

The directors of the Company (the "Directors" or the "Board") are pleased to present to the shareholders their report together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31st December, 2017 (the "Year").

PRINCIPAL ACTIVITIES

During the Year, the Company acted as an investment holding company and its subsidiaries were principally engaged in property investment and development, brokerage, securities investment, money lending and cosmetics distribution and trading.

BUSINESS REVIEW

A review of the business of the Group during the Year, discussion on the Group's future business development and description of possible risks and uncertainties that the Group may be facing can be found in the Chairman's Statement of this annual report. Furthermore, the financial risk management objectives and policies of the Group can be found in Note 5 to the consolidated financial statements. Particulars of important events affecting the Group that have occurred since the end of the Year are contained in the Chairman's Statement of this annual report. An analysis of the Group's performance during the Year using financial key performance indicators is provided in the Financial Operation Review of this annual report. Discussions on the Group's environmental policies and performance, relationships with its key stakeholders, and compliance with the relevant laws and regulations that have a significant impact on the Group are provided/will be provided in the Chairman's Statement, the Corporate Governance Report, the Directors' Report of this annual report and/or the 2017 Environmental, Social and Governance Report to be available on the websites of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company respectively.

OPERATING SEGMENTS INFORMATION

The Group's revenue and contribution to profit for the Year from operations analysed by principal activities are set out in Notes 7 and 8 to the consolidated financial statements.

SUBSIDIARIES AND ASSOCIATES

Particulars of the Company's principal subsidiaries and associates as at 31st December, 2017 are set out in Notes 49 and 50 to the consolidated financial statements respectively.

本公司董事（「董事」或「董事會」）欣然向股東提呈董事會報告書連同本公司及其附屬公司（「本集團」）截至二零一七年十二月三十一日止年度（「本年度」）之經審核綜合財務報表。

主要業務

於本年度內，本公司為一間投資控股公司，其附屬公司主要從事物業投資及發展、經紀服務、證券投資、放債及化妝品分銷及貿易業務。

業務審視

有關本集團本年度內業務的審視，本集團未來業務發展之討論及本集團面對的潛在風險及不明朗因素的陳述，載於本年報之主席報告書中。另外，綜合財務報表附註5刊載了本集團的財務風險管理目標及政策。本年度結束後發生並對本集團有影響的重大事項之詳情，則刊載於本年報之主席報告書中。以財務關鍵表現指標分析的本集團年內表現於本年報之財務業務回顧中列載。關於本集團環境政策及表現、與主要權益人的關係、對本集團有重大影響的相關法律與法規之遵守情況之討論分別／將分別於本年報的主席報告書、企業管治報告書、董事會報告書及／或將於香港聯合交易所有限公司（「聯交所」）及本公司網站上載之二零一七年環境、社會及管治報告書中列載。

營運分類資料

本集團以主要業務劃分之收益及本年度經營溢利分析載於綜合財務報表附註7及8。

附屬公司及聯營公司

本公司於二零一七年十二月三十一日之主要附屬公司及聯營公司之詳情，分別載於綜合財務報表附註49及50。

RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of comprehensive income on pages 96 to 97.

During the Year, the Board had declared and paid the following interim dividends:-

1. declared and paid an interim dividend of HK20 cents per share (payment date: 13th September, 2017) (2016: HK1 cent per share); and
2. declared and paid special interim dividends of HK\$2.91 per share (payment date: 23rd June, 2017), HK64 cents per share (payment date: 10th February, 2017) and HK\$1.36 per share (payment date: 10th February, 2017) (2016: HK\$7.33 per share in total).

The Board resolved to recommend the payment of a final dividend of HK10 cents per share (2016: HK1 cent per share) for the Year.

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five years is set out on pages 257 to 258.

PRINCIPAL PROPERTIES

Details of the principal properties of the Group as at 31st December, 2017 are set out on pages 259 to 264.

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the Year are set out in Note 20 to the consolidated financial statements.

INVESTMENT PROPERTIES

During the Year, the Group acquired one freehold property in the United Kingdom (through acquisition of a subsidiary) of equivalent to approximately HK\$1,779,563,000 (2016: acquired two freehold properties in the United Kingdom of approximately HK\$3,554,052,000 in aggregate). Investment properties in Mainland China with an aggregate carrying amounts of approximately HK\$347,162,000 (2016: investment properties in Hong Kong and Mainland China with an aggregate carrying amounts of HK\$20,177,691,000) were disposed of during the Year.

業績及分配

本集團於本年度之業績載於第96至第97頁之綜合全面收益報表內。

於本年度內，董事會已宣派及支付以下之中期股息：-

1. 宣派及支付中期股息每股20港仙（派息日：二零一七年九月十三日）（二零一六年：每股1港仙）；及
2. 宣派及支付特別中期股息每股2.91港元（派息日：二零一七年六月二十三日）、每股64港仙（派息日：二零一七年二月十日）及每股1.36港元（派息日：二零一七年二月十日）（二零一六年：合共每股7.33港元）。

董事會議決建議派發本年度之末期股息每股10港仙（二零一六年：每股1港仙）。

財務概要

本集團過去五年之業績、資產及負債概要載於第257至第258頁。

主要物業

本集團於二零一七年十二月三十一日之主要物業詳情載於第259至第264頁。

物業、廠房及設備

物業、廠房及設備於本年度內之變動情況載於綜合財務報表附註20。

投資物業

於本年度內，本集團（透過購入附屬公司）購入位於英國之一個永久業權物業，相當於約1,779,563,000港元（二零一六年：購入兩個位於英國之永久業權物業合共約3,554,052,000港元）。本集團於本年度內出售位於中國大陸之投資物業，總賬面值約347,162,000港元（二零一六年：位於香港及中國大陸之投資物業合共總賬面值20,177,691,000港元）。

INVESTMENT PROPERTIES (Cont'd)

Details of the above and other movements in investment properties during the Year are set out in Note 19 to the consolidated financial statements.

SHARE CAPITAL

Movements in the share capital of the Company during the Year are set out in Note 36 to the consolidated financial statements.

RESERVES

Movements in the reserves of the Group during the Year are set out on pages 100 to 104.

As at 31st December, 2017, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda (as amended), amounted of approximately HK\$16,836,014,000 (2016: HK\$9,865,565,000).

GROUP BORROWINGS AND INTEREST CAPITALISED

Details of bank borrowings and other borrowings repayable within one year or on demand and long-term secured bank borrowings, other borrowings and loan from a Director are shown in Notes 34 and 37 to the consolidated financial statements.

Interest capitalised during the Year by the Group amounted to approximately HK\$140,000 (2016: HK\$2,513,000).

PRE-EMPTIVE RIGHTS

No pre-emptive rights exist under the laws of Bermuda, being the jurisdiction in which the Company is incorporated.

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

During the Year, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to approximately HK\$158,000 (2016: HK\$545,000).

投資物業 (續)

上述及其他投資物業於本年度內之變動詳情載於綜合財務報表附註19。

股本

本公司之股本於本年度內之變動情況載於綜合財務報表附註36。

儲備

本集團之儲備於本年度內之變動情況載於第100至第104頁。

於二零一七年十二月三十一日，根據百慕達一九八一年公司法（經修訂）之規定所計算，本公司可供分派之儲備約為16,836,014,000港元（二零一六年：9,865,565,000港元）。

集團借貸及撥充資本化之利息

須於一年內或按通知償還之銀行借貸及其他借貸之詳情及有抵押的長期銀行借貸、其他借貸及董事貸款之詳情載於綜合財務報表附註34及37。

本集團於本年度內撥充資本化之利息約為140,000港元（二零一六年：2,513,000港元）。

優先購買權

本公司於百慕達註冊成立，該司法管轄區之法律並無存在優先購買權。

購買、出售或贖回本公司之上市證券

於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

慈善捐款

本集團於本年度內之慈善捐款額約為158,000港元（二零一六年：545,000港元）。

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue attributable to the Group's largest customer and five largest customers accounted for approximately 21% and 57% of the Group's total revenue for the Year respectively.

