

ginwa
Century Ginwa
世紀金花



CENTURY GINWA RETAIL HOLDINGS LIMITED

世紀金花商業控股有限公司

(Stock Code 股份代號 : 162)



2013

ANNUAL REPORT 年報

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BOARD OF DIRECTORS

Executive and Non-executive Directors

Mr. Wu Yijian (*Chairman*)
Mr. Qiu Zhongwei (*Vice Chairman*)
Mr. Choon Hoi Kit, Edwin (*Chief Executive Officer*)
Mr. Qu Jiaqi
Mr. Sha Yingjie
Mr. Chen Shuai

Independent Non-executive Directors

Mr. Chan Wai Kwong, Peter
Mr. Tsang Kwok Wai
Ms. Li Ling

AUDIT COMMITTEE MEMBERS

Mr. Chan Wai Kwong, Peter (*Chairman*)
Mr. Chen Shuai
Mr. Tsang Kwok Wai
Ms. Li Ling

NOMINATION COMMITTEE MEMBERS

Mr. Tsang Kwok Wai (*Chairman*)
Mr. Chen Shuai
Mr. Chan Wai Kwong, Peter
Ms. Li Ling

REMUNERATION COMMITTEE MEMBERS

Ms. Li Ling (*Chairman*)
Mr. Qiu Zhongwei
Mr. Chen Shuai
Mr. Chan Wai Kwong, Peter
Mr. Tsang Kwok Wai

COMPANY SECRETARY

Mr. Chiu Ngam, Chris

STOCK CODE

162

COMPANY WEBSITE

www.cgrh.com.hk

董事會

執行與非執行董事

吳一堅先生 (主席)
邱中偉先生 (副主席)
鄭開杰先生 (行政總裁)
曲家琪先生
沙英杰先生
陳帥先生

獨立非執行董事

陳為光先生
曾國偉先生
厲玲女士

審核委員會成員

陳為光先生 (主席)
陳帥先生
曾國偉先生
厲玲女士

提名委員會成員

曾國偉先生 (主席)
陳帥先生
陳為光先生
厲玲女士

薪酬委員會成員

厲玲女士 (主席)
邱中偉先生
陳帥先生
陳為光先生
曾國偉先生

公司秘書

趙岩先生

股份代號

162

公司網址

www.cgrh.com.hk

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 1107, 11/F, Lippo Sun Plaza, 28 Canton Road,
Tsim Sha Tsui, Kowloon, Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

BERMUDA PRINCIPAL SHARE REGISTRAR

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

PRINCIPAL BANKERS

Industrial and Commercial Bank of China
China Construction Bank
Agricultural Bank of China
Credit Suisse AG
China Merchants Bank
China Everbright Bank
China Minsheng Bank
The Bank of East Asia
ICBC (Asia)
Hankou Bank

AUDITOR

KPMG
Certified Public Accountants

LEGAL ADVISERS

Cleary Gottlieb Steen & Hamilton (Hong Kong Law)
Conyers Dill & Pearman (Bermuda Law)

總辦事處兼主要營業地點

香港九龍尖沙咀廣東道28號
力寶太陽廣場11樓1107室

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶登記分處

卓佳雅柏勤有限公司
香港
皇后大道東183號
合和中心22樓

百慕達主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
26 Burnaby Street
Hamilton HM 11
Bermuda

主要往來銀行

中國工商銀行
中國建設銀行
中國農業銀行
瑞士信貸銀行
招商銀行
中國光大銀行
中國民生銀行
東亞銀行
中國工商銀行(亞洲)
漢口銀行

核數師

畢馬威會計師事務所
執業會計師

法律顧問

佳利律師事務所(香港法律)
Conyers Dill & Pearman(百慕達法律)

Financial Highlights and Key Performance Index

財務摘要及關鍵業務指標

FINANCIAL HIGHLIGHTS

財務摘要

	2013 HK\$million 二零一三年 百萬港元	2012 HK\$million 二零一二年 百萬港元	Changes 變動
Gross revenue ⁽¹⁾ 總收益 ⁽¹⁾	5,898.0	5,771.8	+2%
Turnover ⁽²⁾ 營業額 ⁽²⁾	1,871.6	1,740.5	+8%
EBITDA ⁽³⁾ 稅息折舊及攤銷前利潤 ⁽³⁾	580.0	521.1	+11%
EBIT (Profit from operations) 稅息前利潤 (經營溢利)	410.9	407.7	+1%
Profit for the year 本年度溢利	474.0	464.1	+2%
Profit attributable to equity holders 本公司股東應佔溢利	443.6	422.8	+5%
Final dividend per share 每股末期股息	1.3 cents 仙	1.2 cents 仙	+8%
Net assets of the Group 本集團資產淨值	5,073.0	4,446.8	+14%
NAV per ordinary share 每股普通股資產淨值	4.40 dollars 元	3.76 dollars 元	+17%

Notes:

- (1) Gross revenue represents the gross amount arising from the sales of goods, concession sales charged to retail customers, rental income from operating leases and management and administrative service fee income charged to tenants, net of value added tax or other sales tax and sales discounts.
- (2) The growth was mainly due to increase in rental income from operating lease and sales of goods and increase in profit margin of concession sales.
- (3) The increase was mainly due to increase in gross profit (representing turnover less cost of goods sold) and decrease in operating lease expenses as a result of the acquisition of a property in 2012.

附註:

- (1) 總收益指商品銷售、計入零售客戶之特許專櫃銷售、經營租賃之租金收入以及向租戶收取之管理及行政服務費收入之總額 (扣除增值稅或其他銷售稅及銷售折讓)。
- (2) 該增長主要是由於經營租賃之租金收入及商品銷售之增加以及特許專櫃銷售之毛利率增加所致。
- (3) 該增長主要是由於毛利 (即營業額減貨品銷售成本) 增加及二零一二年收購物業導致經營租賃開支減少所致。

Financial Highlights and Key Performance Index

財務摘要及關鍵業務指標

KEY PERFORMANCE INDEX

關鍵業務指標

	2013 HK\$ 二零一三年 港元	2012 HK\$ 二零一二年 港元	Changes 變動
Same store sales growth ⁽¹⁾ 同店銷售增長 ⁽¹⁾			+2%
Sales per ticket ⁽²⁾ 交易單價 ⁽²⁾	1,476	1,402	+5%
Area efficiency (per m ²) ⁽³⁾ 坪效 (每平方米) ⁽³⁾	47,100	49,200	-4%

Notes:

- (1) Same store sales growth represents change in the total gross revenue for department stores and supermarkets having operations throughout the comparable period.
- (2) Sales per ticket represents gross revenue per total number of transactions of department stores.
- (3) Area efficiency represents gross revenue per department store annual average operating area. The decrease was mainly due to increase in average operating area of department stores to a greater extent than the increase in gross revenue.

附註：

- (1) 同店銷售增長指在整段比較期間經營百貨商場及超級市場之總收益的變動。
- (2) 交易單價指百貨商場總收益除以總交易單數。
- (3) 坪效指總收益除以百貨商場全年平均經營面積。該減少主要由於百貨商場之平均經營面積增加幅度多於總收益之增加所致。

Five Years Summary Financial Information (2009 – 2013)

五年財務資料摘要 (二零零九年至二零一三年)

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元呈列)

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元	2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元	2009 HK\$'000 二零零九年 千港元
Turnover	營業額					
- Continuing operations	- 持續經營業務	1,871,577	1,740,483	1,298,932	719,709	552,035
- Discontinued operations	- 終止經營業務	-	-	-	-	-
		1,871,577	1,740,483	1,298,932	719,709	552,035
Profit attributable to equity shareholders	股東應佔溢利					
- Continuing operations	- 持續經營業務	443,641	422,802	215,150	74,479	10,168
- Discontinued operations	- 終止經營業務	-	-	-	-	-
		443,641	422,802	215,150	74,479	10,168

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於十二月三十一日				
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元	2011 HK\$'000 二零一一年 千港元	2010 HK\$'000 二零一零年 千港元	2009 HK\$'000 二零零九年 千港元
NON-CURRENT ASSETS	非流動資產	6,954,889	6,349,007	4,041,409	3,190,826	2,183,133
CURRENT ASSETS	流動資產	2,014,172	2,124,613	1,083,542	315,581	197,130
DEDUCT:	減:					
CURRENT LIABILITIES	流動負債	2,029,683	2,410,872	1,910,105	1,412,705	1,244,288
NET CURRENT LIABILITIES	流動負債淨額	(15,511)	(286,259)	(826,563)	(1,097,124)	(1,047,158)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	6,939,378	6,062,748	3,214,846	2,093,702	1,135,975
DEDUCT:	減:					
NON-CURRENT LIABILITIES	非流動負債	1,866,341	1,615,967	1,756,600	1,688,233	895,219
NET ASSETS	資產淨額	5,073,037	4,446,781	1,458,246	405,469	240,756

CHAIRMAN'S STATEMENT

On behalf of the Board of Directors (the "Board") of Century Ginwa Retail Holdings Limited (the "Company"), I am pleased to present the audited results of the Company and its subsidiaries (the "Group") for the year ended 31 December 2013 ("the year").

BUSINESS REVIEW

The Group is a leading operator of middle to high end shopping malls, department stores and supermarkets in northwest China. As at 31 December 2013, the Group owns seven department stores and seven supermarkets in Shaanxi province and one department store in Urumqi. It also owns several prime commercial properties strategically located within premium central business districts. The Group's store GFA covers approximately 300,000 square meters (3,200,000 square feet), of which approximately 160,000 square meters (1,700,000 square feet) are self-owned properties.

In 2013, the global industrial production and trade activities remained fragile together with dropping product price. International finance market continued to be volatile while global economy recovered slowly, among which the developed countries experienced stronger economic growth. Both exports and domestic demand in China were inevitably affected which led to the slowdown in economic growth. The GDP of China recorded a year-on-year increase of only 7.7% for 2013. In contrast to the relatively sluggish performance in some major provinces and cities around the country, the economic growth in northwest China in which the Group is located was not appreciably affected by the adverse macroeconomic environment and still expanded at a satisfactory level. For instance, the GDP of Shaanxi province amounted to RMB1,600 billion in 2013, up 11% as compared with the same period last year, which exceeded the national average by 3.3 percentage points, ranking sixth among all provinces in China. Retail consumption reached RMB493.8 billion, a year-on-year growth of 14%, which was 0.9 percentage points above the national average. Increase in demand for consumption was seen elsewhere in northwest China as the proportion of the population earning high income is expanding. As a leading local retail enterprise, the Group operates shopping malls and commercial properties in premium commercial districts and its sales network continues to expand. The department stores operated by the Group feature merchandise from more than a thousand brands, including many renowned international brands which have opened concession sales counters, boosting its own brand position. With excellent customer services and outstanding sales and promotion strategies, the Group has managed to capture the opportunities and delivered satisfactory results during the year under review. Both turnover and profit for the year reached record highs of HK\$1,872 million and HK\$474 million respectively.

主席報告

本人謹代表世紀金花商業控股有限公司（「本公司」）董事會（「董事會」），欣然呈報本公司及其附屬公司（「本集團」）截至二零一三年十二月三十一日止年度（「本年度」）之經審核業績。

業務回顧

本集團是中國西北地區領導的中高端商場、百貨和超級市場經營商。於二零一三年十二月三十一日，本集團於陝西省擁有七間百貨商場以及七間超級市場，另外在烏魯木齊亦擁有一間百貨商場，並擁有多個位於黃金商業地段的貴重商業物業，本集團之商場建築面積約300,000平方米(3,200,000平方英尺)，其中約160,000平方米(1,700,000平方英尺)為自置物業。

回顧二零一三年，全球工業生產和貿易疲弱，價格水平回落，國際金融市場持續波動，世界經濟緩慢復蘇。其中，發達國家經濟增長動力雖略有增強，中國之出口及內需業務無可避免受到一定影響，令經濟增長有所減緩。全國二零一三年度生產總值比去年同期增長僅7.7%。然而，對比於全國主要省市相對低迷的表現，本集團所在的中國西北地區之經濟受外圍因素所影響較少，故繼續保持理想經濟增長。以陝西省為例，二零一三年全省生產總值人民幣1.6萬億元，比去年同期增長11%，較全國平均水平高3.3個百分點，增速居全國各省份的第6位；消費品零售總額人民幣4,938億元，比去年同期增長14%，比全國平均水平高0.9個百分點。同時，中國西北省份之高收入人口不斷增加，其對商品消費的需求也與日俱增。本集團作為地區龍頭消費企業，於主要的黃金地段均設有商場及商業物業，且銷售網絡不斷擴大。本集團旗下百貨商場吸引了過千個品牌進駐，當中不乏國際品牌特許專櫃及多個國際知名品牌，奠定了穩固品牌地位。憑藉一如既往的優質客戶服務及出色的銷售和推廣策略，本集團成功把握機遇，於回顧年度內錄得理想業績，營業額及本年度溢利錄得歷史新高，分別達至18.72億港元及4.74億港元。

Chairman's Statement

主席報告

To benefit shareholders as a whole in enhancing the net assets and earnings per share of the Company, 60,574,000 ordinary shares were repurchased and cancelled during the year. Meanwhile, the Company has also issued US\$19,500,000 in face value warrants with initial exercise price of HK\$2.2874 per share to Credit Suisse, to expand the shareholders base of the Company and raise funds for future use upon exercise of the warrant exercise right.

CORPORATE AWARDS

In 2013, the Group received a number of awards in respect of business operation including "2012 Top Ten Commercial Brands in Shaanxi", "5-star Chinese Enterprise Brand" and "Famous Brand of Xi'an Services Industry".

FINAL DIVIDEND

The Board recommends the payment of a final dividend of 1.3 HK cents per ordinary and convertible preferred share for the year ended 31 December 2013.

FUTURE PLAN AND OUTLOOK

Looking ahead to 2014, domestic economy remains differentiated among developed and developing countries and economic growth for developing countries outside Europe and Asia is still stagnant. Notwithstanding a gradual improvement in global economic growth, the economic environment surrounding mainland China continued to be complicated. The reforms of the new government on the emphasis of frugality and tightening of public spending further intensifies the challenge facing the consumer and retail industry in China. The Chinese Government's long-term national economic development strategy to boost domestic consumption announced at the 18th National People's Congress in 2012 has laid a foundation to boost economic growth by driving consumption. Higher household income and changes in lifestyle both underpinned by a larger middle-class in China all point to a stronger demand for shopping at department stores, thus creating opportunities for their development.

Meanwhile, with abundant natural resources and favourable government policies, northwest China's economy is expected to maintain significant growth. As the progress towards a middle to high-end consumption market in the region is still at an early stage, the development potential is huge. The Group is poised to seize this opportunity and will continue to strengthen its leading position in the region. At the same time, the Group plans to replicate its successful business growth strategy to elsewhere with potential in the northwest region, further expanding its retail network and exploring acquisition opportunities as it drives to become one of the leading shopping mall, department store and supermarket operators in the PRC.

為了提升本公司之每股資產淨值與盈利，以符合股東之整體利益，本公司於年內購回並註銷了60,574,000股普通股。同時，本公司於年內還向瑞士信貸發行了面值為19,500,000美元之認股權證，其初步行使價為每股2.2874港元，從而可以擴大本公司的股東基礎及藉行使認股權證行使權而籌集資金作未來之用。

企業榮譽

於二零一三年，本集團在業務營運方面獲得的榮譽包括「二零一二年陝西商業十大品牌」、「中國企業五星品牌」及「西安服務業名牌企業」等。

末期股息

董事會建議就截至二零一三年十二月三十一日止年度派發末期股息每股普通股及可換股優先股各1.3港仙。

未來計劃及展望

展望二零一四年，發達國家和發展中國家內部經濟會繼續有所差異，歐洲和亞洲以外的發展中國家增長動力不足。儘管世界經濟增長正緩慢改善，中國內地面臨的外部經濟環境依然錯綜複雜，加上新一屆政府推行改革，力倡節儉，緊縮三公消費，消費零售行業亦繼續充滿挑戰。中國政府於二零一二年之「十八大」會議上宣佈以擴大內需上升作為國家經濟發展的長期戰略，藉此發揮推動消費對刺激經濟增長的基礎作用。國內居民家庭收入增加、生活方式改變、中產階級人群增多等變化將提升市場對百貨購物的需求，為百貨零售行業的發展創造良好的機會。

同時，中國之西北地區憑藉豐富的自然資源以及國家優惠政策，其經濟將會持續顯著增長，而區內中高端消費市場尚處於起步階段，極具發展潛力。本集團已做好充分準備，將透過繼續加強其於區內的領先地位，同時將成功的業務發展戰略複製到西北部之其他具潛力地區，加強零售百貨網絡及物色收購機會，致力成為中國領先的商場、百貨和超級市場經營商之一。

To expand income sources from different operations, we will develop a brand agency business by introducing famous brands from China and overseas into the northwest market, thus offering more quality choices to our customers. We will also provide operation management service to franchisees. As the enterprise resource planning system progressively expands its scale of operations and delivers greater efficiency, the Group intends to invest more resources in developing online store, logistics service and supermarket businesses.

