

## 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 section headed "Corporate Information" of this annual report. Details of the substantial shareholders of the Company are disclosed in the paragraph headed "Substantial Shareholders' Interests in the Securities of the Company" in the section headed "Directors' Report" of this annual report.

The consolidated financial statements are presented in Hong Kong dollar ("HK\$"), which is same as the functional currency of the Company 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 are set out in Note 50 and principal associates and joint venture are set out in Note 51.

## 2. APPLICATION OF NEW AND AMENDED HKFRSs

The accounting policies adopted in these consolidated financial statements for the year ended 31st December, 2018 are consistent with those followed in the preparation of the consolidated financial statements of the Company and its subsidiaries ("Group") for the year ended 31st December, 2017 except as described below.

## 1. 一般資料

本公司為一間於百慕達註冊成立之獲豁免有限公司，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於本年報「公司資料」一節中予以披露。本公司主要股東之詳情於本年報「董事會報告書」一節中「主要股東於本公司之證券權益」一段內予以披露。

本綜合財務報表以港元（「港元」）呈列，港元亦為本公司之功能貨幣，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，而其主要附屬公司之主要業務載列於附註50以及主要聯營公司及合資公司之主要業務載列於附註51。

## 2. 應用新訂及經修訂香港財務報告準則

除下述者外，截至二零一八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之綜合財務報表所依循者一致。

## 2. APPLICATION OF NEW AND AMENDED HKFRSs (Cont'd)

In the current year, the Group has applied, for the first time, the following new Hong Kong Financial Reporting Standards ("HKFRSs"), new interpretation and amendments to existing HKFRSs ("2018 new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), which are effective for the current financial year of the Group. The 2018 new HKFRSs adopted by the Group in these consolidated financial statements are set out below:

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2014-2016 Cycle relating to Amendments to HKFRS 1 First-time Adoption of HKFRSs and Amendments to HKAS 28 Investments in Associates and Joint Ventures
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKFRS 15	Revenue from Contracts with Customers
HKFRS 15 (Amendments)	Clarifications to HKFRS 15
HKAS 40 (Amendments)	Transfers of Investment Property
HK(IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration

## 2. 應用新訂及經修訂香港財務報告準則 (續)

於本年度，本集團已首次應用下列由香港會計師公會（「香港會計師公會」）頒布並於本集團現行財政年度生效之新訂香港財務報告準則（「香港財務報告準則」）、新訂詮釋及對現有香港財務報告準則之修訂（「二零一八年新訂香港財務報告準則」）。本集團於本綜合財務報表所採納之二零一八年新訂香港財務報告準則載列如下：

香港財務報告準則 (修訂本)	2014年至2016年週期頒布之香港財務報告準則年度改進有關香港財務報告準則第1號之修訂—首次採納香港財務報告準則及香港會計準則第28號之修訂—於聯營公司與合資公司之投資
香港財務報告準則 第2號(修訂本)	股份付款交易分類及計量
香港財務報告準則 第4號(修訂本)	與香港財務報告準則第4號—保險合同—併應用香港財務報告準則第9號—金融工具
香港財務報告準則 第15號	與客戶合約之收入
香港財務報告準則 第15號(修訂本)	釐清香港財務報告準則 第15號
香港會計準則 第40號(修訂本)	轉讓投資物業
香港(國際財務報告 詮釋委員會) —詮釋第22號	外幣交易及預付代價

## 2. APPLICATION OF NEW AND AMENDED HKFRSs (Cont'd)

### HKFRS 15 Revenue from Contracts with Customers

#### Accounting policies applied from 1st January, 2018

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles of HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgments and estimates. The standard superseded the revenue recognition guidance including Hong Kong Accounting Standard (“HKAS”) 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations when it became effective. Amendments to HKFRS 15 address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition.

The Group adopted HKFRS 15 using the modified retrospective approach which means that the cumulative impact of the adoption (if any) would be recognised in retained profits as of 1st January, 2018 and that comparatives have not been restated. The Group assessed the impacts of adopting HKFRS 15 on these consolidated financial statements. Based on the assessment, the adoption of HKFRS 15 does not have a material impact on the timing and amounts of revenue recognition of the Group. Furthermore, the Group’s dividend income, interest income and rental income are not within the scope of HKFRS 15. The adoption of HKFRS 15 has no impact on the net cash flow from operating, investing and financing activities in the consolidated statement of cash flows.

As a result of the adoption of HKFRS 15, change in the Group’s accounting policy is as follows:

- Revenue from sales of properties held for sale is recognised when the legal assignment is completed, which is the point in time when the purchaser has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property.

## 2. 應用新訂及經修訂香港財務報告準則 (續)

### 香港財務報告準則第15號－與客戶合約之收入

#### 二零一八年一月一日起應用之會計政策

香港財務報告準則第15號訂立新五步驟模式，將來自與客戶合約之收入列賬。根據香港財務報告準則第15號，收入乃按反映實體預期向客戶交付貨品或服務而有權換取之代價金額而確認。香港財務報告準則第15號之原則為計量及確認收入提供更有條理之方法。該準則亦引入大量定性及定量披露要求，包括分拆總收入、有關履約責任之資料、合約資產及負債賬目結餘於各期間之變動以及主要判斷及估計。該準則於其生效時已取代收入確認指引，包括香港會計準則（「香港會計準則」）第18號「收入」、香港會計準則第11號「建築合約」及相關之詮釋。香港財務報告準則第15號之修訂闡述該準則的實施問題，包括識別履約責任、委託人與代理人及知識產權許可之應用指引，以及採納準則之過渡。

本集團採納香港財務報告準則第15號時使用經修改追溯法，即採納之累計影響（如有）將於二零一八年一月一日之保留溢利中確認，而比較資料將不予重列。本集團已評估採納香港財務報告準則第15號對本綜合財務報表之影響。根據該評估，採納香港財務報告準則第15號對本集團確認收入之時間性及金額並無構成重大影響。此外，本集團之股息收入、利息收入及租金收入並非於香港財務報告準則第15號之範圍內。採納香港財務報告準則第15號對綜合現金流量表內之來自經營業務、投資業務及融資業務之現金流量淨額並無影響。

因採納香港財務報告準則第15號，本集團之會計政策變動如下：

- 持作出售物業之銷售收入乃於法律轉讓完成時確認，時點為當買家有管理該物業之使用並獲得該物業絕大部分之餘下利益。

## 2. APPLICATION OF NEW AND AMENDED HKFRSs (Cont'd)

Save as disclosed above, the application of the 2018 new HKFRSs 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.

The Group has not early adopted the following new HKFRSs, new interpretation and amendments to existing HKFRSs ("new and amended HKFRSs") that have been issued but are not yet effective.

HKFRSs (Amendments)	Annual Improvements to HKFRSs 2015-2017 Cycle <sup>1</sup>
HKFRS 3 (Amendments)	Definition of a Business <sup>2</sup>
HKFRS 9 (Amendments)	Prepayment Features with Negative Compensation <sup>1</sup>
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>4</sup>
HKFRS 16	Leases <sup>1</sup>
HKFRS 17	Insurance Contracts <sup>3</sup>
HKAS 1 and HKAS 8 (Amendments)	Definition of Material <sup>2</sup>
HKAS 19 (Amendments)	Plan Amendment, Curtailment or Settlement <sup>1</sup>
HKAS 28 (Amendments)	Long-term Interests in Associates and Joint Ventures <sup>1</sup>
HK(IFRIC) – Int 23	Uncertainty over Income Tax Treatments <sup>1</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1st January, 2019
- <sup>2</sup> Effective for annual periods beginning on or after 1st January, 2020
- <sup>3</sup> Effective for annual periods beginning on or after 1st January, 2021
- <sup>4</sup> Effective for annual periods beginning on or after a date to be determined

## 2. 應用新訂及經修訂香港財務報告準則 (續)

除以上所披露，應用二零一八年新訂香港財務報告準則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。

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、新訂詮釋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)	2015年至2017年週期頒布之香港財務報告準則年度改進 <sup>1</sup>
香港財務報告準則第3號 (修訂本)	業務之定義 <sup>2</sup>
香港財務報告準則第9號 (修訂本)	具有負補償特性之預付款項 <sup>1</sup>
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 <sup>4</sup>
香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合同 <sup>3</sup>
香港會計準則第1號及香港會計準則第8號 (修訂本)	重大之定義 <sup>2</sup>
香港會計準則第19號 (修訂本)	計劃修訂、縮減或結算 <sup>1</sup>
香港會計準則第28號 (修訂本)	於聯營公司及合資公司之長期權益 <sup>1</sup>
香港 (國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定性 <sup>1</sup>

- <sup>1</sup> 於二零一九年一月一日或之後開始之年度期間生效
- <sup>2</sup> 於二零二零年一月一日或之後開始之年度期間生效
- <sup>3</sup> 於二零二一年一月一日或之後開始之年度期間生效
- <sup>4</sup> 尚待釐定之日期或之後開始之年度期間生效

## 2. APPLICATION OF NEW AND AMENDED HKFRSs (Cont'd)

### HKFRS 16 Leases

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 supersedes HKAS 17 "Leases" and the related interpretations when it becomes effective. It distinguishes leases and service contracts on the basis of whether an identified asset is controlled by a customer. In addition, HKFRS 16 requires sales and leaseback transactions to be determined based on the requirements of HKFRS 15 as to whether the transfer of the relevant asset should be accounted as a sale. HKFRS 16 also includes requirements relating to subleases and lease modifications.

Subject to limited exceptions for short-term leases and low value assets, distinctions of operating and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees. However, the standard does not significantly change the accounting of lessors.

As at 31st December, 2018, the Group has non-cancellable operating lease commitments of approximately HK\$20,138,000. A preliminary assessment indicates that these lease arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise right-of-use assets and corresponding liabilities in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16.

## 2. 應用新訂及經修訂香港財務報告準則 (續)

### 香港財務報告準則第16號－租賃

香港財務報告準則第16號為出租人及承租人識別其租賃安排及會計處理引入一個全面的模式。香港財務報告準則第16號於生效時取代香港會計準則第17號「租賃」及有關之詮釋。該模式乃根據客戶對已識別資產控制權來分辨租約或服務合約。此外，香港財務報告準則第16號規定銷售及回租交易須根據香港財務報告準則第15號之規定而釐定有關資產之轉讓是否應作為銷售入賬。香港財務報告準則第16號亦包括有關轉租及租賃修訂之規定。

除短期租約及低價值資產之有限例外情況下，承租人之會計處理將剔除營業租賃與融資租賃之分辨，並以承租人對所有租約確認使用權資產及相關負債的模式取代。然而，該準則對出租人之會計處理並無重大改變。

於二零一八年十二月三十一日，本集團之不可撤銷營業租約承擔款額約20,138,000港元。按初步評估顯示該等租賃安排將符合香港財務報告準則第16號中租賃之定義，故本集團將對所有該等租約確認使用權資產及相關負債，惟該等租約於應用香港財務報告準則第16號時符合低價值或短期租約除外。

## 2. APPLICATION OF NEW AND AMENDED HKFRSs (Cont'd)

### HKFRS 16 Leases (Cont'd)

In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses, adjusted for any remeasurement of the lease liability. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst other. Lessees are required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Upon application of HKFRS 16, lease payments in relation to lease liability are allocated into a principal and an interest portion which are presented as financing cash flows by the Group.

The Group applies the standard from its mandatory adoption date of 1st January, 2019. The Group, as lessee, intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption. All right-of-use assets will be measured at the amount of the lease liabilities on adoption (adjusted for any prepaid or accrued lease expenses).

Save as described above, the directors of the Company ("Directors") are in the process of assessing the potential impact of the new and amended HKFRSs but are not yet in a position to determine whether the new and amended HKFRSs will have a significant impact on how the Group's results of operations and financial position are prepared and presented. The new and amended HKFRSs may result in changes in the future as to how the results and financial position are prepared and presented.

## 2. 應用新訂及經修訂香港財務報告準則 (續)

### 香港財務報告準則第16號－租賃 (續)

此外，應用新規定或會導致如上述所示計量、呈列方式及披露之變動。使用權資產隨後按成本減累積折舊及任何減值虧損計量，並就租賃負債之任何重新計量作出調整。隨後，租賃負債就（其中包括）利息及租賃付款以及租賃修訂之影響作出調整。承租人須個別確認租賃負債之利息開支及使用權資產之折舊開支。於應用香港財務報告準則第16號後，有關租賃負債之租賃付款被分配至本金及利息部分，並呈列為本集團之融資現金流量。

本集團自該準則之強制採納日期二零一九年一月一日起應用該準則。本集團（作為承租人）計劃採用簡化過渡法，且不會重述首次採納前年度之比較數字。使用權資產將按首次採納時之租賃負債金額計量（根據預付或預提租賃付款額進行調整）。

除以上所述，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. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared in accordance with HKFRSs (which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations) issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, these 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 (Cap. 622).

As at 31st December, 2018, the Group's current liabilities exceeded its current assets by approximately HK\$2,749,823,000 (2017: HK\$2,804,826,000). Notwithstanding the above result, these consolidated financial statements have been prepared on a going concern basis.

The management closely monitors the Group's financial performance and liquidity position. The validity of the going concern basis depends upon the success of the Group's future operations, its ability to generate adequate cash flows in order to meet its financial obligations as and when they fall due, and its ability to refinance or restructure its borrowings such that the Group can meet its future working capital and financing requirements.

As at 31st December, 2018, the Group had unutilised bank facilities. Based on the latest communications with the banks, the Directors are not aware of any intention of the principal banks to withdraw their bank facilities or require early repayment of the borrowings, and the Directors believe that the existing bank facilities will be renewed or roll-overed when their current terms expire given the good track records and relationships the Group has with the banks. Further, the Group has unutilised loan facility from a Director (Note 37). In addition, the Group held a portfolio of listed securities investments and treasury products presented as non-current assets as at 31st December, 2018 in aggregate of approximately HK\$21,438,609,000 (2017: HK\$25,090,117,000) (Notes 26 and 27), which could be realised into cash, if necessary.

### 3. 主要會計政策概要

本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(包括所有香港財務報告準則、香港會計準則及詮釋)及香港公認會計原則而編製。此外,本綜合財務報表包括聯交所證券上市規則(「上市規則」)所要求之適用披露及香港公司條例(第622章)之披露要求。

於二零一八年十二月三十一日,本集團之流動負債超逾其流動資產約2,749,823,000港元(二零一七年:2,804,826,000港元)。儘管以上所述,本綜合財務報表乃按持續經營基準編製。

管理層密切監察本集團之財務表現及流動資金狀況。持續經營基準之有效性取決於本集團未來營運之成果、其產生足夠現金流量以履行其到期財務責任之能力、以及其再融資或重組其借貸之能力,以滿足本集團對未來營運資金及融資之需要。

於二零一八年十二月三十一日,本集團擁有未動用之銀行信貸額。根據與銀行近期溝通,董事並無知悉主要銀行有任何意向撤回彼等之銀行信貸額或要求提早償還借貸。董事相信,以本集團良好的過往記錄及與銀行之關係,現有銀行信貸額將於彼等現有條款期滿時獲續期或滾存。此外,本集團擁有未動用之董事貸款額(附註37)。另外,於二零一八年十二月三十一日,本集團持有呈列為非流動資產之上市證券投資及財資產品組合共約為21,438,609,000港元(二零一七年:25,090,117,000港元)(附註26及27),可於需要時變現為現金。

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

The Directors have reviewed the Group's cash flow projections prepared by the management. The cash flow projections cover a period of not less than twelve months from 31st December, 2018. Based on the cash flow projections, the Group will have sufficient financial resources to meet its financial obligations as and when they fall due in the coming twelve months from 31st December, 2018. The management has made key assumptions on the projections with regard to the anticipated cash flows from the Group's operations, capital expenditures and the continuous availability of bank facilities. The Group's ability to achieve the projected cash flows depends on the continuous availability of bank facilities from the banks.

In view of the above, the Directors are of the opinion that there will be sufficient financial resources available to the Group to enable it to meet its liabilities as and when they fall due and to continue as a going concern. Accordingly, the Directors have prepared these consolidated financial statements on a going concern basis.

These 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 "Share-based Payment", 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 "Inventories" or value-in-use in HKAS 36 "Impairment of Assets".

### 3. 主要會計政策概要 (續)

董事已審閱管理層編製之本集團現金流量預測。該等現金流量預測涵蓋自二零一八年十二月三十一日起不少於十二個月之期間。根據該等現金流量預測，本集團將具備足夠財務資源以履行其自二零一八年十二月三十一日起十二個月內到期之財務責任。在該等預測中，管理層就有關本集團營運所得之預計現金流量、資本開支及持續可動用之銀行信貸額作出關鍵假設。本集團能否取得預測現金流量取決於能否持續取得銀行授予可動用之銀行信貸額。

鑑於上文所述，董事認為本集團將具備足夠財務資源以償還其到期負債，而本集團亦能繼續持續經營。據此，董事已按持續經營基準編製本綜合財務報表。

本綜合財務報表乃按歷史成本法編製，惟按公平值計量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

公平值乃於計量日市場參與者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「股份付款」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類似之處但不屬公平值之計量，例如香港會計準則第2號「存貨」之可變現淨值或香港會計準則第36號「資產減值」之使用價值。



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

#### Fair value measurements (Cont'd)

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.

#### (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.

### 3. 主要會計政策概要 (續)

#### 公平值計量 (續)

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。

#### (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)可對接受投資方行使權力；(ii)自參與接受投資方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方行使其權力而影響其回報。

倘事實及情況顯示上文所列三項控制因素其中一項或多項改變，則本集團會重新評估是否仍然對接受投資方擁有控制權。

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，於失去控制權時則終止其入賬。具體而言，於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。

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

#### (a) Basis of consolidation (Cont'd)

##### *Subsidiaries (Cont'd)*

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.

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 in 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)*

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。

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資產淨值之非控股權益，初步可按公平值或以非控股權益佔該被收購方可識別資產淨值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按另一項香港財務報告準則規定之基準計量（當適用）。

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)

##### *Subsidiaries (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 HKFRS 9 "Financial Instruments", 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)

##### *附屬公司 (續)*

##### ***本集團於現有附屬公司之擁有權益變動***

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已作調整，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與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。

當本集團失去附屬公司的控制權時，收益或虧損計入損益中，並計算：(i)已收代價之公平值及任何保留權益之公平值之總額；及(ii)附屬公司之資產（包括商譽）及負債先前之賬面值以及任何非控股權益；兩者之間的差額。所有先前於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撥至另一類股本權益。在失去控制權當日，任何保留在前附屬公司投資之公平值被視作其後根據香港財務報告準則第9號「金融工具」入賬之初步確認公平值。當適用時，為初步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 from 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 cash-generating-units ("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 gain 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,超出於收購日所收購可辨別資產扣除所承擔負債後之金額之差額計量。倘經重新評估後,於收購日所收購可辨別資產扣除所承擔負債後之金額超出轉讓代價、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,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,商譽會被分配至本集團各預期可受惠於合併之協同效應之現金產生單位(「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(或於有跡象顯示該單位可能出現減值時更頻密地)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,則減值虧損會先被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中確認。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收益或虧損時,會計入商譽所佔之金額。

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

#### (c) Investments accounted for using the equity method

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.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of associates and joint ventures 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, investment in an associate or a joint venture 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 or joint venture. When the Group's share of losses of an associate or a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), 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 or joint venture.

### 3. 主要會計政策概要 (續)

#### (c) 以權益法入賬之投資

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，亦不屬於合資公司之權益。重大影響力指有權參與接受投資方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。

合資公司屬聯合安排，對該安排擁有共同控制權之各方可據此享有聯合安排之資產淨值之權益。共同控制權乃指按照合約協定對安排共享之控制權，其僅就相關業務之決策須獲共享控制權之各方一致同意時存在。

聯營公司及合資公司的業績以及資產及負債以會計權益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，於聯營公司或合資公司的投資初步按成本於綜合財務狀況報表確認，並隨後就確認本集團應佔該聯營公司或合資公司的損益及其他全面收益予以調整。當本集團攤佔聯營公司或合資公司之虧損超出本集團於該聯營公司或合資公司之權益（包括實質上成為本集團於該聯營公司或合資公司投資淨額一部分的任何長期權益）時，本集團終止確認其攤佔的進一步虧損。僅於本集團已產生法定或推定責任，或已代表該聯營公司或合資公司支付款項的情況下，方會確認額外虧損。



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

#### (c) Investments accounted for using the equity method (Cont'd)

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKFRS 9 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 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) 以權益法入賬之投資 (續)

於聯營公司或合資公司之投資自接受投資方成為聯營公司或合資公司該日起以權益法入賬。收購於聯營公司或合資公司之投資時，投資成本超出本集團攤佔接受投資方可識別資產及負債之公平值淨值之任何差額確認為商譽，並計入投資之賬面值。本集團攤佔可識別資產及負債之公平值淨值超出投資成本之任何差額，於重新評估後即時在收購該投資期間於損益中確認。

香港財務報告準則第9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或合資公司確認任何減值虧損。投資（包括商譽）的賬面值悉數將會根據香港會計準則第36號按單一資產在有需要時進行減值測試，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為準）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 accounted for using the equity method (Cont'd)

The Group discontinues the use of the equity method from the date when the investment ceases to be an associate or a joint venture, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former associate or joint venture 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 HKFRS 9. The difference between the carrying amount of the associate or joint venture 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 or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture 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 or a joint venture 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.

### 3. 主要會計政策概要 (續)

#### (c) 以權益法入賬之投資 (續)

本集團自投資不再為聯營公司或合資公司當日起或投資(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或合資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財務報告準則第9號於初步確認時之公平值。聯營公司或合資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或合資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或合資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或合資公司確認之所有金額入賬,與該聯營公司或合資公司直接出售相關資產或負債所需基準相同。因此,倘該聯營公司或合資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或合資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比例收益或虧損重新分類至損益。

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

#### (c) Investments accounted for using the equity method (Cont'd)

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

#### (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

Investment properties are properties held to earn rental income and/or for capital appreciation including 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.

### 3. 主要會計政策概要 (續)

#### (c) 以權益法入賬之投資 (續)

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

#### (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跡象。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中確認。

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中確認。

#### (e) 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,包括現時持有但未決定日後用途之土地。於初步確認時,投資物業乃按成本(包括任何直接應佔之開支)計量。於初步確認後,投資物業按公平值計量。投資物業公平值變動所產生之收益及虧損會於產生期間計入損益。

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

#### (e) Investment properties (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 disposal. Any gain or loss arising from 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 property, plant and equipment when the property begins to be occupied by the owner or of development with a view to owner-occupation. 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 property, plant and equipment 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 recognised in other comprehensive income and 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.

A property is transferred from investment property to stock of properties when, and only when, there is a change in use, evidenced by commencement of development with a view to sale. Any difference between the fair value of the property at the date of change in use and its previous carrying amount is recognised in profit or loss.

### 3. 主要會計政策概要 (續)

#### (e) 投資物業 (續)

持有但未決定日後用途之租賃土地被視為持作資本增值用途而分類為投資物業，並以公平值列賬。租賃土地公平值之變動於變動發生期間直接於損益中確認。

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收益或虧損（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或發展以作業主自用時，則該物業按公平值轉撥至物業、廠房及設備。於轉撥時投資物業公平值變動所產生之收益或虧損計入損益。

當業主自用之物業於終止由業主自用時以公平值由物業、廠房及設備轉撥至投資物業。於轉撥日賬面值與公平值之差額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，並於其他全面收益中確認。隨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。

僅限於當投資物業之用途改變成為開始發展以作銷售時，則該物業由投資物業轉撥至物業存貨。於改變用途日，該物業之公平值與其原本賬面值之差額於損益中確認。

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

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

Property, plant and equipment 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.

Assets held under finance leases are depreciated over their estimated 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 property, plant and equipment (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 property, plant and equipment 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 from 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、廠房及設備

物業、廠房及設備包括被分類為融資租賃之樓宇及租賃土地（發展中物業除外）按成本減隨後之累積折舊及累積減值虧損列賬（如有）。

以融資租賃持有之資產，其折舊乃與自用資產以相同基準按其估計可使用年期或有關租約年期計算（以較短期為準）。

物業、廠房及設備（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	按租約尚餘年期
樓宇	按租約尚餘未屆滿年期與四十年之間較短者為準
傢俬、裝置及設備	三至十年
遊艇及車輛	三至十年

物業、廠房及設備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收益或虧損（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) Stock of properties

Stock of properties including completed properties and properties under development, which are held-for-trading, are 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 as a reduction in the amount of completed properties held for sale recognised as an expense in the period in which the reversal occurs.

### 3. 主要會計政策概要 (續)

#### (g) 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,即估計售價減出售物業將產生之估計成本。

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、其他直接開支以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估算預期最終達至之價格、預計完成成本及出售物業將產生之成本。

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,於作出撥回期間內確認為扣減持作出售之落成物業已確認為開支之金額。

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

#### (h) Inventories

Inventories comprise finished goods and raw materials for cosmetic products, 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.

#### (i) 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.

#### (j) Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the financial instruments. Financial assets and financial liabilities are initially measured at fair value. A financial asset or financial liability (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus or minus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

### 3. 主要會計政策概要 (續)

#### (h) 存貨

存貨包括化妝品之製成品及原材料，按成本與可變現淨值兩者中之較低者列賬。

成本乃指存貨之發票成本。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售價減去適用可變銷售開支。

#### (i) 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。無形資產採納之攤銷期為五年。

#### (j) 金融工具

當集團實體成為金融工具合約條文之一方，則於綜合財務狀況報表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。就金融資產或金融負債並非通過損益以反映公平值（「通過損益以反映公平值」）（並無重大融資部分之應收貿易賬項除外）而言，其計量初步按公平值加上或扣減與其收購或發行直接應佔之交易成本。並無重大融資部分之應收貿易賬項初步按交易價格計量。

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

#### (j) Financial instruments (Cont'd)

##### **Financial assets**

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

##### (i) Classification and measurement

Debt instruments that meet the following conditions are subsequently measured at amortised cost less impairment loss (except for debt investments that are designated as at FVTPL on initial recognition):

- the financial asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset shall be measured at FVTOCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial asset; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### **金融資產**

所有已確認之金融資產視乎金融資產之分類而定，隨後整體按攤銷成本或公平值計量。

##### (i) 分類及計量

符合下列條件之債務工具（除於初步確認時被指定為通過損益以反映公平值之債務投資外）隨後按攤銷成本扣除減值虧損計量：

- 持有金融資產之業務模式以收取合約現金流量為目標；及
- 金融資產之合約條款於指定日期產生之現金流量，僅為支付本金及未償還本金之利息。

倘符合以下兩項條件，金融資產須通過其他全面收益以反映公平值計量：

- 持有金融資產之業務模式以收取合約現金流量及出售金融資產為目標；及
- 金融資產之合約條款於指定日期產生之現金流量，僅為支付本金及未償還本金之利息。

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

#### (j) Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

##### (i) *Classification and measurement (Cont'd)*

All other financial assets that are other than those categorised as amortised cost and FVTOCI above, are categorised as measured at FVTPL.

##### (1) Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and 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 debt instrument or, where appropriate, a shorter period, to the net carrying amount at initial recognition.

Interest income is recognised using effective interest method for debt instruments measured subsequently at amortised cost. Interest income is recognised in profit or loss and is included in revenue, other income or investment income as appropriate.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### *金融資產 (續)*

##### (i) 分類及計量 (續)

除以上分類為攤銷成本及通過其他全面收益以反映公平值之金融資產，所有其他金融資產分類為通過損益以反映公平值計量。

##### (1) 攤銷成本及實際利率法

實際利率法為一種計算債務工具攤銷成本及於有關期間內分配利息收入之方法。實際利率為於初步確認時將債務工具預計存續期或更短期間（如適用）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）準確地貼現至賬面淨值之利率。

隨後按攤銷成本計量之債務工具之利息收入乃採用實際利率法計算確認。利息收入於損益中確認及包括在收入、其他收入或投資收入（按適用情況而定）內。

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

#### (j) Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

##### (i) Classification and measurement (Cont'd)

##### (2) Financial assets measured at FVTOCI

On the date of initial application of HKFRS 9, the Group may make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as at FVTOCI. Designation at FVTOCI is not permitted if the equity investment is held-for-trading. A financial asset is held-for-trading if it has been acquired principally for the purpose of selling it in the near term or it is a derivative that is not designated and effective as a hedging instrument.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the financial assets measured at FVTOCI reserve. Fair value is determined in the manner described in Note 5(c) to the consolidated financial statements.

