

Consolidated Statement of Comprehensive Income

綜合全面收入報表

MERCANIC PARTICULAR DE LA LIGAZIONA DE LA LIGAZIONE DE LA LIGA		Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue	收益	3(a)	1,203,580	904,096
Cost of sales	銷售成本		(739,321)	(550,404)
Gross profit	毛利		464,259	353,692
Other income Selling and distribution expenses General and administrative expenses Other operating expenses Changes in fair value of financial assets at fair value through profit or loss	其他收入 銷售及分銷開支 一般及行政開支 其他經營開支 於損益帳按公平值處理之 財務資產之公平值變動	3(b)	40,154 (68,414) (314,305) - 264,436	23,650 (79,319) (171,415) (49) (77,666)
Profit from operation	經營溢利		386,130	48,893
Finance costs Gain on bargain purchase on acquisition of associates	融資成本 收購聯營公司之 議價購買收益	5(a)	(109,685)	(37,732) 8,740
Share of result of associates Impairment of available-for-sale	應佔聯營公司之業績 可供出售財務資產減值	15	18,960	48,059
financial assets Loss on disposal of available-for-sale	出售可供出售財務資產之	16(a)	(41,114)	Mana.
financial assets Changes in fair value of contingent	虧損 應付或然代價之	16(d)	(414)	***
consideration payables	公平值變動	28	(743)	
Profit before taxation	除税前溢利	5	253,134	67,960
Taxation	税項	8	(22,120)	(6,956)
Profit for the year	年內溢利		231,014	61,004

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綜合全面收入報表

			2016 二零一六年	2015 二零一五年
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
Other comprehensive loss:	其他全面虧損:			
Items that are or may be reclassified to	會或可能重新分類至			
profit or loss:	損益帳之項目:			
Changes in fair value of available-for-	可供出售財務資產之			(44.44.4)
sale financial assets Reclassification to profit or loss upon	公平值變動 可供出售財務資產			(41,114)
impairment of available-for-sale	減值時重新分類至			
financial assets	損益帳	16(a)	41,114	
Exchange differences arising from	換算海外業務所產生之			
translation of foreign operations	匯兑差額	•••	(43,061)	(22,302)
Share of other comprehensive	應佔聯營公司之			, , ,
loss of associates	其他全面虧損	15	(8,660)	(5,387)
Other comprehensive loss for the year	年內其他全面虧損		(10,607)	(68,803)
Total comprehensive income (loss)	年內全面收入			
for the year	(虧損)總額		220,407	(7,799)
Profit attributable to:	下列應佔溢利:			
Owners of the Company	本公司擁有人		154,446	38,258
Non-controlling interests	非控股權益		76,568	22,746
			231,014	61,004
Total comprehensive income (loss)	下列應佔全面收入			
attributable to:	(虧損)總額:			(=======
Owners of the Company	本公司擁有人		152,731	(25,458)
Non-controlling interests	非控股權益		67,676	17,659
			220,407	(7,799)
			HK cents	HK cents
			港仙	港仙
Basic earnings per share	每股基本盈利	10	1.59	0.52
Diluted earnings per share	每股攤薄盈利	10	1.56	0.52
			•	



Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2016 於二零一六年十二月三十一日

		Note 附註	2016 二零一六年 HK\$′000 千港元	2015 二零一五年 HK\$'000 千港元
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Non-current assets Property, plant and equipment	非流動資產 物業、廠房及設備	11	48,484	32,916
Intangible assets	無形資產	12	46,464 142,839	33,144
Goodwill	商譽	13	1,194,558	266,592
Interests in associates	於聯營公司之權益	15	103,444	93,144
Available-for-sale financial assets	可供出售財務資產	16	357,606	493,020
Pledged bank deposits	已質押銀行存款	21	360	1,634
Deferred tax assets	遞延税項資產	25	549	317
Contingent consideration receivables	應收或然代價	34(a)	452	
			1,848,292	920,767
Current assets	流動資產			
Available-for-sale financial assets	可供出售財務資產	16		83,559
Inventories	存貨	17	110,596	101,325
Financial assets at fair value through	於損益帳按公平值處理之			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
profit or loss	財務資產	18	2,527,073	1,707,758
Loan receivables	應收貸款	19	62,427	30,748
Trade and other receivables	貿易及其他應收款項	20	440,733	393,334
Income tax receivable	應收所得税		5,171	
Pledged bank deposits	已質押銀行存款	21	2,594	2,214
Bank balances and cash	銀行結存及現金	22	439,726	228,247
			3,588,320	2,547,185
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	23	313,128	288,765
Income tax payable	應付所得税		4,753	6,072
Interest-bearing borrowings	計息借貸	24	41,549	374,019
Promissory notes	承兑票據	26	563,846	55,000
			923,276	723,856
Net current assets	流動資產淨值		2,665,044	1,823,329
Total assets less current liabilities	資產總值減流動負債		4,513,336	2,744,096