Besides, the Group will adhere to the principle of prudent financial management by implementing stringent cost controls and enhancing management efficiency, in order to sustain growth in the challenging business environment. As for the fast-changing and well-developed retail market, the Group will strive to create the best shopping experience, provide quality services, and initiate timely adjustments to meet customers' expectations in response to market changes in order to maintain its competitive advantage. The Group will also focus on enhancing operations within its existing stores, improving the tenant mix and introducing new brands and new product series ahead of other market players so as to provide customers with the best shopping experience.

With a strong brand, an excellent operating efficiency, a satisfactory financial performance and a loyal customer base, the Group is highly confident it can maintain its industry leadership, and strive to bring better returns to its shareholders.

APPRECIATION

On behalf of the Board, I would also like to extend my sincere thanks to our shareholders, investors, customers, suppliers, bankers and business associates for their continued strong support.

Wu Yijian

Chairman

Hong Kong, 28 March 2014

在拓展多元化業務增加盈利來源方面，我們將發展品牌代理業務，引進國內外知名品牌進入西北市場，為消費者提供更多優質選擇，以及向加盟店提供營運管理服務。而企業資源計劃系統成功運行，將促使本集團投入更多有效資源加強發展網店、物流配送及便利超市業務。

此外，本集團會堅持審慎理財的原則，努力控制成本，加強管理效率，以備在充滿挑戰的經營環境中保持發展。在瞬息萬變且日趨成熟的零售市場，本集團致力創造一流的購物體驗、提供優質的服務，及因應市場狀況變化而作出配合客戶期望之轉變以保持競爭優勢。本集團亦會專注改善現有門店的營運，不斷提升商戶組合，並於市場上領先其他競爭對手引入新品牌及最新的產品系列，務求為客戶提供最佳的購物體驗。

憑藉雄厚的品牌實力、傑出的營運效率、良好的財務表現和忠實的顧客基礎，本集團充滿信心將繼續在行業中保持領先地位，致力為股東帶來更好的回報。

致謝

本人謹此代表董事會向各股東、投資者、客戶、供應商、往來銀行及業務夥伴致以摯誠謝意，感激彼等一直以來之鼎力支持。

吳一堅

主席

香港，二零一四年三月二十八日

FINANCIAL RESULTS

Despite the complicated and volatile economic situation, increasing competitive market environment and surging operating expenses, the Group kept stabilized turnover growth and exercised better control on cost. During the year, the performance of the Group was good, and the momentum of the growth was still maintained.

- (i) Gross revenue of the Group for the year ended 31 December 2013 increased to HK\$5,898.0 million as compared to HK\$5,771.8 million for the same period last year, representing an increase of 2%. The growth was primarily contributed from rental income from operating leases and sales of goods.
- (ii) In the current year, same store sales growth was 2%.
- (iii) Area efficiency (gross revenue per department store annual average operating area) for 2013 was HK\$47,100 per square meter which was slightly lower than that of last year. The decrease was mainly due to increase in average operating area of department stores to a greater extent than the increase in gross revenue.
- (iv) Turnover of the Group for the year ended 31 December 2013 increased to HK\$1,871.6 million as compared to HK\$1,740.5 million for the same period last year, representing an increase of 8%. The growth was mainly due to increase in rental income from operating leases and sales of goods and increase in profit margin of concession sales.
- (v) Rental income from operating leases and management and administrative service fee income of the Group during the year reached HK\$213.8 million, which represented a growth of 12% from HK\$191.2 million of last year, due to the increase in rental income from Saigo Property.
- (vi) The Group's profit from operations for 2013 was HK\$410.9 million, increased by 1% from HK\$407.7 million for 2012. The operating profit margin (profit from operations over gross revenue) slightly decreased from 7.1% to 7.0%.

財務業績

儘管複雜多變的經濟形勢，日益激烈的市場競爭環境和經營開支急升，本集團仍保持穩定的營業額增長和有效地控制成本。年內，本集團的表現良好，仍然保持了增長的勢頭。

- (i) 本集團截至二零一三年十二月三十一日止年度之總收益增加至5,898,000,000港元，而去年同期為5,771,800,000港元，相當於增加2%。增長主要貢獻來自經營租賃之租金收入及商品銷售。
- (ii) 本年度同店銷售增長為2%。
- (iii) 二零一三年度之百貨商場平均經營面積坪效為每平方米47,100港元，較去年同期輕微下跌。該減少主要由於百貨商場之平均經營面積增加幅度多於總收益之增加所致。
- (iv) 本集團截至二零一三年十二月三十一日止年度之營業額增加至1,871,600,000港元，而去年同期為1,740,500,000港元，相當於增加8%。該增長主要由於經營租賃之租金收入及商品銷售增加以及特許專櫃銷售之毛利率增加所致。
- (v) 年內，本集團之經營租賃之租金收入及管理及行政服務費收入增加至213,800,000港元，而去年同期為191,200,000港元，相當於增加12%，主要是因為賽高物業租金收入增加所致。
- (vi) 本集團之經營溢利由二零一二年之407,700,000港元增加1%至二零一三年之410,900,000港元。經營溢利率（經營溢利除以總收益）由7.1%輕微下跌至7.0%。

- (vii) Due to the increase in market value of the Saigo Property, the Group recorded a pre-tax gain of HK\$226.8 million for appreciation in the value of the investment property (2012: HK\$329.8 million).
- (viii) Net finance costs in 2013 were HK\$58.9 million (2012: HK\$183.8 million). The drop in net finance costs was because Hony Capital used the convertible bonds as consideration to offset part of the subscription amounts of convertible preferred shares at the end of 2012 and the remaining convertible bonds were either converted to ordinary shares of the Company or redeemed in 2013, which led to a significant decrease in related interest expense.
- (ix) Changes in fair value of derivative financial instruments and the derivative components of convertible bonds during the year resulted in gains of HK\$8.8 million (2012: HK\$Nil) and HK\$2.1 million (2012: HK\$32.8 million) respectively. Changes in fair value of derivative financial instruments for the year was attributable to the issuance of warrants to a financial institution during the year. Decrease in changes in fair value of the derivative components of convertible bonds was due to reduction in the balance of convertible bonds.
- (x) The Group's effective income tax rate in 2013 was 19.6% (2012: 20.9%) which was lower than the regular PRC income tax rate of 25% because certain major subsidiaries of the Group enjoy "Western Region Development Plan of the PRC" preferential tax rate of 15%.
- (xi) The Group's profit for the year and profit attributable to shareholders of the Company were HK\$474.0 million (2012: HK\$464.1 million) and HK\$443.6 million (2012: HK\$422.8 million) respectively.
- (xii) Basic and diluted earnings per share for 2013 were HK\$0.19 (2012: HK\$0.39) and HK\$0.18 (2012: HK\$0.24), respectively. The decrease was mainly due to the substantial increase in weighted average number of shares in 2013 as a result of the issuance of convertible preferred shares in December 2012.
- (vii) 由於賽高物業市場價值增加，因此本集團於年內錄得投資物業增值除稅前收益226,800,000港元（二零一二年：329,800,000港元）。
- (viii) 二零一三年之財務費用淨額為58,900,000港元（二零一二年：183,800,000港元）。財務費用淨額減少主要由於在二零一二年年底弘毅投資利用可換股債券抵銷部分認購可換股優先股款項，加上剩下的可換股債券均已於二零一三年內轉換為本公司普通股或被贖回，導致相關利息支出大幅下降。
- (ix) 本年度衍生金融工具及可換股債券之衍生部份公允值變動產生之收益分別為8,800,000港元（二零一二年：零港元）及2,100,000港元（二零一二年：32,800,000港元）。本年度衍生金融工具之公允值變動來自於本年發行予一家金融機構的認股權證。源自可換股債券之衍生部份公允值變動則因相關可換股債券餘額減少而下降。
- (x) 本集團於二零一三年的實際所得稅稅率為19.6%（二零一二年：20.9%），低於中國正常的25%所得稅稅率乃由於本集團一些主要附屬公司享有「中國西部大開發政策」的相關優惠的15%稅率。
- (xi) 本集團本年度溢利及本公司股東應佔溢利分別為474,000,000港元（二零一二年：464,100,000港元）及443,600,000港元（二零一二年：422,800,000港元）。
- (xii) 於二零一三年，每股基本和攤薄盈利分別為0.19港元（二零一二年：0.39港元）及0.18港元（二零一二年：0.24港元）。該減少主要是由於二零一三年之股份加權平均數於二零一二年十二月發行可換股優先股後大幅上升所致。

Management Discussion and Analysis

管理層討論及分析

(xiii) The Group's net cash generated from operations for 2013 was HK\$197.6 million (2012: HK\$403.7 million) which included the payment of a refundable deposit to a third party in relation to an exclusive right for negotiation of a proposed acquisition of property of RMB251.0 million (equivalent to approximately HK\$319.2 million). Excluding this amount, net cash generated from operations would be HK\$516.8 million, represented an increase by 28% over last year.

(xiv) Trade and other receivables at the end of 2013 was HK\$641.1 million (2012: HK\$252.4 million) which mainly included the refundable deposit as mentioned in note (xiii).

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2013, the Group's consolidated net asset value was HK\$5,073.0 million (2012: HK\$4,446.8 million). As at 31 December 2013, the Group had cash at bank and on hand amounting to HK\$266.2 million (2012: HK\$831.6 million). The drop was mainly due to repayment of bank and other loans during the year. The current ratio of the Group as at 31 December 2013 was 0.99 (2012: 0.88). The gearing ratio, being the bank and other loans, unsecured notes and convertible bonds, plus unaccrued proposed dividends, less cash at bank and on hand divided by the total equity (which comprised all components of equity, less unaccrued proposed dividends), as at 31 December 2013, was 0.31 (2012: 0.29).

The capital raising activities during the year are disclosed in note 29 to the financial statements.

BUSINESS REVIEW

Looking back to 2013, facing the stiff challenges posed by complicated economic situation in the PRC and the significant slowdown of sales growth in retail industry, the Group continued to achieve a stable business growth during the year and record highs of turnover and profit for the year.

The Group started to declare modest dividends since 2012 in order to enhance the return to shareholders. During the year, the Board considered that the business of the Group grew at a steady pace with improvement in profitability. Therefore, the Board recommends the payment of a final dividend of 1.3 HK cents per ordinary and convertible preferred share respectively for the year ended 31 December 2013.

(xiii) 本集團經營業務產生之淨現金為197,600,000港元(二零一二年: 403,700,000港元),其中包括支付予第三方的一筆人民幣251,000,000元(約相等於319,200,000港元)有關擬收購物業之獨家磋商權的可退還按金。剔除此款項後之經營業務產生淨現金為516,800,000港元,較去年增加28%。

(xiv) 應收賬款及其他應收款於二零一三年底為641,100,000港元(二零一二年: 252,400,000港元),主要包括附注(xiii)所述之可退還按金。

流動資金及財政資源

於二零一三年十二月三十一日,本集團之綜合資產淨值為5,073,000,000港元(二零一二年: 4,446,800,000港元)。於二零一三年十二月三十一日,本集團之銀行結存及手頭現金為266,200,000港元(二零一二年: 831,600,000港元),減少主要由於年內償還銀行及其他貸款。於二零一三年十二月三十一日,本集團之流動比率為0.99(二零一二年: 0.88)。於二零一三年十二月三十一日之資本負債比率,即銀行及其他貸款、無抵押票據及可換股債券,加未撥派股息及減銀行結存及手頭現金後除以權益總額(包括所有權益部份減未撥派股息)為0.31(二零一二年: 0.29)。

有關本年度集資活動於財務報表附註29中披露。

業務回顧

回首過去的二零一三年,在中國經濟形勢錯綜複雜、百貨零售行業銷售增速明顯放緩的巨大挑戰之下,本集團於年內持續錄得業務平穩增長,營業額及本年度溢利再度錄得歷史新高。

自二零一二年起,本集團開始派發適量的股息,以提升對股東之回報。於本年度,董事會認為本集團的業務穩定增長,且盈利能力提升。因此,董事會建議就截至二零一三年十二月三十一日止年度派發末期股息每股普通股及可換股優先股各1.3港仙。

In 2013, Century Ginwa newly introduced 260 brands and the overall number of brands exceeded 1,000. Abundant brand resources have strongly supported our development of new stores and the future development of Century Ginwa. We have also established a brand management company and started to act as agents to sell profitable high-quality products under international and domestic second-tier and third-tier brands. We believe this will become one of the key growth drivers of Century Ginwa in the future. The number of newly recruited Century Ginwa VIP members during the year exceeded 73,000, representing a 30% increase compared to the growth of last year. As sales to these VIP members accounted for around 60% of our gross sales, they have injected a new impetus to the growth of the Group's sales in the future.

Cooperation with Investment Fund

After successful introduction of Hony Capital, a leading private-equity firm in China sponsored by Legend Holdings, in late 2010 to acquire the Company's convertible bonds amounting to HK\$1,330.5 million, the cooperation between Hony Capital and the Group has become closer. In December 2012, Hony Capital had not only made additional capital contribution to the Group of US\$60 million (approximately HK\$470 million) for business expansion and as working capital, but also used all of its existing convertible bonds to subscribe for non-redeemable convertible preferred shares which reduced the debt burden of the Group, substantially increased shareholders' capital and strengthened the financial position. As at the date of this report, Hony Capital held 28.79% of the Company's ordinary share capital in issue and was the Company's second largest shareholder.

Hony Capital is an investment fund which is structured as an exempted limited partnership established in the Cayman Islands. According to the limited partnership interests of Hony Capital, Legend Holdings Corporation is the most important investor of Hony Capital, with a holding of approximately 14.3% of the value of the fund. Apart from Legend Holdings Corporation, Hony Capital has 77 other investors with interests ranging from 0.02% to 7.15% of the value of the fund.

於二零一三年，世紀金花引進新品牌數量260個。總體合作品牌逾千個，品牌資源豐富，對新店拓展工作和世紀金花未來發展起到了關鍵的保障作用。我們成立了品牌管理業務，已自行代理一些高利潤及優質的國際及國內二、三線品牌，這將成為世紀金花未來的利潤增長亮點之一。今年新招募之世紀金花VIP會員逾73,000人，較去年新招募的人數增加30%。這些VIP會員銷售佔本集團總銷售約60%，為未來銷售增長注入了新的動力。

與投資基金之合作

自二零一零年底我們成功引入聯想控股旗下中國領先的私募基金弘毅投資認購本公司13.305億港元可換股債券後，雙方合作更趨緊密。於二零一二年十二月，弘毅投資向本集團增加投資共6,000萬美元（約4.7億港元）作為拓展業務及營運資金。又使用全部現有可換股債券以認購不可贖回的可換股優先股，使本集團債務負擔降低的同時，也大幅提升了股東資本，強化了財務狀況。於本報告日，弘毅投資持股佔本公司已發行普通股股本28.79%，為本公司第二大股東。

弘毅投資為一支投資基金，其結構為於開曼群島成立之受豁免有限合夥公司。根據弘毅投資之有限合夥權益，聯想控股股份有限公司為弘毅投資最重要的投資者，持有該基金之價值約14.3%。除聯想控股股份有限公司外，弘毅投資另有77名投資者，彼等持有該基金之價值由0.02%至7.15%不等之權益。

Enterprise Resources Planning System

We are of the view that the area of management information systems is one of the most important and imperative segments of operations in the retail industry. The rapid evolution of information technologies has delivered tremendous productivity to many industries, in particular the retail industry which particularly needs to swiftly respond to fast-changing consumer trends. The knowledge of the traditional retail industry about information management in China is at the level of the computer era in the previous century, where it is merely regarded as an ancillary function to support strategic development and the daily management and operation of enterprises. This perspective has limited the potential of informatisation that can and should be used to drive strategic innovation and increase the value added of enterprises.

The Group has signed a cooperative agreement with SAP, a leading international enterprise resources planning system provider, in 2012 with effective implementation of the system in August 2013, making it an industry pioneer in possessing an advanced corporate resources and information management platform. This has enabled the Group to break through a bottleneck of industry development to capture more opportunities, differentiate itself from its peers, and ultimately experience rapid growth. With effective implementation of the SAP enterprise resources planning system, we are able to adopt global best practices to optimise the operating and management processes and unify a management platform, so as to generate timely and accurate information and enhance operating efficiency. At the same time, we could more readily create synergies among various channels and enhance collaborations among different operations, as well as support more distribution channels such as e-commerce. This enables us to fully realise the Group's competitive advantages of existing brands and current customers while consolidating the operations of shopping malls, department stores and supermarkets, thus laying a solid foundation for the development of our entire scope of operations.