Dividend income is recognised in profit or loss and included in investment income.

The Group has designated all investments in equity instruments (listed or unlisted) that are not held-for-trading as at FVTOCI since the application of HKFRS 9.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### 金融資產 (續)

##### (i) 分類及計量 (續)

##### (2) 通過其他全面收益以反映公平值計量之金融資產

於首次應用香港財務報告準則第9號當日，本集團可作出不可撤回之選擇（按各工具作基準）指定股本工具投資為通過其他全面收益以反映公平值。倘股本投資為持作買賣，則不允許指定為通過其他全面收益以反映公平值。倘收購金融資產之主要目的為於短期內出售，或該金融資產乃一項非被指定及用作對沖之衍生工具，則該金融資產被視為持作買賣。

通過其他全面收益以反映公平值之股本工具投資初步按公平值加上交易成本計量。隨後彼等按公平值計量，而公平值變動而產生之收益及虧損則於其他全面收益中確認，並於通過其他全面收益以反映公平值計量之金融資產之儲備中累計。公平值按綜合財務報表附註5(c)所述之方式釐定。

股息收入於損益中確認及包括在投資收入內。

自應用香港財務報告準則第9號以來，本集團已指定所有非持作買賣之股本工具投資（上市或非上市）為通過其他全面收益以反映公平值。



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

#### (j) Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

##### (i) Classification and measurement (Cont'd)

##### (3) Financial assets measured at FVTPL

Financial assets measured at FVTPL comprise derivatives that are not designated and effective as hedging instruments and club and corporate debentures.

Investments in equity instruments are classified as FVTPL, unless the Group designates such investment that is not held-for-trading as at FVTOCI on initial recognition (see (i)(2) above).

Debt instruments that do not meet the amortised cost and FVTOCI criteria (see above) are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria but are designated as at FVTPL are measured at FVTPL. A debt instrument may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets measured at FVTPL are measured at fair value at the end of the reporting period, with any gains or losses arising from remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss is included in investment income. Fair value is determined in the manner described in Note 5(c) to the consolidated financial statements.

Interest income on debt instruments at FVTPL is recognised in profit or loss and is included in investment income.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### *金融資產 (續)*

##### (i) 分類及計量 (續)

##### (3) 通過損益以反映公平值計量之金融資產

通過損益以反映公平值計量之金融資產包括非被指定及用作對沖之衍生工具以及會籍及公司債券。

股本工具投資分類為通過損益以反映公平值，除非本集團於初步確認時指定該非持作買賣之投資為通過其他全面收益以反映公平值（見上文(i)(2)）。

不符合攤銷成本及通過其他全面收益以反映公平值準則之債務工具（見上文）均為通過損益以反映公平值計量。此外，即使符合攤銷成本準則，惟被指定為通過損益以反映公平值之債務工具，則通過損益以反映公平值計量。倘有關指定為抵銷或大幅減低計量或確認出現之不一致情況，乃因計量資產或負債或確認其收益及虧損以不同之計算方法，債務工具可於初步確認時被指定為通過損益以反映公平值。

通過損益以反映公平值計量之金融資產於報告期末按公平值計量，因重新計量而產生之收益或虧損於損益中確認。於損益中確認之收益或虧損淨額包括在投資收入內。公平值按綜合財務報表附註5(c)所述之方式釐定。

通過損益以反映公平值之債務工具之利息收入於損益中確認及包括在投資收入內。

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

#### (j) Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

##### (ii) Impairment of financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on financial assets measured at amortised cost. An impairment gain or loss, the amount of ECLs (or reversal) that is required to adjust the loss allowance at reporting date is recognised in profit or loss.

The Group measures loss allowances at an amount equal to lifetime ECLs. For trade receivables, the Group applies the simplified approach to providing for ECLs prescribed by HKFRS 9, which requires the use of the lifetime expected loss provision for all trade receivables.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events on a financial instrument that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### *金融資產 (續)*

##### (ii) 金融資產之減值

本集團確認按攤銷成本計量之金融資產的預期信貸虧損(「預期信貸虧損」)之虧損撥備。減值收益或虧損為於報告日期調整虧損撥備所需之預期信貸虧損(或撥回)金額，於損益中確認。

本集團以相等於整個存續期內之預期信貸虧損之金額計量虧損撥備。就應收貿易賬項而言，本集團應用香港財務報告準則第9號所訂明之簡化方法就預期信貸虧損作出撥備，該方法規定對所有應收貿易賬項採用整個存續期內之預期虧損撥備。

當釐定金融資產之信貸風險是否自初步確認後大幅增加，並於估計預期信貸虧損時，本集團考慮到相關及無須付出過多成本及努力後即可獲得之合理及具理據資料。此包括根據本集團之過往經驗及已知信貸評估得出定量及定性之資料及分析，並包括前瞻性資料。

整個存續期內之預期信貸虧損為金融工具於預計存續期內所有可能發生之違約事件而導致之預期信貸虧損。

十二個月之預期信貸虧損乃指因報告日期後十二個月內(倘該工具之預計存續期少於十二個月，則為較短期間)可能發生之金融工具違約事件而導致之部分預期信貸虧損。

在所有情況下，於估計預期信貸虧損時所考慮之最長期間為本集團面臨信貸風險之最長合約期間。

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

#### (j) Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

##### (ii) *Impairment of financial assets (Cont'd)*

###### Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### *金融資產 (續)*

##### (ii) *金融資產之減值 (續)*

###### 信貸風險大幅增加

當評估金融工具之信貸風險是否自初步確認後大幅增加，本集團將金融工具於報告日發生違約之風險與於初步確認日其風險比較。就作出此評估，本集團考慮到合理及具理據之定量及定性資料，包括過往經驗及無須付出過多成本及努力後即可獲得之前瞻性資料。

在評估信貸風險是否大幅增加時，會特別考慮以下資料：

- 金融工具外界（如有）或內部信貸評級出現實際或預期大幅轉差；
- 外部市場信貸風險指標大幅轉差；
- 就業務、財務或經濟環境之現有或預測不利變動預期將導致債務人履行其債務責任之能力遭到大幅削弱；
- 債務人經營業績實際或預期大幅轉差；

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

#### (j) Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

#### (ii) Impairment of financial assets (Cont'd)

##### Significant increase in credit risk (Cont'd)

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

##### Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### *金融資產 (續)*

#### (ii) 金融資產之減值 (續)

##### 信貸風險大幅增加 (續)

- 債務人之監管、經濟或技術環境實際或預期出現重大不利變動，導致債務人履行其債務責任之能力遭到大幅削弱。

不論上述評估結果如何，倘合約付款逾期超過30日，則本集團會假定信貸風險自初步確認以來已大幅增加，除非本集團有合理及具理據資料可作證明，則另作別論。

本集團定期監察以識別信貸風險曾否顯著增加的標準之成效，並於適當時作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

##### 違約定義

就內部信貸風險管理而言，本集團認為當內部產生或從外部來源所得資料顯示，債務人不大可能向其債權人（包括本集團）支付悉數款項時，則出現違約事件。

無論上述如何，倘財務資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理及具理據資料證明較寬鬆之違約標準更為恰當，則另作別論。

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

#### (j) Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

##### (ii) *Impairment of financial assets (Cont'd)*

###### Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over 1 year past due, whichever occurs sooner, unless the Group has reasonable and supportable information to demonstrate a later period is more appropriate. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

###### Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses over the expected life of the financial assets. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the contractual cash flows that are due to the entity in accordance with the contract and the cash flows that the entity expects to receive).

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### 金融資產 (續)

##### (ii) 金融資產之減值 (續)

###### 撤銷政策

當有資料顯示交易方陷入嚴重財政困難，且並無實際收回款項之可能時（例如：交易方被清盤或進入破產程序，或就應收貿易賬項而言，當金額已逾期超過一年（以較早發生者為準）），本集團會撤銷金融資產，除非本集團有合理及具理據資料證明較後期間更為恰當，則另作別論。經考慮法律意見後（倘合適），已撤銷的金融資產可能仍可於本集團收回程序下被強制執行。撤銷構成取消確認事件。其後收回之任何款項於損益中確認。

###### 預期信貸虧損之計量

預期信貸虧損為金融資產於預計存續期內之信貸虧損之概率加權估計。違約概率及違約損失率之評估乃根據歷史數據作出，並就前瞻性資料作出調整。信貸虧損以所有現金虧絀金額（即根據合約應歸還予實體之合約現金流量與實體預計收到之現金流量之間之差額）之現值計量。

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

#### (j) Financial instruments (Cont'd)

##### *Financial assets (Cont'd)*

##### (ii) *Impairment of financial assets (Cont'd)*

###### Credit-impaired financial assets

At each reporting date, the Group assesses on a forward-looking basis whether financial assets carried at amortised cost are credit-impaired. A financial asset is "credit-impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes observable data of the following events:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- it is becoming probable that the borrower will enter bankruptcy or other financial re-organisation, or the disappearance of an active market for a security because of financial difficulties.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### *金融資產 (續)*

##### (ii) *金融資產之減值 (續)*

###### 信貸減值之金融資產

於各個報告日期，本集團以前瞻性基準評估按攤銷成本列賬之金融資產是否出現信貸減值。當發生對金融資產估計未來現金流量有不利影響之一個或多個事件時，金融資產出現「信貸減值」。

金融資產信貸減值之證據包括以下事項之可觀察數據：

- 借款人或發行人出現嚴重財政困難；
- 違反合約，如違約或逾期事件；
- 向借款人作出貸款之貸款人出於因借款人財政困難有關之經濟或合約理由，給予借款人在其他情況下不會作出之寬免；或
- 借款人有可能破產或進行其他財務重組，或因財政困難而導致質押失去活躍市場。



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

#### (j) Financial instruments (Cont'd)

##### **Financial assets (Cont'd)**

##### (iii) Derecognition of financial assets

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets to another entity.

On derecognition of a financial asset, except for an investment in equity instrument that is classified as FVTOCI, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument that is classified as at FVTOCI, the cumulative gain or loss previously accumulated in the financial assets measured at FVTOCI reserve is not reclassified to profit or loss, but is transferred to retained profits.

##### **Financial liabilities and equity instruments**

##### (i) Classification and measurement

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or equity instruments according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### **金融資產 (續)**

##### (iii) 金融資產之取消確認

當收取資產之現金流量的合約權利到期，或金融資產被轉移及本集團將該金融資產擁有權之絕大部分風險及回報已轉移給另一個實體時，則金融資產將被取消確認。

除分類為通過其他全面收益以反映公平值之股本工具投資外，於取消確認金融資產時，資產賬面值與已收及應收代價之總和之差額乃於損益中確認。

於取消確認被分類為通過其他全面收益以反映公平值之股本工具投資時，過往於通過其他全面收益以反映公平值計量之金融資產之儲備中累計之收益或虧損不會重新分類至損益，但轉撥至保留溢利。

##### **金融負債及股本工具**

##### (i) 分類及計量

集團實體發行之金融負債及股本工具乃根據已訂立合約安排之本質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。

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

#### (j) Financial instruments (Cont'd)

##### *Financial liabilities and equity instruments (Cont'd)*

##### (i) Classification and measurement (Cont'd)

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are generally classified into (i) financial liabilities at FVTPL and (ii) other financial liabilities subsequently measured at amortised cost. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

##### (1) Financial liabilities at FVTPL

Financial liabilities at FVTPL, representing those as held-for-trading, comprise derivatives that are not designated and effective as hedging instruments.

Financial liabilities at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### *金融負債及股本工具 (續)*

##### (i) 分類及計量 (續)

股本工具為可證明於本集團之資產經扣除其所有負債後之剩餘權益之任何合約。本集團之金融負債一般分類為(i)通過損益以反映公平值之金融負債及(ii)隨後按攤銷成本計量之其他金融負債。就金融負債及股本工具而採納之會計政策載列如下。

##### (1) 通過損益以反映公平值之金融負債

通過損益以反映公平值之金融負債乃指持作買賣之金融負債，包括非被指定及用作對沖之衍生工具。

通過損益以反映公平值之金融負債乃按公平值計量，而因重新計量以致公平值之變動於產生期間直接於損益中確認。

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

#### (j) Financial instruments (Cont'd)

##### *Financial liabilities and equity instruments (Cont'd)*

##### (i) Classification and measurement (Cont'd)

##### (2) Other financial liabilities subsequently measured at amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and 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 at initial recognition.

Interest expense is recognised using effective interest method for financial liabilities, other than those financial liabilities at FVTPL.

Other financial liabilities are subsequently measured at amortised cost, using the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in finance costs.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### *金融負債及股本工具 (續)*

##### (i) 分類及計量 (續)

##### (2) 隨後按攤銷成本計量之其他金融負債及實際利率法

實際利率法為一種計算金融負債攤銷成本及於有關期間內分配利息開支之方法。實際利率為於初步確認時將金融負債預計存續期或更短期間(如適用)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)準確地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外，金融負債之利息開支乃採用實際利率法計算確認。

其他金融負債隨後乃採用實際利率法按攤銷成本計量。非資本化為資產之部分成本的利息開支，已計入財務費用。

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

#### (j) Financial instruments (Cont'd)

##### **Financial liabilities and equity instruments (Cont'd)**

##### (i) Classification and measurement (Cont'd)

##### (3) Equity instruments

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

Consideration paid to repurchase the Company's own equity instruments is deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

##### (ii) *Derecognition of financial liabilities*

Financial liabilities are derecognised when the Group's obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

##### **Derivative financial instruments**

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### **金融負債及股本工具 (續)**

##### (i) 分類及計量 (續)

##### (3) 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。

回購本公司之股本工具所支付之代價於股本權益中扣除。於購買、出售、發行或註銷本公司之股本工具時並無收益或虧損於損益中確認。

##### (ii) *取消確認金融負債*

當本集團相關合約之特定責任獲解除、取消或到期時，金融負債將被取消確認。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中確認。

##### **衍生金融工具**

衍生工具初步按衍生工具合約簽訂當日之公平值確認，隨後按彼等於報告期末之公平值重新計量。所產生之收益或虧損即時於損益中確認。

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

#### (j) Financial instruments (Cont'd)

##### *Financial guarantee contract*

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 a debt instrument.

Financial guarantee contract liabilities are measured initially at their fair values and, if not designated as at FVTPL and do not arise from a transfer of an asset, are measured subsequently at the higher of:

- the amount of the loss allowance determined in accordance with HKFRS 9 (see financial assets above); and
- the amount initially recognised less, where appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

#### (k) Revenue recognition

##### *Upon application of HKFRS 15*

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

### 3. 主要會計政策概要 (續)

#### (j) 金融工具 (續)

##### *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蒙受損失之合約。

財務擔保合約負債初步按彼等公平值計量，倘彼等並非被指定為通過損益以反映公平值，且並非因資產轉讓而引起，則隨後按較高者計量：

- 根據香港財務報告準則第9號而釐定虧損撥備之金額（見上文金融資產）；及
- 以初步確認之金額減根據收入確認政策之累計攤銷（如適用）。

#### (k) 收入確認

##### *應用香港財務報告準則第15號*

根據香港財務報告準則第15號，本集團之履約責任當（或已）獲履行時確認收入，即當與特定履約責任相關之貨品或服務之「控制權」轉讓予客戶時。

履約責任指可分別之貨品或服務（或一組貨品或服務）或一系列大致相同之可分別之貨品或服務。

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

#### (k) Revenue recognition (Cont'd)

##### *Upon application of HKFRS 15 (Cont'd)*

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

### 3. 主要會計政策概要 (續)

#### (k) 收入確認 (續)

##### *應用香港財務報告準則第15號 (續)*

倘符合以下其中一項標準，則控制權於一段時間內轉移，而收入則參照完全履行相關履約責任之進展情況而於一段時間內確認：

- 於本集團履約時，客戶同時取得並耗用本集團履約所提供之利益；
- 本集團之履約產生及提升資產，而該項資產於本集團履約時由客戶控制；或
- 本集團之履約並未產生讓本集團有替代用途之資產，且本集團對至今已完成履約之付款具有可強制執行權利。

否則，收入於客戶取得可分別之貨品或服務控制權之時點確認。

合約資產指本集團就換取本集團已向客戶轉讓之貨品或服務而收取代價之權利，而該權利尚未成為無條件，需根據香港財務報告準則第9號作減值評估。相反，應收款項指本集團收取代價之權利成為無條件。

合約負債指本集團因已向客戶收取代價（或已到期之代價金額），而須向客戶轉讓貨品或服務之責任。

與合約有關之合約資產及合約負債以淨額列賬。



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

#### (k) Revenue recognition (Cont'd)

##### *Upon application of HKFRS 15 (Cont'd)*

Revenue from sales of properties held for sale in the ordinary course of business is recognised when the legal assignment is completed, which is the point in time when the purchaser has the ability to direct the use of the property and obtain substantially all of the remaining benefits of the property. Deposits and instalments received on properties sold prior to the date of revenue recognition are included in the consolidated statement of financial position under contract 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 terms of the relevant leases.

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

Brokerage income on dealings in securities and futures contracts is recognised at the point in time 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.

### 3. 主要會計政策概要 (續)

#### (k) 收入確認 (續)

##### *應用香港財務報告準則第15號 (續)*

於日常業務過程中持作出售物業之銷售收入乃於法律轉讓完成時確認，時點為當買家有能力管理該物業之使用並獲得該物業絕大部分之餘下利益。於收入確認日之前就出售物業已收取之按金及分期付款計入綜合財務狀況報表中之合約負債內。

租金收入包括就營業租約物業預先開出發票之租金，乃按有關租約年期以直線法於損益中確認。

出售證券投資按買賣日期基準確認。

買賣證券及期貨合約之經紀收入於執行有關買賣單據之時點確認。

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。

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

#### (k) Revenue recognition (Cont'd)

##### *Upon application of HKFRS 15 (Cont'd)*

Revenue from sales of cosmetic products is recognised at the point in time 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 at initial recognition.

##### *Prior to 1st January, 2018*

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 terms of the relevant leases.

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

### 3. 主要會計政策概要 (續)

#### (k) 收入確認 (續)

##### *應用香港財務報告準則第15號 (續)*

化妝品銷售所得收入於交付貨品及轉移所有權之時點確認入賬。

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存續期內將估計未來現金收入準確貼現至於初步確認時資產賬面淨值之利率。

##### *二零一八年一月一日之前*

已發展銷售物業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 (以較早者為準)。

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中確認。

出售證券投資按買賣日期基準確認。

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

#### (k) Revenue recognition (Cont'd)

##### *Prior to 1st January, 2018 (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.

#### (l) 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)

#### (k) 收入確認 (續)

##### *二零一八年一月一日之前 (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存續期內將估計未來現金收入準確貼現至於初步確認時資產賬面淨值之利率。

#### (l) 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之收入或可扣減之開支，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)

#### (I) 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, associates and joint venture, 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 assets 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)

#### (I) 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可扣減暫時差異限於較可能於日後取得應課稅溢利，而該等可扣減暫時差異可用以抵銷時確認。若暫時差異因商譽或因於一項既不影響應課稅溢利或會計溢利之交易（業務合併除外）中初步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、聯營公司及合資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中確認，惟當相關項目於其他全面收益或直接於股本權益中確認，在此情況下，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。若當期稅項或遞延稅項乃因初步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)

#### (l) 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.

#### (m) 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)

#### (l) 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。

#### (m) 租賃

凡租約條款規定將租賃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融資租賃。所有其他租約分類為營業租賃。

##### *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於損益中確認。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會以直線法按有關租約年期確認為租金開支之扣減。

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

#### (n) 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 foreign currencies are not retranslated.

Exchange differences arising from 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 from 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 from the retranslation of non-monetary items carried at fair value are included in profit or loss for the period in which they arise, except for exchange differences arising from 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)

#### (n) 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，以外幣計值之貨幣項目以報告期末當日通用之匯率重新換算。以外幣計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。以外幣計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中確認，惟貨幣項目構成本公司之海外業務淨投資一部分而產生之匯兌差額則於其他全面收益中確認，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產生之期間之損益，惟重新換算其收益及虧損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)

#### (n) 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 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 of an interest in a joint venture or involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in the translation reserve 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 or joint venture that do not result in the Group losing significant influence or joint control, the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

### 3. 主要會計政策概要 (續)

#### (n) 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）於其他全面收益中確認並累積於為匯兌儲備中。該等匯兌差額於該境外業務出售期間於損益中確認。

於出售境外業務（即出售本集團於境外業務之全部權益，或出售包含境外業務之附屬公司（涉及失去其控制權），或出售包含境外業務之合資公司或聯營公司（涉及失去對其重大影響）之權益）時，就本公司擁有人應佔該業務於匯兌儲備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，則按比例將累積匯兌差額重新歸類為非控股權益，而並不於損益中確認。就出售部分聯營公司或合資公司而並未造成本集團失去重大影響力或共同控制權，則按比例將累積匯兌差額重新分類至損益。

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

#### (o) 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.

#### (p) Retirement benefit costs

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

#### (q) 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)

#### (o) 借貸成本

於購買、興建或製造必須以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中確認。

#### (p) 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。

#### (q) 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，而該責任之金額能可靠地估計時確認撥備。

確認為撥備之金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量進行計量，其賬面值即為該等現金流量之現值。

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

#### (r) 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.
- (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. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

### 3. 主要會計政策概要 (續)

#### (r) 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之主要管理人員。
- (ii) 倘符合下列任何條件，即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) 某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。倘若本集團本身屬該計劃，提供資助之僱主亦與本集團有關連。

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

#### (r) Related parties (Cont'd)

- (ii) An entity is related to the Group if any of the following conditions applies: (Cont'd)
- (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).
  - (8) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

A related party transaction is a transfer of resources, services or obligations between the Group and a related party, regardless of whether a price is charged.

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

#### (s) Contingent liabilities

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.

### 3. 主要會計政策概要 (續)

#### (r) 關連人士 (續)

- (ii) 倘符合下列任何條件，即實體與本集團有關連：(續)
- (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。
  - (8) 該實體或其所屬集團內之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

關連人士交易是指本集團與關連人士之間轉移資源、服務或責任，不論是否收取價款。

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。

#### (s) 或然負債

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量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。

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

#### (t) 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, 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 are unrealised fair value changes on investment 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.

#### (u) Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the consolidated statement of financial position in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

### 3. 主要會計政策概要 (續)

#### (t) 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、金融資產以及其他資產。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。

#### (u) 股息分派

向本公司股東分派之股息在本公司股東或董事（如適合）批准派息之期間於本公司之綜合財務狀況報表內確認為負債。

## 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 of unquoted financial assets measured at FVTOCI*

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 securities with carrying amounts of approximately HK\$1,200,307,000 (2017: HK\$1,031,230,000) are valued using a discounted cash flow analysis and with reference to the fair values of the underlying properties and assets based on assumptions supported, where possible, by observable market prices or rates. The estimation of fair value of these unlisted equity securities also includes some assumptions not supported by observable market prices or rates.

## 4. 關鍵會計判斷及估計

於應用本集團之會計政策（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。該等估計及相關假設乃根據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。

就該等估計及相關假設須不斷作出檢討。倘會計估計之修訂僅影響該修訂期間，該修訂會於該修訂期間內確認；或倘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

除牽涉估計外，以下為本集團之管理層於應用本集團之會計政策過程中，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。

### *通過其他全面收益以反映公平值計量之並無報價金融資產之公平值*

誠如附註5(c)所述，就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。本集團之非上市股本證券之賬面值約為1,200,307,000港元（二零一七年：1,031,230,000港元）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以及參考相關物業及資產之公平值進行估值。該等非上市股本證券之公平值估計亦包括若干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 trade and other receivables*

The Group determines the impairment loss in respect of trade and other receivables based on the ECLs. Impairment loss in respect of trade receivables is assessed on lifetime ECL while other receivables is assessed on 12-month ECLs as there had been no significant increase in credit risk since initial recognition.

The policy for impairment loss in respect of trade and other receivables 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 valuations 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 judgments and is satisfied that the methods of valuation are reflective of the current market conditions, as detailed in Note 19. Should there be any changes in assumptions due to change in market conditions, the fair value of the investment properties will change in future.

## 4. 關鍵會計判斷及估計 (續)

### 應用會計政策之關鍵判斷 (續)

#### *有關應收貿易賬項及其他應收賬項之減值虧損*

本集團按預期信貸虧損釐定應收貿易賬項及其他應收賬項之減值虧損。應收貿易賬項之減值虧損以整個存續期內之預期信貸虧損來評估，而其他應收賬項因其信貸風險並未自初步確認後大幅增加，故減值虧損則以十二個月之預期信貸虧損來評估。

本集團有關應收貿易賬項及其他應收賬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價以及管理層之判斷衡量。於評估此等應收賬項之最終收回情況時需要作出大量判斷，包括各債務人目前之信譽及過往還款紀錄。倘本集團債務人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*

本集團之投資物業按獨立專業估值師進行估值而評定之公平值入賬。估值師於釐定公平值時，乃根據估值方法進行，當中牽涉若干估計。本集團之管理層於信賴估值報告時已作出判斷及認同該等估值方法乃反映市場現況（詳情載列於附註19內）。倘市場狀況變化導致假設有任何變動，投資物業之公平值將於未來變動。

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

### 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, 2018, a deferred tax asset of approximately HK\$2,059,000 (2017: HK\$2,521,000) 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 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.

#### 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 policies 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 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

以下是對未來，以及於報告期末估計不明確因素之其他主要來源使下一個財政年度對資產及負債之賬面值造成重大調整有顯著風險之主要假設。

#### 遞延稅項資產

於二零一八年十二月三十一日，有關未使用稅務虧損之遞延稅項資產約2,059,000港元（二零一七年：2,521,000港元）已於綜合財務狀況報表中確認。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於綜合全面收益報表中確認。

#### 商譽及無形資產之減值

本集團根據附註3所述之會計政策對商譽及無形資產進行年度減值測試。現金產生單位之可收回金額乃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業務營運、稅前貼現率及其他有關使用價值計算法之假設作出估計及假設。

#### 物業存貨之減值

本集團根據附註3所述之會計政策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下降至低於相關賬面值時，須對物業存貨作出減值。本集團之管理層考慮當時市況、由獨立物業估值師進行估值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。

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

##### Key sources of estimation uncertainty (Cont'd)

##### *Impairment loss in respect of investments accounted for using the equity method*

The management of the Group determines whether investments accounted for using the equity method have suffered any impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable, according to their recoverable amounts determined by the CGUs based on value-in-use calculations. The determination of impairment indication requires significant judgments, and the calculations require the use of estimates which are subject to change of economic environment in future.

#### 4. 關鍵會計判斷及估計 (續)

##### 估計不明確因素之主要來源 (續)

##### *有關以權益法入賬之投資之減值虧損*

倘事件或環境變化顯示以權益法入賬之投資之賬面值可能不可收回，本集團之管理層根據使用價值計算法以現金產生單位釐定之可收回金額，以評定是否出現任何減值。評定減值跡象需要作出重大判斷，而計算過程中需使用的估計會因未來經濟環境變化而受到影響。

#### 5. FINANCIAL INSTRUMENTS

##### (a) Categories of financial instruments

<b>Financial assets</b>	<b>金融資產</b>
Financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產
Financial assets measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之金融資產
Amortised cost	攤銷成本
<b>Financial liabilities</b>	<b>金融負債</b>
Amortised cost	攤銷成本

#### 5. 金融工具

##### (a) 金融工具類別

<b>2018</b>	2017
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>6,765,917</b>	10,808,632
<b>21,367,307</b>	24,141,960
<b>2,363,120</b>	2,643,938
<b>14,350,602</b>	19,100,426

## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (b) Financial risk management objectives and policies

The Group's major financial instruments include equity investments, bonds, club and corporate debentures, derivative financial instrument, advances to/from associates/joint venture/investee companies/non-controlling shareholders, debtors, deposits and other receivables, securities trading receivables and deposits, pledged deposits, time deposits, bank balances and cash, sales proceeds held by stakeholders, borrowings, loan from a director, creditors and accruals, securities trading and margin payable 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 (續)

### (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、會籍及公司債券、衍生金融工具、墊付予／墊款自聯營公司／合資公司／接受投資公司／非控股股東之款項、應收賬項、按金及其他應收賬項、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、保管人所持銷售所得款項、借貸、董事貸款、應付賬項及應計款項、應付證券交易賬項及保證金以及已收按金。該等金融工具之詳情於相關附註中予以披露。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 the United Kingdom and the PRC are Pound Sterling ("GBP") and Renminbi ("RMB") 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 GBP and RMB. The conversion of RMB into other currencies is subject to the rules and regulations of foreign exchange control promulgated by the government of the PRC. The Group currently does not have 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.

