

1. GENERAL INFORMATION

The Company is an exempted company incorporated in Bermuda with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). The addresses of the Company's registered office and principal office in Hong Kong are disclosed in the "Corporate Information" section of this annual report.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company and its subsidiaries ("Group") and all amounts are rounded to the nearest thousand (HK\$'000) except otherwise indicated.

The Company's principal activity is investment holding and the principal activities of its principal subsidiaries and associates are set out in Notes 52 and 53 respectively.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The accounting policies adopted in the consolidated financial statements for the year ended 31st December, 2014 are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ended 31st December, 2013 except as described below.

In the current year, the Group has applied, for the first time, the following amendments to existing HKFRSs and new interpretation ("Amendments and New Interpretation") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are effective for current financial year of the Group. The Amendments and New Interpretation adopted by the Group in the consolidated financial statements are set out below:

HKFRS 10, HKFRS 12 and HKAS 27 (Amendments)	Investment Entities
HKAS 32 (Amendments)	Presentation – Offsetting Financial Assets and Financial Liabilities
HKAS 36 (Amendments)	Recoverable Amount Disclosures for Non-Financial Assets
HKAS 39 (Amendments)	Novation of Derivatives and Continuation of Hedge Accounting
HK(IFRIC) – Int 21	Levies

1. 一般資料

本公司為一間於百慕達註冊成立之受豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及香港主要辦事處之地址載於本年報「公司資料」中。

此綜合財務報表以港元（「港元」）呈列，港元亦為本公司與其附屬公司（「本集團」）之功能貨幣，且除另有說明外，所有數額均四捨五入至最接近之千位數（千港元）。

本公司之主要業務為投資控股，而其主要附屬公司及聯營公司之主要業務分別載於附註52及53。

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

除下述者外，截至二零一四年十二月三十一日止年度之綜合財務報表所採納之會計政策與編製本集團截至二零一三年十二月三十一日止年度之綜合財務報表所依循者一致。

於本年度，本集團已首次應用以下由香港會計師公會（「香港會計師公會」）頒布並對本集團現行財政年度生效之對現有香港財務報告準則之修訂及新訂詮釋（「修訂及新訂詮釋」）。本集團於本綜合財務報表所採納之修訂及新訂詮釋載列如下：

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27號（修訂本）	投資實體
香港會計準則第32號 （修訂本）	呈列—金融資產及 金融負債之抵銷
香港會計準則第36號 （修訂本）	非金融資產之可收回金額 披露
香港會計準則第39號 （修訂本）	衍生工具更替及對沖 會計法之延續
香港（國際財務報告 詮釋委員會） —詮釋第21號	徵費

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

The amendments to HKFRS 10 include a definition of an investment entity and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. Investment entities are required to account for subsidiaries at fair value through profit or loss in accordance with HKFRS 9 “Financial Instruments” rather than consolidate them. Consequential amendments were made to HKFRS 12 “Disclosure of Interests in Other Entities” and HKAS 27 (Revised in 2011) “Separate Financial Statements”.

The amendments to HKAS 32 clarify the meaning of “currently has a legally enforceable right to set off” for offsetting financial assets and financial liabilities. The amendments also clarify the application of the offsetting criteria in HKAS 32 to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous.

The amendments to HKAS 36 remove the unintended disclosure requirements made by HKFRS 13 “Fair Value Measurement” on the recoverable amount of a cash-generating unit (“CGU”) which is not impaired. In addition, the amendments require the disclosure of the recoverable amounts for the assets or CGUs for which an impairment loss has been recognised or reversed during the reporting period, and expand the disclosure requirements regarding the fair value measurement for these assets or units if their recoverable amounts are based on fair value less costs of disposal.

Save as described above, the application of the Amendments and New Interpretation had no material effect on how the results and financial position for the current or prior accounting periods are prepared and presented. Accordingly, no prior period adjustment has been required.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第10號之修訂包括投資實體之定義，並為符合一間投資實體定義之實體提供豁免綜合入賬要求之定義。投資實體須根據香港財務報告準則第9號「金融工具」為附屬公司通過損益以反映公平值入賬，而非予以綜合。香港財務報告準則第12號「披露於其他實體之權益」及香港會計準則第27號（二零一一年經修訂）「獨立財務報表」已作出後續修訂。

香港會計準則第32號之修訂為抵銷金融資產及金融負債釐清「目前擁有法律上的可執行抵銷權利」釋義。該等修訂亦釐清香港會計準則第32號之修訂應用於結算系統（例如中央結算所系統）之抵銷標準，而該系統乃採用非同步之總額結算機制。

香港會計準則第36號之修訂取消香港財務報告準則第13號「公平值計量」對並無減值現金產生單位（「現金產生單位」）之可收回金額所作非計劃中之披露規定。此外，該等修訂規定須就於報告期內已確認或撥回減值虧損之資產或現金產生單位之可收回金額作出披露，以及倘該等資產或單位之可收回金額乃按公平值減出售成本釐定，擴大其公平值計量之披露規定。

除上述者外，應用修訂及新訂詮釋不會對本會計期間或過往會計期間之業績及財務狀況之編製及呈列方式構成重大影響，故毋須作出過往期間調整。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

The Group has not early adopted the following new HKFRSs and amendments to existing HKFRSs (“new and revised HKFRSs”) that have been issued but are not yet effective.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2010-2012 Cycle ²
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2011-2013 Cycle ¹
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2012-2014 Cycle ³
HKFRS 9	Financial Instruments ⁶
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
HKFRS 10, HKFRS 12 and HKAS 28 (Amendments)	Investment Entities: Applying the Consolidation Exceptions ³
HKFRS 11 (Amendments)	Accounting for Acquisitions of Interests in Joint Operations ³
HKFRS 14	Regulatory Deferral Accounts ⁴
HKFRS 15	Revenue from Contracts with Customers ⁵
HKAS 1 (Amendments)	Disclosure Initiative ³
HKAS 16 and HKAS 38 (Amendments)	Clarification of Acceptable Methods of Depreciation and Amortisation ³
HKAS 16 and HKAS 41 (Amendments)	Agriculture: Bearer Plants ³
HKAS 19 (Amendments)	Defined Benefits Plans: Employee Contributions ¹
HKAS 27 (Amendments)	Equity Method in Separate Financial Statements ³

- ¹ Effective for annual periods beginning on or after 1st July, 2014
- ² Effective for annual periods beginning on or after 1st July, 2014, with limited exceptions
- ³ Effective for annual periods beginning on or after 1st January, 2016
- ⁴ Effective for first annual HKFRS financial statements beginning on or after 1st January, 2016
- ⁵ Effective for annual periods beginning on or after 1st January, 2017
- ⁶ Effective for annual periods beginning on or after 1st January, 2018

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

本集團並未提早採納下列已頒布但仍未生效之新訂香港財務報告準則及對現有香港財務報告準則之修訂（「新訂及經修訂香港財務報告準則」）。

香港財務報告準則（修訂本）	2010年至2012年週期頒布之香港財務報告準則年度改進 ²
香港財務報告準則（修訂本）	2011年至2013年週期頒布之香港財務報告準則年度改進 ¹
香港財務報告準則（修訂本）	2012年至2014年週期頒布之香港財務報告準則年度改進 ³
香港財務報告準則第9號	金融工具 ⁶
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合資公司之間的資產出售或注資 ³
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（修訂本）	投資實體：應用綜合賬目之例外情況 ³
香港財務報告準則第11號（修訂本）	收購共同經營業務權益之會計法 ³
香港財務報告準則第14號	監管遞延賬目 ⁴
香港財務報告準則第15號	與客戶合約之收入 ⁵
香港會計準則第1號（修訂本）	披露措施 ³
香港會計準則第16號及香港會計準則第38號（修訂本）	釐清折舊及攤銷之可接受方法 ³
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 ³
香港會計準則第19號（修訂本）	界定福利計劃：僱員供款 ¹
香港會計準則第27號（修訂本）	獨立財務報表之權益法 ³

- ¹ 於二零一四年七月一日或之後開始之年度期間生效
- ² 於二零一四年七月一日或之後開始之年度期間生效，除有限例外情況
- ³ 於二零一六年一月一日或之後開始之年度期間生效
- ⁴ 於二零一六年一月一日或之後開始之首份年度香港財務報告準則財務報表生效
- ⁵ 於二零一七年一月一日或之後開始之年度期間生效
- ⁶ 於二零一八年一月一日或之後開始之年度期間生效

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont'd)

HKFRS 9 Financial Instruments

HKFRS 9 addresses the classification, measurement and recognition of financial assets and financial liabilities. The complete version of HKFRS 9 was issued in July 2014. It replaces the guidance in HKAS 39 “Financial Instruments: Recognition and Measurement” that relates to the classification and measurement of financial instruments. HKFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortised cost, fair value through other comprehensive income and fair value through profit or loss. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset. Investments in equity instruments are required to be measured at fair value through profit or loss with the irrevocable option at inception to present changes in fair value in other comprehensive income not recycling. There is now a new expected credit losses model that replaces the incurred loss impairment model used in HKAS 39. For financial liabilities, there were no changes to classification and measurement except for the recognition of changes in own credit risk in other comprehensive income, for liabilities designated at fair value through profit or loss. HKFRS 9 relaxes the requirements for hedge effectiveness by replacing the bright line hedge effectiveness tests. It requires an economic relationship between the hedged item and hedging instrument and for the “hedged ratio” to be the same as the one management actually use for risk management purposes.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第9號—金融工具

香港財務報告準則第9號闡述金融資產及金融負債之分類、計量及確認。香港財務報告準則第9號之完整版本於二零一四年七月頒布。該準則取代香港會計準則第39號「金融工具：確認及計量」中有關金融工具之分類及計量之指引。香港財務報告準則第9號保留但簡化混合計量模式，並確立金融資產三個主要計量分類：攤銷成本、通過其他全面收益之公平值及通過損益之公平值列賬。分類基準視乎實體之業務模式及金融資產之合約現金流量特徵而定。股本工具投資須以最初不可撤銷權按公平值通過損益計量以呈列不回收之其他全面收益公平值變動。新預期信貸虧損模式將取代香港會計準則第39號所用已發生虧損減值模式。並無對金融負債的分類及計量作出更改，惟指定以公平值列賬並通過損益處理之負債，須於其他全面收益確認本身信貸風險變動。香港財務報告準則第9號通過取代明確對沖有效性測試放鬆對沖有效性要求。其對對沖項目及對沖工具之間的經濟關係有一定要求，「對沖比率」亦須與管理層在管理過程中實際使用者一致。

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Cont’d)

Amendments to HKFRS 10 and HKAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to HKFRS 10 and HKAS 28 address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor’s profit or loss only to the extent of the unrelated investor’s interest in that associate or joint venture.

The directors of the Company (“Directors”) are in the process of assessing the potential impact of the new and revised HKFRSs but are not yet in a position to determine whether the new and revised HKFRSs will have a significant impact on how the Group’s results of operations and financial position are prepared and presented. The new and revised HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and the disclosure requirements of the Hong Kong Companies Ordinance.

2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則第10號及香港會計準則第28號之修訂－投資者與其聯營公司或合資公司之間的資產出售或注資

香港財務報告準則第10號及香港會計準則第28號之修訂針對香港財務報告準則第10號及香港會計準則第28號之間有關投資者與其聯營公司或合資公司之間之資產出售或注資兩者規定之不一致情況。該等修訂規定，當投資者與其聯營公司或合資公司之間的資產出售或注資構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務之資產時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營公司或合資公司之權益為限。

本公司之董事（「董事」）現正評估該等新訂及經修訂香港財務報告準則之潛在影響，惟尚未釐定該等新訂及經修訂香港財務報告準則對本集團之經營業績及財務狀況之編製及呈列方式會否構成重大影響。該等新訂及經修訂香港財務報告準則或會導致日後業績及財務狀況之編製及呈列方式出現變動。

3. 主要會計政策概要

綜合財務報表已根據香港會計師公會頒布之香港財務報告準則（包括所有適用之香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港公認會計原則而編製。此外，綜合財務報表亦包括聯交所證券上市規則（「上市規則」）及香港公司條例之披露規定所適用披露事項。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

The consolidated financial statements have been prepared under the historical cost basis, except for certain properties and financial instruments, which are measured at their fair values as explained in the accounting policies set out below.

Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2: inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs are unobservable inputs for the asset or liability.

3. 主要會計政策概要 (續)

綜合財務報表乃按歷史成本法編製，惟按公平值計算之若干物業及金融工具除外，有關之會計政策闡述如下。

公平值計量

公平值是於計量日市場參與者間於有秩序交易中出售資產所收取或轉讓負債所支付之價格，而不論該價格為可直接觀察取得或可使用其他估值技術估計。於估計資產或負債之公平值時，本集團會考慮該等市場參與者於計量日對資產或負債定價時所考慮資產或負債之特點。於本綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟不包括香港財務報告準則第2號範圍內之以股份付款交易、香港會計準則第17號範圍內之租賃交易及與公平值有若干相類之處但不屬公平值之計量，例如香港會計準則第2號之可變現淨值或香港會計準則第36號之使用價值。

此外，就財務報告用途，根據公平值計量數據之可觀察程度及數據對公平值計量之整體重要程度，公平值計量劃分為第一級、第二級及第三級，如下所述：

- 第一級：數據為同等之資產或負債（實體能夠於計量日取得）於活躍市場取得之報價（未經調整）；
- 第二級：數據為直接或間接從可觀察之資產或負債所得的數據（於第一級之報價除外）；及
- 第三級：數據為從資產或負債之非可觀察數據。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation

Subsidiaries

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company: (i) has power over the investee; (ii) is exposed, or has rights, to variable returns from its involvement with the investee; and (iii) has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in profit or loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

3. 主要會計政策概要 (續)

(a) 綜合賬目基準

附屬公司

綜合財務報表包括本公司與本公司及其附屬公司所控制實體（包括結構性實體）之財務報表。就本公司獲得控制權乃指：(i)可對接受投資者行使權力；(ii)自參與接受投資者之業務獲得或有權獲得可變回報；及(iii)有能力藉對接受投資者行使其權力而影響其回報。

倘事實及情況反映上文所列三項控制因素其中一項或多項改變，則本集團會重估是否仍然對接受投資者擁有控制權。

本集團獲得附屬公司控制權時便開始將附屬公司綜合入賬，於喪失控制權時則終止入賬。具體而言，年內所收購或出售附屬公司之收入及開支於本集團獲得控制權日起計入損益，直至本集團不再控制該附屬公司為止。

收購業務應用收購法列賬。業務合併之轉讓代價按公平值計算，為於收購日之本集團轉讓資產之公平值、本集團付予被收購方前擁有人所產生之負債及本集團用作交換被收購方控股權時發行之股本權益之總和。與收購相關的成本於產生時在損益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

Subsidiaries (Cont'd)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value or, when applicable, on the basis specified in another HKFRS.

Total comprehensive income and expense of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

3. 主要會計政策概要 (續)

(a) 綜合賬目基準 (續)

附屬公司 (續)

屬現時擁有之權益且於清盤時讓其持有人有權按比例分佔實體淨資產之非控股權益，可初步按公平值或以非控股權益佔該被收購方可識別淨資產已確認金額之比例計算。計量基準視乎每項交易而作出選擇。其他種類之非控股權益乃按其公平值或另一項香港財務報告準則規定之另一項計量基準計量。

附屬公司之全面收益及支出總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益結餘為負數。

對附屬公司財務報表在必要時會予以調整以使其會計政策與本集團會計政策一致。

所有有關本集團成員之間之集團內資產及負債、股本權益、收入、開支及現金流量交易已於綜合時全數對銷。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(a) Basis of consolidation (Cont'd)

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary, that is, reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs. The fair value of any investment retained in the former subsidiary at the date when control is lost that is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 主要會計政策概要 (續)

(a) 綜合賬目基準 (續)

本集團於現有附屬公司之擁有權益的變動

本集團於現有附屬公司之擁有權益變動若無導致本集團失去對有關附屬公司之控制權，則按股本權益交易入賬。本集團權益及非控股權益之賬面值作出調整，以反映其於附屬公司之相關權益變動。非控股權益之調整金額以及已付或已收代價之公平值間之任何差額直接於股本權益確認，並歸屬於本公司擁有人。

當本集團失去對附屬公司的控制權，收益或虧損計入損益中，並計算：(i)已收代價公平值之總額及任何保留權益公平值；及(ii)附屬公司資產（包括商譽）及負債原本賬面值及任何非控股權益；兩者之間的差異。所有原先在其他全面收益中確認有關該附屬公司的金額猶如本集團已直接出售附屬公司相關之資產或負債入賬，即採用適用香港財務報告準則規定／允許，重新分類至損益或轉移至另外一類股本權益。在失去控制權當日，任何保留在前附屬公司投資公平值被視作其後根據香港會計準則第39號入賬之初步確認公平值。當適用，為最初確認投資於聯營公司或合資公司之成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any (see the accounting policy above).

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

For the purposes of impairment testing, goodwill is allocated to each of the Group's CGUs (or groups of CGUs) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

3. 主要會計政策概要 (續)

(b) 商譽

收購業務所產生之商譽按於收購業務當日確立之成本扣除累計減值虧損(如有)列賬(見上文有關之會計政策)。

商譽按轉讓代價、被收購方之任何非控股權益金額,及收購方先前持有被收購方之股本權益之公平值(如有)之總額,超出所收購可辨別資產扣除所承擔負債後於收購日之金額之差額計量。倘經重新評估後,所收購可辨別資產扣除所承擔負債後於收購日之金額超出轉讓代價、被收購人之任何非控股權益金額,及收購方先前持有被收購方之股本權益之公平值(如有)之總額,則該差額即時在損益中確認為議價收購收益。

就減值測試而言,商譽會分配至本集團各預期可受惠於合併之協同效益之現金產生單位(或多組現金產生單位)。

商譽所屬之現金產生單位會每年(或更頻密地於有跡象顯示該單位可能出現減值時)進行減值測試。倘現金產生單位之可收回金額低於其賬面值,則減值虧損會先分配以調減該單位任何商譽之賬面值,其後則按該單位內各項資產之賬面值之比例分配至該單位之其他資產。任何商譽之減值虧損會直接於損益確認。商譽之減值虧損不會於往後期間撥回。

出售相關現金產生單位而釐定出售盈虧時,會計入商譽所佔之金額。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments in associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations". Under the equity method, an investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 主要會計政策概要 (續)

(c) 於聯營公司之投資

聯營公司為本集團對其擁有重大影響力之公司，且不屬於附屬公司，亦非於合資公司之權益。重大影響力指有權參與接受投資者之財務及營運政策決定，但非對該等政策擁有控制權或共同控制權。

聯營公司的業績以及資產及負債以權益會計法於綜合財務報表入賬。惟有關投資或其中一部分已分類為持作出售，並根據香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」入賬。根據權益法，於聯營公司的投資初步按成本於綜合財務狀況報表確認，並於其後就確認本集團應佔該聯營公司的損益及其他全面收益予以調整。當本集團應佔聯營公司之虧損超出本集團於該聯營公司之權益（包括實質上成為本集團於該聯營公司投資淨額一部分的任何長期權益）時，本集團終止確認其應佔的進一步虧損。僅於本集團已產生法定或推定責任，或已代表該聯營公司支付款項的情況下，方會確認額外虧損。

香港會計準則第39號的規定被應用以釐定是否需要就有關本集團投資於聯營公司確認任何減值虧損。有需要時，投資（包括商譽）的賬面值悉數將會根據香港會計準則第36號「資產減值」按單一資產進行減值測試，方法為比較其可收回金額（使用價值與公平值減出售成本的較高者）與其賬面值。被確認之任何減值虧損為投資賬面值的一部分。該減值虧損之任何撥回根據香港會計準則第36號確認，惟受隨後增加的可收回投資金額規限。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(c) Investments in associates (Cont'd)

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former associate and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the associate at the date the equity method was discontinued and the fair value of any retained interest and any proceeds from disposing of a part interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

When the Group reduces its ownership interest in an associate but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with an associate of the Group (such as a sale or contribution of assets), profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

3. 主要會計政策概要 (續)

(c) 於聯營公司之投資 (續)

本集團自投資不再為聯營公司當日起或投資(或其中一部分)被分類為持作出售時會終止採用權益法。倘本集團保留於前聯營公司之權益且該保留權益為金融資產,則本集團會於該日按公平值計量保留權益,而該公平值被視為根據香港會計準則第39號於初步確認時之公平值。聯營公司於終止採用權益法當日之賬面值與任何保留權益及出售聯營公司部分權益時所得任何款項之公平值間之差額,會於釐定出售該聯營公司之收益或虧損時入賬。此外,本集團會將先前在其他全面收益就該聯營公司確認之所有金額入賬,與該聯營公司直接出售相關資產或負債所需基準相同。因此,倘該聯營公司先前在其他全面收益確認之收益或虧損會於出售相關資產或負債時重新分類至損益,本集團會於終止採用權益法時將收益或虧損由股本權益重新分類至損益(作為重新分類調整)。

倘本集團減少其於聯營公司之擁有權權益而本集團繼續採用權益法,若有關收益或虧損會於出售相關資產或負債時重新分類至損益,則本集團會將有關減少擁有權權益而先前已於其他全面收益確認之部分收益或虧損重新分類至損益。

當集團實體與本集團的聯營公司進行交易(例如出售或注入資產)時,與聯營公司交易所產生之溢利及虧損僅於聯營公司之權益與本集團無關時,方於本集團的綜合財務報表確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(d) Impairment losses (other than goodwill and intangible assets with indefinite useful lives)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets and intangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(e) Investment properties and investment properties under construction and development

Investment properties are properties held to earn rental income and/or for capital appreciation including properties under construction and development for such purposes and land held for a currently undetermined future use. On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair values of investment properties are included in profit or loss for the period in which they arise. However, if the fair values of investment properties under construction and development are not reliably determinable but expect the fair values of the properties to be reliably determinable when construction/development is completed, it shall measure that investment properties under construction and development at cost, less any impairment loss, until either its fair value become reliably determinable or construction/development is completed (whichever is earlier).

3. 主要會計政策概要 (續)

(d) 減值虧損 (商譽及無限使用年期之無形資產除外)

於報告期末，本集團會檢討其有形資產及其有限使用年期之無形資產之賬面值，以釐定該等資產有否出現任何減值虧損之情況。倘估計資產之可收回金額低於其賬面值，則該資產之賬面值會減至其可收回金額。減值虧損則即時於損益確認。

如減值虧損於其後撥回，資產之賬面值會提高至經修訂之估計可收回金額，惟所提高之賬面值不得高於在過往年度未有就資產確認減值虧損之情況下之賬面值。減值虧損之撥回會即時於損益確認。

(e) 投資物業及興建中及發展中投資物業

投資物業為持作賺取租金收入及／或資本增值用途之物業，包括興建中及發展中物業作以上用途及現時持有但未確立將來用途之土地。於首次確認時，投資物業乃按成本（包括任何直接應佔之開支）計量。於首次確認後，投資物業利用公平值計量。投資物業公平值變動所產生之盈虧會於產生期間計入損益。然而，倘興建中及發展中投資物業之公平值無法可靠地釐定，但預期該等物業之公平值可於完成興建／發展時可靠地釐定，則按興建中及發展中投資物業以成本減任何減值虧損計量，直至其公平值能夠可靠地釐定或興建／發展完成（以較早者為準）為止。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(e) Investment properties and investment properties under construction and development (Cont'd)

Leasehold land held for undetermined future use is regarded as held for capital appreciation purpose and classified as an investment property, and carried at fair value. Changes in fair value of the leasehold land are recognised directly in profit or loss for the period in which changes take place.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the property) is included in profit or loss for the period in which the property is derecognised.

An investment property is transferred at fair value to properties and other fixed assets when the property begins to be occupied by the owner. Gain or loss arising from change in fair value of the investment property upon the transfer is included in profit or loss.

An owner-occupied property is transferred from properties and other fixed assets to investment properties at fair value when it is evidenced by the end of owner-occupation. The difference between the carrying amount and the fair value at the date of transfer is accounted for as a revaluation increase or decrease in accordance with HKAS 16 "Property, Plant and Equipment". On the subsequent sale or retirement of assets, the relevant revaluation reserve is transferred directly to retained profits.

3. 主要會計政策概要 (續)

(e) 投資物業及興建中及發展中投資物業 (續)

持作未決定日後用途之租賃土地被視為持作資本增值用途而列作投資物業，並以公平值入賬。租賃土地公平值之變動於變動發生期間直接於損益確認。

投資物業於出售時或當該投資物業被永久終止使用及預期由出售時起再無日後經濟利益時取消確認。取消確認物業所產生之任何盈虧（按出售所得款項淨額與物業的賬面值差額計算）於取消確認該物業期間內計入損益。

當投資物業開始由業主自用時，則該物業按公平值轉撥至物業及其他固定資產。於轉撥時投資物業公平值變動所產生之盈虧計入損益。

當業主自用之物業於終止由業主自用時以公平值由物業及其他固定資產轉撥至投資物業。於轉撥日賬面值與公平值之差異將根據香港會計準則第16號「物業、廠房及設備」以重估值增加或減少入賬。其後在銷售或報廢資產時，有關重估儲備將直接轉撥至保留溢利。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(f) Properties and other fixed assets

Properties and other fixed assets including buildings and leasehold land classified as finance leases (other than properties under development) are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Buildings and leasehold land mainly comprise hotels and office premises.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

Depreciation is provided to write off the cost of properties and other fixed assets (other than properties under development) over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, at the following rates per annum:

Type	Basis
Leasehold land	Over the remaining lives of the leases
Buildings	Over the shorter of the remaining unexpired period of the lease and 40 years
Furniture, fixtures and equipment	3 to 10 years
Yachts and motor vehicles	3 to 10 years

An item of properties and other fixed assets is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the asset is derecognised.

3. 主要會計政策概要 (續)

(f) 物業及其他固定資產

物業及其他固定資產包括被分類為財務租約之樓宇及租賃土地(發展中物業除外)按成本減其後之累積折舊及累積減值虧損列賬(如有)。

樓宇及租賃土地主要包括酒店及寫字樓物業。

資產分類為財務租約之折舊乃與自用資產之基準按其預計使用年期或有關租約年期計算(以較短期為準)。

物業及其他固定資產(發展中物業除外)之折舊乃按其估計可使用年期及估計剩餘價值以直線法計算,用以撇銷成本,年折舊率如下:

種類	基準
租賃土地	按租約年期
樓宇	按租約尚餘未屆滿年期與四十年之間較短者
傢俬、裝置及設備	三至十年
遊艇及車輛	三至十年

物業及其他固定資產於出售時或當繼續使用資產預期不會產生日後經濟利益時取消確認。取消確認資產所產生之任何盈虧(按出售所得款項淨額與資產賬面值之差額計算)於取消確認該資產期間內計入損益。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Property interests held for future development

Property interests held for future development represents a right to develop properties on a piece of land upon payment of a final amount, and are carried at cost less any identified impairment loss.

(h) Stock of properties

Stock of properties including completed properties and properties under development, which are held-for-trading, is stated at the lower of cost and net realisable value.

The cost of completed properties held for sale is determined by apportionment of the total development costs, including borrowing costs capitalised, attributable to unsold units. Net realisable value is estimated by the management of the Group based on prevailing market conditions, which represents the estimated selling price less estimated costs to be incurred in selling the property.

The cost of properties under development held for sale includes identified costs including the acquisition cost of land, aggregate cost of development, borrowing costs capitalised, material and supplies, wages, other direct expenses and an appropriate proportion of overheads. Net realisable value is estimated by the management of the Group taking into account the expected price that can ultimately be achieved based on prevailing market conditions, the anticipated costs of completion and costs to be incurred in selling the property.

The amount of any write-down of or provision for completed properties held for sale and properties under development held for sale is recognised as an expense in the period when the write-down or loss occurs. The amount of any reversal of any write-down or provision arising from an increase in net realisable value is recognised in profit or loss in the period in which the reversal occurs.

3. 主要會計政策概要 (續)

(g) 持作日後發展之物業權益

持作日後發展之物業權益指於支付最後款項後在土地上發展物業之權利，乃按成本扣除任何已識別減值虧損列賬。

(h) 物業存貨

持作買賣用途之物業存貨（包括落成物業及發展中物業）乃按其成本及可變現淨值兩者中較低者列賬。

持作出售之落成物業之成本乃按未售出單位應佔發展成本總額（包括已資本化之借貸成本）之比例釐定。可變現淨值乃由本集團之管理層根據當時市況估算，即估計銷售價減估計出售物業將產生之成本。

持作出售之發展中物業之成本包括已識別成本，當中包括土地收購成本、發展成本總額、已資本化之借貸成本、材料及物料、工資、其他直接開支及合適比例之經常費用。可變現淨值乃由本集團之管理層根據當時市況、預計完成成本及出售物業將產生之成本估算，並已計及預期最終達至之價格。

持作出售之落成物業及持作出售之發展中物業之任何減值或撥備金額，於產生減值或虧損期間內確認為開支。可變現淨值增加導致撥回任何減值或撥備之金額，於作出撥回期間內於損益確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(i) Inventories

Inventories comprise finished goods and raw materials for cosmetic products and food and beverages held for sale in hotel operation, which are stated at the lower of cost and net realisable value.

Cost represents the invoiced cost of inventories. Costs are assigned to individual items on the weighted-average basis. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

(j) Intangible assets

Trading rights, exchange rights and trademark

Trading rights, gold and silver exchange rights and trademark are stated at cost less accumulated amortisation and less any identified impairment loss. The amortisation period adopted for intangible assets is 5 years.

(k) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

3. 主要會計政策概要 (續)

(i) 存貨

存貨包括化妝品及酒店持作售賣之食品及飲料之製成品及原材料，按成本與可變現淨值兩者中之較低者列賬。

成本以存貨之發票成本計算。成本乃按個別項目以加權平均法分配。可變現淨值乃指在日常業務過程中之估計銷售價再減去適用可變銷售開支。

(j) 無形資產

買賣權、貿易權及商標

買賣權、金銀貿易權及商標乃按成本減累積攤銷及任何已識別減值虧損列賬。無形資產之攤銷期為五年。

(k) 金融工具

當一集團實體成為金融工具合約條文之一方，則確認金融資產及金融負債。金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債（通過損益以反映公平值之金融資產及金融負債除外）直接應佔之交易成本乃於首次確認時從金融資產或金融負債之公平值加入或扣除（如適用）。收購通過損益以反映公平值之金融資產或金融負債直接應佔之交易成本即時於損益確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Financial instruments (Cont'd)

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of such category of financial assets are set out below.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments other than financial assets designated as at fair value through profit or loss.

Financial assets at fair value through profit or loss

Financial assets are classified as at fair value through profit or loss when the financial asset is either held-for-trading or it is designated by the management of the Group as such at inception.

3. 主要會計政策概要 (續)

(k) 金融工具 (續)

金融資產

本集團之金融資產分類為以下三個類別其中之一，包括通過損益以反映公平值之金融資產、貸款及應收款項及待售金融資產。所有正常購買或銷售之金融資產，按交易日之基準確認及取消確認。正常購買或銷售是指按照市場規定或慣例須在一段期限內進行資產交付之金融資產買賣。就該類別金融資產採納之會計政策載列如下。

實際利率法

實際利率法為一種計算金融資產攤銷成本與於有關期間內分配利息收入之方法。實際利率為於首次確認時將金融資產預計年期或（如適用）更短期間內將估計未來現金收入（包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓）準確貼現至賬面淨值之利率。

除分類為通過損益以反映公平值之金融資產之利息收入外，債務工具之利息收入按實際利率計算確認。

通過損益以反映公平值之金融資產

分類為通過損益以反映公平值之金融資產乃持作買賣之金融資產，或由本集團之管理層於初始時指定為該類別。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Financial instruments (Cont'd)

Financial assets (Cont'd)

Financial assets at fair value through profit or loss (Cont'd)

A financial asset is classified as held-for-trading if:

- (i) it has been acquired principally for the purpose of selling it in the near future; or
- (ii) on initial recognition, it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- (iii) it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held-for-trading may be designated as at fair value through profit or loss upon initial recognition if:

- (i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- (ii) the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- (iii) it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

3. 主要會計政策概要 (續)

(k) 金融工具 (續)

金融資產 (續)

通過損益以反映公平值之金融資產 (續)

倘出現下列情況，金融資產乃歸類為持作買賣用途：

- (i) 金融資產主要用作於近期內銷售用途而購入；或
- (ii) 於首次確認時，金融資產為本集團共同管理之金融工具確定組合之一部分及其具最近的短期盈利實際模式；或
- (iii) 金融資產為一個衍生產品及其非被指派及用作對沖工具。

倘出現下列情況，持作買賣金融資產以外之金融資產可於首次確認時指定為通過損益以反映公平值：

- (i) 有關指派對銷或大幅減低計量或確認可能出現不一致之情況；或
- (ii) 金融資產組成一組金融資產或金融負債內各部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- (iii) 金融資產組成包含一種或以上內含衍生工具之合約其中部分，而香港會計準則第39號允許將整份合併合約（資產或負債）指定為通過損益以反映公平值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Financial instruments (Cont'd)

Financial assets (Cont'd)

Financial assets at fair value through profit or loss (Cont'd)

Financial assets at fair value through profit or loss are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial assets and is included in "Investment Income/Expenses".

Loans and receivables

Loans and receivables (including advances to associates/ an investee company/a non-controlling shareholder, loans receivable, debtors and deposits, securities trading receivables and deposits, pledged deposits, time deposits, bank balances and cash and sales proceeds held by stakeholders) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are measured at amortised cost using the effective interest method, less any identified impairment losses.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated as available-for-sale or are not classified as any of the other categories under HKAS 39.

3. 主要會計政策概要 (續)

(k) 金融工具 (續)

金融資產 (續)

通過損益以反映公平值之金融資產 (續)

通過損益以反映公平值之金融資產乃按公平值計量，於再次計量時產生之任何收益或虧損則於損益確認。於損益確認之盈虧淨額包含金融資產之任何股息或賺取之利息及包括在「投資收入／開支」內。

貸款及應收款項

貸款及應收款項（包括墊付聯營公司／一間接受投資公司／一位非控股股東款項、應收貸款、應收賬項及按金、應收證券交易賬項及存款、抵押存款、定期存款、銀行結餘及現金及保管人所持銷售所得款項）為於交投活躍之市場內並無報價而附帶固定或可議定付款之非衍生金融資產。貸款及應收款項使用實際利率法按攤銷成本減任何已識別減值虧損計量。

待售金融資產

待售金融資產為非衍生項目，無論是被指派為待售或並無被分類為根據香港會計準則第39號之任何其他類別。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Financial instruments (Cont'd)

Financial assets (Cont'd)

Available-for-sale financial assets (Cont'd)

Available-for-sale financial assets are measured at fair value at the end of each reporting period. Changes in fair value are recognised in other comprehensive income and accumulated under the securities investments reserve, when the financial asset is disposed of or is determined to be impaired, the cumulative gain or loss previously accumulated in the securities investments reserve is reclassified to profit or loss (see the accounting policy in respect of impairment loss on financial assets below).

However, interest calculated using the effective interest method is recognised in profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of each reporting period.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For available-for-sale equity investments, a significant or prolonged decline in the fair value of the investment below its cost is considered to be objective evidence of impairment.

3. 主要會計政策概要 (續)

(k) 金融工具 (續)

金融資產 (續)

待售金融資產 (續)

於各報告期末，待售金融資產按公平值計量。公平值之變動於其他全面收益中確認，並於證券投資儲備中累計，而當該項金融資產被出售或釐定為已減值，以往於證券投資儲備之累計盈虧重新分類至損益（見下文有關金融資產減值虧損之會計政策）。

然而，利用實際利率法計算之利息會於損益確認。

並無於交投活躍市場之報價而公平值未能可靠計量之待售股本投資於各報告期末按其成本減任何已識別減值虧損計算。

金融資產減值

金融資產（通過損益以反映公平值者除外），於各報告期末評估有否出現減值跡象。當於首次確認金融資產後發生一項或多項事件，導致有客觀證據顯示金融資產之估計未來現金流量已受到影響時，則金融資產已經減值。

倘待售股本投資之公平值大幅或長期減至低於其成本，則被視為有客觀證據顯示出現減值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

For all other financial assets, objective evidence of impairment could include:

- (i) significant financial difficulty of the issuer or counterparty; or
- (ii) breach of contract, such as a default or delinquency in interest or principal payments; or
- (iii) it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- (iv) the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

3. 主要會計政策概要 (續)

(k) 金融工具 (續)

金融資產 (續)

金融資產減值 (續)

就所有其他金融資產而言，減值客觀證據可包括：

- (i) 發行人或交易方出現嚴重財困；或
- (ii) 違反合約，例如無力支付或拖欠利息或本金額；或
- (iii) 借款人有可能破產或進行財務重組；或
- (iv) 因財政困難，該金融資產的活躍市場消失。

就應收貿易款項等若干類別之金融資產而言，被評為不會個別減值之資產會額外彙集評估減值。一組應收款項之減值客觀證據可包括本集團過往之收款經驗、組合內還款時間超過平均信貸期之延遲還款數目增加，以及與無力支付應收款項有關之國家或地方之經濟環境之明顯轉變。

就按攤銷成本列賬之金融資產而言，確認之減值虧損金額以資產之賬面值與按金融資產原實際利率貼現其估計未來現金流量之現值兩者之差額計算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

When available-for-sale financial assets are considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. 主要會計政策概要 (續)

(k) 金融工具 (續)

金融資產 (續)

金融資產減值 (續)

就按成本列賬之金融資產而言，減值虧損金額按資產之賬面值與按類似金融資產之現行市場回報率貼現其估計未來現金流量之現值兩者之差額計算。有關減值虧損將不會於往後期間撥回。

除應收貿易款項外，所有金融資產之賬面值會直接扣除其減值虧損。應收貿易款項之賬面值會利用撥備賬進行扣減。當應收貿易款項被視為不可收回時，則會撤銷撥備賬。倘之前已撤銷之款項於其後收回，則會計入撥備賬。撥備賬之賬面值變動於損益確認。

當待售金融資產考慮為已減值，以往於其他全面收益確認之累計盈虧會重新分類並於減值發生期間計入損益。

就按攤銷成本計量之金融資產而言，倘減值虧損之金額於確認後之期間有所減少，而有關減少可以客觀地與確認減值虧損後發生之事件有關，之前已確認之減值虧損可透過損益予以撥回，但限於撥回減值虧損當日資產之賬面值不得超過該項資產原未確認減值時之攤銷成本。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Financial instruments (Cont'd)

Financial assets (Cont'd)

Impairment of financial assets (Cont'd)

In respect of available-for-sale equity investments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income and accumulated under the heading of securities investments reserve.

