iii) Information about Level 3 fair value measurements (Continued)

The movements during the year ended 31st December 2015 and 31st December 2014 in the balance of these Level 3 fair value measurements are as follows:

|                              |                           | Investment<br>properties<br>投資物業<br>HK\$'000<br>千港元 | Leasehold<br>land and<br>buildings<br>租賃土地及樓宇<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|------------------------------|---------------------------|---|--|--------------------------------|
| At 1st January 2014          | 於二零一四年一月一日                | 43,000  | 224,400  | 267,400                        |
| Depreciation charge          | 折舊扣除                      | –   | (6,690)  | (6,690)                        |
| Fair value gain              | 公允價值收益                    | 6,658   | –  | 6,658                          |
| Revaluation surplus          | 重估盈餘                      | –   | 42,482   | 42,482                         |
| Transfer                     | 轉撥                        | 542   | (542)  | –                              |
| At 31st December 2014        | 於二零一四年<br>十二月三十一日         | 50,200  | 259,650  | 309,850                        |
| <b>At 1st January 2015</b>   | <b>於二零一五年一月一日</b>         | <b>50,200</b>                                       | <b>259,650</b>   | <b>309,850</b>                 |
| Depreciation charge          | 折舊扣除                      | –   | <b>(7,989)</b>   | <b>(7,989)</b>                 |
| Revaluation surplus          | 重估盈餘                      | –   | <b>7,989</b>   | <b>7,989</b>                   |
| <b>At 31st December 2015</b> | <b>於二零一五年<br/>十二月三十一日</b> | <b>50,200</b>                                       | <b>259,650</b>   | <b>309,850</b>                 |

Fair value gain of investment properties is recognised in the line item “fair value gain on revaluation of investment properties” on the face of the consolidated statement of profit or loss.

Revaluation surplus of leasehold land and buildings are recognised in “property revaluation reserve” under the consolidated statement of comprehensive income.

During the year ended 31st December 2015, there were no transfers between Level 1, 2 and 3 (2014: Nil).

### 6. 財務風險管理及公允價值 計量 (續)

#### (d) 公允價值計量 (續)

(iii) 有關第三層公允價值計量的資料  
(續)

截至二零一五年及二零一四年十二月三十一日止年度第三層公允價值計量結餘之變動如下：

投資物業的公允價值收益於綜合損益表上的「重估投資物業公允價值收益」項目中確認。

租賃土地及樓宇之重估盈餘於綜合全面收益表上的「物業重估儲備」項目中確認。

於截至二零一五年十二月三十一日止年度，第一層、第二層及第三層之間並無轉撥(二零一四年：無)。

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## 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION

Revenue represents the net amounts received and receivable for goods sold by the Group to outside customers, less returns and allowances, and revenue from service contracts, and is analysed as follows:

|                                |           | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--------------------------------|-----------|----------------------------------|----------------------------------|
| Sales of goods                 | 銷售貨品      | 845,774                          | 805,602                          |
| Revenue from service contracts | 來自服務合約之收入 | 660,267                          | 628,319                          |
|                                |           | <b>1,506,041</b>                 | 1,433,921                        |

The Board has been identified as the chief operating decision maker. The Board reviews the Group's internal reporting in order to assess the performance and allocate resources. The Board has determined the operating segments based on the Group's internal reporting.

The Group is currently organised into two (2014: two) operating divisions – Information Technology Products ("IT Products") and Information Technology Services ("IT Services"). These divisions are the basis on which the Group reports its primary segment information to the chief operating decision maker. The business nature of each segment is disclosed as follows:

#### IT Products

Being the business of information technology in supplying of information technology and associated products.

#### IT Services

Being the business of information technology in providing systems integration, software and consulting services, engineering support for products and solutions and managed services.

### 7. 收入及分部資料

收入乃指本集團向外界客戶所出售貨品(扣除退貨及折扣)及來自服務合約收入之已收及應收之淨額，現分析如下：

董事會已被確認為主要經營決策者。董事會審閱本集團的內部匯報以便評估業績及分配資源。董事會根據本集團之內部匯報釐定經營分部。

本集團由兩個(二零一四年：兩個)經營部門組成 — 資訊科技產品(「資訊科技產品」)及資訊科技服務(「資訊科技服務」)。上述部門是本集團呈報其主要分部資料予主要營運決策者之基準。各個分部之業務性質披露如下：

#### 資訊科技產品

即供應資訊科技產品及相關產品之資訊科技業務。

#### 資訊科技服務

即提供系統整合、軟件及顧問服務、產品及解決方案之工程支援及管理服務之資訊科技業務。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

Segment information about these businesses is presented below:

Year ended 31st December 2015

|   |                | IT Products<br>資訊科技產品<br>HK\$'000<br>千港元 | IT Services<br>資訊科技服務<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|---|----------------|--|--|--------------------------------|
| Revenue from external customers               | 來自外部客戶之收入      | 845,774                                  | 660,267                                  | 1,506,041                      |
| Intersegment revenue                          | 分部間收入          | 17,063                                   | 20,308                                   | 37,371                         |
| Segment revenue                               | 分部收入           | 862,837                                  | 680,575                                  | 1,543,412                      |
| Reportable segment profit                     | 可報告分部溢利        | 39,515                                   | 32,355                                   | 71,870                         |
| Reportable segment assets                     | 可報告分部資產        | 310,386                                  | 302,112                                  | 612,498                        |
| Reportable segment liabilities                | 可報告分部負債        | 240,586                                  | 150,133                                  | 390,719                        |
| Segment depreciation                          | 分部折舊           | 2,486                                    | 9,375                                    | 11,861                         |
| Segment amortisation                          | 分部攤銷           | –  | 1,669                                    | 1,669                          |
| Additions to property,<br>plant and equipment | 添置物業、<br>廠房及設備 | 103                                      | 5,911                                    | 6,014                          |

### 7. 收入及分部資料(續)

該等業務之分部資料呈列如下：

截至二零一五年十二月三十一日止年度

Year ended 31st December 2014

截至二零一四年十二月三十一日止年度

|   |                | IT Products<br>資訊科技產品<br>HK\$'000<br>千港元 | IT Services<br>資訊科技服務<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|---|----------------|--|--|--------------------------------|
| Revenue from external customers               | 來自外部客戶之收入      | 805,602                                  | 628,319                                  | 1,433,921                      |
| Intersegment revenue                          | 分部間收入          | 51,959                                   | 22,241                                   | 74,200                         |
| Segment revenue                               | 分部收入           | 857,561                                  | 650,560                                  | 1,508,121                      |
| Reportable segment profit                     | 可報告分部溢利        | 19,281                                   | 26,255                                   | 45,536                         |
| Reportable segment assets                     | 可報告分部資產        | 304,441                                  | 316,909                                  | 621,350                        |
| Reportable segment liabilities                | 可報告分部負債        | 237,243                                  | 130,643                                  | 367,886                        |
| Segment depreciation                          | 分部折舊           | 1,317                                    | 8,292                                    | 9,609                          |
| Segment amortisation                          | 分部攤銷           | –  | 988                                      | 988                            |
| Additions to property,<br>plant and equipment | 添置物業、<br>廠房及設備 | 625                                      | 7,549                                    | 8,174                          |
| Additions to intangible assets                | 添置無形資產         | –  | 153                                      | 153                            |

## 7. REVENUE AND SEGMENT INFORMATION (Continued)

### (a) Segment accounting policies

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3. Performance is measured based on segment profit that is used by the chief operating decision maker for the purposes of resource allocation and assessment of segment performance. Income tax expense is not allocated to reportable segments.

The revenue, profit or loss, assets and liabilities of the Group are allocated based on the operations of the segments.

Reportable segment profit is profit before income tax, excluding unallocated other income, unallocated other gain, net, share of results of associates, unallocated loss on disposal of property, plant and equipment, unallocated depreciation for property, plant and equipment that are used for all segments, fair value gain on revaluation of investment properties, finance costs and unallocated corporate expenses (mainly include staff costs and other general administrative expenses) of the head office.

Reportable segment assets exclude interests in associates, deferred income tax assets, unallocated restricted bank deposits, unallocated cash and cash equivalents and unallocated corporate assets (mainly include property, plant and equipment and investment properties that are used by all segments, prepayments, deposits, tax recoverable and other financial asset).

Reportable segment liabilities exclude current income tax liabilities, deferred income tax liabilities, unallocated corporate liabilities (mainly include accrued charges of the head office and bank borrowings).

## 7. 收入及分部資料(續)

### (a) 分部會計政策

可報告分部所採用的會計政策乃與附註3所述本集團的會計政策相同。表現乃根據主要經營決策者用於分配資源及評估分部表現的分部溢利計算。所得稅開支不會分配至可報告分部。

本集團的收入、損益、資產及負債乃按分部的業務基準分配。

可報告分部的溢利為除所得稅前溢利，不包括未分配其他收入、未分配其他淨收益、應佔聯營公司業績、未分配出售物業、廠房及設備之虧損、於所有分部使用之物業、廠房及設備之未分配折舊、重估投資物業之公允價值收益、財務成本及總辦事處之未分配公司開支（主要包括員工成本及其他一般行政費用）。

可報告分部的資產不包括聯營公司權益、遞延所得稅資產、未分配受限制銀行存款、未分配現金及現金等價物及未分配公司資產（主要包括所有分部使用之物業、廠房及設備以及投資物業、預付款項、按金、可收回稅項及其他金融資產）。

可報告分部的負債不包括即期所得稅負債、遞延所得稅負債及未分配公司負債（主要包括總辦事處之應計費用及銀行借貸）。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

#### (b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities

Reportable segment revenue, profit or loss, assets and liabilities are reconciled to results and total assets and total liabilities of the Group as follows:

| Revenue  | 收入          | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|-------------|----------------------------------|----------------------------------|
| Reportable segment revenue                           | 可報告分部收入     | 1,543,412                        | 1,508,121                        |
| Elimination of intersegment revenue                  | 撇銷分部間收入     | (37,371)                         | (74,200)                         |
| Revenue per consolidated statement of profit or loss | 於綜合損益表列報的收入 | 1,506,041                        | 1,433,921                        |

Intersegment revenue is charged at cost plus a percentage of profit mark-up.

### 7. 收入及分部資料(續)

#### (b) 可報告之分部收入、損益、資產及負債的對賬

可報告之分部收入、損益、資產及負債與本集團之業績及總資產及總負債對賬如下：

分部間收入按成本加成利潤收取。

| Profit or loss  | 損益               | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|------------------|----------------------------------|----------------------------------|
| Reportable segment profit   | 可報告分部溢利          | 71,870                           | 45,536                           |
| Unallocated amounts:  | 未分配款項：           |                                  |                                  |
| Unallocated other income  | 未分配其他收入          | 2,839                            | 4,340                            |
| Unallocated other gain, net   | 未分配其他淨收益         | 3,102                            | 43,385                           |
| Fair value gain on revaluation of investment properties               | 重估投資物業之公允價值收益    | –                                | 6,658                            |
| Unallocated loss on disposal of property, plant and equipment         | 未分配出售物業、廠房及設備之虧損 | –                                | (68)                             |
| Unallocated depreciation  | 未分配折舊            | (5,667)                          | (5,410)                          |
| Share of results of associates  | 應佔聯營公司業績         | (5,914)                          | (21,973)                         |
| Finance costs   | 財務成本             | (1,005)                          | (1,414)                          |
| Unallocated corporate expenses  | 未分配公司開支          | (37,647)                         | (41,465)                         |
| Profit before income tax per consolidated statement of profit or loss | 於綜合損益表列報的除所得稅前溢利 | 27,578                           | 29,589                           |

Notes to the Consolidated Financial Statements  
綜合財務報表附註

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

7. REVENUE AND SEGMENT  
INFORMATION (Continued)

7. 收入及分部資料(續)

(b) Reconciliation of the reportable segment  
revenue, profit or loss, assets and liabilities  
(Continued)

(b) 可報告之分部收入、損益、資  
產及負債的對賬(續)

| Assets   | 資產              | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|-----------------|----------------------------------|----------------------------------|
| Reportable segment assets  | 可報告分部資產         | <b>612,498</b>                   | 621,350                          |
| Unallocated assets:  | 未分配資產：          |                                  |                                  |
| Interests in associates  | 聯營公司權益          | <b>58,382</b>                    | 63,569                           |
| Deferred income tax assets   | 遞延所得稅資產         | <b>679</b>                       | 3,345                            |
| Unallocated restricted bank deposits                               | 未分配受限制銀行存款      | -                                | 781                              |
| Unallocated cash and cash equivalents                              | 未分配現金及現金等價物     | <b>172,955</b>                   | 130,439                          |
| Unallocated corporate assets                                       | 未分配公司資產         | <b>330,607</b>                   | 332,839                          |
| Total assets per consolidated statement of financial position      | 於綜合財務狀況表列報的資產總額 | <b>1,175,121</b>                 | 1,152,323                        |
| Liabilities  | 負債              | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
| Reportable segment liabilities                                     | 可報告分部負債         | <b>390,719</b>                   | 367,886                          |
| Unallocated liabilities:   | 未分配負債：          |                                  |                                  |
| Current income tax liabilities                                     | 即期所得稅負債         | <b>1,103</b>                     | 1,143                            |
| Deferred income tax liabilities                                    | 遞延所得稅負債         | <b>44,510</b>                    | 43,228                           |
| Unallocated corporate liabilities                                  | 未分配公司負債         | <b>55,439</b>                    | 77,229                           |
| Total liabilities per consolidated statement of financial position | 於綜合財務狀況表列報的負債總額 | <b>491,771</b>                   | 489,486                          |

The following table sets out information about the geographical segment location of the Group's revenue from external customers and its non-current assets (other than financial instruments and deferred income tax assets). The geographical location of customers is based on the location at which the services were provided or the goods were delivered. The geographical location of the Specified non-current assets is based on the physical location of the asset in the case of property, plant and equipment and investment properties, the location of the operations to which they are allocated in the case of the intangible assets and the location of operations in the case of interests in associates.

下表載列有關本集團來自外間客戶之收入及非流動資產(金融工具及遞延所得稅資產除外)之地區位置分部。客戶之地區位置乃基於向其提供服務或售出貨物之所在地。就專有非流動資產之地區位置而言，物業、廠房及設備及投資物業乃根據該資產之實物之所在地、無形資產則指其被分配業務之所在地、而聯營公司權益則指其業務所在地。



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

#### (b) Reconciliation of the reportable segment revenue, profit or loss, assets and liabilities (Continued)

### 7. 收入及分部資料(續)

#### (b) 可報告之分部收入、損益、資 產及負債的對賬(續)

| Place of domicile | 所在地 | Revenue from external customers |                  | Specified non-current assets |                |
|-------------------|-----|---------------------------------|------------------|------------------------------|----------------|
|                   |     | 2015                            | 2014             | 2015                         | 2014           |
|                   |     | 二零一五年                           | 二零一四年            | 二零一五年                        | 二零一四年          |
|                   |     | HK\$'000                        | HK\$'000         | HK\$'000                     | HK\$'000       |
|                   |     | 千港元                             | 千港元              | 千港元                          | 千港元            |
| Hong Kong         | 香港  | 1,381,303                       | 1,268,410        | 388,414                      | 394,603        |
| China             | 中國  | 5,789                           | 14,066           | 181                          | 418            |
| Macau             | 澳門  | 59,882                          | 70,957           | 120                          | 894            |
| Singapore         | 新加坡 | –                               | 2,550            | –                            | –              |
| Thailand          | 泰國  | 30,747                          | 29,882           | 138                          | 221            |
| Taiwan            | 台灣  | 28,320                          | 47,881           | 560                          | 136            |
| Others            | 其他  | –                               | 175              | –                            | –              |
|                   |     | <b>1,506,041</b>                | <b>1,433,921</b> | <b>389,413</b>               | <b>396,272</b> |

### 8. OTHER INCOME

### 8. 其他收入

|  |                   | 2015         | 2014         |
|--|-------------------|--------------|--------------|
|  |                   | 二零一五年        | 二零一四年        |
|  |                   | HK\$'000     | HK\$'000     |
|  |                   | 千港元          | 千港元          |
| Sundry income                                      | 雜項收入              | –            | 1,814        |
| Interest on bank deposits                          | 銀行存款利息            | 54           | 69           |
| Rental income from investment properties (Note 20) | 來自投資物業之租金收入(附註20) | 2,956        | 2,609        |
| Rental income from sublease                        | 來自轉租之租金收入         | 294          | 159          |
| Others   | 其他                | 1,233        | 626          |
|  |                   | <b>4,537</b> | <b>5,277</b> |

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 9. OTHER GAIN, NET

### 9. 其他淨收益

|  |                          | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|--------------------------|----------------------------------|----------------------------------|
| Exchange loss, net   | 匯兌虧損之淨值                  | <b>(2,633)</b>                   | (2,365)                          |
| Gain on deemed disposal of partial interests in associates (Note 31) | 視作出售聯營公司部份權益之收益(附註31)    | <b>5,281</b>                     | -                                |
| Gain on deemed disposal of subsidiaries (Note 32)                    | 視作出售附屬公司之收益(附註32)        | -                                | 44,666                           |
| Gain on disposal of intangible assets (Note 41)                      | 出售無形資產之收益(附註41)          | -                                | 827                              |
| (Loss)/Gain on disposal of property, plant and equipment (Note 41)   | 出售物業、廠房及設備之(虧損)/收益(附註41) | <b>(19)</b>                      | 37                               |
|  |                          | <b>2,629</b>                     | 43,165                           |

### 10. FINANCE INCOME

Finance income represents accretion of discount recognised upon initial recognition of finance lease receivables to their fair values (2014: same).