The aggregate purchases attributable to the Group's largest supplier and five largest suppliers accounted for approximately 61% and 74% of the Group's total purchases for the Year respectively.

At no time during the Year did a Director, a close associate of a Director or a shareholder of the Company (which to the knowledge of the Directors own more than 5% of the Company's share capital) have an interest in any of the Group's five largest customers or suppliers.

DIRECTORS

The Directors during the Year and up to the date of this Directors' Report are:-

Executive Directors:

Ms. Chan, Sze-wan (*Chief Executive Officer*)
Ms. Chan, Hoi-wan (*appointed on 13th February, 2017*)
Ms. Chan, Lok-wan
Mr. Lam, Kwong-wai

Non-executive Directors:

Mr. Lau, Ming-wai (*Chairman*)
Ms. Amy Lau, Yuk-wai

Independent Non-executive Directors:

Mr. Chan, Kwok-wai
Ms. Phillis Loh, Lai-ping
Mr. Ma, Tsz-chun

Mr. Chan, Kwok-wai, Ms. Phillis Loh, Lai-ping and Mr. Ma, Tsz-chun will retire from office at the forthcoming annual general meeting pursuant to Bye-law 111 of the Bye-laws of the Company and all being eligible will offer themselves for re-election.

主要客戶及供應商

本集團從最大客戶及五大客戶取得之累計收入分別約佔本集團於本年度之總收入之21%及57%。

本集團之最大供應商及五大供應商之累計購貨額分別約佔本集團本年度之購貨總額之61%及74%。

董事、董事之緊密聯繫人或本公司股東（據董事所知擁有本公司股本超過5%）概無於本年度內任何時候於本集團五大客戶或供應商之中擁有權益。

董事

於本年度內及直至本董事會報告書日期止，董事為：-

執行董事：

陳詩韻女士 (*行政總裁*)
陳凱韻女士 (*於二零一七年二月十三日獲委任*)
陳諾韻女士
林光蔚先生

非執行董事：

劉鳴煒先生 (*主席*)
劉玉慧女士

獨立非執行董事：

陳國偉先生
羅麗萍女士
馬時俊先生

根據本公司之公司細則第111條，陳國偉先生、羅麗萍女士及馬時俊先生將在即將舉行之股東週年大會上告退為董事，彼等均合資格及願意膺選連任。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

董事及最高行政人員於本公司及相聯法團之證券權益

As at 31st December, 2017, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO")) as recorded in the register kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Appendix 10 of the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:—

於二零一七年十二月三十一日，董事及本公司最高行政人員於本公司或其任何相聯法團（定期見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有之權益及淡倉，按本公司根據證券及期貨條例第352條備存之登記冊所載或根據聯交所證券上市規則（「上市規則」）附錄十《上市發行人董事進行證券交易的標準守則》知會本公司及聯交所如下：—

I The Company

I 本公司

Name of Directors 董事姓名	Number of Shares Held 所持股份數目	Notes 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Mr. Lau, Ming-wai ("Mr. MW Lau") 劉鳴煒先生（「劉鳴煒先生」）	1,430,700,768	*	Interest in controlled corporation and other 於受控制公司之權益及其他	74.99%
Ms. Chan, Hoi-wan ("Ms. HW Chan") 陳凱韻女士（「陳凱韻女士」）	1,430,700,768	#	Interest in controlled corporation, trustee, interest of children under 18 and other 於受控制公司之權益、信託人、未滿18歲子女之權益及其他	74.99%

Notes:

* Mr. MW Lau was deemed to be interested in 1,430,700,768 shares of the Company in aggregate. 476,425,000 shares of the Company were directly owned by Century Frontier Limited, which was wholly owned by Mr. MW Lau. Mr. MW Lau was also deemed to be interested in 954,275,768 shares of the Company indirectly held by Ms. HW Chan as the trustee for her minor children Lau, Chung-hok and Lau, Sau-wah by virtue of the right of first refusal granted to Century Frontier Limited for those 954,275,768 shares under a right of first refusal deed.

Ms. HW Chan was deemed to be interested in 1,430,700,768 shares of the Company in aggregate. 954,275,768 shares of the Company were indirectly owned by Sino Omen Holdings Limited, the entire issued share capital of which was held by Ms. HW Chan as the trustee of her minor children Lau, Chung-hok and Lau, Sau-wah. Ms. HW Chan was also deemed to be interested in 476,425,000 shares of the Company indirectly held by Mr. MW Lau by virtue of the right of first refusal granted to Sino Omen Holdings Limited, Solar Bright Ltd. and Joseph Lau Luen Hung Investments Limited for those 476,425,000 shares under a right of first refusal deed.

附註：

* 劉鳴煒先生被視為合共擁有1,430,700,768股本公司股份。476,425,000股本公司股份由Century Frontier Limited直接擁有，Century Frontier Limited由劉鳴煒先生全資擁有。劉鳴煒先生亦被視為擁有由陳凱韻女士（作為其未成年子女劉仲學及劉秀樺之信託人）間接持有之954,275,768股本公司股份，因Century Frontier Limited透過根據一份優先認購權契據而就該等954,275,768股股份獲授予優先認購權。

陳凱韻女士被視為合共擁有1,430,700,768股本公司股份。954,275,768股本公司股份由Sino Omen Holdings Limited間接擁有，其全部已發行股本由陳凱韻女士（作為其未成年子女劉仲學及劉秀樺之信託人）持有。陳凱韻女士亦被視為擁有由劉鳴煒先生間接持有之476,425,000股本公司股份，因Sino Omen Holdings Limited、Solar Bright Ltd.及Joseph Lau Luen Hung Investments Limited均透過根據一份優先認購權契據而就該等476,425,000股股份獲授予優先認購權。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN THE SECURITIES OF THE COMPANY AND ASSOCIATED CORPORATIONS

(Cont'd)

董事及最高行政人員於本公司及相聯法團之證券權益 (續)

II Associated corporations of the Company

II 本公司之相聯法團

Name of Director 董事姓名	Name of Associated Corporations 相聯法團名稱	Number of Share(s) Held 所持股份數目	Note 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Ms. HW Chan 陳凱韻女士	Sino Omen Holdings Limited	1,000	*	Trustee and interest of children under 18 信託人及未滿18歲子女之權益	100%
Ms. HW Chan 陳凱韻女士	Solar Bright Ltd.	1	*	Interest in controlled corporation, trustee and interest of children under 18 於受控制公司之權益、信託人及未滿18歲子女之權益	100%

Note:

* Ms. HW Chan (as the trustee for her minor children Lau, Chung-hok and Lau, Sau-wah) directly held the entire issued share capital of Sino Omen Holdings Limited. Sino Omen Holdings Limited directly held the entire issued share capital of Solar Bright Ltd.. Therefore, Ms. HW Chan as the trustee for her said minor children was also regarded as interested in the entire issued share capital of Solar Bright Ltd..

附註:

* 陳凱韻女士(作為其未成年子女劉仲學及劉秀樺之信託人)直接持有Sino Omen Holdings Limited之全部已發行股本。Sino Omen Holdings Limited直接持有Solar Bright Ltd.之全部已發行股本。因此,陳凱韻女士作為其上述未成年子女之信託人,亦被視為持有Solar Bright Ltd.全部已發行股本。

The interests stated above represent long position. The percentage shown was the number of shares the relevant Director was interested in expressed as a percentage of the number of issued shares as at 31st December, 2017.

上述權益為好倉。所顯示的百分比為有關董事於二零一七年十二月三十一日所擁有之股份數目佔已發行股份數目之百分比。

Save as disclosed above, none of the other Directors and chief executives of the Company had or were deemed under the SFO to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as at 31st December, 2017.