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. The Group's financial liabilities are classified into financial liabilities at fair value through profit or loss and other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

3. 主要會計政策概要 (續)

(k) 金融工具 (續)

金融資產 (續)

金融資產減值 (續)

以往於損益確認之待售股本投資之減值虧損將不會於損益撥回。於確認減值虧損後之公平值增加於其他全面收益確認並於證券投資儲備中累計。

金融負債及股本工具

集團實體發行之債務及股本工具乃根據合約安排之內容及金融負債與股本工具之定義分類為金融負債或股本工具。

股本工具為可證明於一實體資產經扣除其所有負債後之剩餘權益之任何合約。本集團之金融負債分類為通過損益以反映公平值之金融負債及其他金融負債。就金融負債及股本工具而採納之會計政策載列如下。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis other than financial liabilities classified as at fair value through profit or loss.

Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at fair value through profit or loss when the financial liability is either held-for-trading or it is designated as such on initial recognition.

A financial liability is classified as held-for-trading if:

- (i) it has been acquired principally for the purpose of repurchasing it in the near future; or
- (ii) on initial recognition, it is part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- (iii) it is a derivative that is not designated and effective as a hedging instrument.

3. 主要會計政策概要 (續)

(k) 金融工具 (續)

金融負債及股本工具 (續)

實際利率法

實際利率法為一種計算金融負債攤銷成本與於有關期間內分配利息開支之方法。實際利率為於首次確認時將金融負債預計年期或(如適用)更短期間內將估計未來現金支出(包括所有已付或已收並構成實際利率一部分之費用及差價、交易成本及其他溢價或折讓)準確貼現至賬面淨值之利率。

除分類為通過損益以反映公平值之金融負債之利息開支外，利息開支按實際利率計算確認。

通過損益以反映公平值之金融負債

分類為通過損益以反映公平值之金融負債乃持作買賣之金融負債，或於首次確認時被指定為該類別。

倘出現下列情況，金融負債乃歸類為持作買賣用途：

- (i) 金融負債主要用作於近期內回購用途而產生；或
- (ii) 於首次確認時，金融負債為本集團共同管理之金融工具確定組合之一部分及其具近期的短期盈利實際模式；或
- (iii) 金融負債為一個衍生產品及非指定及用作對沖工具。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

Financial liabilities at fair value through profit or loss (Cont'd)

A financial liability other than a financial liability held-for-trading may be designated as at fair value through profit or loss upon initial recognition if:

- (i) such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- (ii) the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- (iii) it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at fair value through profit or loss.

Financial liabilities at fair value through profit or loss are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any interest paid on the financial liability.

3. 主要會計政策概要 (續)

(k) 金融工具 (續)

金融負債及股本工具 (續)

通過損益以反映公平值之金融負債 (續)

倘出現下列情況，持作買賣金融負債以外之金融負債可於首次確認時指定為通過損益以反映公平值：

- (i) 有關指派對銷或大幅減低計量或確認可能出現不一致之情況；或
- (ii) 金融負債組成一組金融資產或金融負債內各部分或兩者，並根據本集團既定風險管理或投資策略，按公平值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- (iii) 金融負債組成包含一種或以上內含衍生工具之合約其中部分，而香港會計準則第39號，允許將整份合併合約（資產或負債）指定為通過損益以反映公平值。

通過損益以反映公平值之金融負債乃按公平值計量，於再次計量時產生之任何收益或虧損則於損益確認。於損益確認之盈虧淨額包括就金融負債支付之任何利息。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Financial instruments (Cont'd)

Financial liabilities and equity instruments (Cont'd)

Other financial liabilities

Other financial liabilities (including creditors and accruals, securities trading and margin payable, deposits received, bank and other borrowings, amounts due to associates/investee companies/non-controlling shareholders) are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer 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 original or modified terms of debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the obligation under the contract, as determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 "Revenue".

3. 主要會計政策概要 (續)

(k) 金融工具 (續)

金融負債及股本工具 (續)

其他金融負債

其他金融負債(包括應付賬項及應計款項、應付證券交易賬項及保證金、已收按金、銀行及其他借貸、欠負聯營公司/接受投資公司/非控股股東款項)其後乃採用實際利率法按攤銷成本計算。

股本工具

本公司發行之股本工具按已收所得款項扣除直接發行成本入賬。

財務擔保合約

財務擔保合約為因指定債務人未能按債務工具之原有或經修改條款如期付款時，發行人需支付指定金額予持有人以補償其所遭受損失之合約。由本集團發行及並非被指定為通過損益以反映公平值之財務擔保合約首次以其公平值減發行財務擔保合約之直接應佔交易成本確認。於首次確認後，本集團以(i)根據香港會計準則第37號「撥備、或然負債及或然資產」釐定就合約內責任之金額；及(ii)首次確認之金額減(如適用)根據香港會計準則第18號「收入」確認之累計攤銷(兩者中以較高者為準)計算財務擔保合約。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(k) Financial instruments (Cont'd)

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised directly in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

(l) Revenue recognition

Revenue from properties developed for sale is recognised upon completion of sales agreement and by reference to the timing of the execution of deed of legal assignment or delivery of property to the purchaser, whichever is earlier.

Revenue from properties held for sale is recognised on the execution of a binding sales agreement. Payments received from the purchasers prior to this stage are recorded as deposits received on sales of properties and are grouped under current liabilities.

Rental income, including rental invoiced in advance from properties under operating leases, is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

Revenue from hotel room rental, food and beverages sales and other ancillary services is recognised when the relevant services have been rendered.

Sale of securities investments are recognised on a trade date basis.

3. 主要會計政策概要 (續)

(k) 金融工具 (續)

取消確認

本集團只有當資產之現金流量的合約權利到期，或金融資產被轉移及該資產之絕大部分風險及回報已轉移給另一個實體時，取消確認金融資產。於取消確認整體金融資產時，資產賬面值與已收及應收代價及已直接於其他全面收益及累計於股本權益確認之累計盈虧之總和之差額乃於損益確認。

本集團之金融負債只會於本集團之責任遭解除、註銷或到期時取消確認。取消確認之金融負債賬面值與已付及應付代價之差額乃於損益確認。

(l) 收入確認

已發展物業銷售之收入按銷售協議完成時並參考執行法律轉讓契約或交樓予買家之時間性確認（以較早為準）。

持作出售物業之收入在執行具約束力之銷售協議時方予確認入賬。於上述階段前從買家收取之款項乃列作銷售物業之已收按金，並計入流動負債內。

租金收入包括就營業租約物業預先開出發票之租金，乃就有關租約年期按直線法於損益確認。

酒店房間租金、食品及飲料銷售及其他配套服務之收入乃於提供相關服務時確認。

出售證券投資按買賣日期基準確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(l) Revenue recognition (Cont'd)

Brokerage income on dealings in securities and futures contracts and the profit and loss on trade in securities and futures contracts are recognised on the transaction dates when the relevant contract notes are executed.

Management fee income is recognised in accordance with terms of respective agreements over the relevant period in which the services are rendered.

Dividend income from investments is recognised when the Group's right to receive payment has been established.

Revenue from sales of cosmetic products is recognised when goods are delivered and titles have been passed.

Interest income from a financial asset is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

(m) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

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

3. 主要會計政策概要 (續)

(l) 收入確認 (續)

買賣證券及期貨合約之經紀收入以及買賣證券及期貨合約之溢利及虧損於執行有關買賣單據之交易日確認。

管理費收入乃就提供服務期間按有關協議之條款確認。

投資之股息收入乃於本集團收取款項之權利確立時確認。

化妝品銷售所得收入於交付貨品及轉移所有權時確認入賬。

金融資產之利息收入乃就本金結餘按適用實際利率及時間比例計算。有關利率指於金融資產預計年內將估計未來現金收入準確貼現至於首次確認時資產賬面淨值之利率。

(m) 稅項

所得稅開支指當期應付稅項及遞延稅項之總和。

當期應付稅項按年度應課稅溢利計算。應課稅溢利與綜合全面收益報表所報除稅前溢利不同，此乃由於其不包括在其他年度應課稅或可扣減之收入或開支項目，亦不包括永不課稅或扣減之項目。本集團之當期稅項負債於報告期末以已頒布或實質頒布之稅率計算。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Taxation (Cont'd)

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised. Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 主要會計政策概要 (續)

(m) 稅項 (續)

遞延稅項按綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相關稅基兩者之差異確認。遞延稅項負債通常會就所有應課稅暫時差異確認，遞延稅項資產通常就所有應課稅暫時差異限於較可能於日後取得應課稅溢利，並可用以抵銷可扣減暫時差異時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利亦不影響會計溢利之交易（業務合併除外）中首次確認其他資產及負債而引致，則不會確認該等遞延稅項資產及負債。

本集團會就於附屬公司及聯營公司之投資之有關應課稅暫時差異確認遞延稅項負債，惟本集團有能力控制暫時差異之撥回及暫時差異不大可能於可見將來撥回則另作別論。

遞延稅項資產之賬面值於各報告期末均作檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

遞延稅項資產及負債乃按預期於負債償還或資產變現期間所預期之適用稅率計量。當期稅項及遞延稅項會於損益確認，惟有關項目於其他全面收益或直接於股本權益之中確認，其當期稅項及遞延稅項亦會分別於其他全面收益或直接於股本權益中確認。若本期稅項或遞延稅項乃因首次就業務合併入賬而產生，其稅務影響會納入業務合併之會計處理中。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(m) Taxation (Cont'd)

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same tax authority and the entity intends to settle its current tax assets and liabilities on a net basis.

(n) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

The Group as lessee

Rentals payable under operating leases is charged to profit or loss on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

3. 主要會計政策概要 (續)

(m) 稅項 (續)

如所得稅是由同一稅務當局徵收，而實體打算支付其當期稅項資產及稅項負債之淨額，有關遞延稅項資產及負債可以互相抵銷。

(n) 租賃

凡租約條款規定將租賃資產擁有權之絕大部分風險及回報轉移至承租人之租約均列為財務租約。所有其他租約分類為營業租約。

本集團為出租人

營業租約之租金收入會以直線法按有關租約年期在損益確認。磋商及安排營業租約時產生之初步直接成本會加入租賃資產之賬面值，並以直線法按租約年期確認為開支。

本集團為承租人

根據營業租約應付之租金會以直線法按有關租約年期在損益扣除。作為訂立營業租約獎勵之已收及應收利益以直線法按有關租約年期確認為租金開支扣減。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, the exchange differences are recognised in other comprehensive income and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which case, the exchange differences are also recognised directly in other comprehensive income.

3. 主要會計政策概要 (續)

(o) 外幣

在編製個別集團實體之財務報表時，以實體功能貨幣以外之貨幣（外幣）進行之交易按交易日通用之匯率入賬。於報告期末，以外幣列值之貨幣項目以報告期末通用之匯率重新換算。以外幣列值並按公平值列賬之非貨幣項目以釐定公平值當日通用之匯率重新換算。以外幣列值並以歷史成本計量之非貨幣項目不會重新換算。

結算貨幣項目及換算貨幣項目時產生之匯兌差額於產生之期間在損益確認，惟因貨幣項目而產生並構成本公司之海外業務淨投資一部分之匯兌差額則於其他全面收益內確認，並在出售海外業務時，從股本權益重新分類至損益。重新換算按公平值列賬之非貨幣項目產生之匯兌差額計入期間之損益，惟重新換算盈虧直接於其他全面收益確認之非貨幣項目產生之匯兌差額除外，在此情況下，匯兌差額亦會直接於其他全面收益中確認。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(o) Foreign currencies (Cont'd)

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using the exchange rate prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the translation reserve. Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

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, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences is reattributed to non-controlling interests and is not recognised in profit or loss. For partial disposals of associates that do not result in the Group losing significant influence, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

3. 主要會計政策概要 (續)

(o) 外幣 (續)

為呈列綜合財務報表，本集團境外業務之資產及負債均以各報告期末之通用匯率換算為本集團之呈列貨幣（即港元）。收入及開支項目則以期間平均匯率予以換算。惟倘匯率於期間內波動很大，在此情況下則以交易日之匯率換算。所產生之匯兌差額（如有）於其他全面收益確認並累積為一個股本權益之獨立部分（匯兌儲備）。該匯兌差額於該境外業務被出售期間於損益確認。

於出售境外業務（即出售本集團於該境外業務之全部權益，或涉及失去包含境外業務之附屬公司之控制權之出售，或涉及失去對包含境外業務之聯營公司之重大影響之出售）時，就本公司擁有人應佔之業務於股本權益累計之所有匯兌差額重新分類至損益。

倘出售部分附屬公司並未導致本集團失去對附屬公司之控制權，則按比例將累積外匯差額重新歸類為非控股權益，而並不於損益內確認。對於出售部分聯營公司，而並無造成本集團失去重大影響力，按此比例將累積外匯差額重新分類至損益。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(p) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

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

(q) Retirement benefits costs

Payments to defined contribution retirement benefit schemes are recognised as expenses when employees have rendered service entitling them to the contributions.

(r) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

3. 主要會計政策概要 (續)

(p) 借貸成本

於購買、興建或製造必須長時間預備擬定用途或銷售之合資格資產之直接應佔借貸成本將計入為該等資產之成本。當該等資產實質上達至擬定用途或可供銷售時，借貸成本便不再作資本化。

所有其他借貸成本於產生期間於損益確認。

(q) 退休福利成本

界定供款退休福利計劃之供款於僱員提供服務以有權取得供款時確認為開支。

(r) 撥備

當本集團因過往事件而承擔現有責任，導致本集團將有可能就該責任付款，而該責任款額能可靠地估計時確認撥備。

確認為撥備之款額乃於報告期末就支付現有責任所需之代價之最佳估計，當中已考慮涉及有關責任之風險及不確定因素。倘撥備使用估計支付現有責任之現金流進行計量，其賬面值即該等現金流之現值。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(s) Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the non-current asset or disposal group is available for immediate sale in its present condition. The management of the Group must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale.

Non-current assets (and disposal groups) classified as held for sale (other than investment properties accounted for under the fair value model in HKAS 40 "Investment Property" and financial assets within the scope of HKAS 39) are measured at the lower of their previous carrying amount and fair value less costs to sell.

(t) Related parties

- (i) 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 of 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.

3. 主要會計政策概要 (續)

(s) 持作出售之非流動資產

非流動資產及出售群組之賬面值倘若乃透過出售交易而非透過持續使用而收回，則會分類為持作出售類別。此條件只會於較高可能達成出售及該非流動資產或出售群組可於現況下供即時出售時方告符合。本集團之管理層必須承諾該出售將於重新分類之日起一年內完成而預期符合確認。

當本集團堅定履行該項銷售計劃涉及失去附屬公司之控制權，倘上述條款符合時，該附屬公司之所有資產及負債均分類為持作出售，不論本集團將於該前附屬公司出售后仍否保留非控股權益。

分類為持作出售之非流動資產（及出售群組）（根據香港會計準則第40號「投資物業」以公平值模式計量之投資物業及符合香港會計準則第39號範圍內之金融資產除外）乃按資產以往賬面值及公平值減出售成本（以較低者為準）計量。

(t) 關連人士

- (i) 倘屬以下人士，即該人士或與該人士關係密切的家庭成員與本集團有關連：
- (1) 控制或共同控制本集團；
 - (2) 對本集團有重大影響力；或
 - (3) 為本集團或本集團母公司的主要管理人員。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(t) Related parties (Cont'd)

(ii) 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 a joint venture of the other entity (or an associate or a 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 (i).
- (7) a person identified in (i)(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).

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. 主要會計政策概要 (續)

(t) 關連人士 (續)

(ii) 倘符合下列任何條件，即該實體與本集團有關連：

- (1) 該實體與本集團為同一集團之成員（即各母公司、附屬公司及同系附屬公司彼此間關連）。
- (2) 某一實體為另一實體的聯營公司或合資公司（或另一實體為成員公司之集團旗下成員公司之聯營公司或合資公司）。
- (3) 兩間實體均為同一名第三方的合資公司。
- (4) 一實體為一名第三方實體之合資公司，而另一實體為該名第三方實體之聯營公司。
- (5) 該實體為本集團或本集團相關實體之僱員離職後福利計劃。
- (6) 該實體受(i)項所述人士控制或共同控制。
- (7) 於(i)(1)項所述人士可對該實體有重大影響力或屬該實體（或該實體之母公司）之主要管理人員。

個別人士關係密切的家庭成員是指與該實體交易時預期可影響該個別人士或受該個別人士影響的家庭成員。

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(u) Contingent liabilities and assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably. A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(v) Operating segments

Operating segments are reported in a manner consistent with the internal management reporting provided to the chief operating decision-makers. Segment assets consist primarily of investment properties, properties and other fixed assets, financial assets and other assets. Segment liabilities comprise financial liabilities and other liabilities. The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items mainly are fair value changes on investment properties and other properties together with their, if applicable, respective deferred tax expense. No intersegment revenue is accounted for as the intersegment revenue is mainly the rental income for administrative purpose.

3. 主要會計政策概要 (續)

(u) 或然負債及資產

或然負債乃一項因過往事件產生之有可能承擔，而該等過往事件之存在僅可由一項或多項並非由本集團全權控制之日後不明朗事件之存在與否確定。其亦可為一項因不大可能需要耗用經濟資源或承擔之金額未能可靠地計算而未有確認之過往事件產生之現有承擔。或然負債未有予以確認，惟已於綜合財務報表附註中披露。倘耗用經濟資源之可能性出現變動致使有可能需耗用經濟資源，則或然負債將確認為撥備。

或然資產乃一項因過往事件產生之有可能資產，而該等過往事件之存在僅可由一項或多項並非由本集團全權控制之日後不明朗事件之存在與否確定。或然資產未有予以確認，但於可能出現經濟利益流入時於綜合財務報表附註中予以披露。當流入獲實質確定時將對資產確認。

(v) 營運分類

營運分類之呈報方式與提供予主要營運決策者之內部管理報告之方式一致。分類資產主要包括投資物業、物業及其他固定資產、金融資產及其他資產。分類負債包括金融負債及其他負債。本集團以扣除稅項開支及非控股權益後之經營損益（但不包括主要非現金項目）為基準評估表現。主要非現金項目大部分為投資物業及其他物業之公平值變動連同其相關之遞延稅項開支（如適用）。由於分類間之收入主要為就行政目的之租金收入，因此並無將分類間之收入入賬。

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

In the application of the Group's accounting policies, which are described in Note 3, the management of the Group is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgments in applying accounting policies

The followings are the critical judgments, apart from those involving estimations, that the management of the Group has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in these consolidated financial statements.

Fair value and impairment of available-for-sale investments

As described in Note 5(c), the management of the Group uses its judgments in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. The Group's unlisted equity instruments with carrying amounts of approximately HK\$93,515,000 (2013: HK\$71,713,000) are valued using a discounted cash flow analysis based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of these equity instruments also includes some assumptions not supported by observable market prices or rates.

4. 關鍵會計判斷及估計

於採納本集團之會計政策（如附註3所述）時，本集團之管理層須對未能從其他方面確定之資產及負債之賬面值作出判斷、估計及假設。估計及相關假設乃以過往之經驗及其他被視為相關之因素而作出。實際結果可能與此等估計不盡相同。

有關估計及相關假設須不斷檢討。若會計估計之修訂只影響該修訂期，該修訂會於該修訂期間內確認；或如該修訂影響本期間及未來期間，則於修訂期間及未來期間確認。

應用會計政策之關鍵判斷

除與估計有關者外，以下為本集團之管理層於應用本集團之會計政策之過程中，已作出對本綜合財務報表已確認之數額有重大影響之關鍵判斷。

待售投資之公平值及減值

誠如附註5(c)所述，對於並無在活躍市場報價之金融工具，本集團之管理層利用其判斷以選擇合適估值技術。應用之估值技術為市場人士所慣常使用。賬面值約為93,515,000港元（二零一三年：71,713,000港元）之本集團非上市股本工具乃依據（倘可能）可觀察之市場價格或利率所支持之假設，使用貼現現金流量分析進行估值。該等股本工具之公平值估計亦包括一些並非由可觀察之市場價格或利率所支持之假設。

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)

Critical judgments in applying accounting policies (Cont'd)

Impairment loss in respect of accounts receivable

The policy for impairment loss in respect of accounts receivable of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgment is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each debtor. If the financial conditions of debtors of the Group were to deteriorate, resulting in an impairment of their abilities to make payments, additional allowances may be required.

Fair value of investment properties

The Group's investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on methods of valuation which involve certain estimates. In relying on the valuation reports, the management of the Group has exercised its judgment and is satisfied that the methods of valuation are reflective of the current market conditions, as detailed in Note 22. Should there be changes in assumptions due to change in market conditions, the fair value of the investment properties will change in future.

Key sources of estimation uncertainty

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

Deferred tax assets

As at 31st December, 2014, a deferred tax asset of approximately HK\$18,632,000 (2013: HK\$29,307,000) in relation to unused tax losses has been recognised in the consolidated statement of financial position. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in the consolidated statement of comprehensive income for the period in which such a reversal takes place.

4. 關鍵會計判斷及估計 (續)

應用會計政策之關鍵判斷 (續)

有關應收款項之減值虧損

本集團有關應收款項之減值虧損之政策基於對賬款之收回可能性及賬齡分析之評估及管理層之判斷衡量。於評估此等應收款項之最終收回情況時需要作出大量判斷，包括各客戶目前之信譽及過往付款紀錄。倘若本集團客戶之財政狀況轉差而削弱彼等之付款能力時，則需要作出額外撥備。

投資物業之公平值

本集團之投資物業是以獨立專業估值師評定之公平值入賬。估值師於決定公平值時乃根據包含若干估計之估值方法進行，本集團之管理層於信賴估值報告時已作出了判斷及認同該等估值方法乃反映市場現況（詳情列於附註22內）。如市場狀況變化導致假設有變動，投資物業之公平值可能於未來變動。

估計不明確因素之主要來源

以下是對未來，及於次財政年度對資產及負債賬面值造成重大調整有顯著風險，於報告期末估計不明確因素之其他主要來源之主要假設。

遞延稅項資產

於二零一四年十二月三十一日，有關未使用稅務虧損之遞延稅項資產約18,632,000港元（二零一三年：29,307,000港元）已經於綜合財務狀況報表內確認。遞延稅項資產能否變現主要視乎日後是否具有足夠之未來溢利或應課稅暫時差異而定。倘若未來之實際溢利低於預期，則可能產生重大之遞延稅項資產撥回，有關撥回將於出現撥回之期間內在綜合全面收益報表確認。

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES (Cont'd)

Key sources of estimation uncertainty (Cont'd)

Impairment of goodwill and intangible assets

The Group performs annual tests on whether there has been impairment of goodwill and intangible assets in accordance with the accounting policy stated in Note 3. The recoverable amounts of CGUs are determined based on value-in-use calculations. These calculations require the use of estimates and assumptions made by the management of the Group on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value-in-use calculations.

Write-down of stock of properties

In accordance with the accounting policies as stated in Note 3, the Group performs regular reviews on the estimated net realisable values of the stock of properties in order to assess if, when the estimated net realisable values declining below the corresponding carrying amounts, any write-down of stock of properties is required. The management of the Group has taken into account of the prevailing market conditions, valuations or estimated unit selling price from independent property valuers and internally available information and exercised considerable judgments in making these estimates.

4. 關鍵會計判斷及估計 (續)

估計不明確因素之主要來源 (續)

商譽及無形資產之減值

本集團根據附註3所述之會計政策每年對商譽及無形資產進行減值測試。現金產生單位之可收回金額會根據使用價值計算法釐定。使用價值計算法需要本集團之管理層對未來作出業務營運、稅前貼現率及其他有關使用價值計算法之估計及假設。

物業存貨之減值

根據列於附註3之會計政策，本集團定時審閱物業存貨之估計可變現淨值，以評估當估計可變現淨值低於相關賬面值時，須對物業存貨作出減值。本集團之管理層考慮當時市場情況、由獨立物業估值師進行評估或估計單位售價及內部參考資料，以及運用大量判斷而作出該等估計。

5. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

Financial assets	金融資產
Available-for-sale investments	待售投資
Financial assets at fair value through profit or loss:	通過損益以反映公平值之金融資產：
– Investments held-for-trading	– 持作買賣之投資
– Designated as at fair value through profit or loss	– 指定為通過損益以反映公平值
Loans and receivables (including time deposits, bank balances and cash)	貸款及應收款項 (包括定期存款、銀行結餘及現金)
Financial liabilities	金融負債
Amortised cost	攤銷成本
Financial guarantee liabilities	財務擔保負債

Note: The above table and the analysis below excluded the respective items presented as assets classified as held for sale and liabilities directly associated with assets classified as held for sale.

(b) Financial risk management objectives and policies

The Group's major financial instruments include equity investments, bonds, advances to/from associates/investee companies/non-controlling shareholders, loans receivable, debtors and deposits, pledged deposits, time deposits, bank balances and cash, sales proceeds held by stakeholders, borrowings, creditors and accruals and deposits received. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the Group's risk exposure relating to financial instruments or the manner in which it manages and measures the risks.

5. 金融工具

(a) 金融工具類別

2014 HK\$'000 千港元	2013 HK\$'000 千港元
239,233	99,598
501,944	894,816
4,626,840	12,118,324
10,074,315	11,372,657
19,558,932	27,535,155
102	37

附註：上表及下列分析不包括相關項目呈列作為持作出售之資產及與列為持作出售之資產直接相關之負債。

(b) 金融風險管理目標及政策

本集團之主要金融工具包括股本投資、債券、墊付予／墊款自聯營公司／接受投資公司／非控股股東之款項、應收貸款、應收賬項及按金、抵押存款、定期存款、銀行結餘及現金、保管人所持銷售所得款項、借貸、應付賬項及應計款項及已收按金。該等金融工具詳情於各附註披露。下文載列與該等金融工具有關之風險及如何降低該等風險之政策。本集團之管理層管理及監控該等風險，以確保及時和有效地採取適當之措施。

本集團有關金融工具之風險或管理及計量該等風險之方式並無變動。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk**

(i) Foreign currency risk

The Group is mainly exposed to foreign exchange risk arising from future commercial transactions, and from recognised assets and liabilities. The functional currency of the Company and its major subsidiaries in Hong Kong is HK\$ in which most of the transactions are denominated. The functional currencies of those subsidiaries operating in PRC and in the United Kingdom are Renminbi ("RMB") and Pound Sterling ("GBP") respectively in which most of their transactions are denominated. The Group is mainly exposed to foreign exchange risk in respect of exchange fluctuations of HK\$ against RMB and GBP. The conversion of RMB into other currencies is subject to the rules and regulations of foreign exchange control promulgated by the government of PRC. The Group currently does not have a foreign currency hedging policy in respect of foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險

(i) 外幣風險

本集團主要面對由未來商業交易，已確認資產及負債而導致的外匯風險。本公司及其香港主要附屬公司之功能貨幣為港元，當中大部分交易以港元結算。於中國及英國經營之附屬公司之功能貨幣分別為人民幣（「人民幣」）及英鎊（「英鎊」），當中大部分交易分別以人民幣及英鎊結算。本集團主要因港元兌人民幣及英鎊匯率波動而承受外匯風險。換算人民幣為其他貨幣須遵守中國政府頒布之外匯管制之規則及規例進行。本集團現時並無採用任何對外幣資產及負債之外幣對沖政策。本集團將密切監管其外幣風險，並於必要時考慮對沖重大外幣風險。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(i) Foreign currency risk (Cont'd)

The Group's exposure to foreign currency risk at the end of the reporting period is as follows:

Assets	資產
United States dollars ("US\$")	美元(「美元」)
RMB	人民幣
GBP	英鎊
Euro ("EUR")	歐元(「歐元」)
Macau Pataca ("MOP")	澳門幣(「澳門幣」)
Liabilities	負債
US\$	美元
RMB	人民幣
GBP	英鎊

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase and decrease in HK\$ against the relevant foreign currencies. As HK\$ is pegged to US\$ and MOP, it is assumed that there would be no material currency risk exposure between US\$/MOP and HK\$ and therefore US\$ and MOP are excluded from the analysis below.

5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates.

5. 金融工具(續)

(b) 金融風險管理目標及政策(續)

市場風險(續)

(i) 外幣風險(續)

本集團所承受之外幣風險於報告期末之賬面值如下：

2014 HK\$'000 千港元	2013 HK\$'000 千港元
4,721,221	11,786,372
389,306	1,053,343
242,382	44,933
6,990	—
—	7,709
10,314	5,951,811
—	501,924
198,244	—

敏感度分析

下表詳列本集團對港元兌相關外幣之匯率上升及下跌5%之敏感度。由於港元與美元及澳門幣掛鈎，故假設美元／澳門幣對港元之間並無重大貨幣風險，美元及澳門幣亦不會載於下文之分析。

於內部向主要管理人員報告外幣風險時會用5%作為敏感度比率，而有關比率為管理層對匯率可能合理出現之變動作出之評估。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(i) Foreign currency risk (Cont'd)

Sensitivity analysis (Cont'd)

The sensitivity analysis includes outstanding foreign currency denominated monetary items, and adjusts their translations at the end of the reporting period for a 5% change in foreign currency rates. The sensitivity analysis includes external loans as well as loans to/from foreign operations within the Group where the denomination of the loan is in a currency other than the currency of the lender or the borrower; but excluding exposure resulting from the translation of the financial statements of foreign operations into the Group's presentation currency.

A positive number below indicates an increase in profit where the relevant currencies strengthen 5% against HK\$. For a 5% weakening of the relevant currencies against HK\$, there would be an equal and opposite impact on the profit.

Impact of	影響
RMB	人民幣
GBP	英鎊
EUR	歐元

There would be no material impact to the Group's other components of equity for the years ended 31st December, 2014 and 2013.

The net effect of the Group's sensitivity to foreign currency risk was attributable to the Group's monetary assets and liabilities with exposure to foreign currency risk at the end of the reporting period.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(i) 外幣風險 (續)

敏感度分析 (續)

敏感度分析包括未償還之外幣計值貨幣項目，並於報告期末就5%之外幣匯率變動調整該項目。敏感度分析包括外部貸款及借予本集團旗下境外業務／由旗下境外業務借予本集團之貸款（其計值貨幣為貸款人或借款人貨幣以外之貨幣）；但並不包括來自換算於海外業務之財務報表至本集團之呈列貨幣而產生的風險。

下文之正數表示相關貨幣兌港元之匯率轉強5%時溢利增加。倘相關貨幣兌港元之匯率轉弱5%，對溢利造成之影響可能同等及相反。

Profit or loss

損益

2014 HK\$'000 千港元	2013 HK\$'000 千港元
19,465	27,571
2,207	2,247
350	—

對本集團截至二零一四年及二零一三年十二月三十一日止年度之股本權益其他成分無重大影響。

本集團外幣風險敏感度之淨影響，乃由於本集團於報告期末就承受外幣風險之貨幣資產及負債所產生。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(ii) Cash flow interest rate risk

The Group has variable-rate interest-bearing assets and borrowings including advance to an associate, time deposits, bank balances, sales proceeds held by stakeholders and borrowings and is therefore exposed to cash flow interest rate risk. Details of these financial instruments are disclosed in respective notes. The Group currently does not have interest rate hedging policy. However, the management of the Group monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rates ("HIBOR"), prime rate ("Prime"), People's Bank of China base rate or costs of funds of financial institutions.

Sensitivity analysis

The following demonstrates the sensitivity to a reasonable possible change in interest rates with all other variables held constant, of the Group's profit before tax (through the impact of floating rates in advance to an associate, time deposits, bank balances, sales proceeds held by stakeholders and borrowings).

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(ii) 現金流量利率風險

本集團有浮息計息資產及借貸(包括墊付一間聯營公司款項、定期存款、銀行結餘、保管人所持銷售所得款項及借貸)，故本集團須承擔現金流量利率風險(該等金融工具詳情於各附註披露)。本集團現時並無採用任何利率對沖政策。然而，本集團之管理層會監控利率風險，並於必要時考慮對沖重大利率風險。

本集團之現金流量利率風險主要集中於香港銀行同業拆息(「香港銀行同業拆息」、最優惠利率(「最優惠利率」、中國人民銀行貸款基準利率或金融機構之資金成本。

敏感度分析

以下列示在全部其他變數維持不變之情況下，本集團除稅前溢利對利率出現合理可能變動時之敏感度(透過墊付一間聯營公司款項、定期存款、銀行結餘、保管人所持銷售所得款項及借貸浮動利率之影響)。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Market risk (Cont'd)

(ii) Cash flow interest rate risk (Cont'd)

Sensitivity analysis (Cont'd)

If the floating rates had been 50 basis points higher/lower, with all other variables held constant, the Group's:

- profit before tax for the year ended 31st December, 2014 would decrease/increase by approximately HK\$30,315,000 (2013: HK\$87,476,000). This was mainly attributable to the Group's exposure to interest rates on its variable-rate borrowings.
- no material impact to the other components of equity for the years ended 31st December, 2014 and 2013.

The Group's sensitivity to interest rates has decreased during the current year mainly due to the decrease in the variable-rate borrowings.

(iii) Price risk

The Group's investments classified as available-for-sale investments, investments held-for-trading and financial assets designated as at fair value through profit or loss are measured at fair value at the end of each reporting period and expose the Group to price risk. At the end of the reporting period, the Group held investments in certain high yield and fixed-rate bonds. High yield bonds are bonds that are typically rated below investment grade or are unrated and therefore are generally more vulnerable to economic cycles as they typically fall more in value than investment grade bonds given higher default risk and higher investors risk adversity. For bonds with fixed-rate coupons, they are more susceptible to fluctuations in interest rates. As interest rate move upwards, the value of the bonds will generally fall. Furthermore, the longer the tenor of the bonds, the more sensitive they will be to interest rate changes.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(ii) 現金流量利率風險 (續)

敏感度分析 (續)

倘浮動利率上升/下降50個基點，在全部其他變數維持不變之情況下，則本集團：

- 截至二零一四年十二月三十一日止年度之除稅前溢利將減少/增加約30,315,000港元(二零一三年：87,476,000港元)。此乃主要由於本集團所承受之浮息借貸之利率風險。
- 截至二零一四年及二零一三年十二月三十一日止年度之股本權益其他成分並無重大影響。

本集團於本年度對利率之敏感度下降主要由於浮息借貸減少。

(iii) 價格風險

於各報告期末按公平值計量且由本集團分類為待售投資、持作買賣之投資及指定為通過損益以反映公平值之金融資產因而令本集團面臨價格風險。於報告期末，本集團持有若干高息及定息債券。高息債券一般為評級低於投資級別甚至不獲評級之債券，由於其違約風險及投資者避險傾向較高，價值跌幅一般較投資級別債券為高，因此普遍較易受經濟週期影響。而定息債券則較易受利率波動影響。若利率上升，有關債券價值普遍下跌。此外，債券年期愈長，對利率變化之敏感度愈高。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Market risk** (Cont'd)

(iii) Price risk (Cont'd)

The management of the Group manages this exposure by maintaining a portfolio of investments with different risk profiles. In addition, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to price risk at the end of the reporting period.

If prices had been 5% higher/lower, the Group's:

- profit before tax for the year ended 31st December, 2014 would increase/decrease by approximately HK\$256,439,000 (2013: HK\$650,657,000). This was mainly due to the changes in fair value of investments held-for-trading and financial assets designated as at fair value through profit or loss.
- other components of equity for the year ended 31st December, 2014 would increase/decrease by approximately HK\$4,676,000 (2013: HK\$3,586,000) as a result of the changes in fair value of available-for-sale investments measured at fair value.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

市場風險 (續)

(iii) 價格風險 (續)

本集團之管理層以設立不同風險水平之投資組合控制有關風險。此外，本集團已委任特別小組監管價格風險，並於必要時考慮對沖風險。

敏感度分析

以下敏感度分析乃根據報告期末之價格風險釐定。

倘價格上升/下降5%，則本集團：

- 截至二零一四年十二月三十一日止年度之除稅前溢利將增加/減少約256,439,000港元（二零一三年：650,657,000港元）。此乃主要由於持作買賣之投資及指定為通過損益以反映公平值之金融資產之公平值變動。
- 截至二零一四年十二月三十一日止年度股本權益其他成分將增加/減少約4,676,000港元（二零一三年：3,586,000港元），此乃由於按公平值計量之待售投資公平值變動。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Credit risk**

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at 31st December, 2014 in relation to each class of recognised financial assets are: (a) the carrying amounts of those assets as stated in the consolidated statement of financial position; and (b) financial guarantee provided by the Group which is the amount of contingent liabilities in relation to financial guarantee issued by the Group. The Group's time deposits and bank balances are deposited with banks of high credit quality in Hong Kong, Mainland China and overseas.

The Group made transactions with counterparties with acceptable credit quality in conformance to the Group's treasury policies to minimise credit exposure. Acceptable credit ratings from reputable credit rating agencies and scrutiny of financials for non-rated counterparties are two important criteria in the selection of counterparties. The credit quality of counterparties will be closely monitored over the life of the transaction. The Group reviews its financial counterparties periodically in order to reduce credit risk concentrations relative to the underlying size and credit strength of each counterparty.