### 10. 財務收入

財務收入指初步按其公允價值確認應收融資租賃款項後確認的貼現增加(二零一四年: 相同)。

### 11. FINANCE COSTS

### 11. 財務成本

|                             |        | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|-----------------------------|--------|----------------------------------|----------------------------------|
| Interest on bank borrowings | 銀行借貸利息 | <b>865</b>                       | 636                              |
| Other interest expenses     | 其他利息支出 | <b>140</b>                       | 778                              |
|                             |        | <b>1,005</b>                     | 1,414                            |

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 12. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging/(crediting):

### 12. 除所得稅前溢利

除所得稅前溢利乃經扣除／(計入)下列各項：

|  |                            | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|----------------------------|----------------------------------|----------------------------------|
| Auditors' remuneration:  | 核數師酬金：                     |                                  |                                  |
| Audit services   | 核數服務                       |                                  |                                  |
| – Current year   | – 本年度                      | 1,255                            | 1,206                            |
| – Underprovision in respect<br>of prior year                                   | – 過往年度撥備不足                 | 104                              | 41                               |
| Non-audit services   | 非核數服務                      | 477                              | 476                              |
| Depreciation and amortisation:   | 折舊及攤銷：                     |                                  |                                  |
| Property, plant and equipment<br>(Note 19)                                     | 物業、廠房及設備<br>(附註19)         | 17,528                           | 15,019                           |
| Intangible assets (included in cost<br>of services rendered) (Note 21)         | 無形資產(包括在提供服務<br>之成本)(附註21) | 1,669                            | 988                              |
| Directors' emoluments (Note 14)  | 董事酬金(附註14)                 | 6,750                            | 5,670                            |
| Employee benefit expenses<br>(excluding directors' emoluments)<br>(Note 13)    | 僱員福利開支(不包括董事酬金)<br>(附註13)  | 415,599                          | 421,683                          |
| Inventories written off  | 撇銷存貨                       | –                                | 5,952                            |
| Operating lease rentals in respect of:   | 經營租賃租金：                    |                                  |                                  |
| Office premises  | 辦公室物業                      | 7,340                            | 8,360                            |
| Computer equipment   | 電腦設備                       | 418                              | 209                              |
| Provision for impairment<br>of trade receivables (Note 25)                     | 應收貿易款項減值撥備(附註25)           | 274                              | 12                               |
| Provision for impairment of amounts<br>due from customers<br>for contract work | 合約工程應收客戶款項減值撥備             | 18                               | 7,303                            |
| Reversal of provision for impairment<br>of trade receivables (Note 25)         | 應收貿易款項之減值<br>撥備撥回(附註25)    | (158)                            | (328)                            |
| Reversal of provision for obsolete<br>inventories                              | 陳舊存貨減值撥備撥回                 | (49)                             | (154)                            |

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綜合財務報表附註

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

13. EMPLOYEE BENEFIT EXPENSES  
(EXCLUDING DIRECTORS'  
EMOLUMENTS)

13. 僱員福利開支(不包括董  
事酬金)

|   |             | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|-------------|----------------------------------|----------------------------------|
| Salaries and other benefits                 | 薪金及其他福利     | 384,307                          | 392,022                          |
| Performance related incentive bonus         | 表現有關之獎勵花紅   | 20,635                           | 17,100                           |
| Equity-settled share-based payment expenses | 以股份為基礎支付之開支 | 25                               | 1,644                            |
| Retirement benefit scheme contributions     | 退休福利計劃供款    | 10,632                           | 10,917                           |
|   |             | <b>415,599</b>                   | 421,683                          |

14. DIRECTORS' EMOLUMENTS

14. 董事酬金

Directors' emoluments, disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

根據上市規則、香港《公司條例》第383(1)條以及《公司(披露董事利益資料)規例》第2部披露的董事之酬金如下：

|   |             | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|-------------|----------------------------------|----------------------------------|
| Fees  | 袍金          | 594                              | 552                              |
| Other emoluments:                           | 其他酬金：       |                                  |                                  |
| Salaries and other benefits                 | 薪金及其他福利     | 5,013                            | 3,218                            |
| Performance related incentive bonus         | 表現有關之獎勵花紅   | 993                              | 1,452                            |
| Retirement benefit scheme contributions     | 退休福利計劃供款    | 142                              | 305                              |
| Equity-settled share-based payment expenses | 以股份為基礎支付之開支 | 8                                | 143                              |
|   |             | <b>6,750</b>                     | 5,670                            |

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 14. DIRECTORS' EMOLUMENTS (Continued)

The emoluments paid or payable to each of the twelve (2014: eight) directors were as follows:

### 14. 董事酬金 (續)

本公司已付或應付十二位(二零一四年: 八位)董事之酬金如下:

|                                     |           | Year ended 31st December 2015<br>截至二零一五年十二月三十一日止年度 |  |   |   |   |                 |
|-------------------------------------|-----------|--|--|---|---|---|-----------------|
| Name of director<br>董事名稱            |           | Performance related incentive                      |  |   | Equity-settled share-based payment                  |   | Total<br>總額     |
|                                     |           | Salaries and other benefits<br>薪金及其他福利             | bonus<br>獎金                            | Retirement benefit scheme contributions<br>退休福利計劃供款 | share-based payment expenses<br>以股份為基礎支付之開支         |   |                 |
|                                     |           | Fees<br>袍金   | Salaries and other benefits<br>薪金及其他福利 | bonus<br>獎金   | Retirement benefit scheme contributions<br>退休福利計劃供款 | share-based payment expenses<br>以股份為基礎支付之開支 | Total<br>總額     |
|                                     |           | HK\$'000<br>千港元                                    | HK\$'000<br>千港元                        | HK\$'000<br>千港元                                     | HK\$'000<br>千港元                                     | HK\$'000<br>千港元                             | HK\$'000<br>千港元 |
| Wang Weihang                        | 王維航       | 55   | -                                      | -   | -   | -   | 55              |
| Wang Yueou (Note b)                 | 王粵鷗(附註b)  | -  | 439                                    | 220   | -   | -   | 659             |
| Li Wei (Note c)                     | 李偉(附註c)   | 21   | -                                      | -   | -   | -   | 21              |
| Cui Yong (Note d)                   | 崔勇(附註d)   | 16   | -                                      | -   | -   | -   | 16              |
| Pan Xinrong (Note e)                | 潘欣榮(附註e)  | 34   | -                                      | -   | -   | -   | 34              |
| Deng Jianxin (Note e)               | 鄧建新(附註e)  | 36   | -                                      | -   | -   | -   | 36              |
| Ye Fang (Note f)                    | 葉芳(附註f)   | 7  | -                                      | -   | -   | -   | 7               |
| Leung Tat Kwong, Simon*<br>(Note g) | 梁達光*(附註g) | -  | 5,120                                  | 928   | 189   | 8   | 6,245           |
| Hu Liankui (Note h)                 | 胡聯奎(附註h)  | 57   | -                                      | -   | -   | -   | 57              |
| Young Meng Ying (Note i)            | 楊孟瑛(附註i)  | 143  | -                                      | -   | -   | -   | 143             |
| Lu Jiaqi (Note i)                   | 陸嘉琦(附註i)  | 119  | -                                      | -   | -   | -   | 119             |
| Xu Peng (Note i)                    | 徐蓬(附註i)   | 106  | -                                      | -   | -   | -   | 106             |
|                                     |           | 594  | 5,559                                  | 1,148   | 189   | 8   | 7,498           |
| Leung Tat Kwong, Simon*<br>(Note g) | 梁達光*(附註g) | -  | (546)                                  | (155)   | (47)  | -   | (748)           |
|                                     |           | 594  | 5,013                                  | 993   | 142   | 8   | 6,750           |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 14. DIRECTORS' EMOLUMENTS (Continued)

### 14. 董事酬金 (續)

|  |                               | Year ended 31st December 2014<br>截至二零一四年十二月三十一日止年度                                  |                                  |                    |  |   |                                |
|--|-------------------------------|---|----------------------------------|--------------------|--|---|--------------------------------|
| Name of director<br>董事名稱                         | Fees<br>袍金<br>HK\$'000<br>千港元 | Performance related incentive<br>薪金及其他福利<br>表現有關之獎勵花紅<br>薪金及其他福利<br>HK\$'000<br>千港元 |                                  |                    | Retirement benefit scheme contributions<br>退休福利計劃供款<br>HK\$'000<br>千港元 | Equity-settled share-based payment expenses<br>以股份為基礎支付之開支<br>HK\$'000<br>千港元 | Total<br>總額<br>HK\$'000<br>千港元 |
|  |                               | Salaries and other benefits<br>薪金及其他福利<br>HK\$'000<br>千港元                           | bonus<br>獎勵花紅<br>HK\$'000<br>千港元 | (Note a)<br>(附註 a) |  |   |                                |
| Wang Weihang<br>王維航                              | 50                            | -   | -                                | -                  | -  | 50  |                                |
| Leung Tat Kwong, Simon*<br>(Note g)<br>梁達光*(附註g) | -                             | 2,693   | 2,032                            | 228                | 48   | 5,001   |                                |
| Hu Liankui<br>胡聯奎                                | 70                            | -   | -                                | -                  | -  | 70  |                                |
| Young Meng Ying<br>楊孟瑛                           | 170                           | -   | -                                | -                  | -  | 170   |                                |
| Lu Jiaqi<br>陸嘉琦                                  | 140                           | -   | -                                | -                  | -  | 140   |                                |
| Xu Peng<br>徐蓬                                    | 122                           | -   | -                                | -                  | -  | 122   |                                |
| Lai Yam Ting, Ready (Note j)<br>賴音廷(附註j)         | -                             | 494   | -                                | 8                  | -  | 502   |                                |
| Hui Wing Choy, Henry (Note k)<br>許永財(附註k)        | -                             | 1,258   | -                                | 173                | 95   | 1,526   |                                |
|  | 552                           | 4,445   | 2,032                            | 409                | 143  | 7,581   |                                |
| Leung Tat Kwong, Simon*<br>(Note g)<br>梁達光*(附註g) | -                             | (1,227)   | (580)                            | (104)              | -  | (1,911)   |                                |
|  | 552                           | 3,218   | 1,452                            | 305                | 143  | 5,670   |                                |

- |  |  |
|--|--|
| <p>(a) The performance related incentive bonus are determined as a percentage of profit for the year of the Group.</p>   | <p>(a) 表現有關之獎勵花紅乃按本集團年度溢利之百分比釐定。</p>   |
| <p>(b) Mr. Wang Yueou was appointed as an Executive Director and the Acting Chief Executive Officer of the Company with effect from 17th September 2015 and 1st October 2015 respectively. The amount of "Salaries and other benefits" disclosed above included HK\$165,000 service fees in regard of other services rendered to the Company during the year ended 31st December 2015.</p> | <p>(b) 王粵鵬先生獲委任為本公司執行董事及代理行政總裁，分別自二零一五年九月十七日及自二零一五年十月一日起生效。上文披露之「薪金及其他福利」金額包括截至二零一五年十二月三十一日止年度向本公司提供其他服務之165,000港元服務費。</p> |
| <p>(c) Mr. Li Wei was appointed as a Non-Executive Director of the Company with effect from 17th September 2015 and as the Chairman of the Board with effect from 30th September 2015.</p>   | <p>(c) 李偉先生獲委任為本公司非執行董事，自二零一五年九月十七日起生效，及獲委任為董事會主席，自二零一五年九月三十日起生效。</p>  |
| <p>(d) Mr. Cui Yong was appointed as a Non-Executive Director of the Company with effect from 17th September 2015.</p>   | <p>(d) 崔勇先生獲委任為本公司非執行董事，自二零一五年九月十七日起生效。</p>  |
| <p>(e) Mr. Pan Xinrong and Mr. Deng Jianxin were appointed as Independent Non-Executive Directors of the Company with effect from 30th September 2015.</p>   | <p>(e) 潘欣榮先生及鄧建新先生獲委任為本公司獨立非執行董事，自二零一五年九月三十日起生效。</p>   |
| <p>(f) Ms. Ye Fang was appointed as an Independent Non-Executive Director of the Company with effect from 12th November 2015.</p>  | <p>(f) 葉芳女士獲委任為本公司獨立非執行董事，自二零一五年十一月十二日起生效。</p>   |



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 14. DIRECTORS' EMOLUMENTS (Continued)

- (g) Mr. Leung Tat Kwong, Simon was appointed as the Chief Executive Officer of the Company with effect from 23rd July 2014 and resigned as an Executive Director and the Chief Executive Officer of the Company with effect from 1st October 2015.
- (h) Mr. Hu Liankui resigned as a Non-Executive Director of the Company and the Chairman of the Board due to his retirement with effect from 30th September 2015.
- (i) Ms. Young Meng Ying, Mr. Lu Jiaqi and Ms. Xu Peng resigned as Independent Non-Executive Directors of the Company with effect from 23rd September 2015.
- (j) Mr. Lai Yam Ting, Ready resigned as an Executive Director of the Company with effect from 1st July 2014 upon his retirement.
- (k) Mr. Hui Wing Choy, Henry resigned as an Executive Director of the Company with effect from 23rd July 2014.

\* The amount disclosed above included HK\$748,000 (2014: HK\$1,292,000) recognised by i-Sprint Innovations Pte Ltd ("i-Sprint"), from the date when it became associate and HK\$619,000 for the year ended 31st December 2014 borne by the ultimate holding company which is not recognised in these financial statements.

During the year ended 31st December 2015, no remuneration has been paid by the Group to the directors as an inducement to join or upon joining the Group and no directors have waived any remuneration (2014: Nil).

### 15. FIVE HIGHEST PAID INDIVIDUALS EMOLUMENTS

The five highest paid individuals in the Group for the year included one director (2014: one director), details of whose emoluments are set out in Note 14 above. The emoluments of the remaining four (2014: four) highest paid individuals for the year were as follows:

|   |           | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|-----------|----------------------------------|----------------------------------|
| Salaries and other benefits             | 薪金及其他福利   | 5,088                            | 5,544                            |
| Performance related incentive bonus     | 表現有關之獎勵花紅 | 4,669                            | 3,127                            |
| Retirement benefit scheme contributions | 退休福利計劃供款  | 258                              | 251                              |
|   |           | <b>10,015</b>                    | <b>8,922</b>                     |

### 14. 董事酬金 (續)

- (g) 梁達光先生獲委任為本公司行政總裁，自二零一四年七月二十三日起生效及辭任本公司執行董事及行政總裁，自二零一五年十月一日起生效。
- (h) 胡聯奎先生因榮休而辭任本公司非執行董事兼董事會主席，自二零一五年九月三十日起生效。
- (i) 楊孟瑛女士，陸嘉琦先生及徐蓬女士辭任本公司獨立非執行董事，自二零一五年九月二十三日起生效。
- (j) 賴音廷先生辭任本公司執行董事，自二零一四年七月一日起生效。
- (k) 許永財先生辭任本公司執行董事，自二零一四年七月二十三日起生效。

\* 上文披露之金額包括 i-Sprint Innovations Pte Ltd ("i-Sprint")，成為聯營公司之日起確認之 748,000 港元 (二零一四年：1,292,000 港元) 及截至二零一四年十二月三十一日止年度由最終控股公司承擔 619,000 港元，此金額亦無於本財務報表確認。

於截至二零一五年十二月三十一日止年度，本集團並無為使董事加入本集團而支付之酬金，且沒有董事放棄任何人士酬金 (二零一四年：無)。

### 15. 五名最高薪之酬金

年內五名最高薪之僱員包括一名 (二零一四年：一名) 董事，彼等之酬金詳情已於上文附註 14 披露。年內其餘四名 (二零一四年：四名) 之最高薪僱員之酬金詳情如下：

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綜合財務報表附註

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

15. FIVE HIGHEST PAID INDIVIDUALS EMOLUMENTS (Continued) 15. 五名最高薪人士之酬金 (續)

Their emoluments were within the following bands:

彼等之酬金介乎下列範圍：

|                                |                            | Number of individuals<br>按人數 |               |
|--------------------------------|----------------------------|------------------------------|---------------|
|                                |                            | 2015<br>二零一五年                | 2014<br>二零一四年 |
| HK\$2,000,001 to HK\$2,500,000 | 2,000,001 港元至 2,500,000 港元 | 2                            | 4             |
| HK\$2,500,001 to HK\$3,000,000 | 2,500,001 港元至 3,000,000 港元 | 2                            | -             |

16. INCOME TAX EXPENSE 16. 所得稅開支

|   |                  | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|------------------|----------------------------------|----------------------------------|
| Current taxation:                                 | 即期稅項：            |                                  |                                  |
| Hong Kong profits tax                             | 香港利得稅            | 4,388                            | 4,198                            |
| Overseas taxation                                 | 海外稅項             | 70                               | 229                              |
| Under/(Over)-provision in respect of prior years: | 過往年度撥備不足／(超額撥備)： |                                  |                                  |
| Hong Kong profits tax                             | 香港利得稅            | 816                              | (78)                             |
| Overseas taxation                                 | 海外稅項             | (31)                             | (957)                            |
|   |                  | 5,243                            | 3,392                            |
| Deferred taxation (Note 38):                      | 遞延稅項(附註38)：      |                                  |                                  |
| Current year                                      | 本年度              | 2,631                            | (2,267)                          |
| Income tax expense                                | 所得稅開支            | 7,874                            | 1,125                            |

Hong Kong profits tax has been provided at the rate of 16.5% (2014: 16.5%) on the estimated assessable profits for the year. Taxation on overseas profits has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries and regions in which the Group operates.

香港利得稅已按照本年度估計應課稅溢利按稅率 16.5% (二零一四年：16.5%) 作出撥備。海外溢利之稅項則按照本年度估計應課稅溢利依本集團經營業務所在國家及地區之現行稅率計算。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 16. INCOME TAX EXPENSE (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

### 16. 所得稅開支 (續)

本集團除所得稅前溢利之稅項與採用適用於合併實體溢利之加權平均稅率得出之理論金額之差異如下：

|  |                                    | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|------------------------------------|----------------------------------|----------------------------------|
| Profit before income tax                                 | 除所得稅前溢利                            | <b>27,578</b>                    | 29,589                           |
| Tax at Hong Kong profits tax rate of 16.5% (2014: 16.5%) | 按香港利得稅稅率 16.5% 計算之稅項 (二零一四年：16.5%) | <b>4,550</b>                     | 4,882                            |
| Tax effects of:  | 稅務影響：                              |                                  |                                  |
| Expenses not deductible for tax purpose                  | 在稅務方面不可扣減之支出                       | <b>1,453</b>                     | 1,885                            |
| Income not taxable for tax purpose                       | 在稅務方面不應課稅之收入                       | <b>(1,177)</b>                   | (8,532)                          |
| Effect of different tax rates of overseas operations     | 按海外營運所導致之不同稅率之影響                   | <b>(310)</b>                     | (675)                            |
| Tax losses not recognised                                | 未確認之稅項虧損                           | <b>1,526</b>                     | 2,640                            |
| Under/(Over)-provision in prior years                    | 過往年度撥備不足／(超額撥備)                    | <b>785</b>                       | (1,035)                          |
| Others   | 其他                                 | <b>1,047</b>                     | 1,960                            |
| Income tax expense                                       | 所得稅開支                              | <b>7,874</b>                     | 1,125                            |

The weighted average applicable tax rate was 28.6% (2014: 3.8%).

加權平均適用稅率為 28.6% (二零一四年：3.8%)。

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## 綜合財務報表附註

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

### 17. DIVIDENDS

### 17. 股息

|   |                                    | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|------------------------------------|----------------------------------|----------------------------------|
| Dividends recognised as distribution during the year:   | 於年內確認為分派之股息：                       |                                  |                                  |
| Final dividend in respect of the year ended 31st December 2014 of 2.5 HK cents per share          | 截至二零一四年十二月三十一日止年度之末期股息每股2.5港仙      | <b>7,908</b>                     | -                                |
| Dividends proposed:   | 擬派股息：                              |                                  |                                  |
| Final dividend in respect of the year ended 31st December 2014 of 2.5 HK cents per share (Note a) | 截至二零一四年十二月三十一日止年度之末期股息每股2.5港仙(附註a) | -                                | 7,797                            |

The Directors did not recommend the payment of a final dividend for the year ended 31st December 2015 (2014: 2.5 HK cents per share).

董事並不建議派發截至二零一五年十二月三十一日止年度之末期股息(二零一四年：每股2.5港仙)。

Note:

附註：

- (a) The proposed final dividend for the year ended 31st December 2014, as referred to above, was calculated on the basis of 311,863,000 ordinary shares in issue as at 31st December 2014 and at a final dividend of 2.5 HK cents per share. The actual amount of final dividend payable in respect of the year ended 31st December 2014 was subject to the actual number of ordinary shares in issue on the record date, which was on 2nd June 2015.