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

Assets	資產
United States dollar ("US\$")	美元(「美元」)
GBP	英鎊
RMB	人民幣
Euro ("EUR")	歐元(「歐元」)

## 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，以及已確認資產及負債而導致的外匯風險。本公司及其於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計值。於英國及中國經營之附屬公司之功能貨幣分別為英鎊(「英鎊」)及人民幣(「人民幣」)，當中大部分交易分別以英鎊及人民幣計值。本集團主要因港元兌英鎊及人民幣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。本集團現時就外幣資產及負債並無外幣對沖政策。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。

本集團所承受之外幣風險於報告期末如下：

	2018 HK\$'000 千港元	2017 HK\$'000 千港元
	<b>7,120,729</b>	11,280,413
	<b>1,852,039</b>	2,157,335
	<b>131,553</b>	131,636
	<b>51</b>	24,239

## 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: (Cont'd)

Liabilities	負債
US\$	美元
GBP	英鎊
RMB	人民幣

#### 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\$, it is assumed that there would be no material currency risk exposure between US\$ and HK\$ and therefore US\$ is excluded from the sensitivity 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.

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 functional 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.

## 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如下：(續)

2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>2,124,637</b>	345,288
<b>373,106</b>	593,728
-	28

#### 敏感度分析

下表詳列本集團就港元兌相關外幣之匯率上升及下跌5%之敏感度。由於港元與美元掛鈎，故假設美元與港元之間並無重大貨幣風險，美元亦不會載於下文之敏感度分析。

就內部向主要管理人員報告外幣風險時會以5%作為敏感度比率，而有關比率為管理層對匯率出現合理可能變動作出之評估。

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等項目之換算。敏感度分析包括外部貸款及貸款予／自本集團旗下境外業務（其計值之貨幣為貸款人或借款人功能貨幣以外之貨幣）；惟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之風險。



## 5. FINANCIAL INSTRUMENTS (Cont'd)

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

#### Market risk (Cont'd)

#### (i) Foreign currency risk (Cont'd)

##### Sensitivity analysis (Cont'd)

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
GBP	英鎊
RMB	人民幣
EUR	歐元

There would be no material impact on the Group's other components of equity for the years ended 31st December, 2018 and 2017.

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)

下文中正數表示相關貨幣兌港元之匯率轉強5%時溢利之增加。倘相關貨幣兌港元之匯率轉弱5%，則對溢利造成之影響為同等及相反。

Profit	
溢利	
2018	2017
HK\$'000	HK\$'000
千港元	千港元
<b>63,000</b>	78,180
<b>6,578</b>	6,580
<b>3</b>	1,212

對本集團截至二零一八年及二零一七年十二月三十一日止年度之股本權益其他部分並無重大影響。

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 liabilities including advance to an associate, time deposits, bank balances, sales proceeds held by a stakeholder and a third party 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 Rate ("HIBOR"), London Interbank Offered Rate ("LIBOR"), prime rate ("Prime") or costs of funds of financial institutions or a bank.

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 a stakeholder and a third party and borrowings).

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, 2018 would decrease/increase by approximately HK\$64,582,000 (2017: HK\$77,200,000). This was mainly attributable to the Group's exposure to interest rates on its variable-rate 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

本集團擁有以浮息計息之資產及負債(包括墊付一間聯營公司款項、定期存款、銀行結餘、保管人及第三方所持銷售所得款項以及借貸)，故本集團須承擔現金流量利率風險。該等金融工具詳情於相關附註中予以披露。本集團現時並無利率對沖政策。然而，本集團之管理層監控利率風險，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」、倫敦銀行同業拆息(「倫敦銀行同業拆息」、最優惠利率(「最優惠利率」)或金融機構或一間銀行之資金成本之波動。

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、保管人及第三方所持銷售所得款項以及借貸浮動利率之影響)。

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，則本集團截至二零一八年十二月三十一日止年度之除稅前溢利將減少/增加約64,582,000港元(二零一七年：77,200,000港元)。此乃主要由於本集團所承受之浮息借貸之利率風險。

## 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)

There would be no material impact on the Group's other components of equity for the years ended 31st December, 2018 and 2017.

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

## (iii) Price risk

The Group's investments classified as financial assets measured at FVTPL and financial assets measured at FVTOCI which 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 rates move upward, 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.

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.

## 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)

對本集團截至二零一八年及二零一七年十二月三十一日止年度之股本權益其他部分並無重大影響。

本集團於本年度對利率之敏感度減少主要由於以浮息計算之債務淨額減少所致。

## (iii) 價格風險

本集團之投資分類為通過損益以反映公平值計量之金融資產及通過其他全面收益以反映公平值計量之金融資產於各報告期末按公平值計量，故本集團須承擔價格風險。於報告期末，本集團持有若干高息及定息債券之投資。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。

本集團之管理層以設立不同風險水平之投資組合管理有關風險。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。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

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

## (iii) Price risk (Cont'd)

Sensitivity analysis

The sensitivity analysis below has 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, 2018 would increase/decrease by approximately HK\$338,296,000 (2017: HK\$540,432,000). This was due to the changes in fair value of financial assets measured at FVTPL.

If prices had been 5% higher/lower, the Group's other components of equity for the year ended 31st December, 2018 would increase/decrease by approximately HK\$1,068,365,000 (2017: HK\$1,207,098,000) as a result of the changes in fair value of financial assets measured at FVTOCI.

**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, 2018 in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the consolidated statement of financial position. The Group's time deposits and bank balances are deposited with banks of high credit quality in Hong Kong, Mainland China and overseas.

## 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)

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%，則本集團截至二零一八年十二月三十一日止年度之除稅前溢利將增加／減少約338,296,000港元（二零一七年：540,432,000港元）。此乃由於通過損益以反映公平值計量之金融資產之公平值變動。

倘價格上升／下降5%，則本集團截至二零一八年十二月三十一日止年度之股本權益其他部分將增加／減少約1,068,365,000港元（二零一七年：1,207,098,000港元），此乃由於通過其他全面收益以反映公平值計量之金融資產之公平值變動。

**信貸風險**

倘交易方無法履行彼等於二零一八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於綜合財務狀況報表所列該等資產之賬面值。本集團之定期存款及銀行結餘存於香港、中國大陸及海外高信貸質素之銀行。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

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

#### Credit risk (Cont'd)

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 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.

The Group applies the simplified approach to provide for ECLs prescribed by HKFRS 9, which permits the use of the lifetime ECL provision for trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECLs, and also considers the available reasonable and supportive forward-looking information.

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### 信貸風險 (續)

本集團與符合本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，乃由有信譽之信貸評級機構發出可接受的信貸評級，以及對不獲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。本集團會定期對與其交易之財務交易方進行評審，以減低與各交易方相關規模及信貸強度有關之集中信貸風險。

為不利之市場變動預先作準備，本集團亦監察各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債項之可收回金額，確保就無法收回金額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。

本集團應用香港財務報告準則第9號所訂明之簡化方法就預期信貸虧損作出撥備，該方法允許對應收貿易賬項採用整個存續期內之預期信貸虧損撥備。就計量預期信貸虧損，已將應收貿易賬項按其共有之信貸風險特徵作歸類。本集團已進行歷史分析及識別對信貸風險及預期信貸虧損有影響之主要經濟變數，並考慮現有之合理及有支持性之前瞻性資料。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

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

As at 31st December, 2018, trade receivables that are individually significant have been separately assessed for impairment. The Group makes periodic assessments on the recoverability of the receivables based on the background and reputation of the customers, historical settlement records and past experience.

For all other receivables, the Group measures the loss allowance equal to 12-month ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

The credit quality of the advances to related parties has been assessed with reference to historical information about the default rates and financial position of the counterparties. The Directors are of the opinion that the credit risk of the advances to related parties is low due to the current creditworthiness of the debtors and sound collection history of the receivables due from them. For the year ended 31st December, 2018, no provision was made.

## 5. 金融工具 (續)

## (b) 金融風險管理目標及政策 (續)

**信貸風險** (續)

於二零一八年十二月三十一日，個別重大之應收貿易賬項已另行作減值評估。本集團根據客戶之背景及聲譽、過往結賬記錄以及過往經驗，定期評估應收賬項之可收回程度。

就所有其他應收賬項，本集團以相等於十二個月之預期信貸虧損計量虧損撥備。除非自初步確認起信貸風險大幅增加，則本集團確認整個存續期內之預期信貸虧損。評估應否確認整個存續期內之預期信貸虧損乃根據自初步確認起發生違約之可能性或風險有否重大增加。

墊付予關連人士之信貸質素已參考有關交易方之違約率及財務狀況之過往資料進行評估。董事認為，由於墊付予關連人士之債務人目前信譽及良好還款記錄，故彼等之信貸風險較低。截至二零一八年十二月三十一日止年度並無作出撥備。



## 5. FINANCIAL INSTRUMENTS (Cont'd)

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

#### Credit risk (Cont'd)

Investments in bonds are limited to financial institutions or investment counterparties with high quality. When making decisions on investments in bonds, 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 bonds. 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; (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); and (iii) contingent convertible bonds – issued by financial institutions that are deeply subordinated in the capital structure, typically Tier 1 or Tier 2 securities. The key characteristic of contingent convertible bonds is that the issuer can either write off the principal amount or convert it to shares without causing a default on the bond. There could be a specific hard capital ratio trigger or declaration of non-viability event by the regulator for the write off or conversion to equity to happen. The Group may be exposed to a higher issuer credit risk and may experience substantial losses or lose the entire value of investment as a result of a trigger event. 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 the special team as disclosed in Note 5(b)(iii) above to closely monitor the risks.

## 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。於作出債券投資決定時，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／或保證人信譽或債券風險、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；(ii)永續債券—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(相關風險詳情載列於下文流動資金風險一節)；及(iii)或然可換股債券—由金融機構發行，為資本結構中之低次級，通常是一級或二級證券。或然可換股債券之主要特徵是發行人可以在不導致債券違約之情況下撤銷本金金額或將債券轉換為股份。監管機構就撤銷或轉換為股本權益之發生，設定特定嚴格的資本比率作為觸發點或當宣布無法經營事件時發生。倘發生觸發事件，本集團可能面臨較高之發行人信貸風險，並可能蒙受重大虧損或失去投資之全部價值。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，原因為場外交易一般所受規管有限，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(如上文附註5(b)(iii)所披露)密切監察有關風險。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

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

#### **Credit risk** (Cont'd)

The Group's concentration of credit risk by geographical location is mainly in Hong Kong, Europe and Mainland China. As at 31st December, 2018, the Group was subject to investment concentration risk as there were (i) bonds investment with four (2017: three) issuers with their respective amount of approximately HK\$1,307,142,000, HK\$1,271,609,000, HK\$1,062,969,000 and HK\$688,001,000 (2017: HK\$1,808,729,000, HK\$1,427,589,000 and HK\$1,080,970,000) presented as financial assets measured at FVTPL; and (ii) equity security of a listed company of HK\$20,167,000,000 (2017: HK\$23,110,730,000) presented as financial assets measured at FVTOCI, which represented a major portion of the Group's investment portfolio as determined by the management of the Group. Investment concentration risk may materialise when the market in which those bonds are traded is constricted (related risk is detailed in liquidity risk below), or when the fair value of those bonds/that listed equity security 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.

#### **Liquidity risk**

The Group's certain bonds and listed equity securities were pledged to the 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 deposits 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.

## 5. 金融工具 (續)

### (b) 金融風險管理目標及政策 (續)

#### **信貸風險 (續)**

本集團按地域集中承擔信貸風險之地區主要為香港、歐洲及中國大陸。於二零一八年十二月三十一日，由本集團之管理層決定之投資組合主要部分由(i)四(二零一七年：三)間發行人發行並呈列為通過損益以反映公平值計量之金融資產之債券投資金額分別約1,307,142,000港元、1,271,609,000港元、1,062,969,000港元及688,001,000港元(二零一七年：1,808,729,000港元、1,427,589,000港元及1,080,970,000港元)；及(ii)呈列為通過其他全面收益以反映公平值計量之金融資產之一間上市公司之股本證券20,167,000,000港元(二零一七年：23,110,730,000港元)組成，因此，本集團面對集中投資風險。當該等債券於受限制市場買賣(相關風險詳情載列於下文流動資金風險一節)，或當該等債券／該上市股本證券之公平值下降(相關風險詳情載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)。

#### **流動資金風險**

本集團若干債券及上市股本證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本集團之證券變現。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

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

Certain bonds held by the Group carried fixed-rate coupon are accompanied with call rights, the issuers may call and redeem the bonds 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 an 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 financial 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** (續)

本集團所持之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券。當發行人於債券到期前行使權利贖回債券，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金融負債之到期時間表，藉此管理流動資金風險。

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有關之流動資金需求之報告定期提供予本集團之管理層審閱。本集團之管理層在必要時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。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

## 5. 金融工具 (續)

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

## (b) 金融風險管理目標及政策 (續)

## Liquidity risk (Cont'd)

## 流動資金風險 (續)

		At 31st December, 2018 於二零一八年十二月三十一日			
	Weighted average effective interest rate 加權平均實際利率	On demand or within 1 year 按要求或一年內 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
<b>Non-derivative financial liabilities</b>	非衍生金融負債				
Borrowings	借貸	3.32%	9,725,156	4,694,784	14,419,940
Creditors and accruals	應付賬項及應計款項	-	247,187	-	247,187
Securities trading and margin payable	應付證券交易賬項及保證金	-	22,295	-	22,295
Amounts due to associates	欠負聯營公司款項	-	-	171,619	171,619
Amount due to a non-controlling shareholder	欠負一間非控股股東款項	-	-	24,177	24,177
<b>Total</b>	<b>總額</b>		<b>9,994,638</b>	<b>4,890,580</b>	<b>14,885,218</b>

		At 31st December, 2017 於二零一七年十二月三十一日					
	Weighted average effective interest rate 加權平均實際利率	On demand or within 1 year 按要求或一年內 HK\$'000 千港元	Within 2 to 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 五年以上 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	
<b>Non-derivative financial liabilities</b>	非衍生金融負債						
Borrowings	借貸	2.18%	13,107,407	2,685,185	1,265,316	17,057,908	
Creditors and accruals	應付賬項及應計款項	-	345,201	-	-	345,201	
Securities trading and margin payable	應付證券交易賬項及保證金	-	116,983	-	-	116,983	
Amounts due to associates	欠負聯營公司款項	-	-	142,419	-	142,419	
Amounts due to non-controlling shareholders	欠負非控股股東款項	-	-	49,202	-	49,202	
Loan from a director	董事貸款	-	-	1,835,500	-	1,835,500	
<b>Total</b>	<b>總額</b>		<b>13,569,591</b>	<b>4,712,306</b>	<b>1,265,316</b>	<b>19,547,213</b>	

In addition to the items as set out in the above liquidity risk tables, the maximum amount the Group could be required to settle under financial guarantees provided by the Group in respect of banking facilities utilised by investee companies is approximately HK\$625,178,000 in aggregate (2017: a financial guarantee of HK\$5,025,000), if such amount is claimed by the counterparties to the guarantees at any time within the guaranteed period. Details of the guarantees are set out in Note 45.

除以上流動資金風險列表之項目，本集團可能就接受投資公司動用銀行信貸額而向銀行提供之多項財務擔保，於擔保期間隨時被交易方要求賠償之最高金額合共約為625,178,000港元（二零一七年：一項財務擔保5,025,000港元）。擔保之詳情已載列於附註45。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

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

#### Liquidity risk (Cont'd)

Secured bank borrowing with a repayment on demand clause is included in the "On demand or within 1 year" time band of maturity analysis in the above liquidity risk tables. At the end of the reporting period, the total undiscounted cash flows of the borrowing amounted to approximately HK\$650,307,000 (2017: HK\$722,651,000). Taking into account the Group's financial position, the Directors do not believe that it is probable that the financial institution will exercise its discretionary rights to demand immediate repayment. The Directors believe that such borrowing will be repaid in accordance with the scheduled repayment dates as set out in the loan agreement, details of which are set out in the tables below (include both interest and principal cash flows):

*Maturity analysis – secured bank borrowing with a repayment on demand clause based on scheduled repayments*

**Non-derivative financial liability** 非衍生金融負債  
Borrowing 借貸

**Non-derivative financial liability** 非衍生金融負債  
Borrowing 借貸

## 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)

附帶按要求償還條款之有抵押銀行借貸於上述流動資金風險列表之到期分析中計入「按要求或一年內」時間組別。於報告期末，借貸之未貼現現金流量總額約為650,307,000港元（二零一七年：722,651,000港元）。經考慮本集團之財務狀況，董事並不相信金融機構會行使其酌情權要求即時還款。董事相信，有關借貸將按照貸款協議所載之預定還款日期償還，其詳情載於下表（當中包括利息及本金之現金流量）：

*到期分析－附帶按要求償還條款之有抵押銀行借貸按其預定還款*

At 31st December, 2018 於二零一八年十二月三十一日			
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
13,829	636,478	650,307	601,279

At 31st December, 2017 於二零一七年十二月三十一日			
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
12,542	710,109	722,651	665,781

## 5. FINANCIAL INSTRUMENTS (Cont'd)

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

The following table details the Group's remaining contractual maturity for its derivative financial instrument. The table has been drawn up based on the undiscounted gross cash inflows and outflows on the derivative that requires gross settlement. For cash flows denominated in currency other than HK\$, the prevailing foreign exchange rate at the end of the reporting period is used to convert the cash flows into HK\$.

<b>Derivative gross settlement</b>	衍生工具之交收總額
Cross currency swap	貨幣掉期
Inflow	流入
Outflow	流出

The Group had no derivative financial instrument as at 31st December, 2017.

## 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)

下表詳列本集團衍生金融工具餘下合約到期之情況。下表乃按衍生工具需要交收總額之未貼現現金流入及流出總額編製。以港元以外貨幣計值之現金流量，按報告期末當時之匯率將該現金流量轉換為港元。

<b>At 31st December, 2018</b>		
於二零一八年十二月三十一日		
<b>Within 1 year</b>	<b>Total undiscounted cash flows</b>	<b>Total carrying amount</b>
一年內	未貼現現金 流量總額	賬面值 總額
<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
千港元	千港元	千港元
		<b>1,921</b>
<b>1,252,092</b>	<b>1,252,092</b>	
<b>(1,247,710)</b>	<b>(1,247,710)</b>	

於二零一七年十二月三十一日，本集團並無任何衍生金融工具。



## 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 at the end of the reporting period into the three-level hierarchy.

Financial assets 金融資產	Fair value 公平值	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
	2018 HK\$'000 千港元	2017 HK\$'000 千港元		
Listed equity securities presented as financial assets measured at FVTOCI 呈列為通過其他全面收益以反映公平值計量之金融資產之上市股本證券	20,167,000	23,110,730	Level 1 第一級	Quoted prices in active markets 活躍市場之報價 N/A 不適用
Bonds presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之債券	6,685,515	10,738,743	Level 1 第一級	Quoted prices in active markets 活躍市場之報價 N/A 不適用
Unlisted club and corporate debentures presented as financial assets measured at FVTPL 呈列為通過損益以反映公平值計量之金融資產之非上市會籍及公司債券	78,481	69,889	Level 2 第二級	Market comparison 市場之比較數據 N/A 不適用
Derivative financial instrument presented as financial assets measured at FVTPL - Cross currency swap 呈列為通過損益以反映公平值計量之金融資產之衍生金融工具 - 貨幣掉期	1,921	-	Level 2 第二級	Discounted cash flow methodology based on spot and forward exchange rates and yield curves of the currency 貼現現金流量法，按該貨幣之即期及遠期匯率及收益率曲線 N/A 不適用
Unlisted equity securities presented as financial assets measured at FVTOCI 呈列為通過其他全面收益以反映公平值計量之金融資產之非上市股本證券	1,200,307	1,031,230	Level 3 第三級	Discounted cash flow: forecast distribution, discount rate and contract terms (if any) 貼現現金流量：預測之分派、貼現率及合約條款（如有） Forecast distribution taking into account management's experience and the estimated terminal value (note (i)) 預測之分派乃參照管理層經驗及估計之最終價值（附註(i)） Discount rate 24.33% (2017: ranging from 1% below Prime to 23.20%) (note (i)) 貼現率為24.33厘（二零一七年：介乎最優惠利率減1厘至23.20厘）（附註(i)）
			Reference to the fair value of the underlying property 參考相關物業之公平值	Fair value of the underlying property based on valuation model (note (i)) 基於估值模式釐定相關物業之公平值（附註(i)）
			Net asset value (note (ii)) 資產淨值（附註(ii)）	N/A 不適用
	28,133,224	34,950,592		

## 5. 金融工具（續）

## (c) 公平值計量

**以公平值計量之金融工具**

下表為於報告期末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)**

Notes:

- (i) The higher the forecast distribution, estimated terminal value and fair value of the underlying property, the higher the fair value. The higher the discount rate, the lower the fair value.
- (ii) The Group has determined that the net asset value represents the fair value at the end of the reporting period.

The Group's policy is to recognise transfers into and out of fair value hierarchy levels as at the date of the events or changes in circumstances that caused the transfer.

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy during the years ended 31st December, 2018 and 2017 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.

## 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)**

附註：

- (i) 預測之分派、估計之最終價值及相關物業之公平值越高，公平值越高。貼現率越高，公平值越低。
- (ii) 本集團已釐定於報告期末之資產淨值為公平值。

本集團之政策為於導致轉撥之事件或情況改變之日期，確認公平值分級之間的轉撥。

公平值分級制內第一級、第二級及第三級之間於截至二零一八年及二零一七年十二月三十一日止年度內並無轉撥以及與過往年度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之市場報價。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，則市場可被視為活躍。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。

## 5. FINANCIAL INSTRUMENTS (Cont'd)

### (c) Fair value measurements (Cont'd)

#### *Financial instruments measured at fair value (Cont'd)*

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

At 1st January, 2017	於二零一七年一月一日	882,865
Net return of capital contribution during the year	於本年度歸還注資資本淨額	(16,205)
Net unrealised gain recognised in other comprehensive income during the year (note)	於本年度其他全面收益確認之未變現收益淨額(附註)	164,570
At 31st December, 2017	於二零一七年十二月三十一日	<b>1,031,230</b>
Net unrealised gain recognised in other comprehensive income during the year (note)	於本年度其他全面收益確認之未變現收益淨額(附註)	<b>169,077</b>

#### **At 31st December, 2018**

於二零一八年十二月三十一日

**1,200,307**

Note: All of the above gains included in other comprehensive income for the relevant years related to unlisted equity securities held at the end of the reporting periods are reported as changes of financial assets measured at FVTOCI reserve.

附註：上述就於報告期末持有之非上市股本證券所有計入有關年度其他全面收益之收益列報為通過其他全面收益以反映公平值計量之金融資產之儲備之變動。

#### *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.

#### *並非以公平值計量之金融工具*

董事認為本集團並非以公平值計量之金融工具之賬面值與其公平值相若。

## 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)*

第三級公平值計量結餘於本年度之變動如下：

#### **Unlisted equity securities presented as financial assets measured at FVTOCI**

呈列為通過其他全面收益以反映公平值計量之金融資產之非上市股本證券  
HK\$'000  
千港元

882,865
(16,205)
164,570
<b>1,031,230</b>
<b>169,077</b>
<b>1,200,307</b>

## 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 2017.

As at 31st December, 2018, 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 total equity, comprising issued share capital, reserves, retained profits and non-controlling interests. 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 bank balances and pledged deposits.

## 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，以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。本集團整體策略與二零一七年維持不變。

於二零一八年十二月三十一日，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股本權益總額（包括已發行股本、儲備、保留溢利及非控股權益）組成。董事考慮資本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）減現金及銀行結餘以及抵押存款計算。

## 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：

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Borrowings – current (note (i))	借貸 – 流動性質 (附註(i))	<b>9,303,688</b>	12,763,546
Borrowings – non-current (note (i))	借貸 – 非流動性質 (附註(i))	<b>4,443,987</b>	3,709,467
Loan from a director	董事貸款	–	1,835,500
		<b>13,747,675</b>	18,308,513
Total debt	債務總額		
Less: Cash and bank balances and pledged deposits (note (ii))	減：現金及銀行結餘以及抵押存款 (附註(ii))	<b>(951,970)</b>	(922,915)
		<b>12,795,705</b>	17,385,598
Net debt (total debt less cash and bank balances and pledged deposits)	債務淨額 (債務總額減現金及銀行結餘以及抵押存款)		
Listed securities investments and treasury products (note (iii))	上市證券投資及財資產品 (附註(iii))	<b>26,852,515</b>	33,849,473
Less: Net debt	減：債務淨額	<b>(12,795,705)</b>	(17,385,598)
		<b>14,056,810</b>	16,463,875
Net cash (listed securities investments and treasury products less net debt)	現金淨額 (上市證券投資及財資產品減債務淨額)		
Total equity (note (iv))	股本權益總額 (附註(iv))	<b>34,143,569</b>	36,493,002
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)	<b>37.5%</b>	47.6%
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)	<b>Net cash position</b>	Net cash position
		<b>現金淨額狀況</b>	現金淨額狀況

**6. CAPITAL RISK MANAGEMENT (Cont'd)**

Notes:

- (i) Borrowings are detailed in Note 35.
- (ii) Cash and bank balances and pledged deposits comprise time deposits, bank balances and cash and pledged deposits at the end of the reporting period.
- (iii) Listed securities investments and treasury products are detailed in Notes 26(i) and 27(i).
- (iv) Total equity includes issued share capital, reserves, retained profits and non-controlling interests at the end of the reporting period.

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

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.

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

**6. 資本風險管理 (續)**

附註：

- (i) 借貸於附註35詳述。
- (ii) 於報告期末之現金及銀行結餘以及抵押存款包括定期存款、銀行結餘及現金以及抵押存款。
- (iii) 上市證券投資及財資產品於附註26(i)及27(i)詳述。
- (iv) 於報告期末之股本權益總額包括已發行股本、儲備、保留溢利及非控股權益。

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）之減少，主要由於債務淨額減少所致。

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之特定金額要求而保持財務資源。該等要求每日經內部審閱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。

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. REVENUE

Revenue represents the aggregate amounts of sales of properties held for sale, commission from brokerage, settlement charges from brokerage, cosmetic goods sold less returns, amounts received and receivable from property rental income and interest income from loan financing, are analysed as follows:

Revenue from contracts with customers:

*Recognised at a point in time*

Sales of properties held for sale

Brokerage and cosmetic income

Revenue from other sources:

Property rental income

Interest income from loan financing

與客戶合約之收入：

於某一時點確認

持作出售物業之銷售

經紀服務及化妝品銷售收入

其他來源之收入：

物業租金收入

貸款融資利息收入

## 7. 收入

收入乃指持作出售物業之銷售、經紀佣金、經紀服務之交易費用、扣除退貨後之化妝品銷售、已收及應收之物業租金收入以及貸款融資利息收入之合計金額，分析如下：

<b>2018</b>	2017
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>273,989</b>	990,106
<b>25,096</b>	20,748
<b>299,085</b>	1,010,854
<b>544,533</b>	505,743
<b>-</b>	58
<b>544,533</b>	505,801
<b>843,618</b>	1,516,655

## 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 equity investments at FVTOCI; (v) listed investments and treasury products at FVTPL; and (vi) unlisted investments, investment holding and brokerage. The segmentations are based on the information about the operation of the Group that management of the Group uses to make decisions.