In an attempt to forestall adverse market movement, the Group also monitors potential exposures to each financial institution counterparty. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險

倘若結算對手無法履行彼等於二零一四年十二月三十一日之責任，本集團承受有關各類已確認金融資產之最大信貸風險為：(a)綜合財務狀況報表所列該等資產之賬面值；及(b)本集團提供之財務擔保，其為與本集團發行財務擔保有關之或然負債之金額。本集團之定期存款及銀行結餘存於香港、中國大陸及海外較高信貸質素之銀行。

本集團與符合集團庫務政策所訂信貸評級良好之交易方進行交易，以盡量降低信貸風險。揀選交易方之兩項重要原則，是由有信譽之信貸評級機構發出可接受的信貸評級，以及對沒有評級之交易方進行財務評審。本集團會在整個交易期內密切監察交易方之信貸質素。此外，本集團會定期為與其交易之財務機構進行評審，以減低與各交易方相關規模及信貸強度有關之集中信貸之風險。

為不利之市場變動預先作準備，本集團亦監察每間金融機構交易方之潛在風險。此外，於報告期末，本集團檢討每宗個別貿易債項之可收回金額，確保就無法收回款項作出足夠之減值虧損。就此而言，董事認為本集團之信貸風險已大幅降低。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Credit risk** (Cont'd)

Investments in debt securities are limited to financial institutions or investment counterparty with high quality. When making decisions on investments in securities, the management of the Group has also made reference to the credit ratings of the issuers and guarantors (if any) which, however, are not an assurance as to the issuers and/or guarantors' creditworthiness or the risks, returns or suitability of the security. Risks in particular specific to certain types of bonds held by the Group are: (i) high yield bonds – they in general carry high credit risk as they are often subject to higher risk of issuer default as they are typically rated below investment grade or are unrated; and (ii) perpetual bonds – their coupon payments may be deferred or suspended subject to the terms and conditions of the bonds and they are often callable after a call protection period (related risk is detailed in the liquidity risk below). Other than the above, there may be additional risks associated with trading of bonds over-the-counter (“OTC”) because OTC transactions are generally subject to limited regulation and therefore less transparent in transaction details such as volume, price formation, etc. There may also be additional risks for investments located in an emerging market which may involve certain risks associated with political and economic uncertainty. In view of the specific risks above, the Group has appointed a special team to closely monitor the risks as disclosed in Note 5(b)(iii) above.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險 (續)

債務證券之投資只限於以高質素之金融機構或投資交易方。於作出證券投資決定時，本集團之管理層亦參照發行人及保證人（如有）之信貸評級，然而，有關評級並非發行人及／或保證人信譽或證券風險、回報或合適性之保證。本集團所持若干債券類別之特定風險為：(i) 高息債券—一般附帶高信貸風險，原因為有關債券評級一般低於投資級別或不獲評級，因此通常面對較高發行人違約風險；及(ii) 永久債券—視乎債券條款及條件，其票息可能遞延或暫停支付，且通常可於贖回禁止期後可贖回（相關風險詳情列於下文流動資金風險一節）。除上文所述者外，倘有可能面對與場外（「場外」）債券買賣相關之額外風險，原因為場外交易所受規管一般有限，因而在交投量、價格形成等交易詳情方面透明度較低。此外，亦可能面對位於新興市場之投資之額外風險，新興市場可能涉及若干與政治及經濟不明朗因素相關之風險。鑑於上述之特定風險，本集團已委任特別小組密切監察有關風險（如上文附註5(b)(iii)項所披露）。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies (Cont'd)

Credit risk (Cont'd)

Certain mortgagee banks have provided end-user financing to purchasers of stock of properties located in Mainland China and the Group has provided repurchase guarantees to these mortgagee banks for securing the obligations of such purchasers for repayments.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with any accrued interest and penalty owed by the defaulted purchasers to the mortgagee banks. Under such circumstances, the Group is able to sell the properties to recover any amounts paid by the Group to the mortgagee banks. In this regard, the Directors consider that the Group's credit risk is significantly reduced. Nevertheless, the net realisable values of the relevant properties are subject to the fluctuation of the property market in general, the management of the Group, by reference to the valuation conducted by independent qualified professional valuer, assesses at the end of each reporting period the liabilities based on the current estimates of future cash flows. At the end of the reporting period, the above guarantees to banks were stated at fair value by reference to the valuation conducted by an independent professional valuer in these consolidated financial statements.

The Group's concentration of credit risk by geographical location is mainly in Hong Kong and Mainland China. The Group is subject to investment concentration risk as there are bonds investment with a single issuer of approximately HK\$2,969,703,000 as at 31st December, 2014 which represents a majority proportion of the Group's investment portfolio as determined by the management of the Group. Investment concentration risk may materialise when the market in which that bonds are traded is constricted (related risk is detailed in liquidity risk below), or when the fair value of that bonds are declined (related risk is detailed in price risk above). The Group also monitors regularly to avoid over-concentration (such as investment products and underlying foreign exchange, etc) of the investment portfolio.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

信貸風險 (續)

若干按揭銀行向位於中國大陸物業存貨之買家提供最終用戶融資，而本集團已向該等按揭銀行提供回購擔保，保證該等買家履行還款責任。

根據擔保條款，倘該等買家拖欠按揭還款，本集團有責任向按揭銀行償還該等買家拖欠之未償還按揭本金，並連同任何應計利息及罰款。在此等狀況下，本集團可將物業出售以取回任何由本集團支付予按揭銀行的款項。就此而言，本公司董事認為本集團的信貸風險已大幅減低。然而，有關物業之可變現淨值普遍受物業市場波動影響，而本集團管理層參考由獨立合資格專業估值師進行之估值，於各報告期末按現時預測之未來現金流量評估負債。於報告期末，以上授予銀行之擔保於本綜合財務報表以公平值列賬，公平值乃參考獨立專業估值師之估值。

本集團按地域集中承擔信貸風險之地區主要為香港及中國大陸。於二零一四年十二月三十一日，由本集團之管理層決策之投資組合佔大部分比例由單一發行人發行之債券投資約2,969,703,000港元，因此，本集團將面對集中投資風險。當有關債券於受限制市場買賣（相關風險詳情列於下文流動資金風險一節），或當該債券之公平值下降（相關風險詳情列於上文價格風險一節），集中投資風險將會較為顯著。本集團亦定期監察投資組合，以免過度集中（如投資產品及相關外匯等）。

5. FINANCIAL INSTRUMENTS (Cont'd)

(b) Financial risk management objectives and policies
(Cont'd)**Liquidity risk**

The Group's certain investments held-for-trading and bonds were pledged to the Group's financial institutions to secure margin and securities facilities granted to the Group in respect of securities transactions. Under adverse market conditions, the Group may be called by the financial institutions upon at short notice to make deposit to repay the margin loans. If the required deposits are not made within the prescribed time, the Group's securities may be liquidated by the financial institutions without the Group's consent.

Certain bonds held by the Group carry fixed-rate coupon are accompanied with call rights, the issuers may call and redeem the debt securities early if interest rates fall. The Group may face reinvestment risk when issuers exercised its right to redeem the bond before it matures. Besides, some bonds may not have active secondary market. In case of the market in which the bonds are traded is illiquid, the Group may run the risk of either having to retain the investment until the end of the term or selling it before maturity at an unfavourable price.

The Group manages liquidity risk by maintaining adequate bank deposits and cash, monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The liquidity risk is under continuous monitoring by the management of the Group. Reports with maturity dates of bank borrowings and thus the liquidity requirement are provided to the management of the Group for review periodically. The management of the Group will contact the bankers for renewals of bank borrowings whenever necessary.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險

本集團若干持作買賣投資及債券已就本集團有關證券交易獲授之保證金及證券融資抵押予本集團之金融機構。倘出現不利市況，金融機構可能向本集團發出短期通知催繳存款，以償還保證金貸款。倘本集團未有於指定時限內繳付存款，則金融機構可在未經本集團同意而將其證券變現。

本集團所持若干債券按固定票息計息，並附帶收回權利，如利率下跌，發行人可提早收回及贖回債務證券。倘發行人行使權利於債券到期前贖回債券，則本集團可能面對再投資風險。此外，部分債券可能並無活躍第二市場。倘有關債券市場成交流通量不足，本集團可能需要承擔風險，持有投資直至到期，或於到期前以不利價格出售。

本集團通過維持充足銀行存款及現金、監管預測及實際現金流量以及配合金融資產及負債之到期時間表，藉此管理流動資金。

本集團之管理層持續監管流動資金風險。載有銀行借貸到期日及與有關之流動資金需求之報告定期向本集團之管理層發出供審閱。必要時，本集團之管理層將聯絡往來銀行將銀行借貸續期。

下表詳列本集團非衍生金融負債按協定還款條款之餘下合約到期情況。各表乃按本集團可被要求付款之最早日期根據金融負債之未貼現現金流量編製，當中包括利息及本金之現金流量。

For the year ended 31st December, 2014 截至二零一四年十二月三十一日止年度

5. FINANCIAL INSTRUMENTS (Cont'd)

 (b) Financial risk management objectives and policies
(Cont'd)

Liquidity risk (Cont'd)

5. 金融工具 (續)

(b) 金融風險管理目標及政策 (續)

流動資金風險 (續)

		At 31st December, 2014 於二零一四年十二月三十一日				
		Weighted average effective interest rate 加權平均 實際利率	Within 1 year 一年內 HK\$'000 千港元	Within 2 to 5 years 兩年至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Total carrying amount 賬面值 總額 HK\$'000 千港元
Non-derivative financial liabilities	非衍生金融負債					
Borrowings	借貸	3.20%	7,167,837	10,454,356	17,622,193	16,548,928
Creditors and accruals	應付賬項及應計款項	-	1,503,076	-	1,503,076	1,503,076
Securities trading and margin payable	應付證券交易賬項及保證金	-	45,478	-	45,478	45,478
Amounts due to associates	欠負聯營公司款項	-	-	58,419	58,419	58,419
Amounts due to investee companies	欠負接受投資公司款項	-	-	27,085	27,085	27,085
Amounts due to non-controlling shareholders	欠負非控股股東款項					
- Interest-bearing	- 計息	11.25%	-	200,893	200,893	180,578
- Interest-free	- 免息	-	-	309,061	309,061	309,061
Financial guarantee liabilities	財務擔保負債					
- Current	- 流動性質	-	323,172	-	323,172	102
- Non-current	- 非流動性質	-	-	526,092	526,092	-
Total	總額		9,039,563	11,575,906	20,615,469	18,672,727

		At 31st December, 2013 於二零一三年十二月三十一日				
		Weighted average effective interest rate 加權平均 實際利率	Within 1 year 一年內 HK\$'000 千港元	Within 2 to 5 years 兩年至五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Total carrying amount 賬面值 總額 HK\$'000 千港元
Non-derivative financial liabilities	非衍生金融負債					
Borrowings	借貸	2.58%	7,929,941	17,510,267	25,440,208	23,910,976
Creditors and accruals	應付賬項及應計款項	-	1,794,252	-	1,794,252	1,794,252
Securities trading and margin payable	應付證券交易賬項及保證金	-	15,136	-	15,136	15,136
Amounts due to associates	欠負聯營公司款項	-	-	58,727	58,727	58,727
Amounts due to investee companies	欠負接受投資公司款項	-	-	402,685	402,685	402,685
Amounts due to non-controlling shareholders	欠負非控股股東款項					
- Interest-bearing	- 計息	11.25%	-	163,758	163,758	147,198
- Interest-free	- 免息	-	-	222,038	222,038	222,038
Financial guarantee liabilities	財務擔保負債					
- Current	- 流動性質	-	196,113	-	196,113	37
- Non-current	- 非流動性質	-	-	829,600	829,600	-
Total	總額		9,935,442	19,187,075	29,122,517	26,551,049

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements

Financial instruments measured at fair value

The following table analysed the financial instruments which are measured at fair value into the three-level hierarchy.

Financial assets/ financial liabilities 金融資產/金融負債	Fair value 公平值 2014 HK\$'000 千港元	2013 HK\$'000 千港元	Fair value hierarchy 公平值分級制	Valuation techniques and key inputs 估值技術及主要數據	Significant unobservable inputs 重大非可觀察數據
Financial assets 金融資產					
Listed equity securities classified as investments held-for-trading 分類為持作買賣之投資之 上市股本證券	501,944	894,816	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Bonds classified as financial assets designated as at fair value through profit or loss 分類為指定為通過損益 以反映公平值之 金融資產之債券	4,626,840	12,118,324	Level 1 第一級	Quoted prices in active markets 活躍市場之報價	N/A 不適用
Unlisted equity securities classified as available-for-sale investments (note (i)) 分類為待售投資之 非上市股本證券 (附註(i))	93,515	71,713	Level 3 第三級	Discounted cash flow: forecast dividend income, discount rate and contract terms (if any) 貼現現金流量: 預測之股息收入、貼現率及 合約條款(如有)	Forecast dividend income taking into account management's experience, dividend records over the past years and the estimated terminal value (note (ii)) 預測之股息收入乃參照管理層 經驗、過往年度之股息記錄 及估算之最終價值(附註(ii)) Discount rate ranging from 1% below Prime to Prime (note (ii)) 貼現率為介乎最優惠利率 減1厘至最優惠利率(附註(ii))
	5,222,299	13,084,853			
Financial liabilities 金融負債					
Financial guarantee liabilities 財務擔保負債	102	37	Level 3 第三級	Trinomial Option Pricing Model (note (iii)) 三項式期權定價模式 (附註(iii))	Volatility ranging from 4.54% to 28.12% (2013: 4.78% to 25.53%) (note (iv)) 波動性範圍由 4.54%至28.12%(二零一三年: 4.78%至25.53%)(附註(iv))

Notes:

- (i) The carrying amount as at 31st December, 2014 mainly comprised 6.475% equity investment in New Hong Kong Tunnel Company Limited of approximately HK\$92,585,000 (2013: HK\$70,755,000).
- (ii) The higher the forecast dividend income and terminal value, the higher the fair value. The higher the discount rate, the lower the fair value.
- (iii) The key inputs for the Trinomial Option Pricing Model included net asset value/market value, exercise price, time to maturity, risk-free interest rate and volatility of the underlying assets.
- (iv) The higher the volatility, the higher the fair value.

附註:

- (i) 於二零一四年十二月三十一日之賬面值主要包括約為92,585,000港元(二零一三年: 70,755,000港元)於新香港隧道有限公司之6.475%股本投資。
- (ii) 預測之股息收入及最終價值越高, 公平值越高。貼現率越高, 公平值越低。
- (iii) 三項式期權定價模式之主要數據包括相關資產之資產淨值/市值、行使價、到期期限、無風險利率及波動性。
- (iv) 波動性越大, 公平值越高。

5. 金融工具(續)

(c) 公平值計量

以公平值計量之金融工具

下表為以公平值計量之金融工具之三級分級制分析。

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy during the years ended 31st December, 2014 and 2013 and no change in valuation techniques used in the prior years.

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of each reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in Level 1.

The movement in the balances of Level 3 fair value measurement is as follows:

5. 金融工具 (續)

(c) 公平值計量 (續)

以公平值計量之金融工具 (續)

公平值分級制內第一級、第二級及第三級之間於截至二零一四年及二零一三年十二月三十一日止年度內並無轉撥及往年所用之估值技術亦無轉變。

於活躍市場買賣之金融工具之公平值即各報告期末所報之市價。倘即時及定時透過交易所、交易商、經紀、業界組別、報價服務或監管機構獲得報價，且該等價格屬實際及定期按公平基準進行之市場交易，則市場可視為活躍。本集團所持金融資產所用之市場報價為目前之買入價。此等工具已計入第一級。

第三級公平值計量結餘之變動如下：

		Unlisted equity securities classified as available-for-sale investments 分類為待售投資 之非上市股本證券	Financial guarantee liabilities 財務 擔保負債
		HK\$'000 千港元	HK\$'000 千港元
At 1st January, 2013	於二零一三年一月一日	98,242	—
Net unrealised losses recognised in other comprehensive income during the year	於年內其他全面收益確認之 未變現虧損淨額	(26,529)	—
Fair value changes recognised in profit or loss during the year	於年內於損益確認之 公平值變動	—	(37)
At 31st December, 2013	於二零一三年十二月三十一日	71,713	(37)
Net unrealised gains recognised in other comprehensive income during the year	於年內其他全面收益確認之 未變現收益淨額	21,802	—
Fair value changes recognised in profit or loss during the year	於年內於損益確認之 公平值變動	—	(65)
At 31st December, 2014	於二零一四年十二月三十一日	93,515	(102)

5. FINANCIAL INSTRUMENTS (Cont'd)

(c) Fair value measurements (Cont'd)

Financial instruments measured at fair value (Cont'd)

All of the above gains and losses included in other comprehensive income for the current and prior years relate to unquoted equity investments held at the end of the reporting period and are reported as changes of "Securities Investments Reserve".

Financial instruments not measured at fair value

The Directors consider that the carrying amounts of the Group's financial instruments that are not measured at fair value approximate to their fair values.

6. CAPITAL RISK MANAGEMENT

The Group's primary objectives when managing capital are to safeguard the abilities of the entities in the Group to continue as a going concern, so that it can continue to provide returns for shareholders of the Company and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Directors actively and regularly review and manage the Group's capital structure to maximise the returns to shareholders of the Company through the optimisation of the debt afforded by a sound capital position, and make adjustments to the capital structure in light of changes in economic conditions. The Group's overall strategy remains unchanged from 2013.

During the year ended 31st December, 2014, the capital structure of the Group mainly consists of debts, which include borrowings from banks and other financial institutions, pledged deposits, time deposits, bank balances and cash, and equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits. The Directors consider the cost of capital and the risks associated with each class of capital to monitor its capital structure on the basis of a gearing ratio. The Group has a target gearing ratio not higher than 50%, determined as the proportion of net debt to equity. This ratio is expressed by as a percentage of net borrowings over the total equity. Net borrowings are calculated as total borrowings (as shown in the consolidated statement of financial position) less cash and cash equivalents.

5. 金融工具 (續)

(c) 公平值計量 (續)

以公平值計量之金融工具 (續)

上述所有計入本年度及過往年度其他全面收益之收益及虧損涉及於報告期末持有之無報價股本投資，並列報為「證券投資儲備」之變動。

非以公平值計量之金融工具

董事認為本集團非以公平值計量之金融工具之賬面值與其公平值相若。

6. 資本風險管理

本集團通過根據風險水平給予產品及服務相應定價，及確保按合理成本取得融資之方式管理資本，主要目標為保持本集團之實體持續經營之能力，以確保本集團能為本公司股東持續提供回報，並為其他權益相關者提供利益。

董事積極並定時檢討及管理本集團之資本架構，透過以完善資本狀況支持優化債務及於經濟條件發生變動時對資本架構作出調整，為本公司股東爭取最大之回報。本集團整體策略與二零一三年保持不變。

於截至二零一四年十二月三十一日止年度，本集團之資本架構主要由債務（包括銀行及其他金融機構之借貸）、抵押存款、定期存款、銀行結餘及現金以及本公司擁有人之應佔股本權益組成，包括已發行股本、儲備及保留溢利。董事考慮股本之成本及各類股本相關之風險，以按資本與負債比率監管其資本架構。本集團之資本與負債比率之目標不高於50%，按債務淨額與股本權益之比例釐定。該比率表述為借貸淨額與股本權益總額之百分比。借貸淨額乃按借貸總額（如綜合財務狀況報表所示）減現金及現金等值項目計算。

6. CAPITAL RISK MANAGEMENT (Cont'd)

6. 資本風險管理 (續)

The gearing ratios were as follows:

資本與負債比率如下：

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Borrowings – due within one year (note (i))	借貸 – 一年內到期 (附註(i))	6,707,935	7,386,683
Borrowings – due after one year (note (i))	借貸 – 一年後到期 (附註(i))	9,840,993	16,524,293
Total debt (note (i))	債務總額 (附註(i))	16,548,928	23,910,976
Cash and cash equivalents (note (ii))	現金及現金等值項目 (附註(ii))	(5,587,906)	(5,092,833)
Net debt	債務淨額	10,961,022	18,818,143
Net debt	債務淨額	10,961,022	18,818,143
Listed securities investments and treasury products (note (iii))	上市證券投資及 財資產品 (附註(iii))	(5,128,784)	(13,013,140)
Net debt (net debt less listed securities investments and treasury products)	債務淨額 (債務淨額減上市證券 投資及財資產品)	5,832,238	5,805,003
Total equity (note (iv))	股本權益總額 (附註(iv))	41,652,593	47,189,765
Net debt to equity ratio (excluding listed securities investments and treasury products)	債務淨額與股本權益比率 (不包括上市證券投資及 財資產品)	26.3%	39.9%
Net debt to equity ratio (including listed securities investments and treasury products)	債務淨額與股本權益比率 (包括上市證券投資及 財資產品)	14.0%	12.3%

Notes:

- (i) Borrowings (excluding bank borrowing classified as liabilities directly associated with assets classified as held for sale) are detailed in Note 39.
- (ii) Cash and cash equivalents comprise pledged deposits, time deposits, bank balances and cash (excluding bank balances and cash presented as assets classified as held for sale) at the end of the reporting period.
- (iii) Listed securities investments and treasury products are detailed in Notes 34 and 35.
- (iv) Total equity includes issued share capital, reserves, retained profits and non-controlling interests at the end of the reporting period.

附註：

- (i) 借貸 (不包括計入與列為持作出售之資產直接相關之負債中的銀行借貸) 於附註39詳述。
- (ii) 於報告期末之現金及現金等值項目包括抵押存款、定期存款、銀行結餘及現金 (不包括呈列於列為持作出售資產之銀行結餘及現金)。
- (iii) 上市證券投資及財資產品於附註34及35詳述。
- (iv) 於報告期末之已發行股本權益總額包括所有股本、儲備、保留溢利及非控股權益。

6. CAPITAL RISK MANAGEMENT (Cont'd)

The decrease in net debt to equity ratio (excluding listed securities investments and treasury products) was mainly due to the decrease in net debt. The decrease in net debt was mainly attributable to the decrease in borrowings.

In relation to brokerage business, Fair Eagle Finance Credit Limited, Fair Eagle Futures Company Limited and Fair Eagle Securities Company Limited, three wholly-owned subsidiaries of the Company, are required to maintain financial resources in accordance with the specified amount requirements that apply to them under the Securities and Futures Ordinance imposed by Securities and Futures Commission. The requirements are internally reviewed on a daily basis and reports are required to submit to Securities and Futures Commission monthly. Full compliance is observed during the year.

In relation to the wholly foreign-owned enterprises for carrying out property development projects and consultancy services in Mainland China, the Group is required to pay up before March 2016 the unpaid registered capital for wholly-owned subsidiaries including 愛美高實業(成都)有限公司 of approximately US\$79.84 million and 義建(上海)投資顧問有限公司 of US\$0.40 million in accordance with the relevant laws, rules and regulations of the PRC.

Save as disclosed above, neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

7. REVENUE

Revenue represents the aggregate amount received and receivable from property rental income, sales of properties held for sale, gains/losses from sales of investments held-for-trading, hotel operation income, commission from brokerage, settlement charges from brokerage, cosmetic goods sold less returns and interest income from loan financing, analysed as follows:

Continuing operations	持續經營業務
Property rental income	物業租金收入
Sales of properties held for sale	持作出售物業之銷售
Gains (losses) on sales of investments held-for-trading	出售持作買賣之投資收益(虧損)
Hotel operation income	酒店業務收入
Brokerage and cosmetic income	經紀服務及化妝品銷售收入
Interest income from loan financing	貸款融資利息收入

6. 資本風險管理 (續)

債務淨額與股本權益比率(不包括上市證券投資及財資產品)之所以下降,主要由於債務淨額減少,債務淨額減少主要歸因於借貸減少所致。

就經紀業務而言,本公司三間全資擁有附屬公司天發金融有限公司、天發期貨有限公司及天發證券有限公司須按證券及期貨事務監察委員會所頒布適用於彼等之證券及期貨條例特定金額要求而保持財務資源。該要求每日經內部檢討並須每月向證券及期貨事務監察委員會遞交報告。於本年度已悉數遵守。

就外商獨資企業於中國大陸進行物業發展項目及顧問服務而言,本集團須按中國相關法律、規則及法規要求,須於二零一六年三月前為全資擁有附屬公司支付其未付之註冊資本,公司包括愛美高實業(成都)有限公司約79,840,000美元及義建(上海)投資顧問有限公司約400,000美元。

除上文披露者外,本公司或其任何附屬公司並不受外來股本要求之限制。

7. 收入

收入指已收及應收之物業租金收入、持作出售物業之銷售、出售持作買賣之投資收益/虧損、酒店業務收入、經紀佣金、經紀服務之交易費用、扣除退貨後之化妝品銷售以及貸款融資利息收入之合計金額,分析如下:

2014	2013
HK\$'000	HK\$'000
千港元	千港元
1,939,378	1,791,257
617,086	4,651,665
29,074	(44,399)
25,356	–
16,389	18,555
5	35,648
2,627,288	6,452,726

8. OPERATING SEGMENTS

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions.

The Group has six reportable segments – (i) property development and trading; (ii) property leasing for retail; (iii) property leasing for non-retail; (iv) listed available-for-sale equity investments; (v) listed investments held-for-trading and treasury products; and (vi) unlisted investments, investment holding and brokerage. The segmentations are based on the information about the operation of the Group that the management of the Group uses to make decisions.

Principal activities are as follows:

Property development and trading	–	Property development and sales of trading properties
Property leasing		
– Retail	–	Property leasing from retail properties
– Non-retail	–	Property leasing from non-retail properties
Listed available-for-sale equity investments	–	Listed equity securities in available-for-sale investments
Listed investments held-for-trading and treasury products	–	Listed securities investments in investments held-for-trading, over-the-counter trading and structured products
Unlisted investments, investment holding and brokerage	–	Unlisted securities investments, trading and brokerage

The reportable segment of “floating rate and fixed rate notes” on available-for-sale investments was discontinued since the year ended 31st December, 2012 as a result of the disposals of two listed subsidiaries of the Group. Details of the discontinued operation are set out in Note 12.

8. 營運分類

本集團根據主要營運決策者用於作出策略決定時審閱之報告釐定營運分類。

本集團擁有六項可呈報分類—(i)物業發展及買賣、(ii)零售物業租賃、(iii)非零售物業租賃、(iv)待售之上市股本投資、(v)持作買賣之上市投資及財資產品及(vi)非上市投資、投資控股及經紀服務。上述分類方式乃基於本集團管理層用以作出決策之本集團營運資料。

主要業務活動如下：

物業發展及買賣	–	物業發展及買賣 物業銷售
物業租賃		
– 零售	–	來自零售物業租賃
– 非零售	–	來自非零售物業租賃
待售之上市股本投資	–	於待售投資之上市股本證券投資
持作買賣之上市投資及財資產品	–	於持作買賣之上市證券投資、場外交 易及結構性產品
非上市投資、投資控股及經紀服務	–	非上市證券投資、買賣及經紀服務

由於本集團已出售兩間上市附屬公司，於待售投資之「浮息及定息票據」之可呈報分類已自二零一二年十二月三十一日止年度終止，已終止經營業務之詳情列載於附註12內。

8. OPERATING SEGMENTS (Cont'd)

The Group evaluates performance on the basis of profit or loss from operations after tax expense and non-controlling interests but not including the major non-cash items. The major non-cash items are unrealised fair value changes on investments properties and other properties together with their, if applicable, respective deferred tax. No intersegment revenue is accounted for as the intersegment revenue is mainly the rental income for administrative purpose.

The Group's measurement methods used to determine reported segment profit or loss remain unchanged from 2013.

The Group's reportable segments are strategic business units that operate different activities. They are managed separately because each business unit has different markets and requires different marketing strategies.

Further, the business units are also managed to operate in different countries separately. Revenue and result are attributed to countries on the basis of the property location.

There was no major customer who individually accounted for over 10% of the Group's revenue.

8. 營運分類 (續)

本集團以扣除稅項開支及非控股權益後之經營損益(惟不包括主要非現金項目)為基準評估表現。主要非現金項目為投資物業及其他物業之未變現公平值變動連同其相關之遞延稅項(如適用)。由於分類間之收入主要為就行政目的之租金收入,因此並無將分類間之收入入賬。

本集團用作釐定已呈報分類溢利或虧損之計量方式與二零一三年維持不變。

本集團可呈報分類為策略業務單元,以營運不同活動。由於各業務單元擁有不同市場,且要求不同市場策略,故彼等受個別管理。

此外,業務單元亦於不同國家受個別營運管理。各國應佔收入及業績乃按物業所在地為基準。

並無主要客戶個別佔多於本集團收入之10%。

8. OPERATING SEGMENTS (Cont'd)

Operating segment information is presented below:

Consolidated Statement of Comprehensive Income

For the year ended 31st December, 2014

8. 營運分類 (續)

營運分類資料呈列如下：

綜合全面收益報表

截至二零一四年十二月三十一日止年度

	Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資 HK\$'000 千港元	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品 HK\$'000 千港元	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 所有其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
		Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元					
Continuing operations								
Major cash items excluding in revenue								
- Hong Kong	-	-	-	-	466,881	-	-	466,881
- Other countries	-	-	-	-	11,135,671	-	-	11,135,671
	-	-	-	-	11,602,552	-	-	11,602,552
Revenue								
Revenue from external customers								
- Hong Kong	206,590	1,212,742	418,318	-	29,074	5,772	10,622	1,883,118
- Mainland China	410,496	61,159	44,095	-	-	-	25,356	541,106
- United Kingdom	-	5,576	197,488	-	-	-	-	203,064
	617,086	1,279,477	659,901	-	29,074	5,772	35,978	2,627,288
Revenue from external customers after non-controlling interests								
Attributable property sales from associates/investee								
- Hong Kong	1,491,160	-	-	-	-	-	-	1,491,160
Attributable rental revenue from associates/investee								
- Hong Kong	-	18,960	34,652	-	-	-	-	53,612
- Mainland China	-	76,279	91,332	-	-	-	-	167,611
	2,056,599	1,373,507	785,476	-	29,074	5,772	35,978	4,286,406
Result								
Segment result								
- Hong Kong	486,893	1,162,125	393,900	-	111,291	41,559	18,119	2,213,887
- Mainland China	236,745	54,692	38,324	-	-	33,169	(11,513)	351,417
- United Kingdom	-	5,446	192,878	-	-	-	-	198,324
- Other countries	-	-	-	-	114,218	29	-	114,247
	723,638	1,222,263	625,102	-	225,509	74,757	6,606	2,877,875

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Comprehensive Income (Cont'd)

綜合全面收益報表 (續)

For the year ended 31st December, 2014

截至二零一四年十二月三十一日止年度

		Property leasing 物業租賃		Listed available-for- sale equity investments	Listed investments held-for- trading and treasury products 持作買賣之 上市投資及 財資產品	Unlisted investments, investment holding and brokerage 非上市投資、 投資控股及 經紀服務	All other segments 所有 其他分類	Consolidated
		Retail	Non-retail					
	物業發展及 買賣	零售	非零售	待售之上市 股本投資	上市投資及 財資產品	非上市投資、 投資控股及 經紀服務	所有 其他分類	綜合
	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
Share of results of associates	攤佔聯營公司業績							
- Attributable property sales, net	- 應佔物業銷售淨額							
- Hong Kong	- 香港	15,645	-	-	-	-	-	15,645
- Attributable gross income	- 應佔收入總額							
- Hong Kong	- 香港	-	17,905	33,561	-	-	1,732	53,198
- Mainland China	- 中國大陸	-	76,279	91,332	-	-	-	167,611
- Attributable operating cost	- 應佔營運成本							
- Hong Kong	- 香港	-	(1,464)	(5,680)	-	-	-	(7,144)
- Mainland China	- 中國大陸	-	(31,885)	(14,917)	-	-	-	(46,802)
Non-controlling interests	非控股權益	(24,261)	(1,096)	(371)	-	-	-	(25,728)
		715,022	1,282,002	729,027	-	225,509	74,757	3,034,655
Other income and expenses, net	其他收入及開支淨額	(61,044)	242	-	-	1,410	(60,714)	(120,106)
Costs of development recognised in respect of property project in Macau	就澳門物業項目之 確認發展成本	(6,503)	-	-	-	-	-	(6,503)
Loss on disposals of investment properties	出售投資物業之虧損	-	(6,750)	-	-	-	-	(6,750)
Finance (costs) income	財務(費用)收入	-	(3,071)	(108,762)	-	10,673	-	(101,160)
Other gains and losses, net	其他收益及虧損淨額	(65)	(5,146)	-	-	-	-	(5,211)
Share of results of associates	攤佔聯營公司業績							
- Income tax and others	- 所得稅及其他	(15,911)	(35,862)	(38,731)	-	-	(107)	(90,611)
Non-controlling interests	非控股權益	(16)	(5)	-	-	-	-	(21)
		631,483	1,231,410	581,534	-	236,182	(52,483)	2,704,293
Unallocated items	未分攤項目							
Unallocated corporate expenses, net	未分攤之公司開支淨額							(217,577)
Unallocated finance costs	未分攤之財務費用							(293,858)
Gain on disposal of subsidiaries	出售附屬公司之收益							2,917,579
Income tax expense	所得稅開支							(260,390)
Unallocated non-controlling interests	未分攤之非控股權益							17,777
Operating profit for the year from continuing operations attributable to owners of the Company	本公司擁有人應佔 本年度來自持續 經營業務之經營溢利							4,867,824
Operating profit for the year from discontinued operation attributable to owners of the Company	本公司擁有人應佔 本年度來自已終止 經營業務之經營溢利							-
Operating profit for the year from continuing and discontinued operations	本年度來自持續 經營業務及已終止 經營業務之經營溢利							4,867,824
Realised fair value changes on disposals of investment properties - Recognised in current year	出售投資物業之 已變現公平值變動 - 於本年度確認							(286)
Major non-cash items	主要非現金項目							
- Unrealised fair value changes on investment properties (including share of results of associates and non-controlling interests)	- 未變現之投資 物業之公平值 變動(包括攤佔 聯營公司業績及 非控股權益)							3,872,858
- Deferred tax credit	- 遞延稅項撥回							4,531
Profit for the year from continuing and discontinued operations attributable to owners of the Company	本公司擁有人應佔 本年度來自持續 經營業務及已終止 經營業務之溢利							8,744,927

8. OPERATING SEGMENTS (Cont'd)

Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2014

8. 營運分類 (續)

綜合全面收益報表 (續)

截至二零一四年十二月三十一日止年度

		HK\$'000
		千港元
Core profit (excluding major non-cash items)	核心溢利 (不包括主要非現金項目)	
Operating profit for the year from continuing and discontinued operations	本年度來自持續經營業務及已終止經營業務之經營溢利	4,867,824
Major accumulated realised fair value changes on disposals of investment properties in current year	於本年度出售投資物業之主要累積已變現公平值變動	
– Recognised in current year	– 於本年度確認	(286)
– Recognised in prior years	– 於過往年度確認	54,968
Core profit for the year from continuing and discontinued operations attributable to owners of the Company	本公司擁有人應佔本年度來自持續經營業務及已終止經營業務之核心溢利	4,922,506

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Financial Position

At 31st December, 2014

綜合財務狀況報表

於二零一四年十二月三十一日

	Property development and trading	Property leasing 物業租賃		Listed available-for-sale equity investments	Listed investments held-for-trading and treasury products 持作買賣之上市投資及 財務產品	Unlisted investments, investment holding and brokerage 非上市投資、 投資控股及 經紀服務	All other segments	Consolidated	
		Retail	Non-retail						
	物業發展及買賣 HK\$'000 千港元	零售 HK\$'000 千港元	非零售 HK\$'000 千港元	待售之上市股本投資 HK\$'000 千港元	上市投資及財務產品 HK\$'000 千港元	非上市投資、投資控股及經紀服務 HK\$'000 千港元	所有其他分類 HK\$'000 千港元	綜合 HK\$'000 千港元	
Assets									
Segment assets	分類資產								
- Hong Kong	—香港	4,021,211	19,755,263	11,449,659	-	501,944	807,812	51,681	36,587,570
- Mainland China	—中國大陸	5,733,566	1,283,423	1,077,995	-	-	374,931	1,788,424	10,258,339
- United Kingdom	—英國	-	162,219	4,903,280	-	-	-	-	5,065,499
- Other countries	—其他國家	-	-	-	-	4,895,072	77,653	-	4,972,725
Interests in associates	聯營公司權益								
- Hong Kong	—香港	34,330	524,413	1,184,676	-	-	1,481	30,102	1,775,002
- Mainland China	—中國大陸	143,105	95,344	471,316	-	-	-	-	709,765
Advances to associates	墊付聯營公司款項								
- Hong Kong	—香港	7,068	210	127	-	-	2	1,494	8,901
- Mainland China	—中國大陸	997,681	59,893	688,166	-	-	-	-	1,745,740
Reportable segment assets	可呈報分類資產	10,936,961	21,880,765	19,775,219	-	5,397,016	1,261,879	1,871,701	61,123,541
Assets classified as held for sale	列為持作出售之資產								9,442,062
Unallocated corporate assets	未分攤之公司資產								859,328
Consolidated total assets	綜合資產總額								71,424,931
Liabilities									
Segment liabilities	分類負債								
- Hong Kong	—香港	1,384,030	290,701	168,780	-	3	48,194	85,054	1,976,762
- Mainland China	—中國大陸	459,798	42,676	17,844	-	-	-	20,374	540,692
- United Kingdom	—英國	-	81,934	2,915,086	-	-	-	-	2,997,020
- Other countries	—其他國家	-	-	-	-	1,713,785	3	-	1,713,788
Reportable segment liabilities	可呈報分類負債	1,843,828	415,311	3,101,710	-	1,713,788	48,197	105,428	7,228,262
Liabilities directly associated with assets classified as held for sale	與列為持作出售之資產直接相關之負債								1,759,937
Unallocated corporate liabilities	未分攤之公司負債								20,784,139
Consolidated total liabilities	綜合負債總額								29,772,338
Additions to non-current assets (other than financial instruments and deferred tax assets)	添置至非流動資產 (金融工具及遞延稅項資產除外)	968,203	30,619	74,909	-	-	-	189,906	

8. OPERATING SEGMENTS (Cont'd)

Other Material Items

For the year ended 31st December, 2014

8. 營運分類 (續)

其他重大項目

截至二零一四年十二月三十一日止年度

		Continuing operations			Discontinued operation	Continuing and discontinued operations
		持續經營業務			已終止經營業務	持續經營業務及已終止經營業務
	Reportable segments total	Adjustments for unallocated	Adjustments for major non-cash items	Total	Total	Consolidated statement of comprehensive income total
	可呈報分類總額	未分攤之調整	主要非現金項目之調整	總額	總額	綜合全面收益報表總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Interest income	739,010	-	-	739,010	-	739,010
Finance costs	(101,160)	(293,858)	-	(395,018)	-	(395,018)
Net income (expenses)	637,850	(293,858)	-	343,992	-	343,992
Depreciation	-	(23,381)	-	(23,381)	-	(23,381)
Fair value changes on investment properties	-	(286)	3,777,424	3,777,138	-	3,777,138
Costs of development recognised in respect of property project in Macau	(6,503)	-	-	(6,503)	-	(6,503)
Share of results of associates	91,897	-	95,434	187,331	-	187,331
Income tax (expense) credit	-	(260,390)	4,531	(255,859)	-	(255,859)
Non-controlling interests	(25,749)	17,777	-	(7,972)	-	(7,972)

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Comprehensive Income

For the year ended 31st December, 2013

綜合全面收益報表

截至二零一三年十二月三十一日止年度

	Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃	Listed available-for-sale equity investments 待售之上市股本投資 HK\$'000 千港元	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品 HK\$'000 千港元	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 所有其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
		Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元				
Continuing operations	持續經營業務						
Major cash items excluding in revenue	收入以外之主要現金項目						
- Hong Kong	- 香港	-	-	-	2,434,160	-	2,434,160
- Other countries	- 其他國家	-	-	-	13,646,871	-	13,646,871
		-	-	-	16,081,031	-	16,081,031
Revenue	收入						
Revenue from external customers	來自外部客戶之收入						
- Hong Kong	- 香港	2,917,456	379,147	-	(45,623)	5,975	4,422,981
- Mainland China	- 中國大陸	1,734,209	47,687	-	-	-	1,836,507
- United Kingdom	- 英國	-	186,741	-	-	-	192,014
- Other countries	- 其他國家	-	-	-	1,224	-	1,224
		4,651,665	613,575	-	(44,399)	5,975	6,452,726
Revenue from external customers after non-controlling interests	來自扣除非控股權益後之外部客戶收入	3,922,523	613,302	-	(44,399)	5,975	5,722,593
Attributable property sales from associates	應佔聯營公司物業銷售	368,904	-	-	-	-	368,904
- Hong Kong	- 香港	-	-	-	-	-	-
Attributable rental revenue from associates	應佔聯營公司租金收入	-	27,971	-	-	-	43,773
- Hong Kong	- 香港	-	84,539	-	-	-	168,755
- Mainland China	- 中國大陸	-	-	-	-	-	-
		4,291,427	725,812	-	(44,399)	5,975	6,304,025
Result	業績						
Segment result	分類業績						
- Hong Kong	- 香港	939,006	367,812	-	(57,774)	42,455	2,421,923
- Mainland China	- 中國大陸	100,761	41,443	-	-	68,470	258,380
- United Kingdom	- 英國	-	186,564	-	-	-	191,832
- Other countries	- 其他國家	-	-	-	970,357	34	970,391
		1,039,767	595,819	-	912,583	110,959	3,842,526