企業資源計劃系統

我們認為對於零售百貨行業來說，系統化資訊管理是目前最重要也最迫切的工作之一。日新月異的資訊技術發展水平已經為諸多行業的業務模式帶來了翻天覆地的革新，尤其對於緊貼消費者趨勢的零售行業。國內傳統的零售業對資訊化管理的認識仍然停留在上個世紀電腦化時代的水平，將其僅定位成支援企業戰略發展和日常管理運營的輔助功能，因此制約了資訊化能夠為企業創新和增效所帶來的巨大潛力。

本集團於二零一二年與國際企業資源計劃系統龍頭SAP簽訂了合作協議，並於二零一三年八月成功運行，成為率先具備先進的企業資源及資訊管理平台行業先鋒，必將有更多的機會突破行業發展瓶頸，在同儕競爭中脫穎而出，成就世紀金花的快速高效成長。通過有效運行SAP企業資源計劃系統，我們成功借鑒國際最佳業務模式，優化營運及管理流程，並統一管理平台，確保資訊即時準確以及提升運作效率，並同時達至多管道協同及多業態聯動、支持電子商貿等多管道銷售、充分發揮現有的品牌及客戶優勢，也實現了商場、百貨和超市業態的整合，作為本集團多元化業務集成的發展基礎。

Merger & Acquisition

In January 2013, the Group has acquired a 7.45% minority equity interest in Century Ginwa Joint Stock Company Limited through acquiring the entire equity interest in Cheer Yield Holdings Limited, resulting in an increase of the Group's equity interest in the flagship store, the Ginwa Bell Tower, to 83.88%. The Group continues to explore merger and acquisition opportunities and quality commercial properties across northwest China to further increase its market share.

The Group is considering the acquisition of certain premium commercial properties and has paid certain amounts of refundable earnest money and deposit to independent third parties to secure the exclusive right for negotiation during the year.

BANK AND OTHER LOANS

The Group's bank and other loans are disclosed in note 24 to the financial statements.

CONTINGENT LIABILITIES

The Group's contingent liabilities are disclosed in note 33 to the financial statements.

FOREIGN EXCHANGE EXPOSURE

During the year, the Group's operation of department stores, shopping mall and supermarkets earned revenue and incurred costs in Renminbi. Renminbi was relatively stable although there was an appreciation pressure during the year. The Directors considered that the Group's exposure to fluctuations in foreign exchange rate was minimal, and accordingly, the Group did not employ any financial instruments for hedging purpose.

SEASONAL OR CYCLICAL FACTORS

During the year, the Group's business operations were not significantly affected by any seasonal and cyclical factors.

合併與收購

於二零一三年一月，我們透過收購洋溢控股有限公司的全部股權增持了世紀金花股份有限公司7.45%少數股東權益，使本集團在旗艦百貨商場「金花鐘樓」的權益增加至83.88%。未來，本集團將積極物色中國西北部的併購機會以及優質商業物業，藉此進一步擴大市場份額。

本集團現時正在物色一些優質的商業物業作為潛在收購目標，並於年內支付了可退回的誠意金及訂金給獨立第三方，以確保獲得獨家洽談的權利。

銀行及其他貸款

本集團之銀行及其他貸款於財務報表附註24中披露。

或然負債

本集團之或然負債於財務報表附註33中披露。

匯兌風險

於本年度，本集團經營的百貨商場、購物中心及超級市場業務，其所賺取之收入及產生之費用均以人民幣計算。儘管人民幣於本年度有升值壓力，惟其仍屬相對穩定。董事認為本集團面對之匯率波動風險甚微，故本集團並無採用任何金融工具作對沖。

季節性或週期因素

於本年度，本集團之業務運作並無因任何季節性或週期因素而受到重大影響。

HUMAN RESOURCES

As at 31 December 2013, the number of the Group's staff was approximately 10,800 (2012: approximately 10,000), including directly employed approximately 2,600 (2012: approximately 2,600) full time employees, and the remaining were concession sales staff managed on behalf of the suppliers. Most of the employees are employed in Mainland China. The directly employed employees' remuneration, promotion and salary increments are assessed based on both individual's and the Group's performance, professional and working experience and by reference to prevailing market practice and standards. Apart from the general remuneration package, the Group also granted share options and discretionary bonus to the eligible staff based on their performance and contribution to the Group. The Group regards quality staff as one of the key factors to corporate success.

人力資源

於二零一三年十二月三十一日，本集團合計員工約10,800名（二零一二年：約10,000名），其中，直接聘用約2,600名（二零一二年：約2,600名）全職僱員，其餘為代供應商管理的特許專櫃員工。大部份僱員均受僱於中國內地。直接聘用僱員之薪酬、晉升及加薪幅度乃根據個人及本集團之表現、僱員之專業及工作經驗、並參考當時市場慣例及標準來評估釐定。除了一般薪酬計劃外，本集團亦根據合資格僱員之表現及其對本集團之貢獻，向其授出購股權及酌情花紅。本集團認為優秀僱員是企業能成功發展之關鍵因素。

EXECUTIVE DIRECTORS AND NON-EXECUTIVE DIRECTORS**Mr. Wu Yijian**

Mr. Wu Yijian ("Mr. Wu"), aged 53, was appointed as Chairman of the Company on 7 January 2011 and re-designated to an Executive Director of the Company on 19 February 2013. Mr. Wu currently holds the directorship of certain subsidiaries of the Company, and he was the executive director from January 2001 to May 2008, the chairman from May 2003 to May 2008 and the non-executive director of the Company from January 2011 to 18 February 2013 respectively.

Mr. Wu graduated in Huazhong Normal University with a Master degree in Economic Management (Political Economy). He was granted the national titles of "Ten Most Outstanding Youth of China" in 1996, "Contribution Award of International Excellent Entrepreneur" in 1997, "Chinese Excellent Youth Entrepreneur" in 2002 and "National Outstanding Builders of Socialism with Chinese Characteristics" in 2004. Mr. Wu is chairman of Ginwa Enterprise (Group) Inc. (a company listed on the Shanghai Stock Exchange) and the chairman of the board and the president of Ginwa Investments Holding Group Ltd. ("Ginwa Investments"). He is also the vice-chairman of the China Civil Chamber of Commerce, chairman of the Chairmen Board of China Federation of Industrial Economics, vice-president of the China Association of Small and Medium Enterprises, vice-chairman of the China Red Ribbon Foundation, standing committee member of Shaanxi Province People's Congress, expert committee member of The People's Government of Shaanxi Province Consult Committee, president of Shaanxi Business Promotion Association, vice-president of Shaanxi General Chamber of Commerce, honorable president of Shaanxi Chamber of Commerce of Shanxi Merchant, honorable president of Hong Kong Xian Trade Association Limited and vice-president of Shaanxi Pharmaceutical Profession Association.

Mr. Wu is also the sole director of Maritime Century Limited ("MCL"), the substantial shareholder of the Company. MCL is wholly and beneficially owned by Ginwa Investments. Ginwa Investments is held as to 92% beneficially by Mr. Wu. Therefore, Mr. Wu thru MCL was beneficially interested in 336,166,156 ordinary shares of the Company within the meaning of Part XV of SFO.

執行董事與非執行董事**吳一堅先生**

吳一堅先生（「吳先生」），53歲，於二零一一年一月七日獲委任為本公司之主席及於二零一三年二月十九日獲調任為本公司之執行董事。吳先生為本公司數間附屬公司之董事，亦分別於二零零一年一月至二零零八年五月期間出任本公司執行董事、於二零零三年五月至二零零八年五月期間出任本公司主席及於二零一一年一月至二零一三年二月十八日期間出任本公司非執行董事。

吳先生畢業於華中師範大學，取得經濟管理（政治經濟學）碩士學位。彼曾榮獲「一九九六年中國十大傑出青年」、「一九九七年國際優秀企業家貢獻獎」、「二零零二年全國優秀青年企業家」及「二零零四年優秀中國特色社會主義事業建設者」等多項殊榮。吳先生現為金花企業（集團）股份有限公司（一間於上海證券交易所上市之公司）董事長及金花投資控股集團有限公司（「金花投資」）董事局主席兼總裁。彼亦現任中國民間商會副會長、中國工業經濟聯合會主席團主席、中國中小企業協會副會長、中華紅絲帶基金副理事長、陝西省人大常委會委員、陝西省人民政府決策諮詢委員會專家委員、陝西省創業促進會會長、陝西省總商會副會長、陝西省晉商商會名譽會長、香港西安商會榮譽會長及陝西省醫藥協會副會長。

吳先生亦為本公司主要股東Maritime Century Limited（「MCL」）的唯一董事。MCL為金花投資全資及實益擁有之公司。金花投資由吳先生實益擁有92%權益。因此，根據證券及期貨條例第XV部所界定，吳先生通過MCL於本公司實益擁有336,166,156股普通股股份。

Biographies of Directors

董事履歷

Mr. Qiu Zhongwei

Mr. Qiu Zhongwei (“Mr. Qiu”), aged 45, was appointed as an Executive Director of the Company on 3 December 2010. He was appointed as a Vice Chairman of the Company on 7 January 2011 and a member of the remuneration committee. He currently holds the directorship of certain subsidiaries of the Company.

Mr. Qiu joined Hony Capital in 2005. Hony Capital thru Glory Keen Holdings Limited was beneficially interested in 1,953,668,427 ordinary shares of the Company within the meaning of Part XV of SFO. He oversees Hony Capital's overall investment activities and direct investments in culture and media, equipment machinery, consumer goods and retail, and construction materials sectors. He has extensive experience in direct investments, project planning, business development and retail business. He built and served as the chief executive officer of one of the largest private-owned department store chain in China. Mr. Qiu holds a joint Master of Business Administration degree from The Kellogg School of Management at Northwestern University and The Hong Kong University of Science and Technology. He received his bachelor degree in engineering from Xi'an Jiaotong University. He is a non-executive director of Zoomlion Heavy Industry Science and Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange, and listed on The Stock Exchange of Hong Kong Limited with Stock Code: 1157).

Mr. Choon Hoi Kit, Edwin

Mr. Choon Hoi Kit, Edwin (“Mr. Choon”), aged 46, was appointed as the Executive Director and Chief Executive Officer of the Company on 8 March 2010. He holds the directorship of certain subsidiaries of the Company. Mr. Choon has over 20 years of experience in finance, mergers & acquisitions, and corporate restructuring and held management positions in various listed companies. Mr. Choon had worked for one of the Big Four international accountancy firms and another prestigious CPA firm and had also been engaged in various mergers and acquisitions exercises. Mr. Choon was the general manager of Finance Department of Guangnan Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited with Stock Code: 1203) during its restructuring exercise from 1999 to 2001. Mr. Choon also has experience in department store business in the PRC and held the position of deputy chief operating officer from 2003 to 2007 of Junefield Department Store Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited with Stock Code: 758) and was also the director of the jointly controlled entity Wuhan Plaza. Mr. Choon was appointed as the Chairman Assistant of the Company since year 2007.

邱中偉先生

邱中偉先生（「邱先生」），45歲，於二零一零年十二月三日獲委任為本公司執行董事。彼於二零一一年一月七日獲委任為本公司之副主席並擔任薪酬委員會之成員。彼亦為本公司數間附屬公司之董事。

邱先生於二零零五年加入弘毅投資。根據證券及期貨條例第XV部所界定，弘毅投資通過榮建控股有限公司於本公司實益擁有1,953,668,427股普通股股份。彼監督弘毅投資整體投資活動及有關文化及傳媒、設備機械、消費品及零售與建築材料行業之直接投資。彼於直接投資、項目策劃、業務發展及零售業務方面擁有豐富經驗。彼曾建立中國最大私營百貨商場連鎖店之一並擔任行政總裁。邱先生持有西北大學凱洛格工商管理學院及香港科技大學聯合頒發之工商管理碩士學位。彼獲頒西安交通大學之工程專業學士學位。彼現為中聯重科股份有限公司（一間於深圳證券交易所上市，以及於香港聯合交易所有限公司上市之公司；股份代號：1157）之非執行董事。

鄭開杰先生

鄭開杰先生（「鄭先生」），46歲，於二零一零年三月八日獲委任為本公司執行董事及行政總裁。彼亦為本公司數間附屬公司之董事。鄭先生於融資、併購及公司重組方面擁有逾二十年經驗，並曾於多間上市公司擔任管理職位。鄭先生曾於其中一間四大國際會計師事務所及另一間信譽卓著之會計師事務所公司任職，並曾從事多宗併購活動。於一九九九年至二零零一年廣南（集團）有限公司（一間於香港聯合交易所有限公司上市之公司；股份代號：1203）進行重組活動期間，鄭先生擔任該公司之財務部總經理。鄭先生亦擁有中國百貨之業務經驗，於二零零三年至二零零七年期間擔任莊勝百貨集團有限公司（一間於香港聯合交易所有限公司上市之公司；股份代號：758）之副營運總監職位，且同時為其共同控制企業武漢廣場之董事。二零零七年起獲委任為本公司之主席助理。

Mr. Qu Jiaqi

Mr. Qu Jiaqi (“Mr. Qu”), aged 54, was re-designated to a Non-executive Director of the Company on 19 February 2013. Mr. Qu currently holds the directorship of certain subsidiaries of the Company and was an Executive Director from 11 August 2007 to 18 February 2013. He is currently General Manager of Century Ginwa Joint Stock Company Limited (“Ginwa Company”), a connected person of the Company as defined under the Listing Rules. Mr. Qu joined Ginwa Company in 1999. Before that, Mr. Qu worked with several other large department stores and shopping malls in Xian, China.

Mr. Qu has over 30 years of working experience in department store business. Mr. Qu received management education and training in Mainland China. He also received training in High Level Business Administration from The Open University of Hong Kong. He was awarded the “Shaanxi Province Outstanding Young Entrepreneur” in October 2000 and “China Professional Operational Management Master” in 2005. Mr. Qu is also a representative of the 13th and 14th Xian City People’s Assembly.

Mr. Sha Yingjie

Mr. Sha Yingjie (“Mr. Sha”), aged 56, was appointed as an Executive Director of the Company on 1 July 2007 and holds the directorship of certain subsidiaries of the Company. Mr. Sha once worked as the financial controller and assistant general manager of Ginwa Company, a connected person of the Company as defined under the Listing Rules. He once worked as the financial controller of the Supply Station of XiBei Electrical Engineering Company Limited and the financial controller of Xian Taiwan Hotel.

Mr. Sha has over 20 years of working experience in commerce and finance. Mr. Sha received management education and training in Mainland China. He also holds a master degree in business administration from The Open University of Hong Kong. He was awarded China career manager in June 2003 and was appointed taxation practice review inspector by Xian Tax Bureau in the PRC in two consecutive terms since 2006 (5 years for each term). He obtained a chief financial officer qualification certificate in respect of business administration position in 2007. In 2012, he was admitted as an affiliate member of The Association of International Accountants.

曲家琪先生

曲家琪先生（「曲先生」），54歲，於二零一三年二月十九日獲調任為本公司非執行董事。曲先生為本公司數間附屬公司之董事，亦於二零零七年八月十一日至二零一三年二月十八日期間出任本公司執行董事。彼現時為世紀金花股份有限公司（「金花百貨」）總經理。根據上市規則定義，該公司為本公司關連人士。曲先生於一九九九年加入金花百貨。之前，曲先生於中國西安多間大型百貨商店及購物中心任職。

曲先生在經營百貨商店業務方面擁有逾三十年豐富經驗。曲先生在中國內地學習管理及接受有關培訓，亦於香港公開大學進修工商管理深造課程。他於二零零零年十月獲頒「陝西省傑出青年企業家獎」，更於二零零五年被喻為「中國商業經營大師」。曲先生亦是第十三及十四屆西安市人民代表大會代表。

沙英杰先生

沙英杰先生（「沙先生」），56歲，於二零零七年七月一日獲委任為本公司執行董事，亦為本公司數間附屬公司之董事。沙先生於金花百貨曾出任財務總監及副總經理，根據上市規則定義，金花百貨為本公司關連人士。彼曾於西北機電公司西安供應站曾出任財務總監及於西安臺灣酒店曾出任財務總監。

沙先生擁有逾二十年商業及財務工作經驗。沙先生曾於中國內地接受管理教育及培訓，並于香港公開大學進修工商管理深造課程。彼於二零零三年六月取得中國職業經理人資格，並自二零零六年起連續兩屆獲中國西安市國家稅務局聘為稅務執法糾風監督員（每屆任期五年）。彼於二零零七年取得企業管理崗位財務總監資格證書。彼於二零一二年獲得國際會計師公會國際會計師資格。

Biographies of Directors

董事履歷

Mr. Chen Shuai

Mr. Chen Shuai ("Mr. Chen"), aged 40, was appointed as a Non-executive Director of the Company on 3 December 2010. He also was appointed as a member of each of the audit committee and remuneration committee of the Company on 7 January 2011 and the nomination committee of the Company on 7 March 2012. He currently holds the directorship of certain subsidiaries of the Company.

Mr. Chen joined Hony Capital in 2003. Hony Capital thru Glory Keen Holdings Limited was beneficially interested in 1,953,668,427 ordinary shares of the Company within the meaning of Part XV of SFO. He directs investments in financial services, culture and media, consumer goods and retail and construction material sectors. Mr. Chen has extensive experience in investment management, supplier management and retail business. Prior to joining Hony Capital in 2003, Mr. Chen had worked in an investment company, a PRC retail chain and department store and a PRC domestic comprehensive supermarket company. Mr. Chen holds an Executive Master of Business Administration degree from The China Europe International Business School. He received his bachelor degree in economics from Beijing Forestry University. He is a non-executive director of China Glass Holdings Limited (a company listed on The Stock Exchange of Hong Kong Limited with Stock Code: 3300).

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Wai Kwong

Mr. Chan Wai Kwong, Peter ("Mr. Chan"), aged 60, was appointed as an Independent Non-executive Director of the Company on 24 September 2004. Mr. Chan graduated with a bachelor degree in Social Science (Economics) from The University of Western Ontario, Canada in 1978. Mr. Chan has over 20 years' experience in marketing and business development. He is an executive director of Gold Tat Group International Limited (a company listed on The Stock Exchange of Hong Kong Limited with Stock Code: 8266).