## 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以釐定營運分類。

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)通過其他全面收益以反映公平值之上市股本投資、(v)通過損益以反映公平值之上市投資及財資產品以及(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之營運資料以供本集團管理層作出決策之用。

## 8. OPERATING SEGMENTS (Cont'd)

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 equity investments at FVTOCI	–	Listed equity securities at FVTOCI
Listed investments and treasury products at FVTPL	–	Listed securities investments in investments held-for-trading, OTC trading and structured products
Unlisted investments, investment holding and brokerage	–	Unlisted securities investments, trading and brokerage

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 investment 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.

Unallocated corporate assets mainly comprised leasehold land and building for own use, advance to a non-controlling shareholder, deferred tax assets, tax recoverable and derivative financial instrument.

Unallocated corporate liabilities mainly comprised tax liabilities, bank borrowings, amounts due to associates, amounts due to non-controlling shareholders and deferred tax liabilities (2017: also included loan from a director).

## 8. 營運分類 (續)

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
通過其他全面收益以反映公平值之上市股本投資	–	通過其他全面收益以反映公平值之上市股本證券
通過損益以反映公平值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

本集團以扣除稅項開支及非控股權益後來自經營之損益（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。

未分攤之公司資產主要包括自用之租賃土地及樓宇、墊付一間非控股股東款項、遞延稅項資產、可收回稅款以及衍生金融工具。

未分攤之公司負債主要包括稅項負債、銀行借貸、欠負聯營公司款項、欠負非控股股東款項及遞延稅項負債（二零一七年：且包括董事貸款）。

## 8. OPERATING SEGMENTS (Cont'd)

The Group's measurement methods used to determine reported segment profit or loss remain unchanged from 2017.

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 results are attributed to countries on the basis of the property or asset location.

There were two (2017: three) major customers who individually accounted for 10% or more of the Group's revenue. Revenue of approximately HK\$273,989,000 was derived from a customer in property development and trading segment in Hong Kong and revenue of approximately HK\$183,303,000 was derived from a customer in non-retail property leasing segment in the United Kingdom (2017: HK\$321,160,000 and HK\$186,620,000 were derived from each of the two customers in property development and trading segment in Hong Kong and HK\$175,744,000 was derived from a customer in non-retail property leasing segment in the United Kingdom).

## 8. 營運分類 (續)

本集團用作釐定已呈報分類損益之計量方式與二零一七年維持不變。

本集團可呈報分類為營運不同活動之策略業務單元。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或資產所在地為基準。

兩位(二零一七年：三位)主要客戶之個別收入佔本集團收入之10%或以上。一位來自香港物業發展及買賣分類之客戶所產生之收入約為273,989,000港元，以及一位來自英國非零售物業租賃分類之客戶所產生之收入約為183,303,000港元(二零一七年：兩位來自香港物業發展及買賣分類之客戶各自所產生之收入321,160,000港元及186,620,000港元，以及一位來自英國非零售物業租賃分類之客戶所產生之收入175,744,000港元)。

## 8. OPERATING SEGMENTS (Cont'd)

Operating segment information is presented below:

## Consolidated Statement of Comprehensive Income

For the year ended 31st December, 2018

## 8. 營運分類 (續)

營運分類資料呈列如下：

## 綜合全面收益報表

截至二零一八年十二月三十一日止年度

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI	Listed investments and treasury products at FVTPL 通過損益以反映公平值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	Consolidated
		Retail	Non-retail					
	物業發展及買賣	零售	非零售	通過其他全面收益以反映公平值之上市股本投資	以反映公平值之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
	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
<b>Major cash items excluding in revenue</b>	收入以外之主要現金項目							
- Hong Kong	-	-	-	-	4,937,729	-	-	4,937,729
- Other countries	-	-	-	-	443,255	-	-	443,255
	-	-	-	-	5,380,984	-	-	5,380,984
<b>Revenue</b>	收入							
Revenue from external customers	來自外部客戶之收入							
- Hong Kong	273,989	42,886	139,203	-	-	14,073	11,023	481,174
- United Kingdom	-	36,241	326,203	-	-	-	-	362,444
	273,989	79,127	465,406	-	-	14,073	11,023	843,618
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							
Attributable property sales from associates/investee company	應佔聯營公司/接受投資公司物業銷售							
- Hong Kong	78,993	-	-	-	-	-	-	78,993
Attributable rental revenue from associates/joint venture/investee company	應佔聯營公司/合資公司/接受投資公司租金收入							
- Hong Kong	-	20,408	45,840	-	-	-	-	66,248
- Mainland China	-	64,153	8,894	-	-	-	-	73,047
	270,785	163,688	520,137	-	-	14,073	11,023	979,706
<b>Result</b>	業績							
Segment result	分類業績							
- Hong Kong	231,713	37,281	133,255	1,107,228	(289,080)	26,380	19,454	1,266,231
- United Kingdom	-	35,052	321,714	-	-	87	-	356,853
- Mainland China	-	-	-	-	-	2,891	-	2,891
- Other countries	-	-	-	-	(350,734)	-	-	(350,734)
	231,713	72,333	454,969	1,107,228	(639,814)	29,358	19,454	1,275,241

## 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, 2018

截至二零一八年十二月三十一日止年度

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI	Listed investments and treasury products at FVTPL 通過損益以反映公平值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	Consolidated
	物業發展及買賣	Retail 零售	Non-retail 非零售	通過其他全面收益以反映公平值之上市股本投資	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 investments accounted for using the equity method	攤佔以權益法入賬投資之業績							
- Attributable property sales, net	- 應佔物業銷售淨額							
- Hong Kong	- 香港	3,857	-	-	-	-	-	3,857
- Attributable gross income	- 應佔收入總額							
- Hong Kong	- 香港	-	19,574	44,821	-	-	2,227	66,622
- Mainland China	- 中國大陸	-	64,153	8,894	-	-	-	73,047
- Attributable operating cost	- 應佔營運成本							
- Hong Kong	- 香港	-	(705)	(8,585)	-	-	-	(9,290)
- Mainland China	- 中國大陸	-	(26,572)	(2,830)	-	-	-	(29,402)
Non-controlling interests	非控股權益	(52,310)	-	(3)	-	-	-	(52,313)
		183,260	128,783	497,266	1,107,228	(639,814)	29,358	1,327,762
Finance costs	財務費用	-	-	-	(115,650)	(70,980)	-	(186,630)
Other gains and losses, net	其他收益及虧損淨額	(2,549)	-	-	-	-	-	(2,549)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績							
- Income tax and others	- 所得稅及其他	(1,038)	(36,858)	(8,026)	-	-	(502)	(46,424)
		179,673	91,925	489,240	991,578	(710,794)	21,179	1,092,159
Unallocated items	未分攤項目							
Unallocated corporate expenses, net	未分攤之公司開支淨額							(95,401)
Unallocated finance costs	未分攤之財務費用							(158,360)
Income tax expense	所得稅開支							(127,847)
Unallocated non-controlling interests	未分攤之非控股權益							7,790
<b>Operating profit for the year attributable to owners of the Company</b>	本公司擁有人應佔本年度之經營溢利							<b>718,341</b>
Major non-cash items	主要非現金項目							
- Unrealised fair value changes on investment properties (including share of results of investments accounted for using the equity method)	- 投資物業之未變現公平值變動 (包括攤佔以權益法入賬投資之業績)							296,143
- Deferred tax credit	- 遞延稅項撥回							806
<b>Profit for the year attributable to owners of the Company</b>	本公司擁有人應佔本年度之溢利							<b>1,015,290</b>
<b>Core profit for the year attributable to owners of the Company</b>	本公司擁有人應佔本年度之核心溢利							<b>718,341</b>

## 8. OPERATING SEGMENTS (Cont'd)

## 8. 營運分類 (續)

## Consolidated Statement of Financial Position

At 31st December, 2018

## 綜合財務狀況報表

於二零一八年十二月三十一日

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI	Listed investments and treasury products at FVTPL 通過損益以反映公平值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	零售	非零售	通過其他全面收益以反映公平值之上市股本投資	公平值之上市投資及財務產品	非上市投資、投資控股及經紀服務	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
<b>Assets</b>								
Segment assets	分類資產							
– Hong Kong	– 香港	1,651,525	1,948,679	5,253,665	20,167,010	5,499,322	420,325	76,278
– United Kingdom	– 英國	-	1,632,210	7,433,806	-	-	-	-
– Mainland China	– 中國大陸	267,880	-	29,045	-	-	6,821	-
– Other countries	– 其他國家	-	-	-	-	1,272,109	493,267	-
Investments accounted for using the equity method	以權益法入賬之投資							
– Hong Kong	– 香港	68,750	424,507	1,582,710	-	-	2,167	6,549
– Mainland China	– 中國大陸	-	141,553	49,941	-	-	-	-
Advances to associates and a joint venture	墊付聯營公司及一間合資公司款項							
– Hong Kong	– 香港	1,000	-	154,306	-	-	2	1,160
– Mainland China	– 中國大陸	-	34,751	12,258	-	-	-	-
Reportable segment assets	可呈報分類資產	1,989,155	4,181,700	14,515,731	20,167,010	6,771,431	922,582	83,987
Unallocated corporate assets	未分攤之公司資產							59,107
Consolidated total assets	綜合資產總額							48,690,703
<b>Liabilities</b>								
Segment liabilities	分類負債							
– Hong Kong	– 香港	165,431	20,593	69,688	3,809,914	3,091,361	35,868	8,452
– United Kingdom	– 英國	-	16,464	167,234	-	-	-	-
– Mainland China	– 中國大陸	778	-	31	-	-	7	-
– Other countries	– 其他國家	-	-	-	-	432,759	9	-
Reportable segment liabilities	可呈報分類負債	166,209	37,057	236,953	3,809,914	3,524,120	35,884	8,452
Unallocated corporate liabilities	未分攤之公司負債							6,728,545
Consolidated total liabilities	綜合負債總額							14,547,134
<b>Additions to non-current assets (other than financial instruments and deferred tax assets)</b>	非流動資產添置 (金融工具及遞延稅項資產除外)	-	-	2,224	-	-	40	16



## 8. OPERATING SEGMENTS (Cont'd)

### Other Material Items

For the year ended 31st December, 2018

## 8. 營運分類 (續)

### 其他重大項目

截至二零一八年十二月三十一日止年度

		Adjustments for unallocated items	Adjustments for major non-cash items	Consolidated statement of comprehensive income
	Reportable segments	未分攤 項目之調整	主要非現金 項目之調整	綜合全面 收益報表
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Interest income	利息收入	673,317	-	673,317
Finance costs	財務費用	(186,630)	-	(344,990)
Net income (expense)	收入(開支)淨額	486,687	(158,360)	328,327
Depreciation	折舊	-	(6,806)	(6,806)
Fair value changes on investment properties	投資物業之公平值變動	-	-	122,301
Write-down of stock of properties	物業存貨之減值	(2,549)	-	(2,549)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資 之業績	58,410	-	173,842
Income tax (expense) credit	所得稅(開支)撥回	-	(127,847)	806
Non-controlling interests	非控股權益	(52,313)	7,790	(44,523)

## 8. OPERATING SEGMENTS (Cont'd)

## 8. 營運分類 (續)

## Consolidated Statement of Comprehensive Income

For the year ended 31st December, 2017

## 綜合全面收益報表

截至二零一七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 equity investments at FVTOCI 通過其他全面收益以反映公平值之上市股本投資 HK\$'000 千港元	Listed investments and treasury products at FVTPL 通過損益以反映公平值之上市投資及財務產品 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					
<b>Major cash items excluding in revenue</b>	<b>收入以外之主要現金項目</b>							
- Hong Kong	-	-	-	-	9,150,032	-	-	9,150,032
- Other countries	-	-	-	-	1,172,645	-	-	1,172,645
	-	-	-	-	10,322,677	-	-	10,322,677
<b>Revenue</b>	<b>收入</b>							
Revenue from external customers	來自外部客戶之收入							
- Hong Kong	990,106	49,293	132,878	-	-	10,516	10,290	1,193,083
- United Kingdom	-	35,053	285,597	-	-	-	-	320,650
- Mainland China	-	2,922	-	-	-	-	-	2,922
	990,106	87,268	418,475	-	-	10,516	10,290	1,516,655
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							
Attributable property sales from associates/investee company	應佔聯營公司/接受投資公司物業銷售							
- Hong Kong	134,637	-	-	-	-	-	-	134,637
Attributable rental revenue from associates/investee company	應佔聯營公司/接受投資公司租金收入							
- Hong Kong	-	19,996	33,868	-	-	-	-	53,864
- Mainland China	-	78,969	9,626	-	-	-	-	88,595
	887,227	185,439	461,656	-	-	10,516	10,290	1,555,128
<b>Result</b>	<b>業績</b>							
Segment result	分類業績							
- Hong Kong	467,611	44,043	130,819	164,110	1,567,666	18,221	21,151	2,413,621
- United Kingdom	-	34,031	280,018	-	-	41	-	314,090
- Mainland China	-	2,630	-	-	-	1,958	-	4,588
- Other countries	-	-	-	-	183,850	792	-	184,642
	467,611	80,704	410,837	164,110	1,751,516	21,012	21,151	2,916,941
Share of results of investments accounted for using the equity method	難佔以權益法入賬投資之業績							
- Attributable property sales, net	- 應佔物業銷售淨額							
- Hong Kong	87,736	-	-	-	-	-	-	87,736
- Attributable gross income	- 應佔收入總額							
- Hong Kong	-	19,184	32,636	-	-	-	2,276	54,096
- Mainland China	-	78,969	9,626	-	-	-	-	88,595
- Attributable operating cost	- 應佔營運成本							
- Hong Kong	-	(917)	(7,641)	-	-	-	-	(8,558)
- Mainland China	-	(31,382)	(2,781)	-	-	-	-	(34,163)
Non-controlling interests	(101,129)	(640)	(256)	-	-	-	-	(102,025)
	454,218	145,918	442,421	164,110	1,751,516	21,012	23,427	3,002,622

## 8. OPERATING SEGMENTS (Cont'd)

## Consolidated Statement of Comprehensive Income (Cont'd)

For the year ended 31st December, 2017

	Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI	Listed investments and treasury products at FVTPL 通過損益以反映公平價值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
	物業發展及買賣	Retail 零售	Non-retail 非零售	通過其他全面收益以反映公平價值之上市股本投資	公平價值之上市投資及財務產品	非上市投資、投資控股及經紀服務	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
Other income	14,725	-	-	-	-	-	-	14,725
Finance costs	-	-	-	(86,287)	(104,358)	-	-	(190,645)
Other gains and losses, net	(3,830)	-	-	-	-	-	-	(3,830)
Share of results of investments accounted for using the equity method								
- Income tax and others	(9,238)	(40,709)	(31,311)	-	-	-	(477)	(81,735)
Income tax expense	-	-	-	(16,302)	-	-	-	(16,302)
	455,875	105,209	411,110	61,521	1,647,158	21,012	22,950	2,724,835
Unallocated items								
Unallocated corporate expenses, net								(178,115)
Unallocated finance costs								(104,528)
Imputed interest income from deferred consideration receivables								772,584
Gains on disposals of subsidiaries								144,126
Unallocated income tax expense								(308,640)
Unallocated non-controlling interests								12,278
<b>Operating profit for the year attributable to owners of the Company</b>								<b>3,062,540</b>
Major non-cash items								
- Unrealised fair value changes on investment properties (including share of results of investments accounted for using the equity method)								648,453
- Deferred tax expense								(2,107)
<b>Profit for the year attributable to owners of the Company</b>								<b>3,708,886</b>
<b>Core profit (excluding major non-cash items)</b>								
<b>Operating profit for the year attributable to owners of the Company</b>								<b>3,062,540</b>
<b>Major accumulated realised fair value changes together with their respective deferred tax on disposals of investment properties and stock of properties in current year (including fair value changes recognised in properties revaluation reserve) after non-controlling interest</b>								
- Recognised in prior years								336,182
<b>Core profit for the year attributable to owners of the Company</b>								<b>3,398,722</b>

## 8. 營運分類 (續)

## 綜合全面收益報表 (續)

截至二零一七年十二月三十一日止年度

## 8. OPERATING SEGMENTS (Cont'd)

## 8. 營運分類 (續)

## Consolidated Statement of Financial Position

At 31st December, 2017

## 綜合財務狀況報表

於二零一七年十二月三十一日

		Property development and trading	Property leasing 物業租賃		Listed equity investments at FVTOCI	Listed investments and treasury products at FVTPL 通過其他全面收益以反映公平值之上市股本投資	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	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	所有其他分類 HK\$'000 千港元	綜合 HK\$'000 千港元
<b>Assets</b>	<b>資產</b>								
Segment assets	分類資產								
- Hong Kong	- 香港	1,527,289	2,113,870	4,765,842	23,110,731	8,683,598	489,120	67,742	40,758,192
- United Kingdom	- 英國	-	1,684,765	8,174,205	-	-	-	-	9,858,970
- Mainland China	- 中國大陸	216,054	-	29,510	-	-	2,967	6,023	254,554
- Other countries	- 其他國家	-	-	-	-	2,286,336	690,927	-	2,977,263
Investments accounted for using the equity method	以權益法入賬之投資								
- Hong Kong	- 香港	100,367	396,709	1,408,461	-	-	2,322	7,404	1,915,263
- Mainland China	- 中國大陸	-	140,367	59,598	-	-	-	-	199,965
Advances to associates	墊付聯營公司款項								
- Hong Kong	- 香港	1,047	-	77	-	-	2	1,151	2,277
- Mainland China	- 中國大陸	-	32,937	13,985	-	-	-	-	46,922
Reportable segment assets	可呈報分類資產	1,844,757	4,368,648	14,451,678	23,110,731	10,969,934	1,185,338	82,320	56,013,406
Unallocated corporate assets	未分攤之公司資產								49,949
Consolidated total assets	綜合資產總額								56,063,355
<b>Liabilities</b>	<b>負債</b>								
Segment liabilities	分類負債								
- Hong Kong	- 香港	266,001	21,705	74,995	4,604,773	4,602,587	119,839	6,552	9,696,452
- United Kingdom	- 英國	-	15,759	194,798	-	-	-	-	210,557
- Mainland China	- 中國大陸	407	-	17	-	-	5	80	509
- Other countries	- 其他國家	-	-	14	-	669,469	11	-	669,494
Reportable segment liabilities	可呈報分類負債	266,408	37,464	269,824	4,604,773	5,272,056	119,855	6,632	10,577,012
Unallocated corporate liabilities	未分攤之公司負債								8,993,341
Consolidated total liabilities	綜合負債總額								19,570,353
<b>Additions to non-current assets (other than financial instruments and deferred tax assets)</b>	<b>非流動資產添置 (金融工具及遞延稅項資產除外)</b>								
		-	1,424	1,783,806	-	-	30	855	

## 8. OPERATING SEGMENTS (Cont'd)

### Other Material Items

For the year ended 31st December, 2017

		Reportable segments	Adjustments for unallocated items	Adjustments for major non-cash items	Consolidated statement of comprehensive income
		可呈報分類	未分攤項目之調整	主要非現金項目之調整	綜合全面收益報表
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Interest income	利息收入	919,110	772,584	–	1,691,694
Finance costs	財務費用	(190,645)	(104,528)	–	(295,173)
Net income	收入淨額	728,465	668,056	–	1,396,521
Depreciation	折舊	–	(8,680)	–	(8,680)
Fair value changes on investment properties	投資物業之公平值變動	–	–	564,502	564,502
Write-down of stock of properties	物業存貨之減值	(3,830)	–	–	(3,830)
Share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績	105,971	–	83,951	189,922
Income tax expense	所得稅開支	(16,302)	(308,640)	(2,107)	(327,049)
Non-controlling interests	非控股權益	(102,025)	12,278	–	(89,747)

## 8. 營運分類 (續)

### 其他重大項目

截至二零一七年十二月三十一日止年度

## 9. OTHER INCOME

## 9. 其他收入

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Included in other income are:	其他收入包括：		
Building management fee income	樓宇管理費收入	<b>35,086</b>	34,675
Building management fee expenses	樓宇管理費開支	<b>(19,037)</b>	(16,700)
		<b>16,049</b>	17,975
Rental services income	租賃服務收入	<b>6,693</b>	11,681
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	<b>29,797</b>	52,208
Advisory and consultancy services income	諮詢及顧問服務收入	<b>37</b>	46
Asset management and maintenance services income	資產管理及保養服務收入	<b>5</b>	973
Consultancy fee income	顧問費收入	<b>14,766</b>	12,073
Exchange gain, net	匯兌收益淨額	<b>4,301</b>	11,847
Reversal of impairment in respect of other receivable and interest thereon of approximately HK\$39,941,000 (2017: HK\$2,055,000)	撥回其他應收賬項之減值及 相關利息約39,941,000港元 (二零一七年：2,055,000港元)	<b>89,186</b>	4,687
Forfeiture of deposits received on sales of stock of properties	沒收銷售物業存貨按金	-	14,725



## 10. INVESTMENT INCOME, NET

## 10. 投資收入淨額

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Financial assets measured at fair value through profit or loss:	通過損益以反映公平值計量之金融資產：		
Unrealised (loss) gain arising from change in fair value of bonds	債券之公平值變動而產生之未變現(虧損)收益	<b>(1,255,094)</b>	600,296
Realised (loss) gain arising from change in fair value of bonds	債券之公平值變動而產生之已變現(虧損)收益	<b>(24,721)</b>	179,505
– Change in fair value	– 公平值變動	<b>4,593</b>	47,488
– Exchange component of change	– 匯兌部分變動		
Net (loss) gain arising from change in fair value of bonds	債券之公平值變動而產生之(虧損)收益淨額	<b>(1,275,222)</b>	827,289
Unrealised gain arising from change in fair value of club and corporate debentures, net	會籍及公司債券之公平值變動而產生之未變現收益淨額	<b>8,592</b>	7,082
Unrealised gain arising from change in fair value of derivative financial instrument	衍生金融工具之公平值變動而產生之未變現收益	<b>1,921</b>	–
Other investment income, net	其他投資收入淨額	<b>12,450</b>	14,370
Dividends income on:	股息收入來自：		
Listed investment	上市投資	<b>1,106,820</b>	163,018
Unlisted investments	非上市投資	<b>54,750</b>	1,092
Interest income	利息收入	<b>632,691</b>	1,688,857
		<b>542,002</b>	2,701,708

Interest income mainly included interest income from bonds of approximately HK\$623,366,000 (2017: interest income from bonds of HK\$910,949,000 and imputed interest income from deferred consideration receivables of HK\$772,584,000 of which HK\$631,402,000 was arose from repayment of the deferred consideration receivables before their respective maturity dates).

利息收入中主要包括債券利息收入約為623,366,000港元(二零一七年:債券利息收入910,949,000港元及應收遞延代價所產生之名義利息收入772,584,000港元·當中631,402,000港元乃因應收遞延代價於彼等各自之到期日前償還而產生)。

## 11. FINANCE COSTS

## 11. 財務費用

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Interest on:	利息：		
Bank borrowings	銀行借貸	<b>146,250</b>	96,362
Other borrowings	其他借貸	<b>196,106</b>	138,409
Total interest (Note 42)	利息總額（附註42）	<b>342,356</b>	234,771
Exchange (gain) loss on translation of foreign currency bank and other borrowings, net	外幣銀行及其他借貸之匯兌 （收益）虧損淨額	<b>(6,926)</b>	52,236
Other finance costs	其他財務費用	<b>9,560</b>	8,306
		<b>344,990</b>	295,313
Less: Interest capitalised to stock of properties under development held for sale	減：撥充持作出售之發展中 物業存貨資本化之利息	<b>-</b>	(140)
		<b>344,990</b>	295,173

During the year ended 31st December, 2017, the Group had capitalised borrowing costs at a rate of 2.58% per annum amounting to HK\$140,000 on qualifying assets.

於截至二零一七年十二月三十一日止年度，本集團已按年利率2.58厘計算撥充合資格資產資本化之借貸成本為140,000港元。

## 12. OTHER GAINS AND LOSSES, NET

## 12. 其他收益及虧損淨額

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Included in other gains and losses, net are:	其他收益及虧損淨額包括：		
Write-down of stock of properties	物業存貨之減值	<b>(2,549)</b>	(3,830)
Gain on disposal of subsidiaries	出售附屬公司之收益		
– Pinecrest Group (note (i))	– Pinecrest集團(附註(i))	–	114,368
Gain on disposal of subsidiaries	出售附屬公司之收益		
– Win Kings Group (note (ii))	– Win Kings集團(附註(ii))	–	28,958
Gain on disposal of a subsidiary	出售一間附屬公司之收益		
– Union Wings (note (iii))	– 遠榮(附註(iii))	–	800

Notes:

- (i) Gain on disposal of subsidiaries arose from the disposal of the Group's entire issued share capital of Pinecrest International Limited ("Pinecrest"), an indirect wholly-owned subsidiary of the Company, and its subsidiaries (collectively "Pinecrest Group") ("Pinecrest Disposal") on 10th February, 2017. At the time of disposal, the Pinecrest Group held certain shops of Lowu Commercial Plaza located in Shenzhen, the PRC. Details of the Pinecrest Disposal are set out in Note 39(a).
- (ii) Gain on disposal of subsidiaries arose from the disposal of the Group's entire issued share capital of Win Kings Holding Ltd. ("Win Kings"), an indirect wholly-owned subsidiary of the Company, and its subsidiary (collectively "Win Kings Group") ("Win Kings Disposal") on 10th February, 2017. At the time of disposal, the Win Kings Group held a property development situated at No. 12 Shiu Fai Terrace, Mid-Levels East, Hong Kong. Details of the Win Kings Disposal are set out in Note 39(b).
- (iii) Gain on disposal of a subsidiary arose from the disposal of the Group's entire issued share capital of Union Wings Investments Limited ("Union Wings"), an indirect wholly-owned subsidiary of the Company ("Union Wings Disposal") on 24th July, 2017. At the time of disposal, Union Wings held a vehicle registration mark registered in Hong Kong. Details of the Union Wings Disposal are set out in Note 39(d).