For the year ended 31st December, 2014 截至二零一四年十二月三十一日止年度

8. OPERATING SEGMENTS (Cont'd)

Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2013

8. 營運分類 (續)

綜合全面收益報表 (續)

截至二零一三年十二月三十一日止年度

		Property development and trading	Property leasing 物業租賃		Listed available-for-sale equity investments	Listed investments held-for-trading and treasury products	Unlisted investments, investment holding and brokerage	All other segments	Consolidated
		物業發展及買賣	Retail	Non-retail	待售之上市股本投資	持作買賣之上市投資及財資產品	非上市投資、經紀服務及投資控股	所有其他分類	綜合
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Share of results of associates	攤佔聯營公司業績								
- Attributable property sales, net	- 應佔物業銷售淨額								
- Hong Kong	- 香港	116,248	-	-	-	-	-	-	116,248
- Attributable gross income	- 應佔收入總額								
- Hong Kong	- 香港	-	15,802	27,971	-	-	-	1,638	45,411
- Mainland China	- 中國大陸	-	84,216	84,539	-	-	-	-	168,755
- Attributable operating cost	- 應佔營運成本								
- Hong Kong	- 香港	-	(1,032)	(2,971)	-	-	-	-	(4,003)
- Mainland China	- 中國大陸	-	(47,304)	(14,993)	-	-	-	-	(62,297)
Non-controlling interests	非控股權益	(234,749)	(636)	(245)	-	-	-	-	(235,630)
		921,266	1,177,596	690,120	-	912,583	110,959	58,486	3,871,010
Other income	其他收入	3,313	1,708	-	-	-	-	-	5,021
Costs of development recognised in respect of property project in Macau	就澳門物業項目之確認發展成本	(22,035)	-	-	-	-	-	-	(22,035)
Loss on disposals of investment properties	出售投資物業之虧損	-	(130,370)	-	-	-	-	-	(130,370)
Finance costs	財務費用	-	(2,982)	(105,600)	-	(56,607)	-	-	(165,189)
Other gains and losses, net	其他收益及虧損淨額	-	-	4,275	-	-	-	-	4,275
Share of results of associates	攤佔聯營公司業績								
- Income tax and others	- 所得稅及其他	(12,312)	(28,008)	57,764	-	-	-	(888)	16,556
Non-controlling interests	非控股權益	(496)	(1,113)	-	-	-	-	-	(1,609)
		889,736	1,016,831	646,559	-	855,976	110,959	57,598	3,577,659
Unallocated items	未分攤項目								
Unallocated corporate expenses, net	未分攤之公司開支淨額								(253,037)
Unallocated finance costs	未分攤之財務費用								(288,400)
Gain on disposal of subsidiaries	出售附屬公司之收益								198,536
Income tax expense	所得稅開支								(379,992)
Unallocated non-controlling interests	未分攤之非控股權益								53,603
Operating profit for the year from continuing operations attributable to owners of the Company	本公司擁有人應佔本年度來自持續經營業務之經營溢利								2,908,369
Operating profit for the year from discontinued operation attributable to owners of the Company	本公司擁有人應佔本年度來自已終止經營業務之經營溢利								310
Operating profit for the year from continuing and discontinued operations	本年度來自持續經營業務及已終止經營業務之經營溢利								2,908,679
Realised fair value changes on disposals of investment properties - Recognised in current year	出售投資物業之已實現公平值變動 - 於本年度確認								491,433
Major non-cash items	主要非現金項目								
- Unrealised fair value changes on investment properties (including share of results of associates and non-controlling interests)	- 未變現之投資物業之公平值變動 (包括攤佔聯營公司業績及非控股權益)								2,981,552
- Deferred tax expense	- 遞延稅項開支								(63,927)
Profit for the year from continuing and discontinued operations attributable to owners of the Company	本公司擁有人應佔本年度來自持續經營業務及已終止經營業務之溢利								6,317,737

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Comprehensive Income (Cont'd)

綜合全面收益報表 (續)

For the year ended 31st December, 2013

截至二零一三年十二月三十一日止年度

		HK\$'000 千港元
Core profit (excluding major non-cash items)	核心溢利 (不包括主要非現金項目)	
Operating profit for the year from continuing and discontinued operations	本年度來自持續經營業務及已終止經營業務之經營溢利	2,908,679
Major accumulated realised fair value changes on disposals of investment properties in current year	於本年度出售投資物業之主要累積已變現公平值變動	
– Recognised in current year	– 於本年度確認	491,433
– Recognised in prior years	– 於過往年度確認	356,721
Core profit for the year from continuing and discontinued operations attributable to owners of the Company	本公司擁有人應佔本年度來自持續經營業務及已終止經營業務之核心溢利	3,756,833

8. OPERATING SEGMENTS (Cont'd)

8. 營運分類 (續)

Consolidated Statement of Financial Position

At 31st December, 2013

綜合財務狀況報表

於二零一三年十二月三十一日

		Property development and trading 物業發展及買賣 HK\$'000 千港元	Property leasing 物業租賃		Listed available-for-sale equity investments 待售之上市股本投資 HK\$'000 千港元	Listed investments held-for-trading and treasury products 持作買賣之上市投資及財資產品 HK\$'000 千港元	Unlisted investments, investment holding and brokerage 非上市投資、投資控股及經紀服務 HK\$'000 千港元	All other segments 所有其他分類 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
			Retail 零售 HK\$'000 千港元	Non-retail 非零售 HK\$'000 千港元					
Assets	資產								
Segment assets	分類資產								
- Hong Kong	- 香港	3,847,767	25,708,871	10,343,349	-	894,816	752,624	41,594,750	
- Mainland China and Macau	- 中國大陸及澳門	10,256,012	1,288,181	866,628	-	-	7,115	12,421,735	
- United Kingdom	- 英國	-	125,329	4,316,229	-	-	-	4,441,558	
- Other countries	- 其他國家	-	-	-	-	12,415,690	-	12,415,690	
Interests in associates	聯營公司權益								
- Hong Kong	- 香港	33,235	489,895	1,085,054	-	-	1,309	1,639,188	
- Mainland China	- 中國大陸	161,920	115,225	454,198	-	-	-	731,343	
Advances to associates	墊付聯營公司款項								
- Hong Kong	- 香港	7,096	204	137	-	-	2	8,916	
- Mainland China	- 中國大陸	987,345	60,190	645,568	-	-	-	1,693,103	
Reportable segment assets	可呈報分類資產	15,293,375	27,787,895	17,711,163	-	13,310,506	761,050	74,946,283	
Assets classified as held for sale	列為持作出售之資產							64,733	
Unallocated corporate assets	未分攤之公司資產							799,210	
Consolidated total assets	綜合資產總額							75,810,226	
Liabilities	負債								
Segment liabilities	分類負債								
- Hong Kong	- 香港	1,166,264	828,949	169,516	-	2	16,389	2,265,127	
- Mainland China and Macau	- 中國大陸及澳門	950,374	23,744	19,628	-	-	-	993,746	
- United Kingdom	- 英國	-	93,323	3,222,249	-	-	-	3,315,572	
- Other countries	- 其他國家	-	-	-	-	6,453,230	-	6,453,230	
Reportable segment liabilities	可呈報分類負債	2,116,638	946,016	3,411,393	-	6,453,232	16,389	13,027,675	
Unallocated corporate liabilities	未分攤之公司負債							15,592,786	
Consolidated total liabilities	綜合負債總額							28,620,461	
Additions to non-current assets (other than financial instruments and deferred tax assets)	添置至非流動資產 (金融工具及遞延稅項資產除外)								
		1,837,954	128,222	256,903	-	-	-	3,314	

8. OPERATING SEGMENTS (Cont'd)

Other Material Items

For the year ended 31st December, 2013

8. 營運分類 (續)

其他重大項目

截至二零一三年十二月三十一日止年度

		Continuing operations			Discontinued operation	Continuing and discontinued operations	
		持續經營業務			已終止經營業務	持續經營業務及已終止經營業務	
		Reportable segments total	Adjustments for unallocated	Adjustments for major non-cash items	Total	Consolidated statement of comprehensive income total	
		可呈報分類總額	未分攤之調整	主要非現金項目之調整	總額	綜合全面收益報表總額	
		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	
Interest income	利息收入	921,286	8,187	–	929,473	510	929,983
Finance costs	財務費用	(165,189)	(288,400)	–	(453,589)	–	(453,589)
Net income (expenses)	收入(開支)淨額	756,097	(280,213)	–	475,884	510	476,394
Depreciation	折舊	–	(18,525)	–	(18,525)	–	(18,525)
Fair value changes on investment properties	投資物業之公平值變動	–	491,433	2,911,426	3,402,859	–	3,402,859
Costs of development recognised in respect of property project in Macau	就澳門物業項目之確認發展成本	(22,035)	–	–	(22,035)	–	(22,035)
Share of results of associates	攤佔聯營公司業績	280,670	–	70,184	350,854	–	350,854
Income tax expense	所得稅開支	–	(379,992)	(63,927)	(443,919)	(38)	(443,957)
Non-controlling interests	非控股權益	(237,239)	53,603	(58)	(183,694)	(191)	(183,885)

9. OTHER INCOME

9. 其他收入

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Included in other income are:	其他收入包括：		
Continuing operations	持續經營業務		
Building management fee income	樓宇管理費收入	207,230	212,491
Building management fee expenses	樓宇管理費開支	(192,105)	(195,597)
		15,125	16,894
Forfeiture of deposits received on sales of stock of properties	沒收銷售物業存貨按金	264	252
Asset management and maintenance services income	資產管理及保養服務收入	11,556	15,049
Property management services, leasing administration services and property administration services income	物業管理服務、租務行政服務及物業行政服務收入	12,282	4,763
Advisory and consultancy services income	諮詢及顧問服務收入	312	-
Rental services income	租賃服務收入	17,636	-
Consultancy fee income	顧問費收入	9,227	242
Exchange gain, net	匯兌收益淨額	-	2,820
Interest income from loan note (note)	來自貸款票據之利息收入(附註)	-	8,187
Discontinued operation	已終止經營業務		
Exchange gain, net	匯兌收益淨額	-	37

Note: The loan note, which represented part of the consideration for the disposal of Grandday Group Limited ("Grandday") (an available-for-sale investment of the Group) in 2012 and carried interest at 2% per annum, was fully redeemed by the purchaser together with all interest accrued thereon in 2013 (Note 48(a)).

附註：貸款票據乃於二零一二年出售朝隆集團有限公司(「朝隆」)(本集團之待售投資)之部分代價及其利息按年利率2%計算，並已於二零一三年(連同全部應計利息)被買方全數贖回(附註48(a))。

10. INVESTMENT INCOME, NET

10. 投資收入淨額

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Continuing operations	持續經營業務		
Financial assets at fair value through profit or loss classified as held-for-trading:	通過損益以反映公平值被分類為持作買賣之金融資產：		
Unrealised gain (loss) arising on change in fair value	公平值變動而產生之未變現收益(虧損)	44,009	(30,299)
Financial assets designated as at fair value through profit or loss:	指定為通過損益以反映公平值之金融資產：		
Unrealised loss arising on change in fair value	公平值變動而產生之未變現虧損	(446,541)	(55,199)
Realised (loss) gain arising on change in fair value	公平值變動而產生之已變現(虧損)收益	(122,538)	159,346
– Change in fair value	– 公平值變動	(16,551)	(7,606)
– Exchange component of change	– 匯兌部分變動		
Net (loss) gain arising on change in fair value of financial assets designated as at fair value through profit or loss	指定為通過損益以反映公平值之金融資產因公平值變動而產生之(虧損)收益淨額	(585,630)	96,541
Underwriting commission income	承銷佣金收入	–	46,518
Impairment loss for available-for-sale investments	待售投資減值虧損	(12,983)	–
Other investment income, net	其他投資收入淨額	15,416	14,138
Dividend income on:	股息收入來自：		
Listed investments	上市投資	38,208	18,148
Unlisted investments	非上市投資	420,893	34,771
Interest income	利息收入	738,243	885,144
		658,156	1,064,961
Discontinued operation	已終止經營業務		
Interest income	利息收入	–	510
		658,156	1,065,471

10. INVESTMENT INCOME, NET (Cont'd)

Included in interest income from continuing operations are interests from bonds and preference shares of approximately HK\$684,432,000 (2013: interests from bonds of HK\$811,936,000). Included in interest income from discontinued operation for the year ended 31st December, 2013 is interest from unlisted fixed rate notes of approximately HK\$510,000.

10. 投資收入淨額 (續)

於來自持續經營業務之利息收入之中包括債券及優先股利息約為684,432,000港元(二零一三年:債券利息811,936,000港元)。截至二零一三年十二月三十一日止年度來自已終止經營業務之利息收入之中包括非上市定息票據之利息約為510,000港元。

11. OTHER EXPENSES

Included in other expenses are:

Continuing operations

Interest on sales deposits repaid to promissory purchasers of property project in Macau
Pre-operating expenses for hotel
Expenses for specific transactions

其他開支包括:

持續經營業務

退還予澳門物業項目預約買方銷售按金之利息開支
酒店營運前期開支
特定交易開支

11. 其他開支

2014 HK\$'000 千港元	2013 HK\$'000 千港元
61,405	—
60,714	—
1	2,524

12. DISCONTINUED OPERATION

Disposal of Chi Cheung Investment Company, Limited (now known as LT Commercial Real Estate Limited) ("Chi Cheung") on 6th February, 2013 ("Chi Cheung Disposal")

On 5th December, 2012, (i) Billion Up Limited ("Billion Up"), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Billion Up; and (iii) an independent third party of and not connected with the Company and its connected persons ("Purchaser of Chi Cheung") entered into a sale and purchase agreement pursuant to which Billion Up agreed to sell and the Purchaser of Chi Cheung agreed to purchase the shares of Chi Cheung held by the Group, representing approximately 61.96% of the entire issued share capital of Chi Cheung, a listed subsidiary of the Company, at a total consideration of approximately HK\$559,199,000 (after adjustment). The Chi Cheung Disposal was completed on 6th February, 2013. Upon completion, Chi Cheung and its subsidiaries ("Chi Cheung Group") ceased to be subsidiaries of the Group.

12. 已終止經營業務

於二零一三年二月六日出售至祥置業有限公司(現稱為勒泰商業地產有限公司)(「至祥」)(「至祥出售」)

於二零一二年十二月五日, (i)本公司之一間間接全資擁有附屬公司Billion Up Limited(「Billion Up」); (ii)本公司,即Billion Up之擔保人;及(iii)與本公司及其關連人士並無關連之獨立第三方(「至祥買方」)訂立買賣協議,據此, Billion Up同意出售而至祥買方亦同意購買本集團持有之至祥股份(相當於至祥(本公司之一間上市附屬公司)之全部已發行股本約61.96%),代價總額約為559,199,000港元(經調整後)。至祥出售已於二零一三年二月六日完成。於完成後,至祥及其附屬公司(「至祥集團」)已不再為本集團之附屬公司。

12. DISCONTINUED OPERATION (Cont'd)

Disposal of Chi Cheung Investment Company, Limited (now known as LT Commercial Real Estate Limited) ("Chi Cheung") on 6th February, 2013 ("Chi Cheung Disposal") (Cont'd)

On 5th December, 2012, the Group and Chi Cheung also entered into a sale and purchase agreement in relation to the acquisition of the entire issued share capital, the shareholder's loan and certain debt of View Success Investments Limited ("View Success"), an indirect wholly-owned subsidiary of Chi Cheung, from Chi Cheung ("View Success Acquisition") at a total consideration of approximately HK\$41,500,000. The View Success Acquisition was completed on 23rd January, 2013. As such, the assets and liabilities of View Success did not form part of net assets disposed of on the completion of the Chi Cheung Disposal.

Details of the Chi Cheung Disposal and the View Success Acquisition were set out in the announcement of the Company dated 5th December, 2012.

As a result of the Chi Cheung Disposal and the disposal of the Group's entire 41.93% interest in G-Prop (Holdings) Limited (now known as Common Splendor International Health Industry Group Limited), another listed subsidiary of the Company, on 6th August, 2012 ("G-Prop Disposal"), the reportable segment of "floating rate and fixed rate notes" has been discontinued since the year ended 31st December, 2012 and, in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" issued by the HKICPA, their consolidated results were therefore classified as discontinued operation since then.

Details of the G-Prop Disposal were set out in the announcement of the Company dated 17th June, 2012.

12. 已終止經營業務 (續)

於二零一三年二月六日出售至祥置業有限公司 (現稱為勒泰商業地產有限公司) (「至祥」) (「至祥出售」) (續)

於二零一二年十二月五日，本集團與至祥簽訂買賣協議，有關從至祥以代價總額約為41,500,000港元購買景亨投資有限公司 (「景亨」) (至祥之一間間接全資擁有附屬公司) 之全部已發行股本、股東貸款以及若干債項 (「景亨收購」)。景亨收購已於二零一三年一月二十三日完成。因此，於至祥出售完成時，景亨之資產及負債並不構成至祥出售之資產淨值一部分。

至祥出售及景亨收購詳情列載於本公司日期為二零一二年十二月五日之公佈內。

由於至祥出售及於二零一二年八月六日出售本集團於G-Prop (Holdings) Limited (金匡企業有限公司) (現稱為同佳國際健康產業集團有限公司) (本公司之另一間上市附屬公司) 之全部41.93%之權益 (「金匡出售」)，「浮息及定息票據」之呈報分類已自截至二零一二年十二月三十一日止年度終止；及根據香港會計師公會頒布之香港財務報告準則第5號「持作出售之非流動資產及已終止經營業務」，其綜合業績自此被分類為已終止經營業務。

金匡出售詳情列載於本公司日期為二零一二年六月十七日之公佈內。

12. DISCONTINUED OPERATION (Cont'd)

12. 已終止經營業務 (續)

The consolidated results of the discontinued operation for the year ended 31st December, 2013 are set out as below:

截至二零一三年十二月三十一日止年度，已終止經營業務之綜合業績概述如下：

		2013 HK\$'000 千港元
Other income	其他收入	37
Investment income, net	投資收入淨額	510
Administrative expenses	行政開支	(8)
Profit before tax	除稅前溢利	539
Income tax expense	所得稅開支	(38)
Profit for the year from discontinued operation	本年度來自已終止經營業務之溢利	501
Other comprehensive expense for the year:	本年度其他全面支出：	
<i>Item that may be reclassified subsequently to profit or loss</i>	隨後可能重新分類至損益之項目	
Fair value changes on available-for-sale investments	待售投資之公平值變動	(136)
Total comprehensive income for the year from discontinued operation (net of tax)	本年度來自已終止經營業務之全面收益總額(除稅後)	365
Profit for the year from discontinued operation attributable to:	應佔本年度來自已終止經營業務之溢利：	
Owners of the Company	本公司擁有人	310
Non-controlling interests	非控股權益	191
		501
Total comprehensive income for the year from discontinued operation attributable to:	應佔本年度來自已終止經營業務之全面收益總額：	
Owners of the Company	本公司擁有人	226
Non-controlling interests	非控股權益	139
		365

12. DISCONTINUED OPERATION (Cont'd)

12. 已終止經營業務 (續)

		2013 HK\$'000 千港元
The consolidated cash flows from discontinued operation are set out as below:	來自已終止經營業務之綜合現金流量概述如下：	
Net cash used in operating activities	用於經營業務之現金淨額	(581)
Net cash generated from investing activities	來自投資業務之現金淨額	1,051
Net cash inflows	現金流入淨額	470

13. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

13. 列為持作出售之資產／與列為持作出售之資產直接相關之負債

(a) Disposals of Brass Ring Limited (“Brass Ring”), Union Leader Limited (“Union Leader”) and Chinese Estates and Finance, Limited (now known as Silvercord Finance Limited) (“CE Finance”) and their respective subsidiaries (collectively “Silvercord Group”) on 13th January, 2015 (“Silvercord Disposal”)

During the year ended 31st December, 2014, (i) Super Series Limited (“Super Series”), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Super Series; (iii) Fly High Target Limited (“Fly High Target”), a company wholly-owned by Mr. Joseph Lau, Luen-hung (“Mr. Joseph Lau”), a substantial shareholder and a controlling shareholder of the Company; and (iv) Mr. Joseph Lau, being the guarantor of Fly High Target, entered into sale and purchase agreements, namely “Silvercord First SP Agreement” and “Silvercord Second SP Agreement”, pursuant to which Super Series agreed to sell and Fly High Target agreed to purchase the entire issued share capital of Brass Ring and Union Leader respectively, both are indirect wholly-owned subsidiaries of the Company.

(a) 於二零一五年一月十三日出售 Brass Ring Limited (「Brass Ring」) · Union Leader Limited (「Union Leader」) 及中華財務有限公司 (現稱為銀高財務有限公司) (「中華財務」) 及彼等各自之附屬公司 (統稱「銀高集團」) (「銀高出售」)

截至二零一四年十二月三十一日止年度內，(i) Super Series Limited (「Super Series」) · 本公司之一間間接全資擁有附屬公司；(ii) 本公司 · 作為 Super Series 擔保人；(iii) Fly High Target Limited (「Fly High Target」) · 一間由劉鑾雄先生 (「劉鑾雄先生」) (為本公司一位主要股東及控股股東) 全資擁有之公司；及 (iv) 劉鑾雄先生 · 作為 Fly High Target 擔保人 · 訂立買賣協議 (名為「銀高第一買賣協議」及「銀高第二買賣協議」)。據此，Super Series 及 Fly High Target 分別同意出售及購買 Brass Ring 及 Union Leader (彼等均為本公司間接全資擁有附屬公司) 之全部已發行股本。

13. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

(Cont'd)

(a) Disposals of Brass Ring Limited (“Brass Ring”), Union Leader Limited (“Union Leader”) and Chinese Estates and Finance, Limited (now known as Silvercord Finance Limited) (“CE Finance”) and their respective subsidiaries (collectively “Silvercord Group”) on 13th January, 2015 (“Silvercord Disposal”) (Cont'd)

During the year ended 31st December, 2014, (i) Chinese Estates, Limited (“CEL”), a direct wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of CEL; (iii) Coast Field Ltd. (“Coast Field”), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of Coast Field, entered into a sale and purchase agreement, namely “Silvercord Third SP Agreement”, pursuant to which CEL agreed to sell and Coast Field agreed to purchase the entire issued share capital of CE Finance, an indirect wholly-owned subsidiary of the Company.

The Silvercord Disposal was completed on 13th January, 2015 at a total consideration of approximately HK\$7,656,149,000. As a result, the assets and liabilities of the Silvercord Group have been presented as assets classified as held for sale and liabilities directly associated with assets classified as held for sale respectively as at 31st December, 2014 in accordance with HKFRS 5. Investment properties included in assets classified as held for sale were remeasured at fair value in the consolidated statement of financial position as at 31st December, 2014 and an unrealised fair value gain of HK\$93,200,000 was recognised in the consolidated statement of comprehensive income for the year ended 31st December, 2014.

13. 列為持作出售之資產／與列為 持作出售之資產直接相關之負 債 (續)

(a) 於二零一五年一月十三日出售 Brass Ring Limited (「Brass Ring」) · Union Leader Limited (「Union Leader」) 及中華財務有限公司 (現稱為銀高財務有限公司) (「中華財務」) 及彼等各自之附屬公司 (統稱「銀高集團」) (「銀高出售」) (續)

截至二零一四年十二月三十一日止年度內，(i) 華人置業有限公司 (「華置」)，本公司之一間直接全資擁有附屬公司；(ii) 本公司，作為華置擔保人；(iii) Coast Field Ltd. (「Coast Field」)，一間由劉鑾雄先生全資擁有之公司；及(iv) 劉鑾雄先生，作為Coast Field擔保人，訂立一項買賣協議 (名為「銀高第三買賣協議」)。據此，華置同意出售及Coast Field同意購買中華財務 (本公司一間間接全資擁有附屬公司) 之全部已發行股本。

銀高出售於二零一五年一月十三日完成，總代價約為7,656,149,000港元。因此，於二零一四年十二月三十一日，銀高集團之資產及負債已按香港財務報告準則第5號分別被呈列於列為持作出售之資產及與列為持作出售之資產直接相關之負債。計入列為持作出售之資產的投資物業於二零一四年十二月三十一日之綜合財務狀況報表以公平值重新計量，並於截至二零一四年十二月三十一日止年度之綜合全面收益報表內確認未變現公平值收益為93,200,000港元。

13. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

(Cont'd)

- (a) **Disposals of Brass Ring Limited (“Brass Ring”), Union Leader Limited (“Union Leader”) and Chinese Estates and Finance, Limited (now known as Silvercord Finance Limited) (“CE Finance”) and their respective subsidiaries (collectively “Silvercord Group”) on 13th January, 2015 (“Silvercord Disposal”)** (Cont'd)

Upon completion of the Silvercord Disposal, the Group recorded a loss on disposal of subsidiaries of approximately HK\$97,235,000. The loss was mainly derived from the increase in fair value of the investment properties of HK\$93,200,000 due to revaluation of the investment properties as at 31st December, 2014 (which is carried out in accordance with the Group’s accounting policies on revaluation of the Group’s investment properties as at reporting date) as compared with the property valuation under the sale and purchase agreements of the Silvercord Disposal dated 1st September, 2014.

Details of the Silvercord Disposal were set out in the announcement and circular of the Company dated 2nd September, 2014 and 23rd September, 2014 respectively.

13. 列為持作出售之資產／與列為 持作出售之資產直接相關之負 債 (續)

- (a) 於二零一五年一月十三日出售 **Brass Ring Limited** (「Brass Ring」) · **Union Leader Limited** (「Union Leader」) 及中華財務有限公司 (現稱為銀高財務有限公司) (「中華財務」) 及彼等各自之附屬公司 (統稱「銀高集團」) (「銀高出售」) (續)

於銀高出售完成後，本集團錄得出售附屬公司之虧損約97,235,000港元。該虧損主要來自於二零一四年十二月三十一日就投資物業進行重估 (按照本集團的會計政策對本集團之投資物業於報告日期重估)，較銀高出售買賣協議日期 (二零一四年九月一日) 之物業估值，公平值增加為93,200,000港元。

銀高出售之詳情已列載於本公司日期分別為二零一四年九月二日及二零一四年九月二十三日之公布及通函內。

13. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

(Cont'd)

(b) Disposals of certain shops or units of an investment property in Hong Kong ("Properties")

During the year ended 31st December, 2013, an indirect wholly-owned subsidiary of the Company ("Vendor") has entered into a series of preliminary sale and purchase agreements ("Preliminary Agreements") with independent third parties and three companies wholly-owned by a close family member of the then Director (who resigned from his office of Director on 14th March, 2014) and a controlling shareholder of the Company (collectively "Properties Purchasers"). Pursuant to the Preliminary Agreements, the Vendor would sell the Properties to the Properties Purchasers upon the terms and conditions contained therein. Sales of the remaining Properties ("Sale Units") were completed during the year ended 31st December, 2014.

In accordance with HKFRS 5, the Sale Units have been presented as assets classified as held for sale and were remeasured at fair value in the consolidated statement of financial position as at 31st December, 2013 and a net fair value loss of HK\$286,000 (2013: gain of approximately HK\$140,000) was recognised in the consolidated statement of comprehensive income for the year ended 31st December, 2014.

13. 列為持作出售之資產／與列為持作出售之資產直接相關之負債 (續)

(b) 出售位於香港一個投資物業之若干店舖或單位(「物業」)

於截至二零一三年十二月三十一日止年度內，本公司之一間間接全資擁有附屬公司(「賣方」)與獨立第三方及三間由一位與當時之董事(彼於二零一四年三月十四日辭任董事之職務)兼本公司控股股東關係密切之家庭成員全資擁有之公司(統稱「物業買方」)訂立一連串臨時買賣協議(「臨時協議」)。根據臨時協議，賣方將依據臨時協議列明之條款及條件出售該物業予物業買方。出售餘下物業(「銷售單位」)已於截至二零一四年十二月三十一日止年度內完成。

根據香港財務報告準則第5號，銷售單位已於二零一三年十二月三十一日之綜合財務狀況報表中計入列為持作出售之資產，並以公平值重新計量及已於截至二零一四年十二月三十一日止年度之綜合全面收益報表內確認公平值虧損淨額286,000港元(二零一三年：收益約140,000港元)。

13. ASSETS CLASSIFIED AS HELD FOR SALE/ LIABILITIES DIRECTLY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE

(Cont'd)

The fair value of investment properties was based on the valuation performed by an independent valuer. Details of the valuer, valuation techniques and key inputs were set out in Note 22.

At the end of the reporting period, the major classes of assets and liabilities classified as assets held for sale and liabilities directly associated with assets classified as held for sale correspondingly are as follows:

13. 列為持作出售之資產／與列為 持作出售之資產直接相關之負 債 (續)

投資物業之公平值乃採納獨立估值師之估值。估值師、估值技術及主要數據之詳情列載於附註22內。

於報告期末，相應地分類至列為持作出售之資產及與列為持作出售之資產直接相關之負債之主要資產及負債類別如下：

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Assets classified as held for sale	列為持作出售之資產		
Investment properties	投資物業	9,388,280	64,733
Other fixed assets	其他固定資產	2	—
Debtors, deposits and prepayments	應收賬項、按金及預付款項	30,098	—
Tax recoverable	可收回稅款	2	—
Bank balances and cash	銀行結餘及現金	23,680	—
		9,442,062	64,733
Liabilities directly associated with assets classified as held for sale	與列為持作出售之資產直接相關之負債		
Creditors and accruals	應付賬項及應計款項	4,661	—
Deposits and receipts in advance	按金及預收款項	187,950	—
Tax liabilities	稅項負債	28,000	—
Borrowing – due within one year	借貸 – 一年內到期	1,500,000	—
Deferred tax liabilities	遞延稅項負債	39,326	—
		1,759,937	—

14. PROFIT FOR THE YEAR

14. 本年度溢利

		2014 HK\$'000 千港元	2013 HK\$'000 千港元
Profit for the year has been arrived at after (charging) crediting:	本年度溢利已(扣除)計入:		
Continuing operations	持續經營業務		
Total staff costs:	僱員成本總額:		
Staff costs, including Directors' emoluments	僱員成本(包括董事酬金)	(271,205)	(223,400)
Retirement benefit scheme contributions, net of forfeited contributions of approximately HK\$1,173,000 (2013: HK\$674,000)	退休福利計劃供款, 扣除已沒收供款約1,173,000港元(二零一三年: 674,000港元)	(8,892)	(9,195)
		(280,097)	(232,595)
Auditors' remuneration	核數師酬金		
– Current year	– 本年度	(3,005)	(3,196)
– Underprovision in prior years	– 過往年度撥備不足	(16)	–
Depreciation	折舊	(23,381)	(18,525)
Exchange loss, net	匯兌虧損淨額	(4,151)	–
Cost of trading properties recognised	買賣物業成本確認	(225,674)	(3,310,619)
Cost of cosmetic products recognised	化妝品成本確認	(3,669)	(3,988)
Cost of inventories for hotel recognised	酒店存貨成本確認	(3,499)	–
Share of tax of associates (included in share of results of associates)	攤佔聯營公司稅項(已計入攤佔聯營公司業績)	(23,989)	(34,138)
Gross proceeds on sale of investments held-for-trading	出售持作買賣之投資之所得款項總額	466,881	2,457,115
Carrying amount on investments held-for-trading disposed	出售持作買賣之投資之賬面值	(436,882)	(2,498,519)
Transaction costs on investments held-for-trading disposed	出售持作買賣之投資之交易成本	(925)	(2,995)
Net gain (loss) on sale of investments held-for-trading included in revenue	計入收入內之持作買賣之投資之收益(虧損)淨額	29,074	(44,399)
Gross rental income from investment properties	投資物業租金收入總額	1,939,378	1,791,257
Less: Direct operating expenses from investment properties that generated rental income during the year	減: 本年度產生租金收入之投資物業直接經營開支	(89,972)	(62,576)
Direct operating expenses from investment properties that did not generate rental income during the year	本年度並無產生租金收入之投資物業直接經營開支	(2,041)	(6,312)
		1,847,365	1,722,369
Discontinued operation	已終止經營業務		
Auditors' remuneration	核數師酬金	–	(7)

15. FINANCE COSTS

15. 財務費用

		2014 HK\$'000 千港元	2013 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest on:	利息：		
Bank loans wholly repayable within five years	須於五年內全數償還之銀行貸款	483,606	460,734
Other loans wholly repayable within five years	須於五年內全數償還之其他貸款	22,130	42,085
Amount due to a non-controlling shareholder	欠負一位非控股股東款項	16,880	8,600
Loan from a former subsidiary wholly repayable within five years	須於五年內全數償還之一間前附屬公司貸款	-	4,842
Total interest	利息總額	522,616	516,261
Exchange (gain) loss on translation of foreign currency loans, net	外幣貸款匯兌(收益)虧損淨額	(32,803)	14,522
Other finance costs	其他財務費用	47,492	57,035
		537,305	587,818
Less: Interest capitalised to stock of properties under development	減：撥充發展中物業存貨資本化之利息	(1,251)	(1,282)
Interest capitalised to investment properties under development	撥充發展中投資物業資本化之利息	(141,036)	(132,947)
		395,018	453,589

16. OTHER GAINS AND LOSSES, NET

16. 其他收益及虧損淨額

		2014 HK\$'000 千港元	2013 HK\$'000 千港元
Included in other gains and losses, net are:	其他收益及虧損淨額包括：		
Continuing operations	持續經營業務		
Gain on disposal of subsidiaries (note (i))	出售附屬公司之收益(附註(i))	2,917,579	198,536
Underprovision for rental guarantee (note (ii))	租金擔保撥備不足(附註(ii))	(5,146)	-
Gain on deregistration of an associate	註銷一間聯營公司之收益	-	4,275

Notes:

- (i) Gain on disposal of subsidiaries arose from the disposal of the Group's entire interest in Value Eight Limited ("Value Eight"), an indirect wholly-owned subsidiary of the Company, and its subsidiaries ("Moon Ocean Group") on 31st October, 2014 ("Moon Ocean Disposal") (Note 44(a)) (2013: disposal of the Group's entire 61.96% interest in Chi Cheung on 6th February, 2013 (Note 44(b))).
- (ii) The amount represented underprovision in rental guarantee provided to purchasers of certain shops or units of an investment property disposed of in current and prior years.

附註：

- (i) 出售附屬公司之收益乃來自於二零一四年十月三十一日出售本集團於Value Eight Limited (「Value Eight」) (本公司之一間間接全資擁有附屬公司)及其附屬公司(「Moon Ocean集團」)之全部權益(「Moon Ocean出售」)(附註44(a)) (二零一三年：於二零一三年二月六日出售本集團於至祥之全部61.96%之權益(附註44(b)))。
- (ii) 款項乃指於本年度及過往年度為出售一投資物業之若干店舖或單位之買家所提供租金擔保之撥備不足。

17. DIRECTORS' EMOLUMENTS

Fees and other emoluments paid or payable to each of the nine (2013: nine) Directors were as follows:

17. 董事酬金

已付或應付予九名董事（二零一三年：九名）各自之袍金及其他酬金如下：

	2014			2013		
	Fee	Salaries and other emoluments	Total	Fee	Salaries and other emoluments	Total
	袍金	薪金及其他酬金	總額	袍金	薪金及其他酬金	總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Mr. Joseph Lau, Luen-hung (note (i))	-	3,681	3,681	-	18,019	18,019
Mr. Lau, Ming-wai (note (ii))	75	12,364	12,439	240	-	240
Ms. Chan, Sze-wan	-	751	751	-	742	742
Mr. Lam, Kwong-wai	-	2,267	2,267	-	2,170	2,170
Ms. Lui, Lai-kwan	-	617	617	-	615	615
Ms. Amy Lau, Yuk-wai	240	-	240	240	-	240
Mr. Chan, Kwok-wai	300	-	300	240	-	240
Ms. Phillis Loh, Lai-ping	300	-	300	240	-	240
Mr. Ma, Tsz-chun	300	-	300	240	-	240
	1,215	19,680	20,895	1,200	21,546	22,746

Notes:

- (i) Mr. Joseph Lau, Luen-hung resigned as executive Director on 14th March, 2014.
- (ii) Mr. Lau, Ming-wai was re-designated from non-executive Director to executive Director on 14th March, 2014.

No Directors waived any emoluments for the years ended 31st December, 2014 and 2013.

附註：

- (i) 劉鑾雄先生於二零一四年三月十四日辭任執行董事之職務。
- (ii) 劉鳴煒先生於二零一四年三月十四日由非執行董事調任為執行董事。

董事概無於截至二零一四年及二零一三年十二月三十一日止年度內放棄收取任何酬金。

18. EMPLOYEES' EMOLUMENTS

(a) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, two (2013: two) were Directors, details of their emoluments were included in Note 17. The emoluments of the remaining three (2013: three) individuals were as follows:

Salaries and other benefits	薪金及其他福利
Retirement benefit scheme contributions	退休福利計劃供款

The emoluments of the three (2013: three) individuals were within the following bands:

Nil – HK\$2,000,000	零 – 2,000,000 港元
HK\$2,000,001 – HK\$2,500,000	2,000,001 港元 – 2,500,000 港元
HK\$2,500,001 – HK\$3,000,000	2,500,001 港元 – 3,000,000 港元
HK\$4,000,001 – HK\$4,500,000	4,000,001 港元 – 4,500,000 港元
HK\$4,500,001 – HK\$5,000,000	4,500,001 港元 – 5,000,000 港元

During the years ended 31st December, 2014 and 2013, no emoluments were paid by the Group to the five highest paid individuals, or Directors, as an inducement to join or upon joining the Group or as compensation for loss of office.