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2016 於二零一六年十二月三十一日

		Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Interest-bearing borrowings	計息借貸	24	433	582
Deferred tax liabilities	遞延税項負債	25	30,518	2,867
Promissory notes	承兑票據	26	434,203	476,337
Contingent consideration payables	應付或然代價	28	15,540	_
Convertible bonds	可換股債券	29	599,150	***
			1,079,844	479,786
NET ASSETS	資產淨值		3,433,492	2,264,310
Capital and reserves	股本及儲備			
Share capital	股本	30	10,148	8,136
Reserves	儲備		3,191,255	2,106,864
Equity attributable to owners of	本公司擁有人應佔股權			
the Company			3,201,403	2,115,000
Non-controlling interests	非控股權益		232,089	149,310
TOTAL EQUITY	股權總值		3,433,492	2,264,310

Approved and authorised for issue by the Board of Directors on 28 March 2017 and signed on its behalf by

經由以下人士代表董事會於二零一七年三月 二十八日簽署批准及授權刊發

Yang Xiaoying 楊曉櫻 Director 董事 Choi Chi Fai 蔡志輝 Director 董事



Consolidated Statement of Changes in Equity 綜合股東權益變動表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

Attributable to the owners of the Company

		本公司擁有人憲法													
		Share capital	Share premium	Share- based payment reserve 以發份	Capital reserve	Capital redemption reserve	Available- for-sale financial assets revaluation reserve 可供出售	Convertible bonds equity reserve 可後數	Foreign currency translation reserve	Other reserve	Statutory reserve	Retained profits	Sub-total	Non- controlling interests	Total equity
		多本 HK5'000 千港克	聚計进算 HKS'000 千港元 (Note a) (附註a)	A 支頂 (Note b) (Note b)	資本 健務 HK5'000 千港元 (Note c) (常社c)	資本 獲所結構 HK5'000 千港元 (Note d) (形註d)	PRANTON 日本 日本 日本 日本 日本 日本 (Note e) (相社 (相社 (相社	で 使券能機 HKY 000 千池元 (Note f) (対応)	并常度 留码 HK\$*030 一港元 (Note g) (附註g)	其他健祸 HK\$'000 干港元 (Note h) (附註h)	法定链离 HK\$*000 千港元 (Note i) (對註i)	保留基制 HK\$7000 千泡元	小計 HK5'000 千港元	非控股權益 HK5'000 干液元	發樓總值 HK\$1000 千港元
At 1 January 2015	於二零一五年一月一日	724	1,649,267	_	10,482	1,173	_	-	(244)	_		164,592	1.825,994	72,727	1,898,721
Comprehensive income Profit for the year	全菌收入 年內量利	_		_							_	38,258	38,258	22,746	61,004
Oher comprehensive	年內其他全面虧損														
loss for the year Changes in fair value of available-for-sale	可供出售財務資產之 公平值受動						(41,114)						(41,114)		(41,114)
financial assets Exchange differences arising from translation	推算海外吴務所產生之 運見差額	-	-	-	-	-	141,1141	-	-	-	_	_		_	
of foreign operations Share of other comorehensive loss of associates	應估聯督公司之 其位全面虧損	-	-	-	-	-	-	-	(17,215) (5,387)	-	-	-	(17,215) (5,387)	(5,087)	(22,302) (5,387)
									(3,387)				13,307		(3,307)
Other comprehensive loss for the year	年內其他全面虧損	_		-			(41,114)	_	(22,602)	_	-		(63,716)	(5,087)	(68,803)
Total comprehensive (loss) income for the year	年內全面(虧損)收入 總額	-	_	_		-	(41,114)	_	(22,602)	_	-	38,258	(25,458)	17,659	(7,799)
Transfer	轉撥	-	-	_	-	_			~		350	(350)		_	-
Transactions with owners	與擁有人進行之交易														
Contributions and distributions Issue of borus shares Issue of new shares,	<i>出資基分表</i> 到行其政	6,512	(6,512)	-	-	-	-	-	-	-	-	-	-	-	-
net of expenses Equity-settled share-based payments	發行無限(己相時期支) 權益結算以股份	900	281,614	-	-	-	-	-	-	**	-	-	282,514	-	282,514
egosyrsesses states see payments	支付之款項			31,950		-	-		_	_	***	-	31,950		31,950
		7,412	275,102	31,950			_	_		_	_		314,464	_	314,464
Changes in ownership interests Non-controlling interests arising from acquisition of subsidiaries	<i>確有權權查受物</i> 攻關附國公司清產生之 非指股權益	-					_	-	-	-		-	-	58,924	58,924
Total transactions with owners	與擁有人進行之 交易總額	7,412	275,102	31,950	-	_	~	_	-	-	-		314,464	58,924	373,388
At 31 December 2015	於二零一五年 十二月三十一日	8,136	1,924,369	31,950	10,482	1,173	(41,114)	**	(22,846)	-	350	202,500	2.115,000	149,310	2,264,310