陳帥先生

陳帥先生(「陳先生」)，40歲，於二零一零年十二月三日獲委任為本公司非執行董事。彼並於二零一一年一月七日獲委任為本公司審核委員會和薪酬委員會之成員及於二零一二年三月七日獲委任為本公司提名委員會成員。彼亦為本公司數間附屬公司之董事。

陳先生於二零零三年加入弘毅投資。根據證券及期貨條例第XV部所界定，弘毅投資通過榮建控股有限公司於本公司實益擁有1,953,668,427股普通股股份。彼主導金融服務、文化及傳媒、消費品及零售與建築物料行業之投資。陳先生於投資管理、供應商管理及零售業務方面擁有豐富經驗。於二零零三年加入弘毅投資之前，陳先生已在一間投資公司、一間中國零售連鎖百貨商場及一間中國國內綜合超市公司任職。陳先生持有中歐國際工商學院頒發之高層管理人員工商管理碩士學位。彼獲頒北京林業大學經濟學學士學位。彼現為中國玻璃控股有限公司(一間於香港聯合交易所有限公司上市之公司；股份代號：3300)之非執行董事。

獨立非執行董事

陳為光先生

陳為光先生(「陳為光先生」)，60歲，於二零零四年九月二十四日獲委任為本公司獨立非執行董事。陳為光先生於一九七八年畢業於加拿大西安大略大學，獲頒社會科學(經濟)學士學位。陳為光先生在市場推廣及業務發展方面擁有逾二十年經驗。彼現為金達集團國際有限公司(一間於香港聯合交易所有限公司上市之公司；股份代號：8266)的執行董事。

Mr. Tsang Kwok Wai

Mr. Tsang Kwok Wai (“Mr. Tsang”), aged 43, was appointed as an Independent Non-executive Director of the Company on 25 September 2008. Mr. Tsang is a fellow member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and The Taxation Institute of Hong Kong. Mr. Tsang has over 10 years of experience in accounting and finance. At present, he practices public accounting.

Mr. Tsang is an independent non-executive director of China Financial Services Holdings Limited (formerly known as K.P.I. Company Limited, a company listed on The Stock Exchange of Hong Kong Limited with Stock Code: 605) which is engaged in the business of provision of financing services. Mr. Tsang was an independent non-executive director of ABC Communications (Holdings) Limited (a company listed on The Stock Exchange of Hong Kong Limited with Stock Code: 30) which is engaged in the business of financial information services and mining operations for the period from 18 September 2008 to 28 January 2011.

Ms. Li Ling

Ms. Li Ling (“Ms. Li”), aged 55, was appointed as an Independent Non-executive Director and a member of the audit committee on 7 January 2011. She also was appointed as a chairman of the remuneration committee of the Company on 16 January 2012 and a member of the nomination committee of the Company on 7 March 2012. Ms. Li has been working as the general manager of certain reputable department stores and shopping complex in China over the past 10 years and has extensive management experience in department store and retail business. Ms. Li holds a Master of Science degree in Biology from Hangzhou University (currently known as Zhejiang University). She is a consultant of Hangzhou Jiebai Group Company Limited (a company listed on the Shanghai Stock Exchange).

曾國偉先生

曾國偉先生（「曾先生」），43歲，於二零零八年九月二十五日獲委任為本公司獨立非執行董事。曾先生為香港會計師公會之資深會員、英國特許公認會計師公會資深會員，以及香港稅務學會資深會員。曾先生在會計及財務界擁有逾十年經驗。彼現時從事會計工作。

曾先生是從事提供融資服務之中國金融投資管理有限公司（前名為港佳控股有限公司，一間於香港聯合交易所有限公司上市之公司；股份代號：605）之獨立非執行董事。曾先生於二零零八年九月十八日至二零一一年一月二十八日期間為從事財務資訊服務業及礦業營運之佳訊（控股）有限公司（一間於香港聯合交易所有限公司上市之公司；股份代號：30）之獨立非執行董事。

厲玲女士

厲玲女士（「厲女士」），55歲，於二零一一年一月七日獲委任為本公司之獨立非執行董事及審核委員會之成員。彼於二零一二年一月十六日獲委任為本公司之薪酬委員會之主席及於二零一二年三月七日獲委任為本公司提名委員會成員。厲女士在過去十多年，曾在中國多間著名百貨公司及大型綜合購物中心出任總經理，擁有豐富的百貨及零售業管理經驗。厲女士持有杭州大學（現稱浙江大學）生物科學碩士學位。彼現為杭州解百集團股份有限公司（一間於上海證券交易所上市之公司）之顧問。

Directors' Report

董事會報告

The directors have pleasure in presenting their report together with the audited financial statements for the year.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and those of the subsidiaries are set out in note 17 to the financial statements.

RESULTS AND DIVIDENDS

The profit and cash flows of the Group for the year and the state of affairs of the Company and of the Group as at 31 December 2013 are set out in the financial statements on pages 56 to 64.

The directors recommended for shareholders' approval at the Annual General Meeting to be held on 5 June 2014 the payment of a final dividend for the year ended 31 December 2013 of 1.3 HK cents per share in cash to ordinary and convertible preferred shareholders whose names appear on the register of members on 18 June 2014. The estimated total sum payable in respect of this final dividend is approximately HK\$29,877,000.

The register of members of the Company shall be closed from 17 June 2014 to 18 June 2014, both days inclusive, during which period no transfer of ordinary shares and convertible preferred shares will be registered for the purpose of ascertaining the ordinary and convertible preferred shareholders entitled to the final dividend to be approved at the Annual General Meeting.

Details of the distribution are set out in note 29(b) to the financial statements.

FINANCIAL SUMMARY

The summary of the consolidated results of the Group for the five years ended 31 December 2013 and the assets and liabilities of the Group as at 31 December 2009, 2010, 2011, 2012 and 2013 are set out on page 6.

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in note 29(c) to the financial statements.

董事欣然提呈本年度之報告，連同經審核財務報表。

主要業務

本公司之主要業務為投資控股。各附屬公司之主要業務載於財務報表附註17。

業績及股息

本集團於本年度之溢利及現金流量，及本公司與本集團於二零一三年十二月三十一日之財政狀況載於第56至64頁之財務報表內。

董事建議將於二零一四年六月五日舉行股東週年大會由股東批准派發截至二零一三年十二月三十一日止年度之每股普通股及可換股優先股1.3港仙之末期股息予於二零一四年六月十八日名列股東名冊之普通股及可換股優先股股東。就此末期股息估計應付總額約為29,877,000港元。

本公司將於二零一四年六月十七日至二零一四年六月十八日（包括首尾兩天）暫停辦理股份過戶登記手續，期間將不會進行普通股股份及可換股優先股股份過戶登記，以確認合資格獲分派有待於股東週年大會上批准末期股息的普通股及可換股優先股之股東。

分派詳情載列於財務報表附註29(b)。

財務概要

本集團於截至二零一三年十二月三十一日止五個年度之綜合業績，以及本集團於二零零九年、二零一零年、二零一一年、二零一二年及二零一三年十二月三十一日之資產與負債概要載於第6頁。

股本

本公司股本於本年度內之變動詳情載於財務報表附註29(c)。

SHARE OPTION SCHEME

In accordance with the terms of the share option scheme adopted by the Company pursuant to an ordinary resolution of the Company passed on 15 February 2011 (the "Share Option Scheme"), the Company may grant options to the eligible person of the Company to subscribe for shares in the Company, subject to a maximum of 30% of the issued ordinary share capital of the Company from time to time excluding for this purpose shares issued in the exercise of options for the purpose of providing incentives or rewards to selected eligible person for their contribution to the Group. The Share Option Scheme became effective on 15 February 2011 and unless otherwise cancelled or amended according to the Share Option Scheme, will remain in force for 10 years from that date. Eligible person of the Share Option Scheme includes the followings:-

- (i) any director, employee or consultant of the Company, a subsidiary or an affiliate; or
- (ii) any discretionary trust whose discretionary objects include any director, employee or consultant of the Company, a subsidiary or an affiliate; or
- (iii) a company beneficially owned by any director, employee or consultant of the Company, a subsidiary or an affiliate; or
- (iv) any person or entity whose service to the Group or business with the Group contributes or is expected to contribute to the business or operation of the Group as may be determined by the directors from time to time.

The exercise price of the share options shall be the higher of (i) the nominal value of the shares; (ii) the closing price of the shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant; and (iii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant (subject to Scheme adjustments).

Details of movements in share options of the Company are set out in note 27 to the financial statements.

購股權計劃

按照本公司根據二零一一年二月十五日通過之普通決議案所採納的購股權計劃（「購股權計劃」）之條款，本公司可向本公司之合資格人士授出購股權，以認購本公司股份，惟數額以本公司不時已發行普通股股本的30%為限。就此而言，此計劃不包括因行使用作獎勵或獎賞對本集團有所貢獻的指定合資格人士而授出的購股權而發行之股份。購股權計劃自二零一一年二月十五日起生效。除非根據購股權計劃之規定撤銷或作修訂外，購股權計劃將於該日起計十年內有效。購股權計劃之合資格人士包括下列各方：—

- (i) 本公司、附屬公司或聯號公司之任何董事、僱員或顧問；或
- (ii) 全權託管對像包括本公司、附屬公司或聯號公司之任何董事、僱員或顧問之任何全權信託；或
- (iii) 本公司、附屬公司或聯號公司之任何董事、僱員或顧問實益擁有之公司；或
- (iv) 董事不時酌情認定之任何人士或實體，其為本集團提供服務或其曾經或將會對本集團之業務或營運有所貢獻。

購股權之行使價須為下列各項之較高者：(i) 股份面值；(ii) 按聯交所發出之每日報價表所示，股份於授出日期之收市價；及(iii) 按聯交所發出之每日報價表所示，股份於緊接授出日期前五個營業日之平均收市價（按該計劃作出調整）。

本公司之購股權變動詳情載於財務報表附註27。

Directors' Report

董事會報告

RESERVES

Details of movements in reserves of the Group and the Company during the year are set out in note 29 to the financial statements.

As at 31 December 2013, the Company's reserves (including retained profits, if any, and contributed surplus, subject to equity shareholders' approval) amounting to HK\$1,288,000,000 (2012: HK\$1,291,000,000) were available for distribution to the Company's shareholders. In addition, the share premium of the Company in the amount of approximately HK\$1,343,548,000 (2012: HK\$1,382,735,000) may be distributed in form of fully paid bonus shares.

CONVERTIBLE NOTES

Details of movements in convertible notes of the Group and the Company during the year are set out in note 26 to the financial statements.

RETIREMENT BENEFITS

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the "MPF Scheme"). The MPF Scheme is a defined contribution scheme managed by an independent trustee. Under the MPF scheme, each of the Group and its employees make monthly contribution to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the employer's and the employee's contributions are subject to a cap of monthly earnings of HK\$25,000 and thereafter contributions are voluntary. As stipulated by the rules and regulations in the PRC, the Group contributes to state-sponsored retirement plans for its employees in the PRC. The Group contributes to retirement plans at specified percentages of the basic salaries of its employees, and has no further obligations for the actual payment of pensions or post-retirement benefits. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

FIXED ASSETS

Details of movements in fixed assets of the Group and the Company during the year are set out in note 13 to the financial statements.

BANK AND OTHER LOANS

Details of bank and other loans of the Group and the Company during the year are set out in note 24 to the financial statements.

儲備

本集團及本公司之儲備於本年度內之變動詳情載於財務報表附註29。

於二零一三年十二月三十一日，本公司可供分派予其股東之儲備（包括保留溢利（如有）及繳入盈餘（須取得股東之批准））為1,288,000,000港元（二零一二年：1,291,000,000港元）。此外，本公司之股份溢價金額約為1,343,548,000港元（二零一二年：1,382,735,000港元），可以繳足紅股形式分派。

可換股票據

本集團及本公司之可換股票據於本年度內之變動詳情載於財務報表附註26。

退休福利

本集團安排其香港僱員參加強制性公積金計劃（「強積金計劃」）。強積金計劃乃由獨立受託人管理之定額供款計劃。根據強積金計劃，本集團及其僱員各自須每月按僱員薪金（定義見強制性公積金法例）的5%作為計劃供款。僱主及僱員之供款以每月薪金25,000港元為上限。另可作自願性額外供款。根據中國法律及法規之規定，本集團為其中國僱員於國家資助退休計劃作出供款。本集團按其僱員基本薪金之特定百分比向該退休計劃作出供款；除此以外，概無進一步實際繳付退休金或退休後福利之責任。國家資助退休計劃將負上向退休僱員支付退休金之全部責任。

固定資產

本集團及本公司之固定資產於本年度內之變動詳情載於財務報表附註13。

銀行及其他貸款

本集團及本公司之銀行及其他貸款於本年度內之詳情載於財務報表附註24。

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in note 34 to the financial statements, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest subsisted at the end of the year or at any time during the year.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company who held office during the year and up to the date of this report were:

Executive Directors

Mr. Wu Yijian (*Chairman*)
Mr. Qiu Zhongwei (*Vice Chairman*)
Mr. Choon Hoi Kit, Edwin (*Chief Executive Officer*)
Mr. Sha Yingjie

Non-Executive Directors

Mr. Qu Jiaqi
Mr. Chen Shuai

Independent Non-Executive Directors

Mr. Chan Wai Kwong, Peter
Mr. Tsang Kwok Wai
Ms. Li Ling

In accordance with the Bye-Law 87(1) of the Company, Mr. Wu Yijian, Mr. Qiu Zhongwei and Ms. Li Ling will retire from the office of directorship by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from the Independent Non-Executive Directors, Mr. Chan Wai Kwong, Peter, Mr. Tsang Kwok Wai and Ms. Li Ling, and considers them to be independent for the year. The Company considers that each of such Independent Non-Executive Directors to be independent from the Group based on the Guidelines set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited ("Stock Exchange") ("Listing Rules").

Biographical details of the directors of the Company are set out on pages 17 to 21 of the annual report.

None of the directors had entered into any service contract with any member of the Group which is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

董事在合約中之權益

除財務報表附註34所披露者外，於本年度年結日或本年度內任何時間，本公司各董事概無在本公司或其任何附屬公司所訂立之任何重要合約中擁有重大權益。

董事及董事之服務合約

於本年度內及截至本報告日期止，本公司之在任董事如下：

執行董事

吳一堅先生 (主席)
邱中偉先生 (副主席)
鄭開杰先生 (行政總裁)
沙英杰先生

非執行董事

曲家琪先生
陳帥先生

獨立非執行董事

陳為光先生
曾國偉先生
厲玲女士

根據本公司細則第87(1)條，吳一堅先生、邱中偉先生及厲玲女士將輪席告退董事職務，但符合資格並願意於即將舉行之股東週年大會上重選連任。

本公司已接獲各獨立非執行董事（即陳為光先生、曾國偉先生及厲玲女士）就其獨立身份發出之年度確認書，認為彼等於本年度均屬獨立人士。根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第3.13條所載指引，本公司認為上述各獨立非執行董事均為本集團的獨立人士。

本公司董事之履歷詳情載於年報第17至21頁。

各董事概無與本集團任何成員公司訂立本集團不可於一年內免付賠償（法定賠償除外）而予以終止之服務合約。

EMOLUMENTS OF DIRECTORS AND TOP FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the directors and top five highest paid individuals of the Group are set out in notes 8 and 9 to the financial statements.

CONNECTED TRANSACTIONS

During the year, the following transactions between certain connected parties (as defined in the Listing Rules) and the Group have been entered into and/or are ongoing for which relevant announcements and independent shareholders' approval, if necessary, had been made and obtained by the Company in accordance with Chapter 14A of the Listing Rules.

(1) Connected transactions

On 9 September 2013, Century Ginwa Joint Stock Company Limited ("Ginwa Bell Tower"), Ginwa Investments Holding Group Ltd. ("Ginwa Investments") and Maritime Century Limited ("MCL") entered into the Extension Agreement pursuant to which the repayment date of the amount due from Ginwa Investments to Ginwa Bell Tower (the "Ginwa Loan") together with accrued interest will be extended from 31 August 2013 by further eight months to 30 April 2014 (or such other date as agreed between Ginwa Bell Tower and Ginwa Investments). Ginwa Investments is required to pay extension interest at the rate of 10% per annum, calculated from 9 September 2013 until the date of actual repayment. Ginwa Investments shall procure MCL to pay the extension interest on its behalf. Ginwa Investments shall pay interest on the Ginwa Loan at the original interest rate (being 5 year lending rate offered by the People's Bank of China) for the period from 1 September 2013 to 8 September 2013. Ginwa Investments is owned as to 92% beneficially by Mr. Wu Yijian, the Executive Director and Chairman of the Company. MCL is a company wholly and beneficially owned by Ginwa Investments and also a substantial shareholder of the Company. As such, Ginwa Investments and MCL are connected persons of the Company pursuant to the Listing Rules. The extension of repayment of the Ginwa Loan constituted a connected transaction.