18. 僱員酬金

(a) 五名最高薪酬人士

本集團五名最高酬金人士中，兩名（二零一三年：兩名）為董事，彼之酬金詳情已於附註17披露。其餘三名（二零一三年：三名）個別人士之酬金如下：

2014 HK\$'000 千港元	2013 HK\$'000 千港元
11,318	6,899
421	341
11,739	7,240

該三名（二零一三年：三名）個別人士之酬金幅度如下：

Number of employees 僱員人數	
2014	2013
–	–
–	2
1	1
1	–
1	–

於截至二零一四年及二零一三年十二月三十一日止年度內，本集團概無為吸引加入本集團或於加入本集團時或作為離職補償而向該五名最高薪酬人士或董事支付任何酬金。

18. EMPLOYEES' EMOLUMENTS (Cont'd)

(b) Emoluments of senior management

Other than the two (2013: two) senior management whose emoluments have been disclosed in the five highest paid individuals (Note 18(a)), the emoluments of the remaining senior management whose profiles are included in the "Profiles of Senior Executives" section of this annual report, were within the following bands:

Nil – HK\$1,500,000	零 – 1,500,000港元
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元

18. 僱員酬金 (續)

(b) 高級管理層之酬金

除載列於五名最高薪酬人士(附註18(a))之兩名(二零一三年:兩名)高級管理層之酬金外,載於本年報「高級行政人員簡介」內的剩餘高級管理層之酬金幅度如下:

Number of employees	
僱員人數	
2014	2013
-	-
2	3

19. INCOME TAX EXPENSE

19. 所得稅開支

		Continuing operations		Discontinued operation		Consolidated	
		持續經營業務		已終止經營業務		綜合	
		2014	2013	2014	2013	2014	2013
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
The charge comprises:	支出包括：						
Current tax:	當期稅項：						
Hong Kong Profits Tax	香港利得稅	152,687	310,874	-	38	152,687	310,912
Other than Hong Kong	香港以外地區	65,490	48,129	-	-	65,490	48,129
		218,177	359,003	-	38	218,177	359,041
Underprovision (overprovision) in prior years:	過往年度撥備不足 (超額撥備)：						
Hong Kong Profits Tax	香港利得稅	270	3,247	-	-	270	3,247
Other than Hong Kong	香港以外地區	14,293	(9,454)	-	-	14,293	(9,454)
		14,563	(6,207)	-	-	14,563	(6,207)
Deferred tax: (Note 43)	遞延稅項：(附註43)						
Current year charge	本年度支出	23,126	91,061	-	-	23,126	91,061
(Overprovision) underprovision in prior years	過往年度(超額撥備)撥備不足	(7)	62	-	-	(7)	62
		23,119	91,123	-	-	23,119	91,123
		255,859	443,919	-	38	255,859	443,957

Hong Kong Profits Tax is calculated at 16.5% (2013: 16.5%) on the estimated assessable profits for the year. PRC Enterprise Income Tax rate of 25% (2013: 25%) is used for estimation of PRC Enterprise Income Tax. Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

香港利得稅乃根據本年度之估計應課稅溢利按稅率16.5% (二零一三年：16.5%) 計算。用作估計中國企業所得稅乃按中國企業所得稅率25% (二零一三年：25%) 計算。其他司法權區產生之稅項乃按有關司法權區之現行稅率計算。

19. INCOME TAX EXPENSE (Cont'd)

The income tax charge for the year can be reconciled to the profit before tax relating to continuing operations per the consolidated statement of comprehensive income as follows:

19. 所得稅開支 (續)

本年度之所得稅支出與綜合全面收益報表之來自持續經營業務之除稅前溢利對賬如下：

		2014		2013	
		HK\$'000 千港元	%	HK\$'000 千港元	%
Continuing operations	持續經營業務				
Profit before tax from continuing operations	來自持續經營業務之除稅前溢利	9,008,758		6,945,040	
Tax at the Hong Kong Profits Tax rate of 16.5% (2013: 16.5%)	按香港利得稅稅率16.5% (二零一三年: 16.5%) 計算之稅項	1,486,445	16.5	1,145,932	16.5
Tax effect of share of results of associates	攤佔聯營公司業績之稅務影響	(30,910)	(0.3)	(57,891)	(0.8)
Tax effect of income not taxable for tax purposes	就稅務而言無須課稅收入之稅務影響	(1,400,091)	(15.5)	(952,313)	(13.7)
Tax effect of expenses not deductible for tax purposes	就稅務而言不可扣減開支之稅務影響	146,469	1.6	314,696	4.5
Tax effect on accelerated accounting depreciation over tax depreciation previously not provided	過往未撥備之加速會計折舊超過稅務折舊之稅務影響	(6,810)	(0.1)	(8,356)	(0.1)
Utilisation of tax losses previously not recognised	運用先前未確認之稅務虧損	(31,264)	(0.4)	(69,969)	(1.0)
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	64,627	0.7	33,769	0.5
Underprovision (overprovision) in prior years	過往年度撥備不足 (超額撥備)	14,556	0.2	(6,145)	(0.1)
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營之附屬公司適用之不同稅率之影響	12,837	0.1	44,196	0.6
Tax charge for the year from continuing operations	來自持續經營業務之本年度稅項支出	255,859	2.8	443,919	6.4

20. DIVIDENDS

20. 股息

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
(a) Final dividend for 2013 paid on 6th June, 2014 of HK50 cents (2012: HK20 cents) per share	(a) 於二零一四年六月六日已派付之二零一三年末期股息每股50港仙(二零一二年:每股20港仙)	953,810	381,524
(b) Interim dividend for 2014 paid on 24th September, 2014 of HK30 cents (2013: HK20 cents) per share	(b) 於二零一四年九月二十四日已派付之二零一四年中期股息每股30港仙(二零一三年:每股20港仙)	572,286	381,524
(c) Special interim dividend for 2014 paid on 31st October, 2014 of HK\$2.55 (special interim dividend for 2013 of HK\$1.3 and 2012 of HK\$1) per share	(c) 於二零一四年十月三十一日已派付之二零一四年特別中期股息每股2.55港元(二零一三年特別中期股息每股1.3港元及二零一二年每股1港元)	4,864,428	4,387,524
Total dividends paid	已派付股息總額	6,390,524	5,150,572

On 16th December, 2014, the Board of Directors declared a special interim dividend of HK\$4 per share which was paid in cash on 13th January, 2015.

於二零一四年十二月十六日，董事會宣派之特別中期股息每股4港元，於二零一五年一月十三日以現金派付。

Final dividend of HK1 cent (2013: HK50 cents) per share has been proposed by the Board of Directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

董事會建議宣派末期股息每股1港仙(二零一三年:每股50港仙)，有待股東於應屆股東週年大會上批准。

21. EARNINGS PER SHARE

From continuing and discontinued operations

The calculation of the basic and diluted earnings per share attributable to owners of the Company is based on the following data:

Earnings:	盈利：
Earnings for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利之盈利
Profit for the year attributable to owners of the Company:	本公司擁有人應佔本年度之溢利：
Continuing operations	持續經營業務
Discontinued operation	已終止經營業務
Continuing and discontinued operations	持續經營業務及已終止經營業務

21. 每股盈利

來自持續經營業務及已終止經營業務

本公司擁有人應佔之每股基本及攤薄盈利乃根據以下數據計算：

2014	2013
HK\$'000	HK\$'000
千港元	千港元
8,744,927	6,317,427
-	310
8,744,927	6,317,737

Number of shares:	股份數目：
Weighted average number of ordinary shares for the purposes of basic and diluted earnings per share	計算每股基本及攤薄盈利之普通股加權平均數

Number of shares	
股份數目	
2014	2013
1,907,619,079	1,907,619,079

21. EARNINGS PER SHARE (Cont'd)**From continuing operations**

The calculation of the basic and diluted earnings per share from continuing operations is based on the profit for the year from continuing operations attributable to owners of the Company of approximately HK\$8,744,927,000 (2013: HK\$6,317,427,000) and on the weighted average number of 1,907,619,079 (2013: 1,907,619,079) ordinary shares in issue during the year.

From discontinued operation

Basic and diluted earnings per share from discontinued operation is nil (2013: HK0.02 cents) which is calculated based on the profit for the year from discontinued operation attributable to owners of the Company of nil (2013: approximately HK\$310,000) and on the weighted average number of 1,907,619,079 (2013: 1,907,619,079) ordinary shares in issue during the year.

Diluted earnings per share for the years ended 31st December, 2014 and 2013 were the same as the basic earnings per share as there were no diluting events during both years.

21. 每股盈利 (續)**來自持續經營業務**

來自持續經營業務之每股基本及攤薄盈利乃根據本公司擁有人應佔本年度來自持續經營業務之溢利約8,744,927,000港元(二零一三年: 6,317,427,000港元)及本年度已發行普通股之加權平均數1,907,619,079(二零一三年: 1,907,619,079)股計算。

來自已終止經營業務

來自已終止經營業務之每股基本及攤薄盈利為零(二零一三年: 0.02港仙), 乃根據本公司擁有人應佔本年度來自已終止經營業務之溢利為零(二零一三年: 約310,000港元)及本年度已發行普通股之加權平均數1,907,619,079(二零一三年: 1,907,619,079)股計算。

截至二零一四年及二零一三年十二月三十一日止年度, 由於並無攤薄事項, 故上述兩年度之每股攤薄盈利與每股基本盈利相同。

22. INVESTMENT PROPERTIES

22. 投資物業

		Fair value		Cost		Total
		公平值		成本		
		Completed properties	Properties under construction	Properties under construction		
		落成物業	興建中物業	興建中物業		總額
		HK\$'000	HK\$'000	HK\$'000		HK\$'000
		千港元	千港元	千港元		千港元
At 1st January, 2013	於二零一三年一月一日	38,044,094	668,000	3,260,724		41,972,818
Additions	添置	15,370	–	–		15,370
Construction costs incurred	產生之建築成本	–	110,801	1,146,848		1,257,649
Overprovision for construction costs incurred in prior years	過往年度建築成本超額撥備	(44,465)	–	–		(44,465)
Transfer from properties and other fixed assets (Note 23)	從物業及其他固定資產轉撥 (附註23)	168,200	–	–		168,200
Transfer to properties and other fixed assets (Note 23)	轉撥至物業及其他固定資產 (附註23)	(75,100)	–	–		(75,100)
Transfer to stock of properties	轉撥至物業存貨	–	(235,000)	–		(235,000)
Transfer to assets classified as held for sale	轉撥至列為持作出售之資產	(64,593)	–	–		(64,593)
Exchange adjustments	匯兌調整	90,172	–	104,377		194,549
Increase (decrease) in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表確認之公平值增加(減少)					
– realised	– 已變現	491,433	–	–		491,433
– unrealised	– 未變現	2,921,087	(9,801)	–		2,911,286
Disposals	出售	(1,039,533)	–	–		(1,039,533)
At 31st December, 2013	於二零一三年十二月三十一日	40,506,665	534,000	4,511,949		45,552,614
Additions	添置	54,457	–	–		54,457
Construction costs incurred	產生之建築成本	–	33,790	934,413		968,203
Overprovision for construction costs incurred in prior years	過往年度建築成本超額撥備	(2,075)	–	–		(2,075)
Transfer from properties under construction at cost to completed properties at fair value	從按成本之興建中物業轉撥至按公平值之落成物業	128,768	–	(128,768)		–
Transfer to properties and other fixed assets (Note 23)	轉撥至物業及其他固定資產 (附註23)	–	–	(1,003,774)		(1,003,774)
Transfer from stock of properties	從物業存貨轉撥	18,926	–	–		18,926
Transfer to assets classified as held for sale	轉撥至列為持作出售之資產	(9,295,080)	–	–		(9,295,080)
Exchange adjustments	匯兌調整	(287,565)	–	(157,137)		(444,702)
Increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表確認之公平值增加					
– unrealised	– 未變現	3,619,014	65,210	–		3,684,224
Disposals	出售	(3,870)	–	–		(3,870)
Carrying amounts	賬面值					
At 31st December, 2014	於二零一四年十二月三十一日	34,739,240	633,000	4,156,683		39,528,923

22. INVESTMENT PROPERTIES (Cont'd)

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes (including those classified as held for sale) are measured using the fair value model and are classified and accounted for as investment properties.

Property valuations as at 31st December, 2014 and 2013 were carried out by B.I. Appraisals Limited ("B.I. Appraisals") and Vigers Appraisal and Consulting Limited ("Vigers Appraisal"), independent qualified professional valuers, in respect of the Group's investment properties in Hong Kong and Mainland China. For the investment property in the United Kingdom, the valuations as at 31st December, 2014 and 2013 were carried out by Peak Vision Appraisals Limited ("Peak Vision Appraisals"), another independent qualified professional valuer. The valuers have recent relevant experience in the valuation of similar properties in the relevant locations.

The valuation reports for the investment properties as at 31st December, 2014 are signed by the respective director of B.I. Appraisals, Vigers Appraisal and Peak Vision Appraisals, who are members of The Hong Kong Institute of Surveyors and/or The Royal Institution of Chartered Surveyors. The valuations were performed in accordance with "The HKIS Valuation Standards 2012 Edition" published by The Hong Kong Institute of Surveyors and/or the "RICS Valuation – Professional Standards January 2014" published by the Royal Institute of Chartered Surveyors.

22. 投資物業 (續)

根據營業租約持有以賺取租金或資本增值之本集團所有物業權益(包括列為持作出售之物業)乃採用公平價值模式計量,並分類及入賬列作投資物業。

獨立合資格專業估值師保柏國際評估有限公司(「保柏國際評估」)及威格斯資產評估顧問有限公司(「威格斯評估」)已就本集團於二零一四年及二零一三年十二月三十一日位於香港及中國大陸之投資物業進行物業估值。至於位於英國之投資物業,其估值由另一獨立合資格專業估值師漂鋒評估有限公司(「漂鋒評估」)於二零一四年及二零一三年十二月三十一日進行估值。估值師近期亦有評估相關地點同類物業之經驗。

於二零一四年十二月三十一日,投資物業之估值報告由保柏國際評估、威格斯評估及漂鋒評估各自之董事(彼為香港測量師學會會員及/或英國皇家特許測量師學會會員)簽署。該等估值乃遵守香港測量師學會所頒布之「香港測量師學會物業估值準則二零一二年版」及/或英國皇家特許測量師學會所頒布之「RICS估值—專業標準(二零一四年一月)」進行。

22. INVESTMENT PROPERTIES (Cont'd)

The fair value of each investment property is individually determined at the end of each reporting period based on its market value and by adopting investment method, and/or direct comparison method, as appropriate. The investment method relying on the capitalisation of rental income is based upon estimates of future results and a set of assumptions specific to each property to reflect its tenancy status. The fair value of each investment property reflects, among other things, rental income from current term leases, term yield rate, assumptions about rental income from future reversion leases in light of current market conditions, the assumed occupancy rate and reversionary yield rate. Judgment by the valuers is required to determine the principal valuation factors, including term yield rate and reversionary yield rate. Such yield rates were adopted after considering the investment sentiments and market expectations of properties of similar nature. Direct comparison method assumes each of these properties is capable of being sold in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant markets.

For the Group's investment properties under construction at fair value, their fair values are determined by direct comparison method by making reference to comparable transactions as available in the relevant market. It has also taken into account the construction costs that will be expended to complete the developments to reflect the development potential of the properties and the quality of the completed developments. The key assumptions include present value of completed properties, period of development, outstanding construction costs, finance costs, other professional costs, risk associated with completing the projects and generating income after completion and investors' return as a percentage of value or cost.

22. 投資物業 (續)

每項投資物業之公平值於各報告期末根據其市價，並採納投資法及／或直接比較法（按適用情況而定）而個別釐定。投資法乃依據資本化租金收入，並以對各項物業未來業績之估計及一系列特定假設為依據，以反映其租賃狀況。每項投資物業之公平值反映（其中包括）現有租約期限之租金收入、租約期限之回報率、基於現時市況對未來復歸租約所得租金收入之假設、假設出租率及復歸回報率。於釐定主要估值因素（包括租約期限之回報率及復歸回報率）時須由估值師作出判斷。有關回報率於採納時已考慮投資氣氛及市場對類似性質物業之預期。直接比較法假設該等物業各自可以現況交吉出售及參照有關市場上可供比較之銷售證據。

就本集團按公平值之興建中投資物業而言，其公平值乃參照相關市場上所得之可供比較交易以直接比較法釐定。公平值亦已計及為完成發展項目將支銷之建築成本，以反映物業之發展潛力及發展項目落成後之質量。關鍵假設包括落成物業之現值、發展期、未付建築成本、財務費用、其他專業費用、與完成項目相關之風險，以及落成後所得收入與投資者回報佔估值或成本之百分比。

22. INVESTMENT PROPERTIES (Cont'd)

For the Group's investment properties under construction at cost, when their fair values were not reliably measurable, they were measured at cost, less any impairment loss, until the earlier of the date of construction is completed and the date at which fair value become reliably measurable.

The following tables analysed the investment properties which are measured at fair value into the three-level hierarchy as defined in HKFRS 13.

22. 投資物業 (續)

就本集團按成本之興建中投資物業而言，當其公平值無法可靠地釐定時，則按成本減任何減值虧損計量，直至完成興建之日或公平值能夠可靠地釐定之日（以較早者為準）為止。

下表為以公平值計量之投資物業之三級分級制（定義見香港財務報告準則第13號）分析。

		At 31st December, 2014			
		於二零一四年十二月三十一日			
	Fair value	Level 1	Level 2	Level 3	
	公平值	第一級	第二級	第三級	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
Recurring fair value measurements:	經常性公平值計量：				
Completed properties (note)	落成物業（附註）	44,127,520	-	2,266,656	
Properties under construction	興建中物業	633,000	-	633,000	
		44,760,520	-	2,266,656	
				42,493,864	

		At 31st December, 2013			
		於二零一三年十二月三十一日			
	Fair value	Level 1	Level 2	Level 3	
	公平值	第一級	第二級	第三級	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	千港元	千港元	千港元	千港元	
Recurring fair value measurements:	經常性公平值計量：				
Completed properties (note)	落成物業（附註）	40,571,398	-	2,293,528	
Properties under construction	興建中物業	534,000	-	534,000	
		41,105,398	-	2,293,528	
				38,811,870	

Note: Included those classified as held for sale which were categorised as Level 3 (2013: Level 2) fair value measurement.

Certain investment properties located in Hong Kong categorised as Level 2 fair value measurement are determined using direct comparison method with reference to the recent selling prices of comparable properties on a price per square foot basis which are adjusted to reflect the conditions and locations of the related properties.

附註：包括分類為第三級（二零一三年：第二級）公平值計量之列為持作出售物業。

分類為第二級公平值計量之若干位於香港投資物業以直接比較法釐定，參考可供比較物業之最近售價，而售價為經調整以反映有關物業之狀況及位置每平方呎之售價。

22. INVESTMENT PROPERTIES (Cont'd)

22. 投資物業 (續)

Details of valuation techniques used and key inputs to valuation on investment properties which are categorised as Level 3 fair value measurement are as follows:

分類為第三級公平值計量之投資物業之估值所使用之技術及主要數據之詳情如下：

	Fair value 公平值		Valuation techniques 估值技術	Significant unobservable inputs 重大非可觀察數據	Range 範圍
	2014	2013			
	HK\$'000	HK\$'000			
	千港元	千港元			
Properties held for investment in Hong Kong 位於香港之持作投資物業	35,230,700	32,450,010	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方呎之市場租金	4.00% to 6.50% (2013: 3.75% to 7.00%) 4.00厘至6.50厘 (二零一三年： 3.75厘至7.00厘)
Properties under construction in Hong Kong 位於香港之興建中物業	633,000	534,000	Direct comparison method 直接比較法	Estimated development costs 估計之發展成本	
Properties held for investment in the United Kingdom 位於英國之持作投資物業	4,720,079	4,043,060	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方呎之市場租金	4.50% to 5.00% (2013: 5.25% to 5.75%) 4.50厘至5.00厘 (二零一三年： 5.25厘至5.75厘)
Properties held for investment in Mainland China 位於中國大陸之持作投資物業	1,910,085	1,784,800	Combination of direct comparison method and investment method 直接比較法及投資法之合併	(1) Reversionary yield; and 復歸回報率；及 (2) Market rent per square foot 每平方呎之市場租金	5.50% to 9.00% (2013: 5.50% to 9.00%) 5.50厘至9.00厘 (二零一三年： 5.50厘至9.00厘)
Total 總額	42,493,864	38,811,870			

Reversionary yield is the rate taking into account the capitalisation of rental income potential, nature of the property and prevailing market condition. Market rent per square foot is the market rent taking into account the direct comparable market transactions to the related properties. Estimated development costs are the costs to be expended to complete the properties.

The fair value measurements are negatively correlated to the reversionary yield and the estimated development costs, and positively correlated to the market rent per square foot.

復歸回報率乃計及將潛在租金收入資本化、物業性質及當時市況得出之比率。每平方呎之市場租金乃計及相關物業之直接市場可供比較交易得出之市場租金。估計之發展成本乃為完成物業將會支銷之成本。

公平值計量與復歸回報率及估計之發展成本成反比，與每平方呎之市場租金成正比。

22. INVESTMENT PROPERTIES (Cont'd)

22. 投資物業 (續)

Movements of investment properties which are categorised as Level 3 fair value measurement during the year are as follows:

分類為第三級公平值計量之投資物業於年內之變動如下：

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
At 1st January	於一月一日	38,811,870	38,481,924
Additions	添置	12,679	14,702
Construction costs incurred	產生之建築成本	33,790	101,782
Overprovision of construction costs incurred in prior years	過往年度建築成本超額撥備	(2,075)	(44,465)
Transfer from properties under construction at cost to completed properties at fair value	從按成本之興建中物業轉撥至按公平值之落成物業	128,768	-
Transfer from properties and other fixed assets	從物業及其他固定資產轉撥	-	168,200
Transfer to properties and other fixed assets	轉撥至物業及其他固定資產	-	(75,100)
Transfer from stock of properties	從物業存貨轉撥	18,926	-
Exchange adjustments	匯兌調整	(287,778)	90,172
Increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表確認之公平值增加	3,781,554	2,037,615
Transfer to Level 2	轉撥至第二級	-	(1,959,000)
Disposals	出售	(3,870)	(3,960)
Carrying amounts	賬面值		
At 31st December	於十二月三十一日	42,493,864	38,811,870

During the year ended 31st December, 2013, certain investment properties which were categorised as Level 3 fair value measurement have been transferred to Level 2 when part of the properties were sold and the remaining were classified as held for sale. As a result, the valuation technique has been changed from investment method used in prior years to direct comparison method in the year ended 31st December, 2013, when the key inputs used in assessing their fair values become observable. Other than that, there were no transfers into or out of Level 3 during the years ended 31st December, 2014 and 2013 and no change in valuation techniques used in prior years. In estimating the fair value of the properties, their current use equates to the highest and best use of the properties.

截至二零一三年十二月三十一日止年度內，分類為第三級公平值計量之若干投資物業已出售部分物業及餘下之物業分類為持作出售轉撥至第二級。因此，估值技術已於截至二零一三年十二月三十一日止年度由往年所用之投資法更改為直接比較法，而評估其公平值所用之主要數據變為可觀察數據。除此之外，於截至二零一四年及二零一三年十二月三十一日止年度內於第三級並無轉入或轉出，而往年所用之估值技術亦無轉變。於估計物業之公平值，物業之當前用途等同其最高及最佳用途。

22. INVESTMENT PROPERTIES (Cont'd)

22. 投資物業 (續)

The carrying amounts of investment properties comprise:

投資物業之賬面值包括：

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Properties in Hong Kong held under:	於香港按以下租約持有之物業：		
Long-term lease	長期租約	20,765,183	28,042,985
Medium-term lease	中期租約	7,948,050	7,169,820
		28,713,233	35,212,805
Properties outside Hong Kong held under:	於香港以外按以下租約持有之物業：		
Freehold	永久業權	4,720,079	4,043,060
Long-term lease	長期租約	28,843	–
Medium-term lease	中期租約	6,066,768	6,296,749
		10,815,690	10,339,809
		39,528,923	45,552,614

23. PROPERTIES AND OTHER FIXED ASSETS

23. 物業及其他固定資產

		Leasehold land	Buildings	Hotel land and buildings 酒店 土地及樓宇	Furniture fixtures and equipment 傢俬、 裝置及設備	Yachts and motor vehicles 遊艇及汽車	Total
		租賃土地 HK\$'000 千港元	樓宇 HK\$'000 千港元	土地及樓宇 HK\$'000 千港元	裝置及設備 HK\$'000 千港元	遊艇及汽車 HK\$'000 千港元	總額 HK\$'000 千港元
Cost	成本						
At 1st January, 2013	於二零一三年一月一日	424,960	88,340	-	54,974	109,426	677,700
Additions	添置	-	-	-	10,372	1,661	12,033
Surplus on revaluation recognised in other comprehensive income	於其他全面收益中確認之重估盈餘	100,025	27,029	-	-	-	127,054
Transfer from investment properties (Note 22)	從投資物業轉撥(附註22)	58,300	16,800	-	-	-	75,100
Transfer to investment properties (Note 22)	轉撥至投資物業(附註22)	(137,855)	(33,199)	-	-	-	(171,054)
Disposals/written off	出售/撇銷	-	-	-	(123)	(790)	(913)
Exchange adjustments	匯兌調整	-	-	-	285	179	464
At 31st December, 2013	於二零一三年十二月三十一日	445,430	98,970	-	65,508	110,476	720,384
Additions	添置	28,899	5,036	-	192,348	14,577	240,860
Transfer from investment properties (Note 22)	從投資物業轉撥(附註22)	12,671	40,179	950,924	-	-	1,003,774
Transfer to assets classified as held for sale (Note 13)	轉撥至列為持作出售之資產(附註13)	-	-	-	(37)	-	(37)
Disposals of subsidiaries (Note 44(a))	出售附屬公司(附註44(a))	-	-	-	(381)	(580)	(961)
Disposals/written off	出售/撇銷	-	-	-	(2,214)	(8,044)	(10,258)
Exchange adjustments	匯兌調整	158	28	-	(503)	(195)	(512)
At 31st December, 2014	於二零一四年十二月三十一日	487,158	144,213	950,924	254,721	116,234	1,953,250
Depreciation	折舊						
At 1st January, 2013	於二零一三年一月一日	9,370	22,023	-	38,545	85,876	155,814
Charge for the year	本年度折舊	1,148	2,576	-	7,221	7,580	18,525
Capitalised to stock of properties held for sale	撥充為持作出售之物業存貨資本	-	-	-	189	-	189
Elimination upon transfer to investment properties (Note 22)	轉撥至投資物業時對銷(附註22)	(1,055)	(1,799)	-	-	-	(2,854)
Elimination upon disposals/written off	出售時對銷/撇銷	-	-	-	(110)	(769)	(879)
Exchange adjustments	匯兌調整	-	-	-	158	96	254
At 31st December, 2013	於二零一三年十二月三十一日	9,463	22,800	-	46,003	92,783	171,049
Charge for the year	本年度折舊	1,636	3,122	2,273	7,169	9,181	23,381
Capitalised to stock of properties held for sale	撥充為持作出售之物業存貨資本	-	-	-	149	-	149
Transfer to assets classified as held for sale (Note 13)	轉撥至列為持作出售之資產(附註13)	-	-	-	(35)	-	(35)
Elimination upon disposals of subsidiaries (Note 44(a))	出售附屬公司時對銷(附註44(a))	-	-	-	(225)	(471)	(696)
Elimination upon disposals/written off	出售時對銷/撇銷	-	-	-	(752)	(7,817)	(8,569)
Exchange adjustments	匯兌調整	(4)	(5)	(22)	(221)	(104)	(356)
At 31st December, 2014	於二零一四年十二月三十一日	11,095	25,917	2,251	52,088	93,572	184,923
Carrying amounts	賬面值						
At 31st December, 2014	於二零一四年十二月三十一日	476,063	118,296	948,673	202,633	22,662	1,768,327
At 31st December, 2013	於二零一三年十二月三十一日	435,967	76,170	-	19,505	17,693	549,335

23. PROPERTIES AND OTHER FIXED ASSETS

(Cont'd)

The carrying amounts of leasehold land, buildings and hotel land and buildings comprise:

23. 物業及其他固定資產 (續)

租賃土地、樓宇及酒店土地及樓宇之賬面值包括：

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Held in Hong Kong under:	於香港按以下租約持有：		
Long-term lease	長期租約	508,575	512,137
Held outside Hong Kong under:	於香港以外按以下租約持有：		
Long-term lease	長期租約	33,689	-
Medium-term lease	中期租約	1,000,768	-
		1,034,457	-
		1,543,032	512,137

24. PROPERTY INTERESTS HELD FOR FUTURE DEVELOPMENT

24. 持作日後發展之物業權益

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Cost	成本		
At 1st January	於一月一日	71,118	71,118
Transfer to other receivables	轉撥至其他應收款項	(71,118)	-
At 31st December	於十二月三十一日	-	71,118
Impairment loss	減值虧損		
At 1st January	於一月一日	71,118	71,118
Transfer to other receivables	轉撥至其他應收款項	(71,118)	-
At 31st December	於十二月三十一日	-	71,118
Carrying amounts	賬面值		
At 1st January and 31st December	於一月一日及十二月三十一日	-	-

24. PROPERTY INTERESTS HELD FOR FUTURE DEVELOPMENT (Cont'd) 24. 持作日後發展之物業權益 (續)

The property interests held for a development project are located in Chenghai Royal Garden, Shantou, PRC. Under a Contract for Pre-registration of Grant of State-owned Land Use Right ("Contract") with the district bureau of Chenghai dated 5th August, 1992, the Group had made certain down payment. However, the Group subsequently determined not to proceed with the land requisition and requested for refund.

In April 2005, the Group commenced legal proceedings at the Shantou City Intermediate People's Court ("Intermediate Court") to terminate the Contract with the Shantou City Planning and State-owned Land Resources Bureau ("Chenghai Bureau"). In view of the uncertainty in the recoverability of the amount claimed and any other entitlements under the Contract, the Group had made a full provision for an impairment loss of HK\$71,118,000 during 2004.

On 28th December, 2006, the Intermediate Court made a judgment in favour of the Group. However, Chenghai Bureau submitted an application of appeal to the High People's Court of Guangdong Province ("High Court") on 23rd January, 2007 and the Group also sent out a reply to the High Court on 13th February, 2007.

On 27th June, 2007, the High Court accepted the application of appeal by the Chenghai Bureau and made the judgment as follows: (1) the judgment made by the Intermediate Court on 28th December, 2006 was revoked; and (2) the case was remitted to the Intermediate Court for rehearing. On 22nd August, 2007, the Intermediate Court accepted for rehearing the case within six months.

On 18th February, 2008, the Intermediate Court notified the Group that the trial period had been extended for six months to August 2008.

On 12th August, 2008, the Intermediate Court issued the civil ruling of dismissing the Group's civil claim. The Group initiated an application for appeal to the High Court after receiving the ruling and submitted all legal documents required in the application on 2nd September, 2008 that the appeal was rejected on 17th December, 2008. On 1st June, 2009, the Group has submitted all legal documents and application for appeal to the Supreme People's Court ("Supreme Court"). On 27th July, 2009, the Supreme Court notified the Group that the application of appeal was processing.

持作發展項目之物業權益乃位於中國汕頭市澄海海麗花園。根據於一九九二年八月五日與澄海地區當局訂立之國有土地使用權預約合同（「合同」），本集團已支付若干定金。本集團其後決定不進行徵地，並終止該合同及要求退還定金。

於二零零五年四月，本集團於汕頭市中級人民法院（「中級法院」）向汕頭市規劃與國土資源局（「澄海當局」）展開法律程序，終止合同。由於未能確定可否收回索償款額及根據合同之其他權益，本集團已於二零零四年就減值虧損作出71,118,000港元之全數撥備。

於二零零六年十二月二十八日，中級法院判決本集團勝訴。然而，澄海當局於二零零七年一月二十三日向廣東省高級人民法院（「高級法院」）提交上訴申請，而本集團亦已於二零零七年二月十三日向高級法院提交回應。

於二零零七年六月二十七日，高級法院接受澄海當局之上訴申請並作出如下裁定：(1)撤銷中級法院於二零零六年十二月二十八日作出之判決；及(2)該案件被退回至中級法院重新聆訊。於二零零七年八月二十二日，中級法院接受於六個月內重新聆訊該案件。

於二零零八年二月十八日，中級法院知會本集團審訊期被延長六個月至二零零八年八月。

於二零零八年八月十二日，中級法院下達民事裁定書駁回本集團的民事索償。收到該裁定書後，本集團向高級法院申請上訴，並於二零零八年九月二日遞交申請所需的全部法律文件。高級法院於二零零八年十二月十七日發出裁定書駁回該上訴。於二零零九年六月一日，本集團已向中國最高人民法院（「最高法院」）申請上訴並遞交申請所需的全部法律文件。於二零零九年七月二十七日，本集團已獲最高法院通知該上訴申請程序正在處理中。

24. PROPERTY INTERESTS HELD FOR FUTURE DEVELOPMENT (Cont'd) 24. 持作日後發展之物業權益 (續)

On 23rd November, 2009, the Supreme Court made the judgment as follows: (1) order the High Court to rehear the case; and (2) suspend the execution of the original judgment during the rehearing.

On 7th September, 2010, the High Court made the judgment as follows: (1) the judgment made by the High Court on 17th December, 2008 and the judgment made by the Intermediate Court on 12th August, 2008 were revoked; and (2) the case was remitted to the Intermediate Court for rehearing.

On 21st April, 2011, the Intermediate Court notified the Group that the case was accepted. On 8th August, 2011, the Intermediate Court held the case rehearing.

On 17th January, 2012, the Intermediate Court extended the settlement period to 31st March, 2012. As no settlement was reached when the settlement period expired, the case rehearing restored.

On 5th December, 2012, the Intermediate Court delivered a judgment in favour of the Group and upheld the majority claims of the Group. Chenghai Bureau submitted an application for appeal to the High Court on 26th December, 2012 against the said judgment. On 4th January, 2013, the Group also submitted an application for appeal to the High Court in respect of those remaining minority claims of the Group that were not upheld by the Intermediate Court.

On 8th May, 2013, the High Court held a case hearing. On 3rd December, 2013, the High Court delivered a judgment which upheld the ruling of the Intermediate Court and dismissed the appeals of both parties.

On 26th February, 2014, the High Court declared that its judgment on 3rd December, 2013 became effective on 23rd February, 2014.

於二零零九年十一月二十三日，最高法院作出如下裁定：(1)指令高級法院重新聆訊該案；及(2)於重新聆訊期間，中止原裁定的執行。

於二零一零年九月七日，高級法院下達民事裁定書，裁定：(1)撤銷高級法院於二零零八年十二月十七日作出之裁定及中級法院於二零零八年八月十二日作出之裁定；及(2)該案件發回中級法院重新聆訊。

於二零一一年四月二十一日，中級法院知會本集團受理該案件。於二零一一年八月八日，中級法院重新聆訊該案件。

於二零一二年一月十七日，中級法院將調解限期延至二零一二年三月三十一日。於調解限期屆滿時，訴訟雙方未有達成調解，案件將恢復重新聆訊。

於二零一二年十二月五日，中級法院作出判決，支持本集團大部分訴訟請求。澄海當局於二零一二年十二月二十六日，向高級法院提出上訴。於二零一三年一月四日，本集團亦就中級法院未有支持本集團餘下小部分訴訟請求的判決，向高級法院提出上訴。

於二零一三年五月八日，高級法院開庭審理該案件。於二零一三年十二月三日，高級法院作出判決，兩名上訴人之上訴均不獲支持，駁回上訴，維持中級法院原判。

於二零一四年二月二十六日，高級法院宣判其於二零一三年十二月三日之判決於二零一四年二月二十三日生效。

24. PROPERTY INTERESTS HELD FOR FUTURE DEVELOPMENT (Cont'd)

On 31st March, 2014, the Group submitted an application for the enforcement of the judgment to the Intermediate Court and the application was accepted by the Intermediate Court on 1st April, 2014. On 21st April, 2014, the Intermediate Court issued a court order to freeze Chenghai Bureau's bank deposit of RMB4,000,000. On 9th February, 2015, the Group received RMB3,000,000 as partial satisfaction of the enforcement. Up to the date of the approval of these consolidated financial statements, the enforcement of the judgment is still in progress.

24. 持作日後發展之物業權益 (續)

於二零一四年三月三十一日，本集團向中級法院申請執行判決，中級法院於二零一四年四月一日受理該申請。於二零一四年四月二十一日，中級法院頒令凍結澄海當局銀行存款人民幣4,000,000元。於二零一五年二月九日，本集團收到部份執行款共人民幣3,000,000元，截至批准本綜合財務報表當日，執行判決仍在進行當中。

25. INTANGIBLE ASSETS

25. 無形資產

		Trading and exchange rights	Trademark	Total
		買賣及貿易權	商標	總額
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Cost	成本			
At 1st January, 2013,	於二零一三年一月一日、			
31st December, 2013 and	二零一三年十二月三十一日及			
31st December, 2014	二零一四年十二月三十一日	2,705	14,300	17,005
Amortisation and impairment	攤銷及減值			
At 1st January, 2013,	於二零一三年一月一日、			
31st December, 2013 and	二零一三年十二月三十一日及			
31st December, 2014	二零一四年十二月三十一日	2,705	14,300	17,005
Carrying amounts	賬面值			
At 31st December, 2014	於二零一四年十二月三十一日	-	-	-
At 31st December, 2013	於二零一三年十二月三十一日	-	-	-

The above intangible assets have definite useful lives. Such intangible assets are amortised on a straight-line basis over five years.

上述無形資產具有既定使用年期，並以直線法按五年攤銷。

26. GOODWILL

26. 商譽

		HK\$'000 千港元
Cost	成本	
At 1st January, 2013,	於二零一三年一月一日、	
31st December, 2013 and	二零一三年十二月三十一日及	
31st December, 2014	二零一四年十二月三十一日	370,686
Impairment	減值	
At 1st January, 2013,	於二零一三年一月一日、	
31st December, 2013 and	二零一三年十二月三十一日及	
31st December, 2014	二零一四年十二月三十一日	47,748
Carrying amounts	賬面值	
At 31st December, 2014	於二零一四年十二月三十一日	322,938
At 31st December, 2013	於二零一三年十二月三十一日	322,938

Impairment testing of goodwill

For the purpose of impairment testing, goodwill acquired through certain business combinations has been allocated to the Group's CGUs, which in all cases were determined to be investment properties owned by subsidiaries. The carrying amount of goodwill (net of accumulated impairment losses) was allocated to CGUs with the following places of operation:

商譽減值測試

為進行減值測試，就業務合併產生之商譽已分配至本集團之現金產生單位，彼等全釐定為集團附屬公司所擁有之投資物業。商譽賬面值（扣除累積減值虧損）分配至不同經營地點之現金產生單位：

		2014 HK\$'000 千港元	2013 HK\$'000 千港元
United Kingdom	英國	322,938	322,938
Hong Kong	香港	-	-
		322,938	322,938

26. GOODWILL (Cont'd)

Impairment testing of goodwill (Cont'd)

The recoverable amount for the CGU operated in the United Kingdom has been determined based on value-in-use calculation using five-year cash flow projections approved by the Directors. The pre-tax discount rate of approximately 7.85% (2013: 9.27%) per annum for the United Kingdom property business was applied to the cash flow projection when assessing the recoverability of the CGU containing goodwill. Full impairment for goodwill of the other businesses in Hong Kong was recognised in prior years.