- (a) 上述截至二零一四年十二月三十一日止年度之擬派末期股息乃根據於二零一四年十二月三十一日311,863,000股已發行普通股及按末期股息每股2.5港仙計算。截至二零一四年十二月三十一日止年度應派付之末期股息實際金額須視乎於記錄日期(該日為二零一五年六月二日)已發行普通股之實際數目而定。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 18. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to equity holders of the Company is based on the following data:

|  |                  | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|------------------|----------------------------------|----------------------------------|
| Earnings for the purpose of basic and diluted earnings per share | 用以計算每股基本及攤薄盈利之盈利 | 19,704                           | 28,495                           |

### 18. 每股盈利

本公司股本持有人應佔每股基本及攤薄盈利乃按下列數據計算：

|  |                     | Number of shares<br>股份數目    |                             |
|--|---------------------|-----------------------------|-----------------------------|
|  |                     | 2015<br>二零一五年<br>'000<br>千股 | 2014<br>二零一四年<br>'000<br>千股 |
| Weighted average number of ordinary shares for the purpose of basic earnings per share   | 用以計算每股基本盈利之普通股加權平均數 | 315,814                     | 311,431                     |
| Effect of deemed issue of shares under the Company's share option scheme                 | 根據本公司購股權計劃視作發行股份的影響 | 1,944                       | -                           |
| Weighted average number of ordinary shares for the purpose of diluted earnings per share | 用以計算每股攤薄盈利之普通股加權平均數 | 317,758                     | 311,431                     |

Diluted earnings per share for the year ended 31st December 2014 was the same as the basic earnings per share as there was no dilutive effect of potential ordinary shares outstanding.

截至二零一四年十二月三十一日止年度，每股攤薄盈利與基本盈利相同，概因潛在普通股並無攤薄效果所致。

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

### 19. PROPERTY, PLANT AND EQUIPMENT

### 19. 物業、廠房及設備

|  |                           | Leasehold<br>land and<br>buildings<br>租賃土地及<br>樓宇<br>HK\$'000<br>千港元 | Furniture<br>and<br>fixtures<br>傢俬<br>及裝置<br>HK\$'000<br>千港元 | Motor<br>vehicles<br>汽車<br>HK\$'000<br>千港元 | Computer<br>and office<br>equipment<br>電腦及<br>辦公室設備<br>HK\$'000<br>千港元 | Construction<br>in progress<br>在建工程<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|--|---------------------------|--|--|--|--|--|--------------------------------|
| <b>At 1st January 2014</b>                     | 於二零一四年一月一日                |  |  |  |  |  |                                |
| Cost or valuation                              | 成本或估值                     | 224,400  | 29,086   | 1,887                                      | 117,860  | 1,055  | 374,288                        |
| Accumulated depreciation                       | 累計折舊                      | -  | (26,288)   | (1,806)                                    | (109,371)  | -  | (137,465)                      |
| <b>Net book amount</b>                         | <b>賬面淨值</b>               | <b>224,400</b>   | <b>2,798</b>   | <b>81</b>                                  | <b>8,489</b>   | <b>1,055</b>   | <b>236,823</b>                 |
| <b>Year ended 31st December 2014</b>           | 截至二零一四年<br>十二月三十一日<br>止年度 |  |  |  |  |  |                                |
| Opening net book amount                        | 期初賬面淨值                    | 224,400  | 2,798  | 81   | 8,489  | 1,055  | 236,823                        |
| Additions                                      | 添置                        | -  | 918  | 1,198                                      | 11,195   | 1,777  | 15,088                         |
| Disposals                                      | 出售                        | -  | (163)  | -  | (7)  | -  | (170)                          |
| Disposal of subsidiaries                       | 出售附屬公司                    | -  | -  | -  | (161)  | -  | (161)                          |
| Depreciation and<br>amortisation charge        | 折舊及攤銷扣除                   | (6,690)  | (1,082)  | (164)                                      | (7,083)  | -  | (15,019)                       |
| Exchange realignment                           | 匯兌調整                      | -  | (7)  | 1  | (10)   | -  | (16)                           |
| Revaluation surplus                            | 重估盈餘                      | 42,482   | -  | -  | -  | -  | 42,482                         |
| Transfer to investment<br>properties (Note 20) | 轉撥至投資物業<br>(附註20)         | (542)  | -  | -  | -  | -  | (542)                          |
| Transfers                                      | 轉撥                        | -  | -  | -  | 2,832  | (2,832)  | -                              |
| <b>Closing net book amount</b>                 | <b>期末賬面淨值</b>             | <b>259,650</b>   | <b>2,464</b>   | <b>1,116</b>                               | <b>15,255</b>  | <b>-</b>   | <b>278,485</b>                 |
| <b>At 31st December 2014</b>                   | 於二零一四年<br>十二月三十一日         |  |  |  |  |  |                                |
| Cost or valuation                              | 成本或估值                     | 259,650  | 27,939   | 1,483                                      | 125,568  | -  | 414,640                        |
| Accumulated depreciation                       | 累計折舊                      | -  | (25,475)   | (367)                                      | (110,313)  | -  | (136,155)                      |
| <b>Net book amount</b>                         | <b>賬面淨值</b>               | <b>259,650</b>   | <b>2,464</b>   | <b>1,116</b>                               | <b>15,255</b>  | <b>-</b>   | <b>278,485</b>                 |
| <b>Comprising:</b>                             | <b>包括:</b>                |  |  |  |  |  |                                |
| At cost  | 成本                        | -  | 27,939   | 1,483                                      | 125,568  | -  | 154,990                        |
| At valuation                                   | 估值                        | 259,650  | -  | -  | -  | -  | 259,650                        |
|  |                           | 259,650  | 27,939   | 1,483                                      | 125,568  | -  | 414,640                        |



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 19. PROPERTY, PLANT AND EQUIPMENT

(Continued)

### 19. 物業、廠房及設備 (續)

|                                      |                   | Leasehold<br>land and<br>buildings<br>租賃土地<br>及樓宇<br>HK\$'000<br>千港元 | Furniture<br>and<br>fixtures<br>傢俬及<br>裝置<br>HK\$'000<br>千港元 | Motor<br>vehicles<br>汽車<br>HK\$'000<br>千港元 | Computer<br>and office<br>equipment<br>電腦及<br>辦公室設備<br>HK\$'000<br>千港元 | Construction<br>in progress<br>在建工程<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|--------------------------------------|-------------------|--|--|--|--|--|--------------------------------|
| <b>At 1st January 2015</b>           | 於二零一五年一月一日        |  |  |  |  |  |                                |
| Cost or valuation                    | 成本或估值             | 259,650  | 27,939   | 1,483                                      | 125,568  | -  | 414,640                        |
| Accumulated depreciation             | 累計折舊              | -  | (25,475)   | (367)                                      | (110,313)  | -  | (136,155)                      |
| <b>Net book amount</b>               | <b>賬面淨值</b>       | <b>259,650</b>   | <b>2,464</b>   | <b>1,116</b>                               | <b>15,255</b>  | <b>-</b>   | <b>278,485</b>                 |
| <b>Year ended 31st December 2015</b> | 截至二零一五年十二月三十一日止年度 |  |  |  |  |  |                                |
| Opening net book amount              | 期初賬面淨值            | 259,650  | 2,464  | 1,116                                      | 15,255   | -  | 278,485                        |
| Additions                            | 添置                | -  | 3,497  | 116  | 6,011  | -  | 9,624                          |
| Disposals                            | 出售                | -  | -  | -  | (66)   | -  | (66)                           |
| Depreciation and amortisation charge | 折舊及攤銷扣除           | (7,989)  | (1,378)  | (275)                                      | (7,886)  | -  | (17,528)                       |
| Exchange realignment                 | 匯兌調整              | -  | (9)  | (2)  | (11)   | -  | (22)                           |
| Revaluation surplus                  | 重估盈餘              | 7,989  | -  | -  | -  | -  | 7,989                          |
| <b>Closing net book amount</b>       | <b>期末賬面淨值</b>     | <b>259,650</b>   | <b>4,574</b>   | <b>955</b>                                 | <b>13,303</b>  | <b>-</b>   | <b>278,482</b>                 |
| <b>At 31st December 2015</b>         | 於二零一五年十二月三十一日     |  |  |  |  |  |                                |
| Cost or valuation                    | 成本或估值             | 259,650  | 31,362   | 1,579                                      | 127,918  | -  | 420,509                        |
| Accumulated depreciation             | 累計折舊              | -  | (26,788)   | (624)                                      | (114,615)  | -  | (142,027)                      |
| <b>Net book amount</b>               | <b>賬面淨值</b>       | <b>259,650</b>   | <b>4,574</b>   | <b>955</b>                                 | <b>13,303</b>  | <b>-</b>   | <b>278,482</b>                 |
| <b>Comprising:</b>                   | <b>包括:</b>        |  |  |  |  |  |                                |
| At cost                              | 成本                | -  | 31,362   | 1,579                                      | 127,918  | -  | 160,859                        |
| At valuation                         | 估值                | 259,650  | -  | -  | -  | -  | 259,650                        |
|                                      |                   | <b>259,650</b>   | <b>31,362</b>  | <b>1,579</b>                               | <b>127,918</b>   | <b>-</b>   | <b>420,509</b>                 |

The Group's leasehold land and buildings were stated as valuations made at 31st December 2015 and 2014. The leasehold land and buildings were last revalued by an independent professional valuer, at 31st December 2015 and 2014, at market value basis which is determined by reference to market evidence of recent transactions for similar properties. The revaluation gave rise to a revaluation surplus net of applicable deferred income taxes of approximately HK\$6,671,000 (2014: HK\$35,472,000) which has been credited to the property revaluation reserve. Details of fair value measurements are set out in Note 6(d).

本集團之租賃土地及樓宇乃按於二零一五年及二零一四年十二月三十一日之估值列賬。租賃土地及樓宇最後一次由獨立專業估值師於二零一五年及二零一四年十二月三十一日按市值基準再進行重估，乃參考市場上同類物業近期交易之資料釐定。重估在扣除適用遞延所得稅後產生重估盈餘約6,671,000港元(二零一四年: 35,472,000港元)，並已計入於物業重估儲備。公允價值計量詳情載於附註6(d)。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 19. PROPERTY, PLANT AND EQUIPMENT

(Continued)

As at 31st December 2015, if the leasehold land and buildings had not been revalued, they would have been included in these consolidated financial statements at historical cost, less accumulated depreciation and amortisation, of approximately HK\$44,230,000 (2014: HK\$46,004,000).

The Group's interest in leasehold land represents finance lease payments held in Hong Kong between 10 to 50 years.

Depreciation and amortisation of the Group's property, plant and equipment have been charged to the consolidated statement of profit or loss as follows:

|                           |         | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---------------------------|---------|----------------------------------|----------------------------------|
| Cost of services rendered | 提供服務之成本 | 10,631                           | 9,520                            |
| Selling expenses          | 銷售費用    | 2,116                            | 1,906                            |
| Administrative expenses   | 行政費用    | 4,781                            | 3,593                            |
|                           |         | <b>17,528</b>                    | 15,019                           |

As at 31st December 2015, the Group had pledged leasehold land and buildings with a carrying amount of HK\$105,450,000 (2014: HK\$259,650,000) to secure banking facilities granted to the Group as mentioned in Note 46.

### 20. INVESTMENT PROPERTIES

### 19. 物業、廠房及設備 (續)

於二零一五年十二月三十一日，倘租賃土地及樓宇未被重估，其會按歷史成本扣除累計折舊及攤銷約44,230,000港元(二零一四年：46,004,000港元)計入該等綜合財務報表。

本集團於租賃土地之權益指於香港持有介乎10至50年之融資租賃付款。

本集團之物業、廠房及設備之折舊及攤銷已從綜合損益表中扣除如下：

如附註46所述，於二零一五年十二月三十一日，本集團已抵押賬面金額105,450,000港元(二零一四年：259,650,000港元)之租賃土地及樓宇以獲得授予本集團之銀行融資。

### 20. 投資物業

|   |                 | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|-----------------|----------------------------------|----------------------------------|
| <b>At valuation</b>                         | <b>估值</b>       |                                  |                                  |
| At 1st January                              | 於一月一日           | 50,200                           | 43,000                           |
| Transfer from property, plant and equipment | 轉撥自物業、廠房及設備     | -                                | 542                              |
| Fair value gain                             | 公允價值收益          | -                                | 6,658                            |
| <b>At 31st December</b>                     | <b>於十二月三十一日</b> | <b>50,200</b>                    | 50,200                           |

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 20. INVESTMENT PROPERTIES (Continued)

The following amounts have been recognised in the consolidated statement of profit or loss:

|   |                       | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|-----------------------|----------------------------------|----------------------------------|
| Rental income (Note 8)  | 租金收入(附註8)             | <b>2,956</b>                     | 2,609                            |
| Direct operating expense arising from investment properties that generate rental income | 產生租金收入之投資物業所產生之直接經營開支 | <b>321</b>                       | 302                              |

The investment properties of the Group were last revalued by an independent professional valuer at 31st December 2015 and 2014 at market value basis, which is determined by reference to market evidence of recent transactions for similar properties. Details of fair value measurement are set out in Note 6(d).

The Group's interest in investment properties represents lease held in Hong Kong between 10 to 50 years.

The future aggregate minimum rental receivables under non-cancellable operating leases are set out in Note 44.

As at 31st December 2015, no investment properties were pledged (2014: investment properties with a carrying amount of HK\$50,200,000) to secure banking facilities granted to the Group as mentioned in Note 46.

### 20. 投資物業 (續)

以下金額已於綜合損益表確認：

本集團之投資物業最後一次由獨立專業估值師於二零一五年及二零一四年十二月三十一日按市值基準再進行重估，乃參考市場上同類物業近期交易之資料釐定。公允價值計量詳情載於附註6(d)。

本集團於投資物業之權益指於香港持有介乎10至50年之租賃。

根據不可撤銷經營租約應收之未來最低租金總額載於附註44。

如附註46所述，於二零一五年十二月三十一日，本集團並無抵押任何投資物業(二零一四年：已抵押投資物業賬面金額50,200,000港元)，以獲得授予本集團之銀行融資。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 21. INTANGIBLE ASSETS

### 21. 無形資產

|  |                       | Deferred<br>development<br>cost<br>遞延發展成本<br>HK\$'000<br>千港元 | Club<br>memberships<br>會所會籍<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|--|-----------------------|--|--|--------------------------------|
| <b>At 1st January 2014</b>                 | 於二零一四年一月一日            |  |  |                                |
| Cost                                       | 成本                    | 5,006  | 900  | 5,906                          |
| Accumulated amortisation<br>and impairment | 累計攤銷及減值               | -  | -  | -                              |
| Net book amount                            | 賬面淨值                  | 5,006  | 900  | 5,906                          |
| <b>Year ended 31st December 2014</b>       | 截至二零一四年<br>十二月三十一日止年度 |  |  |                                |
| Opening net book amount                    | 期初賬面淨值                | 5,006  | 900  | 5,906                          |
| Additions                                  | 添置                    | 153  | -  | 153                            |
| Disposals                                  | 出售                    | -  | (900)  | (900)                          |
| Disposal of subsidiaries                   | 出售附屬公司                | (182)  | -  | (182)                          |
| Amortisation                               | 攤銷                    | (988)  | -  | (988)                          |
| Exchange realignment                       | 匯兌調整                  | 29   | -  | 29                             |
| Closing net book amount                    | 期末賬面淨值                | 4,018  | -  | 4,018                          |
| <b>At 31st December 2014</b>               | 於二零一四年十二月三十一日         |  |  |                                |
| Cost                                       | 成本                    | 5,006  | -  | 5,006                          |
| Accumulated amortisation<br>and impairment | 累計攤銷及減值               | (988)  | -  | (988)                          |
| Net book amount                            | 賬面淨值                  | 4,018  | -  | 4,018                          |
| <b>At 1st January 2015</b>                 | 於二零一五年一月一日            |  |  |                                |
| Cost                                       | 成本                    | <b>5,006</b>   | -  | <b>5,006</b>                   |
| Accumulated amortisation<br>and impairment | 累計攤銷及減值               | <b>(988)</b>   | -  | <b>(988)</b>                   |
| Net book amount                            | 賬面淨值                  | <b>4,018</b>   | -  | <b>4,018</b>                   |
| <b>Year ended 31st December 2015</b>       | 截至二零一五年<br>十二月三十一日止年度 |  |  |                                |
| Opening net book amount                    | 期初賬面淨值                | <b>4,018</b>   | -  | <b>4,018</b>                   |
| Amortisation                               | 攤銷                    | <b>(1,669)</b>   | -  | <b>(1,669)</b>                 |
| Closing net book amount                    | 期末賬面淨值                | <b>2,349</b>   | -  | <b>2,349</b>                   |
| <b>At 31st December 2015</b>               | 於二零一五年十二月三十一日         |  |  |                                |
| Cost                                       | 成本                    | <b>5,006</b>   | -  | <b>5,006</b>                   |
| Accumulated amortisation<br>and impairment | 累計攤銷及減值               | <b>(2,657)</b>   | -  | <b>(2,657)</b>                 |
| Net book amount                            | 賬面淨值                  | <b>2,349</b>   | -  | <b>2,349</b>                   |

During the year ended 31st December 2015, amortisation of approximately HK\$1,669,000 (2014: HK\$988,000) has been charged to "cost of services rendered" in the consolidated statement of profit or loss.

於截至二零一五年十二月三十一日止年度，攤銷約1,669,000港元(二零一四年：988,000港元)已於綜合損益表之「提供服務之成本」中扣除。

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### 22. INTERESTS IN ASSOCIATES

### 22. 聯營公司權益

|   |  | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|--|----------------------------------|----------------------------------|
| At 1st January  | 於一月一日  | 63,569                           | 877                              |
| Deemed disposal of partial interests in associates (Note 31)  | 視作出售聯營公司之部分權益之收益(附註31)                           | 5,333                            | -                                |
| Fair value of equity interest in i-Sprint and its subsidiaries ("i-Sprint Group") retained by the Group (Note 32) | 本集團於i-Sprint及其附屬公司("i-Sprint集團")所保留權益之公允價值(附註32) | -                                | 88,459                           |
| Share of results of associates  | 應佔聯營公司業績   | (5,914)                          | (21,973)                         |
| Share of other comprehensive income/(loss) of associates  | 應佔聯營公司其他全面收益/(虧損)                                | 78                               | (202)                            |
| Dividends received  | 已收股息   | (481)                            | (582)                            |
| Exchange realignment  | 匯兌調整   | (4,203)                          | (3,010)                          |
| At 31st December  | 於十二月三十一日   | 58,382                           | 63,569                           |

Particulars of the Group's unlisted associates at 31st December 2015 and 31st December 2014 are as follows:

於二零一五年十二月三十一日及二零一四年十二月三十一日，本集團之非上市聯營公司詳情如下：

| Name of associate<br>聯營公司名稱  | Country/place<br>of incorporation<br>and operations<br>註冊成立及經營之<br>國家/地點 | Percentage of<br>nominal value of issued<br>ordinary share capital held<br>indirectly by the Company<br>本公司間接持有<br>已發行普通股本<br>權益百分比 |               | Principal activities<br>主要業務   |
|--|--|---|---------------|--|
|  |  | 2015<br>二零一五年   | 2014<br>二零一四年 |  |
| iN Systems (Macao) Limited<br>盈資系統科技(澳門)有限公司                         | Macao<br>澳門  | 33.3%   | 33.3%         | Provision of engineering and software services<br>提供工程及軟件服務  |
| ASL Automated Services (Thailand) Limited                            | Thailand<br>泰國   | 49%   | 49%           | Provision of engineering and software services<br>提供工程及軟件服務  |
| i-Sprint Innovations (HK) Limited (Note (i))<br>安訊奔(香港)科技有限公司(附註(i)) | Hong Kong<br>香港  | 39.80%  | 48.22%        | Provision of distributing, and implementing technology risk management products<br>提供分銷及實施技術風險管理產品業務 |

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 22. INTERESTS IN ASSOCIATES (Continued)

### 22. 聯營公司權益 (續)

Particulars of the Group's unlisted associates at 31st December 2015 and 31st December 2014 are as follows: (Continued)