附註：

- (i) 出售附屬公司之收益乃來自於二零一七年二月十日出售本集團於Pinecrest International Limited(「Pinecrest」)(本公司之一間間接全資擁有附屬公司)之全部已發行股本及其附屬公司(統稱「Pinecrest集團」)(「Pinecrest出售」)。於出售時，Pinecrest集團持有位於中國深圳市羅湖商業城若干商舖。Pinecrest出售之詳情載列於附註39(a)。
- (ii) 出售附屬公司之收益乃來自於二零一七年二月十日出售本集團於Win Kings Holding Ltd.(「Win Kings」)(本公司之一間間接全資擁有附屬公司)之全部已發行股本及其附屬公司(統稱「Win Kings集團」)(「Win Kings出售」)。於出售時，Win Kings集團持有位於香港半山區東部肇輝臺12號之物業發展項目。Win Kings出售之詳情載列於附註39(b)。
- (iii) 出售一間附屬公司之收益乃來自於二零一七年七月二十四日出售本集團於遠榮投資有限公司(「遠榮」)(本公司之一間間接全資擁有附屬公司)之全部已發行股本(「遠榮出售」)。於出售時，遠榮持有一個於香港登記之車輛登記號碼。遠榮出售之詳情載列於附註39(d)。

## 13. INCOME TAX EXPENSE

## 13. 所得稅開支

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		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	<b>73,155</b>	234,131
Other than Hong Kong	香港以外地區	<b>46,938</b>	73,382
		<b>120,093</b>	307,513
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	<b>4,644</b>	(288)
Other than Hong Kong	香港以外地區	<b>(2,297)</b>	6,774
		<b>2,347</b>	6,486
Deferred tax: (Note 29)	遞延稅項：(附註29)		
Current year charge	本年度支出	<b>4,601</b>	13,050
		<b>127,041</b>	327,049

For the year ended 31st December, 2017, Hong Kong Profits Tax was calculated at 16.5% on the estimated assessable profits. On 21st March, 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 ("Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28th March, 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. The PRC Enterprise Income Tax for the PRC subsidiaries are calculated at the PRC Enterprise Income Tax rate of 25% (2017: 25%). Taxation arising from other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

截至二零一七年十二月三十一日止年度，香港利得稅乃根據估計應課稅溢利按稅率16.5%計算。於二零一八年三月二十一日，香港立法會通過《二零一七年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅兩級制。條例草案於二零一八年三月二十八日簽署成為法律，並於翌日刊憲。根據利得稅兩級制，合資格集團實體首2,000,000港元之溢利將按稅率8.25%課稅，而超過2,000,000港元之溢利將按稅率16.5%課稅。不符合利得稅兩級制之集團實體之溢利將繼續按統一稅率16.5%課稅。中國附屬公司之中國企業所得稅乃按中國企業所得稅率25%(二零一七年：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。

## 13. INCOME TAX EXPENSE (Cont'd)

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

## 13. 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除稅前溢利對賬如下：

		2018		2017	
		HK\$'000 千港元	%	HK\$'000 千港元	%
Profit before tax	除稅前溢利	<b>1,186,854</b>		4,125,682	
Tax at the Hong Kong Profits Tax rate of 16.5% (2017: 16.5%)	按香港利得稅稅率16.5% (二零一七年: 16.5%) 計算之稅項	<b>195,831</b>	<b>16.5</b>	680,738	16.5
Tax effect of share of results of investments accounted for using the equity method	攤佔以權益法入賬投資之業績之稅務影響	<b>(38,322)</b>	<b>(3.2)</b>	(31,337)	(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	<b>(322,110)</b>	<b>(27.1)</b>	(391,068)	(9.5)
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	<b>274,768</b>	<b>23.1</b>	61,881	1.5
Tax effect on accelerated accounting depreciation over tax depreciation previously over provided	過往超額撥備之加速會計折舊超過稅務折舊之稅務影響	<b>913</b>	<b>0.1</b>	2,201	0.1
Utilisation of tax losses previously not recognised	運用先前未確認之稅務虧損	<b>(3,527)</b>	<b>(0.3)</b>	(24,275)	(0.6)
Tax effect of tax losses not recognised	未確認之稅務虧損之稅務影響	<b>8,931</b>	<b>0.7</b>	37,110	0.9
Underprovision in prior years	過往年度撥備不足	<b>2,347</b>	<b>0.2</b>	6,486	0.2
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	<b>8,210</b>	<b>0.7</b>	(14,687)	(0.4)
Tax charge for the year	本年度稅項支出	<b>127,041</b>	<b>10.7</b>	327,049	7.9

## 14. PROFIT FOR THE YEAR

## 14. 本年度溢利

		<b>2018</b> <b>HK\$'000</b> 千港元	2017 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:		
Total staff costs:	僱員成本總額:		
Staff costs, including Directors' emoluments	僱員成本(包括董事酬金)	<b>(137,909)</b>	(170,862)
Retirement benefit scheme contributions, net of forfeited contributions of approximately HK\$716,000 (2017: HK\$213,000)	退休福利計劃供款, 扣除已沒收供款約716,000港元(二零一七年: 213,000港元)	<b>(7,734)</b>	(9,817)
		<b>(145,643)</b>	(180,679)
Auditors' remuneration:	核數師酬金:		
Auditors of the Company	本公司核數師		
– Current year	– 本年度	<b>(2,014)</b>	(2,050)
Other auditors	其他核數師		
– Current year	– 本年度	<b>(542)</b>	(467)
– (Underprovision) overprovision in prior years	– 過往年度(撥備不足)超額撥備	<b>(27)</b>	122
Depreciation	折舊	<b>(6,806)</b>	(8,680)
Cost of trading properties recognised	買賣物業成本確認	<b>(71,064)</b>	(420,044)
Cost of cosmetic products recognised	化妝品成本確認	<b>(4,355)</b>	(3,625)
Share of tax of associates	攤佔聯營公司稅項	<b>(9,535)</b>	(49,600)
Share of tax of a joint venture	攤佔一間合資公司稅項	<b>(628)</b>	–
Share of tax of investments accounted for using the equity method (included in share of results of investments accounted for using the equity method)	攤佔以權益法入賬投資之稅項(已計入攤佔以權益法入賬投資之業績)	<b>(10,163)</b>	(49,600)
Gross rental income from investment properties	投資物業租金收入總額	<b>544,533</b>	505,743
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	<b>(14,197)</b>	(11,182)
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	<b>(3,034)</b>	(3,020)
		<b>527,302</b>	491,541
Impairment loss recognised in respect of trade receivables, net	就應收貿易賬項確認之減值虧損淨額	<b>(6)</b>	(364)
Reversal of impairment loss recognised in respect of other receivables, net	就其他應收賬項撥回已確認之減值虧損淨額	<b>48,998</b>	2,500



## 15. DIRECTORS' EMOLUMENTS

Fees and other emoluments paid or payable to each of the nine (2017: nine) Directors were as follows:

Mr. Lau, Ming-wai 劉鳴煒先生  
 Ms. Chan, Sze-wan 陳詩韻女士  
 Ms. Chan, Hoi-wan (note) 陳凱韻女士(附註)  
 Ms. Chan, Lok-wan 陳諾韻女士  
 Mr. Lam, Kwong-wai 林光蔚先生  
 Ms. Amy Lau, Yuk-wai 劉玉慧女士  
 Mr. Chan, Kwok-wai 陳國偉先生  
 Ms. Phillis Loh, Lai-ping 羅麗萍女士  
 Mr. Ma, Tsz-chun 馬時俊先生

		2018				2017			
		Salaries and other emoluments	Retirement benefit scheme contributions	Total	Fee	Salaries and other emoluments	Retirement benefit scheme contributions	Total	
		Fee	Salaries and other emoluments	Retirement benefit scheme contributions	Total	Fee	Salaries and other emoluments	Retirement benefit scheme contributions	Total
		袍金	薪金及其他酬金	退休福利計劃供款	總額	袍金	薪金及其他酬金	退休福利計劃供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Mr. Lau, Ming-wai	劉鳴煒先生	300	-	-	300	300	-	-	300
Ms. Chan, Sze-wan	陳詩韻女士	-	1,500	120	1,620	-	1,500	120	1,620
Ms. Chan, Hoi-wan (note)	陳凱韻女士(附註)	-	100	5	105	-	88	5	93
Ms. Chan, Lok-wan	陳諾韻女士	-	674	43	717	-	674	40	714
Mr. Lam, Kwong-wai	林光蔚先生	-	2,798	221	3,019	-	2,791	210	3,001
Ms. Amy Lau, Yuk-wai	劉玉慧女士	240	-	-	240	240	-	-	240
Mr. Chan, Kwok-wai	陳國偉先生	300	-	-	300	300	-	-	300
Ms. Phillis Loh, Lai-ping	羅麗萍女士	300	-	-	300	300	-	-	300
Mr. Ma, Tsz-chun	馬時俊先生	300	-	-	300	300	-	-	300
		<b>1,440</b>	<b>5,072</b>	<b>389</b>	<b>6,901</b>	1,440	5,053	375	6,868

Note: Ms. Chan, Hoi-wan was appointed as executive Director with effect from 13th February, 2017.

已付或應付予九名(二零一七年:九名)董事各自之袍金及其他酬金如下:

附註: 陳凱韻女士自二零一七年二月十三日起獲委任為執行董事。

No Directors waived any emoluments for the years ended 31st December, 2018 and 2017.

董事概無於截至二零一八年及二零一七年十二月三十一日止年度內放棄收取任何酬金。

Details of material interests of the Directors in transactions, arrangements or contracts entered into by subsidiaries of the Company are disclosed in the section headed "Directors' Report" of this annual report.

與本公司之附屬公司訂立交易、安排或合同之董事的重大利益之詳情於本年報之「董事會報告書」一節內披露。

## 16. EMPLOYEES' EMOLUMENTS

## (a) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, one (2017: one) was a Director, details of his emolument were included in Note 15. The emoluments of the remaining four (2017: four) 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 four (2017: four) individuals were within the following bands:

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\$3,000,001 – HK\$3,500,000	3,000,001港元 – 3,500,000港元
HK\$3,500,001 – HK\$4,000,000	3,500,001港元 – 4,000,000港元

During the years ended 31st December, 2018 and 2017, 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.

## (b) Emoluments of senior management

The emoluments of all (2017: two) senior management with their profiles included in the section headed "Profiles of Senior Executives" of this annual report, have been disclosed in the five highest paid individuals (Note 16(a)) (2017: the emolument of the remaining one senior management was within the band of HK\$1,500,001 to HK\$2,000,000).

## 16. 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，一名（二零一七年：一名）為董事，彼之酬金詳情已載於附註15。其餘四名（二零一七年：四名）個別人士之酬金如下：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
9,293	9,325
713	664
<b>10,006</b>	<b>9,989</b>

該四名（二零一七年：四名）個別人士之酬金幅度如下：

Number of employees 僱員人數	
2018	2017
3	3
–	–
–	1
1	–

於截至二零一八年及二零一七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。

## (b) 高級管理層之酬金

載於本年報「高級行政人員簡介」一節內之全部（二零一七年：兩名）高級管理層之薪酬已於五名最高薪酬人士（附註16(a)）內披露（二零一七年：剩餘一位高級管理層之酬金幅度為1,500,001港元至2,000,000港元）。

## 17. DIVIDENDS

## 17. 股息

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
(a) Final dividend for 2017 paid on 6th June, 2018 of HK10 cents (2016: HK1 cent) per share	(a) 於二零一八年六月六日已派付之二零一七年末期股息每股10港仙(二零一六年: 每股1港仙)	<b>190,762</b>	19,076
(b) Interim dividend for 2018 paid on 17th September, 2018 of HK1 cent (2017: HK20 cents) per share	(b) 於二零一八年九月十七日已派付之二零一八年中中期股息每股1港仙(二零一七年: 每股20港仙)	<b>19,076</b>	381,524
(c) Special interim dividends for 2016 of HK\$1.36 per share and 2017 of HK\$0.64 per share paid on 10th February, 2017, of HK\$2 in aggregate per share	(c) 於二零一七年二月十日已派付之二零一六年特別中期股息(每股1.36港元)及二零一七年特別中期股息(每股0.64港元)每股合共2港元	-	3,815,238
(d) Special interim dividend for 2017 paid on 23rd June, 2017 of HK\$2.91 per share	(d) 於二零一七年六月二十三日已派付之二零一七年特別中期股息每股2.91港元	-	5,551,172
Total dividends paid	已派付股息總額	<b>209,838</b>	9,767,010

Final dividend for the year ended 31st December, 2018 of HK10 cents (2017: HK10 cents) per share has been proposed by the board of Directors and is subject to shareholders' approval at the forthcoming annual general meeting of the Company.

董事會建議宣派截至二零一八年十二月三十一日止年度之末期股息每股10港仙(二零一七年: 每股10港仙), 有待股東於本公司之應屆股東週年大會上批准。

## 18. EARNINGS PER SHARE

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

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

Diluted earnings per share for the years ended 31st December, 2018 and 2017 were the same as the basic earnings per share as there were no diluting events during both years.

## 18. 每股盈利

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：

<b>2018</b>	2017
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>1,015,290</b>	3,708,886

<b>Number of shares</b>	
股份數目	
<b>2018</b>	2017
<b>1,907,619,079</b>	1,907,619,079

截至二零一八年及二零一七年十二月三十一日止年度，由於並無攤薄事項，故上述兩個年度之每股攤薄盈利與每股基本盈利相同。

## 19. INVESTMENT PROPERTIES

## 19. 投資物業

		<b>Completed properties</b> 落成物業 HK\$'000 千港元
<b>Fair value</b>	<b>公平值</b>	
At 1st January, 2017	於二零一七年一月一日	12,887,253
Acquisition of assets through acquisition of a subsidiary (Note 40)	透過收購一間附屬公司收購資產 (附註40)	1,779,563
Additions	添置	1,421
Exchange adjustments	匯兌調整	764,414
Increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表中確認之公平值增加	
– unrealised	– 未變現	564,502
Disposal of subsidiaries (Note 39(a))	出售附屬公司 (附註39(a))	(347,162)
At 31st December, 2017	於二零一七年十二月三十一日	<b>15,649,991</b>
Exchange adjustments	匯兌調整	<b>(491,444)</b>
Increase in fair value recognised in the consolidated statement of comprehensive income	於綜合全面收益報表中確認之公平值增加	
– unrealised	– 未變現	<b>122,301</b>
<b>Carrying amounts</b>	<b>賬面值</b>	
<b>At 31st December, 2018</b>	<b>於二零一八年十二月三十一日</b>	<b>15,280,848</b>

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

本集團所有持有營業租約以賺取租金或資本增值之物業權益乃採用公平值模式計量，並分類及列作投資物業入賬。

## 19. INVESTMENT PROPERTIES (Cont'd)

Property valuations as at 31st December, 2018 and 2017 were carried out by B.I. Appraisals Limited (“B.I. Appraisals”), independent qualified professional valuer, in respect of the Group’s investment properties in Hong Kong and Mainland China. For the investment properties in the United Kingdom, the property valuations as at 31st December, 2018 and 2017 were carried out by Peak Vision Appraisals Limited (“Peak Vision Appraisals”), another independent qualified professional valuer. The valuers have recent relevant experience in the valuations of similar properties in the relevant locations.

At the end of the reporting period, the management of the Group discussed with the independent qualified professional valuers about the appropriate valuation techniques and key inputs for Level 3 fair value measurements.

The valuation reports for the investment properties as at 31st December, 2018 and 2017 were signed by the respective director of B.I. Appraisals 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 2017 Edition” published by The Hong Kong Institute of Surveyors and/or “The RICS Valuation – Global Standards 2017” published by The Royal Institution of Chartered Surveyors.

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.

## 19. 投資物業 (續)

於二零一八年及二零一七年十二月三十一日，本集團位於香港及中國大陸之投資物業由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」）進行物業估值。至於位於英國之投資物業，由另一獨立合資格專業估值師滙鋒評估有限公司（「滙鋒評估」）進行於二零一八年及二零一七年十二月三十一日之物業估值。估值師近期亦有評估相關地點類似物業之經驗。

於報告期末，本集團之管理層與獨立合資格專業估值師討論有關合適之估值技術及第三級公平值計量之主要數據。

於二零一八年及二零一七年十二月三十一日，投資物業之估值報告由保柏國際評估及滙鋒評估各自之董事（彼等為香港測量師學會會員及／或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「香港測量師學會評估準則二零一七年版本」及／或皇家特許測量師學會所頒布之「皇家特許測量師學會估值—二零一七年全球準則」進行。

每項投資物業之公平值於各報告期末根據其市值，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。於採納有關回報率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相關市場上可供比較之銷售證據。



## 19. INVESTMENT PROPERTIES (Cont'd)

The following tables analysed the investment properties which are measured at fair value at the end of the reporting period into the three-level hierarchy as defined in HKFRS 13 "Fair Value Measurement" which is further elaborated in Note 3.

## 19. 投資物業 (續)

下表為於報告期末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「公平值計量」)分析及於附註3作進一步詳述。

		<b>Fair value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
		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
<b>Recurring fair value measurements:</b>	經常性公平值計量:				
Completed properties	落成物業				
<b>At 31st December, 2018</b>	於二零一八年十二月三十一日	<b>15,280,848</b>	-	<b>1,296,616</b>	<b>13,984,232</b>
At 31st December, 2017	於二零一七年十二月三十一日	15,649,991	-	1,401,669	14,248,322

Certain investment properties located in Hong Kong and Mainland China 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.

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

## 19. INVESTMENT PROPERTIES (Cont'd)

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

## 19. 投資物業 (續)

於報告期末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
	<b>2018</b>	2017		
	<b>HK\$'000</b>	HK\$'000		
	千港元	千港元		
<b>Properties held for investment in Hong Kong</b> 位於香港之持作投資物業	<b>5,482,740</b>	5,017,160	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 2.50% to 4.75% (2017: 3.00% to 4.75%) (2) Market rent per square foot 每平方呎之市場租金 2.50厘至4.75厘 (二零一七年：3.00厘至4.75厘)
<b>Properties held for investment in the United Kingdom</b> 位於英國之持作投資物業	<b>8,501,492</b>	9,231,162	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 2.88% to 4.75% (2017: 2.88% to 4.75%) (2) Market rent per square foot 每平方呎之市場租金 2.88厘至4.75厘 (二零一七年：2.88厘至4.75厘)
<b>Total</b> 總額	<b>13,984,232</b>	14,248,322		

Reversionary yield is the rate taking into account the capitalisation of potential rental income, nature of the property and prevailing market conditions. Market rent per square foot is the market rent taking into account the direct comparable market transactions to the related properties.

The fair value measurements are negatively correlated to the reversionary yield, while positively correlated to the market rent per square foot.

復歸回報率乃計及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市場可供直接比較交易得出之市場租金。

公平值計量與復歸回報率成反比，而與每平方呎之市場租金則成正比。

## 19. INVESTMENT PROPERTIES (Cont'd)

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

At 1st January	於一月一日
Acquisition of assets through acquisition of a subsidiary (Note 40)	透過收購一間附屬公司收購資產(附註40)
Exchange adjustments	匯兌調整
Increase in fair value recognised in the consolidated statement of comprehensive income – unrealised	於綜合全面收益報表中確認之公平值增加 — 未變現
Disposal of subsidiaries (Note 39(a))	出售附屬公司(附註39(a))
<b>Carrying amounts</b>	<b>賬面值</b>
<b>At 31st December</b>	<b>於十二月三十一日</b>

There were no transfers into or out of Level 3 fair value measurement during the years ended 31st December, 2018 and 2017 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.

## 19. 投資物業(續)

分類為第三級公平值計量之投資物業於年內之變動如下：

<b>2018</b>	2017
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>14,248,322</b>	11,273,234
–	1,779,563
<b>(490,024)</b>	762,465
<b>225,934</b>	780,222
–	(347,162)
<b>13,984,232</b>	14,248,322

於截至二零一八年及二零一七年十二月三十一日止年度內，第三級公平值計量之投資物業並無轉入或轉出，而所用之估值技術與過往年度所用的亦無轉變。就估計物業之公平值，物業之當前用途等同其最高及最佳用途。

## 20. PROPERTY, PLANT AND EQUIPMENT

## 20. 物業、廠房及設備

		Leasehold land	Buildings	Furniture, fixtures and equipment	Yachts and motor vehicles	Total
		租賃土地	樓宇	傢俬、 裝置及設備	遊艇及車輛	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
<b>Cost</b>	<b>成本</b>					
At 1st January, 2017	於二零一七年一月一日	25,968	4,525	47,160	107,534	185,187
Additions	添置	-	-	4,292	839	5,131
Disposals of subsidiaries	出售附屬公司	-	-	(88)	(440)	(528)
Disposals/written off	出售/撇銷	-	-	(3,337)	(7,675)	(11,012)
Exchange adjustments	匯兌調整	1,888	329	34	240	2,491
		<b>27,856</b>	<b>4,854</b>	<b>48,061</b>	<b>100,498</b>	<b>181,269</b>
At 31st December, 2017	於二零一七年十二月三十一日					
Additions	添置	-	-	2,130	-	2,130
Disposals/written off	出售/撇銷	-	-	(9,753)	(18,400)	(28,153)
Exchange adjustments	匯兌調整	(1,316)	(229)	(24)	131	(1,438)
		<b>26,540</b>	<b>4,625</b>	<b>40,414</b>	<b>82,229</b>	<b>153,808</b>
At 31st December, 2018	於二零一八年十二月三十一日					
<b>Depreciation</b>	<b>折舊</b>					
At 1st January, 2017	於二零一七年一月一日	1,244	279	40,644	97,590	139,757
Charge for the year	本年度折舊	481	105	3,310	4,784	8,680
Elimination upon disposals of subsidiaries	出售附屬公司時對銷	-	-	(66)	(440)	(506)
Elimination upon disposals/written off	出售/撇銷時對銷	-	-	(3,259)	(6,897)	(10,156)
Exchange adjustments	匯兌調整	110	24	28	215	377
		<b>1,835</b>	<b>408</b>	<b>40,657</b>	<b>95,252</b>	<b>138,152</b>
At 31st December, 2017	於二零一七年十二月三十一日					
Charge for the year	本年度折舊	497	108	3,343	2,858	6,806
Elimination upon disposals/written off	出售/撇銷時對銷	-	-	(9,738)	(18,033)	(27,771)
Exchange adjustments	匯兌調整	(107)	(23)	(21)	118	(53)
		<b>2,225</b>	<b>493</b>	<b>34,241</b>	<b>80,195</b>	<b>117,154</b>
At 31st December, 2018	於二零一八年十二月三十一日					
<b>Carrying amounts</b>	<b>賬面值</b>					
<b>At 31st December, 2018</b>	<b>於二零一八年十二月三十一日</b>	<b>24,315</b>	<b>4,132</b>	<b>6,173</b>	<b>2,034</b>	<b>36,654</b>
At 31st December, 2017	於二零一七年十二月三十一日	26,021	4,446	7,404	5,246	43,117

## 21. INTANGIBLE ASSETS

## 21. 無形資產

		<b>Trading and exchange rights</b>	<b>Trademark</b>	<b>Total</b>
		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
<b>Cost</b>	<b>成本</b>			
At 1st January, 2017,	於二零一七年一月一日、			
31st December, 2017 and	二零一七年十二月三十一日及			
31st December, 2018	二零一八年十二月三十一日	2,705	14,300	17,005
<b>Amortisation and impairment</b>	<b>攤銷及減值</b>			
At 1st January, 2017,	於二零一七年一月一日、			
31st December, 2017 and	二零一七年十二月三十一日及			
31st December, 2018	二零一八年十二月三十一日	2,705	14,300	17,005
<b>Carrying amounts</b>	<b>賬面值</b>			
<b>At 31st December, 2018</b>	於二零一八年十二月三十一日	-	-	-
At 31st December, 2017	於二零一七年十二月三十一日	-	-	-

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。

## 22. GOODWILL

## 22. 商譽

HK\$'000  
千港元**Cost**At 1st January, 2017,  
31st December, 2017 and  
31st December, 2018**成本**於二零一七年一月一日、  
二零一七年十二月三十一日及  
二零一八年十二月三十一日

370,686

**Impairment**At 1st January, 2017,  
31st December, 2017 and  
31st December, 2018**減值**於二零一七年一月一日、  
二零一七年十二月三十一日及  
二零一八年十二月三十一日

47,748

**Carrying amounts****At 31st December, 2018****賬面值**

於二零一八年十二月三十一日

**322,938**

At 31st December, 2017

於二零一七年十二月三十一日

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，就若干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）分配至以下經營地點之現金產生單位：

United Kingdom  
Hong Kong英國  
香港

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
	<b>322,938</b>	322,938
	<b>-</b>	-
	<b>322,938</b>	322,938

## 22. 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 5.97% (2017: 5.28%) 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 their expectation for market development. The values assigned to key assumptions were based on historical experience, current market conditions, 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 amount of the CGUs to exceed their respective aggregate recoverable amount. During the years ended 31st December, 2018 and 2017, the Directors determined that there was no impairment of the goodwill.

## 22. 商譽 (續)

### 商譽減值測試 (續)

於英國經營之現金產生單位之商譽之可收回金額乃根據董事批准之五年現金流量預測，並按使用價值計算法釐定。當評估含商譽之現金產生單位之可收回程度時，就英國物業業務以稅前年貼現率約5.97厘（二零一七年：5.28厘）應用於該現金流量預測。就於香港其他業務之商譽，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彼等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，並符合外部資料來源。毛利率乃預算毛利率，而所採用之貼現率乃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，任何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金額總額。於截至二零一八年及二零一七年十二月三十一日止年度內，董事評定商譽並無減值虧損。



## 23. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

## 23. 以權益法入賬之投資

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
(a) Interests in associates:	(a) 聯營公司權益：		
Cost of investment in associates	投資聯營公司成本		
– unlisted	– 非上市	<b>1,204,736</b>	1,204,736
Share of post-acquisition profits/losses and other comprehensive income/ expenses net of dividends received	攤佔收購後溢利／虧損及其他全面收益／支出扣除已收股息	<b>1,067,815</b>	910,492
		<b>2,272,551</b>	2,115,228
(b) Interest in a joint venture:	(b) 一間合資公司權益：		
Cost of investment in a joint venture	投資一間合資公司成本		
– unlisted (note)	– 非上市(附註)	<b>150</b>	–
Share of post-acquisition profit	攤佔收購後溢利	<b>3,476</b>	–
		<b>3,626</b>	–
		<b>2,276,177</b>	2,115,228

Note: During the year ended 31st December, 2018, the Group subscribed 50% equity interest in a joint venture holding a property located at Nos. 14-18 Ma Kok Street (known as Possehl Building) in Tsuen Wan.

Particulars of the Group's principal associates and joint venture as at 31st December, 2018 are set out in Note 51.

附註：於截至二零一八年十二月三十一日止年度，本集團認購一間合資公司之50%股本權益，該合資公司持有位於荃灣馬角街14-18號之物業（稱為「栢獅電子大廈」）。

本集團於二零一八年十二月三十一日之主要聯營公司及合資公司詳情載列於附註51。

## 23. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Cont'd)

As at 31st December, 2018 and 2017, the investment properties held by the Group's principal associates and joint venture (2017: associates) were revalued 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 19.

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

The information below reflects the amounts presented in the unaudited financial statements of associates and a joint venture 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 associates and joint venture, if any.

### (a) Interests in associates

The Company provided corporate guarantees to secure bank borrowings granted to its associates in prior years. The fair value of the financial guarantee contract at initial recognition was determined by Norton Appraisals Limited, independent qualified professional valuer, and was recognised as investments accounted for using the equity method and financial guarantee liabilities in the Group's consolidated statement of financial position.

## 23. 以權益法入賬之投資 (續)

於二零一八年及二零一七年十二月三十一日，本集團主要聯營公司及合資公司(二零一七年：聯營公司)持有之投資物業已由保柏國際評估進行重估。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19詳述。

所有聯營公司及合資公司均以權益法於本綜合財務報表內列賬。

以下資料反映於聯營公司及一間合資公司之未經審核財務報表呈列之金額，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及合資公司之間因會計政策所產生之差異及不同財政年終日期(如有)作出調整而編製。

### (a) 聯營公司權益

本公司於過往年度提供公司擔保作為其聯營公司獲授銀行借貸之抵押。財務擔保合約初步確認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以權益法入賬之投資及財務擔保負債。

## 23. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Cont'd)

### (a) 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

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Non-current assets	非流動資產	<b>3,843,000</b>	3,403,000
Current assets	流動資產	<b>466,674</b>	385,114
Current liabilities	流動負債	<b>(61,146)</b>	(49,849)
Net assets	資產淨值	<b>4,248,528</b>	3,738,265
Revenue	收入	<b>95,734</b>	82,966
Profit for the year	本年度溢利	<b>510,263</b>	246,927
Total comprehensive income for the year	本年度全面收益總額	<b>510,263</b>	246,927
Reconciliation of the summarised financial information presented to the carrying amount of its interest in the associate:	聯營公司權益之賬面值與財務資料概述對賬：		
Net assets at 1st January	於一月一日之資產淨值	<b>3,738,265</b>	3,491,338
Total comprehensive income for the year	本年度全面收益總額	<b>510,263</b>	246,927
Net assets at 31st December	於十二月三十一日之資產淨值	<b>4,248,528</b>	3,738,265
Interest held by the Group	本集團持有之權益	<b>33.33%</b>	33.33%
Group's interest in the associate and the carrying amount	本集團於該聯營公司之權益及賬面值	<b>1,416,176</b>	1,246,088
Dividend received from the associate during the year	於本年度已收聯營公司之股息	-	-

## 23. 以權益法入賬之投資 (續)

### (a) 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財務資料概要載列如下。

#### 廣坤實業有限公司

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
Non-current assets	<b>3,843,000</b>	3,403,000
Current assets	<b>466,674</b>	385,114
Current liabilities	<b>(61,146)</b>	(49,849)
Net assets	<b>4,248,528</b>	3,738,265
Revenue	<b>95,734</b>	82,966
Profit for the year	<b>510,263</b>	246,927
Total comprehensive income for the year	<b>510,263</b>	246,927
Reconciliation of the summarised financial information presented to the carrying amount of its interest in the associate:		
Net assets at 1st January	<b>3,738,265</b>	3,491,338
Total comprehensive income for the year	<b>510,263</b>	246,927
Net assets at 31st December	<b>4,248,528</b>	3,738,265
Interest held by the Group	<b>33.33%</b>	33.33%
Group's interest in the associate and the carrying amount	<b>1,416,176</b>	1,246,088
Dividend received from the associate during the year	-	-

## 23. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Cont'd)

### (a) Interests in associates (Cont'd)

Aggregate financial 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 and the carrying amounts	本集團於該等聯營公司之權益總額及賬面值
Dividends received from associates during the year	於本年度已收聯營公司之股息

### (b) Interest in a joint venture

The summarised financial information in respect of the Group's joint venture, Landrich (H.K.) Limited, is set out below.