董事及五名最高薪人士之酬金

本集團董事及五名最高薪人士之酬金詳情載於財務報表附註8及9。

關連交易

年內，按上市規則第14A章的規定，若干關連人士（按上市規則定義）與本集團進行的下列交易經已訂立及／或持續進行，而本公司已根據上市規則的規定作出相關公告及獲得獨立股東批准（如需要）。

(1) 關連交易

於二零一三年九月九日，世紀金花股份有限公司（「金花鐘樓」）、金花投資控股集團有限公司（「金花投資」）及Maritime Century Limited（「MCL」）訂立延期協議，據此，金花投資結欠金花鐘樓款項（「金花貸款」）連同應計利息之償還日期將進一步由二零一三年八月三十一日延遲八個月至二零一四年四月三十日（或金花鐘樓與金花投資協定之其他日期）。金花投資須支付按年利率10%計算的由二零一三年九月九日至實際償還日期止之延期利息。金花投資須促使MCL代其支付延期利息。金花投資須就金花貸款按原有的息率（即中國人民銀行提供之五年期貸款利率）支付自二零一三年九月一日至二零一三年九月八日期間之利息。金花投資由本公司執行董事兼主席吳一堅先生實益擁有92%權益。MCL為金花投資全資及實益擁有之公司，亦為本公司之主要股東。因此，根據上市規則，金花投資及MCL為本公司之關連人士。延期償還金花貸款構成本公司之關連交易。

CONNECTED TRANSACTIONS (continued)

(1) Connected transactions (continued)

On 31 October 2013, Best Mineral Resources Limited ("BMRL"), Ginwa Bell Tower and Ginwa Investments entered into the Partial Repayment Agreement pursuant to which BMRL agreed to use the redemption amount of the convertible bonds issued by the Company to BMRL of approximately HK\$75,170,000 to offset part of the Ginwa Loan. Upon offsetting part of the Ginwa Loan by the redemption amount, as at 31 October 2013, the aggregate outstanding amount of principal and accrued interest of the Ginwa Loan amounted to approximately RMB758,520,000 (equivalent to approximately HK\$958,820,000).

On 9 September 2013, Ginwa Investments, MCL and Xi'an Xinmao Property Management Company Limited ("Xi'an Xinmao"), a wholly-owned subsidiary of the Company entered into the Property Acquisition Agreement pursuant to which Ginwa Investments agreed to sell and Xi'an Xinmao agreed to purchase a retail property to be constructed by Ginwa Investments (the "Property") at a consideration of RMB1.6 billion (equivalent to approximately HK\$2.0 billion) subject to the terms and conditions of the Property Acquisition Agreement. However, due to certain inherent uncertainties of the acquisition of the Property, Ginwa Investments, MCL and Xi'an Xinmao are negotiating on the possible cancellation of the Property Acquisition Agreement.

關連交易 (續)

(1) 關連交易 (續)

於二零一三年十月三十一日，Best Mineral Resources Limited (「BMRL」)、金花鐘樓和金花投資訂立部份償還協議，按此BMRL同意以贖回由本公司發行予BMRL的可換股債券的款項約75,170,000港元抵銷部份金花貸款。於二零一三年十月三十一日，以贖回款項抵銷部份金花貸款後的未償還金花貸款本金連同應計利息合共金額為約人民幣758,520,000元（約相當於958,820,000港元）。

於二零一三年九月九日，金花投資、MCL及本公司一間全資附屬公司西安鑫茂物業管理有限公司（「西安鑫茂」）訂立物業收購協議，據此，在物業收購協議之條款及條件規限下，金花投資同意出售及西安鑫茂同意購買一座將由金花投資興建之零售物業（「該物業」），代價為人民幣1,600,000,000元（約相當於2,000,000,000港元）。由於收購該物業之若干固有的不確定性，金花投資、MCL及西安鑫茂正在洽商可能取消物業收購協議。

CONNECTED TRANSACTIONS (continued)

(2) Continuing connected transactions

On 30 March 2012, the Company's four subsidiaries, as lessors, entered into tenancy agreements with Xi'an Century Ginwa Yipin Household Supplies Company Limited ("Xi'an Yipin"), as tenant, in respect of renting at Bell Tower Store, Hi-Tech Store, Nandajie Store and Tangrenjie Store for operations of supermarket business for a period of three years commencing from 1 January 2012, at annual rental of RMB5.6 million (approximately HK\$7.0 million), RMB0.9 million (approximately HK\$1.1 million), RMB0.2 million (approximately HK\$0.2 million) and RMB0.2 million (approximately HK\$0.2 million) respectively. Renting to Xi'an Yipin for operation of supermarket business in the Group's department stores can enhance the product mix. During the year, Bell Tower Store, Hi-Tech Store, Nandajie Store and Tangrenjie Store received rent from Xi'an Yipin amounting to RMB5.6 million (approximately HK\$7.0 million), RMB0.9 million (approximately HK\$1.1 million), RMB0.1 million (approximately HK\$0.1 million) and RMB0.1 million (approximately HK\$0.1 million) respectively. Xi'an Yipin terminated the tenancy agreements with Nandajie Store and Tangrenjie Store during the year. Xi'an Yipin is wholly-owned by Ginwa Investments, which is beneficially owned as to 92% by Mr. Wu Yijian, an Executive Director and Chairman of the Company, and is therefore a connected person of the Company. The transactions under the tenancy agreements constituted continuing connected transactions for the Company.

On 6 June 2013, Xi'an Century Ginwa Brand Management Limited ("Brand Management"), the Company's wholly-owned subsidiary, as lessee, entered into a tenancy agreement with Xi'an Century Ginwa Qujiang Shopping Centre Company Limited ("Qujiang Store"), as lessor, regarding the leasing of shopping mall space for the operation of a beauty salon for the period commencing from 6 June 2013 and expiring on 31 December 2015. The annual rental and building management fee in aggregate is approximately RMB0.8 million (approximately HK\$1.0 million). According to a supplementary agreement entered into between Brand Management and Qujiang Store, the period from the date of commencement of the lease to 31 December 2013 was regarded as rent-free period and the related building management fee was waived. Qujiang Store is a wholly-owned subsidiary of Ginwa Investments which is beneficially owned as to 92% by Mr. Wu Yijian, an Executive Director and Chairman of the Company. Accordingly, the transaction under the tenancy agreement constituted a continuing connected transaction for the Company.

關連交易 (續)

(2) 持續關連交易

於二零一二年三月三十日，本公司旗下之四家附屬公司作為出租人，與承租人西安世紀金花宜品生活用品有限公司（「西安宜品」）就鐘樓百貨、高新百貨、南大街百貨及唐人街百貨內經營超級市場訂立場地租賃協議，自二零一二年一月一日起計為期三年，年租分別為人民幣5,600,000元（約相等於7,000,000港元）、人民幣900,000元（約相等於1,100,000港元）、人民幣200,000元（約相等於200,000港元）及人民幣200,000元（約相等於200,000港元）。集團百貨商場向西安宜品出租作超級市場營運可提升產品組合。年內鐘樓百貨、高新百貨、南大街百貨與唐人街百貨分別向西安宜品收取租金為人民幣5,600,000元（約相等於7,000,000港元）、人民幣900,000元（約相等於1,100,000港元）、人民幣100,000元（約相等於100,000港元）及人民幣100,000元（約相等於100,000港元）。西安宜品已於年內終止與南大街百貨與唐人街百貨的租賃協議。由於本公司之執行董事兼主席吳一堅先生實益持有92%權益的金花投資全資持有西安宜品，因此西安宜品亦為本公司之關連人士。租賃協議項下之交易構成本公司之持續關連交易。

於二零一三年六月六日，本公司之一間全資附屬公司西安世紀金花品牌管理有限公司（「品牌管理」）作為承租人，與西安世紀金花曲江購物中心有限公司（「曲江店」）作為出租人，簽訂了一份有關承租購物中心之商舖經營美容中心之租賃協議，租期由二零一三年六月六日至二零一五年十二月三十一日。每年租金及物業管理費合共約為人民幣800,000元（約相等於1,000,000港元）。根據一份由品牌管理及曲江店簽訂的補充協議，由起租日起至二零一三年十二月三十一日為免租期，期間的物業管理費也獲得豁免。曲江店為金花投資之一間全資附屬公司。本公司執行董事兼主席吳一堅先生實益持有金花投資92%股權。因此，有關租賃協議項下之交易構成本公司之持續關連交易。

CONNECTED TRANSACTIONS (continued)

(2) Continuing connected transactions (continued)

Further details of the significant related party transactions undertaken in the normal course of business of the Group are provided under note 34 to the financial statements. None of these related party transactions constitutes a connected transaction or continuing connected transaction as defined under the Listing Rules that is required to be disclosed, except for those described above in the paragraphs headed "(1) Connected transactions" and "(2) Continuing connected transactions", in respect of which the disclosure requirements in accordance with Chapter 14A of the Listing Rules have been complied with.

All the continuing connected transactions above have been reviewed by the Independent Non-executive Directors of the Company who have confirmed that for the year ended 31 December 2013 the continuing connected transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) either on normal commercial terms or on terms no less favorable to the Group than terms available to (or from) independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Further, the Company has engaged its external auditor to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on continuing connected transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing their conclusions in respect of the non-exempted continuing connected transactions set out above in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to The Stock Exchange of Hong Kong Limited.

關連交易 (續)

(2) 持續關連交易 (續)

該等重大關連人士交易的資料已於財務報表附註34中進一步披露，並均為本集團之正常業務。該等關連人士交易沒有構成根據上市規則須予披露的關連交易或持續關連交易，除了上述提及之「(1)關連交易」和「(2)持續關連交易」的段落除外（此等交易已遵守根據上市規則第14A章的披露要求）。

本公司之獨立非執行董事已審閱以上全部持續關連交易，並確認截至二零一三年十二月三十一日止年度，該等持續關連交易乃(i)屬本集團一般及日常業務；(ii)按一般商業條款或不遜於獨立第三方可取得或提供之條款進行；及(iii)根據該等交易之協議條款進行，屬公平合理，並符合本公司股東之整體利益。

此外，本公司已外聘核數師，遵照香港會計師公會發出的《香港審驗應聘服務準則3000》的「歷史財務資料審計或審閱以外的審驗應聘」，並參照《實務說明》第740號「關於香港《上市規則》所述持續關連交易的核數師函件」，就本集團的持續關連交易作出匯報。核數師已根據上市規則第14A.38條發出載有上述持續關連交易的審驗結果的無保留意見函件。本公司已將該函件副本呈交香港聯合交易所有限公司。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2013, the interests and short positions of the directors and chief executives of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were required to be entered into the register required to be kept under section 352 of the SFO or otherwise were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) and/or the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules (the "Model Code"), were as follows:

(a) Long positions in the shares of the Company

Name of director	Nature of interests	Number of issued ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company
董事姓名	權益性質	所持已發行普通股數目	已發行普通股股本概約百分比
Mr. Wu Yijan 吳一堅先生	Interest in a controlled corporation 於受控制法團持有權益	336,166,156	29.98%
Mr. Choon Hoi Kit, Edwin 鄭開杰先生	Personal interests 個人權益	355,000	0.03%
Mr. Sha Yingjie 沙英杰先生	Personal interests 個人權益	1,089,500	0.10%

Save as disclosed above, as at 31 December 2013, none of the directors or chief executives of the Company had, under Divisions 7 and 8 of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests or short positions in the shares of HK\$0.10 each of the Company, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code or any interests which are required to be entered into the register kept by the Company pursuant to section 352 of the SFO.

董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉

於二零一三年十二月三十一日，本公司董事及主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有須載入根據證券及期貨條例第352條之規定所存置之登記冊之權益及短倉，或根據證券及期貨條例第XV部第7及第8分部而須知會本公司及聯交所之權益及短倉（包括根據證券及期貨條例相關規定被視作或當作擁有之權益及短倉）及／或根據上市規則當中上市發行人董事進行證券交易的標準守則（「標準守則」）而須知會本公司及聯交所之權益及短倉載列如下：

(a) 本公司股份中之長倉

Name of director	Nature of interests	Number of issued ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company
董事姓名	權益性質	所持已發行普通股數目	已發行普通股股本概約百分比
Mr. Wu Yijan 吳一堅先生	Interest in a controlled corporation 於受控制法團持有權益	336,166,156	29.98%
Mr. Choon Hoi Kit, Edwin 鄭開杰先生	Personal interests 個人權益	355,000	0.03%
Mr. Sha Yingjie 沙英杰先生	Personal interests 個人權益	1,089,500	0.10%

除上文所披露者外，於二零一三年十二月三十一日，本公司董事或主要行政人員概無根據證券及期貨條例第7及第8分部擁有或根據證券及期貨條例相關規定而被視作或當作於本公司每股面值0.10港元之股份中擁有任何權益或短倉、本公司或任何相聯法團（定義見證券及期貨條例第XV部）相關股份或債券的任何權益或短倉，或根據標準守則而須知會本公司及聯交所的任何權益，或須載入本公司根據證券及期貨條例第352條之規定所存置之登記冊之任何權益。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY (continued)

董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

(b) Long position in the share options of the Company

(b) 本公司購股權之長倉

Name of grantee	Date of grant	Exercise price (HK\$)	Vesting and exercise period	Number of share options 購股權數目				Outstanding as at 31 December 2013 於二零一三年十二月三十一日尚未行使
				Outstanding as at 1 January 2013 於二零一三年一月一日尚未行使	Granted during the year 年內授出	Exercised during the year 年內行使	Cancelled or lapsed during the year 年內註銷或失效	
Mr. Wu Yijian 吳一堅先生	20 Oct 2010 二零一零年十月二十日	1.26	20 Oct 2010 to 19 Oct 2015 二零一零年十月二十日至二零一五年十月十九日	4,375,000	-	-	-	4,375,000
	20 Oct 2011 二零一一年十月二十日	1.96	20 Oct 2011 to 19 Oct 2017 二零一一年十月二十日至二零一七年十月十九日	3,750,000	-	-	-	3,750,000
	28 May 2013 二零一三年五月二十八日	1.73	28 May 2013 to 27 May 2019 二零一三年五月二十八日至二零一九年五月二十七日	-	3,250,000	-	3,250,000	-
	30 May 2013 二零一三年五月三十日	1.76	30 May 2013 to 29 May 2019 二零一三年五月三十日至二零一九年五月二十九日	-	1,150,000	-	-	1,150,000
Mr. Choon Hoi Kit, Edwin 鄭開杰先生	20 Oct 2010 二零一零年十月二十日	1.26	20 Oct 2010 to 19 Oct 2015 二零一零年十月二十日至二零一五年十月十九日	625,000	-	-	-	625,000
	20 Oct 2011 二零一一年十月二十日	1.96	20 Oct 2011 to 19 Oct 2017 二零一一年十月二十日至二零一七年十月十九日	2,500,000	-	-	-	2,500,000
	28 May 2013 二零一三年五月二十八日	1.73	28 May 2013 to 27 May 2019 二零一三年五月二十八日至二零一九年五月二十七日	-	4,000,000	-	-	4,000,000
Mr. Qu Jiaqi 曲家琪先生	20 Oct 2010 二零一零年十月二十日	1.26	20 Oct 2010 to 19 Oct 2015 二零一零年十月二十日至二零一五年十月十九日	625,000	-	-	-	625,000
	20 Oct 2011 二零一一年十月二十日	1.96	20 Oct 2011 to 19 Oct 2017 二零一一年十月二十日至二零一七年十月十九日	2,500,000	-	-	-	2,500,000
	28 May 2013 二零一三年五月二十八日	1.73	28 May 2013 to 27 May 2019 二零一三年五月二十八日至二零一九年五月二十七日	-	4,000,000	-	-	4,000,000
Mr. Sha Yingjie 沙英杰先生	20 Oct 2011 二零一一年十月二十日	1.96	20 Oct 2011 to 19 Oct 2017 二零一一年十月二十日至二零一七年十月十九日	1,875,000	-	-	-	1,875,000
	28 May 2013 二零一三年五月二十八日	1.73	28 May 2013 to 27 May 2019 二零一三年五月二十八日至二零一九年五月二十七日	-	2,500,000	-	-	2,500,000
Ms. Li Ling 厲玲女士	28 May 2013 二零一三年五月二十八日	1.73	28 May 2013 to 27 May 2019 二零一三年五月二十八日至二零一九年五月二十七日	-	1,500,000	-	1,500,000	-
	30 May 2013 二零一三年五月三十日	1.76	30 May 2013 to 29 May 2019 二零一三年五月三十日至二零一九年五月二十九日	-	1,150,000	-	-	1,150,000

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY *(continued)*

All the interests stated above represents long positions. Neither long nor short positions were recorded in the register maintained by the Company under Section 352 of the SFO as at 31 December 2013.

Save as disclosed above, as at 31 December 2013, none of the directors or chief executives of the Company had, under Divisions 7 and 8 of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be notified to the Company and the Stock Exchange or any interests which are required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or are required pursuant to the Model Code.