十二月三十一日，本集團之非上市聯營公司詳情如下：(續)

| Name of associate<br>聯營公司名稱  | Country/place<br>of incorporation<br>and operations<br>註冊成立及經營之<br>國家/地點 | Percentage of<br>nominal value of issued<br>ordinary share capital held<br>indirectly by the Company<br>本公司間接持有<br>已發行普通股本<br>權益百分比 |        | Principal activities<br>主要業務   |
|--|--|---|--------|--|
|  |  | 2015  | 2014   |  |
|  |  | 二零一五年   | 二零一四年  |  |
| Beijing i-Sprint Technology Ltd<br>(Note (i))<br>北京安訊奔科技有限責任公司<br>(附註(i))      | The PRC<br>中國  | <b>39.80%</b>   | 48.22% | Provision of software development, distributing, implementing and supporting technology risk management products<br>提供軟件開發、分銷、實施及支援技術風險管理產品業務              |
| i-Sprint Innovations (Beijing) Ltd<br>(Note (i))<br>安訊騰(北京)科技有限責任公司<br>(附註(i)) | The PRC<br>中國  | <b>39.80%</b>   | 48.22% | Provision of software development, distributing, implementing and supporting technology risk management products<br>提供軟件開發、分銷、實施及支援技術風險管理產品業務              |
| i-Sprint Innovations Pte Ltd<br>(Note (i)) (附註(i))                             | Singapore<br>新加坡   | <b>39.80%</b>   | 48.22% | Investment holding, provision of developing, distributing, implementing and supporting technology risk management products<br>投資控股，提供開發、分銷、實施及支援技術風險管理產品業務 |
| i-Sprint Innovations Sdn. Bhd.<br>(Note (i)) (附註(i))                           | Malaysia<br>馬來西亞   | <b>39.80%</b>   | 48.22% | Provision of distributing, implementing and supporting technology risk management products<br>提供分銷，實施及支援技術風險管理產品業務   |



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 22. INTERESTS IN ASSOCIATES (Continued)

Particulars of the Group's unlisted associates at 31st December 2015 and 31st December 2014 are as follows: (Continued)

### 22. 聯營公司權益 (續)

於二零一五年十二月三十一日及二零一四年十二月三十一日，本集團之非上市聯營公司詳情如下：(續)

| Name of associate<br>聯營公司名稱                       | Country/place<br>of incorporation<br>and operations<br>註冊成立及經營之<br>國家/地點 | Percentage of<br>nominal value of issued<br>ordinary share capital held<br>indirectly by the Company<br>本公司間接持有<br>已發行普通股本<br>權益百分比 |        | Principal activities<br>主要業務  |
|---|--|---|--------|---|
|   |  | 2015  | 2014   |   |
|   |  | 二零一五年   | 二零一四年  |   |
| i-Sprint Technologies Sdn. Bhd.                   | Malaysia<br>馬來西亞   | —*  | 48.22% | Provision of distributing,<br>implementing and supporting<br>technology risk<br>management products<br>提供分銷及實施技術<br>風險管理產品業務              |
| i-Sprint Innovations Inc.<br>(Note (i)) (附註(i))   | The US<br>美國   | 39.80%  | 48.22% | Provision of distributing, and<br>implementing technology risk<br>management products<br>提供分銷及實施技術<br>風險管理產品業務                            |
| i-Sprint Investment Limited<br>(Note (i)) (附註(i)) | Hong Kong<br>香港  | 39.80%  | 48.22% | Investment holding, provision<br>of distributing and<br>implementing technology risk<br>management products<br>投資控股，提供分銷及實施技<br>術風險管理產品業務 |

Notes:

- (i) i-Sprint Group is a strategic partner for the Group's growth in the aspect of solution business through its expertise. During the year ended 31st December 2014, the Group's shareholding in i-Sprint reduced to 48.22% and the Group ceased its control in i-Sprint Group, which resulted in a deemed disposal of the Group's interest in i-Sprint Group (Note 32). As such, i-Sprint Group became associates of the Group with effect from 12th February 2014. During the year, the Group's percentage of shareholding in i-Sprint was further diluted from 48.22% to 39.80% upon the issuance of 60,392,850 new shares to Mr. Liankui (Note 31).

\* i-Sprint Technologies Sdn. Bhd. struck off on 14th April 2015.

附註：

- (i) i-Sprint集團憑藉其解決方案業務專業知識作為本集團之策略性夥伴。截至二零一四年十二月三十一日止年度，本集團於i-Sprint的股權將減少至48.22%，而本集團不再控制i-Sprint集團，並因此被視作出售本集團於i-Sprint之權益(附註32)。因此，i-Sprint集團成為本集團之聯營公司，自二零一四年二月十二日起生效。於年內，i-Sprint向胡聯奎先生發行60,392,850股新股，本集團於i-Sprint的股權再由48.22%被攤薄至39.80%(附註31)。

\* i-Sprint Technologies Sdn. Bhd. 於二零一五年四月十四日註銷。

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

### 22. INTERESTS IN ASSOCIATES (Continued)

### 22. 聯營公司權益 (續)

The financial information of i-Sprint Group, which are material associates accounted for using the equity method, are as below:

採用權益法入賬之重要聯營公司i-Sprint集團之財務資料如下：

|                                       |               | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---------------------------------------|---------------|----------------------------------|----------------------------------|
| Non-current assets                    | 非流動資產         | 19,162                           | 16,358                           |
| Current assets                        | 流動資產          | 89,127                           | 62,521                           |
| Current liabilities                   | 流動負債          | (40,401)                         | (36,046)                         |
| Net assets                            | 淨資產           | 67,888                           | 42,833                           |
| Revenue                               | 收入            | 106,641                          | 80,206                           |
| Loss for the year                     | 年內虧損          | (14,903)                         | (46,614)                         |
| Other comprehensive income/(loss)     | 其他全面收益/(虧損)   | 243                              | (418)                            |
| Total comprehensive loss for the year | 年內全面虧損總額      | (14,660)                         | (47,032)                         |
| <b>Group's share of:</b>              | <b>本集團應佔：</b> |                                  |                                  |
| Loss for the year                     | 年內虧損          | (6,435)                          | (22,556)                         |
| Other comprehensive income/(loss)     | 其他全面收益/(虧損)   | 78                               | (202)                            |
| Total comprehensive loss for the year | 年內全面虧損總額      | (6,357)                          | (22,758)                         |
| Dividend received                     | 已收股息          | -                                | -                                |

The information of iN Systems (Macao) Limited, which is not a material associate of the Group, is as below:

並非本集團重大之聯營公司盈資系統科技(澳門)有限公司之資料如下：

|   |                   | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|-------------------|----------------------------------|----------------------------------|
| Group's aggregate share of net assets of an associate | 本集團應佔一間聯營公司之淨資產總額 | 920                              | 880                              |
| <b>Group's share of:</b>                              | <b>本集團應佔：</b>     |                                  |                                  |
| Profit for the year                                   | 年內溢利              | 521                              | 583                              |
| Other comprehensive income                            | 其他全面收益            | -                                | -                                |
| Total comprehensive income for the year               | 年內全面收益總額          | 521                              | 583                              |

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### 22. INTERESTS IN ASSOCIATES (Continued)

A reconciliation of the above summarised financial information to the carrying amount of each of the investments in i-Sprint Group and iN Systems (Macao) Limited is set out below:

### 22. 聯營公司權益 (續)

上述財務資料概要與於i-Sprint集團及盈資系統科技(澳門)有限公司各自之投資賬面值之對賬如下：

|   |                     | i-Sprint Group |          | iN Systems<br>(Macao) Limited |          |
|---|---------------------|----------------|----------|-------------------------------|----------|
|   |                     | i-Sprint集團     |          | 盈資系統科技<br>(澳門)有限公司            |          |
|   |                     | 2015           | 2014     | 2015                          | 2014     |
|   |                     | 二零一五年          | 二零一四年    | 二零一五年                         | 二零一四年    |
|   |                     | HK\$'000       | HK\$'000 | HK\$'000                      | HK\$'000 |
|   |                     | 千港元            | 千港元      | 千港元                           | 千港元      |
| Total net assets of associates  | 聯營公司淨資產總額           | 67,888         | 42,833   | 2,762                         | 2,640    |
| Portion of ownership interests held by Group  | 本集團所持有之擁有權權益部分      | 39.80%         | 48.22%   | 33.33%                        | 33.33%   |
| Group's share of net assets of associates   | 本集團應佔聯營公司淨資產        | 27,019         | 20,654   | 920                           | 880      |
| Others  | 其他                  | (3,095)        | (1,525)  | -                             | -        |
| Goodwill  | 商譽                  | 33,538         | 43,560   | -                             | -        |
| Carrying amount of the interests in associates in the consolidated financial statements | 於綜合財務報表所示於聯營公司權益賬面值 | 57,462         | 62,689   | 920                           | 880      |

The Group has discontinued recognition of its share of losses of ASL Automated Services (Thailand) Limited. The amounts of unrecognised share of results of this associate, extracted from the relevant management accounts of the associate, both for the year and cumulatively, are as follows:

本集團已終止確認其應佔ASL Automated Services (Thailand) Limited虧損。應佔該聯營公司之年內及累計之未確認業績金額(摘錄自聯營公司之相關管理賬目)如下：

|  |                  | 2015     | 2014     |
|--|------------------|----------|----------|
|  |                  | 二零一五年    | 二零一四年    |
|  |                  | HK\$'000 | HK\$'000 |
|  |                  | 千港元      | 千港元      |
| Unrecognised share of loss of an associate for the year  | 年內未確認應佔一間聯營公司之虧損 | 5        | 7        |
| Other comprehensive income                               | 其他全面收益           | -        | -        |
| Total comprehensive loss for the year                    | 年內全面虧損總額         | 5        | 7        |
| Accumulated unrecognised share of losses of an associate | 累計未確認應佔一間聯營公司之虧損 | 602      | 597      |

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### 23. FINANCIAL INSTRUMENTS BY CATEGORY

The accounting policies for financial instruments have been applied to the line items below:

### 23. 按類別劃分之金融工具

金融工具之會計政策已應用於下列各項：

|   |                         | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|-------------------------|----------------------------------|----------------------------------|
| <b>Financial assets</b>                                     | <b>金融資產</b>             |                                  |                                  |
| <b>Loans and receivables</b>                                | <b>貸款及應收款項</b>          |                                  |                                  |
| Trade receivables   | 應收貿易款項                  | 218,282                          | 179,417                          |
| Other receivables and deposits                              | 其他應收款項及按金               | 12,362                           | 10,662                           |
| Amounts due from customers for contract work                | 合約工程應收客戶款項              | 248,647                          | 271,058                          |
| Finance lease receivables                                   | 應收融資租賃款項                | 8,197                            | 15,199                           |
| Restricted bank deposits                                    | 受限制銀行存款                 | –                                | 781                              |
| Cash and cash equivalents                                   | 現金及現金等價物                | 172,955                          | 130,439                          |
|   |                         | <b>660,443</b>                   | 607,556                          |
| <b>Financial asset at fair value through profit or loss</b> | <b>以公允價值透過損益列賬之金融資產</b> |                                  |                                  |
| Other financial asset                                       | 其他金融資產                  | 1,180                            | –                                |
| <b>Financial liabilities</b>                                | <b>金融負債</b>             |                                  |                                  |
| <b>Financial liabilities at amortised cost</b>              | <b>按攤銷成本列賬之金融負債</b>     |                                  |                                  |
| Trade payables  | 應付貿易款項                  | 244,907                          | 228,632                          |
| Other payables  | 其他應付款項                  | 7,061                            | 15,967                           |
| Bank borrowings   | 銀行借貸                    | 20,000                           | 42,000                           |
|   |                         | <b>271,968</b>                   | 286,599                          |

### 24. INVENTORIES

### 24. 存貨

|   |           | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|-----------|----------------------------------|----------------------------------|
| Goods held for resale                   | 持作轉售之貨物   | 53,014                           | 59,790                           |
| Goods pending for customers' acceptance | 有待客戶接納之貨物 | 53,828                           | 65,449                           |
|   |           | <b>106,842</b>                   | 125,239                          |

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### 24. INVENTORIES (Continued)

Goods held for resale and goods pending for customers' acceptance mainly represent computer equipment and software products.

During the year ended 31st December 2015, the cost of inventories recognised as expense and included in "cost of goods sold" and "cost of services rendered" amounted to approximately HK\$734,619,000 and HK\$230,122,000 (2014: HK\$711,508,000 and HK\$202,541,000), respectively.

### 24. 存貨 (續)

持作轉售之貨物及有待客戶接納之貨物主要為電腦設備及軟件產品。

截至二零一五年十二月三十一日止年度已確認為開支並計入「銷貨成本」及「提供服務之成本」之存貨成本分別約為734,619,000港元及230,122,000港元(二零一四年: 711,508,000港元及202,541,000港元)。

### 25. TRADE RECEIVABLES

|                                |             | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--------------------------------|-------------|----------------------------------|----------------------------------|
| Trade receivables – gross      | 應收貿易款項 – 總額 | 218,880                          | 179,899                          |
| Less: provision for impairment | 減: 減值撥備     | (598)                            | (482)                            |
| Trade receivables – net        | 應收貿易款項 – 淨額 | 218,282                          | 179,417                          |

The Group has granted credit to substantially all of its customers for 30 days and has credit control procedures to minimise credit risk. Overdue balances are reviewed regularly by senior management.

An ageing analysis of the gross trade receivables as at the reporting date, based on ageing from payment due date, is as follows:

### 25. 應收貿易款項

本集團之所有客戶基本上均享有30日信貸期。本集團採取信貸監控步驟以將信貸風險減至最低。高級管理層對逾期之款項數額亦作出定期審查。

應收貿易款項總額於期末日根據付款到期日之賬齡分析如下:

|                |        | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|----------------|--------|----------------------------------|----------------------------------|
| Current        | 即期     | 128,235                          | 104,010                          |
| Within 30 days | 30天以內  | 50,118                           | 34,516                           |
| 31-60 days     | 31至60天 | 14,535                           | 13,777                           |
| 61-90 days     | 61至90天 | 6,292                            | 8,725                            |
| Over 90 days   | 超過90天  | 19,700                           | 18,871                           |
|                |        | 218,880                          | 179,899                          |

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### 25. TRADE RECEIVABLES (Continued)

As at 31st December 2015, trade receivables of approximately HK\$74,750,000 (2014: HK\$64,951,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

|                            |           | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|----------------------------|-----------|----------------------------------|----------------------------------|
| Past due less than 90 days | 逾期不足 90 日 | 58,897                           | 47,401                           |
| Past due over 90 days      | 逾期超過 90 日 | 15,853                           | 17,550                           |
|                            |           | <b>74,750</b>                    | 64,951                           |

As at 31st December 2015, trade receivables of approximately HK\$598,000 (2014: HK\$482,000) of the Group were past due and impaired. These receivables are individually determined to be impaired, and full provision has been made on these receivables. The debtors have defaulted in the scheduled payments after due dates and the Group performed an assessment and concluded the chance of recovering the account receivables is low such that full impairment had been recognised in respect of these receivables.

The gross trade receivables are denominated in the following currencies:

|                            |     | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|----------------------------|-----|----------------------------------|----------------------------------|
| HKD                        | 港元  | 195,175                          | 150,820                          |
| USD                        | 美元  | 12,570                           | 8,565                            |
| Renminbi ("RMB")           | 人民幣 | 1,695                            | 3,291                            |
| Thailand Baht ("THB")      | 泰銖  | 3,030                            | 2,696                            |
| Macau Pataca ("MOP")       | 澳門幣 | 3,094                            | 4,327                            |
| New Taiwan dollars ("NTD") | 新台幣 | 2,998                            | 9,941                            |
| Others                     | 其他  | 318                              | 259                              |
|                            |     | <b>218,880</b>                   | 179,899                          |

As at 31st December 2015 and 31st December 2014, the carrying amounts of trade receivables approximate their fair values.

### 25. 應收貿易款項(續)

於二零一五年十二月三十一日，應收貿易款項約74,750,000港元(二零一四年：64,951,000港元)為已逾期但未予減值。該等應收貿易款項與多名並無近期拖欠紀錄之獨立客戶有關。該等應收貿易款項之賬齡分析如下：

於二零一五年十二月三十一日，本集團之應收貿易款項約598,000港元(二零一四年：482,000港元)已逾期及已予減值撥備。有關應收款項就個別客戶進行減值，並已就此等應收款項作出全數撥備。借款人於到期日後尚未履行計劃付款，而本集團已進行評估並斷定收回應收款項之機會較低，故已就該等應收款項確認全額減值。

應收貿易款項總額以下列貨幣計值：

於二零一五年十二月三十一日及二零一四年十二月三十一日，應收貿易款項之賬面金額與其公允價值相若。

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### 25. TRADE RECEIVABLES (Continued)

Movements of the Group's provision for impairment of trade receivables are as follows:

|  |              | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|--------------|----------------------------------|----------------------------------|
| At 1st January                                 | 於一月一日        | 482                              | 798                              |
| Provision for impairment (Note 12)             | 減值撥備(附註12)   | 274                              | 12                               |
| Reversal of provision for impairment (Note 12) | 減值撥備撥回(附註12) | (158)                            | (328)                            |
| At 31st December                               | 於十二月三十一日     | 598                              | 482                              |

The creation and release of provision for impaired receivables have been included as part of selling expenses and other cost of services in the consolidated statement of profit or loss (Note 12).

Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The Group does not hold any collateral as security.

### 25. 應收貿易款項(續)

本集團之應收貿易款項之減值撥備變動如下：

應收款項之減值撥備之設立及解除已計入綜合損益表作為銷售費用及其他服務之成本一部分(附註12)。

自撥備賬扣除之金額一般於預期不會收回額外現金時撇銷。

本集團並無持有任何抵押品作為擔保。



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### 26. FINANCE LEASE RECEIVABLES

The total minimum lease receivables under finance leases and their present values at the reporting date are as follows:

### 26. 應收融資租賃款項

以下為根據融資租賃款項於期末日之最低應收租賃總額及其現值：

|   |                            | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|----------------------------|----------------------------------|----------------------------------|
| <b>Non-current receivables:</b>                                       | <b>非流動應收款項：</b>            |                                  |                                  |
| Gross finance lease receivables                                       | 應收融資租賃款項總額                 | 4,173                            | 5,438                            |
| Unearned finance income   | 未賺取之融資收入                   | (230)                            | (254)                            |
|   |                            | <b>3,943</b>                     | 5,184                            |
| <b>Current receivables:</b>   | <b>流動應收款項：</b>             |                                  |                                  |
| Gross finance lease receivables                                       | 應收融資租賃款項總額                 | 4,536                            | 10,427                           |
| Unearned finance income   | 未賺取之融資收入                   | (282)                            | (412)                            |
|   |                            | <b>4,254</b>                     | 10,015                           |
| Gross receivables from finance leases:                                | 來自融資租賃之應收款項總額：             |                                  |                                  |
| Not later than 1 year   | 一年內                        | 4,536                            | 10,427                           |
| Later than 1 year and<br>not later than 5 years                       | 一年後及五年內                    | 4,173                            | 5,438                            |
| Gross finance lease receivables                                       | 應收融資租賃款項總額                 | 8,709                            | 15,865                           |
| Unearned finance income   | 未賺取之融資收入                   | (512)                            | (666)                            |
| <b>Net finance lease receivables</b>                                  | <b>應收融資租賃款項淨額</b>          | <b>8,197</b>                     | 15,199                           |
| <b>The net finance lease receivables<br/>are analysed as follows:</b> | <b>應收融資租賃款項淨額是按以下年期分析：</b> |                                  |                                  |
| - Not later than 1 year   | - 一年內                      | 4,254                            | 10,015                           |
| - Later than 1 year and<br>not later than 5 years                     | - 一年後及五年內                  | 3,943                            | 5,184                            |
|   |                            | <b>8,197</b>                     | 15,199                           |

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### 27. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS 27. 其他應收款項、按金及預付款項

|   |          | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|----------|----------------------------------|----------------------------------|
| Other receivables                             | 其他應收款項   | 5,093                            | 4,843                            |
| Deposits                                      | 按金       | 5,667                            | 5,658                            |
| Prepayments                                   | 預付款項     | 15,564                           | 13,859                           |
| Amount due from the ultimate holding company  | 最終控股公司欠款 | –                                | 113                              |
| Amount due from the immediate holding company | 直接控股公司欠款 | 13                               | 13                               |
| Amount due from an associate                  | 一間聯營公司欠款 | 1,589                            | 35                               |
|   |          | <b>27,926</b>                    | <b>24,521</b>                    |

As at 31st December 2015 and 31st December 2014, amounts due from the ultimate holding company, the immediate holding company and an associate are unsecured, interest-free and repayable on demand. The carrying amounts approximate their fair values due to their short maturities.