#### Landrich (H.K.) Limited

Non-current asset	非流動資產
Current assets	流動資產
Cash and cash equivalents	現金及現金等值項目
Other current assets	其他流動資產
Current liabilities	流動負債
Current financial liabilities (excluding trade and other payables and provisions)	流動金融負債 (不包括應付貿易賬項及其他應付賬項以及撥備)
Other current liabilities	其他流動負債
Non-current liability	非流動負債
Non-current financial liabilities	非流動金融負債
Net assets	資產淨值

## 23. 以權益法入賬之投資(續)

### (a) 聯營公司權益(續)

個別非重要之聯營公司財務資料總額:

2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>58,688</b>	107,613
<b>(10,050)</b>	16,964
<b>48,638</b>	124,577
<b>856,375</b>	869,140
<b>61,500</b>	75,100

### (b) 一間合資公司權益

本集團合資公司—隆裕(香港)有限公司之財務資料概要載列如下。

#### 隆裕(香港)有限公司

	2018 HK\$'000 千港元
Non-current asset	<b>490,000</b>
Current assets	
Cash and cash equivalents	<b>8,170</b>
Other current assets	<b>3,471</b>
	<b>11,641</b>
Current liabilities	
Current financial liabilities (excluding trade and other payables and provisions)	<b>(180,000)</b>
Other current liabilities	<b>(5,951)</b>
	<b>(185,951)</b>
Non-current liability	
Non-current financial liabilities	<b>(308,437)</b>
Net assets	<b>7,253</b>

## 23. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (Cont'd)

## (b) Interest in a joint venture (Cont'd)

The summarised financial information in respect of the Group's joint venture, Landrich (H.K.) Limited, is set out below. (Cont'd)

## Landrich (H.K.) Limited (Cont'd)

Since the subscription of Landrich (H.K.) Limited, the results of the joint venture during post-acquisition period are as follows:

Revenue	收入	12,879
Interest expense	利息開支	3,625
Income tax expense	所得稅開支	1,256
Profit for the period	本期間溢利	3,355
Total comprehensive income for the period	本期間全面收益總額	3,355

Reconciliation of the summarised financial information presented to the carrying amount of its interest in the joint venture:

Net fair value of the identifiable assets and liabilities as at the date of subscription (note)

Post-acquisition total comprehensive income

Net assets at 31st December

Interest held by the Group

Group's interest in the joint venture and the carrying amount

Dividend received from the joint venture during the year

自認購隆裕(香港)有限公司·該合資公司於收購後期間之業績如下:

收入	12,879
利息開支	3,625
所得稅開支	1,256
本期間溢利	3,355
本期間全面收益總額	3,355

合資公司權益之賬面值與財務資料概述對賬:

於認購日之可辨別資產及負債之公平值淨值(附註)

收購後全面收益總額

於十二月三十一日之資產淨值

本集團持有之權益

本集團於該合資公司之權益及賬面值

於本年度已收合資公司之股息

Note: Upon completion of the subscription, the excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment of approximately HK\$1,799,000 (2017: nil) was included in the determination of the Group's share of the joint venture's profit or loss in the period in which the investment was acquired.

## 23. 以權益法入賬之投資(續)

## (b) 一間合資公司權益(續)

本集團合資公司—隆裕(香港)有限公司之財務資料概要載列如下。(續)

## 隆裕(香港)有限公司(續)

2018  
HK\$'000  
千港元

12,879

3,625

1,256

3,355

3,355

3,898

3,355

7,253

50%

3,626

-

附註: 於完成該認購時,本集團攤佔可辨別資產及負債之公平值淨值超逾投資成本約為1,799,000港元(二零一七年:無)並已於收購該投資之期間內包括在釐定本集團攤佔合資公司之損益。

## 24. 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

The advances to associates are unsecured. 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.

## 25. ADVANCE TO A JOINT VENTURE

The advance to a joint venture is unsecured and interest-free. The Group will not demand for repayment within one year from the end of the reporting period and the amount is therefore shown as non-current.

## 26. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

Bonds (note (i))	債券(附註(i))
Club and corporate debentures (note (ii))	會籍及公司債券(附註(ii))
Derivative financial instrument (note (iii))	衍生金融工具(附註(iii))

Analysed for reporting purpose as:	作報告用途之分析:
Non-current	非流動性質
Current	流動性質

## 24. 墊付聯營公司款項

2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>48,147</b>	48,050
<b>1,112</b>	1,149
<b>49,259</b>	49,199

墊付聯營公司款項為無抵押。本集團不會要求於報告期末起一年內償還，故將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。

## 25. 墊付一間合資公司款項

墊付一間合資公司款項為無抵押及免息。本集團不會要求於報告期末起一年內償還，故將該款項列作非流動性質。

## 26. 通過損益以反映公平值計量之金融資產

2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>6,685,515</b>	10,738,743
<b>78,481</b>	69,889
<b>1,921</b>	–
<b>6,765,917</b>	10,808,632
<b>1,350,090</b>	2,049,276
<b>5,415,827</b>	8,759,356
<b>6,765,917</b>	10,808,632

## 26. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

Notes:

- (i) As at 31st December, 2018, the carrying amount of bonds was approximately HK\$6,685,515,000 (2017: HK\$10,738,743,000), including bonds with aggregate carrying amount of approximately HK\$1,006,669,000 (2017: HK\$1,261,095,000) were available to be loaned to financial institutions for earning lending fee income and the same or substantially the same securities would be returned to the Group, pursuant to the terms and conditions contained in the securities pooled lending agreements, of which approximately HK\$75,581,000 (2017: HK\$50,124,000) were on loan at the end of the reporting period.

The bonds denominated in US\$ carry at fixed rate range from 4.750% to 9.375% per annum of which notional amount of US\$911,365,000 are callable and the bonds denominated in GBP carry at fixed rate range from 5.875% to 7.250% 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.

Major terms of the bonds denominated in US\$ and GBP are as follows:

Notional amount	Maturity
US\$9,000,000	2021
US\$146,000,000	2023
US\$237,000,000	2024
US\$59,000,000	2025
US\$9,000,000	2036
US\$21,000,000	2046
US\$465,365,000	Perpetual
GBP22,500,000	Perpetual

- (ii) Club and corporate debentures are stated at fair values at the end of the reporting period. Details of the fair value measurements are disclosed in Note 5(c).

## 26. 通過損益以反映公平值計量之金融資產 (續)

附註：

- (i) 於二零一八年十二月三十一日，債券之賬面值約為6,685,515,000港元（二零一七年：10,738,743,000港元），當中賬面值總額約為1,006,669,000港元（二零一七年：1,261,095,000港元）之債券，根據匯集證券借貸協議所載之條款及條件，可供借出予金融機構以賺取借貸費收入，而該等證券或大致等同之證券將會歸還予本集團。於報告期末，當中已借出債券之賬面值約為75,581,000港元（二零一七年：50,124,000港元）。

以美元計值之債券固定年利率為4.750厘至9.375厘，其中名義金額為911,365,000美元之債券為可贖回。以英鎊計值之債券固定年利率為5.875厘至7.250厘，均為可贖回。

債券於交投活躍之市場交易，於報告期末以公平值列賬。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。

以美元及英鎊計值之債券之主要內容如下：

名義金額	到期日
9,000,000美元	二零二一年
146,000,000美元	二零二三年
237,000,000美元	二零二四年
59,000,000美元	二零二五年
9,000,000美元	二零三六年
21,000,000美元	二零四六年
465,365,000美元	永久
22,500,000英鎊	永久

- (ii) 於報告期末，會籍及公司債券以公平值列賬。公平值計量之詳情已於附註5(c)內披露。



## 26. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS (Cont'd)

Notes: (Cont'd)

- (iii) During the year ended 31st December, 2018, the Group entered cross currency swap. The table below is prepared based on the maturity date of the contract. The major terms of the cross currency swap at the end of the reporting period are as follows:

**US\$/HK\$ cross currency swap** 美元／港元貨幣掉期  
– Within 1 year 一年內

The Group used the cross currency swap to exchange US\$ bank borrowing of approximately US\$158,405,000 in HK\$ bank borrowing of HK\$1,238,000,000.

The cross currency swap is stated at fair value at the end of the reporting period. Details of the fair value measurement are disclosed in Note 5(c).

Included in non-current assets, there were financial assets measured at FVTPL of approximately HK\$1,350,090,000 (2017: HK\$2,049,276,000). They were included in non-current assets according to their intended holding periods. Notwithstanding the presentation of the above assets as non-current assets, these financial assets to the extent of approximately HK\$1,271,609,000 (2017: HK\$1,979,387,000) were treasury products and could be realised in the market at any time within twelve months from the end of the reporting period.

## 26. 通過損益以反映公平值計量之金融資產 (續)

附註：(續)

- (iii) 於截至二零一八年十二月三十一日止年度，本集團訂立貨幣掉期。下表根據合約到期日編製。於報告期末，貨幣掉期之主要條款如下：

2018		
Notional amount 名義金額		Fair value 公平值
US\$'000 千美元	HK\$'000 千港元	HK\$'000 千港元
<b>158,405</b>	<b>1,238,000</b>	<b>1,921</b>

本集團以貨幣掉期將美元銀行借貸約158,405,000美元交換為港元銀行借貸1,238,000,000港元。

於報告期末，貨幣掉期以公平值列賬。公平值計量之詳情已於附註5(c)內披露。

非流動資產中包括通過損益以反映公平值計量之金融資產約1,350,090,000港元(二零一七年：2,049,276,000港元)。根據彼等之擬定持有期而計入非流動資產。儘管上述資產呈列為非流動資產，該等金融資產之金額約1,271,609,000港元(二零一七年：1,979,387,000港元)為財資產品，可於報告期末起十二個月內任何時間於市場上變現。

## 27. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

## 27. 通過其他全面收益以反映公平值計量之金融資產

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Listed investment:	上市投資：		
– Equity securities listed in Hong Kong (note (i))	– 於香港上市股本證券 (附註(i))	<b>20,167,000</b>	23,110,730
Unlisted equity securities:	非上市股本證券：		
– Incorporated in Hong Kong	– 於香港註冊成立	<b>707,542</b>	344,263
– Incorporated elsewhere (note (ii))	– 於其他地區註冊成立 (附註(ii))	<b>492,765</b>	686,967
		<b>21,367,307</b>	24,141,960

## Notes:

- (i) As at 31st December, 2018, the Group held certain Evergrande Shares. The unrealised loss on fair value change of the Evergrande Shares of approximately HK\$3,052,253,000 (2017: unrealised gain of HK\$9,928,302,000), which was determined based on quoted market bid price in active market, was recorded in financial assets measured at FVTOCI reserve during the year ended 31st December, 2018. The carrying amount of the Evergrande Shares held by the Group as at 31st December, 2018 was HK\$20,167,000,000 (2017: HK\$23,110,730,000).

As at 31st December, 2018, the carrying amount of listed equity securities was HK\$20,167,000,000 (2017: HK\$23,110,730,000), including listed equity securities with aggregate carrying amount of HK\$1,195,950,000 (2017: HK\$1,831,576,000) were available to be loaned to financial institutions for earning lending fee income and the same or substantially the same securities would be returned to the Group, pursuant to the terms and conditions contained in the securities pooled lending agreements, none of listed equity securities (2017: HK\$619,103,000) were on loan at the end of the reporting period.

- (ii) As at 31st December, 2018, the carrying amount mainly comprised investment in an exempted limited partnership formed under the Exempted Limited Partnership Law (Revised) of the Cayman Islands (“Cayman Islands Partnership”) of approximately HK\$408,159,000 (2017: HK\$578,244,000).

The Cayman Islands Partnership has a term of ten years from the date of initial closing. Purposes of the Cayman Islands Partnership are to achieve exceptional returns by acquiring, holding and disposing of equity, equity-related securities, high-yield structured financial products, independently or with others, in companies with various operations or such other activities.

## 附註：

- (i) 於二零一八年十二月三十一日，本集團持有若干恒大股份。於截至二零一八年十二月三十一日止年度，根據於活躍市場之買入報價而釐定恒大股份未變現公平值變動之虧損約3,052,253,000港元（二零一七年：未變現收益9,928,302,000港元）已於通過其他全面收益以反映公平值計量之金融資產之儲備內入賬。於二零一八年十二月三十一日，本集團持有恒大股份之賬面值為20,167,000,000港元（二零一七年：23,110,730,000港元）。

於二零一八年十二月三十一日，上市股本證券之賬面值為20,167,000,000港元（二零一七年：23,110,730,000港元），當中賬面值總額約為1,195,950,000港元（二零一七年：1,831,576,000港元）之上市股本證券，根據匯集證券借貸協議所載之條款及條件，可供借出予金融機構以賺取借貸費收入，而該等證券或大致等同之證券將會歸還予本集團。於報告期末，並無已借出之上市股本證券（二零一七年：賬面值619,103,000港元）。

- (ii) 於二零一八年十二月三十一日，賬面值主要為投資於一間開曼群島獲豁免有限合夥企業法（經修訂）成立之獲豁免有限合夥企業（「開曼群島合夥企業」）約408,159,000港元（二零一七年：578,244,000港元）。

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、持有及出售多種業務之公司之股本、股本相關證券或高收益之結構性財務產品或其他之活動以取得優厚的回報。

## 27. FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Cont'd)

The quoted price in active market of equity securities listed in Hong Kong represents quoted market bid price available on the Stock Exchange.

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

Included in non-current assets, there were financial assets measured at FVTOCI of approximately HK\$21,367,307,000 (2017: HK\$24,141,960,000). They were included in non-current assets according to their intended holding periods. Notwithstanding the presentation of the above assets as non-current assets, these financial assets to the extent of HK\$20,167,000,000 (2017: HK\$23,110,730,000) were listed securities investments and could be realised in the market at any time within twelve months from the end of the reporting period.

## 28. ADVANCE(S) TO INVESTEE COMPANIES AND A NON-CONTROLLING SHAREHOLDER

- (a) The advances to investee companies are unsecured and interest-free. 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.
- (b) The advance to a non-controlling shareholder is unsecured and interest-free. The Group will not demand for repayment within one year from the end of the reporting period and the amount is therefore shown as non-current.

## 27. 通過其他全面收益以反映公平值計量之金融資產 (續)

就香港上市股本證券於活躍市場之報價，乃指聯交所之市場買入報價。

就以公平值計量之非上市股本證券而言，公平值計量之詳情已於附註5(c)內披露。

非流動資產中包括通過其他全面收益以反映公平值計量之金融資產約21,367,307,000港元(二零一七年：24,141,960,000港元)。根據彼等之擬定持有期而計入非流動資產。儘管上述資產呈列為非流動資產，該等金融資產之金額20,167,000,000港元(二零一七年：23,110,730,000港元)為上市證券投資，可於報告期末起十二個月內任何時間於市場上變現。

## 28. 墊付接受投資公司及一間非控股股東款項

- (a) 墊付接受投資公司款項乃無抵押及免息。本集團不會要求於報告期末起一年內償還，故將該等款項列作非流動性質。
- (b) 墊付一間非控股股東款項乃無抵押及免息。本集團不會要求於報告期末起一年內償還，故將該款項列作非流動性質。

## 29. 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:

		<b>Investment properties</b>	<b>Accelerated tax depreciation</b>	<b>Tax losses</b>	<b>Total</b>
		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, 2017	於二零一七年一月一日	124,180	(684)	(1,322)	122,174
Exchange adjustments	匯兌調整	17	956	(85)	888
Charged to the consolidated statement of comprehensive income (Note 13)	於綜合全面收益報表中扣除 (附註13)	3,181	4,994	4,875	13,050
Acquisition of assets through acquisition of a subsidiary (Note 40)	透過收購一間附屬公司收購資產 (附註40)	-	22,242	(5,989)	16,253
Disposal of subsidiaries (Note 39(a))	出售附屬公司 (附註39(a))	(104,419)	-	-	(104,419)
<b>At 31st December, 2017</b>	<b>於二零一七年十二月三十一日</b>	<b>22,959</b>	<b>27,508</b>	<b>(2,521)</b>	<b>47,946</b>
Exchange adjustments	匯兌調整	(129)	(1,517)	92	(1,554)
Charged to the consolidated statement of comprehensive income (Note 13)	於綜合全面收益報表中扣除 (附註13)	2,227	2,004	370	4,601
<b>At 31st December, 2018</b>	<b>於二零一八年十二月三十一日</b>	<b>25,057</b>	<b>27,995</b>	<b>(2,059)</b>	<b>50,993</b>

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:

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Deferred tax liabilities	遞延稅項負債	<b>52,892</b>	50,365
Deferred tax assets	遞延稅項資產	<b>(1,899)</b>	(2,419)
		<b>50,993</b>	47,946

以下為本集團於本報告期間及過往報告期間主要遞延稅項負債之撥備 (資產之確認) 及其變動:

就綜合財務狀況報表之呈列, 若干遞延稅項負債及資產已作對銷。就財務報告用途之遞延稅項結餘分析如下:

## 29. DEFERRED TAXATION (Cont'd)

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\$23,588,000 (2017: HK\$14,624,000) will be expired in one to five years. Other unrecognised tax losses may be carried forward indefinitely and subject to the confirmation from the respective tax authority.

## 30. 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\$154,195,000 (2017: HK\$172,972,000) have been pledged to secure short-term borrowings and are therefore classified as current assets. The remaining deposits amounting to approximately HK\$83,203,000 (2017: HK\$90,541,000) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

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

## 29. 遞延稅項 (續)

於報告期末，本集團由於難以預料未來溢利而未確認以下之主要遞延稅項資產。

2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>(285)</b>	(466)
<b>(271,661)</b>	(448,167)
<b>(271,946)</b>	(448,633)

於報告期末，本集團於一至五年內到期而未被確認之未使用稅務虧損約為23,588,000港元（二零一七年：14,624,000港元）。其餘未確認之稅務虧損可無限期結轉，並須待相關稅務局確認。

## 30. 其他金融資產

### (a) 抵押存款

該等款額指抵押予銀行及其他金融機構，作為本集團獲授信貸額之存款。約154,195,000港元（二零一七年：172,972,000港元）之存款已作為短期借貸之抵押，故被分類為流動資產。餘下約83,203,000港元（二零一七年：90,541,000港元）之存款已作為長期借貸之抵押，故被分類為非流動資產。

以上抵押存款按當時市場之存款利率計息。該等抵押存款將於有關借貸獲償還時解除。

### 30. OTHER FINANCIAL ASSETS (Cont'd)

#### (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 and certain bank balances carry interest at prevailing market deposit rates. As at 31st December, 2018, time deposits with maturity greater than three months amounted to approximately HK\$108,700,000 (2017: HK\$88,824,000) and the remaining deposit was with maturity within one month. The Group does not hold collateral over the deposit balances. As at 31st December, 2018, balances of cash and cash equivalents amounted to approximately HK\$605,872,000 (2017: HK\$570,578,000).

### 31. STOCK OF PROPERTIES

As at 31st December, 2018 and 2017, all of the stock of properties were completed properties.

As at 31st December, 2018 and 2017, the Directors reviewed the carrying amounts of the completed properties with reference to prevailing market conditions and the estimated selling prices provided by B.I. Appraisals.

During the year ended 31st December, 2018, a write-down of completed properties of approximately HK\$2,549,000 (2017: HK\$3,830,000) was recognised in the consolidated statement of comprehensive income as a result that net realisable value of a completed property was lower than its carrying amount.

### 32. INVENTORIES

Finished goods	製成品
Raw materials	原材料

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

### 30. 其他金融資產 (續)

#### (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

定期存款及若干銀行結餘按當時市場之存款利率計息。於二零一八年十二月三十一日，存款期多於三個月之定期存款金額約為108,700,000港元（二零一七年：88,824,000港元），餘下存款於一個月內到期。本集團並無就存款結餘持有抵押。於二零一八年十二月三十一日，現金及現金等值項目結餘金額約為605,872,000港元（二零一七年：570,578,000港元）。

### 31. 物業存貨

於二零一八年及二零一七年十二月三十一日，所有物業存貨均為落成物業。

於二零一八年及二零一七年十二月三十一日，董事參考當時市況及由保柏國際評估提供之估計售價，審閱落成物業之賬面值。

於截至二零一八年十二月三十一日止年度，因落成物業之可變現淨值較其賬面值低而導致落成物業之減值約2,549,000港元（二零一七年：3,830,000港元）並於綜合全面收益報表中確認。

### 32. 存貨

<b>2018</b>	2017
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>2,125</b>	1,472
<b>1,062</b>	1,188
<b>3,187</b>	2,660

所有存貨按成本及可變現淨值兩者中較低者列賬。

### 33. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS

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

Included in debtors, deposits, other receivables and prepayments are trade receivables of approximately HK\$3,553,000 (2017: HK\$5,487,000) mainly comprised rental receivables billed in advance and settlements from tenants which are expected upon receipts of billings and receivables from cosmetic business.

The carrying amounts of trade receivables (net of allowance for doubtful debts) of the Group's major businesses are as follows:

Property leasing	物業租賃
Cosmetic business	化妝品業務
Property trading	物業買賣

### 33. 應收賬項、按金、其他應收賬項及預付款項

2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>3,985</b>	5,928
<b>(432)</b>	(441)
<b>3,553</b>	5,487
<b>46,386</b>	52,862
<b>467,623</b>	857,764
<b>517,562</b>	916,113

應收賬項、按金、其他應收賬項及預付款項包括應收貿易賬項約3,553,000港元(二零一七年：5,487,000港元)，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，以及來自化妝品業務之應收賬項。

本集團主要業務應收貿易賬項(扣除呆賬準備)之賬面值如下：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>1,240</b>	3,019
<b>2,313</b>	2,445
<b>-</b>	23
<b>3,553</b>	5,487



### 33. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

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.

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

### 33. 應收賬項、按金、其他應收賬項及預付款項 (續)

本集團已制訂明確之信貸政策，以評估各交易方之信貸質素。本集團密切監察收款情況，務求盡量減低該等應收貿易賬項相關之信貸風險。就已售物業之代價，買方須根據買賣協議之條款支付。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。

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

2018 HK\$'000 千港元	2017 HK\$'000 千港元
755	2,505
534	998
634	391
1,630	1,593
<b>3,553</b>	<b>5,487</b>

已逾期但未被減值之應收貿易賬項之賬齡分析如下：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
949	2,238
339	575
63	304
1,433	1,128
<b>2,784</b>	<b>4,245</b>

### 33. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

Movement in the allowance for doubtful debts:

At 1st January	於一月一日
Impairment losses (reversed) recognised in respect of trade receivables	就應收貿易賬項之減值虧損 (撥回) 確認
Amount written off as uncollectible	因不可收回而撇銷之款項
<b>At 31st December</b>	<b>於十二月三十一日</b>

For those past due but not impaired receivables, 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 rental receivables of approximately HK\$969,000 (2017: HK\$1,109,000) 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.

### 33. 應收賬項、按金、其他應收賬項及預付款項 (續)

呆賬撥備之變動：

<b>2018</b>	2017
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>441</b>	191
<b>(7)</b>	250
<b>(2)</b>	-
<b>432</b>	441

就已逾期但未被減值之應收賬項而言，雖然本集團並無持有任何抵押品作擔保，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，並認為該等數額仍可收回，無須作進一步（多於呆賬撥備）之信貸撥備。

超過九十日之應收貿易賬項包括應收租金約969,000港元（二零一七年：1,109,000港元）（其足以被收取有關租戶之租金訂金所保障），根據本集團之撥備政策，無須為該等應收賬項作出撥備。

既無逾期亦未被減值之應收貿易賬項之質素良好。

### 33. DEBTORS, DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS (Cont'd)

The entire amount of outstanding claim receivable from Shantou City Chenghai District State-owned Land Resources Bureau (formerly known as Shantou City Chenghai District Planning and State-owned Land Resources Bureau) ("Chenghai Bureau") was received during the year ended 31st December, 2018 (2017: included in other receivables with the principal amount of RMB41,540,000 (equivalent to approximately HK\$49,694,000)) for the recovery of the down payment made by the Group for the acquisition of the property interests located in Xinxi Town, Chenghai District, Shantou City, the PRC. The down payment was fully impaired in prior years. On 5th December, 2012, the Shantou City Intermediate People's Court ("Intermediate Court") delivered a judgment in favour of the Group and upheld the majority claims of the Group. On 26th February, 2014, the High People's Court of Guangdong Province declared its judgment on 3rd December, 2013, which upheld the ruling of the Intermediate Court and dismissed the appeals of the Group and Chenghai Bureau, became effective on 23rd February, 2014. Up to 31st December, 2018, the Group received approximately RMB89,189,000 (2017: RMB13,000,000) including the interest as satisfaction of the enforcement and the enforcement of the judgment has been completed.

### 34. CREDITORS AND ACCRUALS

Included in creditors and accruals are trade payables of approximately HK\$6,555,000 (2017: HK\$2,549,000).

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

### 33. 應收賬項、按金、其他應收賬項及預付款項 (續)

於截至二零一八年十二月三十一日止年度，本集團已收回汕頭市澄海區國土資源局（前稱汕頭市澄海區規劃與國土資源局）（「澄海當局」）未償還之應收索償之全數（二零一七年：其他應收賬項包括之本金人民幣41,540,000（相當於約49,694,000港元）），為收回本集團已繳交位於中國汕頭市澄海區新溪鎮物業權益之預付土地款。該預付土地款已於過往年度悉數減值。於二零一二年十二月五日，汕頭市中級人民法院（「中級法院」）作出判決，支持本集團大部分訴訟請求。於二零一四年二月二十六日，廣東省高級人民法院裁判其於二零一三年十二月三日之判決，即本集團及澄海當局之上訴均不獲支持，駁回上訴，維持中級法院原判，並於二零一四年二月二十三日生效。截至二零一八年十二月三十一日止，本集團收回約人民幣89,189,000（二零一七年：人民幣13,000,000），包括作為利息之執行款，該執行判決已告完成。

### 34. 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6,555,000港元（二零一七年：2,549,000港元）。

應付貿易賬項於報告期末之賬齡分析如下：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
6,531	2,539
24	10
<b>6,555</b>	<b>2,549</b>

### 35. BORROWINGS

### 35. 借貸

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Secured bank borrowings repayable within a period of (note):	須於下列期間償還之有抵押銀行借貸(附註):		
Less than one year	一年以下	<b>1,371,935</b>	2,224,105
More than one year but within two years	一年以上但不超逾兩年	<b>131,385</b>	105,105
More than two years but within five years	兩年以上但不超逾五年	<b>4,312,602</b>	2,358,867
More than five years	超逾五年	-	1,245,495
		<b>5,815,922</b>	5,933,572
Secured bank borrowing that contains repayment on demand clause (shown as current liability) but repayable within a period of (note):	附帶按要求償還條款之有抵押銀行借貸(列作流動負債), 惟須於下列期間償還(附註):		
More than two years but within five years	兩年以上但不超逾五年	<b>601,279</b>	665,781
Total secured bank borrowings	有抵押銀行借貸總額	<b>6,417,201</b>	6,599,353
Other secured borrowings repayable within one year	須於一年內償還之其他有抵押借貸	<b>7,330,474</b>	9,873,660
		<b>13,747,675</b>	16,473,013
Less: Amounts due within one year	減: 一年內到期之款項	<b>(9,303,688)</b>	(12,763,546)
Amounts due after one year	一年後到期之款項	<b>4,443,987</b>	3,709,467

Note: The amounts due are based on scheduled repayment dates as set out in the loan agreement(s).