除上文所披露者外,於二零一七年十二月三十一日,其他董事或本公司最高行政人員概無擁有或根據證券及期貨條例被視為擁有本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券之任何權益或淡倉。

During the Year, none of the Directors and chief executives of the Company nor their spouses or children under 18 years of age were granted or had exercised any right to subscribe for any securities of the Company or any of its associated corporations.

於本年度內,董事或本公司最高行政人員以及彼等之配偶或十八歲以下之子女概無獲授予或行使任何可認購本公司或其任何相聯法團之任何證券之權利。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY

主要股東於本公司之證券權益

As at 31st December, 2017, so far as are known to any Directors or chief executives of the Company, the following parties (other than Directors or chief executives of the Company) were recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:—

據董事及本公司最高行政人員所知悉，於二零一七年十二月三十一日，本公司根據證券及期貨條例第336條須備存之登記冊所載錄或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上權益之人士（董事或本公司最高行政人員除外）如下：—

Name of Substantial Shareholders 主要股東名稱	Number of Shares Held 所持股份數目	Notes 附註	Capacity 身份	Percentage of Issued Share Capital 已發行股本百分比
Mr. Joseph Lau, Luen-hung ("Mr. Joseph Lau") 劉鑾雄先生（「劉鑾雄先生」）	1,430,700,768	△	Interest of spouse, interest of children under 18 and other 配偶之權益、未滿18歲子女之權益及其他	74.99%
Sino Omen Holdings Limited	1,430,700,768	#	Interest in controlled corporation and other 於受控制公司之權益及其他	74.99%
Solar Bright Ltd.	1,430,700,768	#	Beneficial owner, interest in controlled corporation and other 實益擁有人、於受控制公司之權益及其他	74.99%
Century Frontier Limited	1,430,700,768	*	Beneficial owner and other 實益擁有人及其他	74.99%
Joseph Lau Luen Hung Investments Limited	707,409,820	#	Beneficial owner and other 實益擁有人及其他	37.08%

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES OF THE COMPANY (Cont'd)

Notes:

- △ Mr. Joseph Lau was deemed to be interested in the same parcel of shares that his spouse, Ms. HW Chan, and his minor children, Lau, Chung-hok and Lau, Sau-wah, deemed to have interests.
- # Sino Omen Holdings Limited held the entire issued share capital of Solar Bright Ltd. and therefore was regarded as interested in the same parcel of shares held by Solar Bright Ltd.. Solar Bright Ltd. held the entire issued share capital of Joseph Lau Luen Hung Investments Limited and therefore was regarded as interested in the same parcel of shares held by Joseph Lau Luen Hung Investments Limited. Joseph Lau Luen Hung Investments Limited directly held 230,984,820 shares of the Company while Solar Bright Ltd. directly held 723,290,948 shares of the Company. Sino Omen Holdings Limited, Solar Bright Ltd. and Joseph Lau Luen Hung Investments Limited were also deemed to be interested in 476,425,000 shares of the Company directly held by Century Frontier Limited by virtue of the right of first refusal granted to them for those 476,425,000 shares under a right of first refusal deed. As such, Solar Bright Ltd. and Joseph Lau Luen Hung Investments Limited were deemed to be interested in 1,430,700,768 shares and 707,409,820 shares of the Company in aggregate respectively; Sino Omen Holdings Limited was deemed to be interested in 1,430,700,768 shares of the Company, which were referred to in the interests of Ms. HW Chan as disclosed under "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations".
- * Century Frontier Limited directly held 476,425,000 shares of the Company. Century Frontier Limited was also deemed to be interested in 954,275,768 shares of the Company directly held by Solar Bright Ltd. and Joseph Lau Luen Hung Investments Limited in aggregate by virtue of the right of first refusal granted to it for those 954,275,768 shares under a right of first refusal deed. As such, Century Frontier Limited was deemed to be interested in 1,430,700,768 shares of the Company in aggregate, which were referred to in the interests of Mr. MW Lau as disclosed under "Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations".

All the interests stated above represent long positions. As at 31st December, 2017, no short positions were recorded in the register kept by the Company under section 336 of the SFO.

主要股東於本公司之證券權益 (續)

附註:

- △ 劉鑾雄先生被視為擁有其妻子陳凱韻女士及其未成年子女劉仲學及劉秀樺被視為擁有之同一批股份權益。
- # Sino Omen Holdings Limited持有Solar Bright Ltd.之全部已發行股本，故被視為擁有Solar Bright Ltd.所持有之同一批股份權益。Solar Bright Ltd.持有Joseph Lau Luen Hung Investments Limited之全部已發行股本，故被視為擁有Joseph Lau Luen Hung Investments Limited所持有之同一批股份權益。Joseph Lau Luen Hung Investments Limited直接持有230,984,820股本公司股份，而Solar Bright Ltd.直接持有723,290,948股本公司股份。Sino Omen Holdings Limited、Solar Bright Ltd.及Joseph Lau Luen Hung Investments Limited亦被視為擁有由Century Frontier Limited直接持有之476,425,000股本公司股份權益，因彼等均透過根據一份優先認購權契據而就該等476,425,000股股份獲授予優先認購權。因此，Solar Bright Ltd.及Joseph Lau Luen Hung Investments Limited分別被視為擁有合共1,430,700,768股及707,409,820股本公司股份，而Sino Omen Holdings Limited被視為擁有1,430,700,768股本公司股份，即「董事及最高行政人員於本公司及相聯法團之證券權益」項下所披露陳凱韻女士之權益中所指之權益。
- * Century Frontier Limited直接持有476,425,000股本公司股份。Century Frontier Limited亦被視為擁有由Solar Bright Ltd.及Joseph Lau Luen Hung Investments Limited直接持有合共954,275,768股本公司股份權益，因彼透過根據一份優先認購權契據而就該等954,275,768股股份獲授予優先認購權。因此，Century Frontier Limited被視為擁有合共1,430,700,768股本公司股份，即「董事及最高行政人員於本公司及相聯法團之證券權益」項下所披露劉鳴煒先生之權益中所指之權益。

上述所有權益均為好倉。於二零一七年十二月三十一日，根據本公司按證券及期貨條例第336條備存之登記冊所載概無任何淡倉。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the Year, Ms. Chan, Sze-wan, Ms. HW Chan and Mr. MW Lau had personal/directorship interests in private companies engaged in property investment business and securities investment business. As such, he/she was regarded as being interested in such businesses, which competed or might compete with the Group. However, when compared with the dominance and size of operations of the Group, such competing businesses were immaterial.

In addition, Mr. Joseph Lau, a former executive Director, Chairman of the Board and Chief Executive Officer of the Company, had through certain private companies wholly-owned by him acquired the retail shops of York Place, Excelsior Plaza (include Laforet) and Southorn Centre (also known as Wanchai Computer Centre) from the Group in 2010, certain floors and car parking spaces constituted part of the properties known as Silvercord and the properties known as The ONE from the Group in 2015 as well as the properties known as Windsor House from the Group in 2016 (collectively the "Private Properties"). Each of Ms. Chan, Sze-wan, Ms. HW Chan and Mr. MW Lau was a director of or deemed to have certain interests in one or more of the said companies during the Year. There might be potential leasing competition for existing and prospective tenancies between the Private Properties and investment properties held by the Group. In order to manage such potential leasing competition, Mr. Joseph Lau had provided certain undertakings and the Company had agreed with the Stock Exchange to implement certain measures for monitoring the compliance of such undertakings. Details of such undertakings and monitoring measures were set out in the circulars of the Company dated 18th June, 2010, 23rd September, 2014, 7th January, 2015 and 15th January, 2016. The independent non-executive directors of the Company ("INEDs") had carried out an annual review on the compliance of the said undertakings and monitoring measures and confirmed that such undertakings and monitoring measures were duly complied with and considered adequate monitoring measures were in place to avoid the potential leasing competition during the Year.