Consolidated Statement of Changes in Equity

綜合股東權益變動表

						Attributa		vners of the (有人惠佔	Сотрапу						
		Share capital 股本 HKS'090 千港元	Share premium 整份溢價 HKS'099 干港元 (Note a) {附註a)	Share- based payment reserve 以表情 转 转 KS'080 (Note b) (附註b)	Capital reserve 資本替擔 HKS'000 千港元 (Note c) (附註c)	Capital edemption reserve 資格 類回替場 HK5'000 F港元 (Note d) (附註d)	assets	Convertible bonds equity reserve 可多差接 搭送 600 HX5 (Note f) (制註f)	Foreign currency translation reserve 外幣集算 HKS'000 干港元 (Note g) (附註g)	Other reserve 其他醫癢 HKS'000 千港元 (Note h) (附註h)	Statutory reserve 法定聲鑽 HKS'000 千港元 (Note i) (粉註i)	Retained profits 保質溢利 HKS'000 千港元	Sub-total 小計 HKS'090 千港元	Non- controlling interests 非控股權益 HKS'090 千港元	Total equity 股權證領 HKS'000 千港元
At 1 January 2016	於二零一六年 一月一日	8,136	1,924,369	31,950	10,482	1,173	(41,114)	-	(22,846)		350	202,500	2,115,000	149,310	2,264,310
Comprehensive income Profit for the year	全面收入 年內提利					_	_	-	-	-		154,446	154,446	76,568	231,014
Oher comprehensive income (loss) for the year Reclassification to profit or loss upon impairment of available-for-sale	年內其他全面或入(虧損) 司供出物財務資產 減值均重新分類至 與益暖(附註18日)														
financial assets (note 16(a)) Exchange differences arising from translation	機算海外開務所產生之 便見差額	-	-		-	-	41,114	-	-	_	-	-	41,114	-	41,114
of foreign operations Share of other comorehensive loss of associates	應信學餐公司之 其位全面虧損	-							(34,169)	-	-	-	(34,169)	(8,892)	(43,961)
Other comprehensive income (loss) for the year	年內其他全面收入(虧損)		<u> </u>		-		41,114	_	(42,829)	_		-	(1,715)	(8,892)	(10,607
Total comprehensive income (loss) for the year	年內全面收入(新提) 總額			<u> </u>	<u> </u>	<u> </u>	41,114		(42,829)			154,446	152,731	67,676	220,407
Transfer	轉撥		•		•	-	÷	-	-		2,240	(2,240)	5	-	-
Transactions with owners Contributions and distributions Issue of new shares, net of expenses (note 2004) Issue of new shares on acoustion of subsidiaries (note 34)	與奪有人進行之交易 <i>出海风分談</i> 發行新接(已加除開支) 《新舊304》 埃縣科縣公司時發行 斯泽勞(附註34)	500 1,512	204,168 664,220	_	-	-	÷			-		-	204,668 665,732	-	204,668 665,732
succession of the controlling shridends pad to non-controlling shareholders Recognition of equity component of convertible bonds	向非格股發東縣付之發息 確認可換發蛋券之 權益部分「附註29」		-		2	- -	Ī	•	-		•	<u>-</u>	-	(5,785)	(5,785
(note 29) Equity-settled share-based payments Share options forfeited during the year	権益基算以股份支付之 款選 年內沒收之獨採權		-	- 67,155 (4,540)	_	-	-	22,079 - -	-	-	- -	-	22,079 67,155 (4,540)	-	22,079 67,155 (4,540)
		2,012	868,388	62,615		-		22,079		-	-		955,094	(5,785)	949,309
Changes in ownership interests Non-controlling interests arising from acquisition of subsidiaries (note 34)	海有餐樣並變數 收職所關公司所產生之 非控股權益(附註34)		-		-		-		-		.	_		79,241	79,241
Acquisition of additional interest in 攻騎非 non-wholly owned subsidiaries 護外	攻騎非至資附屬公司 海外權益(並無政變 控制權)(附註35)	<u> </u>	<u> </u>					-		(21,422)	<u>.</u>		(21,422)	(58,353)	(79,775
		<u>-</u>				-	-	<u> </u>	<u> </u>	(21,422)		-	(21,422)	20,888	(534)
Total transactions with owners	與擁有人進行之交易總額	2,012	868,388	62,615			-	22,079	<u>.</u>	(21,422)	<u>-</u>	-	933,672	15,103	948,775
At 31 December 2016	款二零一六年 十二月三十一日	10,148	2,792,757	94,565	10,482	1,173		22,079	(65,675)	(21,422)	2,590	354,706	3,201,403	232,089	3,433,492