董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉 (續)

上述所示所有權益均為長倉。於二零一三年十二月三十一日，本公司根據證券及期貨條例第352條之規定存置之登記冊並無任何長倉及短倉記錄。

除上文所披露者外，於二零一三年十二月三十一日，本公司董事或主要行政人員概無擁有下述權益，即根據證券及期貨條例第7及第8分部、或根據證券及期貨條例相關規定而視作或當作擁有本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券的任何權益及短倉；或須知會本公司及聯交所之任何權益；或須載入根據證券及期貨條例第352條規定所存置之登記冊內之任何權益；或根據標準守則而須知會本公司及聯交所之任何權益。

SUBSTANTIAL SHAREHOLDERS

Interests of shareholders discloseable pursuant to the SFO

The register of substantial shareholders required to be kept under section 336 of the SFO shows that as at 31 December 2013, the Company had been notified of the following substantial shareholders' interests and short positions, being interests of 5% or more of the Company's issued ordinary share capital. These interests are in addition to those disclosed above in respect of the directors of the Company.

主要股東

根據證券及期貨條例須予披露之股東權益於二零一三年十二月三十一日，根據證券及期貨條例第336條存置之主要股東登記冊顯示，本公司獲知會，下列主要股東於本公司已發行普通股股本中擁有5%或以上權益及短倉。該等權益為上述所披露本公司董事擁有之權益以外之權益。

(a) Long position/short position in the shares of the Company

(a) 本公司股份之長倉／短倉

Name of shareholder	Long positions/ short positions	Nature of interests	Number of issued ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company 佔本公司 已發行普通股 股本之概約百分比
股東名稱	長倉／短倉	權益性質	所持已發行 普通股數目	
Maritime Century Limited	Long positions 長倉	Corporate interests 公司權益	336,166,156 (Note 1) (附註1)	29.98%
Ginwa Investments Holding Group Ltd. 金花投資控股集團有限公司	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	336,166,156 (Note 1) (附註1)	29.98%
Mr. Wu Yijian 吳一堅先生	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	336,166,156 (Note 1) (附註1)	29.98%
Glory Keen Holdings Limited 榮建控股有限公司	Long positions 長倉	Corporate interests 公司權益	658,893,428 (Note 3) (附註3)	58.77%
Hony Capital Fund 2008, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 3) (附註3)	58.77%
Hony Capital Fund 2008, GP, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 3) (附註3)	58.77%
Hony Capital Fund 2008, GP Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 3) (附註3)	58.77%
Hony Capital Management Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 3) (附註3)	58.77%
Hony Managing Partners Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 3) (附註3)	58.77%
Mr. Zhao John Huan 趙令歡先生	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	658,893,428 (Note 3) (附註3)	58.77%

SUBSTANTIAL SHAREHOLDERS (continued)

(b) Long position/short position in the underlying shares equity derivatives of the Company (as defined in Part XV of the SFO)

主要股東 (續)

(b) 於本公司股權衍生工具項下之相關股份之長倉／短倉 (定義見證券及期貨條例第XV部)

Name of shareholder	Long positions/ short positions	Nature of interests	Number of issued ordinary shares held	Approximate percentage of the issued ordinary share capital of the Company
股東名稱	長倉／短倉	權益性質	所持已發行 普通股數目	已發行普通股 股本之概約百分比
Mr. Wu Yijian 吳一堅先生	Long positions 長倉	Personal interest 個人權益	9,275,000 (Note 2) (附註2)	0.83%
Glory Keen Holdings Limited 榮建控股有限公司	Long positions 長倉	Corporate interests 公司權益	1,294,774,999 (Note 4) (附註4)	115.48%
Hony Capital Fund 2008, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 4) (附註4)	115.48%
Hony Capital Fund 2008, GP, L.P.	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 4) (附註4)	115.48%
Hony Capital Fund 2008, GP Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 4) (附註4)	115.48%
Hony Capital Management Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 4) (附註4)	115.48%
Hony Managing Partners Limited	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 4) (附註4)	115.48%
Mr. Zhao John Huan 趙令歡先生	Long positions 長倉	Interest in a controlled corporation 於受控制法團持有權益	1,294,774,999 (Note 4) (附註4)	115.48%

SUBSTANTIAL SHAREHOLDERS (continued)

(b) Long position/short position in the underlying shares equity derivatives of the Company (as defined in Part XV of the SFO) (continued)

Notes:

- (1) Maritime Century Limited ("MCL") held 336,166,156 Shares. Ginwa Investments Holding Group Ltd. ("Ginwa Investments") holds the entire issued share capital of MCL. Mr. Wu Yijian ("Mr. Wu") beneficially owns 92% equity interests in Ginwa Investments. As such, Mr. Wu was deemed to be interested in 336,166,156 Shares by virtue of his shareholding in MCL.
- (2) The long position 9,275,000 underlying Shares represents the interest in underlying Shares which may be issued in share options of the Company owned by Mr. Wu.
- (3) The long position of 658,893,428 Shares represents (i) the 322,727,272 Shares held by Glory Keen Holdings Limited ("Glory Keen"); and (ii) the security interest held by Glory Keen over the 336,166,156 Shares held by MCL under share charge. Hony Capital Fund 2008, L.P. holds the entire issued share capital of Glory Keen. Hony Capital Fund 2008, GP, L.P. is the sole general partner of Hony Capital Fund 2008, L.P.. Hony Capital Fund 2008, GP Limited, a wholly-owned subsidiary of Hony Capital Management Limited, is the sole general partner of Hony Capital Fund 2008, GP, L.P.. Hony Managing Partners Limited owns 80% equity interests in Hony Capital Management Limited. Mr. Zhao John Huan held 100% of the issued share capital of Hony Managing Partners Limited. Each of the above-mentioned parties is therefore deemed to be interested in the interest held by Glory Keen.

主要股東 (續)

(b) 於本公司股權衍生工具項下之相關股份之長倉／短倉 (定義見證券及期貨條例第XV部) (續)

附註:

- (1) Maritime Century Limited ("MCL") 持有336,166,156股股份。金花投資控股集團有限公司 ("金花投資") 持有MCL之全部已發行股本。吳一堅先生 ("吳先生") 實益持有金花投資92%之權益。因此，吳先生因其在MCL之股權而被視作持有336,166,156股股份。
- (2) 長倉9,275,000股相關股份指吳先生持有之本公司購股權而可能予以發行之相關股份之權益。
- (3) 長倉658,893,428股股份指(i) 榮建控股有限公司 ("榮建") 所持有322,727,272股股份；及(ii)就MCL根據股份押記持有336,166,156股股份所持有之抵押權益。Hony Capital Fund 2008, L.P.持有榮建之全部已發行股本。Hony Capital Fund 2008, GP, L.P.為Hony Capital Fund 2008, L.P.之唯一普通合夥人。Hony Capital Fund 2008, GP Limited為Hony Capital Management Limited之全資附屬公司，且為Hony Capital Fund 2008, GP, L.P.之唯一普通合夥人。Hony Managing Partners Limited擁有80% Hony Capital Management Limited之股本權益。趙令歡先生持有Hony Managing Partners Limited 100%已發行股本。上述各方因而被視為於榮建所持有之權益中擁有權益。

SUBSTANTIAL SHAREHOLDERS (continued)

(b) Long position/short position in the underlying shares equity derivatives of the Company (as defined in Part XV of the SFO) (continued)

Notes: (continued)

- (4) The long position of 1,294,774,999 underlying Shares represents the interest in the 1,294,774,999 conversion shares which may be issued under the Hony Convertible preferred shares. The exercise of the conversion rights attaching to the Hony Convertible preferred shares are subject to the restrictions as stated in the paragraph headed "Other terms of the Preferred Shares" under the section headed "Subscription Agreement" in the circular dated 19 November 2012.

Save as disclosed above, the directors and chief executives of the Company are not aware that there is any person who, as at 31 December 2013, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 December 2013, director of the Company had the following interests in business which competed or were likely to compete, either directly or indirectly, with the Group's business:

Name of director 董事姓名	Name of company 公司名稱	Nature of business 業務性質	Nature of interests 權益性質
Mr. Wu Yijian	Ginwa Investments Holding Group Ltd. ("Ginwa Investments")	Project investment, entity investment, real estate development, property sales, leasing and agency services, department store and supermarket operations	Certain personal interests in Ginwa Investments (Note)
吳一堅先生	金花投資控股集團有限公司 (「金花投資」)	項目投資、企業投資、土地開發、地產銷售、租賃及代理服務、經營百貨商場及超級市場	於金花投資擁有若干個人權益 (附註)

主要股東 (續)

(b) 於本公司股權衍生工具項下之相關股份之長倉／短倉 (定義見證券及期貨條例第XV部) (續)

附註: (續)

- (4) 長倉1,294,774,999股相關股份指於分別根據弘毅可換股優先股而可能予以發行之1,294,774,999股兌換股份之權益。行使弘毅可換股優先股附帶之兌換權均須受日期為二零一二年十一月十九日之通函「認購協議」一節項下「優先股之其他條款」所載之限制規限。

除上文所披露者外，於二零一三年十二月三十一日，據本公司董事及主要行政人員所知，概無任何人士於任何股份或相關股份中擁有任何權益或短倉須根據證券及期貨條例第XV部第2及第3分部之規定而向本公司披露，或直接或間接持有附帶權利可在任何情形下於本集團任何其他成員公司之股東大會投票之任何類別股本面值之5%或以上權益。

董事於競爭業務之權益

於二零一三年十二月三十一日，本公司董事擁有下列與本集團業務直接或間接構成競爭或可能構成競爭的業務的權益：

DIRECTORS' INTERESTS IN COMPETING BUSINESS (continued)

Note:

Certain businesses of Ginwa Investments may compete with certain aspects of the business of the Group. Mr. Wu Yijian is the 92% beneficial owner of Ginwa Investments.

As Ginwa Investments is involved in the operation of department stores and supermarkets in northwest China, the Group has been operating independently of, and at arm's length from, the businesses of Ginwa Investments.

Save as disclosed above, none of the directors or their respective associates have an interest in a business, apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales attributable to the Group's largest customer and five largest customers taken together were less than 30% of the Group's total sales for the year. The aggregate purchases attributable to the Group's largest supplier and five largest suppliers taken together were less than 30% of the Group's total purchases for the year.

None of the directors, their associates, or any shareholders (which, to the best knowledge of the directors, owned more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest major customers and suppliers during the year.

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

During the year, the Company repurchased a total of 60,574,000 ordinary shares of the Company at a total amount of HK\$119,127,000 on the Stock Exchange.

60,574,000 repurchased ordinary shares were cancelled during the year. The issued share capital of the Company was accordingly reduced by the par value of the repurchased ordinary shares so cancelled. The above repurchases were effected by the Directors pursuant to the mandate from shareholders, with a view to benefit shareholders as a whole in enhancing the net assets and earnings per share of the Company.

董事於競爭業務之權益 (續)

附註:

金花投資的若干業務可能與本集團業務的某些方面構成競爭。吳一堅先生實益持有92%金花投資的權益。

由於金花投資涉及於中國西北部經營百貨商場及超級市場，本集團一直按公平原則與該等公司的業務分開獨立運作。

除上文所披露者及本集團業務外，董事或其各自聯繫人士概無於直接或間接與本集團業務構成競爭或可能構成競爭的業務中擁有權益。

主要客戶及供應商

本集團最大客戶及五大客戶合共總銷售額少於本集團年內總銷售額之30%。本集團對最大供應商及五大供應商合共總採購額少於本集團年內總採購額之30%。

於本年度內，概無任何董事、其聯繫人士或任何股東（以董事所知擁有本公司5%以上已發行股本）於本集團五大主要客戶及供應商中擁有任何實益權益。

購買、出售或贖回本公司之上市證券

於年內，本公司以總額119,127,000港元於聯交所購回合共60,574,000股本公司普通股。

60,574,000股購回普通股已於年內註銷。本公司之已發行股本已因此減去該等已註銷購回普通股之面值。上述購回乃由董事根據股東之授權進行，旨在提升本公司之每股資產淨值以及盈利，符合股東之整體利益。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES *(continued)*

Details of the share repurchase and other movements in the share capital of the Company during the year are set out in note 29 to the financial statements.

Save as disclosed above, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of any listed securities of the Company during the year.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-Laws and the laws in Bermuda.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year.

MATERIAL LITIGATION

Neither the Company nor any of its subsidiaries is engaged in any other litigation or arbitration of material importance and there is no litigation or claim of material importance known to the directors to be pending or threatened by or against the Company or any of its subsidiaries.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors as at the date of this report, there is sufficient public float of more than 25% of the Company's shares in the market as required under the Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

Details of events after the reporting period of the Group are set out in note 35 to the financial statements.

購買、出售或贖回本公司之上市證券 (續)

本年內本公司的股份購回及股本其他變動詳情載於財務報表附註29。

除上文所披露者外，本公司或其任何附屬公司於年內均無購回、出售或贖回本公司任何上市證券。

優先購買權

本公司之公司細則及百慕達法例均無關於優先購買權之條文。

管理合約

本集團於本年度並無訂立或訂有任何關於本集團全部業務或其中任何重大部份之管理及行政合約。

重大訴訟

本公司或其任何附屬公司概無涉及任何其他重大訴訟或仲裁。而就董事所知，本公司或其任何附屬公司亦無任何尚未了結之重大訴訟或索償或面臨重大訴訟或索償之威脅。

足夠公眾持股量

按本公司取得之公開資料及據董事所知，於本報告日期，本公司股份在市場上具有高於上市規則所規定25%之足夠公眾持股量。

報告期後事項

本集團之報告期後事項之詳情載於財務報表附註35。

AUDITOR

KPMG retire and, being eligible, offer themselves for reappointment. A resolution for the re-appointment of KPMG as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

Choon Hoi Kit, Edwin
Chief Executive Officer
Hong Kong, 28 March 2014

核數師

畢馬威任滿告退，惟其符合資格並願意膺聘連任。於應屆股東週年大會上，將提呈重新委聘畢馬威為本公司核數師之決議案。

代表董事會

鄭開杰
行政總裁
香港，二零一四年三月二十八日

CORPORATE GOVERNANCE PRACTICES

The Board is committed to upholding a high standard of corporate governance practices and business ethics in the firm belief that they are essential for maintaining and promoting investors' confidence and maximizing shareholders' returns.

The Board perpetually reviews its corporate governance practices and internal control policy and procedures from time to time in order to meet the rising expectations of stakeholders and comply with increasingly stringent regulatory requirements, and to fulfill its commitment to excellence in corporate governance.

The Board considers that the Company has complied throughout the year ended 31 December 2013 with the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules, except for certain deviations. The corporate governance of the Company for the year is stated as follows:

CG Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. None of the existing Independent Non-executive Directors of the Company is appointed for a specific term. However, all the directors (Executive, Non-executive and Independent Non-executive) are subject to retirement at least once every three years under Bye-Law 87(1) of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

The Company has received from each of the Independent Non-executive Directors a written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company thus considers all the Independent Non-executive Directors are independent for the year.

CG Code Provision E.1.2 stipulates that the chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration and nomination committees to attend.

The chairman of the Board and the chairman of the remuneration committee were not able to attend the annual general meeting of the Company held on 15 May 2013 due to other important business engagement. They had delegated the Chief Executive Officer to chair and be available to answer questions at the annual general meeting.

企業管治常規

董事會恪守維持高水平企業管治及商業道德標準的承諾，並堅信此對保持及提高投資者信心、增加股東回報攸關重要。

為了達成公司相關利益者不斷提升的期望、及符合日趨嚴謹之規管要求，以及實踐董事會堅守優越企業管治之承諾，董事會不斷檢討其企業管治守則及內部監控政策與程序。

董事會認為本公司於截至二零一三年十二月三十一日止年度一直遵守上市規則附錄14所載《企業管治常規守則》（「企業管治守則」）之規定，惟若干偏離情況除外。本公司於本年度之企業管治詳情載列如下：

企業管治守則條文第A.4.1條訂明，非執行董事須以指定任期委任並膺選連任。本公司現任獨立非執行董事並非以指定任期委任。然而，根據本公司細則第87(1)條，全體董事（包括執行、非執行及獨立非執行董事）須最少每三年輪值告退一次。因此，本公司認為已採取足夠措施確保本公司之企業管治常規不比企業管治守則所載之規定寬鬆。

本公司已接獲各獨立非執行董事根據上市規則第3.13條就彼等之獨立身份而發出之確認書。本公司認為全體獨立非執行董事於本年度均屬獨立人士。

企業管治守則條文第E.1.2條訂明，董事會主席應出席股東週年大會，並邀請審核委員會、薪酬委員會及提名委員會的主席出席。

董事會主席及薪酬委員會的主席因其他重要業務關係，未克出席本公司於二零一三年五月十五日舉行之股東週年大會，而他們已委派行政總裁擔任股東週年大會主席及回答提問。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules. Having made specific enquiry of all the directors, all the directors confirmed that they have complied with the required standards set out in the Model Code throughout the year ended 31 December 2013.

BOARD OF DIRECTORS

Board Composition

As at 31 December 2013 and the date of this annual report, the Board is comprised of four executive Directors, two non-executive Directors and three independent non-executive Directors.

The followings are the members of the Board:

Executive Directors

Mr. Wu Yijian (*Chairman*)
Mr. Qiu Zhongwei (*Vice Chairman*)
Mr. Choon Hoi Kit, Edwin (*Chief Executive Officer*)
Mr. Sha Yingjie

Non-Executive Directors

Mr. Qu Jiaqi
Mr. Chen Shuai

Independent Non-Executive Directors

Mr. Chan Wai Kwong, Peter
Mr. Tsang Kwok Wai
Ms. Li Ling

All Directors have given sufficient time and attention to the affairs of the Group. Each executive Director is suitably qualified for his position, and has sufficient experience to hold the position so as to carry out his duties effectively and efficiently. Biographical information of the Directors are set out in the section headed "Biographies of Directors" of this annual report.