董事於競爭性業務之權益

於本年度內，陳詩韻女士、陳凱韻女士及劉鳴煒先生於經營物業投資業務及證券投資業務之私人公司中擁有個人／董事之權益。因此，彼等被視為於與本集團構成競爭或可能構成競爭之業務中擁有權益。然而，此等競爭性業務與本集團之優勢及業務規模相比乃微不足道。

此外，劉鑾雄先生（為本公司之前執行董事、董事會主席兼行政總裁）透過若干全資擁有私人公司於二零一零年向本集團購入York Place、怡東商場（包括東角Laforet）及修頓中心（亦稱灣仔電腦城）之若干零售商舖，於二零一五年從本集團購入名為新港中心之物業當中若干樓層與車位及名為The ONE之物業以及於二零一六年從本集團購入名為皇室大廈之物業（統稱為「該等私人物業」）。陳詩韻女士、陳凱韻女士及劉鳴煒先生於本年度內各自為上述一間或多間公司之董事或被視為於上述一間或多間公司擁有若干權益。該等私人物業與本集團持有之投資物業之間可能存在現時及未來租約之潛在租賃競爭。為處理該等潛在租賃競爭，劉鑾雄先生已提供若干承諾，而本公司亦已向聯交所同意就監察該等承諾之遵守情況實施若干措施。有關該等承諾及監察措施之詳情已載於本公司日期為二零一零年六月十八日、二零一四年九月二十三日、二零一五年一月七日及二零一六年一月十五日之通函內。本公司之獨立非執行董事（「獨立非執行董事」）已就上述承諾及監察措施之遵守情況進行年度檢討，並確認於本年度內已遵守該等承諾及監察措施，並認為本公司已採取充足的監察措施以避免潛在租賃競爭。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES (Cont'd)

The Directors are aware of their fiduciary duties and will act honestly and in good faith in the interests of the Company and will avoid any potential conflict of interests and duties. The Company comprises three INEDs and all of them are audit committee members of the Company, so that the interest of its shareholders can be adequately represented.

Other than as disclosed above, none of the Directors were interested in any businesses apart from the Company's businesses, which competed or was likely to compete, either directly or indirectly, with the Company's businesses.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

There were no arrangements to which the Company or any of the Company's subsidiaries was a party to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate during the Year.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as the agreements disclosed under the heading "Connected Transactions" below and the facility agreements entered into between the Group and Ms. HW Chan as disclosed under "Loan from a Director" in Note 37 to the consolidated financial statements, there were no other transactions, arrangements or contracts of significance in relation to the Company's businesses, to which the Company or any of the Company's subsidiaries was a party, subsisting at the end of the Year or at any time during the Year, and in which a Director or an entity connected with a Director had, whether directly or indirectly, a material interest, nor there were any other transactions, arrangements or contracts of significance in relation to the Company's businesses between the Company or any of the Company's subsidiaries and a controlling shareholder or any of its subsidiaries.

董事於競爭性業務之權益 (續)

董事知悉其誠信責任，將會秉誠行事以符合本公司之利益，並避免任何潛在利益及責任衝突。本公司之獨立非執行董事共三名，全部均為本公司之審核委員會成員，故足以代表其股東之利益。

除上文所披露者外，概無董事在本公司業務以外於與本公司業務直接或間接構成競爭或可能構成競爭之任何業務中擁有權益。

購買股份或債券之安排

本公司或本公司之任何附屬公司概無於本年度內作出安排，以使董事可藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

董事及控權股東於合約之權益

除於下述「關連交易」一節所述之協議及載於綜合財務報表附註37「董事貸款」有關本集團與陳凱韻女士訂立之融資協議外，於年結時或本年度內任何時間本公司或本公司之任何附屬公司所訂立與本公司業務有關之重要交易、安排或合約中，董事或與彼有關連之實體概無直接或間接擁有重大權益；此外，本公司或本公司之任何附屬公司亦無與控權股東或其任何附屬公司訂立與本公司業務有關之其他重要交易、安排或合約。

CONNECTED TRANSACTIONS

Connected Transactions

(1) On 5th December, 2016, Paul Y. Holdings Company Limited (being a direct wholly-owned subsidiary of the Company) as vendor and the Company as vendor's guarantor entered into a disposal agreement with Creative Dragon Ventures Limited (being a company wholly-owned by Ms. HW Chan) as purchaser (the "Win Kings Purchaser") and Ms. HW Chan as purchaser's guarantor, in relation to, inter alia, the disposal of the Company's indirect wholly-owned subsidiaries that ultimately held the property development situated at No. 12 Shiu Fai Terrace, Mid-Levels East, Hong Kong, at a final consideration of approximately HK\$889.6 million (the "Win Kings Disposal"). Meanwhile, on the same day, New Silver Limited (being an indirect wholly-owned subsidiary of the Company) as vendor and the Company as vendor's guarantor entered into a disposal agreement with Strong Point Ventures Limited (being a company wholly-owned by Mr. MW Lau) as purchaser (the "Pinecrest Purchaser") and Mr. MW Lau as purchaser's guarantor, in relation to, inter alia, the disposal of the Company's indirect wholly-owned subsidiaries that ultimately held 79 shops of Lowu Commercial Plaza located in Shenzhen, the People's Republic of China, at a final consideration of approximately HK\$352.2 million (the "Pinecrest Disposal").

關連交易

關連交易

(1) 於二零一六年十二月五日，Paul Y. Holdings Company Limited（為本公司之直接全資擁有附屬公司）作為賣方及本公司作為賣方擔保人與Creative Dragon Ventures Limited（為陳凱韻女士全資擁有之公司）作為買方（「Win Kings買方」）及陳凱韻女士作為買方擔保人訂立一份出售協議，出售（其中包括）最終持有位於香港半山區東部肇輝臺12號之物業發展項目之本公司間接全資擁有附屬公司，最終代價約為889,600,000港元（「Win Kings出售」）。與此同時，於同一天，New Silver Limited（為本公司之間接全資擁有附屬公司）作為賣方及本公司作為賣方擔保人與Strong Point Ventures Limited（為劉鳴煒先生全資擁有之公司）作為買方（「Pinecrest買方」）及劉鳴煒先生作為買方擔保人訂立一份出售協議，出售（其中包括）最終持有位於中華人民共和國深圳市羅湖商業城之79間商舖之本公司間接全資擁有附屬公司，最終代價約為352,200,000港元（「Pinecrest出售」）。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transactions (Cont'd)

(1) (Cont'd)

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules for the Win Kings Disposal and the Pinecrest Disposal as aggregated with the previous transactions pursuant to Rule 14.22 and Rule 14A.81 of the Listing Rules exceeded 25% but were less than 75%, the Win Kings Disposal and the Pinecrest Disposal constituted major transactions for the Company. In addition, as at the date of the relevant announcement, Ms. HW Chan was an associate of Directors and an associate of the then substantial shareholder and controlling shareholder of the Company, and was the sole director and the sole beneficial owner of the Win Kings Purchaser, therefore Ms. HW Chan and the Win Kings Purchaser were connected persons of the Company. Furthermore, as Mr. MW Lau, the Chairman of the Board and a non-executive Director was the sole director and the sole beneficial owner of the Pinecrest Purchaser as at the date of the relevant announcement, Mr. MW Lau and the Pinecrest Purchaser were connected persons of the Company. Accordingly, the Win Kings Disposal and the Pinecrest Disposal constituted connected transactions of the Company under Chapter 14A of the Listing Rules and were therefore subject to the reporting, announcement, circular and independent shareholders' approval requirements pursuant to the Listing Rules. An announcement in respect of the Win Kings Disposal and the Pinecrest Disposal were made on 5th December, 2016.

Each of the Win Kings Disposal and the Pinecrest Disposal was approved by the independent shareholders of the Company at the special general meeting held on 13th January, 2017 and was completed on 10th February, 2017. Details of the Win Kings Disposal and the Pinecrest Disposal were set out in the circular of the Company dated 28th December, 2016.