The balances are denominated in the following currencies:

於二零一五年十二月三十一日及二零一四年十二月三十一日，最終控股公司欠款、直接控股公司欠款及一間聯營公司欠款為無抵押、免息及應要求償還。由於屬短期性質，彼等之賬面值與其公允價值相若。

結餘乃以下列貨幣計值：

|        |     | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--------|-----|----------------------------------|----------------------------------|
| HKD    | 港元  | 16,487                           | 14,468                           |
| THB    | 泰銖  | 2,839                            | 1,053                            |
| RMB    | 人民幣 | 5,795                            | 6,422                            |
| NTD    | 新台幣 | 826                              | 651                              |
| USD    | 美元  | 938                              | 420                              |
| Others | 其他  | 1,041                            | 1,507                            |
|        |     | <b>27,926</b>                    | <b>24,521</b>                    |

As at 31st December 2015 and 31st December 2014, the carrying amounts of other receivables and deposits approximate their fair values.

於二零一五年十二月三十一日及二零一四年十二月三十一日，其他應收款項及按金之賬面金額與其公允價值相若。

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## 28. AMOUNTS DUE FROM CUSTOMERS FOR CONTRACT WORK

As at 31st December 2015 and 31st December 2014, the balance represented contract costs incurred plus recognised profits less recognised losses and progress billings.

## 29. OTHER FINANCIAL ASSET

As at 31st December 2015, the Group's other financial asset amounting to RMB1,000,000 (equivalent to HK\$1,180,000) mainly represented financial product issued by a bank in the PRC, with maturity of 98 days and expected but not guaranteed returns of approximately 3.40% per annum, depending on the performance of its underlying investments (2014: Nil). The financial product is designated as financial assets at fair value through profit or loss at initial recognition and measured at fair value at the end of the reporting period. The carrying amount approximates its fair value due to its short maturity.

## 30. RESTRICTED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

Bank balances carry interest at market rates with an average interest rate of 0.12% (2014: 0.36%) per annum. Restricted bank deposits as at 31st December 2014 carried interest at market rates with an average interest rate of 1.00% per annum.

Cash and cash equivalents are denominated in the following currencies:

|        |     | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--------|-----|----------------------------------|----------------------------------|
| HKD    | 港元  | 145,189                          | 98,206                           |
| RMB    | 人民幣 | 1,125                            | 1,598                            |
| NTD    | 新台幣 | 11,554                           | 13,698                           |
| USD    | 美元  | 5,176                            | 7,067                            |
| Others | 其他  | 9,911                            | 9,870                            |
|        |     | <b>172,955</b>                   | 130,439                          |

As at 31st December 2015, the Group has no restricted bank deposits (2014: approximately HK\$781,000) pledged to secure the banking facilities and performance bonds of the Group.

## 28. 合約工程應收客戶款項

於二零一五年十二月三十一日及二零一四年十二月三十一日，結餘指所產生之合約成本加已確認溢利減已確認虧損和進度付款。

## 29. 其他金融資產

於二零一五年十二月三十一日，本集團的其他金融資產為人民幣1,000,000元（相當於港幣1,180,000），主要為一間中國銀行發行的金融產品，到期日為98天，預計（但不保證）回報率約每年3.4%，視乎相關投資表現而定（二零一四年：無）。金融產品於初步確認時指定為按公允價值透過損益列賬的金融資產，且於報告期末按公允價值計量。由於金融產品到期日短，其賬面值與公允價值相近。

## 30. 受限制銀行存款及現金及現金等價物

銀行結餘按市場利率計息，平均利率為每年0.12%（二零一四年：0.36%）。受限制銀行存款於二零一四年十二月三十一日按市場利率計息，平均利率為每年1.00%。

現金及現金等價物以下列貨幣計值：

於二零一五年十二月三十一日，本集團並無受限制銀行存款（二零一四年：約781,000港幣元）用作本集團獲授銀行融資及履約保證之抵押品。

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### 30. RESTRICTED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS (Continued)

Restricted bank deposits are denominated in the following currencies:

|         | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---------|----------------------------------|----------------------------------|
| MOP 澳門幣 | -                                | 781                              |

### 30. 受限制銀行存款及現金及現金等價物(續)

受限制銀行存款以下列貨幣計值：

### 31. DEEMED DISPOSAL OF PARTIAL INTERESTS IN ASSOCIATES

On 9th March 2015, i-Sprint Innovations Pte Ltd (“i-Sprint”), an associate of the Group, and Mr. Hu Liankui (“Mr. Hu”), the Non-Executive Director and the Chairman of the Company at that time, entered into a share subscription agreement pursuant to which i-Sprint has agreed to issue and allot and Mr. Hu has agreed to subscribe for 60,392,850 new shares of i-Sprint, representing 17.46% of the enlarged issued share capital of i-Sprint thereafter for a consideration of USD5,000,000 (equivalent to approximately HK\$38,778,000). The Subscription of 60,392,850 new shares of i-Sprint has been completed on 27th March 2015 (the “Completion”). Mr. Hu resigned as the Non-Executive Director and the Chairman of the Board due to his retirement with effect from 30th September 2015.

Upon the Completion, the Group's percentage of shareholding in i-Sprint was diluted from 48.22% to 39.80% and a gain of HK\$5,281,000 was recognised in the consolidated statement of profit or loss with cumulated translation reserve in respect of the net assets of the associates of HK\$52,000 was reclassified to profit or loss.

### 31. 視作出售聯營公司部分權益

於二零一五年三月九日，本公司之聯營公司 i-Sprint Innovations Pte Ltd (「i-Sprint」)，與本公司當時非執行董事兼主席胡聯奎先生 (「胡先生」) 訂立一份股份認購協議，據此，i-Sprint 已同意發行及配發，而胡先生已同意認購 60,392,850 股 i-Sprint 新股，相當於 i-Sprint 於其後經擴大已發行股本之 17.46%，代價為 5,000,000 美元 (相當於約 38,778,000 港元)。認購 60,392,850 股 i-Sprint 新股已於二零一五年三月二十七日完成 (「完成」)。胡先生因榮休而辭任本公司非執行董事兼董事會主席，自二零一五年九月三十日起生效。

於完成後，本集團於 i-Sprint 之股權百分比將由 48.22% 攤薄至 39.80%，當中所錄得之 5,281,000 港元收益已於綜合損益表內確認，而當中與聯營公司淨資產相關之 52,000 港元累計匯兌儲備已重分類到損益表中。

## 32. DISPOSAL OF SUBSIDIARIES

On 28th January 2014, ASL Security Solutions Limited (“ASL Security”), i-Sprint, Top Realm Global Limited (“Top Realm”) and Superguard Global Holdings Limited (“Superguard”) entered into a deed of share gift and trust pursuant to which ASL Security, a wholly-owned subsidiary of the Company principally engaged in the investment holding, owned 100% equity interest in i-Sprint and transferred at nil consideration 9.44% and 7.90% of the then issued share capital of i-Sprint to Top Realm and Superguard for the purpose of new employee share ownership plans to be adopted by Top Realm and Superguard respectively (the “Share Transfer”). Both Top Realm and Superguard are special purpose vehicles set up, among other things, to hold the award shares on trust for the benefit of the participants of the aforesaid new employee share ownership plans. The transaction was accounted for as equity transactions with an increase in non-controlling interest of HK\$9,005,000.

On the same date, the Company, ASL Security, i-Sprint, Great Ally Investments Limited (“the Investor”), Top Realm and Superguard entered into a subscription agreement pursuant to which i-Sprint issued and allotted, and the Investor subscribed for 118,973,914 new shares of i-Sprint (representing 41.67% of the enlarged issued share capital of i-Sprint following the completion) for a consideration of USD9,850,000 (equivalent to approximately HK\$76,833,000) (the “Subscription”).

Upon completion of the Share Transfer and the Subscription on 12th February 2014, the Group’s shareholding in i-Sprint reduced to 48.22% and the Group ceased its control in i-Sprint Group (its operating results included in the IT services segment immediate before the disposal), which resulted in a deemed disposal of the Group’s interest in i-Sprint Group. As such, i-Sprint Group became associates of the Group with effect from 12th February 2014 and have accounted for in the consolidated financial statements using the equity method. The fair value of the equity interests in i-Sprint Group retained by the Group on the date when control was lost amounting to HK\$88,459,000, which is based on the price by reference to similar transaction, was recognised as deemed cost of interests in associates.

## 32. 出售附屬公司

於二零一四年一月二十八日，ASL Security Solutions Limited(「ASL Security」)、i-Sprint、冠邦環球有限公司(「冠邦」)及佳衛環球控股有限公司(「佳衛」)訂立股份饋贈及信託契據，據此，ASL Security(一家本公司全資擁有主要從事投資控股之附屬公司，並持有i-Sprint 100%之權益)以零代價分別轉讓i-Sprint當時已發行股本9.44%及7.90%予冠邦及佳衛，以由冠邦及佳衛採納新僱員股份計劃(「股份轉讓」)。冠邦及佳衛均為(其中包括)以信託形式以新僱員股份計劃之參與者為受益人持有獎勵股份而設立之特殊目的公司。該交易已按股本交易入賬，而非控股權益增加9,005,000港元。

於同日，本公司、ASL Security、i-Sprint、Great Ally Investments Limited(「投資者」)、冠邦及佳衛訂立認購協議，據此，i-Sprint發行及配發，而投資者認購118,973,914股i-Sprint新股份(相當於i-Sprint於完成後之經擴大已發行股本41.67%)，代價為9,850,000美元(相當於約76,833,000港元)(「認購事項」)。

於二零一四年二月十二日完成股份轉讓及認購事項後，本集團於i-Sprint的股權下降至48.22%，本集團從而不再控制i-Sprint集團(其經營業績於緊接出售前計入資訊科技服務分部)，故被視作出售本集團於i-Sprint集團之權益。因此，i-Sprint集團成為本集團之聯營公司，自二零一四年二月十二日起生效，並已使用權益法於綜合財務報表入賬。本集團於失去i-Sprint集團控制權當日於i-Sprint集團所保留權益之公允價值為88,459,000港元(乃根據參考類似交易之價格後計算)已確認為視作於聯營公司之權益成本。

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### 32. DISPOSAL OF SUBSIDIARIES (Continued)

The major classes of assets and liabilities of i-Sprint Group as at the date of disposal are as follows:

### 32. 出售附屬公司 (續)

於出售日期，i-Sprint集團之資產及負債之主要類別如下：

|  |                | HK\$'000<br>千港元 |
|--|----------------|-----------------|
| Property, plant and equipment                | 物業、廠房及設備       | 1,736           |
| Intangible assets                            | 無形資產           | 9,857           |
| Goodwill                                     | 商譽             | 35,111          |
| Inventories                                  | 存貨             | 174             |
| Trade receivables                            | 應收貿易款項         | 10,625          |
| Other receivables, deposits and prepayments  | 其他應收款項、按金及預付款項 | 7,121           |
| Amounts due from customers for contract work | 合約工程應收客戶款項     | 10,420          |
| Cash and cash equivalents                    | 現金及現金等價物       | 11,530          |
| Trade payables                               | 應付貿易款項         | (3,928)         |
| Other payables and accruals                  | 其他應付款項及應計費用    | (9,649)         |
| Receipts in advance                          | 預收收益           | (10,000)        |
| Current income tax liabilities               | 即期所得稅負債        | (448)           |
| Bank borrowings                              | 銀行借貸           | (9,473)         |
| Deferred income tax liabilities              | 遞延所得稅負債        | (895)           |
| <b>Net assets disposed of</b>                | <b>已出售淨資產</b>  | <b>52,181</b>   |

|  |                                 | HK\$'000<br>千港元 |
|--|---------------------------------|-----------------|
| <b>Gain on disposal of subsidiaries</b>  | <b>出售附屬公司之收益</b>                |                 |
| Net assets disposed of   | 已出售淨資產                          | (52,181)        |
| Non-controlling interests  | 非控股權益                           | 8,974           |
| Expenses in connection with the disposal   | 與出售有關之開支                        | (1,037)         |
| Cumulated translation reserve in respect of the net assets of the subsidiaries reclassified to profit or loss upon loss of control | 於失去控制權時就重新分類至損益賬之附屬公司淨資產之累計匯兌儲備 | 451             |
| Fair value of equity interest in i-Sprint Group retained by the Group*   | 本集團於i-Sprint集團所保留權益之公允價值*       | 88,459          |
| <b>Gain on disposal of subsidiaries* (Note 9)</b>  | <b>出售附屬公司之收益*(附註9)</b>          | <b>44,666</b>   |
| <b>Net cash outflow arising from disposal:</b>   | <b>出售產生之現金流出淨額：</b>             |                 |
| Cash and cash equivalents  | 現金及現金等價物                        | (11,530)        |
| Expenses in connection with the disposal   | 與出售有關之開支                        | (1,037)         |
|  |                                 | <b>(12,567)</b> |

Note:

\* Included HK\$45,252,000 of gain attributable to recognising any investment retained in the former subsidiaries at its fair value at the date when control is lost.

附註：

\* 已計入於失去控制權之日確認於前附屬公司按其公允價值入賬之保留投資之收益45,252,000港元。

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### 33. SHARE CAPITAL

### 33. 股本

|  |                                      | Number<br>of shares<br>股份數目<br>'000<br>千股 | Amount<br>金額<br>HK\$'000<br>千港元 |
|--|--------------------------------------|---|---------------------------------|
| <b>Ordinary shares of HK\$0.10 each</b>                        | 每股面值0.10港元之普通股                       |   |                                 |
| <b>Authorised:</b>   | 法定股本：                                |   |                                 |
| At 1st January 2014, 31st December 2014 and 31st December 2015 | 於二零一四年一月一日、二零一四年十二月三十一日及二零一五年十二月三十一日 | 600,000                                   | 60,000                          |
| <b>Issued and fully paid:</b>                                  | 已發行及繳足：                              |   |                                 |
| <b>At 1st January 2014</b>                                     | 於二零一四年一月一日                           | 311,403                                   | 31,140                          |
| Issue of ordinary shares upon exercise of share options        | 於購股權獲行使時發行之普通股                       | 460                                       | 46                              |
| <b>At 31st December 2014 and 1st January 2015</b>              | 於二零一四年十二月三十一日及二零一五年一月一日              | <b>311,863</b>                            | <b>31,186</b>                   |
| Issue of ordinary shares upon exercise of share options (Note) | 於購股權獲行使時發行之普通股(附註)                   | <b>6,886</b>                              | <b>689</b>                      |
| <b>At 31st December 2015</b>                                   | 於二零一五年十二月三十一日                        | <b>318,749</b>                            | <b>31,875</b>                   |

Note: During the year ended 31st December 2015, options were exercised to subscribe for 6,886,000 ordinary shares in the Company at a consideration of HK\$7,603,000, of which HK\$689,000 was credited to share capital and the balance of HK\$6,914,000 was credited to share premium account. An amount of HK\$1,863,000 was transferred from the share-based payment reserve to the share premium account in accordance with policy set out in Note 3(u).

附註：截至二零一五年十二月三十一日止年度，行使購股權所認購之本公司普通股數為6,886,000股，作價7,603,000港元。其中689,000港元計入股本，6,914,000港元計入股份溢價賬。根據載於附註3(u)之政策，1,863,000港元自以股份為基礎支付儲備轉撥至股份溢價賬。

### 34. TRADE PAYABLES

### 34. 應付貿易款項

An ageing analysis of the trade payables as at the reporting date, based on payment due date, is as follows:

應付貿易款項於期末日根據付款到期日之賬齡分析如下：

|                |        | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|----------------|--------|----------------------------------|----------------------------------|
| Current        | 即期     | 158,126                          | 148,309                          |
| Within 30 days | 30天以內  | 58,112                           | 53,630                           |
| 31-60 days     | 31至60天 | 15,268                           | 17,308                           |
| 61-90 days     | 61至90天 | 2,355                            | 1,909                            |
| Over 90 days   | 超過90天  | 11,046                           | 7,476                            |
|                |        | <b>244,907</b>                   | 228,632                          |



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### 34. TRADE PAYABLES (Continued)

The balances are denominated in the following currencies:

|        |     | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--------|-----|----------------------------------|----------------------------------|
| HKD    | 港元  | 178,864                          | 172,825                          |
| RMB    | 人民幣 | 3,396                            | 7,983                            |
| USD    | 美元  | 47,070                           | 30,679                           |
| THB    | 泰銖  | 10,003                           | 3,839                            |
| NTD    | 新台幣 | 4,911                            | 12,008                           |
| Others | 其他  | 663                              | 1,298                            |
|        |     | <b>244,907</b>                   | 228,632                          |

At the reporting date, the carrying values of trade payables approximate their fair values.

### 34. 應付貿易款項 (續)

結餘乃以下列貨幣計值：

於期末日，應付貿易款項之賬面值與其公允價值相若。

### 35. OTHER PAYABLES AND ACCRUALS

|  |             | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|-------------|----------------------------------|----------------------------------|
| Other payables                             | 其他應付款項      | 4,855                            | 4,595                            |
| Accruals                                   | 應計費用        | 56,669                           | 40,512                           |
| Amount due to the ultimate holding company | 欠最終控股公司款項   | 55                               | –                                |
| Amount due to a fellow subsidiary          | 欠一間同系附屬公司款項 | –                                | 9,230                            |
| Amount due to associates                   | 欠聯營公司款項     | 2,151                            | 2,142                            |
|  |             | <b>63,730</b>                    | 56,479                           |

The amounts due to the ultimate holding company, a fellow subsidiary, and associates are unsecured, interest free and are repayable on demand.

### 35. 其他應付款項及應計費用

欠最終控股公司，一間同系附屬公司及聯營公司之款項為無抵押、免息及須按的要求償還。

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### 35. OTHER PAYABLES AND ACCRUALS

(Continued)

The balances are denominated in the following currencies:

|        |      | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--------|------|----------------------------------|----------------------------------|
| HKD    | 港元   | 55,790                           | 38,323                           |
| RMB    | 人民幣  | 2,390                            | 11,346                           |
| SGD    | 新加坡元 | -                                | 416                              |
| NTD    | 新台幣  | 1,822                            | 1,903                            |
| Others | 其他   | 3,728                            | 4,491                            |
|        |      | <b>63,730</b>                    | 56,479                           |

At the reporting date, the carrying values of other payables and accruals approximate their fair values.

### 36. RECEIPTS IN ADVANCE

Receipts in advance represent advance payments received prior to delivery of goods which is recognised in the consolidated statement of profit or loss upon the delivery of goods; and provision of service which is recognised in the consolidated statement of profit or loss over the service period stipulated in the respective customer contract.