董事進行證券交易之標準守則

本公司採納了上市規則附錄10所載之上市發行人董事進行證券交易的標準守則。經向所有董事作出特定查詢後，全部董事確實彼等於截至二零一三年十二月三十一日止年度內，一直遵守標準守則所載之規定準則。

董事會

董事會組成

於二零一三年十二月三十一日及本年報日期，董事會由四名執行董事、兩名非執行董事及三名獨立非執行董事組成。

董事會成員如下：

執行董事

吳一堅先生 (主席)
邱中偉先生 (副主席)
鄭開杰先生 (行政總裁)
沙英杰先生

非執行董事

曲家琪先生
陳帥先生

獨立非執行董事

陳為光先生
曾國偉先生
厲玲女士

全體董事均就本集團事務投入充分的時間及精力。各執行董事均符合資格勝任其職位，並有足夠經驗擔任其職務，有效履行職責。有關董事的履歷詳情載於本年報「董事履歷」一節。

OPERATIONS OF THE BOARD

The Board determines the corporate mission and broad strategies, monitors and controls operating and financial performance and sets appropriate policies to manage risks in pursuit of the Group's strategic objectives. According to CG Code Provision A.1.1, the Board should meet regularly and Board meetings should be held at least four times a year at approximate intervals. During the year, the Board met regularly and frequently for the review and approval on the business of department stores, shopping mall and supermarkets. Details of Directors' attendance of the Board and the shareholders' meetings held for the year ended 31 December 2013 are set out as follows:

董事會之運作

董事會負責釐定企業願景及主要策略、監察及監控營運及財務表現，以及制定合適的風險管理政策。以達成本集團的策略目標。根據企業管治守則條文第A.1.1條之規定，董事會應定期舉行董事會會議。董事會會議應每年舉行最少四次，約每季一次。於本年度，董事會定期及經常舉行會議，以檢討及審批經營百貨商場、購物中心及超級市場之業務。關於截至二零一三年十二月三十一日止年度舉行之董事會會議及股東大會，董事之出席紀錄載列如下：

Name of Director	Board Meeting	AGM & SGM 股東週年大會及 股東特別大會
董事姓名	董事會會議	股東特別大會
<i>Executive Directors</i>		
執行董事		
Mr. Wu Yijian 吳一堅先生	6/6	0/1
Mr. Qiu Zhongwei 邱中偉先生	6/6	0/1
Mr. Choon Hoi Kit, Edwin 鄭開杰先生	6/6	1/1
Mr. Sha Yingjie 沙英杰先生	6/6	0/1
<i>Non-Executive Directors</i>		
非執行董事		
Mr. Qu Jiaqi 曲家琪先生	6/6	0/1
Mr. Chen Shuai 陳帥先生	6/6	0/1
<i>Independent Non-Executive Directors</i>		
獨立非執行董事		
Mr. Chan Wai Kwong, Peter 陳為光先生	6/6	1/1
Mr. Tsang Kwok Wai 曾國偉先生	6/6	1/1
Ms. Li Ling 厲玲女士	6/6	0/1

All Directors are provided with relevant materials relating to the matters brought before the meetings. They have separate and independent access to the senior management and the company secretary of the Company at all times and may seek independent professional advice at the Company's expense. When queries are raised by Directors, steps would be taken to respond as promptly and as fully as possible. All Directors have the opportunity to include matters in the agenda of Board meetings. Notices of at least 14 days of Board meetings are given to the Directors and Board procedures comply with the Bye-Laws of the Company, as well as relevant rules and regulations.

FUNCTIONS AND DUTIES OF THE BOARD

The overall management of the Company's operation is vested in the Board. The Board carries out its functions according to the powers conferred upon it by the Bye-Laws of the Company which is uploaded onto the websites of the Stock Exchange and the Company, and since the date of uploading, has no significant changes have been made.

The main functions and duties conferred on the Board include:

- management of the overall business and strategic development;
- deciding business plans and investment plans;
- convening general meetings and reporting to the shareholders; and
- exercising other powers, functions and duties conferred by shareholders in general meetings.

The day-to-day management, administration and operation of the Company are delegated to the Chief Executive Officer and the senior management of the Company. The delegated functions and work tasks are periodically reviewed. Approvals must be obtained from the Board prior to any significant transactions entered into by the aforesaid officers.

The Directors may have access to the advice and services of the company secretary of the Company to ensure that the board procedures, and all applicable rules and regulations, are followed. In addition, the Directors may, upon reasonable request, seek independent professional advice under appropriate circumstance at the Company's expenses. The Board shall resolve to provide separate, appropriate, independent and professional advice to the Directors to assist the relevant Directors in discharging their duties.

全體董事於會議前皆獲提供有關討論事項的相關材料。董事於任何時候均可單獨及獨立聯絡本公司高級管理層及公司秘書，並可尋求獨立專業意見，費用由本公司承擔。董事若有諮詢，本公司會盡力及時全面回應。全體董事均可於董事會會議的議事章程加入討論事項。本公司至少在14日前向董事發出董事會會議通告，而董事會程序均符合本公司細則及相關規則及條例。

董事會職能及職責

本公司業務的整體管理全賴董事會。董事會根據本公司細則（已上載至聯交所及本公司網站，自上載之日起並無作出任何重大變更）賦予的權力行使其職能。

董事會的主要職能及職責如下：

- 整體業務的管理及策略發展；
- 業務計劃及投資計劃的決策；
- 舉行股東大會及向股東匯報；及
- 行使股東於股東大會賦予的其他權力、職能及職責。

本公司的日常管理、行政管理及營運職能授派予本公司行政總裁及高級管理層。本公司會定期檢討轉授職能及工作任務。上述高級職員訂立重大交易前須獲董事會批准。

全體董事均可獲本公司的公司秘書提供意見及服務，確保能夠遵守董事會程序及所有適用規則及規例。此外，經合理要求，董事可於適當情況下尋求獨立專業意見，費用由本公司承擔。董事會須決議是否為董事提供單獨適當的獨立專業意見以輔助有關董事履行職責。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Independent non-executive Directors have played a significant role in the Board by bringing their independent judgment to the Board meeting and scrutinizing the Group's performance. Their views carry significant weight in the Board's decision; in particular, they bring an impartial view to issues relating to the Group's strategy, performance and control. All independent non-executive Directors possess extensive academic, professional and industry expertise and management experience and have provided their professional advice to the Board. The independent non-executive Directors provide independent advice on the Group's business strategy, results and management to ensure that all interests of shareholders are taken into account, and the interests of the Company and its shareholders are protected.

The Board has three independent non-executive Directors, in compliance with Rule 3.10(1) of the Listing Rules, which requires that every board of directors of a listed issuer must include at least three independent non-executive directors. In addition, at least one independent non-executive Director, namely, Mr. Tsang Kwok Wai, possesses appropriate professional accounting qualifications or financial management expertise in accordance with Rule 3.10(2) of the Listing Rules. The Company has appointed three independent non-executive Directors, representing one-third of the Board, in compliance with Rule 3.10A of the Listing Rules.

The Company has received annual confirmations of independence from each of the existing independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules. Based on the contents of such confirmations, the Company considers that all the independent non-executive Directors are independent and that they have met the specific independence guidelines as set out in Rule 3.13 of the Listing Rules.

獨立非執行董事

獨立非執行董事於董事會內擔當重要角色，在董事會會議提供獨立判斷並監察本集團表現。彼等的意見對董事會的決策舉足輕重；尤其是彼等對本集團策略、表現及監控等事宜的公正立場。全體獨立非執行董事擁有廣泛的學術、專業及行業專長及管理經驗，及向董事會提供專業意見。獨立非執行董事就本集團的業務策略、業績及管理提供獨立意見，確保股東的利益獲得考慮，令本公司及其股東的利益均獲得保障。

董事會有三名獨立非執行董事，符合上市規則第3.10(1)條的規定，即上市發行人董事會須包括至少三名獨立非執行董事。此外，根據上市規則第3.10(2)條的規定，至少有一名獨立非執行董事（即曾國偉先生）具備合適的專業會計資格或財務管理專業知識。為符合上市規則第3.10A條的規定，本公司已委任三名獨立非執行董事，佔董事會人數三分之一。

本公司已接獲現任各獨立非執行董事按照上市規則第3.13條發出的年度獨立性確認書。根據該等確認書的內容，本公司認為，全體獨立非執行董事均獨立，且符合上市規則第3.13條所載詳細獨立指引。

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing in preparation of accounts for each financial period with a view to ensuring such accounts give a true and fair view of the state of affairs of the Group and of the results and cashflow for that period. The Company's accounts are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable.

PROFESSIONAL DEVELOPMENT

Every newly appointed Director will be given an induction training so as to ensure that he has appropriate understanding of the Group's business and of his duties and responsibilities under the Listing Rules and the relevant statutory and regulatory requirements.

The Company also provides regular updates on the business development of the Group. The Directors are regularly briefed on the latest development regarding the Listing Rules and other applicable statutory requirements to ensure compliance and upkeep of good corporate governance practices. In addition, the Company has been encouraging the Directors to enroll in professional development courses and seminars relating to the Listing Rules, companies ordinance and corporate governance practices organized by professional bodies or chambers in Hong Kong. All Directors are requested to provide the Company with their respective training records pursuant to the Code.

All Directors have participated in appropriate continuous professional development and refresh their knowledge and skills during the year for ensuring their contribution to the Board remains informed and relevant. Such professional development was completed by way of attending briefings, conference, courses, forum and seminars, teaching, self-reading and participating in business-related researches which are relevant to the business or directors' duties.

董事就財務報表所承擔之責任

董事須負責監督每個財政期間會計賬目之編製，以確保該等賬目能夠真實公允地反映本集團於該期間之財務狀況、業績與現金流量。本公司會計賬目之編製均符合全部有關法定要求及適用之會計準則。董事有責任確保選用合適會計政策並能貫徹應用，同時作出審慎及合理的判斷及估量。

專業發展

每名新委任的董事將獲履新培訓，確保彼對本集團的業務及上市規則及相關法規及監管要求下其本身的職務及責任有適當了解。

本公司亦定期提供本集團業務發展的最新資料。董事獲定期提供有關上市規則及其他適用法律規定的最新發展簡報，確保遵守及維持良好的企業管治常規。此外，本公司一直鼓勵董事參與由香港專業團體或商會舉辦，有關上市規則、公司條例及企業管治常規的專業發展課程及研討會。全體董事均須根據該守則之規定向本公司提供本身的培訓記錄。

全體董事於年內均已參加適當的持續專業發展，讓自己的知識及技能與時並進，確保繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。完成專業發展的方式包括出席有關業務或董事職務之簡報會、會議、課程、論壇及研討會、授課、閱讀相關資料及參與業務相關研究。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Wu Yijian is the Chairman of the Company. The Chairman's responsibility is to oversee the functioning of the Board and the strategies and policies of the Group.

Mr. Choon Hoi Kit, Edwin is the Chief Executive Officer of the Company. The Chief Executive Officer is responsible for monitoring the daily operation and management of the Company.

TERM OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

Each of the Non-executive Directors (including the Independent Non-executive Directors) has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date, renewable automatically by three years on the expiry of such term and every successive period of three years thereafter, subject to the relevant provisions under the Company's amended and restated Bye-Laws requiring no less than one-third of all the Directors (i.e. both Executive and Non-executive Directors are included) to retire from office by rotation at each Annual General Meeting of the Company, provided that every Director shall be subject to retirement by rotation at least once every three years.

DIRECTORS' AND OFFICERS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors and officers.

APPOINTMENTS AND RE-ELECTION OF DIRECTORS

Mr. Wu Yijian and Mr. Choon Hoi Kit, Edwin have entered into a service contract with the Company for a specific term, and all the Directors are subject to retirement by rotation and re-election at an annual general meeting at least once every three years in accordance with the Bye-Laws of the Company.

The Bye-Laws of the Company provide that any Director appointed by the Board to fill a casual vacancy in the Board shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting, and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

主席及行政總裁

吳一堅先生為本公司主席。主席的職責是監督董事會運作以及本集團策略及政策的實行。

鄭開杰先生為本公司的行政總裁。行政總裁負責監控本公司的日常運作及管理。

非執行董事任期

各非執行董事（包括獨立非執行董事）已與本公司訂立委任函件，自上市日期起計初步為期三年，可於任期屆滿後自動續期三年，及其後每三年自動續期一次，惟須遵守本公司經修訂及重列細則的規定，在本公司週年大會不少於全體董事（即包括執行董事及非執行董事在內）三分之一的董事須輪席告退及每名董事須每三年至少一次輪值告退。

董事及高級職員的保險

本公司已就可能對其董事及高級職員的潛在法律訴訟安排合適保險。

董事的委任及重選

吳一堅先生及鄭開杰先生已與本公司訂立一定期限的服務合約，根據本公司細則，所有董事須至少每三年於股東週年大會上輪流退任及膺選連任。

本公司細則規定，任何獲董事會委任以填補董事會正常職位空缺的董事須任職至其獲委任後本公司的首次股東大會為止，並須於該大會上重選，而任何獲董事會委任加入現時董事會的新增董事的任期僅至本公司下屆股東週年大會為止，屆時可符合資格膺選連任。

BOARD COMMITTEES

The Board has established (i) Audit Committee, (ii) Remuneration Committee, and (iii) Nomination Committee with defined terms of reference. The terms of reference of the board committees, which explain their respective roles and the authorities delegated to them by the Board, are available on the websites of the Company and the Stock Exchange. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice and other assistance under appropriate circumstances, at the Company's expenses.

AUDIT COMMITTEE

The Audit Committee was established by the Company, with written terms of reference in compliance with the requirements set out in Appendix 14 of the Listing Rules.

The Audit Committee shall consist of not less than 3 members. Currently, the Audit Committee consists of three Independent Non-executive Directors: Mr. Chan Wai Kwong, Peter, Mr. Tsang Kwok Wai and Ms. Li Ling, and one Non-executive Director, Mr. Chen Shuai. Mr. Chan Wai Kwong, Peter is the chairman of Audit Committee.

The primary objective of the Audit Committee is to review the financial reporting process of the Group and its internal control system, oversee the audit process and perform other duties assigned by the Board and make recommendations for the Company to improve the quality of financial information to be disclosed. It also reviews the annual and interim reports of the Company prior to their approval by the Board.

During the year, the Audit Committee reviewed the accounting principles and practices adopted by the Group, and recommended the appointment of the external auditor. Also, the Audit Committee together with management and independent auditors have reviewed the accounting principles and practices adopted by the Group, and discussed auditing, internal control and financial reporting matters including the review of the audited results for the year ended 31 December 2013, and the unaudited interim results for the six months ended 30 June 2013 prior to their approval by the Board.

董事委員會

董事會已成立具特定職權範圍的(i)審核委員會、(ii)薪酬委員會及(iii)提名委員會。董事委員會的職權範圍(當中分別說明其角色及董事會授予的權力)登載於本公司及聯交所網站。董事委員會獲提供充足資源履行職責,經合理要求,於適當情況下,可尋求獨立專業意見及其他協助,費用由本公司承擔。

審核委員會

本公司已根據上市規則附錄14所載之規定成立具有明確職權範圍之審核委員會。

審核委員會由最少三名成員組成,其現任成員包括三名獨立非執行董事:陳為光先生、曾國偉先生及厲玲女士,以及一名非執行董事:陳帥先生。陳為光先生為審核委員會主席。

審核委員會之主要目標是檢討本集團之財務申報程序及其內部監控系統,監督審核過程及履行董事會指派之其他職務,以及向本公司提供建議,以改善將予披露財務資料之質素。此外,審核委員會亦會在董事會作出批准前,預先審閱本公司之年度及中期報告。

年內,審核委員會審閱本集團的會計原則及常規,並就委任外聘核數師作出推薦建議。再加上,審核委員會,連同管理層及獨立核數師已審閱本集團所採納之會計原則及常規,並討論審核、內部監控及財務申報事宜,包括在董事會作出批准前,審閱截至二零一三年十二月三十一日止年度之經審核業績及截至二零一三年六月三十日止六個月之未經審核中期業績。

Corporate Governance Report

企業管治報告

During the year, two meetings were held by the Audit Committee. The attendance record of each member of the Audit Committee at the meetings of the Audit Committee is set out below:

年內，審核委員會舉行了兩次會議。審核委員會各成員於審核委員會會議的出席記錄載列如下：

Name of Director	Attendance/ Number of Audit Committee Meeting 出席／審核 委員會 會議數目
董事姓名	
Mr. Chan Wai Kwong, Peter 陳為光先生	2/2
Mr. Tsang Kwok Wai 曾國偉先生	2/2
Ms. Li Ling 厲玲女士	2/2
Mr. Chen Shuai 陳帥先生	2/2

There had been no disagreement between the Board and the Audit Committee during the financial year ended 31 December 2013.