There are a number of assumptions and estimates involved for the preparation of the cash flow projections. Key assumptions included gross margin and discount rates which are determined by the Directors based on past performance and its expectation for market development. The values assigned to key assumptions are based on historical experience, current market condition, approved forecasts and consistent with external information sources. Gross margin is budgeted gross margin. The discount rates used were determined with reference to weighted average cost of capital of similar companies in the industry reflected specific risks relating to the industry. The Directors believe that any reasonable possible change in any of these assumptions would not cause the aggregate carrying amounts of the CGUs to exceed their respective aggregate recoverable amount. During the years ended 31st December, 2014 and 2013, the Directors determined that there was no impairment of the goodwill.

26. 商譽 (續)

商譽減值測試 (續)

經營於英國現金產生單位之商譽可收回金額乃根據董事批准之五年現金流量預測，並參考使用價值計算法進行評估。當評估含商譽之現金產生單位之可收回程度時，應用於現金流量預測，英國物業業務以稅前年貼現率約7.85厘（二零一三年：9.27厘）計算。就於香港其他業務之商譽所作之全面減值虧損已於過往年度確認。

編製現金流量預測涉及多項假設及估計。主要假設包括由董事根據過往表現及其對市場發展預測釐定之毛利及貼現率。主要假設所用價值以過往經驗、當前市況及經批准預測為依據，並附合外部資料來源。毛利率乃預算毛利率，而所採用之貼現率及參照業內同類公司之加權平均資本成本釐定，並反映與行業相關之特定風險。董事相信，該等假設可能合理出現之任何變動不會導致現金產生單位賬面值總額超出現金產生單位之有關可收回總額。於截至二零一四年及二零一三年十二月三十一日止年度內，董事評定商譽並無減值虧損。

27. INTERESTS IN ASSOCIATES

27. 聯營公司權益

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Cost of investment in associates:	投資聯營公司成本		
– Unlisted	– 非上市	283,696	283,696
Share of post-acquisition profits and other comprehensive income, net of dividends received	攤佔收購後溢利及其他全面收益扣除已收股息	2,201,071	2,086,835
		2,484,767	2,370,531

The Company provided corporate guarantee to secure bank loans granted to its associates. The fair value of the financial guarantee contract was determined by Norton Appraisals Limited, independent qualified professional valuer, and it was recognised as interests in associates and financial guarantee liabilities in the Group's consolidated statement of financial position.

Particulars of the Group's principal associates as at 31st December, 2014 are set out in Note 53.

The investment properties held by the Group's principal associates were revalued as at 31st December, 2014 by B.I. Appraisals. B.I. Appraisals continues to adopt investment method and/or direct comparison method as the valuation methodologies. The valuation methods and significant assumptions applied in determining the fair values of investment properties are detailed in Note 22.

All of the associates are accounted for using the equity method in these consolidated financial statements.

本公司提供公司擔保作為其聯營公司獲授銀行貸款之抵押。財務擔保合約之公平值由獨立合資格專業估值師普敦國際評估有限公司釐定，並已於本集團之綜合財務狀況報表內確認為聯營公司權益及財務擔保負債。

本集團於二零一四年十二月三十一日之主要聯營公司詳情載於附註53。

本集團主要聯營公司之投資物業已由保柏國際評估於二零一四年十二月三十一日進行重估。保柏國際評估持續採納投資法及／或直接比較法為估值方法。應用於釐定投資物業公平值之估值方法及主要假設於附註22詳述。

所有聯營公司均以權益法列賬於本綜合財務報表內。

27. INTERESTS IN ASSOCIATES (Cont'd)

The summarised financial information in respect of the Group's material associate, Finedale Industries Limited, is set out below.

Finedale Industries Limited

Non-current assets	非流動資產
Current assets	流動資產
Current liabilities	流動負債
Net assets	資產淨值
Interest held by the Group	本集團持有之權益
Group's interest in the associate	本集團於聯營公司之權益
Revenue	收入
Profit for the year	本年度溢利
Total comprehensive income for the year	本年度全面收益總額
Group's share of result for the year	本集團攤佔本年度業績
Group's share of total comprehensive income for the year	本集團攤佔本年度全面收益總額

The information above reflects the amount presented in the unaudited financial statements of the associate which were prepared in accordance with HKFRSs adjusted for the differences arising from accounting policies and different financial year end dates between the Group and the associate.

27. 聯營公司權益 (續)

本集團重要聯營公司(廣坤實業有限公司)之概要財務資料概述如下。

廣坤實業有限公司

2014 HK\$'000 千港元	2013 HK\$'000 千港元
2,998,000	2,763,000
173,168	103,590
(45,772)	(42,280)
3,125,396	2,824,310
33.33%	33.33%
1,041,799	941,437
83,992	67,522
301,086	459,450
301,086	459,450
100,362	153,150
100,362	153,150

以上資料反映於聯營公司之未經審核財務報表列載之金額，該等財務報表按香港財務報告準則並就本集團與聯營公司之間不同會計政策及財政年終日期作出調整而編製。

27. INTERESTS IN ASSOCIATES (Cont'd)

Aggregate information of associates that are not individually material:

Group's share of results for the year	本集團攤佔本年度業績
Group's share of other comprehensive (expenses) income for the year	本集團攤佔本年度其他全面(支出)收益
Group's share of total comprehensive income for the year	本集團攤佔本年度全面收益總額
Group's aggregate interests in these associates	本集團於該等聯營公司之權益總額

27. 聯營公司權益 (續)

非個別重要之聯營公司綜合財務資料:

2014	2013
HK\$'000	HK\$'000
千港元	千港元
86,969	197,704
(16,873)	93,535
70,096	291,239
1,442,968	1,429,094

28. ADVANCES TO ASSOCIATES

Interest-bearing advances to associates	墊付聯營公司之計息款項
Interest-free advances to associates	墊付聯營公司之免息款項

28. 墊付聯營公司款項

2014	2013
HK\$'000	HK\$'000
千港元	千港元
67,443	67,415
1,687,198	1,634,604
1,754,641	1,702,019

The advances to associates are unsecured. An amount of approximately HK\$997,681,000 (2013: HK\$987,345,000) was expected to be repayable in or after 2016 (2013: in 2016) and the amount is therefore shown as non-current. For the remaining amount of approximately HK\$756,960,000 (2013: HK\$714,674,000), the Group will not demand for repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current. The interest-bearing advances to associates bear interest at the prevailing market rates.

墊付聯營公司款項為無抵押。約997,681,000港元(二零一三年: 987,345,000港元)之款項預期於二零一六年或之後(二零一三年: 於二零一六年)償還, 因此該款項列作非流動性質。就餘額約756,960,000港元(二零一三年: 714,674,000港元), 本集團不會要求於報告期末起計一年內償還, 因此該等款項列作非流動性質。墊付聯營公司之計息款項以當時之市場借貸利率計息。

29. AVAILABLE-FOR-SALE INVESTMENTS

29. 待售投資

Available-for-sale investments comprise:

待售投資包括：

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted equity securities:	非上市股本證券：		
– Incorporated in Hong Kong	– 於香港註冊成立	93,805	72,003
– Incorporated elsewhere	– 於其他地區註冊成立		
(notes (i), (ii) and (iii))	(附註(i)、(ii)及(iii))	128,847	11,014
		222,652	83,017
Club debentures	會籍債券	16,581	16,581
Total	總額	239,233	99,598
Analysed for reporting purpose as:	作報告用途之分析：		
Non-current	非流動性質	239,233	99,598

Notes:

附註：

- (i) As at 31st December, 2013, the Group had invested approximately US\$917,000 in an exempted limited partnership registered under the Exempted Limited Partnership Law (Revised) of the Cayman Islands (“Cayman Islands Partnership”).

- (i) 於二零一三年十二月三十一日，本集團已投資約917,000美元於開曼群島獲豁免有限合夥企業法（經修訂）註冊之獲豁免有限合夥企業（「開曼群島合夥企業」）。

The Cayman Islands Partnership had a term of ten years from the date of initial closing. Purposes of the Cayman Islands Partnership are to generate long-term capital appreciation by acquiring, holding and disposing of equity, equity-related securities, independently or with others, in established or less established companies (or their parents) with substantial operations in the PRC; or such other activities as deems necessary.

開曼群島合夥企業由初步截止日起為期十年。開曼群島合夥企業之目的為透過獨立或與其他公司購買、持有及出售於中國有重要業務之發展成熟或未成熟之公司（或其母公司）之股本或股本相關證券作長遠的資本增值；或其他認為必要之活動。

The Cayman Islands Partnership was stated at cost less accumulated impairment loss (if any) because the range of reasonable fair value estimates is so significant that the Directors consider that its fair value cannot be measured reliably. The Directors considered that no impairment loss was required for the investment in the Cayman Islands Partnership at 31st December, 2013.

由於估計開曼群島合夥企業之合理公平值時所需考慮之假設因素範圍甚廣，董事認為未能可靠地衡量其公平值，故此，合夥企業按成本扣除累計減值虧損（如有）入賬。於二零一三年十二月三十一日，董事認為該開曼群島合夥企業之投資概無需要作出減值虧損。

29. AVAILABLE-FOR-SALE INVESTMENTS

(Cont'd)

Notes: (Cont'd)

(i) (Cont'd)

A further contribution of US\$1,000,000 was made by the Group during the year ended 31st December, 2014. On 23rd July, 2014, the Group entered into a withdrawal agreement in the Cayman Islands Partnership (“Withdrawal Agreement”) and, upon the Withdrawal Agreement became effective, the Group ceased to be a limited partner of the Cayman Islands Partnership and the Cayman Islands Partnership shall return to the Group the contribution made (“Contribution”) in accordance with the terms of the Withdrawal Agreement. The Contribution of US\$1,917,000 (equivalent to approximately HK\$14,886,000) was fully refunded during the year ended 31st December, 2014.

(ii) As at 31st December, 2014, the Group has invested approximately RMB48,205,000 (2013: nil) in an exempted limited partnership registered under the Partnership Enterprise Law of the PRC (“PRC Partnership”).

The PRC Partnership has a term of ten years from the date of initial closing. Purposes of the PRC Partnership are to generate long-term capital appreciation by acquiring, holding and disposing of equity, equity-related securities, independently or with others, in established or less established companies (or their parents) with substantial operations in the PRC; or such other activities as deems necessary.

The PRC Partnership is stated at cost less accumulated impairment loss (if any) because the range of reasonable fair value estimates is so significant that the Directors consider that its fair value cannot be measured reliably. During the year ended 31st December, 2014, an impairment loss of approximately HK\$12,983,000 (2013: nil) was recognised in the consolidated statement of comprehensive income for the investment in the PRC Partnership.

(iii) As at 31st December, 2014, the Group subscribed 10,000 shares in a private investment fund at US\$1,000 each, the fund and its management company are exempted companies with limited liability incorporated in the Cayman Islands.

The investment is stated at cost less accumulated impairment loss (if any) because the range of reasonable fair value estimates is so significant that the Directors consider that its fair value cannot be measured reliably. The Directors considered that no impairment loss was required for the investment at 31st December, 2014.

29. 待售投資 (續)

附註：(續)

(i) (續)

於截至二零一四年十二月三十一日止年度內，本集團已進一步注資1,000,000美元。於二零一四年七月二十三日，本集團訂立開曼群島合夥企業之撤回協議（「撤回協議」）。於撤回協議生效後，本集團不再為開曼群島合夥企業之有限合夥人，而開曼群島合夥企業將根據撤回協議之條款向本集團退還注資（「該筆注資」）。為數1,917,000美元（相當於約14,886,000港元）之該筆注資已於截至二零一四年十二月三十一日止年度內全數退還。

(ii) 於二零一四年十二月三十一日，本集團已投資約人民幣48,205,000元（二零一三年：無）於中國合夥企業法註冊之獲豁免有限合夥企業（「中國合夥企業」）。

中國合夥企業由初步截止日起為期十年。中國合夥企業之目的為透過獨立或與其他公司購買、持有及出售於中國有重要業務之發展成熟或未成熟之公司（或其母公司）之股本或股本相關證券作長遠的資本增值；或其他認為必要之活動。

由於估計中國合夥企業之合理公平值時所需考慮之假設因素範圍甚廣，董事認為未能可靠地衡量其公平值，故此，中國合夥企業按成本扣除累計減值虧損（如有）入賬。截至二零一四年十二月三十一日止年度內，該中國合夥企業之投資作出之減值虧損為12,983,000港元（二零一三年：無），並於綜合全面收益報表中確認。

(iii) 於二零一四年十二月三十一日，本集團已以每股1,000美元認購10,000股私人投資基金的股份，該基金及其管理公司為於開曼群島成立之獲豁免有限公司。

由於估計該投資之合理公平值時所需考慮之假設因素範圍甚廣，董事認為未能可靠地衡量其公平值，故此，該投資按成本扣除累計減值虧損（如有）入賬。於二零一四年十二月三十一日，董事認為該投資概無需要作出減值虧損。

29. AVAILABLE-FOR-SALE INVESTMENTS

(Cont'd)

For unlisted equity securities incorporated in Hong Kong measured at fair values, details of the fair value measurements are disclosed in Note 5(c).

Save as disclosed in note (i), (ii) and (iii) above, certain unlisted equity securities incorporated in Hong Kong and unlisted equity securities issued by private entities incorporated in the United States of America are stated at cost less accumulated impairment losses (if any) because the range of reasonable fair value estimates is so significant that the Directors consider that their fair values cannot be measured reliably. During the years ended 31st December, 2014 and 2013, the Directors considered that there was no impairment loss recognised in relation to those unlisted equity securities.

The club debentures classified as available-for-sale investments are stated at cost less accumulated impairment losses. During the years ended 31st December, 2014 and 2013, the Directors considered that there was no impairment of the club debentures since the market prices less costs to sell are higher than their carrying amounts.

At the end of the reporting period, available-for-sale investments totaling approximately HK\$145,718,000 (2013: HK\$27,885,000) were stated at cost less accumulated impairment losses, if any.

30. ADVANCES TO AN INVESTEE COMPANY AND A NON-CONTROLLING SHAREHOLDER

- (a) The advance made to an investee company is unsecured and interest-free. The Group will not demand for repayment within one year and the advance is therefore shown as non-current.
- (b) The advance made to a non-controlling shareholder is unsecured and interest-free. The Group will not demand for repayment within one year and the advance is therefore shown as non-current.

29. 待售投資 (續)

就於香港註冊成立並以公平值計量之非上市股本證券而言，公平值計量之詳情載於附註5(c)。

除上述附註(i), (ii)及(iii)披露外，若干香港註冊成立之非上市股本證券及美國註冊成立之私人機構發行之非上市股本證券，由於估計該等股本證券之合理公平值時所需考慮之假設因素範圍甚廣，董事認為未能可靠地衡量其公平值，故此該等股本證券按成本扣除累計減值虧損（如有）入賬。於截至二零一四年及二零一三年十二月三十一日止年度內，董事認為該等非上市股本證券概無確認減值虧損。

就分類為待售投資之會籍債券按成本扣除累計減值虧損入賬。於截至二零一四年及二零一三年十二月三十一日止年度，董事認為該等會籍債券之市場價值減出售成本會高於賬面值，故此並無減值虧損。

於報告期末，總值約145,718,000港元（二零一三年：27,885,000港元）之待售投資乃按成本扣除累計減值虧損（如有）入賬。

30. 墊付一間接受投資公司及一位非控股股東款項

- (a) 墊付一間接受投資公司款項乃無抵押及免息。本集團不會要求於一年內償還，故將該墊付款項列作非流動性質。
- (b) 墊付一位非控股股東款項乃無抵押及免息。本集團不會要求於一年內償還，故將該墊付款項列作非流動性質。

31. LOANS RECEIVABLE

31. 應收貸款

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Long-term loans receivable, unsecured:	無抵押之應收長期貸款：		
Non-current	非流動性質	-	16
Current	流動性質	26	13
		26	29
Less: Amounts due within one year shown under current assets	減：一年內到期並列作 流動資產之款項	(26)	(13)
Amounts due after one year	一年後到期之款項	-	16

Loans receivable comprise:

應收貸款包括：

	Maturity date	Collateral	Effective interest rate	Carrying amounts
	到期日	抵押	實際利率	賬面值
				2014
				HK\$'000
				千港元
Loans receivable	1st December, 2015	Nil	18% per annum	
應收貸款	二零一五年十二月一日	無	年息18厘	26
				29

32. OTHER FINANCIAL ASSETS

(a) Pledged deposits

The amounts represent deposits pledged to banks and other financial institutions to secure credit facilities granted to the Group. Deposits amounting to approximately HK\$429,689,000 (2013: HK\$632,780,000) have been pledged to secure short-term borrowings and are therefore classified as current assets. The remaining deposits amounting to approximately HK\$438,994,000 (2013: HK\$578,803,000) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

The deposits carry interest rates at prevailing market rates. The pledged deposits will be released upon the repayment of relevant borrowings.

(b) Securities trading receivables and deposits

Securities trading receivables and deposits are mainly amounts due from clearing house, brokers and clients.

(c) Time deposits, bank balances and cash

The time deposits carry interests at prevailing market deposit rates and mature within one month. The Group does not hold collateral over the balances.

32. 其他金融資產

(a) 抵押存款

此款額指抵押予銀行及其他金融機構，作為給予本集團信貸之存款。約429,689,000港元（二零一三年：632,780,000港元）之存款已作為短期借貸之抵押，並因此被分類為流動資產。餘下約438,994,000港元存款（二零一三年：578,803,000港元）已作為長期貸款之抵押，並因此被分類為非流動資產。

以上存款計息，利率為當時市場之利率。此抵押存款將於有關借貸獲償還時解除。

(b) 應收證券交易賬項及存款

應收證券交易賬項及存款主要為應收結算所、證券經紀及客戶款項。

(c) 定期存款、銀行結餘及現金

定期存款按當時之市場存款利率計息，並於一個月內到期。本集團並無就結餘持有抵押。

33. STOCK OF PROPERTIES

33. 物業存貨

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Completed properties	落成物業	757,718	550,171
Properties under development held for sale	持作出售之發展中物業	1,851,614	2,052,542
Less: Impairment loss recognised	減：已確認之減值虧損	(279,467)	(279,467)
		1,572,147	1,773,075
		2,329,865	2,323,246

As at 31st December, 2014, the Directors reviewed the carrying amounts of the properties under development held for sale and the completed properties with reference to current market situation and the estimated selling price of the properties under development held for sale and the completed properties provided by B.I. Appraisals. No impairment loss was made during the years ended 31st December, 2014 and 2013.

Properties under development held for sale with carrying amounts of approximately HK\$577,163,000 (2013: HK\$240,566,000) are expected to be completed after one year.

The carrying amounts of stock of properties during the period from 1st January, 2014 to 30th October, 2014 and year ended 31st December, 2013 included various costs incurred in the Macau Land (as defined hereinafter) and their reclassification. Such costs were deconsolidated on 31st October, 2014 and did not form part of stock of properties as at 31st December, 2014.

於二零一四年十二月三十一日，董事參考持作出售之發展中物業及落成物業之現時市場環境及由保柏國際評估提供之估計賣價，審閱持作出售之發展中物業及落成物業之賬面值。於截至二零一四年及二零一三年十二月三十一日止年度內概無任何減值虧損。

持作出售之發展中物業之賬面值約577,163,000港元（二零一三年：240,566,000港元）預期於一年後落成。

於二零一四年一月一日至二零一四年十月三十日期間及截至二零一三年十二月三十一日止年度，物業存貨之賬面值包括澳門土地（定義見下文）產生之各項成本及其重新分類。該成本於二零一四年十月三十一日不再綜合入賬及於二零一四年十二月三十一日不構成物業存貨之一部分。

33. STOCK OF PROPERTIES (Cont'd)

As set out in the Company's announcement dated 17th June, 2012, Moon Ocean Ltd. ("Moon Ocean"), a former indirect wholly-owned subsidiary of the Company, received a notice of preliminary hearing dated 15th June, 2012 ("First Notice") from the Land, Public Works and Transport Bureau ("LPWT") of Macau Special Administrative Region of the PRC ("Macau") regarding the transfers of the rights deriving from the land concession for the five plots of land adjacent to the Macau International Airport (according to the Group's record, formerly known as Lots 1C; 2; 3; 4 and 5 (parcels 5A, 5B and C), Avenida Wai Long, Taipa, Macau, which were registered in the Macau Land Registry under Nos. 22993, 22991, 22995, 22990 and 22989 and later revised as Lots 1C1; 1C2; 1C3; 2a; 2b; 2d; 3; 4a; 4b; 5a1; 5a2; 5a3; 5b1; 5b2; 5b3; 5b4; 5b5; 5b6; A3a; A3b; A4a; A4b; E1a; E1b; E2 and E3 which were registered in the Macau Land Registry under No. 22989 as per the 2011 Revision (as defined hereinafter)) ("Macau Land") from five Macau companies to which the land concession was originally granted ("Original Owners") to Moon Ocean ("Land Transfers") and the amendments of the related land concession contracts.

It was stated in the First Notice that (i) the Chief Executive of Macau had approved the initiation of the procedures for declaring the act of the Chief Executive of Macau in confirming the approval of the Land Transfers and the amendments of the related land concession contracts in March 2006 invalid and returning the Macau Land to the Original Owners ("First Matters"); and (ii) Moon Ocean may make written submission regarding the First Matters within 15 days from the receipt of the First Notice.

33. 物業存貨 (續)

誠如本公司日期為二零一二年六月十七日之公布所載，本公司之一間前間接全資擁有附屬公司Moon Ocean Ltd. (「Moon Ocean」)，接獲由中國澳門特別行政區(「澳門」)土地工務運輸局(「土地工務運輸局」)發出日期為二零一二年六月十五日之預先聽證通知(「第一份通知」)，內容有關毗鄰澳門國際機場之五塊土地(根據本集團記錄，前稱為澳門氹仔偉龍馬路1C、2、3、4及5(5A、5B及C地塊)號地段，於澳門物業登記局之登記號碼為22993、22991、22995、22990及22989，其後修改為1C1、1C2、1C3、2a、2b、2d、3、4a、4b、5a1、5a2、5a3、5b1、5b2、5b3、5b4、5b5、5b6、A3a、A3b、A4a、A4b、E1a、E1b、E2及E3號地段，根據二零一一年修改(定義見下文)於澳門物業登記局之登記號碼為22989)(「澳門土地」)之土地批給衍生權利(由五間原獲授澳門土地之土地批給之澳門公司(「原承批人」)轉讓予Moon Ocean(「土地轉讓」))及相關土地批給合同之修改。

第一份通知中指出(i)澳門行政長官已批准展開程序，宣告澳門行政長官於二零零六年三月確認同意土地轉讓以及相關土地批給合同之修改的行為無效，並將澳門土地歸還予原承批人(「第一事項」)；及(ii) Moon Ocean可於接獲第一份通知起計十五天內就第一事項發表書面意見。

33. STOCK OF PROPERTIES (Cont'd)

The Group's Macau legal advisor ("Macau Legal Advisor") made the submission which set out the basis for opposing the First Matters on 29th June, 2012. As set out in the Company's announcement dated 14th August, 2012, Moon Ocean received a notice from the LPWT ("Second Notice") stating that (i) the Chief Executive of Macau had declared the previous act of the Chief Executive of Macau in confirming the approval of the Land Transfers and the amendments of the related land concession contracts in March 2006 invalid ("First Decision"); and (ii) Moon Ocean may present objection to the First Decision within 15 days from the gazetting of the First Decision and may also appeal to the Court of Second Instance of Macau. The First Decision was then published on the official bulletin of the government of Macau dated 15th August, 2012.

On 28th August, 2012, the Macau Legal Advisor filed on behalf of Moon Ocean an objection to the Chief Executive of Macau's Bureau against the First Decision. On 14th September, 2012, as Moon Ocean had not received any reply from the Chief Executive of Macau regarding such objection, Moon Ocean and a promissory purchaser of La Scala ("Purchaser") therefore jointly lodged an appeal to the Court of Second Instance of Macau against the First Decision on the same date ("First Decision Appeal"). Details of lodging the objection and the First Decision Appeal were disclosed in the Company's announcements on 28th August, 2012 and 14th September, 2012 respectively.

33. 物業存貨 (續)

本集團之澳門法律顧問(「澳門法律顧問」)已於二零一二年六月二十九日就第一事項呈交載列反對原因的意見書。誠如本公司日期為二零一二年八月十四日之公布所載，Moon Ocean接獲由土地工務運輸局發出之通知(「第二份通知」)，表示(i)澳門行政長官已宣告，澳門行政長官早前於二零零六年三月確認同意土地轉讓以及相關土地批給合同之修改的行為無效(「第一次決定」)；及(ii) Moon Ocean可於第一次決定正式公布起計十五天內就第一次決定提出聲明異議，以及可向澳門中級法院提出上訴。第一次決定其後刊登於日期為二零一二年八月十五日之《澳門政府公報》。

於二零一二年八月二十八日，澳門法律顧問代表Moon Ocean向澳門行政長官辦公室就第一次決定提出聲明異議。於二零一二年九月十四日，因Moon Ocean並未收到澳門行政長官有關該聲明異議之任何回覆，Moon Ocean及御海·南灣一名預約買家(「買家」)於同日聯合向澳門中級法院提出上訴，反對第一次決定(「第一次決定上訴」)。提出該聲明異議及第一次決定上訴之詳情分別披露於本公司於二零一二年八月二十八日及二零一二年九月十四日之公布中。

33. STOCK OF PROPERTIES (Cont'd)

On 4th September, 2012, Moon Ocean further received a notice of preliminary hearing (“Third Notice”) from the LPWT which stated that (i) the Chief Executive of Macau had approved the initiation of the procedures for declaring the act of the Chief Executive of Macau in confirming the approval of the increase of residential gross floor area of the Macau Land from 392,505 to 537,560 square meters and an exchange of 9 small pieces of land with a total site area of approximately 1,282 square meters initially forming part of the Macau Land for 8 small pieces of adjacent land with a total site area of approximately 5,204 square meters as announced on 9th March, 2011 (“2011 Revision”) was invalid (“Second Matters”); and (ii) Moon Ocean may make written submission on the issues regarding the subject matter of the above procedures within 15 days from the receipt of the Third Notice.

The Macau Legal Advisor made the submission which set out the basis for opposing the Second Matters on 19th September, 2012.

On 16th April, 2013, Moon Ocean received a notice (“Fourth Notice”) from the LPWT stating that (i) the Chief Executive of Macau declared the previous act of approval of the 2011 Revision by the Chief Executive of Macau was invalid (“Second Decision”); and (ii) Moon Ocean may present objection against the Second Decision within 15 days from the gazetting of the Second Decision and may also appeal to the Court of Second Instance of Macau. Details of the Fourth Notice were disclosed in the Company’s announcement dated 16th April, 2013. The Second Decision was then published on the official bulletin of the government of Macau dated 17th April, 2013.

On 15th May, 2013, Moon Ocean and two promissory purchasers of La Scala jointly lodged an appeal to the Court of Second Instance of Macau against the Second Decision (“Second Decision Appeal”). Details of lodging the Second Decision Appeal were disclosed in the Company’s announcement dated 15th May, 2013.

33. 物業存貨 (續)

於二零一二年九月四日，Moon Ocean進一步接獲澳門土地工務運輸局發出之預先聽證通知（「第三份通知」），當中指出(i)澳門行政長官已批准展開程序，宣告澳門行政長官於二零一一年三月九日確認批准，將澳門土地之住宅總樓面面積由392,505平方米增加至537,560平方米，以及將九幅最初構成澳門土地一部分、地盤總面積約1,282平方米之小型土地，交換為八幅毗鄰的地盤總面積約5,204平方米之小型土地之修改（「二零一一年修改」）的行為無效（「第二事項」）；及(ii) Moon Ocean可於接獲第三份通知起計十五天內就上述程序之事件提交書面意見。

澳門法律顧問已於二零一二年九月十九日就第二事項提交載列反對原因的意見書。

於二零一三年四月十六日，Moon Ocean接獲由土地工務運輸局發出之通知（「第四份通知」），表示(i)澳門行政長官宣告，澳門行政長官早前同意二零一一年修改之行為無效（「第二次決定」）；及(ii) Moon Ocean可於第二次決定正式公布起計十五天內就第二次決定提出聲明異議，以及可向澳門中級法院提出上訴。第四份通知詳情於本公司日期為二零一三年四月十六日之公布內披露。第二次決定其後刊登於日期為二零一三年四月十七日之《澳門政府公報》。

於二零一三年五月十五日，Moon Ocean聯同御海·南灣之兩名預約買家就第二次決定向澳門中級法院提出上訴（「第二次決定上訴」）。提出第二次決定上訴詳情於本公司日期為二零一三年五月十五日之公布內披露。

33. STOCK OF PROPERTIES (Cont'd)

On 11th October, 2013, the Court of Second Instance of Macau issued a notice of its decision made on 10th October, 2013 regarding the legitimacy of certain parties involved in the First Decision Appeal ("Parties Rulings"). In the Parties Rulings, the Court of Second Instance of Macau has determined that each of (1) the Purchaser who has joined Moon Ocean as a co-appellant of the First Decision Appeal and (2) Macau, which Moon Ocean has identified as a counter-interested party in Macau's capacity as a shareholder of the four Original Owners which were dissolved, is not a legitimate party in the proceedings. As a result, the Court of Second Instance of Macau has (i) acquitted the appeal against the First Decision made by Chief Executive of Macau filed by the Purchaser and (ii) acquitted Macau as a counter-interested party of the First Decision Appeal.

The Group has been advised by the Macau Legal Advisor that the Parties Rulings is only an intermediate act of the Court of Second Instance of Macau (which was intended to address certain procedural issues, namely whether certain parties are legitimate parties in the proceedings) prior to the judgment of the substantial issues under the First Decision Appeal. Such decision is not the actual judgment of the First Decision Appeal which will take place at a later stage. The Parties Rulings do not affect the appeal lodged against the Chief Executive of Macau as a defendant under the First Decision Appeal filed by the Macau Legal Advisor on behalf of Moon Ocean. Further, the Parties Rulings will not prejudice the rights of Moon Ocean to claim damages against Macau in relation to the First Decision in separate administrative proceedings.

On 2nd December, 2013, the Purchaser filed an appeal against the Parties Rulings to the Court of Second Instance of Macau of excluding her from the First Decision Appeal. Insofar as the acquittal of the Purchaser as a co-appellant is concerned, if the appeal lodged by the Purchaser against the Parties Rulings is unsuccessful, the First Decision Appeal will proceed with Moon Ocean as the sole appellant.

33. 物業存貨 (續)

於二零一三年十月十一日，澳門中級法院就其於二零一三年十月十日關於第一次決定上訴若干干涉訴方之正當性所作出之決定（「涉訴方判決」）發出通知。在涉訴方判決中，澳門中級法院裁定(1)已聯同Moon Ocean作為第一次決定上訴之聯合上訴人之該買家與(2)澳門（Moon Ocean將之視為對立利害關係人，因澳門為已解散之四名原承批人之股東之一）均並非正當的訴訟方。因此，澳門中級法院已(i)駁回該買家就澳門行政長官作出之第一次決定所提出之上訴，並(ii)駁回澳門於第一次決定上訴中作為對立利害關係人。

澳門法律顧問向本集團表示，涉訴方判決僅屬澳門中級法院作出之中期行動（旨在處理若干程序事宜，即若干干涉訴方是否屬正當的訴訟方），其後方會就第一次決定上訴中之實質事宜作出判決。有關決定並非第一次決定上訴之實際判決，而第一次決定上訴之實際判決將會於稍後階段進行。涉訴方判決並不影響由澳門法律顧問代表Moon Ocean向澳門行政長官（作為被告人）對第一次決定上訴提出之上訴。此外，涉訴方判決並無損害Moon Ocean就第一次決定另行向澳門展開行政訴訟而提出索償之權利。

於二零一三年十二月二日，該買家對澳門中級法院就其從第一次決定上訴中被摒除之涉訴方判決提出上訴。就駁回該買家作為聯合上訴人而言，倘該買家對涉訴方判決提出之上訴未能得直，則第一次決定上訴將以Moon Ocean作為唯一上訴人進行。

33. STOCK OF PROPERTIES (Cont'd)

On 16th January, 2014, Moon Ocean received a reply from the Court of Second Instance of Macau regarding the First Decision Appeal that it decided to hear the witnesses. The depositions have been taken place between 12th February, 2014 and 19th March, 2014.

On 29th January, 2014, the Macau Legal Advisor submitted a reply to the Court of Second Instance of Macau regarding the Chief Executive of Macau's defense filed on 24th June, 2013 regarding the appeal filed by Moon Ocean and two promissory purchasers of the La Scala project on 15th May, 2013.

On 12th May, 2014, the Company announced that Moon Ocean has decided to arrange for the revocation and cancellation of the binding letters of offer and the promissory sale and purchase agreements of the presold property units under the La Scala project. Without admission of any liability, Moon Ocean will return all sales deposit in full for the presold property unit(s) under the La Scala project to each promissory purchaser accepting such revocation and cancellation arrangement together with interest thereon.

Moon Ocean was an indirect wholly-owned subsidiary of Value Eight. After completion of the Moon Ocean Disposal on 31st October, 2014, the Moon Ocean Group (including Moon Ocean) ceased to be subsidiaries of the Group and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group. Details of the disposal were set out in Note 44(a).

In preparing the net liabilities of the Moon Ocean Group as at the date of disposal on 31st October, 2014 (Note 44(a)) and the consolidated financial statements of the Group for the year ended 31st December, 2014, the Directors have sought the legal opinion from the Macau Legal Advisor regarding the First Notice, the Second Notice, the Third Notice and the Fourth Notice ("Macau Legal Opinion").

In the Macau Legal Opinion, it is pointed out that the First Decision and the Second Decision are immediately valid and enforceable and the appeal to the Court of Second Instance of Macau does not suspend the validity and enforceability of the First Decision and the Second Decision. As such, Moon Ocean is no longer the registered owner of the Macau Land.

33. 物業存貨 (續)

於二零一四年一月十六日，Moon Ocean接獲澳門中級法院之答覆，表示其已決定就第一次決定上訴聆聽各證人陳詞。證人作供日程已於二零一四年二月十二日至二零一四年三月十九日期間進行。

於二零一四年一月二十九日，澳門法律顧問就澳門行政長官於二零一三年六月二十四日對Moon Ocean聯同兩名御海·南灣項目之預約買方於二零一三年五月十五日提交之上訴所提呈之抗辯，向澳門中級法院提交答覆。

於二零一四年五月十二日，本公司公布Moon Ocean決定安排撤銷及取消御海·南灣項目預售物業單位之具約束力要約函及買賣預約合同。在非承認任何責任的條件下，Moon Ocean向接受該撤銷及取消安排之各御海·南灣項目之預約買方足額退還預售物業單位之銷售訂金連同利息。

Moon Ocean為Value Eight之一間間接全資擁有附屬公司。Moon Ocean出售於二零一四年十月三十一日完成後，Moon Ocean集團（包括Moon Ocean）已不再為本集團之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。出售詳情已列載於附註44(a)內。

在編製Moon Ocean集團於二零一四年十月三十一日出售日期之負債淨值（附註44(a)）及本集團截至二零一四年十二月三十一日止年度之綜合財務報表時，董事已就第一份通知、第二份通知、第三份通知以及第四份通知向澳門法律顧問尋求法律意見（「澳門法律意見」）。

澳門法律意見指出，第一次決定及第二次決定即時生效並可強制執行，及向澳門中級法院之上訴並不會使第一次決定及第二次決定暫緩生效及強制執行。因此，Moon Ocean已不再為澳門土地之註冊承批人。

33. STOCK OF PROPERTIES (Cont'd)

In addition, it is also shown in the real estate registration certificate (物業登記證明) issued by the Macau Real Estate Registry of the government of Macau that there is registration of a note stating Moon Ocean's land title over the Macau Land is invalid. In addition, written report on real estate registration (物業登記書面報告) issued by the Macau Real Estate Registry of the government of Macau shows that the land titles of Lots 1C, 2, 3, 4 and 5 of the Macau Land are currently under the name of Tai Lei Loi Development Company, Limited, San Hung Fat Development Company, Limited, San Hou Kong Development Company, Limited, San Vai Ip Development Company, Limited and Lei Tin Development Company, Limited respectively, which are Macau companies among the Original Owners. Other than Tai Lei Loi Development Company, Limited, all other Original Owners have already been dissolved.

Regarding the probability of winning the First Decision Appeal and the Second Decision Appeal ("Appeals"), the Macau Legal Opinion states that there are strong legal arguments to win the Appeals and for Moon Ocean to get back the Macau Land. However, it is further stated in the Macau Legal Opinion that in view of the past judicial case outcome (which is, somehow, similar to Moon Ocean's case) there is a plausible risk that Moon Ocean might not get the legal title of the Macau Land back.

The cost incurred in the Macau Land have been classified mainly into three types: (1) cost of acquisition of the land concession amounted to approximately HK\$1,329,023,000 paid to the Original Owners ("Land Costs"); (2) premium paid to Macau in relation to the 2011 Revision amounted to approximately HK\$624,073,000 ("Premium"); and (3) other cost, incurred in the construction project of the Macau Land up to 31st October, 2014 attributable to the Group, amounted to approximately HK\$562,481,000 (31st December, 2013: HK\$558,593,000) ("Construction Costs").

It is stated in the Macau Legal Opinion and also set out in the Third Notice that pursuant to the provision of article 282 paragraph 1 of the civil code (民法典) of the laws of Macau, the declaration of nullity of an act shall have retrospective effect and the interested parties shall return the objects exchanged in such act. As such, Moon Ocean shall be obliged to return the Macau Land and vice versa, the Original Owners and Macau shall return the Land Costs and the Premium to Moon Ocean respectively.