### 35. 其他應付款項及應計費用

(續)

結餘乃以下列貨幣計值：

於期末日，其他應付款項及應計費用之賬面值與其公允價值相若。

### 36. 預收收益

預收收益即交付貨品前收取之墊款(其於貨品交付時在綜合損益表確認)；及提供服務前收取之墊款(其於有關客戶合約訂明的服務期間在綜合損益表確認)。

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### 37. BANK BORROWINGS

### 37. 銀行借貸

|                     |      | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---------------------|------|----------------------------------|----------------------------------|
| Bank loans, secured | 銀行借貸 | <b>20,000</b>                    | 42,000                           |

The Group's bank loans are repayable as follows:

本集團之銀行借貸還款期如下：

|                              |            | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|------------------------------|------------|----------------------------------|----------------------------------|
| Within one year or on demand | 一年以內或按要求償還 | <b>20,000</b>                    | 42,000                           |

As at 31st December 2015, the Group's bank loan is repayable by two instalments of HK\$10,000,000 annually ending on 22nd December 2017 in accordance with the repayment schedule. Subject to a repayment on demand clause which can be exercised at the bank's sole discretion, the bank loan is classified as current liabilities (2014: repayable within one year).

根據銀行提供之信貸融資，本集團截至二零一五年十二月三十一日之銀行借貸需於每年償還港元10,000,000至二零一七年十二月二十二日止。由於按要求償還條款可由銀行單方面提出，故本年的銀行借貸被列為流動負債。(二零一四：一年內償還)

As at 31st December 2015, the Group's bank loan bore a floating interest rate ranging from 2.24% to 2.74% (2014: 2.37% to 2.73%) per annum and is secured by the legal charges over the Group's leasehold land and building with carrying amount of HK\$105,450,000 (2014: the Group's leasehold land and building with carrying amount of HK\$259,650,000 and investment properties with a carrying amount of HK\$50,200,000).

於二零一五年十二月三十一日，本集團之銀行借貸按介乎2.24%至2.74%（二零一四年：2.37%至2.73%）之浮動年利率計息，並以本集團之租賃土地及樓宇作為抵押，賬面金額為105,450,000港元（二零一四年：以本集團之租賃土地及樓宇和投資物業作為抵押，賬面金額分別為259,650,000港元及50,200,000港元）。

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### 38. DEFERRED INCOME TAX

The components of deferred income tax assets/(liabilities) recognised in the consolidated statement of financial position and the movement during the year are as follows:

|  |                           | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|---------------------------|----------------------------------|----------------------------------|
| At 1st January   | 於一月一日                     | <b>(39,883)</b>                  | (35,138)                         |
| Tax charged to other comprehensive income                                    | 自其他全面收益扣除稅項               | <b>(1,318)</b>                   | (7,010)                          |
| Tax credited/(charged) to consolidated statement of profit or loss (Note 16) | 自綜合損益表計入/<br>(扣除)稅項(附註16) | <b>(2,631)</b>                   | 2,267                            |
| Exchange realignment   | 匯兌調整                      | <b>1</b>                         | (5)                              |
| Disposal of subsidiaries   | 出售附屬公司                    | -                                | 3                                |
| <b>At 31st December</b>  | <b>於十二月三十一日</b>           | <b>(43,831)</b>                  | (39,883)                         |

The investments in the PRC and Thailand incorporated operations give rise to taxable temporary differences arising from the distribution of profits by way of withholding tax.

As at 31st December 2015, no deferred income tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the PRC and Thailand. In the opinion of the directors of the Company, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investment in a subsidiary in the PRC and Thailand for which deferred income tax liabilities have not been recognised totalled approximately HK\$4,188,000 at 31st December 2015 (2014: HK\$3,922,000).

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. As at 31st December 2015, the Group had total tax losses of approximately HK\$34,000,000 (2014: HK\$44,824,000) available for offset against future profits. A deferred income tax asset has been recognised in respect of approximately HK\$3,636,000 (2014: HK\$20,085,000) of such losses. No deferred tax asset has been recognised in respect of the remaining approximately HK\$30,364,000 (2014: HK\$24,739,000) due to unpredictability of future profit streams, of which approximately HK\$19,824,000 (2014: HK\$17,527,000) will expire within 1 to 5 years, approximately HK\$10,440,000 (2014: HK\$7,202,000) will expire within 6 to 10 years and approximately HK\$100,000 (2014: HK\$10,000) with unlimited expiry date.

### 38. 遞延所得稅

年內於綜合財務狀況表所確認之遞延所得稅資產/(負債)之部分及其變動列示如下：

投資於中國及泰國成立之公司產生應課稅暫時性差異，原因是以預扣稅形式分派溢利所致。

於二零一五年十二月三十一日，本集團並無就於中國及泰國成立之附屬公司之未匯出盈利所產生之預扣稅確認遞延所得稅。本公司董事認為，該等附屬公司於可見將來不大可能分派有關盈利。於二零一五年十二月三十一日，與於中國及泰國的投資有關的暫時性差異合共約為4,188,000港元(二零一四年：3,922,000港元)並無確認遞延所得稅負債。

承前稅項虧損乃按有關稅項利益在有可能透過未來應課稅溢利予以變現者為限確認為遞延所得稅資產。於二零一五年十二月三十一日，本集團有稅項虧損總額約為34,000,000港元(二零一四年：44,824,000港元)可用作抵銷未來溢利。遞延所得稅資產已就有關虧損約3,636,000港元(二零一四年：20,085,000港元)確認。由於未能預測未來溢利來源，故並無就餘下之約30,364,000港元(二零一四年：24,739,000港元)確認遞延所得稅資產，其中約19,824,000港元(二零一四年：17,527,000港元)將於一至五年內到期，而約10,440,000港元(二零一四年：7,202,000港元)將於六至十年內到期及與無限期約100,000港元(二零一四年：10,000港元)。

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### 38. DEFERRED INCOME TAX (Continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The movement in deferred income tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

|   |                             | Accelerated<br>tax<br>depreciation<br>加速稅項折舊<br>HK\$'000<br>千港元 | Revaluation<br>of properties<br>物業重估<br>HK\$'000<br>千港元 | Tax<br>losses<br>稅項虧損<br>HK\$'000<br>千港元 | Total<br>總計<br>HK\$'000<br>千港元 |
|---|-----------------------------|---|---|--|--------------------------------|
| At 1st January 2014   | 於二零一四年一月一日                  | (4,825)   | (30,550)  | 237                                      | (35,138)                       |
| Charged to other comprehensive income                                       | 自其他全面收入中扣除                  | -   | (7,010)   | -  | (7,010)                        |
| Credited/(charged) to consolidated<br>statement of profit or loss (Note 16) | 於綜合損益表內<br>計入/(扣除)(附註16)    | (810)   | -   | 3,077                                    | 2,267                          |
| Disposal of subsidiaries  | 出售附屬公司                      | 3   | -   | -  | 3                              |
| Exchange realignment  | 匯兌調整                        | (5)   | -   | -  | (5)                            |
| At 31st December 2014 and<br>1st January 2015                               | 於二零一四年十二月三十一日<br>及二零一五年一月一日 | (5,637)   | (37,560)  | 3,314                                    | (39,883)                       |
| Charged to other comprehensive income                                       | 自其他全面收入中扣除                  | -   | (1,318)   | -  | (1,318)                        |
| Credited/(charged) to consolidated<br>statement of profit or loss (Note 16) | 於綜合損益表內<br>計入/(扣除)(附註16)    | 83  | -   | (2,714)                                  | (2,631)                        |
| Exchange realignment  | 匯兌調整                        | 1   | -   | -  | 1                              |
| At 31st December 2015   | 於二零一五年十二月三十一日               | (5,553)   | (38,878)  | 600                                      | (43,831)                       |

The analysis of deferred income tax is as follows:

### 38. 遞延所得稅(續)

當具有可將即期稅項資產抵銷即期稅項負債的可依法執行權利，且該等資產及負債與同一稅務當局所徵收所得稅有關，遞延所得稅資產可與遞延所得稅負債互相抵銷。於年內，遞延所得稅資產及負債(於抵銷同一稅項管轄區之結餘前)如下：

遞延所得稅之分析如下：

|                                      |            | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--------------------------------------|------------|----------------------------------|----------------------------------|
| Deferred income tax assets           | 遞延所得稅資產    | 679                              | 3,345                            |
| Deferred income tax liabilities      | 遞延所得稅負債    | (44,510)                         | (43,228)                         |
| Deferred income tax liabilities, net | 遞延所得稅負債，淨額 | (43,831)                         | (39,883)                         |

## 39. SHARE OPTION SCHEME

### (a) Share option scheme of the Company

The Company adopted a share option scheme (the "Scheme") on 8th August 2002. Under the Scheme, the directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time. The total number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time. Options granted must be taken up within 28 days of the date of offer, upon payment of HK\$1 as consideration per grant. There is no general requirement that an option must be held for any minimum period before it can be exercised but the directors of the Company is empowered to impose at its discretion any such minimum period at the time of grant of any particular option. The period during which an option may be exercised will be determined by the directors of the Company at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. The exercise price is determined by the directors of the Company, and will not be less than the higher of (a) the closing price of the shares on the Stock Exchange on the date of grant; (b) the average of the closing prices of the shares on the Stock Exchange for the five trading days immediately preceding the date of grant of the options; and (c) the nominal value of the shares. The Scheme expired on 7th August 2012.

## 39. 購股權計劃

### (a) 本公司之購股權計劃

本公司於二零零二年八月八日採納一項購股權計劃(「該計劃」)。根據該計劃，本公司董事可向合資格僱員(包括本公司及其附屬公司之董事)授出購股權以認購本公司股份。根據該計劃，可授出之購股權可認購之股份總數，不得超過本公司於任何時間之已發行股份之10%。於任何年度授予任何人士之購股權可認購之股份總數，不得超過本公司於任何時間之已發行股份之1%。已授出購股權必須於授出日期起計28天內接納，接納每項授出時須支付1港元作為代價。現時並無一般規定要求購股權持有人行使購股權前必須持有購股權之任何最低期限，惟本公司董事獲授權於授出任何特定購股權時，酌情施加任何最低期限。可行使購股權之期限將由本公司董事全權酌情釐定，惟任何購股權一律不得於授出日期起計10年過後行使。行使價乃由本公司董事釐定，惟將不會少於以下三者中之較高者：(a)股份於購股權授出日期在聯交所之收市價；(b)股份於緊接購股權授出日期前五個交易日在聯交所之平均收市價；及(c)股份面值。該計劃已於二零一二年八月七日屆滿。

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### 39. SHARE OPTION SCHEME (Continued)

#### (a) Share option scheme of the Company (Continued)

The following table discloses details of the share options held by employees (including directors) under the Scheme and movements in such holdings:

|   |             | 2015<br>二零一五年   |                               | 2014<br>二零一四年   |                               |
|---|-------------|---|-------------------------------|---|-------------------------------|
|   |             | Weighted<br>average<br>exercise<br>price<br>加權平均<br>行使價 | Number of<br>options<br>購股權數目 | Weighted<br>average<br>exercise<br>price<br>加權平均<br>行使價 | Number of<br>options<br>購股權數目 |
| At 1st January                              | 於一月一日       | HK\$1.11<br>1.11 港元                                     | 8,659,000                     | HK\$1.11<br>1.11 港元                                     | 11,555,000                    |
| Exercised during the year                   | 年內行使        | HK\$1.10<br>1.10 港元                                     | (6,886,000)                   | HK\$1.09<br>1.09 港元                                     | (460,000)                     |
| Lapsed during the year                      | 年內失效        | HK\$1.11<br>1.11 港元                                     | (823,000)                     | HK\$1.11<br>1.11 港元                                     | (2,436,000)                   |
| At 31st December                            | 於十二月三十一日    | HK\$1.11<br>1.11 港元                                     | 950,000                       | HK\$1.11<br>1.11 港元                                     | 8,659,000                     |
| Exercisable at 31st December                | 可於十二月三十一日行使 | HK\$1.11<br>1.11 港元                                     | 950,000                       | HK\$1.11<br>1.11 港元                                     | 5,616,000                     |
| Weighted average remaining contractual life | 加權平均剩餘合約年期  |   | 6.3 years<br>6.3 年            |   | 7.3 years<br>7.3 年            |

The options granted on 19th March 2012 and 2nd May 2012 were vested equally on each of the first, second and third anniversaries of the grant date.

### 39. 購股權計劃(續)

#### (a) 本公司之購股權計劃(續)

下表披露有關僱員(包括董事)根據該計劃持有之購股權及該等持有之變動詳情:

於二零一二年三月十九日及二零一二年五月二日授出的購股權已經於授出日期的第一、第二及第三週年屆滿時等份歸屬。



### 39. SHARE OPTION SCHEME (Continued)

#### (b) Employee share ownership plan of i-Sprint

On 10th July 2013, the Board resolved to adopt an employee share ownership plan of i-Sprint (the "i-Sprint Scheme"), to grant awards to employees of i-Sprint up to 49,962,192 existing shares of i-Sprint, representing approximately 30% of the issued share capital of i-Sprint, which was held by ASL Security. The awards were granted in the form of:

- (i) 26,979,584 restricted share units ("RSUs"), representing approximately 16.2% of the existing issued share capital of i-Sprint which were i-Sprint shares denominated in units conferring rights to the grantees to receive i-Sprint shares when the RSUs vested at no consideration; and
- (ii) 22,982,608 share options, exercisable into approximately 13.8% of the existing issued share capital of i-Sprint, which confer rights to the grantees to elect, at their discretion, to acquire i-Sprint shares at an exercise price of SGD0.046 (equivalent to approximately HK\$0.287) per i-Sprint share, or at an exercise price per i-Sprint share to be determined by the Board (as the case may be).

The i-Sprint Scheme was valid and effective for a period of seven years commencing on 15th July 2013 and expiring on 14th July 2020. After such period, no awards shall be granted but the provisions mentioned under the i-Sprint Scheme shall remain in full force and effect in all other respects.

All RSUs and options granted under the i-Sprint Scheme will become vested subject to the i-Sprint Group achieving certain specified financial performance targets during the three years ending 31st December 2014. Subject to the fulfillment of the respective vesting conditions, all the awards will be vested by 1st May 2016.

Upon a change of ownership of i-Sprint or an initial public offering of i-Sprint shares, all unvested RSUs and options (with which the condition relating to specified financial performance targets of the i-Sprint Group having fulfilled) will vest immediately. The grantees shall have the right to exercise their options within 14 days being notified of the abovementioned event, and all unexercised options will be forfeited thereafter.

### 39. 購股權計劃(續)

#### (b) i-Sprint之僱員股份計劃

於二零一三年七月十日，董事會決議採納i-Sprint僱員股份計劃(「i-Sprint計劃」)，向i-Sprint僱員授出獎勵，最多為49,962,192股i-Sprint現有股份，佔i-Sprint現有已發行股本約30%(現時由本公司全資擁有之附屬公司ASL Security Solutions Limited(「ASL Security」)持有)。獎勵將以下列形式授出：

- (i) 26,979,584個受限制股份單位(佔i-Sprint現有已發行股本約16.2%)，即以單位呈列之i-Sprint股份，其於歸屬時賦予承授人權利以零代價獲取現有i-Sprint股份；及
- (ii) 22,982,608股購股權(行使後佔i-Sprint現有已發行股本約13.8%)，其賦予承授人權利酌情選擇按行使價每股i-Sprint股份0.046新加坡元(相等於約0.287港元)或按董事會將予釐定之每股i-Sprint股份行使價(視乎情況而定)收購現有i-Sprint股份。

i-Sprint計劃將自二零一三年七月十五日起至二零二零年七月十四日止七年期間內有效。於上述期間後，本集團概不得授出獎勵，惟於該計劃列明之條文於所有其他方面將仍為全面有效。

所有根據i-Sprint計劃授出的受限制股份單位及購股權將視乎i-Sprint集團於截至二零一四年十二月三十一日止三個年度達致若干指定財務表現目標後歸屬。待達成各歸屬條件後，所有獎勵將於二零一六年五月一日歸屬。

倘i-Sprint之股權出現變動或i-Sprint股份進行首次公開發售，則所有未歸屬之受限制股份單位及購股權(其中達成有關i-Sprint集團指定財務表現目標之條件)將即時歸屬。承授人有權自獲通知上述事項起計14日內行使彼等之購股權，此後所有尚未行使之購股權將被沒收。

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### 39. SHARE OPTION SCHEME (Continued)

#### (b) Employee share ownership plan of i-Sprint (Continued)

Upon the completion of the Share Transfer and the Subscription on 12th February 2014, i-Sprint Group became associates of the Group (Note 32), all unvested RSUs and options (with which the condition relating to specified financial performance targets of the i-Sprint Group having fulfilled) vested immediately and the i-Sprint Scheme was cancelled on the same date.

The following table discloses details of the RSUs awarded pursuant to the i-Sprint Scheme and their related weighted average fair value on the date of award:

|                           |          | 2015<br>二零一五年   |   | 2014<br>二零一四年   |   |
|---------------------------|----------|---|---|---|---|
|                           |          | Weighted<br>average fair<br>value on<br>the date<br>of award<br>於獎勵日期<br>加權平均<br>公允價值 | Number of<br>i-Sprint's<br>shares<br>i-Sprint<br>股份數目 | Weighted<br>average fair<br>value on<br>the date<br>of award<br>於獎勵日期<br>加權平均<br>公允價值 | Number of<br>i-Sprint's<br>shares<br>i-Sprint<br>股份數目 |
| At 1st January            | 於一月一日    | -   | -   | HK\$0.23<br>0.23 港元   | 22,982,609  |
| Cancelled during the year | 年內註銷     | -   | -   | HK\$0.23<br>0.23 港元   | (20,590,419)  |
| Forfeited during the year | 年內沒收     | -   | -   | HK\$0.23<br>0.23 港元   | (2,392,190)   |
| At 31st December          | 於十二月三十一日 | -   | -   | -   | -   |

### 39. 購股權計劃(續)

#### (b) i-Sprint之僱員股份計劃(續)

待股份轉讓及認購事項於二零一四年二月十二日完成後，i-Sprint集團成為本集團之聯營公司(附註32)，所有未歸屬受限制股份單位及購股權(有關i-Sprint集團特定財務表現目標之條件已告達成)即時歸屬，而i-Sprint計劃已於同日註銷。

下表披露根據i-Sprint計劃獎勵之受限制股份單位詳情及於獎勵日期之相關加權平均公允價值：

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### 39. SHARE OPTION SCHEME (Continued)

### 39. 購股權計劃(續)

#### (b) Employee share ownership plan of i-Sprint (Continued)

#### (b) i-Sprint之僱員股份計劃(續)

The following table discloses details of the share options held by i-Sprint's employees under the i-Sprint Scheme and movements in such holdings:

下表披露i-Sprint僱員於i-Sprint計劃持有的購股權，及所持購股權變動：

|   |             | 2015<br>二零一五年   |                               | 2014<br>二零一四年   |                               |
|---|-------------|---|-------------------------------|---|-------------------------------|
|   |             | Weighted<br>average<br>exercise<br>price<br>加權平均<br>行使價 | Number of<br>options<br>購股權數目 | Weighted<br>average<br>exercise<br>price<br>加權平均<br>行使價 | Number of<br>options<br>購股權數目 |
| At 1st January                              | 於一月一日       | -   | -                             | HK\$0.287<br>0.287 港元                                   | 15,321,739                    |
| Cancelled during the year                   | 年內註銷        | -   | -                             | HK\$0.287<br>0.287 港元                                   | (13,283,948)                  |
| Forfeited during the year                   | 年內沒收        | -   | -                             | HK\$0.287<br>0.287 港元                                   | (2,037,791)                   |
| At 31st December                            | 於十二月三十一日    | -   | -                             | -   | -                             |
| Exercisable at 31st December                | 可於十二月三十一日行使 | Not applicable<br>不適用                                   | Not applicable<br>不適用         | Not applicable<br>不適用                                   | Not applicable<br>不適用         |
| Weighted average remaining contractual life | 加權平均剩餘合約年期  |   | Not applicable<br>不適用         |   | Not applicable<br>不適用         |

During the year, the Group recognised total income of approximately HK\$110,000 in relation to equity-settled share-based payment transactions under the Company's Scheme (2014: total expense of approximately HK\$1,825,000 in relation to equity-settled share-based payment transactions under the Company's Scheme and i-Sprint Scheme).