Consolidated Statement of Changes in Equity

綜合股東權益變動表

Year ended 31 December 2016 截至二零一六年十二月三十一日止年度

Notes:

- (a) Share premium represents the excess of the net proceeds or consideration from issuance of the Company's shares over their par value.
- (b) The share-based payment reserve comprises the fair value at the grant date of unexercised share options granted to and other share-based payment transactions with employees of the Group and is dealt with in accordance with the accounting policy as set out in note 2 to the consolidated financial statements.
- (c) The capital reserve represents the remaining credit balance pursuant to the Group's capital reorganisation that took place in prior years.
- (d) The capital redemption reserve has been set up in accordance with the provisions of the Companies Law of the Cayman Islands on repurchases and cancellations of the Company's shares.
- (e) The available-for-sale financial assets revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for the changes of fair value in available-for-sale financial assets as set out in note 2 to the consolidated financial statements.
- (f) The convertible bonds equity reserve represents the equity component (conversion right) of the convertible bonds issued and is dealt with in accordance with the accounting policies as set out in note 2 to the consolidated financial statements.
- (g) The foreign currency translation reserve has been set up and is dealt with in accordance with the accounting policies adopted for foreign currency translation as set out in note 2 to the consolidated financial statements.
- (h) The other reserve has been set up to deal with the changes in ownership interests in subsidiaries that do not result in a loss of control. The difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised in equity.
- (i) In accordance with the relevant laws and regulations in the People's Republic of China (the "PRC"), it is required to appropriate 10% of the annual statutory net profits of the PRC subsidiaries (as reported in the respective statutory financial statements of the PRC subsidiaries prepared in accordance with the PRC accounting regulations), after offsetting any prior years' losses as determined under the PRC accounting standards, to the statutory surplus reserve fund before distributing the net profit. If the accumulated statutory reserve reaches 50% of the registered capital of the respective PRC subsidiaries, the subsidiary is not required to make any further appropriation.

附註:

- (a) 股份溢價指發行本公司股份之所得款項淨額或代價 超出其面值之部分。
- (b) 以股份支付之款項儲備包括已授予本集團僱員但尚未行使之關股權於授出日期之公平值及與本集團僱員進行之其他以股份支付之交易,乃根據綜合財務報表附註2所載之會計政策處理。
- (c) 資本儲備指根據本集團於過往年度進行股本重組之 餘下貸方結餘。
- (d) 資本贖回儲備已根據開曼群島公司法之條文成立, 用於購回及計銷本公司股份。
- (e) 可供出售財務資產重估儲備已成立並根據綜合財務 報表附註2所載就可供出售財務資產公平值變動所 採納之會計政策處理。
- (f) 可換股債券權益儲備指已發行可換股債券之權益部分(轉換權),並根據綜合財務報表附註2所載會計政策處理。
- (g) 外幣換算儲備已成立並根據綜合財務報表附註2所 載就外幣換算所採納之會計政策處理。
- (h) 其他儲備已成立以處理並無導致失去控制權之附屬公司擁有權權益變動。非控股權益調整金額與已付或已收代價公平值之間的差額乃於權益內確認。
- (i) 根據中華人民共和國(「中國」)相關法律及法規·中國附屬公司在根據中國會計準則對銷過往年度任何虧損後及於分派純利前·須將其每年法定純利(按根據中國會計法規編製之中國附屬公司相關法定財務報表所呈報)之10%轉撥至法定盈餘公積金。倘累計法定儲備達有關中國附屬公司註冊資本之50%,則該附屬公司或毋須再作任何轉撥。