33. 物業存貨 (續)

此外，澳門政府轄下之澳門物業登記局發出之物業登記證明中亦顯示，登記記錄表明Moon Ocean對澳門土地之土地業權屬無效。而且，由澳門政府轄下之澳門物業登記局發出之物業登記書面報告中顯示，澳門土地1C、2、3、4及5號地段現時之業權登記分別於大利來建設發展有限公司、新鴻發建設發展有限公司、新濠江建設發展有限公司、新偉業建設發展有限公司及利天建設發展有限公司名下（為原承批人之澳門公司）。除大利來建設發展有限公司外，所有其他原承批人已解散。

就贏得第一次決定上訴及第二次決定上訴（「上訴」）之可能性而言，澳門法律意見所陳述存有強而有力的法律論據，以贏得該等上訴及Moon Ocean能夠取回澳門土地之業權。然而，其進一步指出，鑒於過往判決案例結果（於某程度上類似Moon Ocean之案例），尚存在Moon Ocean可能未能取回澳門土地合法業權之合理風險。

澳門土地產生之成本已主要分為三類：(1) 已付予原承批人之土地批給之收購成本約1,329,023,000港元（「土地成本」）；(2) 向澳門支付之有關二零一一年修改溢價約624,073,000港元（「溢價」）；及(3) 截至二零一四年十月三十一日由本集團於澳門土地建築項目產生之其他成本約562,481,000港元（二零一三年十二月三十一日：558,593,000港元）（「建築成本」）。

根據澳門法律意見以及第三份通知所載，按澳門法律之民法典第282條第1段之條文，宣布法令無效具有追溯效力，且有關利害的一方須退還於易手之物品。因此，Moon Ocean有責任退還澳門土地，且反之亦然，原承批人及澳門須分別向Moon Ocean退還土地成本及溢價。

33. STOCK OF PROPERTIES (Cont'd)

Based on the Macau Legal Opinion, the First Notice, the Second Notice, the Third Notice, the First Decision Appeal and all available information, the Land Costs, the Premium and the Construction Costs of approximately HK\$542,357,000 which incurred up to 31st December, 2012 were reclassified to "Debtors, Deposits and Prepayments" (Note 37) in the consolidated statement of financial position of the Group as at 31st December, 2012.

Further based on the Macau Legal Opinion, the Fourth Notice, the Second Decision Appeal and all available information, the Construction Costs incurred during the ten months ended 31st October, 2014 attributable to the Group in respect of work certified for the site formation and slope stabilisation for the Macau Land amounted to approximately HK\$3,888,000 (year ended 31st December, 2013: HK\$16,236,000) were classified as "Stock of Properties" and such amounts were reclassified from "Stock of Properties" to "Debtors, Deposits and Prepayments" (Note 37) in the consolidated statement of financial position of the Group.

34. INVESTMENTS HELD-FOR-TRADING

Investments held-for-trading comprise:

Listed investments:

Equity securities listed in Hong Kong

上市投資：

於香港上市之股本證券

The fair values of the investments held-for-trading are determined based on the quoted market bid prices available on the Stock Exchange.

As at 31st December, 2014, listed equity securities with aggregate carrying amount of approximately HK\$472,551,000 (2013: nil) were available to be loaned to a financial institution for earning lending fee income and the same or substantially the same securities will be returned to the Group, pursuant to the terms and conditions contained in the securities pooled lending agreements.

33. 物業存貨 (續)

根據澳門法律意見，第一份通知、第二份通知、第三份通知、第一次決定上訴及所有可得資料，土地成本、溢價及截至二零一二年十二月三十一日之建築成本約為542,357,000港元已重新分類至於二零一二年十二月三十一日之本集團綜合財務狀況報表之「應收賬項、按金及預付款項」(附註37)內。

依據進一步澳門法律意見，第四份通知、第二次決定上訴及所有可得資料，有關澳門土地之地盤平整及斜坡鞏固之工程驗證於截至二零一四年十月三十一日止十個月由本集團所產生之建築成本約3,888,000港元(二零一三年十二月三十一日止年度：16,236,000港元)，已分類為「物業存貨」，而有關金額已於本集團之綜合財務狀況報表由「物業存貨」重新分類至「應收賬項、按金及預付款項」(附註37)內。

34. 持作買賣之投資

持作買賣之投資包括：

2014	2013
HK\$'000	HK\$'000
千港元	千港元
501,944	894,816

持作買賣之投資之公平值乃根據聯交所之市場買入報價釐定。

於二零一四年十二月三十一日，賬面值總額約為472,551,000港元(二零一三年：無)之上市股本證券，根據匯集證券借貸協議可供借出予一間金融機構以賺取借貸費收入，而該證券或大致等同之證券將會歸還於本集團。

35. FINANCIAL ASSETS DESIGNATED AS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets designated as at fair value through profit or loss comprise:

Bonds:	債券：
Non-current	非流動性質
Current	流動性質

As at 31st December, 2014, bonds with aggregate carrying amount of approximately HK\$909,309,000 (2013: HK\$3,371,153,000) were available to be loaned to a financial institution for earning lending fee income and the same or substantially the same securities will be returned to the Group, pursuant to the terms and conditions contained in the securities pooled lending agreements. Bonds of aggregate carrying amounts of approximately HK\$82,956,000 (2013: HK\$447,067,000) were on loan at the end of the reporting period.

Major terms of the bonds are as follows:

Notional amount	Maturity
US\$22,195,000	2017
US\$451,000,000	2018
US\$12,300,000	2019
US\$6,000,000	2020
US\$13,000,000	2023
US\$500,000	2044
US\$120,000,000	Perpetual
GBP17,000,000	Perpetual

The bonds denominated in US\$ carry fixed rate range from 6.00% to 13.25% per annum of which US\$602,800,000 are callable and the bonds denominated in GBP carry fixed rate range from 7.00% to 14.00% per annum are callable.

The bonds are traded in active market and stated at fair values at the end of the reporting period. Their fair values are determined by reference to market bid prices quoted by financial institutions and brokers.

35. 指定為通過損益以反映公平值之金融資產

指定為通過損益以反映公平值之金融資產包括：

2014 HK\$'000 千港元	2013 HK\$'000 千港元
379,010	1,080,272
4,247,830	11,038,052
4,626,840	12,118,324

於二零一四年十二月三十一日，賬面值總額約為909,309,000港元（二零一三年：3,371,153,000）之債券，根據匯集證券借貸協議可供借出予一間金融機構以賺取借貸費收入，而該證券或大致等同之證券將會歸還於本集團。於報告期末，已借出債券之賬面值總額約為82,956,000港元（二零一三年：447,067,000港元）。

債券之主要內容如下：

名義金額	到期日
22,195,000美元	二零一七年
451,000,000美元	二零一八年
12,300,000美元	二零一九年
6,000,000美元	二零二零年
13,000,000美元	二零二三年
500,000美元	二零四四年
120,000,000美元	永久
17,000,000英鎊	永久

以美元計算之債券固定年利率為6.00厘至13.25厘，其中602,800,000美元之債券為可贖回，而英鎊計算之債券固定年利率為7.00厘至14.00厘為可贖回。

債券於交投活躍之市場交易，以公平值於報告期末列賬。債券之公平值乃根據金融機構及經紀之市場買入報價釐定。

36. INVENTORIES

Finished goods	製成品
Raw materials	原材料
Consumables	消耗品

All inventories were stated at the lower of cost and net realisable value.

36. 存貨

2014	2013
HK\$'000	HK\$'000
千港元	千港元
2,052	2,453
123	884
1,318	-
3,493	3,337

所有存貨按成本及可變現淨值兩者中較低列賬。

37. DEBTORS, DEPOSITS AND PREPAYMENTS

Trade receivables	應收貿易款項
Less: Allowance for doubtful debts	減：呆賬撥備
Deposits and prepayments	按金及預付款項
Other receivables	其他應收款項

Included in trade receivables mainly comprised rental receivables billed in advance and settlements from tenants which are expected upon receipts of billings, properties sales proceeds receivables and receivable from hotel operation.

The Group maintains a defined credit policy to assess the credit quality of each counterparty. The collection is closely monitored to minimise any credit risk associated with these trade receivables. Considerations in respect of sold properties are payable by the purchasers pursuant to the terms of the sales and purchase agreements. Rental in respect of leased properties are payable in advance by the tenants. Other trade debtors settle their accounts according to the payment terms as stated in the respective contracts.

37. 應收賬項、按金及預付款項

2014	2013
HK\$'000	HK\$'000
千港元	千港元
113,372	224,787
(1,887)	(2,177)
111,485	222,610
366,479	353,976
167,000	2,478,681
644,964	3,055,267

應收貿易款項主要包括預先開單而預期租戶會於收到租單後支付之應收租金、物業銷售應收款項及來自酒店業務之應收款項。

本集團已制訂明確之信貸政策，以評估每名交易對手之信貸質素。本集團密切監察收款情況，務求盡量減低有關該等應收貿易款項之信貸風險。買方須根據買賣協議之條款支付已售物業之代價。租賃物業之租金須由租戶預先支付。其他貿易債務人根據個別合約內列明之付款條款清還賬項。

37. DEBTORS, DEPOSITS AND PREPAYMENTS

(Cont'd)

The following is the aged analysis of trade receivables (net of allowance for doubtful debts), presented based on the respective revenue recognition dates, at the end of the reporting period:

0 – 30 days	零至三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

The following is the aged analysis of trade receivables which are past due but not impaired:

0 – 30 days	零至三十日
31 – 60 days	三十一日至六十日
61 – 90 days	六十一日至九十日
Over 90 days	九十日以上

37. 應收賬項、按金及預付款項

(續)

根據各項收入之確認日期呈列之應收貿易款項(扣除呆賬撥備)於報告期末之賬齡分析如下:

2014	2013
HK\$'000	HK\$'000
千港元	千港元
17,619	34,892
85,866	94,416
299	18,396
7,701	74,906
111,485	222,610

已逾期但未被減值之應收貿易款項之賬齡分析如下:

2014	2013
HK\$'000	HK\$'000
千港元	千港元
12,154	10,152
21,775	15,694
–	6,405
7,236	11,476
41,165	43,727

37. DEBTORS, DEPOSITS AND PREPAYMENTS

(Cont'd)

Movement in the allowance for doubtful debts:

At 1st January	於一月一日
Amounts written off as uncollectible	以不可收回撇銷之款項
Amount recovered during the year	本年度已收回款項
Impairment losses recognised net of reversed in respect of trade receivables	就應收貿易款項確認減撥回之減值虧損
At 31st December	於十二月三十一日

For those past due but not impaired receivables, except for the sale of properties developed by the Group, although the Group does not hold any collateral as security, the Group has assessed the creditworthiness, past payment history and substantial settlement after the end of the reporting period, and considers that the amounts are still recoverable and no further credit provision is required in excess of allowance for doubtful debts.

Trade receivables over 90 days comprising (i) properties sales proceeds receivables of nil (2013: HK\$2,824,000); and (ii) rental receivables of approximately HK\$7,236,000 (2013: HK\$8,652,000) which are sufficiently covered by rental deposits received from the respective tenants, and no allowance is required for these receivables under the Group's allowance policy.

Trade receivables which are neither overdue nor impaired are in good quality.

37. 應收賬項、按金及預付款項

(續)

呆賬準備之變動：

2014	2013
HK\$'000	HK\$'000
千港元	千港元
2,177	4,266
-	(2,034)
(394)	(138)
104	83
1,887	2,177

就已逾期但無減值之應收款項而言，雖然本集團並無持有任何抵押品作擔保（除了由本集團發展之物業銷售外），本集團已就其信譽、過往還款記錄及於報告期末後之主要結賬作出評估，並認為該數額仍可收回，無需要作進一步（多於呆賬撥備）之信貸撥備。

超過九十日之應收貿易款項包括(i)物業銷售應收款項為零港元（二零一三年：2,824,000港元）；及(ii)應收租金約7,236,000港元（二零一三年：8,652,000港元）（其足以被所收該等租戶之租金訂金所保障），根據本集團之撥備政策，無須為該等應收款項作出撥備。

既無逾期亦無減值之應收貿易款項之質素良好。

37. DEBTORS, DEPOSITS AND PREPAYMENTS

(Cont'd)

The carrying amounts of debtors, deposit and prepayments during the period from 1st January, 2014 to 30th October, 2014 and year ended 31st December, 2013 included various costs incurred in the Macau Land and their reclassification. Such costs were deconsolidated on 31st October, 2014 and did not form part of debtors, deposits and prepayments as at 31st December, 2014.

During the ten months ended 31st October, 2014, the Construction Costs of approximately HK\$3,888,000 (year ended 31st December, 2013: HK\$16,236,000) was reclassified from "Stock of Properties" (Note 33) to "Debtors, Deposits and Prepayments" and such amount was recognised as "Costs of Development Recognised in respect of Property Project in Macau". Furthermore, during the ten months ended 31st October, 2014, the Macau Project Costs (as defined hereinafter) of approximately HK\$2,615,000 (year ended 31st December, 2013: HK\$5,799,000) for maintaining the sales office and the show flat attributable to the Group was incurred and classified as "Debtors, Deposits and Prepayments" and such amount was recognised as "Costs of Development Recognised in respect of Property Project in Macau".

After completion of the Moon Ocean Disposal on 31st October, 2014, the Moon Ocean Group (including Moon Ocean) ceased to be subsidiaries of the Group, and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group. Details of the disposal were set out in Note 44(a).

37. 應收賬項、按金及預付款項

(續)

於二零一四年一月一日至二零一四年十月三十一日期間及截至二零一三年十二月三十一日止年度，應收賬項、按金及預付款項之賬面值包括澳門土地產生之各項成本及其重新分類。該成本於二零一四年十月三十一日不再綜合入賬及於二零一四年十二月三十一日不構成應收賬項、按金及預付款項之一部分。

於截至二零一四年十月三十一日止十個月，建築成本約3,888,000港元(二零一三年十二月三十一日止年度：16,236,000港元)已自「物業存貨」(附註33)重新分類至「應收賬項、按金及預付款項」，該筆款項已確認為「就澳門物業項目之確認發展成本」。此外，於截至二零一四年十月三十一日止十個月，由於本集團維持銷售辦公室及示範單位所產生之澳門項目成本(定義見下文)約2,615,000港元(二零一三年十二月三十一日止年度：5,799,000港元)已分類為「應收賬項、按金及預付款項」，而該筆款項已確認為「就澳門物業項目之確認發展成本」。

於二零一四年十月三十一日完成Moon Ocean出售後，Moon Ocean集團(包括Moon Ocean)已不再為本集團之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。有關出售之詳情已載於附註44(a)內。

37. DEBTORS, DEPOSITS AND PREPAYMENTS

(Cont'd)

As at the date of the Moon Ocean Disposal on 31st October, 2014 (Note 44(a)), included in other receivables, deposits and prepayments were (i) the Construction Costs reclassified from the stock of properties of which details were set out in Note 33 and (ii) the deposits and prepayments related to the costs incurred which were mainly for the presale of the residential units in the property project of the Macau Land of approximately HK\$160,794,000 (31st December, 2013: HK\$158,179,000) (excluding inter-company transactions of approximately HK\$8,666,000 (31st December, 2013: HK\$8,166,000) in respect of rental charges and building management fee of office premises and advertising space charged to Moon Ocean by its former fellow subsidiaries) ("Macau Project Costs"). As set out in the Macau Legal Opinion, depending on the evidence to be produced in Macau court in connection therewith, it is probable for Moon Ocean to claim back the Construction Costs and the Macau Project Costs from the government of Macau. However, due to the nature that there is no contractual right or obligation for the government of Macau to return Moon Ocean the Construction Costs and the Macau Project Costs, they were recognised as "Costs of Development Recognised in respect of Property Project in Macau" of approximately HK\$6,503,000 (2013: HK\$22,035,000) in the consolidated statement of comprehensive income during the year ended 31st December, 2014.

In preparing the net liabilities of the Moon Ocean Group as at the date of disposal on 31st October, 2014 (Note 44(a)), the Directors are of the opinion that Moon Ocean shall pursue to claim the government of Macau the Construction Costs and the Macau Project Costs through legal processes should the outcome of the Appeals be unfavourable to Moon Ocean. Based on the Macau Legal Opinion, the Directors are of the opinion that it is probable for Moon Ocean to claim back the Construction Costs and the Macau Project Costs.

37. 應收賬項、按金及預付款項

(續)

於二零一四年十月三十一日Moon Ocean出售日期(附註44(a))，其他應收款項、按金及預付款項中包括(i)自物業存貨(其詳情載於附註33內)重新分類之建築成本及(ii)與主要為預售澳門土地物業項目住宅單位所產生之成本有關之按金及預付款項約160,794,000港元(二零一三年十二月三十一日：158,179,000港元)(不包括集團內公司間由Moon Ocean向其前同系附屬公司就辦公室物業及廣告空間之租金費用及樓宇管理費支付約8,666,000港元(二零一三年十二月三十一日：8,166,000港元))([澳門項目成本])。誠如澳門法律意見所述，視乎將就此於澳門法院提呈之證據而定，Moon Ocean可能向澳門政府申訴退回建築成本及澳門項目成本。然而，鑒於澳門政府並無任何合約權利或責任向Moon Ocean退還建築成本及澳門項目成本，故彼等於截至二零一四年十二月三十一日止年度在綜合全面收益報表中確認為「就澳門物業項目之確認發展成本」約6,503,000港元(二零一三年：22,035,000港元)。

在編製Moon Ocean集團於二零一四年十月三十一日出售日期之負債淨值(附註44(a))，董事認為，倘該等上訴結果不利於Moon Ocean，Moon Ocean將循法律程序向澳門政府申索建築成本及澳門項目成本。根據澳門法律意見，董事認為Moon Ocean大有可能取回建築成本及澳門項目成本。

37. DEBTORS, DEPOSITS AND PREPAYMENTS

(Cont'd)

As detailed in Note 33, included in other receivables were the Land Costs and the Premium which were reclassified from the stock of properties.

In preparing the net liabilities of the Moon Ocean Group as at the date of disposal on 31st October, 2014 (Note 44(a)), the Directors are in the opinion that based on the Third Notice and the Macau Legal Opinion, by mere operation of the laws of Macau, the Original Owners and Macau shall be obliged to return the Land Costs and the Premium to Moon Ocean respectively should the outcome of the Appeals be unfavourable to Moon Ocean.

Up to the date of the completion of the Moon Ocean Disposal on 31st October, 2014, only one Macau company, Tai Lei Loi Development Company, Limited exists and the other four Macau companies among the Original Owners were dissolved ("Dissolved Original Owners"). As stated in the Macau Legal Opinion, the shareholders of the Dissolved Original Owners shall have the obligation to return the Land Costs to Moon Ocean under the laws of Macau. It is further pointed out in the Macau Legal Opinion that, the shareholders of the Dissolved Original Owners are (i) Macau, holder of a quota equivalent to 88% of the share capital of each of the Dissolved Original Owners; (ii) Macau Tourism And Amusement Company Limited, holder of a quota equivalent to 5% of the share capital of each of the Dissolved Original Owners; (iii) Macau International Airport Company Limited, holder of a quota equivalent to 5% of the share capital of each of the Dissolved Original Owners; and (iv) Tai Fok Wah Investment Limited, holder of a quota equivalent to 2% of the share capital of each of the Dissolved Original Owners.

Up to the date of the completion of the Moon Ocean Disposal on 31st October, 2014, the Appeals are still in progress and save as disclosed above, there is no notice from the Court of Second Instance of Macau regarding the timing for legal procedures to be conducted.

After completion of the Moon Ocean Disposal on 31st October, 2014, included in other receivables of the Land Costs and the Premium were ceased to be consolidated with the consolidated financial statements of the Group.

37. 應收賬項、按金及預付款項

(續)

誠如附註33所詳述包括在其他應收款項為土地成本及溢價（均自物業存貨重新分類）。

在編製Moon Ocean集團於二零一四年十月三十一日出售日期之負債淨值（附註44(a)），董事認為，根據第三份通知及澳門法律意見，通過澳門法律所操作，倘該等上訴結果不利於Moon Ocean，則原承批人及澳門有責任分別向Moon Ocean退還土地成本及溢價。

截至二零一四年十月三十一日Moon Ocean集團出售完成日期，僅存一間澳門公司大利來建設發展有限公司，原承批人當中其他四間澳門公司經已解散（「已解散原承批人」）。根據澳門法律意見，已解散原承批人之股東就澳門法律有責任向Moon Ocean退還土地成本。澳門法律意見中進一步指出，已解散原承批人之股東為(i)澳門（各已解散原承批人之相當於88%定額股份之持有人）；(ii)澳門旅遊娛樂股份有限公司（各已解散原承批人之相當於5%定額股本之持有人）；(iii)澳門國際機場專營股份有限公司（各已解散原承批人之相當於5%定額股本之持有人）；及(iv)大福華投資有限公司（各已解散原承批人之相當於2%定額股本之持有人）。

截至二零一四年十月三十一日Moon Ocean集團出售完成日期，該等上訴仍在進行當中及除上文所披露外，尚未接獲澳門中級法院何時進行法律程序之通知。

於二零一四年十月三十一日Moon Ocean出售完成後，計入其他應收款項之土地成本及溢價不再計入本集團之綜合財務報表內。

38. CREDITORS AND ACCRUALS

Included in creditors and accruals are trade payables of approximately HK\$416,771,000 (2013: HK\$606,055,000).

The following is the aged analysis of trade payables at the end of the reporting period:

0 – 90 days	零至九十日
Over 90 days	九十日以上

38. 應付賬項及應計款項

應付賬項及應計款項包括應付貿易賬項約416,771,000港元(二零一三年:606,055,000港元)。

應付貿易賬項於報告期末之賬齡分析如下:

2014 HK\$'000 千港元	2013 HK\$'000 千港元
27,961	129,729
388,810	476,326
416,771	606,055

39. BORROWINGS

Secured bank loans repayable within a period of:	須於下列期間償還之有抵押銀行貸款:
Less than one year	一年以下
More than one year but within two years	一年以上但不超逾兩年
More than two years but within five years	兩年以上但不超逾五年
Other secured loans repayable within one year	須於一年內償還之其他有抵押貸款
Less: Amounts due within one year	減: 一年內到期之款項
Amounts due after one year	一年後到期之款項

The bank loans denominated in HK\$ are variable-rate borrowings which carry interest ranging from HIBOR plus 1.25% to 2.35% or cost of fund plus 2.25% (2013: HIBOR plus 1.25% to 2.35% or cost of fund plus 2.25%) per annum.

39. 借貸

2014 HK\$'000 千港元	2013 HK\$'000 千港元
4,994,263	933,623
7,969,143	4,869,098
1,871,850	11,655,195
14,835,256	17,457,916
1,713,672	6,453,060
16,548,928	23,910,976
(6,707,935)	(7,386,683)
9,840,993	16,524,293

以港元計值之銀行貸款為浮息借貸，年息按香港銀行同業拆息加1.25厘至加2.35厘不等或按資金成本加2.25厘(二零一三年:香港銀行同業拆息加1.25厘至加2.35厘不等或按資金成本加2.25厘)。

39. BORROWINGS (Cont'd)

The variable-rate bank loans denominated in RMB carry interest at 110% (2013: 110%) of People's Bank of China base rate per annum as announced by the People's Bank of China.

The borrowing denominated in GBP from a financial institution carries interest at a fixed rate of 5.97% (2013: 5.97%) per annum. The weighted average effective interest rate is 3.50% (2013: 3.50%) per annum.

The remaining loans are variable-rate borrowings which carry interest at costs of funds of individual financial institutions plus 0.25% to 0.35% (2013: 0.20% to 0.30%) per annum.

The Group's borrowings that are denominated in currencies other than HK\$ are set out below:

US\$	美元
GBP	英鎊
RMB	人民幣

39. 借貸 (續)

以人民幣計值之浮息銀行貸款按中國人民銀行公布之中國人民銀行基準年利率之110% (二零一三年: 110%) 計算。

以英鎊計值之金融機構貸款按定息年利息5.97厘計算 (二零一三年: 5.97厘)。加權平均實際年利率為3.50厘 (二零一三年: 3.50厘)。

其餘貸款為浮息借貸, 年息按個別金融機構資金成本加0.25厘至加0.35厘 (二零一三年: 0.20厘至0.30厘) 計算。

本集團以港元以外貨幣計算之借貸如下:

2014	2013
HK\$'000	HK\$'000
千港元	千港元
10,140	5,951,162
3,173,538	3,235,906
1,871,850	2,420,248
5,055,528	11,607,316

40. PROVISIONS

Provision for rental guarantee:	租金擔保撥備:
At 1st January	於一月一日
Recognised for the year	本年度確認
Underprovision in prior year	過往年度撥備不足
Reduction during the year	於本年度內扣減

At 31st December

於十二月三十一日

Analysed for reporting purpose as:	作報告用途之分析:
Current	流動性質
Non-current	非流動性質

40. 撥備

2014	2013
HK\$'000	HK\$'000
千港元	千港元
57,943	-
3,627	70,076
5,146	-
(37,898)	(12,133)
28,818	57,943
27,561	39,424
1,257	18,519
28,818	57,943

40. PROVISIONS (Cont'd)

Pursuant to the terms and conditions contained in the sale and purchase agreements for sales of the Properties, the Vendor is only required to deliver vacant possession of the Properties to the Properties Purchasers two years (or, at the right of the Vendor, for a further period of not more than six months) after completion ("Deferred Vacant Possession Period"). The Vendor shall guarantee the Properties Purchasers the monthly rental income ("Guaranteed Monthly Rental Income"), which is payable monthly in arrears, during the Deferred Vacant Possession Period.

Provision for rental guarantee represented the best estimate by the management of the Group on the shortfall between the expected monthly rental income receivable from tenants and the Guaranteed Monthly Rental Income during the Deferred Vacant Possession Period.

41. SHARE CAPITAL

Movements in the share capital of the Company during the year were as follows:

Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股
Authorised:	法定股本：
At 1st January and 31st December	於一月一日及十二月三十一日
Issued and fully paid:	已發行及繳足股本：
At 1st January and 31st December	於一月一日及十二月三十一日

40. 撥備 (續)

根據出售該等物業之買賣合約所載之條款及條件，賣方須於交易完成兩年後（或賣方有權押後最多六個月）向物業買方交出該等物業之空置管有權（「空置管有權押後期」）。賣方擔保物業買方於空置管有權押後期每月租金收入（「保證每月租金收入」）（以每月期末支付方式）。

租金擔保撥備指本集團管理層於空置管有權押後期就每月預期應收租金收入與保證每月租金收入之差額所作出之最佳估計。

41. 股本

於本年度內本公司之股本變動如下：

		Number of shares		Share capital	
		股份數目		股本	
		2014	2013	2014	2013
				HK\$'000	HK\$'000
				千港元	千港元
Authorised:	法定股本：	5,000,000,000	5,000,000,000	500,000	500,000
At 1st January and 31st December	於一月一日及十二月三十一日				
Issued and fully paid:	已發行及繳足股本：	1,907,619,079	1,907,619,079	190,762	190,762
At 1st January and 31st December	於一月一日及十二月三十一日				

42. AMOUNTS DUE TO ASSOCIATES, INVESTEE COMPANIES AND NON-CONTROLLING SHAREHOLDERS

The amounts due to associates, investee companies and non-controlling shareholders are unsecured and interest-free, except for an amount of approximately HK\$180,578,000 (2013: HK\$147,198,000) due to a non-controlling shareholder carries interest at 11.25% (2013: 11.25%) per annum. The associates, investee companies and non-controlling shareholders will not demand for repayment within one year from the end of the reporting period and the amounts are therefore shown as non-current.

43. DEFERRED TAXATION

The following is the major deferred tax liabilities provided (assets recognised) by the Group and movements thereon during the current and prior reporting periods:

42. 欠負聯營公司、接受投資公司及非控股股東款項

欠負聯營公司、接受投資公司及非控股股東款項均為無抵押及免息，除欠負一名非控股股東約180,578,000港元（二零一三年：147,198,000港元）為計息（年利率為11.25厘（二零一三年：11.25厘））款項。該等聯營公司、接受投資公司及非控股股東不會於報告期末起一年內要求償還，故該等款項列作非流動性質。

43. 遞延稅項

以下為本集團於本報告期間及過往報告期間作出撥備之主要遞延稅項負債（確認資產）及其變動：

		Investment properties	Accelerated tax depreciation	Tax losses	Total
		投資物業	加速稅項折舊	稅務虧損	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1st January, 2013	於二零一三年一月一日	590,926	40,036	(49,757)	581,205
Exchange adjustments	匯兌調整	-	-	(80)	(80)
Charged (credited) to the consolidated statement of comprehensive income	於綜合全面收益報表扣除（計入）	77,394	(6,801)	20,530	91,123
At 31st December, 2013	於二零一三年十二月三十一日	668,320	33,235	(29,307)	672,248
Exchange adjustments	匯兌調整	-	230	333	563
Charged to the consolidated statement of comprehensive income	於綜合全面收益報表扣除	8,329	4,452	10,338	23,119
Transferred to liabilities directly associated with assets classified as held for sale (Note 13)	轉撥至與列為持作出售之資產直接相關之負債（附註13）	(41,583)	2,253	4	(39,326)
At 31st December, 2014	於二零一四年十二月三十一日	635,066	40,170	(18,632)	656,604

43. DEFERRED TAXATION (Cont'd)

For the purpose of the presentation in the consolidated statement of financial position, certain deferred tax liabilities and assets have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

Deferred tax liabilities	遞延稅項負債
Deferred tax assets	遞延稅項資產

At the end of the reporting period, the Group has the following major unrecognised deferred tax assets due to the unpredictability of the future profit streams.

Accelerated tax depreciation	加速稅項折舊
Tax losses	稅務虧損

At the end of the reporting period, the Group's unused tax losses not recognised of approximately HK\$178,081,000 (2013: HK\$58,896,000) will expire in one to five years. Other unrecognised tax losses may be carried forward indefinitely.

43. 遞延稅項 (續)

為呈列綜合財務狀況報表，若干遞延稅項負債及資產已經對銷。就財務報告用途之遞延稅項結餘分析如下：

2014	2013
HK\$'000	HK\$'000
千港元	千港元
667,841	695,753
(11,237)	(23,505)
656,604	672,248

於報告期末，本集團有以下因難以預料未來溢利而未確認之主要遞延稅項資產。

2014	2013
HK\$'000	HK\$'000
千港元	千港元
(103,123)	(109,933)
(445,166)	(411,803)
(548,289)	(521,736)

於報告期末，本集團於一至五年內到期未被確認之未使用稅務虧損約178,081,000港元（二零一三年：58,896,000港元）。其餘未確認之稅務虧損可無限期結轉。

44. BUSINESS COMBINATION

Disposal of subsidiaries

(a) Moon Ocean Disposal

On 1st September, 2014, (i) Data Dynasty Limited ("Data Dynasty"), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Data Dynasty; (iii) One Midland Limited ("One Midland"), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of One Midland, entered into a sale and purchase agreement, namely "Moon Ocean SP Agreement", pursuant to which Data Dynasty agreed to sell and One Midland agreed to purchase the entire issued share capital of Value Eight. The Moon Ocean Disposal was completed on 31st October, 2014 at a consideration of approximately HK\$4,876,162,000 (after adjustment). Upon completion, the Moon Ocean Group ceased to be subsidiaries of the Group and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Details of the Moon Ocean Disposal were disclosed in the announcement and circular of the Company dated 2nd September, 2014 and 23rd September, 2014 respectively.

44. 業務合併

出售附屬公司

(a) Moon Ocean出售

於二零一四年九月一日，(i) Data Dynasty Limited (「Data Dynasty」)，本公司之一間間接全資擁有附屬公司；(ii) 本公司，作為Data Dynasty擔保人；(iii) One Midland Limited (「One Midland」)，一間由劉鑾雄先生全資擁有之公司；及(iv) 劉鑾雄先生，作為One Midland擔保人，訂立一項買賣協議(名為「Moon Ocean 買賣協議」)。據此，Data Dynasty同意出售及One Midland同意購買Value Eight之全部已發行股本。Moon Ocean出售於二零一四年十月三十一日完成，代價約為4,876,162,000港元(經調整後)。於完成後，Moon Ocean集團不再為本集團之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

Moon Ocean出售之詳情已列載於本公司日期分別為二零一四年九月二日及二零一四年九月二十三日之公布及通函內。

44. BUSINESS COMBINATION (Cont'd)

44. 業務合併 (續)

Disposal of subsidiaries (Cont'd)

出售附屬公司 (續)

(a) Moon Ocean Disposal (Cont'd)

(a) Moon Ocean出售 (續)

		2014 HK\$'000 千港元
The net liabilities of the Moon Ocean Group as at the date of disposal were as follows:	Moon Ocean集團於出售日期之負債淨值如下：	
Other fixed assets	其他固定資產	265
Debtors, deposits and prepayments	應收賬項、按金及預付款項	1,972,919
Bank balances and cash	銀行結餘及現金	1,234
Creditors and accruals	應付賬項及應計款項	(3,594)
Deposits received	已收按金	(15,986)
Amount due to the Group	欠負本集團款項	(4,358,618)
Net liabilities disposed of	出售負債淨值	(2,403,780)
Sale of amount due to the Group	銷售欠負本集團款項	4,358,618
Gain on disposal of subsidiaries	出售附屬公司之收益	2,917,579
		4,872,417
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	4,876,162
Expenses incurred for disposal	出售所產生之開支	(3,745)
		4,872,417
Net cash inflow arising on disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	4,876,162
Settled by special interim dividend (note)	以特別中期股息支付 (附註)	(3,411,137)
Net cash consideration received	已收現金代價淨額	1,465,025
Expenses incurred for disposal	出售所產生之開支	(3,745)
Bank balances and cash disposed of	已出售之銀行結餘及現金	(1,234)
		1,460,046

44. BUSINESS COMBINATION (Cont'd)**Disposal of subsidiaries (Cont'd)****(a) Moon Ocean Disposal (Cont'd)**

The gain on the Moon Ocean Disposal was included in "Other Gains and Losses, Net" (Note 16) in the consolidated statement of comprehensive income.

Note: One Midland has elected to settle the consideration by procuring Mr. Joseph Lau's entitlement on the special interim dividend for 2014 (Note 20(c)) in an amount of approximately HK\$3,411,137,000.

(b) Chi Cheung Disposal

As disclosed in Note 12, Billion Up, the Company and an independent third party entered into a sale and purchase agreement for disposal of the Group's entire 61.96% interest in Chi Cheung on 5th December, 2012 at a total consideration of approximately HK\$559,199,000 (after adjustment). The Chi Cheung Disposal was completed on 6th February, 2013. Upon completion, the Chi Cheung Group ceased to be subsidiaries of the Group and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

As disclosed in Note 12, since the View Success Acquisition was completed on 23rd January, 2013, before completion of the Chi Cheung Disposal, the assets and liabilities of View Success did not form part of net assets disposed of at the date of completion of the Chi Cheung Disposal.

44. 業務合併 (續)**出售附屬公司 (續)****(a) Moon Ocean出售 (續)**

Moon Ocean 出售之收益已計入綜合全面收益報表之「其他收益及虧損淨額」(附註16)內。

附註：One Midland選擇以劉鑾雄先生之二零一四年特別中期股息權利(附註20(c))用作支付代價，金額約為3,411,137,000港元。

(b) 至祥出售

誠如附註12所披露，於二零一二年十二月五日，Billion Up、本公司與獨立第三方訂立一份買賣協議出售本集團擁有之全部61.96%至祥權益，代價總額約為559,199,000港元(經調整後)。至祥出售已於二零一三年二月六日完成。於完成後，至祥集團已不再為本集團之附屬公司，其綜合業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

誠如附註12所披露，自景亨收購於二零一三年一月二十三日(至祥出售完成前)完成，其資產及負債於至祥出售完成當日並不構成出售資產淨值之一部分。

44. BUSINESS COMBINATION (Cont'd)

Disposal of subsidiaries (Cont'd)

(b) Chi Cheung Disposal (Cont'd)

44. 業務合併 (續)

出售附屬公司 (續)

(b) 至祥出售 (續)

		2013 HK\$'000 千港元
The net assets of the Chi Cheung Group as at the date of disposal were as follows:	於出售日，至祥集團之資產淨值如下：	
Loan to the Group	貸款予本集團	410,000
Available-for-sale investments	待售投資	97,937
Debtors, deposits and prepayments	應收賬項、按金及預付款項	3,029
Time deposits and bank balances	定期存款及銀行結餘	563,264
Creditors and accruals	應付賬項及應計款項	(490,434)
Tax liabilities	稅項負債	(1,416)
		<hr/>
Net assets disposed of	出售資產淨值	582,380
Non-controlling interests	非控股權益	(220,774)
Cumulative gain on available-for-sale investments reclassified from equity	由股本權益重新分類之待售投資之累計收益	(4,224)
Gain on disposal of subsidiaries	出售附屬公司之收益	198,536
		<hr/> <hr/>
		555,918
Satisfied by:	以下列方式支付：	
Cash consideration received	已收現金代價	559,199
Expenses incurred for disposal	出售所產生之開支	(3,281)
		<hr/> <hr/>
		555,918
Net cash outflow arising on disposal:	出售時產生之現金流出淨額：	
Cash consideration received	已收現金代價	559,199
Expenses incurred for disposal	出售所產生之開支	(3,281)
Time deposits and bank balances disposed of	已出售之定期存款及銀行結餘	(563,264)
		<hr/> <hr/>
		(7,346)

45. MAJOR NON-CASH TRANSACTIONS

Save as disclosed elsewhere in these consolidated financial statements, the Group did not have major non-cash transactions.

46. PLEDGE OF ASSETS

At the end of the reporting period, the carrying amounts of the assets pledged by the Group to secure general banking and other loan facilities and to secure the securities transactions, granted to the Group are analysed as follows:

Investment properties	投資物業
Properties and other fixed assets	物業及其他固定資產
Investments held-for-trading	持作買賣之投資
Financial assets designated as at fair value through profit or loss	指定為通過損益以反映公平值之金融資產
Non-current pledged deposits	非流動抵押存款
Current pledged deposits	流動抵押存款

In addition, the Group has subordinated and assigned its advances to associates of approximately HK\$1,679,399,000 (2013: HK\$1,626,762,000) to financial institutions to secure general banking credit facilities granted to associates and interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.