於年內，本集團確認根據本公司計劃以股份為基礎付之總收入約110,000港元(二零一四年：本集團確認根據本公司計劃及i-Sprint計劃以股份為基礎支付之總開支約1,825,000港元)。

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## 綜合財務報表附註

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### 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 40. 本公司財務狀況表

|   |                     | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|---------------------|----------------------------------|----------------------------------|
| <b>Non-current assets</b>                                   | <b>非流動資產</b>        |                                  |                                  |
| Property, plant and equipment                               | 物業、廠房及設備            | 1,347                            | 1,235                            |
| Investments in subsidiaries                                 | 於附屬公司之投資            | 1                                | 1                                |
| Deferred income tax assets                                  | 遞延所得稅資產             | 639                              | 623                              |
|   |                     | <b>1,987</b>                     | 1,859                            |
| <b>Current assets</b>                                       | <b>流動資產</b>         |                                  |                                  |
| Other receivables, deposits and prepayments                 | 其他應收款項、按金及預付款項      | 234,983                          | 232,737                          |
| Tax recoverable   | 可收回稅項               | –                                | 258                              |
| Cash and cash equivalents                                   | 現金及現金等價物            | 8,347                            | 3,421                            |
|   |                     | <b>243,330</b>                   | 236,416                          |
| <b>Total assets</b>   | <b>總資產</b>          | <b>245,317</b>                   | 238,275                          |
| <b>Equity attributable to equity holders of the Company</b> | <b>本公司股本持有人應佔權益</b> |                                  |                                  |
| Share capital   | 股本                  | 31,875                           | 31,186                           |
| Share premium   | 股份溢價賬               | 114,305                          | 105,528                          |
| Reserves (Note)   | 儲備(附註)              | 96,456                           | 98,256                           |
| <b>Total equity</b>   | <b>總權益</b>          | <b>242,636</b>                   | 234,970                          |
| <b>Current liabilities</b>                                  | <b>流動負債</b>         |                                  |                                  |
| Other payables and accruals                                 | 其他應付款項及應計費用         | 2,681                            | 3,305                            |
|   |                     | <b>2,681</b>                     | 3,305                            |
| <b>Total liabilities</b>                                    | <b>總負債</b>          | <b>2,681</b>                     | 3,305                            |
| <b>Total equity and liabilities</b>                         | <b>總權益及負債</b>       | <b>245,317</b>                   | 238,275                          |
| <b>Net current assets</b>                                   | <b>流動資產淨額</b>       | <b>240,649</b>                   | 233,111                          |
| <b>Total assets less current liabilities</b>                | <b>總資產減流動負債</b>     | <b>242,636</b>                   | 234,970                          |

LI Wei  
李偉  
Director  
董事

WANG Yueou  
王粵鷗  
Director  
董事

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 40. 本公司財務狀況表 (續)

Note: The movement of the Company's reserves are as follows:

附註：本公司儲備之變動如下：

|   |                        | Special<br>reserve<br>(Note (i))<br>特別儲備<br>(附註(i))<br>HK\$'000<br>千港元 | Share-based<br>payment<br>reserve<br>以股份為<br>基礎支付儲備<br>HK\$'000<br>千港元 | Retained<br>earnings/<br>(accumulated<br>losses)<br>保留盈利/<br>(累計虧損)<br>HK\$'000<br>千港元 | Total<br>總額<br>HK\$'000<br>千港元 |
|---|------------------------|--|--|--|--------------------------------|
| At 1st January 2014                                     | 於二零一四年一月一日             | 95,513   | 2,472  | (56)   | 97,929                         |
| Profit for the year                                     | 年內溢利                   | -  | -  | 234  | 234                            |
| Forfeiture of unclaimed dividends                       | 沒收未領股息                 | -  | -  | 3  | 3                              |
| Issue of ordinary shares upon exercise of share options | 行使購股權時發行之普通股           | -  | (126)  | -  | (126)                          |
| Recognition of equity-settled share-based payments      | 確認以股份為基礎支付之開支          | -  | 216  | -  | 216                            |
| Lapse of share options transferred to retained earnings | 轉撥至保留盈利之失效購股權          | -  | (302)  | 302  | -                              |
| <b>At 31st December 2014</b>                            | <b>於二零一四年十二月三十一日</b>   | <b>95,513</b>  | <b>2,260</b>   | <b>483</b>   | <b>98,256</b>                  |
| At 1st January 2015                                     | 於二零一五年一月一日             | <b>95,513</b>  | <b>2,260</b>   | <b>483</b>   | <b>98,256</b>                  |
| Profit for the year                                     | 年內溢利                   | -  | -  | 8,065  | 8,065                          |
| Forfeiture of unclaimed dividends                       | 沒收未領股息                 | -  | -  | 16   | 16                             |
| Final dividend for the year ended 31st December 2014    | 截至二零一四年十二月三十一日止年度之末期股息 | -  | -  | (7,908)  | (7,908)                        |
| Issue of ordinary shares upon exercise of share options | 行使購股權時發行之普通股           | -  | (1,863)  | -  | (1,863)                        |
| Recognition of equity-settled share-based payments      | 確認以股份為基礎支付之開支          | -  | (110)  | -  | (110)                          |
| Lapse of share options transferred to retained earnings | 轉撥至保留盈利之失效購股權          | -  | (33)   | 33   | -                              |
| <b>At 31st December 2015</b>                            | <b>於二零一五年十二月三十一日</b>   | <b>95,513</b>  | <b>254</b>   | <b>689</b>   | <b>96,456</b>                  |

(i) The special reserve of the Company represents the difference between the par value of the Company's shares issued in exchange for the issued share capital of the subsidiaries and the net asset value of the subsidiaries acquired in prior years. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus shall not be distributable if there are reasonable grounds for believing that:

- (1) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or
- (2) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

(ii) As at 31st December 2015, in the opinion of the directors, the aggregate amount of reserves available for distribution to equity holders of the Company was approximately HK\$96,202,000 (2014: HK\$95,996,000).

(i) 本公司之特別儲備指於過往年度本公司為換取附屬公司已發行股本而發行之股份面值與所收購附屬公司資產淨值之差額。根據百慕達一九八一年公司法(經修訂)，倘有合理理據可相信下列各項，則繳入盈餘不可供分派：

- (1) 本公司現時或於作出付款後無法於其負債到期時支付負債；或
- (2) 本公司資產之可變現價值將因而少於其負債及其已發行股本以及股份溢價賬之總和。

(ii) 於二零一五年十二月三十一日，董事認為，可供分派予本公司股本持有人之儲備總額約為96,202,000港元(二零一四年：95,996,000港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 41. CASH GENERATED FROM OPERATIONS 41. 經營業務之現金收入

|   |                            | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|---|----------------------------|----------------------------------|----------------------------------|
| Profit before income tax  | 除所得稅前溢利                    | 27,578                           | 29,589                           |
| Adjustments for:  | 經調整：                       |                                  |                                  |
| – Share of results of associates (Note 22)  | – 應佔聯營公司業績 (附註22)          | 5,914                            | 21,973                           |
| – Amortisation of intangible assets (Note 21)   | – 無形資產攤銷 (附註21)            | 1,669                            | 988                              |
| – Depreciation and amortisation of property, plant and equipment (Note 19)            | – 物業、廠房及設備折舊及攤銷 (附註19)     | 17,528                           | 15,019                           |
| – Loss/(gain) on disposal of property, plant and equipment (Note 9)                   | – 出售物業、廠房及設備之虧損/(收益) (附註9) | 19                               | (37)                             |
| – Gain on disposal of intangible assets (Note 9)                                      | – 出售無形資產之收益 (附註9)          | –                                | (827)                            |
| – Gain on deemed disposal of subsidiaries (Note 9)                                    | – 視作出售附屬公司之收益 (附註9)        | –                                | (44,666)                         |
| – Gain on deemed disposal of partial interests in associates (Note 9)                 | – 視作出售聯營公司部份權益之收益 (附註9)    | (5,281)                          | –                                |
| – Fair value gain on revaluation of investment properties (Note 20)                   | – 重估投資物業之公允價值收益 (附註20)     | –                                | (6,658)                          |
| – Inventories written off (Note 12)   | – 撇銷存貨(附註12)               | –                                | 5,952                            |
| – Reversal of provision for obsolete inventories (Note 12)                            | – 陳舊存貨減值撥備撥回 (附註12)        | (49)                             | (154)                            |
| – Interest income (Note 8)  | – 利息收入(附註8)                | (54)                             | (69)                             |
| – Interest expenses (Note 11)   | – 利息支出(附註11)               | 1,005                            | 1,414                            |
| – Equity-settled share-based payment (income)/expenses                                | – 以股份為基礎支付之(收入)/開支         | (110)                            | 1,825                            |
| – Losses on deregistration of a branch  | – 註銷一間分行之損失                | –                                | 426                              |
| – Provision for impairment of amounts due from customers for contract works (Note 12) | – 合約工程應收客戶款項減值撥備 (附註12)    | 18                               | 7,303                            |
| – Provision for impairment of trade receivables (Note 25)                             | – 應收貿易款項減值撥備(附註25)         | 274                              | 12                               |
| – Reversal of impairment of trade receivables (Note 25)                               | – 應收貿易款項減值撥備撥回(附註25)       | (158)                            | (328)                            |
| Changes in working capital:   | 營運資金變動：                    |                                  |                                  |
| – Inventories   | – 存貨                       | 18,450                           | (10,943)                         |
| – Trade receivables   | – 應收貿易款項                   | (38,981)                         | 33,905                           |
| – Finance lease receivables   | – 融資租賃應收款項                 | 7,002                            | 15,788                           |
| – Other receivables, deposits and prepayments   | – 其他應收款項、按金及預付款項           | (3,405)                          | (10,935)                         |
| – Amounts due from customers for contract work  | – 合約工程應收客戶款項               | 22,393                           | (37,200)                         |
| – Restricted bank deposits  | – 受限制銀行存款                  | 781                              | (733)                            |
| – Trade payables  | – 應付貿易款項                   | 16,275                           | 5,314                            |
| – Other payables and accruals   | – 其他應付款項及應計費用              | 7,263                            | 10,428                           |
| – Receipts in advance   | – 預收收益                     | (483)                            | 3,301                            |
| Cash generated from operations  | 經營業務之現金收入                  | 77,648                           | 40,687                           |

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 42. OPERATING LEASE COMMITMENTS

As at 31st December 2015, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of certain of its office premises and computer equipment which fall due as follows:

|  |         | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|---------|----------------------------------|----------------------------------|
| Within one year                              | 一年內     | 3,189                            | 7,950                            |
| Later than 1 year and not later than 5 years | 一年後及五年內 | 2,046                            | 2,590                            |
|  |         | <b>5,235</b>                     | 10,540                           |

Leases for office premises and computer equipment are negotiated for an average term of one to five years and the rentals are fixed over the terms of the leases.

於二零一五年十二月三十一日，本集團根據不可撤銷營業租約須於下列日期就若干辦公室物業及電腦設備之未來最低租約金額承擔如下：

辦公室物業及電腦設備之租約分別平均按一至五年磋商一次，租金於租約內為固定。

### 43. CAPITAL COMMITMENTS

|  |                               | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|-------------------------------|----------------------------------|----------------------------------|
| Capital expenditure in respect of property, plant and equipment contracted for but not provided in the consolidated financial statements | 於綜合財務報表內已訂約但未撥備之物業、廠房及設備之資本開支 | 246                              | 1,249                            |

### 43. 資本承擔



## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 44. FUTURE OPERATING LEASE ARRANGEMENTS

At 31st December 2015, the Group had contracted with customers and an associate in respect of office premises under operating leases as follows:

|  |         | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|--|---------|----------------------------------|----------------------------------|
| Not later than one year                      | 一年內     | 3,741                            | 1,837                            |
| Later than 1 year and not later than 5 years | 一年後及五年內 | 5,985                            | 135                              |
|  |         | <b>9,726</b>                     | <b>1,972</b>                     |

Leases for office premises are negotiated for an average term of one to three years and the rentals are fixed over the terms of the leases.

### 45. CONTINGENT LIABILITIES

As at 31st December 2015, no bank deposits held as security for banking facilities and performance bonds (2014: approximately HK\$781,000) (Note 30).

As at 31st December 2015, performance bonds of approximately HK\$52,257,000 (2014: HK\$46,485,000) have been issued by the bank on behalf of the Group to customers as security of contracts.

The Group is involved in disputes arising in the ordinary course of business. In accordance with the Group's policies, the Group will make a provision for a liability when it is both probable that a loss has been incurred and the amount of the loss can be reasonably estimated. Having reviewed outstanding claims and taking into account legal advice received, the Directors are of the opinion that adequate provisions have been made in the consolidated financial statements for the year ended 31st December 2015 to cover the probable outflow of resources.

The Group reviews these provisions in conjunction with any related provisions on assets related to the claims and adjusts these provisions to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and other pertinent information related to the case. Should developments in any of these matters cause a change in the Group's determination as to an unfavourable outcome and result in the need to recognise a material provision, or, should any of these matters result in a final adverse judgment or be settled for significant amounts, they could have an adverse effect on the Group's results of operations, cash flows, and financial position in the year or years in which such a change in determination, settlement or judgment occurs.

### 44. 未來營業租賃協議

於二零一五年十二月三十一日，本集團已就辦公室物業之營業租約與客戶及一聯營公司訂約如下：

辦公室物業之租約平均按一至三年磋商一次，租金於租約內為固定。

### 45. 或然負債

於二零一五年十二月三十一日，本集團並無受限制銀行存款(二零一四年：受限制銀行結餘約781,000港元)以用作本集團之銀行融資及履約保證之抵押(附註30)。

於二零一五年十二月三十一日，銀行代表本集團給予客戶作為合約抵押之履約保證約為52,257,000港元(二零一四年：46,485,000港元)。

本集團於正常業務活動過程中捲入糾紛。依據本集團的政策，本集團將於損失已經發生且損失金額可合理估算時計提負債撥備。在評估未支付之賠款及參考法律意見後，董事認為於截至二零一五年十二月三十一日的綜合財務報表已計提足夠撥備以支付可能發生之資源流出。

本集團定期對此等撥備連同其他有關索賠資產之撥備進行評估，及進行調整以反映談判、和解、裁決、法律顧問建議及案件相關其他資訊的影響。假如上述任何此類事件的發展導致本集團關於不利結果的決定發生變化以致需要確認重大撥備，或任何此類事件的最終判決不利或和解所需金額巨大，則可能對本集團於變更前述決定或和解或判決發生之年度的經營業績、現金流量及財務狀況產生嚴重不利影響。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 46. PLEDGE OF ASSETS

As at 31st December 2015, leasehold land and buildings with a carrying amount of HK\$105,450,000 (2014: HK\$259,650,000) (Note 19) and no investment properties were pledged (2014: investment properties with carrying amount of HK\$50,200,000) (Note 20) to secure the banking facilities granted to the Group.

As at 31st December 2015, the Group has no restricted bank deposits (2014: approximately HK\$781,000) pledged to secure the banking facilities and performance bonds of the Group (Note 30).

### 46. 資產抵押

於二零一五年十二月三十一日，本集團已抵押賬面金額105,450,000港元之租賃土地及樓宇(二零一四年：259,650,000港元)(附註19)及並無抵押任何投資物業(二零一四年：已抵押賬面金額50,200,000港元之投資物業)(附註20)以獲得授予本集團之銀行融資。

於二零一五年十二月三十一日，本集團並無受限制銀行存款(二零一四年：受限制銀行結餘約781,000港元)以用作本集團之銀行融資及履約保證之抵押(附註30)。

### 47. RELATED PARTY TRANSACTIONS

As at 31st December 2015, Hong Kong Teamsun owns 65.50% (2014: 66.95%) of the Company's shares. The remaining 34.50% (2014: 33.05%) of the Company's shares are widely held. The ultimate holding company of the Company is Teamsun.

### 47. 關連人士交易

於二零一五年十二月三十一日，香港華勝天成擁有本公司股份之65.50%(二零一四年：66.95%)，餘下34.50%(二零一四年：33.05%)股份由其他人士所持有。本公司最終控股公司為華勝天成。

#### (a) Transactions with related parties

#### (a) 與關連人士之交易

|                                    |                | 2015<br>二零一五年<br>HK\$'000<br>千港元 | 2014<br>二零一四年<br>HK\$'000<br>千港元 |
|------------------------------------|----------------|----------------------------------|----------------------------------|
| <b>Nature of transaction</b>       | <b>交易性質</b>    |                                  |                                  |
| <b>Ultimate holding company:</b>   | <b>最終控股公司：</b> |                                  |                                  |
| Sales by the Group*                | 本集團銷貨*         | 219                              | 224                              |
| Purchase by the Group*             | 本集團購貨*         | 110                              | 2,300                            |
| Expenses charged to the Group      | 本集團支付之開支       | 407                              | 291                              |
| <b>Fellow subsidiaries:</b>        | <b>同系附屬公司：</b> |                                  |                                  |
| Purchase by the Group*             | 本集團購貨*         | 606                              | 1,256                            |
| <b>Immediate holding company:</b>  | <b>直接控股公司：</b> |                                  |                                  |
| Sales by the Group*                | 本集團銷貨*         | -                                | 9                                |
| <b>The associates:</b>             | <b>聯營公司：</b>   |                                  |                                  |
| Sales by the Group                 | 本集團銷貨          | -                                | 64                               |
| Purchases by the Group             | 本集團購貨          | 7,579                            | 5,576                            |
| Staff costs charged by the Group   | 本集團支付之員工開支     | 218                              | 13                               |
| Rental income charged by the Group | 本集團徵收之租金收入     | 328                              | 174                              |

Sale and purchase of goods and services are transacted at normal commercial terms that are consistently applied to all customers and vendors.

貨品及服務買賣按所有客戶及買家一致應用之正常商業條款進行交易。

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 47. RELATED PARTY TRANSACTIONS

(Continued)

- (b) The Group's balances with related parties are set out in Notes 27 and 35.
- (c) Key management compensations are disclosed in Note 14 and 15.

Note:

- \* The related party transactions in respect of sales to and purchase from the ultimate holding company and purchase from fellow subsidiaries above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the directors' report.