附註: 該等到期之金額按貸款協議中載列之預定還款日期。

The bank borrowings denominated in HK\$ are variable-rate borrowings which carry interest at HIBOR plus 0.68% or cost of funds of a bank plus 0.90% (2017: ranging from HIBOR plus 0.70% to 1.00%) per annum.

以港元計值之銀行借貸為浮息借貸, 年利率按香港銀行同業拆息加0.68厘或一間銀行資金成本加0.90厘(二零一七年: 香港銀行同業拆息加0.70厘至1.00厘)計算。

### 35. BORROWINGS (Cont'd)

The borrowings denominated in GBP and US\$ from banks and a financial institution are variable-rate borrowings which carry interest at cost of funds of a bank plus 0.90% or ranging from LIBOR plus 1.08% to 1.62% (2017: LIBOR plus 1.08% to 1.62%) per annum.

Other borrowings are variable-rate borrowings which carry interest ranging from costs of funds of individual financial institutions plus 0.25% to 0.55% or HIBOR plus 1.10% to 1.95% (2017: costs of funds of individual financial institutions plus 0.25% to 0.75% or at HIBOR plus 1.95%) per annum.

The Group's borrowings that are denominated in currencies other than HK\$ are set out below:

US\$	美元
GBP	英鎊

### 35. 借貸 (續)

以英鎊及美元計值之銀行及金融機構借貸為浮息借貸，年利率按一間銀行資金成本加0.90厘或倫敦銀行同業拆息加1.08厘至1.62厘（二零一七年：倫敦銀行同業拆息加1.08厘至1.62厘）計算。

其他借貸為浮息借貸，年利率按個別金融機構資金成本加0.25厘至0.55厘或香港銀行同業拆息加1.10厘至1.95厘（二零一七年：個別金融機構資金成本加0.25厘至0.75厘或香港銀行同業拆息加1.95厘）計算。

本集團以港元以外貨幣計值之借貸載列如下：

	<b>2018</b>	2017
	<b>HK\$'000</b>	HK\$'000
	千港元	千港元
	<b>2,124,371</b>	345,036
	<b>4,131,919</b>	4,837,979
	<b>6,256,290</b>	5,183,015

### 36. SHARE CAPITAL

Movements in the share capital of the Company during the year were as follows:

### 36. 股本

本公司之股本於本年度變動如下：

		Number of shares		Share capital	
		股份數目	2017	股本	2017
		<b>2018</b>		<b>2018</b>	2017
		5,000,000,000	5,000,000,000	HK\$'000	HK\$'000
		千港元		千港元	千港元
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	<b>5,000,000,000</b>	5,000,000,000	<b>500,000</b>	500,000
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	<b>1,907,619,079</b>	1,907,619,079	<b>190,762</b>	190,762

### 37. LOAN FROM A DIRECTOR

During the year ended 31st December, 2017, the Group entered into two facility agreements with a Director. At the request of the Group, the Director agreed to make available to the Group revolving loan facilities of up to GBP105,000,000 (equivalent to HK\$1,053,570,000) and HK\$800,000,000 with their respective termination date falling within the year ended 31st December, 2017 of which the facilities were fully drawn and repaid during the year ended 31st December, 2017. These loans were unsecured and interest-free.

During the year ended 31st December, 2017, the Group further entered into a facility agreement with the Director. At the request of the Group, the Director has agreed to make available to the Group a revolving loan facility of up to HK\$2,000,000,000 with termination date falling beyond one year from 31st December, 2017 of which an aggregate amount of HK\$1,835,500,000 was drawn up to 31st December, 2017 and fully repaid during the year ended 31st December, 2018. Thereafter, further loans of HK\$400,000,000 and GBP1,000,000 (equivalent to HK\$10,229,000) were drawn and fully repaid during the year ended 31st December, 2018. These loans were unsecured and interest-free.

### 38. AMOUNTS DUE TO ASSOCIATES AND NON-CONTROLLING SHAREHOLDERS

The amounts due to associates and non-controlling shareholders are unsecured and interest-free. The associates 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.

### 37. 董事貸款

於截至二零一七年十二月三十一日止年度，本集團與一位董事訂立兩份融資協議。按本集團要求，該董事同意授予本集團上限為105,000,000英鎊（相當於1,053,570,000港元）及800,000,000港元之循環貸款額，其各自之終止日期為截至二零一七年十二月三十一日止年度內，該等貸款額獲悉數提取及已於截至二零一七年十二月三十一日止年度內償還。該等貸款乃無抵押及免息。

於截至二零一七年十二月三十一日止年度，本集團與該董事再訂立一份融資協議。按本集團要求，該董事同意授予本集團上限為2,000,000,000港元之循環貸款額，其終止日期為二零一七年十二月三十一日起一年後，截至二零一七年十二月三十一日止，當中已提取金額合共為1,835,500,000港元，及已於截至二零一八年十二月三十一日止年度內悉數償還。其後，另外400,000,000港元及1,000,000英鎊（相當於10,229,000港元）之貸款獲提取及已於截至二零一八年十二月三十一日止年度內悉數償還。該等貸款乃無抵押及免息。

### 38. 欠負聯營公司及非控股股東款項

欠負聯營公司及非控股股東款項均為無抵押及免息。該等聯營公司及非控股股東不會於報告期末起一年內要求償還，故將該等款項列作非流動性質。

### 39. DISPOSALS OF SUBSIDIARIES

#### (a) Disposal of the Pinecrest Group to a connected person on 10th February, 2017

On 5th December, 2016, (i) New Silver Limited (“New Silver”), an indirect wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of New Silver; (iii) Strong Point Ventures Limited (“Strong Point Ventures”), a company wholly and beneficially owned by Mr. Lau, Ming-wai (“Mr. MW Lau”), being a non-executive Director; and (iv) Mr. MW Lau, being the guarantor of Strong Point Ventures, entered into a sale and purchase agreement, pursuant to which New Silver agreed to sell and Strong Point Ventures agreed to acquire the entire issued share capital of Pinecrest.

The Pinecrest Disposal was completed on 10th February, 2017 at a consideration of approximately HK\$352,221,000. Upon completion, the Pinecrest Group ceased to be subsidiaries of the Company and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Details of the Pinecrest Disposal were set out in the announcements of the Company dated 5th December, 2016, 13th January, 2017 and 10th February, 2017 and the circular of the Company dated 28th December, 2016.

### 39. 出售附屬公司

#### (a) 於二零一七年二月十日出售Pinecrest集團予關連人士

於二零一六年十二月五日，(i) New Silver Limited (「New Silver」) (本公司之一間間接全資擁有附屬公司)；(ii)本公司，作為New Silver擔保人；(iii) Strong Point Ventures Limited (「Strong Point Ventures」) (一間由非執行董事劉鳴煒先生(「劉鳴煒先生」)全資及實益擁有之公司)；及(iv)劉鳴煒先生，作為Strong Point Ventures擔保人，訂立一項買賣協議。據此，New Silver同意出售及Strong Point Ventures同意購買Pinecrest之全部已發行股本。

Pinecrest出售於二零一七年二月十日完成，代價約為352,221,000港元。於完成後，Pinecrest集團不再為本公司之附屬公司，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。

Pinecrest出售之詳情已載列於本公司日期為二零一六年十二月五日、二零一七年一月十三日及二零一七年二月十日之公布以及二零一六年十二月二十八日之通函內。



39. DISPOSALS OF SUBSIDIARIES (Cont'd)

39. 出售附屬公司 (續)

(a) Disposal of the Pinecrest Group to a connected person on 10th February, 2017 (Cont'd)

(a) 於二零一七年二月十日出售Pinecrest集團予關連人士 (續)

		2017 HK\$'000 千港元
The consolidated net assets of the Pinecrest Group as at the date of disposal were as follows:	Pinecrest集團於出售日期之綜合資產淨值如下：	
Investment properties (Note 19)	投資物業 (附註19)	347,162
Equipment	設備	22
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	681
Bank balances and cash	銀行結餘及現金	5,805
Amount due from the Group	本集團欠負款項	289,856
Creditors and accruals	應付賬項及應計款項	(613)
Deposits and receipts in advance	按金及預收款項	(13,392)
Tax liabilities	稅項負債	(281)
Deferred tax liabilities (Note 29)	遞延稅項負債 (附註29)	(104,419)
		<hr/>
Consolidated net assets disposed of	出售綜合資產淨值	524,821
Release of translation reserve upon disposal	於出售時撥回之匯兌儲備	409
Assumption of amount due from the Group	承擔本集團欠負款項	(289,856)
Gain on disposal of subsidiaries	出售附屬公司之收益	114,368
		<hr/>
		349,742
		<hr/>
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	352,221
Expenses incurred for disposal	出售所產生之開支	(2,479)
		<hr/>
		349,742
		<hr/>
Net cash inflow arising from disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	352,221
Settled by special interim dividend (note)	以特別中期股息支付 (附註)	(240,786)
		<hr/>
Net cash consideration received	已收現金代價淨額	111,435
Expenses incurred for disposal	出售所產生之開支	(2,479)
Bank balances and cash disposed of	已出售之銀行結餘及現金	(5,805)
		<hr/>
		103,151
		<hr/>

The gain on the Pinecrest Disposal was included in other gains and losses, net (Note 12(i)) in the consolidated statement of comprehensive income.

Pinecrest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12(i)) 內。

## 39. DISPOSALS OF SUBSIDIARIES (Cont'd)

**(a) Disposal of the Pinecrest Group to a connected person on 10th February, 2017 (Cont'd)**

Note: Strong Point Ventures had elected to settle the consideration by procuring the entitlement of each of Global King (PTC) Ltd. ("Global King") and Joseph Lau Luen Hung Investments Limited ("JLLHIL"), both were shareholders of the Company, on the special interim dividend (Note 17(c)) in an amount of approximately HK\$240,786,000.

**(b) Disposal of the Win Kings Group to a connected person on 10th February, 2017**

On 5th December, 2016, (i) Paul Y. Holdings Company Limited ("Paul Y."), a direct wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of Paul Y.; (iii) Creative Dragon Ventures Limited ("Creative Dragon Ventures"), a company wholly and beneficially owned by Ms. Chan, Hoi-wan ("Ms. HW Chan"), being an associate of three Directors (Ms. Chan, Sze-wan, Ms. Chan, Lok-wan and Mr. MW Lau) and an associate of Mr. Joseph Lau, Luen-hung ("Mr. Joseph Lau"), the then substantial shareholder and controlling shareholder of the Company, at the time of entering into the agreement; and (iv) Ms. HW Chan, being the guarantor of Creative Dragon Ventures, entered into a sale and purchase agreement, pursuant to which Paul Y. agreed to sell and Creative Dragon Ventures agreed to acquire the entire issued share capital of Win Kings.

The Win Kings Disposal was completed on 10th February, 2017 at a consideration of approximately HK\$889,554,000. Upon completion, the Win Kings Group ceased to be subsidiaries of the Company and its consolidated results, assets and liabilities were ceased to be consolidated with those of the Group.

Details of the Win Kings Disposal were set out in the announcements of the Company dated 5th December, 2016, 13th January, 2017 and 10th February, 2017 and the circular of the Company dated 28th December, 2016.

## 39. 出售附屬公司 (續)

**(a) 於二零一七年二月十日出售Pinecrest集團予關連人士 (續)**

附註：Strong Point Ventures選擇促使Global King (PTC) Ltd. (「Global King」)及Joseph Lau Luen Hung Investments Limited (「JLLHIL」) (彼等均為本公司之股東)以各自之特別中期股息權利(附註17(c))用作支付代價，金額約為240,786,000港元。

**(b) 於二零一七年二月十日出售Win Kings集團予關連人士**

於二零一六年十二月五日，(i) Paul Y. Holdings Company Limited (「Paul Y.」) (本公司之一間直接全資擁有附屬公司)；(ii)本公司，作為Paul Y.擔保人；(iii) Creative Dragon Ventures Limited (「Creative Dragon Ventures」) (一間由陳凱韻女士(「陳凱韻女士」) (彼於訂立該協議時為三位董事(即陳詩韻女士、陳諾韻女士及劉鳴煒先生)之聯繫人及劉鑾雄先生(「劉鑾雄先生」) (本公司當時之主要股東及控股股東)之聯繫人)全資及實益擁有之公司)；及(iv)陳凱韻女士，作為Creative Dragon Ventures擔保人，訂立一項買賣協議。據此，Paul Y.同意出售及Creative Dragon Ventures同意購買Win Kings之全部已發行股本。

Win Kings出售於二零一七年二月十日完成，代價約為889,554,000港元。於完成後，Win Kings集團不再為本公司之附屬公司，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。

Win Kings出售之詳情已載列於本公司日期為二零一六年十二月五日、二零一七年一月十三日及二零一七年二月十日之公布以及二零一六年十二月二十八日之通函內。

### 39. DISPOSALS OF SUBSIDIARIES (Cont'd)

**(b) Disposal of the Win Kings Group to a connected person on 10th February, 2017 (Cont'd)**

		2017 HK\$'000 千港元
The consolidated net assets of the Win Kings Group as at the date of disposal were as follows:	Win Kings集團於出售日期之綜合資產淨值如下：	
Stock of properties	物業存貨	859,061
Deposits and prepayments	按金及預付款項	1,048
Bank balance	銀行結餘	1,291
Creditors and accruals	應付賬項及應計款項	(2,434)
Amount due to the Group	欠負本集團款項	<u>(624,967)</u>
Consolidated net assets disposed of	出售綜合資產淨值	233,999
Sale of amount due to the Group	銷售欠負本集團款項	624,967
Gain on disposal of subsidiaries	出售附屬公司之收益	<u>28,958</u>
		<u>887,924</u>
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	889,554
Expenses incurred for disposal	出售所產生之開支	<u>(1,630)</u>
		<u>887,924</u>
Net cash inflow arising from disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	889,554
Settled by special interim dividend (note)	以特別中期股息支付(附註)	<u>(615,342)</u>
Net cash consideration received	已收現金代價淨額	274,212
Expenses incurred for disposal	出售所產生之開支	(1,630)
Bank balance disposed of	已出售之銀行結餘	<u>(1,291)</u>
		<u>271,291</u>

The gain on the Win Kings Disposal was included in other gains and losses, net (Note 12(ii)) in the consolidated statement of comprehensive income.

Note: Creative Dragon Ventures had elected to settle the consideration by procuring the entitlement of each of Global King and JLLHIL on the special interim dividend (Note 17(c)) in an amount of approximately HK\$615,342,000.

### 39. 出售附屬公司 (續)

**(b) 於二零一七年二月十日出售Win Kings集團予關連人士 (續)**

Win Kings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12(ii))內。

附註：Creative Dragon Ventures選擇促使Global King及JLLHIL以各自之特別中期股息權利(附註17(c))用作支付代價，金額約為615,342,000港元。

**39. DISPOSALS OF SUBSIDIARIES (Cont'd)****(c) Disposal of Great Captain to a connected person on 23rd June, 2017**

On 15th March, 2017, (i) China Entertainment and Land Investment Company, Limited ("CELIC"), a direct wholly-owned subsidiary of the Company; (ii) the Company, being the guarantor of CELIC; (iii) Perfect Sign Investments Limited ("Perfect Sign"), a company wholly and beneficially owned by Ms. HW Chan, being an executive Director and a substantial shareholder of the Company (as trustee for two of her minor children); and (iv) Ms. HW Chan, being the guarantor of Perfect Sign, entered into a sale and purchase agreement, pursuant to which CELIC agreed to sell and Perfect Sign agreed to acquire the entire issued share capital of Great Captain Limited ("Great Captain"), an indirect wholly-owned subsidiary of the Company ("Great Captain Disposal").

The Great Captain Disposal was completed on 23rd June, 2017 at a consideration of approximately HK\$5,567,687,000. Upon completion, Great Captain ceased to be a subsidiary of the Company and its results, assets and liabilities were ceased to be consolidated with those of the Group.

Details of the Great Captain Disposal were set out in the announcements of the Company dated 15th March, 2017, 4th May, 2017 and 23rd June, 2017 and the circular of the Company dated 13th April, 2017.

**39. 出售附屬公司 (續)****(c) 於二零一七年六月二十三日出售Great Captain予關連人士**

於二零一七年三月十五日，(i)中華娛樂置業有限公司(「中娛置業」)(本公司之一間直接全資擁有附屬公司)；(ii)本公司，作為中娛置業擔保人；(iii) Perfect Sign Investments Limited(「Perfect Sign」)(一間由陳凱韻女士(為執行董事且為本公司之主要股東(作為其兩位未成年子女之信託人))全資及實益擁有之公司)；及(iv)陳凱韻女士，作為 Perfect Sign 擔保人，訂立一項買賣協議。據此，中娛置業同意出售及 Perfect Sign 同意購買 Great Captain Limited(「Great Captain」)(本公司之一間間接全資擁有附屬公司)之全部已發行股本(「Great Captain 出售」)。

Great Captain 出售於二零一七年六月二十三日完成，代價約為5,567,687,000港元。於完成後，Great Captain 不再為本公司之一間附屬公司，其業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

Great Captain 出售之詳情已載列於本公司日期為二零一七年三月十五日、二零一七年五月四日及二零一七年六月二十三日之公布以及二零一七年四月十三日之通函內。

39. DISPOSALS OF SUBSIDIARIES (Cont'd)

39. 出售附屬公司 (續)

(c) Disposal of Great Captain to a connected person on 23rd June, 2017 (Cont'd)

(c) 於二零一七年六月二十三日出售Great Captain予關連人士 (續)

		2017 HK\$'000 千港元
The net assets of Great Captain as at the date of disposal were as follows:	Great Captain於出售日期之資產淨值如下：	
Financial asset measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之金融資產	6,685,708
Other receivable	其他應收賬項	146,696
Borrowing (Note 42)	借貸 (附註42)	(1,264,717)
Amount due to the Group	欠負本集團款項	<u>(5,501,013)</u>
Net assets disposed of	出售資產淨值	66,674
Sale of amount due to the Group	銷售欠負本集團款項	<u>5,501,013</u>
		<u>5,567,687</u>
Satisfied by:	以下列方式支付：	
Cash consideration	現金代價	<u>5,567,687</u>
Net cash inflow arising from disposal:	出售時產生之現金流入淨額：	
Cash consideration	現金代價	5,567,687
Settled by special interim dividend (note)	以特別中期股息支付 (附註)	<u>(4,163,339)</u>
Net cash consideration received	已收現金代價淨額	1,404,348
Expenses incurred for disposal	出售所產生之開支	<u>(1,687)</u>
		<u>1,402,661</u>

Note: Perfect Sign had elected to settle the consideration by procuring the entitlement of each of Solar Bright Ltd., JLLHIL and Century Frontier Limited, all are shareholders of the Company, on the special interim dividend (Note 17(d)) in an amount of approximately HK\$4,163,339,000.

附註：Perfect Sign選擇促使Solar Bright Ltd.、JLLHIL及Century Frontier Limited (彼等均為本公司之股東) 以各自之特別中期股息權利 (附註17(d)) 用作支付代價，金額約為4,163,339,000港元。

## 39. DISPOSALS OF SUBSIDIARIES (Cont'd)

## 39. 出售附屬公司 (續)

## (d) Disposal of Union Wings on 24th July, 2017

On 24th July, 2017, the Group disposed of its entire issued share capital and amount due to the Group in Union Wings to an independent third party.

The Union Wings Disposal was completed on 24th July, 2017 at a consideration of HK\$800,000. Upon completion, Union Wings ceased to be a subsidiary of the Company and its results, assets and liabilities were ceased to be consolidated with those of the Group.

The net liability of Union Wings as at the date of disposal was as follows:

Equipment  
Amount due to the Group

Net liability disposed of  
Sale of amount due to the Group  
Gain on disposal of a subsidiary

Satisfied by:  
Cash consideration

Net cash inflow arising from disposal:  
Cash consideration received

The gain on the Union Wings Disposal was included in other gains and losses, net (Note 12(iii)) in the consolidated statement of comprehensive income.

## (d) 於二零一七年七月二十四日出售遠榮

於二零一七年七月二十四日，本集團向獨立第三方出售其於遠榮之全部已發行股本及欠負本集團款項。

遠榮出售於二零一七年七月二十四日完成，代價為800,000港元。於完成後，遠榮不再為本公司之一間附屬公司，其業績、資產及負債已不再計入本集團之綜合業績、資產及負債內。

2017  
HK\$'000  
千港元

遠榮於出售日期之負債淨值如下：

設備 —  
欠負本集團款項 (721)

出售負債淨值 (721)  
銷售欠負本集團款項 721  
出售一間附屬公司之收益 800

以下列方式支付：  
現金代價 800

出售時產生之現金流入淨額：  
已收現金代價 800

遠榮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12(iii)）內。

## 40. ACQUISITION OF ASSETS THROUGH ACQUISITION OF A SUBSIDIARY

### Acquisition of Knightlights Property International S.A. ("KPI")

On 5th May, 2017 (London time), the Group acquired a property located in the United Kingdom and its related assets and liabilities by way of acquisition of the entire issued share capital of KPI ("Acquisition"). The Acquisition was completed on 5th May, 2017 (London time) at a cash consideration of approximately GBP96,830,000 (equivalent to approximately HK\$965,984,000) and repayment of loan due to former shareholder on behalf of KPI of approximately GBP77,049,000 (equivalent to approximately HK\$773,106,000). KPI holds a mixed use freehold building located in 11 and 12 St James's Square and 14 to 17 Ormond Yard, London, the United Kingdom. Details of the Acquisition were set out in the announcement of the Company dated 7th May, 2017.

Under HKFRSs, the Acquisition was accounted for as an acquisition of assets and liabilities as KPI being acquired by the Group does not constitute an acquisition of business. The Group identified and recognised the individual identifiable assets acquired and liabilities assumed. The cost of the Acquisition was allocated to the individual identifiable assets and liabilities on the basis of their relative fair values as at the date of acquisition. Such a transaction does not give rise to goodwill.

## 40. 透過收購一間附屬公司收購資產

### 收購Knightlights Property International S.A. (「KPI」)

於二零一七年五月五日(倫敦時間)，本集團透過收購KPI之全部已發行股本收購一項位於英國之物業及其相關資產及負債(「收購事項」)。收購事項於二零一七年五月五日(倫敦時間)完成，現金代價約為96,830,000英鎊(相當於約965,984,000港元)及代表KPI償還欠前股東貸款約為77,049,000英鎊(相當於約773,106,000港元)。KPI持有一幢位於英國倫敦St James's Square 11及12號以及Ormond Yard 14至17號之綜合用途永久業權樓宇。收購事項之詳情已載列於本公司日期為二零一七年五月七日之公布內。

根據香港財務報告準則，由於本集團收購KPI並不構成一項業務收購，故收購事項以收購資產及負債入賬。本集團識別及確認個別可識別之收購資產及承擔負債。收購事項之成本分配至個別可識別資產及負債，按其於收購日期相關公平值為基準。此項交易並無產生商譽。



40. ACQUISITION OF ASSETS THROUGH  
ACQUISITION OF A SUBSIDIARY (Cont'd)40. 透過收購一間附屬公司收購資  
產 (續)Acquisition of Knightlights Property International S.A.  
("KPI") (Cont'd)收購Knightlights Property International  
S.A. (「KPI」) (續)

		2017 HK\$'000 千港元
The net assets of KPI as at the date of acquisition were as follows:	KPI於收購日期之資產淨值如下：	
Investment properties (Note 19)	投資物業(附註19)	1,779,563
Debtors, deposits, other receivables and prepayments	應收賬項、按金、其他應收賬項及預付款項	22,108
Bank balances	銀行結餘	65,619
Creditors and accruals	應付賬項及應計款項	(8,565)
Deposits and receipts in advance	按金及預收款項	(86,761)
Tax liabilities	稅項負債	(273)
Loan due to former shareholder	欠負前股東貸款	(773,106)
Deferred tax liabilities (Note 29)	遞延稅項負債(附註29)	(16,253)
		<hr/>
Net assets acquired	收購資產淨值	982,332
Repayment of loan due to former shareholder	償還欠負前股東貸款	773,106
		<hr/>
		1,755,438
		<hr/> <hr/>
Consideration for acquisition:	收購代價：	
Cash consideration	現金代價	965,984
Repayment of loan due to former shareholder	償還欠負前股東貸款	773,106
Expenses incurred for acquisition	收購所產生之開支	16,348
		<hr/>
		1,755,438
		<hr/> <hr/>
Net cash outflow arising from acquisition:	收購時產生之現金流出淨額：	
Cash consideration paid	已付現金代價	965,984
Repayment of loan due to former shareholder	償還欠負前股東貸款	773,106
Expenses incurred for acquisition	收購所產生之開支	16,348
Bank balances acquired	已收購之銀行結餘	(65,619)
		<hr/>
		1,689,819
		<hr/> <hr/>

## 41. MAJOR NON-CASH TRANSACTIONS

Save as disclosed elsewhere in these consolidated financial statements, the Group did not have major non-cash transactions.

## 42. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified as cash flows from financing activities in the Group's consolidated statement of cash flows.

## 41. 主要非現金交易

除本綜合財務報表其他部分所披露者外，本集團並無主要非現金交易。

## 42. 融資業務所產生負債之對賬

下表載列本集團融資業務所產生之負債變動詳情，包括現金及非現金變動。融資業務所產生之負債乃指其現金流量會或未來現金流量將會於本集團之綜合現金流量表內分類為融資業務產生之現金流量之負債。

		Amounts due to non-				
	Borrowings	Loans from a director	controlling shareholders	Dividend payable	Interest payable	Total
	借貸 HK\$'000 千港元	董事貸款 HK\$'000 千港元	股東款項 HK\$'000 千港元	應付股息 HK\$'000 千港元	應付利息 HK\$'000 千港元	總額 HK\$'000 千港元
At 1st January, 2017	14,591,394	-	84,761	-	14,426	14,690,581
Financing cash flows	2,717,655	1,840,530	(25,000)	(4,747,543)	(232,819)	(447,177)
Exchange adjustments	428,681	(5,030)	-	-	1,127	424,778
Disposal of a subsidiary (Note 39(c))	(1,264,717)	-	-	-	-	(1,264,717)
Dividends declared	-	-	-	9,767,010	-	9,767,010
Settlements of considerations of disposals of subsidiaries by procuring the entitlements of shareholders of the Company on special interim dividends	-	-	-	(5,019,467)	-	(5,019,467)
Total interest (Note 11)	-	-	-	-	234,771	234,771
Other changes	-	-	(10,559)	-	-	(10,559)
At 31st December, 2017	<b>16,473,013</b>	<b>1,835,500</b>	<b>49,202</b>	<b>-</b>	<b>17,505</b>	<b>18,375,220</b>
Financing cash flows	<b>(2,487,567)</b>	<b>(1,835,117)</b>	<b>(25,000)</b>	<b>(209,838)</b>	<b>(343,343)</b>	<b>(4,900,865)</b>
Exchange adjustments	<b>(237,771)</b>	<b>(383)</b>	<b>-</b>	<b>-</b>	<b>(950)</b>	<b>(239,104)</b>
Dividends declared	-	-	-	<b>209,838</b>	-	<b>209,838</b>
Total interest (Note 11)	-	-	-	-	<b>342,356</b>	<b>342,356</b>
Other changes	-	-	<b>(25)</b>	-	-	<b>(25)</b>
<b>At 31st December, 2018</b>	<b>13,747,675</b>	<b>-</b>	<b>24,177</b>	<b>-</b>	<b>15,568</b>	<b>13,787,420</b>

## 43. 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
Financial assets measured at fair value through profit or loss	通過損益以反映公平值計量之金融資產
Financial assets measured at fair value through other comprehensive income	通過其他全面收益以反映公平值計量之金融資產
Non-current pledged deposits	非流動抵押存款
Current pledged deposits	流動抵押存款

As at 31st December, 2018 and 2017, interests in certain subsidiaries of the Company have been pledged as part of the security to secure certain bank borrowings granted to the Group.