Consolidated Statement of Cash Flows

綜合現金流量表

		Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務			
Cash used in operations Income tax paid	經營所用現金 已付所得税	32	(387,555) (53,628)	(345,407) (863)
Net cash used in operating activities	經營業務所用現金淨額		(441,183)	(346,270)
INVESTING ACTIVITIES Interest income received from financial institutions Proceeds from disposal of available-for-sale financial assets Purchase of available-for-sale financial assets Acquisition of an associate	投資活動 已收來自財務機構之 利息收入 出售可供出售財務資產 所得款項 購買可供出售財務資產 收購一間聯營公司		3,104 123,559 -	2,967 - (422,229) (83,016)
Dividends received from associates Decrease (Increase) in pledged bank deposits Proceeds from disposal of property, plant and equipment Purchase of property, plant and equipment	已收聯營公司股息 已質押銀行存款減少 (增加) 出售物業、廠房及 設備所得款項 購買物業、廠房及設備		- 645 2,573 (31,098)	78,800 (214) - (9,995)
Net cash inflow (outflow) on acquisition of subsidiaries	收購附屬公司之 現金流入(流出)淨額	34	21,159	(150,125)
Net cash from (used in) investing activities	投資活動所得(所用) 現金淨額		119,942	(583,812)
FINANCING ACTIVITIES Dividends paid to non-controlling shareholders New bank borrowings raised New margin loan raised Repayment of bank borrowings Repayment of margin loan Repayment of other borrowings Payment for acquisition of non-controlling	融資活動 向非控股股東派付之股息 新造銀行借貸 新造召展貸款 償還召展借款 償還了展貸貸 償還其他借貸 收購非控股權益之付款		(5,785) 5,359 36,041 (23,874) (350,000)	23,874 350,000 (86,570) – (25,276)
interests Proceeds from issue of new shares, net of expenses	發行新股所得款項 (已扣除開支)	35 30(a)	(79,775) 204,668	- 282,514
Proceeds from issue of convertible bonds, net of expenses Proceeds from issue of promissory notes Repayment of obligations under finance leases	發行可換股債券所得款項 (已扣除開支) 發行承兑票據所得款項 償還融資租賃債務	29 26	614,255 200,000 (145)	455,000 (36)
Interest expenses paid	已付利息開支		(52,830)	(20,617)
Net cash from financing activities	融資活動所得現金淨額		547,914	978,889



Consolidated Statement of Cash Flows

綜合現金流量表

		Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Net increase in cash and cash equivalents	現金及現金等價物增加淨額		226,673	48,807
Cash and cash equivalents at beginning of year	年初之現金及現金等價物		228,247	189,363
Effect on exchange rate changes on cash and cash equivalents	匯率變動對現金及 現金等價物之影響		(15,194)	(9,923)
Cash and cash equivalents at end of year, represented by bank balances and cash	年終之現金及現金等價物, 以銀行結存及現金代表		439,726	228,247
Major non-cash transactions Dividends received from an associate in shares recorded under financial assets at fair value through profit or loss	重大非現金交易 已收一間聯營公司股份 股息(計入於損益帳 按公平值處理之 財務資產)	15(b)		16,524
Disposal of available-for-sale financial assets for listed securities recorded under financial assets at fair value through profit or loss	出售可供出售 財務資產以收購 上市證券(計入於 損益帳按公平值處理 之財務資產)	16(d)	95,000	-
Waiver of promissory notes for the settlement of derivative contracts	為支付衍生工具合約 豁免承兑票據	18(d)	(57,200)	