### 47. 關連人士交易 (續)

- (b) 本集團與關連人士之間的結餘載於附註 27 及 35。
- (c) 主要管理人員補償於附註 14 及 15 內披露。

附註：

- \* 有關上述向最終控股公司銷貨及購貨以及向同系附屬公司購貨之與關連人士交易構成上市規則第 14A 章所界定之關連交易或持續關連交易。根據上市規則第 14A 章所規定須予披露之資料於董事會報告提供。

### 48. PARTICULARS OF MAJOR SUBSIDIARIES

Particulars of the Company's principal subsidiaries at 31st December 2015 and 31st December 2014 are as follows:

### 48. 主要附屬公司之詳情

於二零一五年十二月三十一日及二零一四年十二月三十一日，本公司之主要附屬公司詳情如下：

| Name of subsidiary<br>附屬公司名稱  | Country/place of incorporation/ establishment and operation<br>註冊成立/<br>成立及經營之<br>國家/地點 | Nominal value of issued and fully paid share capital/<br>registered capital<br>已發行及<br>繳足股本/<br>註冊資本<br>之面值      | Percentage of nominal value of issued share capital held by the Company<br>佔本公司所持<br>已發行股本<br>面值百分比 |               | Principal activities<br>主要業務   |
|---|---|--|---|---------------|--|
|   |   |  | 2015<br>二零一五年   | 2014<br>二零一四年 |  |
| Automated Systems (H.K.) Limited (Note 1)<br>自動系統(香港)有限公司<br>(附註 1) | Hong Kong<br>香港   | HK\$2 Ordinary shares<br>HK\$55,350,000<br>^ Non-voting deferred shares<br>55,350,000 港元<br>2 港元普通股<br>^ 無投票權遞延股 | 100%  | 100%          | Investment holding, sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services)<br>投資控股，銷售電腦產品及解決方案及提供硬件服務(包括安裝及保養服務)及軟件服務(包括軟件開發、顧問及專業服務) |

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 48. PARTICULARS OF MAJOR SUBSIDIARIES (Continued)

Particulars of the Company's principal subsidiaries at 31st December 2015 and 31st December 2014 are as follows: (Continued)

### 48. 主要附屬公司之詳情 (續)

於二零一五年十二月三十一日及二零一四年十二月三十一日，本公司之主要附屬公司詳情如下：(續)

| Name of subsidiary<br>附屬公司名稱                    | Country/place of incorporation/<br>establishment<br>and operation<br>註冊成立/<br>成立及經營之<br>國家/地點 | Nominal value of issued and fully paid share capital/<br>registered capital<br>已發行及繳足股本/<br>註冊資本<br>之面值 | Percentage of nominal value of issued share capital held<br>by the Company<br>佔本公司所持<br>已發行股本<br>面值百分比 |               | Principal activities<br>主要業務  |
|---|---|---|--|---------------|---|
|   |   |   | 2015<br>二零一五年  | 2014<br>二零一四年 |   |
| ELM Computer Technologies Limited<br>榆林電腦科技有限公司 | Hong Kong<br>香港   | HK\$12,000,000<br>Ordinary shares<br>12,000,000 港元<br>普通股   | 100%   | 100%          | Sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services)<br>銷售電腦產品及解決方案及提供硬件服務 (包括安裝及保養服務) 及軟件服務 (包括軟件開發、顧問及專業服務)                          |
| CSA Automated (Macau) Limited<br>自動系統(澳門)有限公司   | Macau<br>澳門   | MOP10,000<br>Ordinary shares<br>澳門幣 10,000 元<br>普通股   | 100%   | 100%          | Investment holding, sale of computer products and solutions and provision of hardware services (including installation and maintenance services) and software services (including software development, consulting and professional services)<br>投資控股，銷售電腦產品及解決方案及提供硬件服務 (包括安裝及保養服務) 及軟件服務 (包括軟件開發、顧問及專業服務) |

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 48. PARTICULARS OF MAJOR SUBSIDIARIES (Continued)

Particulars of the Company's principal subsidiaries at 31st December 2015 and 31st December 2014 are as follows: (Continued)

### 48. 主要附屬公司之詳情 (續)

於二零一五年十二月三十一日及二零一四年十二月三十一日，本公司之主要附屬公司詳情如下：(續)

| Name of subsidiary<br>附屬公司名稱   | Country/place of<br>incorporation/<br>establishment<br>and operation<br>註冊成立/<br>成立及經營之<br>國家/地點 | Nominal value of<br>issued and fully<br>paid share capital/<br>registered capital<br>已發行及<br>繳足股本/<br>註冊資本<br>之面值 | Percentage of<br>nominal value of<br>issued share<br>capital held<br>by the Company<br>佔本公司所持<br>已發行股本<br>面值百分比 |               | Principal activities<br>主要業務  |
|--|--|---|---|---------------|---|
|  |  |   | 2015<br>二零一五年   | 2014<br>二零一四年 |   |
| ASL Automated (Thailand)<br>Limited  | Thailand<br>泰國   | THB50,000,000<br>Ordinary shares<br>泰銖 50,000,000 元<br>普通股  | 100%  | 100%          | Investment holding, sale of<br>computer products and<br>solutions and provision of<br>hardware services<br>(including installation and<br>maintenance services)<br>and software services<br>(including software<br>development, consulting and<br>professional services)<br>投資控股，銷售電腦產品及<br>解決方案及提供硬件服務<br>(包括安裝及保養服務)<br>及軟件服務(包括軟件開發、<br>顧問及專業服務) |
| Guangzhou Automated<br>Systems Limited (Note 2)<br>廣州澳圖美德信息科技<br>有限公司(附註2) | The PRC<br>中國  | HK\$30,000,000<br>30,000,000 港元   | 100%  | 100%          | Sale of computer products<br>and solutions and provision of<br>hardware services<br>(including installation and<br>maintenance services)<br>and software services<br>(including software<br>development, consulting and<br>professional services)<br>銷售電腦產品及解決方案及<br>提供硬件服務<br>(包括安裝及保養服務)<br>及軟件服務(包括軟件開發、<br>顧問及專業服務)                             |

## Notes to the Consolidated Financial Statements 綜合財務報表附註

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

### 48. PARTICULARS OF MAJOR SUBSIDIARIES (Continued)

Particulars of the Company's principal subsidiaries at 31st December 2015 and 31st December 2014 are as follows: (Continued)

### 48. 主要附屬公司之詳情 (續)

於二零一五年十二月三十一日及二零一四年十二月三十一日，本公司之主要附屬公司詳情如下：(續)

| Name of subsidiary<br>附屬公司名稱           | Country/place of<br>incorporation/<br>establishment<br>and operation<br>註冊成立/<br>成立及經營之<br>國家/地點 | Nominal value of<br>issued and fully<br>paid share capital/<br>registered capital<br>已發行及<br>繳足股本/<br>註冊資本<br>之面值 | Percentage of<br>nominal value of<br>issued share<br>capital held<br>by the Company<br>佔本公司所持<br>已發行股本<br>面值百分比 |               | Principal activities<br>主要業務  |
|--|--|---|---|---------------|---|
|  |  |   | 2015<br>二零一五年   | 2014<br>二零一四年 |   |
| ASL Holdings Limited                   | British Virgin Islands#<br>英屬處女群島  | USD1 Ordinary share<br>1 美元普通股  | <b>100%</b>   | 100%          | Investment holding, sale of<br>computer products and<br>solutions and provision of<br>hardware services<br>(including installation and<br>maintenance services)<br>and software services<br>(including software<br>development, consulting and<br>professional services)<br>投資控股，銷售電腦產品及<br>解決方案及提供硬件服務<br>(包括安裝及保養服務)<br>及軟件服務(包括軟件開發、<br>顧問及專業服務) |
| ELM Technologies<br>Holdings Limited   | British Virgin Islands<br>英屬處女群島   | USD1 Ordinary share<br>1 美元普通股  | <b>100%</b>   | 100%          | Investment holding<br>投資控股  |
| Express Success<br>Limited             | British Virgin Islands#<br>英屬處女群島  | USD2 Ordinary shares<br>2 美元普通股   | <b>100%</b>   | 100%          | Property holding<br>物業持有  |
| Express Returns<br>Limited             | British Virgin Islands#<br>英屬處女群島  | USD2 Ordinary shares<br>2 美元普通股   | <b>100%</b>   | 100%          | Property holding<br>物業持有  |
| Express Profits<br>Development Limited | British Virgin Islands#<br>英屬處女群島  | USD2 Ordinary shares<br>2 美元普通股   | <b>100%</b>   | 100%          | Property holding<br>物業持有  |
| ASL Security Solutions<br>Limited      | Cayman Islands<br>開曼群島   | HK\$0.1 Ordinary shares<br>0.1 港元普通股  | <b>100%</b>   | 100%          | Investment holding<br>投資控股  |

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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

### 48. PARTICULARS OF MAJOR SUBSIDIARIES (Continued)

Particulars of the Company's principal subsidiaries at 31st December 2015 and 31st December 2014 are as follows: (Continued)

Notes:

1. During the year ended 31st December 2014, a Taiwan branch under Automated Systems (H.K.) Limited was deregistered and a loss of HK\$426,000 was recognised.
2. Guangzhou Automated Systems Limited was registered in the PRC as a wholly foreign-owned enterprise.
- <sup>^</sup> The non-voting deferred shares, which are not held by the Company, carry practically no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of the Company nor to participate in any distribution on winding up.
- <sup>#</sup> These companies operate in Hong Kong.
- <sup>1</sup> Subsidiaries held directly 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.

None of the subsidiaries had issued any debt securities at the end of the reporting period (2014: same).

### 49. EVENTS AFTER THE REPORTING DATE

In September 2015, the renewed banking facilities no longer require the pledge of leasehold land and buildings with carrying amount of HK\$154,200,000 and investment properties with carrying amount of HK\$50,200,000 as at 31st December 2015, which previously pledged to secure banking facilities granted to the Group. On 2nd February 2016, release from charges has been completed.

On 23rd March 2016, the Directors recommended a bonus issue ("Bonus Issue") of shares of HK\$0.1 each in the capital of the Company ("Bonus Share(s)") on the basis of one (1) Bonus Share, credited as fully paid, for every ten (10) existing shares held by the shareholders of the Company whose names appear on the register of members on Monday, 30th May 2016. The Bonus Issue is conditional upon the passing of an ordinary resolution by the shareholders at the forthcoming annual general meeting, the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Bonus Shares and compliance with the relevant legal procedures and requirements (if any) under the applicable laws of Bermuda and the Bye-laws of the Company.

### 48. 主要附屬公司之詳情 (續)

於二零一五年十二月三十一日及二零一四年十二月三十一日，本公司之主要附屬公司詳情如下：(續)

附註：

1. 於截止二零一四年十二月三十一日止年度，自動系統(香港)有限公司旗下一間台灣分店取消註冊，並確認426,000港元的損失。
2. 廣州澳圖美德信息科技有限公司於中國註冊為外商獨資企業。
- <sup>^</sup> 無投票權遞延股並非由本公司持有，其概無附帶享有股息，以及收取本公司任何股東大會的通告及出席有關大會並於會上投票，亦概無可參與清盤時作出任何分派的實際權利。
- <sup>#</sup> 此等公司於香港營運。
- <sup>1</sup> 本公司直接持有之附屬公司。

董事認為，上表所列本公司的附屬公司主要影響本年度業績或組成本集團資產淨值的重要部分。董事認為載列其他附屬公司的詳情令篇幅過於冗長。

於本年度結算日，概無附屬公司發行任何債務證券(二零一四年：相同)。

### 49. 報告期後事項

於二零一五年九月，銀行融資更新後不再需要以前年度用作融資抵押之租賃土地及樓宇(於二零一五年十二月三十一日賬面金額154,200,000港元)及投資物業(於二零一五年十二月三十一日賬面金額50,200,000港元)作抵押。解除押記在二零一六年二月二日已完成。

在二零一六年三月二十三日，董事會建議按每持有十(10)股現有股份可獲發一(1)股以入賬列作繳足股款之紅股之基準發行紅股(「發行紅股」)，向於二零一六年五月三十日(星期一)名列在股東名冊上之股東配發本公司股本中每股面值0.1港元之紅股(「紅股」)。發行紅股須待股東於應屆股東週年大會上通過一項普通決議案、聯交所上市委員會授出批准紅股上市及買賣，並遵守百慕達適用法律之相關法律程序及規定(如有)及本公司之公司細則方可作實。



# Particulars of Investment Properties

## 投資物業詳情

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

Particulars of the Group's investment properties at 31st December 2015 are as follows: 於二零一五年十二月三十一日，本集團之投資物業詳情如下：

| Location<br>地點   | Gross floor area (sq.ft)<br>建築面積(平方呎) | Use<br>用途        | Tenure<br>年期         |
|--|---------------------------------------|------------------|----------------------|
| Units 1 to 7 and 15 to 21 on 12th Floor<br>Topsail Plaza<br>11 On Sum Street<br>Shatin<br>New Territories<br>Hong Kong<br>香港<br>新界<br>沙田<br>安心街11號<br>華順廣場<br>12樓1至7號及15至21號單位 | 11,744 sq.ft<br>11,744 平方呎            | Commercial<br>商業 | Medium Lease<br>中期租約 |
| Car parking space No. P4 on Ground Floor<br>Topsail Plaza<br>11 On Sum Street<br>Shatin<br>New Territories<br>Hong Kong<br>香港<br>新界<br>沙田<br>安心街11號<br>華順廣場<br>地下P4車位          | 125 sq.ft<br>125 平方呎                  | Commercial<br>商業 | Medium Lease<br>中期租約 |

# Automated Systems Holdings Limited – Information of Major Subsidiaries, Associates and Relevant Centers

## 自動系統集團有限公司 — 主要附屬、聯營公司及相關中心資料

### HONG KONG

Automated Systems (H.K.) Limited  
15/F, Topsail Plaza  
No.11 On Sum Street  
Shatin, Hong Kong  
Tel: (852) 2601 6998  
Fax: (852) 2601 6936

ELM Computer Technologies Limited  
16/F, Topsail Plaza  
No.11 On Sum Street  
Shatin, Hong Kong  
Tel: (852) 2541 9900  
Fax: (852) 2541 1338

i-Sprint Innovations (HK) Limited  
Room 6-7, 10/F, Topsail Plaza  
No.11 On Sum Street  
Shatin, Hong Kong  
Tel: (852) 2608 6226  
Fax: (852) 2645 8069

Automated Center of Excellence (ACoE)  
15/F, Topsail Plaza  
No.11 On Sum Street  
Shatin, Hong Kong  
Tel: (852) 2601 6998  
Fax: (852) 2601 6936

### MAINLAND CHINA

Guangzhou Automated Systems Limited  
Unit 1402A, 1403A  
Chuangju Commercial Bldg  
No.185 Yuexiu South Road  
Yuexiu District, Guangzhou, China  
(Postal Code: 510100)  
Tel: (86) 20 2203 8111  
Fax: (86) 20 2203 8000

Beijing i-Sprint Technology Ltd  
Room A1509 Shougang International Tower  
No.60 Xizhimen North Street  
Haidian District, Beijing, China  
(Postal code: 100082)  
Tel: (86) 10 8273 6009

### 香港

自動系統(香港)有限公司  
香港沙田  
安心街11號  
華順廣場15樓  
電話：(852) 2601 6998  
傳真：(852) 2601 6936

榆林電腦科技有限公司  
香港沙田  
安心街11號  
華順廣場16樓  
電話：(852) 2541 9900  
傳真：(852) 2541 1338

安訊奔(香港)科技有限公司  
香港沙田  
安心街11號  
華順廣場10樓6-7室  
電話：(852) 2608 6226  
傳真：(852) 2645 8069

自動系統卓越中心(ACoE)  
香港沙田  
安心街11號  
華順廣場15樓  
電話：(852) 2601 6998  
傳真：(852) 2601 6936

### 中國內地

廣州澳圖美德信息科技有限公司  
廣州市越秀區越秀南路185號  
創舉商務大廈1402A、1403A單元  
(郵編：510100)  
電話：(86) 20 2203 8111  
傳真：(86) 20 2203 8000

北京安訊奔科技有限責任公司  
北京市海淀區西直門北大街60號  
北京首鋼國際大廈A1509室  
(郵編：100082)  
電話：(86) 10 8273 6009

## Automated Systems Holdings Limited – Information of Major Subsidiaries, Associates and Relevant Centers

### 自動系統集團有限公司 — 主要附屬、聯營公司及相關中心資料

i-Sprint Innovations (Beijing) Ltd  
Room A1509 Shougang International Tower  
No.60 Xizhimen North Street  
Haidian District, Beijing, China  
(Postal code: 100082)  
Tel: (86) 10 8273 6009

安訊騰(北京)科技有限責任公司  
北京市海澱區西直門北大街60號  
北京首鋼國際大廈A1509室  
(郵編：100082)  
電話：(86) 10 8273 6009

i-Sprint Innovations China (Zhuhai, CoE)  
Unit 4-1, 4/F, Block B-2  
Southern Software Park  
No.1 Software Road  
Zhuhai, Guangdong, China  
(Postal Code: 519080)  
Tel: (86) 75 6632 2668  
Fax: (86) 75 6632 2660

安訊奔科技珠海卓越中心  
珠海市唐家軟件園路1號  
南方軟件園B2棟四樓4-1室  
(郵編：519080)  
電話：(86) 75 6632 2668  
傳真：(86) 75 6632 2660

## MACAU

CSA Automated (Macau) Limited  
Alameda Dr. Carlos D' Assumpcao No.180  
Edf. Tong Nam Ah Comercial Campo  
14 Andar O-R, Macau  
Tel: (853) 2878 6392  
Fax: (853) 2878 6390

## 澳門

自動系統(澳門)有限公司  
澳門宋玉生廣場180號  
東南亞商業中心14樓O-R室  
電話：(853) 2878 6392  
傳真：(853) 2878 6390

iN Systems (Macao) Limited  
Alameda Dr. Carlos D' Assumpcao No.180  
Edf. Tong Nam Ah Comercial Campo  
14 Andar O-R, Macau  
Tel: (853) 2878 6392  
Fax: (853) 2878 6390

盈資系統科技(澳門)有限公司  
澳門宋玉生廣場180號  
東南亞商業中心14樓O-R室  
電話：(853) 2878 6392  
傳真：(853) 2878 6390

## THAILAND

ASL Automated (Thailand) Limited  
283/42 Home Place Office Building  
Unit 0901, 9th Fl.  
Soi Sukhumvit 55 (Thonglor 13), Sukhumvit Road  
Klongtan Nua, Vadhana  
Bangkok 10110, Thailand  
Tel: (662) 185 3206  
Fax: (662) 185 3207

## 泰國

ASL Automated (Thailand) Limited  
283/42 Home Place Office Building  
Unit 0901, 9th Fl.  
Soi Sukhumvit 55 (Thonglor 13), Sukhumvit Road  
Klongtan Nua, Vadhana  
Bangkok 10110, Thailand  
電話：(662) 185 3206  
傳真：(662) 185 3207

ASL Automated Services (Thailand) Limited  
283/42 Home Place Office Building  
Unit 0902, 9th Fl.  
Soi Sukhumvit 55 (Thonglor 13), Sukhumvit Road  
Klongtan Nua, Vadhana  
Bangkok 10110, Thailand  
Tel: (662) 185 3206  
Fax: (662) 185 3207

ASL Automated Services (Thailand) Limited  
283/42 Home Place Office Building,  
Unit 0902, 9th Fl.  
Soi Sukhumvit 55 (Thonglor 13), Sukhumvit Road  
Klongtan Nua, Vadhana  
Bangkok 10110, Thailand  
電話：(662) 185 3206  
傳真：(662) 185 3207

## Automated Systems Holdings Limited – Information of Major Subsidiaries, Associates and Relevant Centers

### 自動系統集團有限公司 — 主要附屬、聯營公司及相關中心資料

i-Sprint Innovations (Thailand) Co Ltd  
Level 32, Interchange 21  
399 Sukumvit Road, North-Klongtoey,  
Wattana, Bangkok, 10110, Thailand  
Tel: (66) 2185 3206  
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