關連交易 (續)

關連交易 (續)

(1) (續)

由於按上市規則第14章就Win Kings出售及Pinecrest出售(根據上市規則第14.22及14A.81條,與先前交易合併計算時)之一個或多個適用百分比率超過25%但不足75%,Win Kings出售及Pinecrest出售構成本公司之主要交易。此外,於有關公布之日期,由於陳凱韻女士為董事之聯繫人及本公司當時之主要股東及控股股東之聯繫人並為Win Kings買方之唯一董事及唯一實益擁有人,故陳凱韻女士及Win Kings買方為本公司之關連人士。此外,由於劉鳴煒先生(董事會主席及非執行董事)於有關公布之日期為Pinecrest買方之唯一董事及唯一實益擁有人,故劉鳴煒先生及Pinecrest買方為本公司之關連人士。據此,根據上市規則第14A章,Win Kings出售及Pinecrest出售構成本公司之關連交易,因而須遵守根據上市規則有關申報、公布、通函及獨立股東批准之規定。有關Win Kings出售及Pinecrest出售之公布已於二零一六年十二月五日發出。

Win Kings出售及Pinecrest出售各自已獲本公司獨立股東於二零一七年一月十三日舉行之股東特別大會上通過,並已於二零一七年二月十日完成。有關Win Kings出售及Pinecrest出售之詳情已刊載於本公司日期為二零一六年十二月二十八日之通函內。

CONNECTED TRANSACTIONS (Cont'd)

Connected Transactions (Cont'd)

- (2) On 15th March, 2017, China Entertainment and Land Investment Company, Limited (being a direct wholly-owned subsidiary of the Company) as vendor and the Company as vendor's guarantor entered into a disposal agreement with Perfect Sign Investments Limited (being a company wholly-owned by Ms. HW Chan) as purchaser (the "Great Captain Purchaser") and Ms. HW Chan as purchaser's guarantor, in relation to, inter alia, the disposal of the Company's indirect wholly-owned subsidiary that held 577,180,500 H shares of Shengjing Bank Co., Ltd. (Stock Code: 2066), at a consideration of approximately HK\$5,567.7 million (the "Great Captain Disposal").

As one or more of the applicable percentage ratios under Chapter 14 of the Listing Rules for the Great Captain Disposal (when aggregated with the previous transactions pursuant to Rule 14.22 and Rule 14A.81 of the Listing Rules) exceeded 25% but were less than 75%, the Great Captain Disposal constituted a major transaction for the Company. In addition, as at the date of the relevant announcement, Ms. HW Chan, being an executive Director and a trustee of the substantial shareholders of the Company (who are her two minor children), was a director and the sole beneficial owner of the Great Captain Purchaser, Ms. HW Chan and the Great Captain Purchaser were connected persons of the Company and the Great Captain Disposal constituted a connected transaction of the Company under Chapter 14A of the Listing Rules. The Great Captain Disposal was therefore subject to the reporting, announcement, circular and independent shareholders' approval requirements pursuant to the Listing Rules. An announcement in respect of the Great Captain Disposal was made on 15th March, 2017.

The Great Captain Disposal was approved by the independent shareholders of the Company at the special general meeting held on 4th May, 2017 and was completed on 23rd June, 2017. Details of the Great Captain Disposal were set out in the circular of the Company dated 13th April, 2017.

關連交易 (續)

關連交易 (續)

- (2) 於二零一七年三月十五日，中華娛樂置業有限公司（為本公司之直接全資擁有附屬公司）作為賣方及本公司作為賣方擔保人與Perfect Sign Investments Limited（為陳凱韻女士全資擁有之公司）作為買方（「Great Captain買方」）及陳凱韻女士作為買方擔保人訂立一份出售協議，出售（其中包括）一間持有577,180,500股盛京銀行股份有限公司之H股股份（股份代號：2066）之本公司間接全資擁有附屬公司，代價約為5,567,700,000港元（「Great Captain出售」）。

由於按上市規則第14章就Great Captain出售（根據上市規則第14.22及14A.81條，與先前交易合併計算時）之一個或多個適用百分比率超過25%但不足75%，Great Captain出售構成本公司之主要交易。此外，於有關公布之日期，由於陳凱韻女士（執行董事及本公司主要股東（彼之兩名未成年子女）之信託人）為Great Captain買方之董事及唯一實益擁有人，故陳凱韻女士及Great Captain買方為本公司之關連人士。據此，根據上市規則第14A章，Great Captain出售構成本公司之關連交易。Great Captain出售因而須遵守根據上市規則有關申報、公布、通函及獨立股東批准之規定。有關Great Captain出售之公布已於二零一七年三月十五日發出。

Great Captain出售獲本公司獨立股東於二零一七年五月四日舉行之股東特別大會上批准並於二零一七年六月二十三日完成。有關Great Captain出售之詳情載列於本公司日期為二零一七年四月十三日之通函內。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions

(1) On 31st October, 2014, Chinese Estates, Limited (being a direct wholly-owned subsidiary of the Company) ("CEL") entered into a contract for services with Mr. Joseph Lau regarding the provision of (i) leasing administration services (including without limitation matters relating to dealing with tenants, rent collection and taking legal actions, but excluding any services in relation to the referral of potential tenants and the negotiation with existing and/or potential tenants regarding terms of lease of properties), (ii) property management services (including matters relating to the management, maintenance, operation, servicing and repair of properties), (iii) property administration services (including without limitation accounting, recruitment, human resources administration works, taxation, marketing and information technology services), (iv) asset management and maintenance services (including property, household and other management and maintenance services in relation to the properties and assets), (v) rental services (including rental of motor vehicles, car plates, vessels, car parking spaces, premises and such other rental services), (vi) advisory and consultancy services (including general advisory, consultancy, administration, liaison, personnel support services and such other services ancillary and/or incidental thereto), and (vii) other ordinary services (including without limitation securities and other financial services) to Mr. Joseph Lau and/or his associates for a term of 3 years commencing from 1st November, 2014 to 31st October, 2017 (the "2014 Contract"). The cap of the service charges payable by Mr. Joseph Lau to CEL for the period from 1st January, 2017 to 31st October, 2017 under the 2014 Contract was set at HK\$106,608,219 (the "2014 Cap") as disclosed in the Company's announcement dated 31st October, 2014.

As at the date of relevant announcement, Mr. Joseph Lau was a substantial shareholder and controlling shareholder of the Company and thus a connected person of the Company. Therefore, the 2014 Contract and the transactions contemplated thereunder constituted continuing connected transactions for the Company under the Listing Rules. As the applicable percentage ratios for the expected annual caps for the transactions contemplated under the 2014 Contract exceeded 0.1% but were expected to be less than 5%, the 2014 Contract and the annual caps were only subject to the reporting, announcement and annual review requirements but exempted from the independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

關連交易 (續)

持續關連交易

(1) 於二零一四年十月三十一日，華人置業有限公司（為本公司之直接全資擁有附屬公司）（「華置」）與劉鑾雄先生訂立一份由二零一四年十一月一日至二零一七年十月三十一日止為期三年的服務合約，內容有關向劉鑾雄先生及／或其聯繫人提供(i)租務行政服務（包括但不限於處理租客之往來、收租及採取法律行動，但不包括有關轉介潛在租戶以及與現有租戶及／或潛在租戶協商有關物業之租賃條款之任何服務）、(ii)物業管理服務（包括有關物業之管理、保養、營運、服務及維修之事宜）、(iii)物業行政服務（包括但不限於會計、招聘、人力資源行政工作、稅務、市場推廣及資訊技術服務）、(iv)資產管理及保養服務（包括有關物業及資產之物業、家居及其他管理及保養服務）、(v)租賃服務（包括車輛、車牌、船隻、停車位、場地之租賃及其他租賃服務）、(vi)諮詢及顧問服務（包括一般諮詢、顧問、行政、聯絡、人事支援服務及其他配套及／或附帶服務）及(vii)其他一般服務（包括但不限於證券及其他金融服務）（「2014合約」）。誠如本公司日期為二零一四年十月三十一日之公布所披露，劉鑾雄先生根據2014合約，於二零一七年一月一日至二零一七年十月三十一日止期間應付予華置之服務費之上限定為106,608,219港元（「2014上限」）。