## 43. 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：

<b>2018</b>	2017
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>12,770,552</b>	14,234,322
<b>6,685,515</b>	10,738,743
<b>18,760,000</b>	22,437,896
<b>83,203</b>	90,541
<b>154,195</b>	172,972
<b>38,453,465</b>	47,674,474

於二零一八年及二零一七年十二月三十一日，本公司於若干附屬公司之權益已質押作為本集團獲授若干銀行借貸之部分抵押。

#### 44. CAPITAL COMMITMENTS

#### 44. 資本承擔

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Authorised and contracted for:	已批准及已簽約：		
Capital investment in limited partnership (note)	有限合夥企業之資本投資 (附註)	<b>98,387</b>	119,224
Renovation of properties	翻新物業	-	2,111
		<b>98,387</b>	121,335

Note: The Group had committed to make a capital contribution of US\$100,000,000 (equivalent to HK\$783,150,000) in the Cayman Islands Partnership. Up to the end of the reporting period, approximately US\$87,437,000 (equivalent to approximately HK\$677,957,000) (2017: US\$84,748,000 (equivalent to approximately HK\$656,936,000)) among the contribution has been paid by the Group. The outstanding amount was approximately US\$12,563,000 (equivalent to approximately HK\$98,387,000, after exchange adjustment) (2017: US\$15,252,000 (equivalent to approximately HK\$119,224,000, after exchange adjustment)).

Other than the capital commitments as disclosed above, an interest-free funding undertaking in proportion of 50% has been provided by the Group to a 50% joint venture, Landrich (H.K.) Limited, in the event that the funds raised from banks or financial institutions by Landrich (H.K.) Limited are not sufficient for satisfying any working capital requirements at any time. As at 31st December, 2018, Landrich (H.K.) Limited was in net asset position and the Directors consider that Landrich (H.K.) Limited had sufficient working capital and therefore no funding was required as of that date.

附註：本集團就開曼群島合夥企業承諾作出100,000,000美元（相當於783,150,000港元）之資本注資。截至報告期末止，本集團已注資約87,437,000美元（相當於約677,957,000港元）（二零一七年：84,748,000美元（相當於約656,936,000港元））資本承擔金額。未注資之金額約為12,563,000美元（相當於約98,387,000港元（經匯兌調整後））（二零一七年：15,252,000美元（相當於約119,224,000港元（經匯兌調整後）））。

除以上披露之資本承擔外，本集團向一間合資公司（佔50%）—隆裕（香港）有限公司提供按50%比例之免息出資承諾，即任何時候倘隆裕（香港）有限公司從銀行或金融機構取得之資金未能滿足其營運資金需求時而作出。於二零一八年十二月三十一日，隆裕（香港）有限公司之狀況為資產淨值以及董事認為隆裕（香港）有限公司已備充足營運資金，故於當日無須提供資金。

## 45. CONTINGENT LIABILITIES

## 45. 或然負債

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
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銀行信貸額以取替現金公用事務存款而向一間銀行提供之擔保	<b>15,000</b>	15,000
Guarantees given to banks in respect of banking facilities utilised by investee companies	為接受投資公司動用銀行信貸額而向銀行提供之擔保	<b>625,178</b>	5,025
		<b>640,178</b>	20,025

No provision for financial guarantee contracts have been made as at 31st December, 2018 and 2017 as the Directors considered the default risk is low.

由於董事認為違約風險低，故於二零一八年及二零一七年十二月三十一日並無就財務擔保合約作出撥備。

## 46. FURTHER INFORMATION ON DISPOSAL OF A SUBSIDIARY IN 2014

## 46. 於二零一四年出售一間附屬公司之進一步資料

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, the then substantial shareholder and controlling shareholder of the Company; 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 acquire the entire issued share capital of Value Eight Limited ("Value Eight"). At the time of disposal, Value Eight held investments relating to the Macau Land (as defined below) through Moon Ocean Ltd. ("Moon Ocean") ("Moon Ocean Disposal").

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(本公司當時之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 Limited (「Value Eight」)之全部已發行股本。於出售時，Value Eight透過Moon Ocean Ltd. (「Moon Ocean」)持有有關澳門土地(定義見下文)之投資(「Moon Ocean出售」)。

## 46. FURTHER INFORMATION ON DISPOSAL OF A SUBSIDIARY IN 2014 (Cont'd)

Subject to completion of the Moon Ocean Disposal on 31st October, 2014, (a) if judgments are made in favour of Moon Ocean in the appeals to its legal case in the Macau Special Administrative Region of the PRC ("Macau") ("Appeals") and have become final and the title to the Macau land previously held by Moon Ocean ("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.

All Appeals were denied up to the end of the reporting period, the development upside sharing was lapsed.

On 22nd July, 2015, Moon Ocean filed a claim against the original owners of the Macau Land for refund of transfer prices, development costs and interests ("Civil Claim"). Further on 13th July, 2016, Moon Ocean filed a claim against the Chief Executive of Macau, the Secretary for Economy and Finance of Macau, the Secretary for Transport and Public Works of Macau, the director of the Economy and Finance Bureau of Macau and the director of the Land, Public Works and Transport Bureau of Macau for refund of land premium paid for revision of the Macau Land in 2011, rents paid, security money paid and interests ("Administrative Claim"). Up to the date of the approval of these consolidated financial statements, the Civil Claim and the Administrative Claim are still in progress. The Directors consider that the compensation upside sharing is remote.

Details of the Moon Ocean Disposal, the development upside sharing and the compensation upside sharing were set out in the announcement of the Company dated 2nd September, 2014, the circular of the Company dated 23rd September, 2014, and in the notes to the consolidated financial statements in the annual reports of the Company in 2014, 2015, 2016 and 2017 under the heading "Contingent Assets".

## 46. 於二零一四年出售一間附屬公司之進一步資料(續)

於二零一四年十月三十一日完成Moon Ocean出售的前提下，(a)倘Moon Ocean向中國澳門特別行政區(「澳門」)提出上訴(「上訴」)之裁決有利於Moon Ocean，並成為最終裁決，而Moon Ocean原本持有之澳門土地(「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)倘上訴之裁決不利於Moon Ocean，並成為最終裁決，則One Midland須根據Moon Ocean買賣協議向Data Dynasty支付補償分佔增值。

截至報告期末止，所有上訴均被駁回，開發分佔增值已告失效。

於二零一五年七月二十二日，Moon Ocean向澳門土地之原承批人提出索償，要求退還轉讓價、開發成本及利息(「民事索償」)。於二零一六年七月十三日，Moon Ocean進一步向澳門行政長官、澳門經濟財政司司長、澳門運輸工務司司長、澳門經濟及財政局局長以及澳門土地工務運輸局局長提出索償，要求退還於二零一一年已付修改澳門土地之土地溢價、已付之租金、抵押金及利息(「行政索償」)。截至批准本綜合財務報表日期止，民事索償及行政索償仍在進行當中。董事認為獲得補償分佔增值之可能性甚微。

Moon Ocean出售、開發分佔增值及補償分佔增值之詳情已載列於本公司日期為二零一四年九月二日之公布、二零一四年九月二十三日之通函以及本公司二零一四年、二零一五年、二零一六年及二零一七年之年報中綜合財務報表附註「或然資產」一節內。

## 47. OPERATING LEASES

## The Group as lessee

Minimum lease payments paid under operating leases in respect of premises and equipment during the year

本年度就有關物業及設備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

In the second to fifth year inclusive

第一年內

第二至第五年(包括首尾兩年)

Operating lease payments mainly represent rentals payable by the Group for certain of its office properties. Leases are negotiated for an average term of one to three (2017: one to three) years.

## The Group as lessor

Property rental income earned during the year was approximately HK\$544,533,000 (2017: HK\$505,743,000) less outgoing of approximately HK\$17,231,000 (2017: HK\$14,202,000).

The investment properties of the Group are expected to generate annual rental yields of 2.15% to 4.72% (2017: 1.85% to 4.71%) on an ongoing basis. Most of the properties held in Hong Kong have committed tenants ranged from two to three years and in the United Kingdom have committed tenants over five years.

## 47. 營業租約

## 本集團為承租人

2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>42,733</b>	42,567

於報告期末，本集團就不可撤銷營業租約之未來最低租金款額之承擔於下列期間到期：

2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>15,464</b>	40,123
<b>4,674</b>	1,689
<b>20,138</b>	41,812

營業租約租金主要指本集團就其若干寫字樓物業應付之租金。租約平均每一至三年(二零一七年：一至三年)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544,533,000港元(二零一七年：505,743,000港元)，扣除開支約為17,231,000港元(二零一七年：14,202,000港元)。

本集團之投資物業預期可持續取得每年2.15%至4.72%(二零一七年：1.85%至4.71%)之租金收益率。大部分位於香港物業之租戶承擔租用年期由兩至三年及位於英國物業之租戶承擔租用年期超過五年。



## 47. OPERATING LEASES (Cont'd)

### The Group as lessor (Cont'd)

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

## 47. 營業租約 (續)

### 本集團為出租人 (續)

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：

<b>2018</b>	2017
<b>HK\$'000</b>	HK\$'000
千港元	千港元
<b>464,552</b>	508,770
<b>762,114</b>	918,042
<b>364,299</b>	430,602
<b>1,590,965</b>	1,857,414

## 48. 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\$8,450,000 (2017: HK\$10,030,000) represented contributions payable to these schemes by the Group for the year.

## 48. 退休福利計劃

本集團參與香港退休界定供款計劃名為職業退休計劃(「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。僱主及僱員均需按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8,450,000港元(二零一七年:10,030,000港元)，即本集團於本年度向該等計劃應付之供款。

## 49. MATERIAL RELATED PARTY TRANSACTIONS 49. 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者外，本集團於本年度與關連人士進行以下重大交易：

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Income received from associates:	已收聯營公司之收入：		
Interest income	利息收入	<b>2,112</b>	2,105
Accountancy fee	會計費	<b>120</b>	120
Consultancy fee	顧問費	<b>58</b>	189
Management fee	管理費	<b>48</b>	48
Secretarial fee	秘書費用	-	10
Income received from a then substantial shareholder and controlling shareholder of the Company ("Controlling Shareholder"), Directors and/or a substantial shareholder of the Company (as trustee), close family members of Directors and/or a substantial shareholder of the Company (as trustee), companies controlled by the then Controlling Shareholder, companies controlled by Directors and/or a substantial shareholder of the Company (as trustee), companies controlled by a close family member of the then Controlling Shareholder, companies controlled by a close family member of Directors and/or a substantial shareholder of the Company (as trustee) and/or a company of which a Director and a substantial shareholder of the Company (as trustee) is a member of the key management personnel:	已收一位本公司當時之主要股東及控股股東（「控股股東」）、董事及／或本公司主要股東（作為信託人）、與董事及／或本公司主要股東（作為信託人）關係密切之家庭成員、當時之控股股東控制之公司、董事及／或本公司主要股東（作為信託人）控制之公司、一位與當時之控股股東關係密切之家庭成員控制之公司、一位與董事及／或本公司主要股東（作為信託人）關係密切之家庭成員控制之公司及／或一位董事及本公司主要股東（作為信託人）作為主要管理人員之公司之收入：		
Rental services	租賃服務	<b>6,683</b>	11,350
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	<b>29,260</b>	52,155
Advisory and consultancy services	諮詢及顧問服務	<b>37</b>	46
Asset management and maintenance services	資產管理及保養服務	-	386
Other ordinary services	其他一般服務	<b>8,158</b>	4,101

## 49. MATERIAL RELATED PARTY TRANSACTIONS 49. 重大關連人士交易 (續)

(Cont'd)

### Transactions: (Cont'd)

Save as disclosed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year: (Cont'd)

交易：(續)

除本綜合財務報表其他部分所披露者外，本集團於本年度與關連人士進行以下重大交易：(續)

		<b>2018</b>	2017
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Licence fee and building management fee paid to companies controlled by a close family member of the then Controlling Shareholder and/or companies controlled by a Director and a substantial shareholder of the Company (as trustee)	已付一位與當時之控股股東關係密切之家庭成員控制之公司及／或一位董事及本公司主要股東（作為信託人）控制之公司之許可費及樓宇管理費	<b>11</b>	45
Rent and building management fee paid to associates	已付聯營公司之租金及樓宇管理費	<b>3,835</b>	3,052
Considerations in respect of the disposals of subsidiaries to related parties, who were a company wholly and beneficially owned by a close family member of the then Controlling Shareholder and a Director and companies wholly and beneficially owned by Directors and/or a substantial shareholder of the Company (as trustee) at the time of entering into the respective agreements (note)	有關出售附屬公司予關連人士（於訂立個別協議時為一位與當時之控股股東及董事關係密切之家庭成員全資及實益擁有之公司及董事及／或本公司主要股東（作為信託人）全資及實益擁有之公司）之代價（附註）	<b>-</b>	6,809,462

Note: Details of the Pinecrest Disposal (Note 39(a)) and the Win Kings Disposal (Note 39(b)) were set out in the announcements of the Company dated 5th December, 2016, 13th January, 2017 and 10th February, 2017 and the circular of the Company dated 28th December, 2016.

附註：Pinecrest出售（附註39(a））及Win Kings出售（附註39(b））之詳情已載列於本公司日期為二零一六年十二月五日、二零一七年一月十三日及二零一七年二月十日之公布以及二零一六年十二月二十八日之通函內。

Details of the Great Captain Disposal (Note 39(c)) were set out in the announcements of the Company dated 15th March, 2017, 4th May, 2017 and 23rd June, 2017 and the circular of the Company dated 13th April, 2017.

Great Captain出售（附註39(c））之詳情已載列於本公司日期為二零一七年三月十五日、二零一七年五月四日及二零一七年六月二十三日之公布以及二零一七年四月十三日之通函內。

The above disposals constituted connected transactions of the Company under Chapter 14A of the Listing Rules.

根據上市規則第14A章，上述出售構成本公司之關連交易。

## 49. MATERIAL RELATED PARTY TRANSACTIONS 49. 重大關連人士交易 (續)

(Cont'd)

### Transactions: (Cont'd)

Interest income was charged at the prevailing market rates based on outstanding balances during the year. Accountancy fee, consultancy fee and secretarial fee were charged based on an appropriate allocation of costs incurred by central administrative departments of the Group. Management fee, licence fee, rent and building management fee were determined on terms similar to those applicable to transactions with unrelated parties.

Rental services, property management services, leasing administration services and property administration services, advisory and consultancy services, asset management and maintenance services and other ordinary services (the contract for services with effect from 1st November, 2017 (details were disclosed in the announcement of the Company dated 31st October, 2017) and the former contract for services (details were disclosed in the announcement of the Company dated 31st October, 2014)) were charged at the terms agreed by both parties. These related party transactions also constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Details of these continuing connected transactions are disclosed in the paragraph headed "Connected Transactions" in the section headed "Directors' Report" of this annual report.

Considerations in respect of the disposals of subsidiaries: (i) for the Pinecrest Disposal and the Win Kings Disposal, were determined after arm's length negotiations between both parties with reference to the consolidated net asset value of the respective subsidiaries at their respective date of completion; and (ii) for the Great Captain Disposal, was determined after arm's length negotiations between both parties with reference to the initial investment costs of the SJB Shares, notional interests on the net investment amount, total amount of dividends income or distributions from the SJB Shares received and the outstanding amount of borrowings of Great Captain as at the date of completion.

During the year ended 31st December, 2017, the Group entered into facility agreements with a Director. Details are set out in Note 37. These transactions were fully exempted from reporting, announcement, independent shareholders' approval and annual review requirements under Chapter 14A of the Listing Rules.

### 交易：(續)

利息收入乃根據於本年度未償還結餘按當時市場利率計算。會計費、顧問費及秘書費用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、租金及樓宇管理費乃根據與非關連人士交易適用之類似條款而釐定。

租賃服務、物業管理服務、租務行政服務及物業行政服務、諮詢及顧問服務、資產管理及保養服務以及其他一般服務(自二零一七年十一月一日起生效之服務合約(詳情於本公司日期為二零一七年十月三十一日之公布內披露)及先前之服務合約(詳情於本公司日期為二零一四年十月三十一日之公布內披露))乃根據雙方協定之條款收取該等服務費。根據上市規則第14A章,此等關連人士交易亦構成本公司之持續關連交易。該等持續關連交易之詳情於本年報「董事會報告書」一節中「關連交易」一段內披露。

有關出售附屬公司之代價：(i)就Pinecrest出售及Win Kings出售,乃由雙方參考相關附屬公司於個別完成日之綜合資產淨值經公平磋商後釐定;及(ii)就Great Captain出售,乃由雙方參考盛京銀行股份之初期投資成本、投資淨額之名義利息、已收取盛京銀行股份之股息收入或分派之總額及於完成日Great Captain借貸之未償還金額,經公平磋商後釐定。

於截至二零一七年十二月三十一日止年度內,本集團與一位董事訂立融資協議。詳情載列於附註37。根據上市規則第14A章,該等交易就申報、公布、獨立股東批准及年度檢討之規定獲全面豁免。

**49. MATERIAL RELATED PARTY TRANSACTIONS 49. 重大關連人士交易 (續)**

(Cont'd)

**Balances:**

At the end of the reporting period, the Group had balances with Directors and/or a substantial shareholder of the Company (as trustee), companies controlled by Directors and/or a substantial shareholder of the Company (as trustee) and/or a close family member of Directors and/or a substantial shareholder of the Company (as trustee) of approximately HK\$19,341,000 (2017: HK\$17,940,000) in aggregate which was included in other receivables and HK\$10,843,000 (2017: nil) which was included in creditors and accruals.

Details of the balances with other related parties at the end of the reporting period are set out in Notes 24, 25, 28(b), 37 and 38.

**Key management personnel emoluments:**

Remuneration for key management personnel is disclosed in Notes 15 and 16. 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 conditions as appropriate.

**結餘:**

於報告期末，本集團與董事及／或本公司主要股東（作為信託人）、董事及／或本公司主要股東（作為信託人）控制之公司及／或一位與董事及／或本公司主要股東（作為信託人）關係密切之家庭成員之交易結餘合共約為19,341,000港元（二零一七年：17,940,000港元）已包括在其他應收賬項內，以及10,843,000港元（二零一七年：無）已包括在應付賬項及應計款項內。

於報告期末，與其他關連人士之交易結餘詳情載列於附註24、25、28(b)、37及38。

**主要管理人員酬金:**

主要管理人員酬金於附註15及16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、其於本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。

## 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES 50. 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, 2018 which principally affected the results or assets of the Group.

董事認為列出全部附屬公司之詳情令篇幅過於冗長。故此，下表只披露於二零一八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
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
Chase Master Company Limited 翠權有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	-	100%	Securities investment 證券投資
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
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 trading 物業買賣
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 遞延創始人股	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
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

50. PARTICULARS OF PRINCIPAL SUBSIDIARIES 50. 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	
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
Express Right Limited 迅正有限公司	British Virgin Islands/ United Kingdom 英屬維爾京群島/ 英國	Ordinary 普通股	US\$1 1美元	-	100%	Property investment 物業投資
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 financier 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%	Broking 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
Flying Ease Limited 翔安有限公司	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
Grade World Investment Limited 加世投資有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	-	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
Knightlights Property International S.A.	Luxembourg/ United Kingdom 盧森堡/ 英國	Ordinary 普通股	GBP33,000 33,000英鎊	-	100%	Property investment 物業投資
Lucky Way Company Ltd. (Business name: Lucky Path Limited) (業務名稱: Lucky Path 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
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



## 50. PARTICULARS OF PRINCIPAL SUBSIDIARIES 50. 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	
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
River Court Properties Limited	Isle of Man/ United Kingdom 馬恩島/ 英國	Ordinary 普通股	GBP2 2英鎊	–	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
State Smart Limited 邦穎有限公司	British Virgin Islands/ United Kingdom 英屬維爾京群島/ 英國	Ordinary 普通股	US\$1 1美元	–	100%	Property investment 物業投資
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
Wing Lee Development Limited 永利拓展有限公司	Hong Kong 香港	Ordinary 普通股	HK\$2 2港元	–	100%	Securities investment 證券投資
愛美高(北京)企業管理有限公司 <sup>△</sup> (Evergo (Beijing) Corporate Management Co., Ltd.) <sup>△</sup>	PRC 中國	Registered 註冊資本	US\$500,000 500,000美元	–	100%	Property investment 物業投資
愛美高(北京)投資顧問有限公司 <sup>△</sup> (Evergo Investment Counsel (Beijing) Co., Ltd.) <sup>△</sup>	PRC 中國	Registered 註冊資本	US\$20,000,000 20,000,000美元	–	100%	Property trading 物業買賣

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.

<sup>△</sup> Wholly foreign-owned enterprise

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。

<sup>△</sup> 外商獨資企業

## 51. PARTICULARS OF PRINCIPAL ASSOCIATES AND JOINT VENTURE 51. 主要聯營公司及合資公司詳情

The Directors are of the opinion that a complete list of the particulars of all associates and joint venture would be of excessive length and therefore the following list contains only the associates and joint venture as at 31st December, 2018 which principally affected the results or assets of the Group.

董事認為列出全部聯營公司及合資公司之詳情令篇幅過於冗長。故此，下表只披露於二零一八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及合資公司之詳情。

### Associates

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
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
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

† Sino-foreign equity joint venture enterprise

### 聯營公司

† 中外合資企業

### Joint Venture

Name of joint venture 合資公司名稱	Place of incorporation/ operation 註冊成立/ 經營地點	Class of share held 所持股份類別	Issued and fully paid share capital 已發行及繳足 股本	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
Landrich (H.K.) Limited 隆裕(香港)有限公司	Hong Kong 香港	Ordinary 普通股	HK\$100 100港元	50%	Property investment 物業投資

### 合資公司

52. STATEMENT OF FINANCIAL POSITION  
AND RESERVES OF THE COMPANY

## 52. 本公司財務狀況報表及儲備

		Note 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Investments in subsidiaries	附屬公司投資		<b>5,135,893</b>	5,135,893
Loans to subsidiaries	附屬公司貸款		<b>2,702,428</b>	2,632,518
			<b>7,838,321</b>	7,768,411
<b>Current assets</b>	<b>流動資產</b>			
Amounts due from subsidiaries	附屬公司欠負款項		<b>11,613,282</b>	11,485,843
Other current assets	其他流動資產		<b>421</b>	403
Time deposit and bank balances	定期存款及銀行結餘		<b>7,955</b>	64,376
			<b>11,621,658</b>	11,550,622
<b>Current liabilities</b>	<b>流動負債</b>			
Amounts due to subsidiaries	欠負附屬公司款項		<b>66,112</b>	34,046
Other current liabilities	其他流動負債		<b>1,150</b>	1,149
			<b>67,262</b>	35,195
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>11,554,396</b>	11,515,427
<b>Total assets less current liabilities</b>	<b>資產總額減流動負債</b>		<b>19,392,717</b>	19,283,838
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔股本權益</b>			
Share capital	股本	36	<b>190,762</b>	190,762
Capital redemption reserve	資本贖回儲備		<b>138,062</b>	138,062
Other reserve	其他儲備		<b>9</b>	9
Retained profits	保留溢利		<b>16,631,884</b>	16,836,005
<b>Total equity</b>	<b>股本權益總額</b>		<b>16,960,717</b>	17,164,838
<b>Non-current liability</b>	<b>非流動負債</b>			
Loans from subsidiaries	附屬公司借貸		<b>2,432,000</b>	2,119,000
			<b>19,392,717</b>	19,283,838

Approved and authorised for issue by the board of Directors on 5th March, 2019 and signed on its behalf by:

已獲董事會於二零一九年三月五日批准及授權發布，並由下列董事代表董事會簽署：

**Chan, Sze-wan**  
Director

陳詩韻  
董事

**Lam, Kwong-wai**  
Director

林光蔚  
董事

## 52. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Cont'd)

### Reserve movement of the Company

		<b>Capital redemption reserve</b>	<b>Other reserve</b>	<b>Retained profits</b>
		資本贖回儲備	其他儲備	保留溢利
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1st January, 2017	於二零一七年一月一日	138,062	9	9,865,556
Profit for the year	本年度溢利	–	–	16,737,459
Interim dividend for 2017 paid	已付二零一七年年中期股息	–	–	(381,524)
Final dividend for 2016 paid	已付二零一六年末期股息	–	–	(19,076)
Special interim dividends for 2016 and 2017 paid	已付二零一六年及 二零一七年特別中期股息	–	–	(9,366,410)
<b>At 31st December, 2017</b>	<b>於二零一七年 十二月三十一日</b>	<b>138,062</b>	<b>9</b>	<b>16,836,005</b>
Profit for the year	本年度溢利	–	–	<b>2,447</b>
Interim dividend for 2018 paid	已付二零一八年年中期股息	–	–	<b>(19,076)</b>
Final dividend for 2017 paid	已付二零一七年末期股息	–	–	<b>(190,762)</b>
Unclaimed dividends forfeited (note)	沒收未被領取之股息 (附註)	–	–	<b>3,270</b>
<b>At 31st December, 2018</b>	<b>於二零一八年 十二月三十一日</b>	<b>138,062</b>	<b>9</b>	<b>16,631,884</b>

Note: Unclaimed dividends forfeited represented dividends declared by the Company on or before 17th August, 2011 remaining unclaimed by shareholders of the Company on 28th February, 2018. During the year ended 31st December, 2018, unclaimed dividends amounted to approximately HK\$3,270,000 (2017: nil) were forfeited and transferred to retained profits.

附註：沒收未被領取之股息乃指本公司於二零一一年八月十七日或之前宣派而本公司之股東於二零一八年二月二十八日仍未領取之股息。於截至二零一八年十二月三十一日止年度內，仍未被領取之股息金額約為3,270,000港元（二零一七年：無）已被沒收並轉撥至保留溢利。

## 53. EVENT AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in these consolidated financial statements, the Group had the following transaction after the end of the reporting period:

### Agreements for tenancies

The Group (as tenant) has on 28th February, 2019 entered into (a) a tenancy agreement in relation to the leasing of the whole of 17th floor of Chubb Tower, Windsor House; and (b) an agreement for lease in relation to the leasing of the whole of 19th floor, the whole of 20th floor and the whole of 21st floor of Chubb Tower, Windsor House, with a company indirectly owned by (i) Ms. HW Chan (an executive Director and a trustee of the substantial shareholders of the Company (who are two of her minor children)), both in her capacity as a trustee of her minor children and in her own capacity; (ii) Mr. MW Lau (a non-executive Director, the chairman of the Board and a substantial shareholder of the Company); and (iii) a family trust of Mr. Joseph Lau (the spouse of Ms. HW Chan) (as landlord). Details of the transactions were set out in the announcement of the Company dated 28th February, 2019.

## 54. AUTHORISATION FOR ISSUE OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of Directors on 5th March, 2019.

## 53. 報告期末事項

除本綜合財務報表其他部分所披露者外，本集團於報告期末後有以下交易：

### 租賃協議

於二零一九年二月二十八日，本集團（作為租戶）與由(i)陳凱韻女士（執行董事及本公司之主要股東（彼之兩名未成年子女）之信託人）（以其未成年子女之信託人之身份及其本身之身份）；(ii)劉鳴煒先生（非執行董事、董事會主席及本公司之主要股東）；及(iii)劉鑾雄先生（陳凱韻女士之配偶）之家族信託間接擁有之公司（作為業主）訂立(a)一份有關租賃皇室大廈安達人壽大樓17樓全層的租賃協議；及(b)一份有關租賃皇室大廈安達人壽大樓19樓全層、20樓全層及21樓全層的同意租賃協議。該等交易之詳情載列於本公司日期為二零一九年二月二十八日之公布內。

## 54. 授權刊發綜合財務報表

董事會已於二零一九年三月五日批准及授權發布綜合財務報表。