45. 主要非現金交易

除本綜合財務報表其他部分所披露外，本集團並無主要非現金交易。

46. 資產抵押

於報告期末，本集團為取得可供本集團動用之一般銀行及其他貸款融資以及證券交易而抵押之資產賬面值分析如下：

	2014 HK\$'000 千港元	2013 HK\$'000 千港元
Investment properties	44,156,883	40,888,109
Properties and other fixed assets	1,509,343	512,137
Investments held-for-trading	472,551	894,816
Financial assets designated as at fair value through profit or loss	4,576,112	12,118,324
Non-current pledged deposits	438,994	578,803
Current pledged deposits	429,689	632,780
	51,583,572	55,624,969

此外，本集團已就聯營公司獲授之銀行一般信貸將其墊付該等聯營公司款項約1,679,399,000港元（二零一三年：1,626,762,000港元）轉歸及授讓予金融機構，而於本公司於若干附屬公司之權益則已質押作為本集團獲授若干銀行借貸之部分抵押。

47. CAPITAL COMMITMENTS

47. 資本承擔

The Group had the following commitments at the end of the reporting period:

於報告期末，本集團有以下承擔：

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Authorised and contracted for:	已批准及已簽約：		
Development expenditure of properties in Hong Kong	香港物業發展開支	282,471	321,947
Development expenditure of properties in Mainland China	中國大陸物業發展開支	1,118,186	3,868,293
Development expenditure of properties in Macau (note (i))	澳門物業發展開支(附註(i))	-	2,795,440
Renovation of properties	翻新物業	-	1,460
Investee company's contribution	接受投資公司之注資	343,200	-
Capital investment in limited partnership (note (ii))	有限合夥企業之資本投資(附註(ii))	314,215	380,592
Purchase of other fixed assets	購買其他固定資產	2,005	7,106
		2,060,077	7,374,838

The Group's associate had capital commitments which were authorised and contracted for at the end of the reporting period of approximately HK\$877,856,000 (2013: HK\$830,431,000), of which the Group's share of commitments amounted to approximately HK\$219,464,000 (2013: HK\$207,608,000).

於報告期末，本集團之聯營公司已批准及已簽約之資本承擔約為877,856,000港元(二零一三年：830,431,000港元)，而當中本集團攤佔之承擔額約為219,464,000港元(二零一三年：207,608,000港元)。

Notes:

附註：

- (i) The Moon Ocean Disposal was completed on 31st October, 2014. Upon completion, the Moon Ocean Group ceased to be subsidiaries of the Group.
- (ii) On 23rd July, 2014, the Group entered into the Withdrawal Agreement in the Cayman Islands Partnership for capital commitment in contribution of US\$50,000,000 (equivalent to approximately HK\$387,550,000) and ceased to be a limited partner of the Cayman Islands Partnership. On the same date, the Group entered into a subscription agreement for commitment in contribution of RMB300,000,000 (equivalent to approximately HK\$374,370,000) in the PRC Partnership. The PRC Partnership with a term of ten years was set up mainly for the purpose of long term capital investment. Subsequent to the end of the reporting period, the Group contributed approximately RMB251,795,000 (equivalent to approximately HK\$314,215,000), representing the remaining balance of capital commitment to the PRC Partnership.

- (i) Moon Ocean出售於二零一四年十月三十一日完成。於完成後，Moon Ocean集團不再為本集團之附屬公司。
- (ii) 於二零一四年七月二十三日，本集團與開曼群島合夥企業就一項50,000,000美元(相當於約387,550,000港元)資本承擔之注資訂立撤回協議及終止為開曼群島合夥企業之有限合夥人。於同日，本集團就一項為人民幣300,000,000元(相當於約374,370,000港元)之承擔注資，與中國合夥企業訂立認購協議。中國合夥企業為期十年，成立主要目的為長期的資本投資。於報告期末後，本集團注資約人民幣251,795,000元(相當於約314,215,000港元)，為中國合夥企業之資本承擔餘額。

48. CONTINGENT LIABILITIES AND ASSETS

48. 或然負債及資產

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Guarantees given to banks in respect of banking facilities utilised by associates	為聯營公司獲授之銀行信貸額向銀行提供之擔保	829,592	861,600
Guarantee given to a bank in respect of banking facilities in lieu of the cash public utility deposit jointly utilised by subsidiaries	為附屬公司獲授銀行共用之信貸額以取替現金公用事務存款而向銀行提供之擔保	15,000	15,000
Repurchase guarantees given to banks in respect of mortgages facilities given to property purchasers by subsidiaries	為附屬公司之物業買家獲授銀行提供樓宇按揭之回購擔保	19,672	164,113
		864,264	1,040,713

(a) Buy Option and Sale Option on shares of Grandday

On 5th September, 2012, the Company and Loyal Pride Limited ("Vendor of Grandday"), an indirect wholly-owned subsidiary of the Company, entered into a sale and purchase agreement for the disposal of 49 shares of Grandday ("Sale Shares"), representing 49% of the entire issued share capital of Grandday, with Dynamic Grand Limited ("Purchaser of Grandday") at a total consideration of US\$500,000,000 ("Grandday Disposal") ("Agreement"), which was satisfied by way of cash of US\$200,000,000 and loan note issued by the Purchaser of Grandday in the principal amount of US\$300,000,000 ("Loan Note"). The Grandday Disposal was completed on 7th September, 2012 and the Loan Note was fully redeemed on 6th March, 2013 with share charge over the Sale Shares released on the same date.

Save as disclosed above, pursuant to the Agreement, in case of certain events (as defined in the Agreement) occurred, the Vendor of Grandday shall have an option to purchase all but not some of the Sale Shares from the Purchaser of Grandday ("Buy Option") and the Purchaser of Grandday shall have an option to sell all but not some of the Sale Shares to the Vendor of Grandday ("Sale Option").

(a) 朝隆股份之買入選擇權及出售選擇權

於二零一二年九月五日，本公司及忠榮有限公司（「朝隆賣方」）（本公司之一間間接全資擁有附屬公司）與Dynamic Grand Limited（「朝隆買方」）訂立買賣協議，出售朝隆之49股股份（「銷售股份」），代表朝隆全部已發行股本之49%，代價總額為500,000,000美元（「朝隆出售」）（「協議」）。而代價按以現金支付200,000,000美元及朝隆買方發行本金額為300,000,000美元之貸款票據（「貸款票據」）。朝隆出售已於二零一二年九月七日完成及該貸款票據已於二零一三年三月六日被全數贖回，連同銷售股份之股份押記於同日被註銷。

除上文所披露外，根據該協議，倘發生若干事件（定義見協議），朝隆賣方有權選擇向朝隆買方購買全部（但並非部分）銷售股份（「買入選擇權」）及朝隆買方有權選擇向朝隆賣方出售全部（但並非部分）銷售股份（「出售選擇權」）。

48. CONTINGENT LIABILITIES AND ASSETS

(Cont'd)

(a) Buy Option and Sale Option on shares of Grandday

(Cont'd)

For as long as any of the indentures security as defined in the Agreement ("Indentures Security") remains outstanding, if, on or before 20th January, 2016, an event of default as defined in the Agreement occurs and such event of default agreed in the Agreement has not been waived, remedied or cured or is otherwise continuing as at 20th January, 2016; or if a demand is made on Grandday and/or Lucky Grow Holdings Limited, a wholly-owned subsidiary of Grandday, under any of the Indentures Security and/or any enforcement action is taken under any of the Indentures Security, the Purchaser of Grandday shall sell and the Vendor of Grandday shall purchase all but not some of the Sale Shares ("Automatic Sale").

Details of the Grandday Disposal including the Buy Option, the Sale Option, the Indentures Security, the Automatic Sale and the redemption of the Loan Note were set out in the announcements of the Company dated 5th September, 2012 and 6th March, 2013 respectively.

(b) Post-completion development upside sharing or compensation upside sharing on the Moon Ocean case

Subject to completion of the Moon Ocean Disposal having occurred, (a) if judgments are made in favour of Moon Ocean in the Appeals and have become final and the title to the Macau Land is vested on Moon Ocean again, One Midland shall pay to Data Dynasty the development upside sharing pursuant to the Moon Ocean SP Agreement; or (b) if judgments are made against Moon Ocean in the Appeals and have become final, One Midland shall pay to Data Dynasty the compensation upside sharing pursuant to the Moon Ocean SP Agreement.

The arrangement of the development upside sharing or the compensation upside sharing (as the case may be) allows the Group to share the possible upside or compensation in relation to the Macau Land and the La Scala project post completion of the Moon Ocean SP Agreement.

48. 或然負債及資產 (續)

(a) 朝隆股份之買入選擇權及出售選擇權 (續)

只要有任何債務證券擔保(定義見協議)(「債務證券擔保」)尚未履行,倘於二零一六年一月二十日或之前發生違約事件(定義見協議),而有關違約事件並無獲豁免、補救或糾正,或因其他原因於二零一六年一月二十日仍持續;或若根據任何債務證券擔保向朝隆及/或智煌控股有限公司(朝隆之一間全資擁有附屬公司)提出要求,及/或根據任何債務證券擔保採取任何強制執行行動,則朝隆買方須出售而朝隆賣方須購買全部(但並非部分)銷售股份(「自動出售」)。

朝隆出售之詳情包括買入選擇權、出售選擇權、債務證券擔保、自動出售及貸款票據贖回分別列載於本公司日期為二零一二年九月五日及二零一三年三月六日之公布內。

(b) 於Moon Ocean案例完成後開發分佔增值或補償分佔增值

在Moon Ocean出售得以完成的前提下, (a)倘上訴裁決有利於Moon Ocean,並成為最終裁決,而澳門土地之業權再次歸屬於Moon Ocean,則One Midland須根據Moon Ocean買賣協議向Data Dynasty支付開發分佔增值;或(b)倘上訴裁決不利於Moon Ocean,並成為最終裁決,則One Midland將根據Moon Ocean買賣協議向Data Dynasty支付補償分佔增值。

開發分佔增值或補償分佔增值(視情況而定)之安排讓本集團可於Moon Ocean買賣協議完成後分佔就澳門土地及御海•南灣項目可能出現之增值或補償。

48. CONTINGENT LIABILITIES AND ASSETS

(Cont'd)

(b) Post-completion development upside sharing or compensation upside sharing on the Moon Ocean case (Cont'd)

The aggregate amount of all the development upside sharing or the compensation upside sharing (as the case may be) payable by One Midland to Data Dynasty shall be subject to a maximum amount of HK\$12,500 million.

The Directors consider the aggregate amount of all the development upside sharing or the compensation upside sharing (as the case may be) payable by One Midland to Data Dynasty and the maximum amount of HK\$12,500 million for the development upside sharing or the compensation upside sharing (as the case may be) are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole.

Details of the development upside sharing and the compensation upside sharing were set out in the announcement and the circular of the Company dated 2nd September, 2014 and 23rd September, 2014 respectively.

48. 或然負債及資產 (續)

(b) 於Moon Ocean案例完成後開發分佔增值或補償分佔增值 (續)

One Midland應付Data Dynasty之所有開發分佔增值或補償分佔增值 (視情況而定) 總額之最高金額為12,500,000,000港元。

董事認為One Midland應付予Data Dynasty之所有開發分佔增值或補償分佔增值 (視情況而定) 總額以及開發分佔增值或補償分佔增值 (視情況而定) 之最高金額為12,500,000,000港元屬公平合理，並符合本公司及本公司之股東整體利益。

開發分佔增值及補償分佔增值之詳情已列載於本公司日期分別為二零一四年九月二日及二零一四年九月二十三日之公布及通函內。

49. OPERATING LEASES

The Group as lessee

Minimum lease payments paid under operating leases in respect of premises during the year 本年度就有關物業之營業租約支付之最低租金款額

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

Within one year 第一年內
In the second to fifth year inclusive 第二至第五年 (包括首尾兩年)

49. 營業租約

本集團為承租人

2014	2013
HK\$'000	HK\$'000
千港元	千港元
4,240	7,195

於報告期末，本集團就不可撤銷營業租約之日後最低租金款額之承擔於下列期間到期：

2014	2013
HK\$'000	HK\$'000
千港元	千港元
1,894	4,346
747	2,020
2,641	6,366

49. OPERATING LEASES (Cont'd)

The Group as lessee (Cont'd)

Operating lease payments represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of one to two years.

The Group as lessor

Property rental income earned during the year was approximately HK\$1,939,378,000 (2013: HK\$1,791,257,000) less outgoings of approximately HK\$92,013,000 (2013: HK\$68,888,000).

The investment properties of the Group are expected to generate annual rental yields of 1.28% to 9.30% (2013: 1.53% to 9.06%) on an ongoing basis. Most of the properties held have committed tenants ranged from two to three years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	第一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)
Over five years	五年以上

49. 營業租約 (續)

本集團為承租人 (續)

營業租約租金指本集團就其若干寫字樓物業應付之租金。租約平均每一至兩年商議一次。

本集團為出租人

於本年度賺取之物業租金收入約為1,939,378,000港元(二零一三年: 1,791,257,000港元)，扣除開支約92,013,000港元(二零一三年: 68,888,000港元)。

本集團之投資物業預期可持續取得每年1.28%至9.30%(二零一三年: 1.53%至9.06%)之租金收益率。大部分所持物業之租戶承擔租期年期由二至三年。

於報告期末，本集團已與租戶就下列未來最低租金款額訂約：

2014	2013
HK\$'000	HK\$'000
千港元	千港元
1,316,851	1,597,075
1,633,802	2,195,143
1,064,055	1,319,839
4,014,708	5,112,057

50. RETIREMENT BENEFIT SCHEMES

The Group operates defined contribution retirement schemes in Hong Kong, namely the Occupational Retirement Scheme ("ORSO Scheme") and the Mandatory Provident Fund Scheme ("MPF Scheme"). Contributions to the ORSO Scheme made by the Group are based on a percentage of employees' salaries ranging from 5% to 10%, depending upon the length of service of the employees. From 1st December, 2000, newly joined employees are compulsorily required to join the MPF Scheme. The employer and its employees are each required to make contributions to the scheme at rates specified in the rules of the MPF Scheme.

The total costs charged to the consolidated statement of comprehensive income of approximately HK\$10,065,000 (2013: HK\$9,869,000) represented contributions payable to these schemes by the Group for the year.

50. 退休福利計劃

本集團參與香港界定供款退休計劃之職業退休計劃(「職業退休計劃」)及強制性公積金計劃(「強積金計劃」)。本集團向職業退休計劃作出僱員薪酬之5%至10%供款(視乎僱員服務年資)。由二零零零年十二月一日起加入本集團之新僱員均須參加強積金計劃。僱主及僱員均需為強積金計劃規則內列明之比率供款。

於綜合全面收益報表扣除之費用總額約為10,065,000港元(二零一三年: 9,869,000港元)，即本集團於本年度向該等計劃應付之供款。

51. MATERIAL RELATED PARTY TRANSACTIONS 51. 重大關連人士交易

Transactions:

Save as disclosed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year:

交易：

除本綜合財務報表其他部分所披露外，本集團於本年度與關連人士進行以下重大交易：

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Income received from associates:	已收聯營公司之收入：		
Secretarial fee	秘書費用	10	10
Management fee	管理費	48	48
Interest income	利息收入	3,998	4,025
Accountancy fee	會計費	120	120
Consultancy fee	顧問費	9,227	242
Income received from a controlling shareholder of the Company ("Controlling Shareholder")/ companies controlled by the Controlling Shareholder/a close family member of the Controlling Shareholder:	已收一位本公司之控股股東（「控股股東」）／控股股東控制之公司／一位與控股股東關係密切之家庭成員之收入：		
Asset management and maintenance services	資產管理及保養服務	11,556	15,049
Advisory and consultancy services	諮詢及顧問服務	312	-
Rental services	租賃服務	17,636	-
Property management services, leasing administration services and property administration services	物業管理服務、 租務行政服務及 物業行政服務	12,282	4,763
Property management services	物業管理服務	-	9,659
Income received from a Director/a close family member of the Controlling Shareholder/a company controlled by the Controlling Shareholder:	已收一位董事／一位與控股股東關係密切之家庭成員／一間控股股東控制之公司之收入：		
Brokerage commission	經紀佣金	484	-
Rent	租金	-	50
Licence fee paid to companies controlled by the Controlling Shareholder	已付控股股東控制之公司之許可費	713	-
Rent paid to a company controlled by the Controlling Shareholder	已付一間控股股東控制之公司之租金	-	53
Rent and building management fee received from a Director	已收一位董事之租金及樓宇管理費	919	919
Rent and building management fee paid to associates	已付聯營公司之租金及樓宇管理費	2,586	2,382
Consideration received for the disposal of subsidiaries to a company wholly-owned by the Controlling Shareholder (note (i))	收取一間控股股東全資擁有之公司作為出售附屬公司之代價（附註(i)）	4,876,162	-

51. MATERIAL RELATED PARTY TRANSACTIONS 51. 重大關連人士交易 (續)

(Cont'd)

Transactions: (Cont'd)

交易：(續)

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Consideration received for the disposal of the Group's investment properties to companies wholly-owned by a close family member of the Controlling Shareholder (note (ii))	收取一位與控股股東關係密切之家庭成員全資擁有之公司作為出售本集團之投資物業之代價 (附註(ii))	39,096	-
Consideration received for the disposal of the Group's stock of properties to:	收取之代價作為出售本集團物業存貨予：		
Close family members of a Director (note (iii))	與一位董事關係密切之家庭成員 (附註(iii))	51,205	17,963
A close family member of the Controlling Shareholder (note (iv))	一位與控股股東關係密切之家庭成員 (附註(iv))	-	22,708
Deposits together with interest thereon repaid to:	退還訂金連同利息予：		
A company wholly-owned by a close family member of the Controlling Shareholder	一位與控股股東關係密切之家庭成員全資擁有之公司	9,509	-
A company wholly-owned by a Director	一位董事全資擁有之公司	7,945	-
Companies wholly-owned by a close family member of the Controlling Shareholder	一位與控股股東關係密切之家庭成員全資擁有之公司	2,409	-

Secretarial fee, accountancy fee and consultancy fee were charged based on an appropriate allocation of costs incurred by central administrative departments of the Group. Management fee, licence fee, brokerage commission, rent and building management fee were determined on terms similar to those applicable to transactions with unrelated parties. Interest income was charged at the prevailing market rates based on outstanding balances during the year.

Asset management and maintenance services, advisory and consultancy services, rental services, property management services, leasing administration services and property administration services (the contract for services with effect from 1st November, 2014 (details were disclosed in the announcement of the Company dated 31st October, 2014) superseded all other existing contracts for services (details were disclosed in the announcements of the Company dated 14th December, 2012, 15th July, 2013 and 19th March, 2014)) and property management services (details were disclosed in the announcement of the Company dated 18th May, 2010) were charged at the terms agreed by both parties.

秘書費用、會計費及顧問費乃按本集團之中央行政部門所產生之成本之適當分配而收取。管理費、許可費、經紀佣金、租金及樓宇管理費乃按與無關連人士交易適用之類似條款而釐定。利息收入乃根據本年度未償還結餘按當時市場利率計算。

資產管理及保養服務、諮詢及顧問服務、租賃服務、物業管理服務、租務行政服務及物業行政服務 (自二零一四年十一月一日起，服務合約 (詳情披露於本公司日期為二零一四年十月三十一日之公布內) 取代所有其他現有服務合約 (詳情披露於本公司日期為二零一二年十二月十四日、二零一三年七月十五日及二零一四年三月十九日之公布內)) 以及物業管理服務 (詳情披露於本公司日期為二零一零年五月十八日之公布內) 乃根據雙方協定之條款收取。

51. MATERIAL RELATED PARTY TRANSACTIONS 51. 重大關連人士交易 (續)

(Cont'd)

Transactions: (Cont'd)

Considerations received for the disposals of the Group's investment properties and stock of properties were determined with reference to the prevailing market values. Consideration received for the disposal of subsidiaries was determined after arm's length negotiations between Data Dynasty and One Midland with reference to the total investment costs relating to the Macau Land.

Notes:

- (i) Details of the Moon Ocean Disposal (Note 44(a)) were set out in the announcement and circular of the Company dated 2nd September, 2014 and 23rd September, 2014 respectively.
- (ii) During the year ended 31st December, 2013, an indirect wholly-owned subsidiary of the Company entered into preliminary sale and purchase agreements with three companies wholly-owned by a close family member of the then Director and a controlling shareholder of the Company in respect of the sale of three shops of Causeway Place with an aggregate consideration of approximately HK\$39.1 million (after discount) with deposits received of approximately HK\$6.0 million as at 31st December, 2013. The transactions were completed on 7th October, 2014.
- (iii) As set out in the Company's announcement dated 19th February, 2014, close family members of a Director entered into a preliminary sale and purchase agreement for acquisition of a residential unit, a car parking space and a motorcycle parking space of One WanChai, the Group's stock of property held for sale, at a consideration of approximately HK\$51.2 million. The transaction was completed on 14th April, 2014. (During the year ended 31st December, 2013, as set out in the Company's announcement dated 13th August, 2013, a close family member of a Director entered into a preliminary sale and purchase agreement for acquisition of a residential unit of One WanChai at a consideration of approximately HK\$18.0 million. The transaction was completed on 2nd September, 2013.)
- (iv) As set out in the Company's announcement dated 6th February, 2013, a close family member of a controlling shareholder entered into a preliminary sale and purchase agreement for acquisition of a residential unit of One WanChai at a consideration of approximately HK\$22.7 million. The transaction was completed on 5th April, 2013.

交易：(續)

就出售本集團之投資物業及物業存貨收取之代價乃參照當時市值計算。就出售附屬公司收取之代價乃由Data Dynasty及One Midland參考澳門土地之總投資成本經公平磋商後釐定。

附註：

- (i) Moon Ocean出售(附註44(a))之詳情已列載於本公司日期分別為二零一四年九月二日及二零一四年九月二十三日之公布及通函內。
- (ii) 於截至二零一三年十二月三十一日止年度，本公司之一間間接全資擁有附屬公司與三間由一位與當時之董事兼本公司控股股東關係密切之家庭成員全資擁有之公司訂立臨時買賣協議，出售銅鑼灣地帶三個商舖之代價總額約為39,100,000港元(折扣後)，於二零一三年十二月三十一日已收訂金約為6,000,000港元。該等交易於二零一四年十月七日完成。
- (iii) 誠如本公司日期為二零一四年二月十九日之公布所載，一位董事關係密切之家庭成員就購入壹環(本集團旗下之持作出售之物業存貨)之一個住宅單位連同一個私家車車位及一個電單車車位訂立臨時買賣協議，代價約為51,200,000港元。該項交易於二零一四年四月十四日完成。(於截至二零一三年十二月三十一日止年度，誠如本公司日期為二零一三年八月十三日之公布所載，一位董事關係密切之家庭成員就購入壹環之一個住宅單位訂立臨時買賣協議，代價約為18,000,000港元。該項交易於二零一三年九月二日完成。)
- (iv) 誠如本公司日期為二零一三年二月六日之公布所載，一位控股股東關係密切之家庭成員就購入壹環之一個住宅單位訂立臨時買賣協議，代價約為22,700,000港元。該項交易於二零一三年四月五日完成。

51. MATERIAL RELATED PARTY TRANSACTIONS 51. 重大關連人士交易 (續)

(Cont'd)

Balances:

Details of the balances with related parties at the end of the reporting period are set out in Notes 28 and 42.

Key management personnel emoluments:

Remuneration for key management personnel is disclosed in Notes 17 and 18. The remuneration of the Directors and senior executives is recommended by the Remuneration Committee for the approval of the Board of Directors having regard to the performance of individuals, their respective duties and responsibilities in the Group and the prevailing market condition as appropriate.

結餘:

於報告期末，與關連人士之交易結餘詳情載於附註28及42。

主要管理人員酬金:

主要管理人員酬金於附註17及18內披露。董事及高級行政人員之酬金由薪酬委員會參考個別人士表現、其於集團內之職務與責任及當時市況（如適用）後向董事會建議批准。

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES 52. 主要附屬公司詳情

The Directors are of the opinion that a complete list of the particulars of all subsidiaries would be of excessive length and therefore the following list contains only the subsidiaries as at 31st December, 2014 which principally affected the results or assets of the Group.

董事認為列出全部附屬公司資料會令篇幅過於冗長。故此，下表只披露於二零一四年十二月三十一日對本集團之業績或資產有重要影響之附屬公司之詳情。

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Alpha Team Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Both Talent Limited 才保有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	–	100%	Property development 物業發展
Cardin Factory Limited 嘉丹廠有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property trading 物業買賣
Chinese Estates, Limited 華人置業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	100%	–	Investment holding and provision of management services 投資控股及 提供管理服務
Chinese Estates (Harcourt House) Limited	Hong Kong 香港	Ordinary 普通股	HK\$200 200港元	–	100%	Property investment 物業投資
Chinese Estates (The One) Limited	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Property investment 物業投資
Chinese Estates (Windsor House) Limited	Hong Kong 香港	Ordinary 普通股 Non-voting deferred 無投票權遞延股	HK\$100 100港元 HK\$2 2港元	–	100%	Property investment 物業投資
Conduit Road Development Limited 干德道發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	70%	Property development 物業發展
Country Homes Limited	Hong Kong 香港	Ordinary 普通股 Non-voting deferred ordinary 無投票權 遞延普通股 Non-voting deferred founder 無投票權 遞延創立人股	HK\$200 200港元 HK\$164,400 164,400港元 HK\$1,000 1,000港元	–	100%	Property investment 物業投資

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES 52. 主要附屬公司詳情 (續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Dollar Union Limited 金怡彩有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 100港元	—	87.5%*	Property trading 物業買賣
Estate Rose Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	—	100%	Securities investment 證券投資
Ever Ideal Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	—	100%	Securities investment 證券投資
Evergo China Holdings Limited	Bermuda/ Hong Kong 百慕達/ 香港	Ordinary 普通股	HK\$100,775,869.10 100,775,869.10港元	—	100%	Investment holding 投資控股
Evergo Holdings (China) Company Limited 愛美高集團(中國) 有限公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$2,509,454 2,509,454美元	—	100%	Investment holding 投資控股
Evergo Holdings Company Limited 愛美高集團有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1,000 1,000港元	—	100%	Investment holding 投資控股
Fair Eagle Finance Credit Limited 天發金融有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000,000 10,000,000港元	—	100%	Securities margin financing 證券保證金融資
Fair Eagle Futures Company Limited 天發期貨有限公司	Hong Kong 香港	Ordinary 普通股	HK\$5,000,000 5,000,000港元	—	100%	Brokering and dealing in futures contracts 期貨合約經紀及買賣
Fair Eagle Securities Company Limited 天發證券有限公司	Hong Kong 香港	Ordinary 普通股	HK\$228,000,000 228,000,000港元	—	100%	Provision of brokerage 提供經紀服務
Global Stage Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	—	100%	Securities investment 證券投資
Grandhall Secretarial Services Limited 均豪秘書服務有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	—	100%	Secretarial services 秘書服務
Groupluck Company Limited	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	—	100%	Money lending 放債

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES 52. 主要附屬公司詳情 (續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Harbour Trade Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Securities investment 證券投資
Hillsborough Holdings Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Loyal Pride Limited 忠榮有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Modern City Investment Limited 新城鎮投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$4 4港元	–	75%	Property investment 物業投資
Oriental Master Ltd.	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	100%	–	Investment holding 投資控股
Paul Y. (New Tunnel) Limited 保華(新隧道)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Investment holding 投資控股
Paul Y. Holdings Company Limited	Cayman Islands/ Hong Kong 開曼群島/ 香港	Ordinary 普通股	HK\$70,715,005.70 70,715,005.70港元	100%	–	Investment holding 投資控股
Perfect World Company Limited 忠信物業管理有限公司	Hong Kong 香港	Ordinary 普通股	HK\$10,000 10,000港元	–	100%	Estate management 物業管理
Pinecrest International Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	–	100%	Investment holding 投資控股
Pioneer Time Investment Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
Rich Honour Limited 豐鴻有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Investment holding 投資控股
River Court Properties Limited	Isle of Man 馬恩島	Ordinary 普通股	GBP2 2英鎊	–	100%	Property investment 物業投資

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES 52. 主要附屬公司詳情 (續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
Silvercord Limited 銀高有限公司	Hong Kong 香港	Ordinary 普通股	HK\$14,600 14,600港元	—	100%	Property investment 物業投資
Smart Ocean Limited	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	—	100%	Investment holding 投資控股
Speed Win Limited 迅運有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	—	100%	Property trading 物業買賣
Stable Castle Limited 安太有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	—	100%	Property development 物業發展
Sun Power Investments Ltd.	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$1 1美元	—	100%	Securities investment 證券投資
The House of Kwong Sang Hong Limited 廣生堂有限公司	Hong Kong 香港	Ordinary 普通股	HK\$500,000 500,000港元	—	100%	Cosmetics distribution and trading 化妝品分銷及貿易
Tycoon Fame Limited 亨耀有限公司	British Virgin Islands 英屬維爾京群島	Ordinary 普通股	US\$1 1美元	—	100%	Investment holding 投資控股
View Success Investments Limited 景亨投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	—	100%	Property investment 物業投資
四川忠信物業管理有限公司 [△] (Sichuan Perfect World Property Management Co., Ltd.) [△]	PRC 中國	Registered 註冊資本	US\$830,000 830,000美元	—	100%	Estate management 物業管理
四川愛美高房地產有限公司 [△] Sichuan Evergo Real Estate Company Limited [△]	PRC 中國	Registered 註冊資本	US\$199,600,000 199,600,000美元	—	100%	Property development and trading 物業發展及買賣
成都市旺權投資有限公司 [△]	PRC 中國	Registered 註冊資本	RMB310,000,000 人民幣310,000,000元	—	100%	Asset investment and management 資產投資及管理
愛美高(北京)企業管理 有限公司 [△] (Evergo (Beijing) Corporate Management Co., Ltd.) [△]	PRC 中國	Registered 註冊資本	US\$500,000 500,000美元	—	100%	Property investment 物業投資

52. PARTICULARS OF PRINCIPAL SUBSIDIARIES 52. 主要附屬公司詳情 (續)

(Cont'd)

Name of subsidiary 附屬公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of paid-up share capital/ registered capital held by the Company 本公司所持繳足股本/ 註冊資本之百分比		Principal activities 主要業務
				Directly 直接	Indirectly 間接	
愛美高房地產(上海) 有限公司 [△] (Evergo Real Estate (Shanghai) Company Limited) [△]	PRC 中國	Registered 註冊資本	US\$10,500,000 10,500,000美元	–	100%	Property investment 物業投資
愛美高房地產(成都) 有限公司 [△] Evergo Real Estate (chengdu) Company Limited [△]	PRC 中國	Registered 註冊資本	US\$100,000,000 100,000,000美元	–	100%	Property development and trading 物業發展及買賣
愛美高實業(成都) 有限公司 [△] (Evergo Enterprises (Chengdu) Company Limited) [△]	PRC 中國	Registered 註冊資本	US\$449,400,000 449,400,000美元	–	100%	Property development and hotel operation 物業發展及酒店業務

None of the subsidiaries had issued any debt securities subsisting at the end of the reporting period or at any time during the reporting period.

於報告期末或於任何報告期間，並無附屬公司發行任何債務證券。

* 75% owned by the Group and 25% owned by Power Jade Limited

* 本集團持有75%及Power Jade Limited持有25%

△ Wholly foreign-owned enterprise

△ 外商獨資企業

53. PARTICULARS OF PRINCIPAL ASSOCIATES 53. 主要聯營公司詳情

The Directors are of the opinion that a complete list of the particulars of all associates would be of excessive length and therefore the following list contains only the associates as at 31st December, 2014 which principally affected the results or assets of the Group.

董事認為列出全部聯營公司資料會令篇幅過於冗長。故此，下表只披露於二零一四年十二月三十一日對本集團之業績或資產有重要影響之聯營公司之詳情。

Name of associate 聯營公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share/ registered capital held 所持股份/ 註冊資本類別	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Proportion of equity attributable indirectly to the Company 本公司間接應佔 股本之百分比	Principal activities 主要業務
Best Profit Limited 丰佳有限公司	Hong Kong 香港	Ordinary 普通股	HK\$1 1港元	25%	Property investment and trading 物業投資及買賣
Direct Win Development Limited 勝榮發展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$900 900港元	33.33%	Property trading 物業買賣
Ever Sure Investments Limited 永瑞投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	50%	Property trading 物業買賣
Finedale Industries Limited 廣坤實業有限公司	Hong Kong 香港	Ordinary 普通股	HK\$9,999 9,999港元	33.33%	Property investment 物業投資
Power Jade Limited (Business name: Power Jade Capital Limited) (業務名稱: Power Jade Capital Limited)	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	Ordinary 普通股	US\$20 20美元	50%	Investment holding 投資控股
The Kwong Sang Hong International Limited	Bermuda 百慕達	Ordinary 普通股	HK\$100,000 100,000港元	50%	Investment holding 投資控股
上海新茂房地產開發有限公司 [△] (Shanghai Xin Mao Property Development Co. Ltd.) [△]	PRC 中國	Registered 註冊資本	US\$27,500,000 27,500,000美元	50%	Property investment 物業投資
東方藝術大廈有限公司 [†] Oriental Arts Building Co. Ltd. [†]	PRC 中國	Registered 註冊資本	US\$24,920,000 24,920,000美元	50%	Property investment and hotel operation 物業投資及酒店業務
重慶尖置房地產有限公司 [△] Chongqing Sino Land Company Limited [△]	PRC 中國	Registered 註冊資本	HK\$5,880,000,000 5,880,000,000港元	25%	Property development 物業發展

[△] Wholly foreign-owned enterprise

[†] Sino-foreign equity joint venture enterprise

[△] 外商獨資企業

[†] 中外合資企業

54. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

54. 本公司財務狀況報表之資料

		2014	2013
		HK\$'000	HK\$'000
		千港元	千港元
Investment in subsidiaries	附屬公司投資	5,140,216	5,140,216
Amounts due from subsidiaries	附屬公司欠款	7,042,885	5,291,441
Other current assets	其他流動資產	1,988,254	522,366
Amounts due to subsidiaries	欠負附屬公司款項	(3,246,455)	(3,262,482)
Other current liabilities	其他流動負債	(2,023)	(1,125)
Dividend payable	應付股息	(7,630,476)	–
Financial guarantee liabilities	財務擔保負債	(62)	(107)
		<hr/> 3,292,339 <hr/>	7,690,309
Net assets	資產淨值		
		<hr/> 3,292,339 <hr/>	7,690,309
Share capital (Note 41)	股本(附註41)	190,762	190,762
Reserves	儲備	3,101,577	7,499,547
		<hr/> 3,292,339 <hr/>	7,690,309
Total equity	股本權益總額		

- (a) The HKICPA has issued the Amendments and New Interpretation which are effective for the Company's financial year beginning on 1st January, 2014. The application of the Amendments and New Interpretation had no material effect on how the results and financial position for the current or prior accounting periods are prepared and presented.

The Company has undertaken to provide necessary financial resources to support the future operations of the subsidiaries. The Directors are of the opinion that the subsidiaries are financially resourceful in settling obligations.

- (b) The carrying amount of the investments in subsidiaries is reduced to their recoverable amounts which are determined by reference to the estimation of future cash flows expected to be generated from the respective subsidiaries.

- (a) 香港會計師公會已頒布對本公司於二零一四年一月一日開始之財政年度生效之修訂及新訂詮釋。應用修訂及新訂詮釋並無對本會計期間或過往會計期間業績及財務狀況之編製及呈報方式構成任何重大影響。

本公司已承諾提供所需財務資源，以支持附屬公司之未來經營。董事認為，各附屬公司具有足夠財務資源履行責任。

- (b) 附屬公司投資賬面值減少至其可收回金額，有關可收回金額乃參考預期來自各附屬公司之估計未來現金流量釐定。

54. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Cont'd)

- (c) Except for the amounts due from subsidiaries and amounts due to subsidiaries of approximately HK\$3,198,935,000 (2013: HK\$3,202,603,000) and HK\$3,167,974,000 (2013: HK\$3,163,462,000) respectively bear interest at rates mutually agreed by both parties, the remaining balances are interest-free. All balances are unsecured and have no fixed repayment terms.
- (d) Profit of the Company for the year ended 31st December, 2014 amounted to approximately HK\$9,623,030,000 (2013: HK\$6,386,027,000).

55. EVENT AFTER THE REPORTING PERIOD

Save as disclosed elsewhere, the Group had the following transaction after the end of the reporting period:

Disposal of Asian East Limited ("Asian East"), an indirect wholly-owned subsidiary of the Company, and its subsidiaries ("One Group") ("One Disposal")

On 12th December, 2014, (i) Rich Lucky Limited ("Rich Lucky"), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Rich Lucky; (iii) Market Victory Limited ("Market Victory"), a company wholly-owned by Mr. Joseph Lau; and (iv) Mr. Joseph Lau, being the guarantor of Market Victory, entered into a sale and purchase agreement pursuant to which Rich Lucky agreed to sell and Market Victory agreed to purchase the entire issued share capital of Asian East at a total consideration equal to the aggregate of (a) the consolidated net asset value or liability of the One Group at the date of completion; and (b) the aggregate face amount of all sums due or owing by the One Group to members of the Group (other than the One Group) less the aggregate face amount of all sums due and owing to any company of the One Group by any member of the Group (excluding the One Group) as at the date of completion. Details of the One Disposal were set out in the announcement and circular of the Company dated 12th December, 2014 and 7th January, 2015 respectively.

54. 本公司財務狀況報表之資料 (續)

- (c) 除附屬公司欠款及欠負附屬公司款項中，分別約3,198,935,000港元（二零一三年：3,202,603,000港元）及3,167,974,000港元（二零一三年：3,163,462,000港元）為計息款項（利率乃根據雙方協定計算）外，餘下之款項均為免息。所有結餘均無抵押及並無固定還款期。
- (d) 截至二零一四年十二月三十一日止年度，本公司溢利約為9,623,030,000港元（二零一三年：6,386,027,000港元）。

55. 報告期末後事項

除其他部分所披露者外，本集團於報告期末後有以下交易：

出售Asian East Limited（「Asian East」）（本公司之一間間接全資擁有附屬公司）及其附屬公司（「One集團」）（「One出售」）

於二零一四年十二月十二日，(i) Rich Lucky Limited（「Rich Lucky」），本公司之一間間接全資擁有附屬公司；(ii) 本公司，作為Rich Lucky擔保人；(iii) Market Victory Limited（「Market Victory」），一間由劉鑾雄先生全資擁有之公司；及(iv) 劉鑾雄先生，作為Market Victory擔保人，訂立一項買賣協議。據此，Rich Lucky同意出售及Market Victory同意購買Asian East之全部已發行股本，總代價為以下之總和：(a) One集團於完成日期之綜合資產或負債淨值；及(b) One集團於完成日期應付或結欠本集團成員公司（One集團除外）之全部款項之面值總額，減本集團任何成員公司（不包括One集團）於完成日期應付及結欠任何One集團之全部款項之面值總額。One出售之詳情已列載於本公司日期分別為二零一四年十二月十二日及二零一五年一月七日之公布及通函內。

55. EVENT AFTER THE REPORTING PERIOD

(Cont'd)

On 23rd January, 2015, the One Disposal transaction was duly approved by the independent shareholders of the Company at the special general meeting. The One Disposal has not yet completed up to the date of the approval of these consolidated financial statements.

56. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 19th March, 2015.

55. 報告期末後事項 (續)

於二零一五年一月二十三日，One出售之交易由本公司之獨立股東於股東特別大會批准。One出售於截至批准本綜合財務報表當日尚未完成。

56. 授權刊發綜合財務報表

董事會已於二零一五年三月十九日批准及授權發布綜合財務報表。