於有關公布之日期，劉鑾雄先生為本公司之主要股東及控股股東，屬本公司之關連人士。因此，根據上市規則，2014合約及據此擬進行之交易構成本公司之持續關連交易。由於2014合約項下擬進行之交易之預期年度上限之適用百分比率超過0.1%，惟預期將少於5%，2014合約及有關年度上限僅須遵守根據上市規則第14A章有關申報、公布及年度檢討之規定，獲取獨立股東批准之規定則獲豁免。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions (Cont'd)

(1) (Cont'd)

Having reviewed the subject continuing connected transactions, the INEDs, pursuant to Chapter 14A of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company (other than household management and maintenance services under the asset management and maintenance services, the property administration services, the rental services and the advisory and consultancy services), on normal commercial terms and in accordance with the 2014 Contract governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole. Having considered the reasons and benefits in respect of the provision of household management and maintenance services under the asset management and maintenance services, the property administration services, the rental services and the advisory and consultancy services as mentioned in the Company's announcement dated 31st October, 2014, the INEDs were of the view that, although the provision of such services contemplated under the 2014 Contract were not in the ordinary and usual course of business of the Group, the terms of such services were fair and reasonable so far as the Group were concerned and on normal commercial terms, and were in the interests of the Company and its shareholders as a whole.

The auditors of the Company, pursuant to Chapter 14A of the Listing Rules, confirmed in their letter made in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants that the subject continuing connected transactions had received the approval of the Board, were in accordance with the pricing policies of the Company, had been entered into in accordance with the 2014 Contract and had not exceeded the 2014 Cap disclosed in the said announcement made on 31st October, 2014.

關連交易 (續)

持續關連交易 (續)

(1) (續)

本公司之獨立非執行董事根據上市規則第14A章之規定就持續關連交易進行年度檢討，在檢討上述持續關連交易後，確認該等交易屬本公司之日常及一般業務（資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務除外），按照一般商業條款及根據2014合約條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。經考慮本公司日期為二零一四年十月三十一日之公布，關於提供資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務之原因及裨益後，本公司之獨立非執行董事認為，雖然根據2014合約提供有關服務並非本集團之日常及一般業務，但有關服務之條款對本集團而言乃屬公平合理並符合一般商業條款，而且符合本公司及其股東之整體利益。

本公司之核數師已按照香港會計師公會所頒布之香港核證工作準則3000（經修訂）「歷史財務信息審計或審閱以外的鑒證業務」，以及參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，於其根據上市規則第14A章發出之信件中，確認上述持續關連交易已經由董事會批准，並按照本公司之定價政策及根據2014合約進行，且無超逾於二零一四年十月三十一日之公布所披露之2014上限。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions (Cont'd)

(2) On 31st October, 2017, to (a) continue the provision of the services under the 2014 Contract; and (b) modify the types and certain scope of the services, CEL entered into a contract for services with Mr. Joseph Lau regarding the provision of (i) leasing administration services (including without limitation matters relating to dealing with tenants, rent collection and taking legal actions, but excluding services in relation to the referral of potential tenants and the negotiation with existing and/or potential tenants regarding terms of lease of properties), (ii) sale administration services (including without limitation the appointment of and coordination with estate agents for such sale but excluding any sale agency service), (iii) property management services (including matters relating to management, maintenance, operation, servicing and repairs of properties), (iv) property administration services (including without limitation accounting, company secretarial, recruitment, human resources administration works, taxation, marketing and information technology services) (the "Property Administration Services"), (v) asset management and maintenance services (including property, household and other management and maintenance services in relation to properties and assets) (the "Asset Management and Maintenance Services"), (vi) rental services (including rental of motor vehicles, car plates, vessels, car parking spaces, premises and such other rental services) (the "Rental Services"), (vii) advisory and consultancy services (including general advisory, consultancy, administration, liaison, personnel support services and such other services (including without limitation accounting, taxation and company secretarial services) ancillary and/or incidental thereto) (the "Advisory and Consultancy Services"), and (viii) other ordinary services (including without limitation securities and other financial services) to Mr. Joseph Lau, his associates and/or relatives for a term of 3 years commencing from 1st November, 2017 to 31st October, 2020 (the "2017 Contract"). The cap of the service charges payable by Mr. Joseph Lau to CEL for the period from 1st November, 2017 to 31st December, 2017 under the 2017 Contract was set at HK\$19,386,301 (the "2017 Cap") as disclosed in the Company's announcement dated 31st October, 2017.

關連交易 (續)

持續關連交易 (續)

(2) 於二零一七年十月三十一日，為(a)繼續提供2014合約下之服務；及(b)修訂服務種類及若干服務範圍，華置與劉鑾雄先生訂立一份由二零一七年十一月一日至二零二零年十月三十一日止為期三年的服務合約，內容有關向劉鑾雄先生、其聯繫人及／或親屬提供(i)租務行政服務（包括但不限於處理租客之往來、收租及採取法律行動，但不包括有關轉介潛在租戶以及與現有租戶及／或潛在租戶協商有關物業之租賃條款之服務）、(ii)銷售行政服務（包括但不限於就該等出售事項委任及與地產代理人進行協調，惟不包括任何銷售代理服務）、(iii)物業管理服務（包括有關物業之管理、保養、營運、服務及維修之事宜）、(iv)物業行政服務（包括但不限於會計、公司秘書、招聘、人力資源行政工作、稅務、市場推廣及資訊技術服務）（「物業行政服務」）、(v)資產管理及保養服務（包括有關物業及資產之物業、家居及其他管理及保養服務）（「資產管理及保養服務」）、(vi)租賃服務（包括車輛、車牌、船隻、停車位、場地之租賃及其他租賃服務）（「租賃服務」）、(vii)諮詢及顧問服務（包括一般諮詢、顧問、行政、聯絡、人事支援服務及其他配套及／或附帶服務（包括但不限於會計、稅務及公司秘書服務））（「諮詢及顧問服務」）、及(viii)其他一般服務（包括但不限於證券及其他金融服務）（「2017合約」）。誠如本公司日期為二零一七年十月三十一日之公布所披露，劉鑾雄先生根據2017合約，於二零一七年十一月一日至二零一七年十二月三十一日止期間應付予華置之服務費上限定為19,386,301港元（「2017上限」）。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions (Cont'd)

(2) (Cont'd)

As at the date of relevant announcement, Mr. Joseph Lau being the spouse of Ms. HW Chan, accordingly an associate of Ms. HW Chan (an executive Director and a trustee of the substantial shareholders of the Company (who are her two minor children)). Therefore, Mr. Joseph Lau was a connected person of the Company and the 2017 Contract and the transactions contemplated thereunder constituted continuing connected transactions for the Company under the Listing Rules. As the applicable percentage ratios for the expected annual caps for the transactions contemplated under the 2017 Contract exceeded 0.1% but were expected to be less than 5%, the 2017 Contract and the annual caps were only subject to the reporting, announcement and annual review requirements but exempted from the independent shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules.

Having reviewed the subject continuing connected transactions, the INEDs, pursuant to Chapter 14A of the Listing Rules on the requirement to carry out an annual review on the continuing connected transactions, confirmed that the transactions were made in the ordinary and usual course of business of the Company (other than household management and maintenance services under the Asset Management and Maintenance Services, the Property Administration Services, the Rental Services and the Advisory and Consultancy Services), on normal commercial terms and in accordance with the 2017 Contract governing them on terms that were fair and reasonable and in the interests of the shareholders of the Company as a whole. Having considered the reasons and benefits in respect of the provision of household management and maintenance services under the Asset Management and Maintenance Services, the Property Administration Services, the Rental Services and the Advisory and Consultancy Services as mentioned in the Company's announcement dated 31st October, 2017, the INEDs were of the view that, although the provision of such services contemplated under the 2017 Contract were not in the ordinary and usual course of business of the Group, the terms of such services were fair and reasonable so far as the Group were concerned and on normal commercial terms, and were in the interests of the Company and its shareholders as a whole.

關連交易 (續)

持續關連交易 (續)

(2) (續)

於有關公布之日期，劉鑾雄先生為陳凱韻女士之配偶，並因此為陳凱韻女士（執行董事及本公司主要股東（彼之兩名未成年子女）之信託人）之聯繫人。因此，劉鑾雄先生屬本公司之關連人士，而根據上市規則，2017合約及其項下擬進行之交易構成本公司之持續關連交易。由於2017合約項下擬進行之交易之預期年度上限之適用百分比率超過0.1%但預期將少於5%，故2017合約及有關年度上限僅須遵守根據上市規則第14A章有關申報、公布及年度檢討之規定，獲取獨立股東批准之規定則獲豁免。

本公司之獨立非執行董事根據上市規則第14A章之規定就持續關連交易進行年度檢討，在檢討上述持續關連交易後，確認該等交易屬本公司之日常及一般業務（資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務除外），按照一般商業條款及根據2017合約條款進行，該等條款屬公平合理，且符合本公司股東之整體利益。經考慮本公司日期為二零一七年十月三十一日之公布，關於提供資產管理及保養服務項下之家居管理及保養服務、物業行政服務、租賃服務和諮詢及顧問服務之原因及裨益後，本公司之獨立非執行董事認為，雖然根據2017合約提供有關服務並非本集團之日常及一般業務，但有關服務之條款對本集團而言乃屬公平合理並符合一般商業條款，而且符合本公司及其股東之整體利益。

CONNECTED TRANSACTIONS (Cont'd)

Continuing Connected Transactions (Cont'd)

(2) (Cont'd)

The auditors of the Company, pursuant to Chapter 14A of the Listing Rules, confirmed in their letter made in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants that the subject continuing connected transactions had received the approval of the Board, were in accordance with the pricing policies of the Company, had been entered into in accordance with the 2017 Contract and had not exceeded the 2017 Cap disclosed in the said announcement made on 31st October, 2017.

Save as aforesaid, there were no other discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules during the Year and up to the date of this Directors' Report.

Save as aforesaid, none of the "Material Related Party Transactions" as disclosed in Note 48 to the consolidated financial statements for the Year constituted discloseable non-exempted connected transaction or non-exempted continuing connected transaction under the Listing Rules.

To the extent of the above "Material Related Party Transactions" constituted connected transactions or continuing connected transactions as defined in the Listing Rules, the Company had complied with the relevant requirements under Chapter 14A of the Listing Rules during the Year.

SERVICE CONTRACTS OF DIRECTORS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensation).

關連交易 (續)

持續關連交易 (續)

(2) (續)

本公司之核數師已按照香港會計師公會所頒布之香港核證工作準則3000(經修訂)「歷史財務信息審計或審閱以外的鑒證業務」,以及參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」,於其根據上市規則第14A章發出之信件中,確認上述持續關連交易已經由董事會批准,並按照本公司之定價政策及根據2017合約進行,且無超過於二零一七年十月三十一日之公布所披露之2017上限。

除上文所述外,根據上市規則,本公司於本年度內及截至本董事會報告書日期概無其他須予披露之不獲豁免關連交易或不獲豁免持續關連交易。

除上文所述外,根據上市規則,本年度綜合財務報表內附註48所披露之「重大關連人士交易」並無構成須予披露之不獲豁免關連交易或不獲豁免持續關連交易。

就上述「重大關連人士交易」構成根據上市規則所界定之關連交易或持續關連交易,本公司已於本年度內遵守上市規則第14A章的有關規定。

董事服務合約

本公司或其任何附屬公司並無與董事簽訂任何一年內若由僱主終止合約時須作出賠償(法定賠償除外)之服務合約。

RETIREMENT BENEFIT SCHEMES

The Group operates two retirement benefit schemes:—

- (1) the provident fund scheme as defined in the Occupational Retirement Schemes Ordinance, Chapter 426 of the laws of Hong Kong (the "ORSO Scheme"); and
- (2) the provident fund scheme as defined in the Mandatory Provident Fund Schemes Ordinance, Chapter 485 of the laws of Hong Kong (the "MPF Scheme").

Both the ORSO Scheme and the MPF Scheme are defined contribution schemes and the assets of both schemes are managed by their respective trustees accordingly.

The ORSO Scheme is available to the Group's full-time permanent staff employed in Hong Kong before 1st December, 2000. Contributions to the ORSO Scheme are made by the Group at 5%, 7.5% or 10% based on the staff's basic salary depending on the length of service. Staff members are entitled to 100% of the Group's contributions together with accrued returns after completing 10 years of service or more, or attaining the retirement age, or are entitled at a reduced scale between 30% to 90% of the Group's contributions after completing a period of service of at least 3 years but less than 10 years. The ORSO Scheme allowed any forfeited contributions (made by the Group for any staff member who subsequently left the ORSO Scheme prior to vesting fully in such contributions) to be used by the Group to offset the current level of contributions of the Group.

The MPF Scheme is available to all employees aged 18 to 64 and with at least 60 days of service under the employment of the Group in Hong Kong. Contributions are made by the Group at 5% based on the staff's relevant income. The maximum relevant income for contribution purpose is HK\$30,000 per month. Staff members are entitled to 100% of the Group's contributions together with accrued returns irrespective of their length of service with the Group, but the benefits are required by law to be preserved until the retirement age of 65.

退休福利計劃

本集團推行兩項退休福利計劃：—

- (1) 香港法例第426章職業退休計劃條例所界定之公積金計劃（「職業退休計劃」）；及
- (2) 香港法例第485章強制性公積金計劃條例所界定之公積金計劃（「強積金計劃」）。

職業退休計劃及強積金計劃均為界定供款計劃，該等計劃之資產乃由各自之受託人管理。

職業退休計劃可供於二零零零年十二月一日前在香港受僱之本集團全職長期僱員參加。本集團乃根據僱員之基本薪金按其服務年期，作出5%、7.5%或10%之供款。僱員服務滿10年或以上或到退休年齡時方可取得100%本集團供款連同應計回報，而服務年期滿3年但不足10年之僱員則可按遞減比例取得30%至90%本集團供款。職業退休計劃容許本集團將任何已沒收供款（即本集團就任何可獲得全部供款前退出職業退休計劃之僱員而作出之供款）用以抵銷本集團現有之供款水平。

強積金計劃可供所有18至64歲受僱於香港最少60日之本集團僱員參加。本集團根據僱員之有關入息作出5%之供款。就供款而言，有關入息上限為每月30,000港元。不論其於本集團之服務年期，僱員均可取得100%本集團供款連同應計回報，惟根據法例，有關利益將保留至退休年齡65歲方可領取。

RETIREMENT BENEFIT SCHEMES (Cont'd)

In order to provide similar benefits to those who joined the MPF Scheme and the ORSO Scheme, the Group provided an additional portion (the "Top-up Portion") for those who joined the MPF Scheme. The purpose of the Top-up Portion is to match up the benefits of the MPF Scheme with that of the ORSO Scheme by providing those staff under the MPF Scheme with basic salary over HK\$30,000 and/or years of service over 5. Contributions to the Top-up Portion are made by the Group at 5%, 7.5% or 10% of the staff's basic salary less the Group's mandatory contribution under the MPF Scheme as mentioned above.

The Group's total cost for the schemes charged to consolidated statement of comprehensive income for the year ended 31st December, 2017 amounted to approximately HK\$10,030,000 (2016: HK\$9,799,000). In addition, an amount of forfeited employer's contributions for the schemes amounted to approximately HK\$213,000 (2016: HK\$297,000) was utilised towards reducing the Group's contributions during the Year. As at 31st December, 2017, no available balance to reduce future contributions (2016: Nil).

SHARE AWARD SCHEME

A share award scheme (the "Share Award Scheme") was adopted by the shareholders of the Company at the special general meeting held on 14th January, 2009 (the "Adoption Date"). The Share Award Scheme is a long-term incentive arrangement for the selected employees. The purpose of the Share Award Scheme is to recognise and reward certain employees of the Group for their contributions to the Group and to give long-term incentives for retaining them for the continued operations and development of the Group. It also intends to attract suitable professional recruits to join the Group and to assist in the further development of the Group.

The Board may from time to time, at its absolute discretion and subject to such terms and conditions as it may think fit (including the basis of eligibility of each employee determined by the Board from time to time), after having taken into account recommendations made by members of the Group and assessment of individual performance pursuant to internal appraisal system, select an employee for participation in the Share Award Scheme as a Selected Employee ("Selected Employee") and determine the number of shares which may be awarded to such Selected Employee pursuant to the terms of the Share Award Scheme ("Awarded Share(s)"). A Selected Employee shall qualify to be allotted and issued the Awarded Shares after all the qualifying conditions have been fulfilled, unless otherwise determined by the Board at its discretion.

退休福利計劃 (續)

為了向參加強積金計劃及職業退休計劃之僱員提供相近之福利，本集團為參加強積金計劃之僱員提供額外部分（「補足部分」）。補足部分旨在向基本月薪逾30,000港元及／或服務年期逾5年，參加強積金計劃之僱員提供與職業退休計劃相近之福利。本集團將根據僱員基本薪金之5%、7.5%或10%減本集團根據上述強積金計劃作出之強制性供款而作出補足部分之供款。

本集團於截至二零一七年十二月三十一日止年度就該等計劃於綜合全面收益報表扣除之費用總額約為10,030,000港元（二零一六年：9,799,000港元）。此外，本集團就該等計劃已沒收之僱主供款約為213,000港元（二零一六年：297,000港元），並已於本年度內用作削減供款。於二零一七年十二月三十一日，並無餘額可用作減少未來供款（二零一六年：無）。

股份獎勵計劃

股份獎勵計劃（「股份獎勵計劃」）已獲本公司股東於二零零九年一月十四日（「採納日期」）舉行之股東特別大會上採納。股份獎勵計劃乃為經甄選僱員而設之長期獎勵安排，旨在向為本集團作出貢獻之若干僱員給予肯定及回報，並作為吸引其留效本集團，繼續為本集團之營運及發展而努力之長期獎勵。此計劃亦有助於吸引合適之專業人士加盟本集團及協助本集團進一步發展。

經考慮本集團成員公司作出之推薦建議及根據內部評估制度評估個別人士之表現後，董事會可不時全權酌情及根據其認為合適之條款及條件（包括董事會不時釐定每名僱員之合資格基準），甄選僱員成為經甄選僱員（「經甄選僱員」）參與股份獎勵計劃，並根據股份獎勵計劃之條款釐定每名經甄選僱員可獲之獎勵股份數目（「獎勵股份」）。除董事會另有酌情釐定外，經甄選僱員於達成所有合資格條件後，將合資格獲發行及配發獎勵股份。

SHARE AWARD SCHEME (Cont'd)

The issue price for each Awarded Share shall, subject to the terms of the Share Award Scheme, be an amount equal to its nominal value and shall be paid or satisfied in cash by the relevant member of the Group engaging the Selected Employee or, if payment by the relevant member of the Group engaging the Selected Employee is not permitted under applicable law, any member of the Group, upon the allotment and issue of the Awarded Shares.

The total number of shares which may be issued in response to the Share Award Scheme and any other incentive or option schemes of the Company (if any) shall not in aggregate exceed 207,775,007, being 10% of the total number of shares in issue on the Adoption Date and represents approximately 10.89% of the total number of shares in issue at the date of this report. No granting of Awarded Shares was made for the Year.

The maximum number of Awarded Shares to be granted to each Selected Employee under the Share Award Scheme in any 12-month period shall not exceed in aggregate 1% of the shares in issue as at the date of such grant.

Subject to any early termination pursuant to the terms of the Share Award Scheme, the Share Award Scheme shall be valid and effective for a period of 10 years commencing from the Adoption Date (i.e. until 13th January, 2019). As at the date of this Directors' Report, the remaining life of the Share Award Scheme is less than 1 year.

Details of the Share Award Scheme were set out in the circular of the Company dated 23rd December, 2008.

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company had maintained the prescribed amount of public float during the Year and up to the date of this annual report as required under the Listing Rules.

股份獎勵計劃 (續)

每股獎勵股份之發行價將受限於股份獎勵計劃之條款，並相等於其面值，且由聘用經甄選僱員之本集團相關成員公司於發行及配發獎勵股份時以現金支付或償付，或倘聘用經甄選僱員之本集團相關成員公司根據適用法律不得作出付款，則由本集團任何成員公司以現金支付或償付。

於股份獎勵計劃將可能發行之股份，連同於根據本公司所有其他獎勵或認股權計劃（如有）將可能發行之股份，總數合共不得超過207,775,007股（即於採納日期已發行股份之10%），相當於截至本董事會報告書日期之已發行股份約10.89%。本集團於本年度內並無授出任何獎勵股份。

根據股份獎勵計劃授予每位經甄選僱員之獎勵股份之最高數目於任何十二個月期間內合共不得超過有關授出日期已發行股份之1%。

除股份獎勵計劃中任何有關提早終止之條款外，股份獎勵計劃將由採納日期起計十年期間有效及生效（即至二零一九年一月十三日止）。於本董事會報告書日期，股份獎勵計劃尚剩餘之有效期為少於一年。

有關股份獎勵計劃之詳情已刊載於本公司日期為二零零八年十二月二十三日之通函內。

公眾持股量

根據本公司得悉的公開資料及董事所知悉，本公司於本年度內及截至本年報日期已按上市規則規定維持指定數額之公眾持股量。

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business were entered into or existed during the Year.

DIRECTORS' INDEMNITIES

According to the Company's Bye-Laws, each Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (to the extent allowed by the Companies Act, 1981 of Bermuda (as amended)) which such Director may sustain or incur in or about the execution of the duties of the Director's office or otherwise in relation thereto. The Company has provided indemnity to INEDs since July 2014 by issuing a letter to each of the INEDs. The Company has also arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

EQUITY-LINKED AGREEMENTS

Save for the Share Award Scheme, the Company has not entered into any equity-linked agreement for the Year.

AUDITORS

The consolidated financial statements for the Year were audited by HLB Hodgson Impey Cheng Limited ("HLB") who would retire at the conclusion of the forthcoming annual general meeting, and being eligible, offer themselves for re-appointment. A resolution will be proposed to the shareholders at the forthcoming annual general meeting to re-appoint HLB as the auditors of the Company.

On behalf of the Board

Lam, Kwong-wai

Director

Hong Kong, 22nd February, 2018

管理合約

除僱員聘任合約外，本集團於本年度內並無就全部或任何重大部分之本公司業務管理及行政訂立或存在任何合約。

董事的彌償保證

根據本公司細則的規定，在百慕達一九八一年公司法（經修訂）許可之情況下，公司的每位董事就履行其職務或職責或有關的其他事情而蒙受或招致所有損失或責任，均有權獲得公司以其資產賠償。本公司已於二零一四年七月向每位獨立非執行董事發出函件提供彌償保證。本公司亦已為集團董事及高級人員安排適當的董事及高級人員責任保險。

股票掛鈎協議

除股份獎勵計劃外，本公司於本年度並無訂立任何股票掛鈎協議。

核數師

本年度之綜合財務報表由國衛會計師事務所有限公司（「國衛」）審核。該會計師行將於即將舉行之股東週年大會結束時任滿告退，惟合資格並願意膺聘連任。於即將舉行之股東週年大會上，將就續聘國衛為本公司核數師向股東提呈一項決議案。

代表董事會

董事

林光蔚

香港，二零一八年二月二十二日