於截至二零一三年十二月三十一日止財政年度，董事會與審核委員會並無意見分歧。

REMUNERATION COMMITTEE

The Company established the Remuneration Committee with written terms of reference in compliance with the CG Code.

薪酬委員會

本公司已成立薪酬委員會，其書面職權範圍乃符合企業管治守則規定。

The Remuneration Committee shall consist of not less than two members. Currently, the Remuneration Committee consists of one Executive Director: Mr. Qiu Zhongwei, three Independent Non-executive Directors: Mr. Chan Wai Kwong, Peter, Mr. Tsang Kwok Wai and Ms. Li Ling, and one Non-executive Director: Mr. Chen Shuai. Ms. Li Ling is the chairman of the Remuneration Committee.

薪酬委員會由最少兩名成員組成。薪酬委員會現任成員包括一名執行董事：邱中偉先生、三名獨立非執行董事：陳為光先生、曾國偉先生及厲玲女士，以及一名非執行董事：陳帥先生。厲玲女士為薪酬委員會主席。

The primary duty of the Remuneration Committee is to formulate the remuneration structure and policy of the Group, to review the remuneration packages of Executive Directors and senior management, including bonuses and options granted under the Share Option Scheme, to ensure that such remuneration is reasonable and not excessive. Generally, their remunerations are determined based on their experience and qualifications, the Group's performance as well as market conditions.

薪酬委員會主要職責為制定本集團之薪酬架構及政策，審核執行董事及高級管理層之薪酬待遇，包括花紅及根據購股權計劃授出之購股權，確保彼等之薪酬屬合理而不致過多。一般而言，彼等之薪酬乃根據彼等之經驗及資歷、本集團之表現及市場情況釐定。

During the year, the Remuneration Committee had reviewed the Group's remuneration policy and reviewed the remuneration package of the Executive Directors and senior management for the year of 2013.

During the year, three meetings were held by the Remuneration Committee. The attendance record of each member of the Remuneration Committee at the meetings of the Remuneration Committee is set out below:

Name of Director	Attendance/ Number of Remuneration Committee Meeting 出席／薪酬 委員會 會議數目
Ms. Li Ling 厲玲女士	3/3
Mr. Chan Wai Kwong, Peter 陳為光先生	3/3
Mr. Tsang Kwok Wai 曾國偉先生	3/3
Mr. Chen Shuai 陳帥先生	3/3
Mr. Qiu Zhongwei 邱中偉先生	3/3

NOMINATION COMMITTEE

The Company established the Nomination Committee with written terms of reference in compliance with the CG Code.

The Nomination Committee comprises one Non-executive Directors, namely, Mr. Chen Shuai and three Independent Non-executive Directors, namely Mr. Tsang Kwok Wai, Mr. Chan Wai Kwong, Peter and Ms. Li Ling. Mr. Tsang Kwok Wai is the chairman of the Nomination Committee.

年內，薪酬委員會已審閱本集團的薪酬政策及審閱二零一三年執行董事及高級管理層的薪酬待遇。

年內，薪酬委員會舉行了三次會議。薪酬委員會各成員於薪酬委員會會議的出席記錄載列如下：

提名委員會

本公司已成立提名委員會，其書面職權範圍乃符合企業管治守則。

提名委員會由一名非執行董事陳帥先生及三名獨立非執行董事曾國偉先生、陳為光先生及厲玲女士組成。曾國偉先生為提名委員會主席。

Corporate Governance Report

企業管治報告

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board at least once a year and to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable director candidates and making such recommendations to the Board, the Nomination Committee would also take into account various aspects of a candidate, including but not limited to his education background, professional experience, experience with the relevant industry and past directorships.

During the year, the Nomination Committee has reviewed the board's structure, size and composition to ensure that it has a balance of expertise, skills, independence and experience appropriate to the requirements of the business of the Company and review the annual confirmation of independence submitted by Independent Non-executive Directors and assessed their independence. Also, the Nomination Committee will also give consideration to the Board Diversity Policy when identifying suitably qualified candidates to become members of the Board, and the board will review the Board Diversity Policy on a regular basis to ensure its effectiveness.

During the year, two meetings were held by the Nomination Committee. The attendance record of each member of the Nomination Committee at the meetings of the Nomination Committee is set out below:

提名委員會的主要職責為至少每年檢討一次董事會的架構、人數及組成，以及物色具備合適資格可擔任董事會成員的人士，並挑選或建議董事會提名有關人士出任董事。物色合適董事人選及向董事會作出有關推薦建議時，提名委員會亦須考慮候選人各方面的條件，包括但不限於其教育背景、專業經驗、相關行業經驗及過往董事職務。

年內，提名委員會已檢討董事會的架構、人數及組成，以確保具備比重均衡的適當專長、技能、獨立性及經驗，以切合本公司業務之需要，並審閱獨立非執行董事提交的獨立性年度確認書以及評核彼等的獨立性。再加上，提名委員會亦將於物色具備合適資格的人選擔任董事會成員時考慮董事會成員多元化政策，而董事會將定期審閱董事會成員多元化政策以確保其成效。

年內，提名委員會舉行了兩次會議。提名委員會各成員於提名委員會會議的出席記錄載列如下：

Name of Director	Attendance/ Number of Nomination Committee Meeting
董事姓名	出席／提名 委員會 會議數目
Mr. Tsang Kwok Wai 曾國偉先生	2/2
Mr. Chan Wai Kwong, Peter 陳為光先生	2/2
Ms. Li Ling 厲玲女士	2/2
Mr. Chen Shuai 陳帥先生	2/2

AUDITOR'S REMUNERATION

The Company has re-appointed KPMG as its external auditor during the year ended 31 December 2013. The external auditor is refrained from engaging in non-audit services except for specific approved items, such as review of interim results of the Group. The Audit Committee reviews the external auditor's statutory audit scope and non-audit services and approves its fees. A remuneration of HK\$3.4 million was paid/payable to KPMG for the provision of annual audit and review of interim results services in 2013.

FINANCIAL REPORTING

The Board, supported by the financial controller and the finance department, is responsible for the preparation of the financial statements of the Company and the Group for each financial year which shall give a true and fair view of the financial position, performance and cash flow of the Company and its subsidiaries for that period. The directors acknowledge their responsibilities for preparing the accounts of the Company. As at 31 December 2013, the Board is not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The responsibilities of KPMG, the Company's external auditor, in relation to the financial statements are set out in the section headed "Independent Auditor's Report" in this annual report.

COMPANY SECRETARY

Mr. Chiu Ngam, Chris has been informed of the requirement of the Rule 3.29 of the Listing Rules, and he confirmed that he had attained no less than 15 hours of relevant professional training during the year ended 31 December 2013.

核數師酬金

本公司已於截至二零一三年十二月三十一日止年度續聘畢馬威會計師事務所為其外聘核數師。外聘核數師不得從事非審核服務，惟特准項目除外，例如審閱本集團的中期業績。審核委員會負責檢討外聘核數師的法定審核範圍及非審核服務與批准其收費。就畢馬威會計師事務所於二零一三年提供之年度審核及中期業績審閱，已向其支付／應付3,400,000港元之酬金。

財務報告

董事會在財務總監及財務部門的支持下負責編製本公司及本集團每個財政年度的財務報表，該等財務報表真實公允地反映本公司及其附屬公司於該期間的財務狀況、表現及現金流量。董事知悉其編製本公司賬目的職責。於二零一三年十二月三十一日，董事會並不知悉任何有關可能對本集團繼續作為持續經營的能力構成重大疑問的事件或情況的任何重大不明朗因素。

本公司外聘核數師畢馬威會計師事務所就財務報表履行的職責載列於本年報「獨立核數師報告」一節。

公司秘書

趙岩先生已獲告知上市規則第3.29條的規定，並確認其於截至二零一三年十二月三十一日止年度已接受不少於十五小時的相關專業培訓。

INTERNAL CONTROL

The Board is responsible for maintaining a sound internal control system and reviewing its effectiveness at least annually to safeguard the shareholders' investments and the Group's assets. During the year ended 31 December 2013, the Board was assisted by the Audit Committee in reviewing the effectiveness of the Group's internal control system with no material deficiencies identified. The Board and the Audit Committee have considered all material aspects, including financial, operational and compliance controls, risk management functions, as well as the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget in the review. The Board and the Audit Committee are satisfied that the Group's internal control system was effective and there was no significant area of concern which might affect the interests of the shareholders of the Company.

The Group will use its best endeavour to implement changes to further improve the Group's internal control system whenever necessary.

SHAREHOLDERS' RIGHTS

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING AND TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETING

Pursuant to the Bye-Laws of the Company, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company by mail at Unit 1107, 11/F, Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

內部監控

董事會負責維持良好之內部監控系統及至少每年檢討其效能，以保障股東之投資及本集團之資產。於截至二零一三年十二月三十一日止年度，董事會在審核委員會之協助下檢討本集團內部監控系統之效能，並無發現重大不足之處。董事會及審核委員會在檢討中已考慮所有重大方面，包括財務、營運及合規控制、風險管理職能，及本集團會計及財務報告職能員工具備足夠資源、資格及資歷，以及彼等之培訓計劃及預算。董事會及審核委員會均認為本集團之內部監控乃屬有效且並無任何可能影響本公司股東權益之重大問題。

如有需要，本集團將盡其最大努力來施行改革以進一步改善本集團之內部監控系統。

股東權利

股東召開股東特別大會及於股東大會上提出議案的程序

根據本公司細則的規定，任何一位或以上於遞呈要求日期持有不少於本公司繳足股本（賦有於本公司股東大會上投票權）十分一的股東於任何時候有權以郵件方式向本公司董事會或公司秘書發出書面要求（郵寄地址為香港九龍尖沙咀廣東道28號力寶太陽廣場11樓1107室），要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後二十一日內，董事會未有召開該大會，則遞呈要求人士可自發以同樣方式作出此舉，而遞呈要求人士因董事會未有召開大會而合理產生的所有開支應由本公司向遞呈要求人士作出償付。

PROCEDURES BY WHICH ENQUIRIES MAY BE PUT TO THE BOARD

Shareholders may send their enquiries and concerns to the Board by addressing them to the company secretary of the Company by mail at Unit 1107, 11/F, Lippo Sun Plaza, 28 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong. The company secretary of the Company is responsible for forwarding communications relating to matters within the Board's direct responsibilities to the Board and communications relating to ordinary business matters, such as suggestions and inquiries, to the Chief Executive Officer of the Company.

INVESTOR RELATIONS CONSTITUTIONAL DOCUMENTS

There has been no significant change in the Company's constitutional documents during the year ended 31 December 2013.

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of effective communication with the shareholders of the Company. The Company has established a number of communication channels to maintain an ongoing dialogue with its shareholders and to enhance the transparency of the Group. These include (i) holding annual and extraordinary general meetings to provide a forum for shareholders to communicate directly with the Board and the Board committees; (ii) distributing corporate documents and releasing announcements to disseminate the Group's latest information to the shareholders; and (iii) maintaining the Company's website to provide an electronic means of communication with the shareholders and the public.

Shareholders and other interested parties are welcome to access the Group's information from the Company's website at www.cgrh.com.hk. The Group's corporate information including terms of reference of the Board committees, the Group's financial reports, announcements and circulars are available on the website. In order to enhance shareholders' understanding of the Group's business performance and development, the Company will continue to improve its corporate disclosure on the Company's website and the communication with its shareholders.

向董事會提出諮詢的程序

股東可以郵件方式向本公司的公司秘書發出其對董事會的諮詢及關注事項，郵寄地址為香港九龍尖沙咀廣東道28號力寶太陽廣場11樓1107室。本公司的公司秘書負責將與董事會直接職責有關的事宜轉達董事會，而將有關日常業務的事宜（如建議及諮詢）轉達本公司行政總裁。

投資者關係 憲章文件

於截至二零一三年十二月三十一日止年度，本公司的憲章文件並無重大變動。

與股東之溝通

董事會深明與本公司股東進行有效溝通之重要性。本公司建立多個溝通渠道，以維持與其股東之持續對話並提升本集團之透明度。該等渠道包括(i)舉行股東週年大會及股東特別大會，向股東提供直接與董事會及董事委員會溝通之論壇；(ii)向股東寄發企業文件及發出公告以發佈本集團之最新動態；及(iii)維護本公司網站，以向股東及公眾提供電子溝通方式。

歡迎股東及其他有興趣方訪問本公司網站www.cgrh.com.hk獲取有關本集團之資料。本集團之公司資料包括網站上提供之董事委員會之職權範圍、本集團之財務報告、公告及通函。為深化股東對本集團業務表現及發展之瞭解，本公司將繼續增加在本公司網站上之企業資料披露及加強與其股東之溝通。

Independent Auditor's Report

獨立核數師報告



Independent auditor's report to the shareholders of Century Ginwa Retail Holdings Limited

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Century Ginwa Retail Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 56 to 188, which comprise the consolidated and the Company's statements of financial position as at 31 December 2013, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

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

致世紀金花商業控股有限公司 各股東的獨立核數師報告

(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核刊於第56頁至第188頁有關世紀金花商業控股有限公司(「貴公司」)及各附屬公司(統稱「貴集團」)之綜合財務報表。此財務報表包括於二零一三年十二月三十一日之綜合及貴公司財務狀況表及截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之有關披露規定編制真實而公允之綜合財務報表，以及制定董事認為必要之相關內部控制，以使編製綜合財務報表時不存在由於欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

我們的責任是根據我們審核工作的結果，對該等綜合財務報表提出意見。該份報告書是根據一九八一年百慕達公司法第90條之規定，僅為整體股東而編寫，除此以外，我們的報告書不可用作其他用途。我們概不會就本報告書的內容，對任何其他人士負責或承擔法律責任。

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

AUDITOR'S RESPONSIBILITY (continued)

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2013, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

28 March 2014

核數師之責任 (續)

審核工作涉及執行獲取有關該等綜合財務報表所載金額及披露資料審核憑證之程序。而程序之選定則取決於核數師之判斷，包括評估因欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師會考慮與該公司有關編製及真實公允反映情況之綜合財務報表之內部監控，以便設計適當之審核程序，而並非為對公司內部監控之效能發表意見。審核亦包括評價董事所採用之會計政策是否合適及其會計估計是否合理，以及評價綜合財務報表之整體列報方式。

我們相信，我們獲得充足及適當之審核憑證，作為下列審核意見之基礎。

意見

我們認為，綜合財務報表已根據《香港財務報告準則》真實公允地反映 貴公司及 貴集團於二零一三年十二月三十一日的財務狀況及 貴集團於截至該日止年度之盈利及現金流量，並已按照香港《公司條例》之披露規定妥善編製。

畢馬威會計師事務所

香港執業會計師
香港中環
遮打道10號
太子大廈8樓

二零一四年三月二十八日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度
(Expressed in Hong Kong dollars ("HK\$")) (以港元(「港元」)呈列)

		Note	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
		附註		
Turnover	營業額	4	1,871,577	1,740,483
Other revenue	其他收益	5	7,911	4,095
Cost of goods sold	貨品銷售成本	20	(646,997)	(583,705)
Sales and other taxes and surcharges	銷售及其他稅項及附加稅		(106,741)	(92,870)
Staff costs	員工成本	6(b)	(224,705)	(183,593)
Operating lease expenses	經營租賃開支	6(c)	(109,821)	(131,629)
Depreciation expenses	折舊開支	13(a)	(169,115)	(113,422)
Utilities expenses	公共事業開支		(74,911)	(73,379)
Advertisement expenses	廣告開支		(34,465)	(40,048)
Other operating expenses	其他經營開支		(101,827)	(118,242)
Profit from operations	經營溢利		410,906	407,690
Valuation gain on an investment property	投資物業估值收益	14	226,820	329,829
Net finance costs	財務費用淨額	6(a)	(58,872)	(183,801)
Changes in fair value on the derivative components of convertible notes	可換股票據之衍生部份 公允值變動	26	2,082	32,793
Changes in fair value of derivative financial instruments	衍生金融工具之公允值變動	23(ii)	8,752	–
Profit before taxation	除稅前溢利	6	589,688	586,511
Income tax	所得稅	7	(115,706)	(122,417)
Profit for the year	本年度溢利		473,982	464,094
Attributable to:	由下列人士應佔:			
Equity shareholders of the Company	本公司股東		443,641	422,802
Non-controlling interests	非控股權益		30,341	41,292
Profit for the year	本年度溢利		473,982	464,094
Earnings per share	每股盈利			
Basic (HK\$)	基本(港元)	12(a)	0.192	0.389
Diluted (HK\$)	攤薄(港元)	12(b)	0.180	0.237

The notes on pages 65 to 188 form part of these financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in Note 29(b).

第65至188頁之附註乃組成該等財務報表之部份。本公司股東應佔本年度溢利之應付股息之詳情載於附註29(b)。

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度
(Expressed in HK\$) (以港元呈列)

	Note 附註	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Profit for the year	本年度溢利	473,982	464,094
Other comprehensive income for the year (after tax and reclassification adjustments):	本年度其他全面收益(除稅後及重新分類調整後):		
Items that will not be reclassified to profit or loss:	將不會重新分類至損益之項目:		
– Surplus on revaluation of leasehold land and buildings held for own use	– 重估持作自用之租賃土地及樓宇盈餘	11(a) 195,719	395,162
Items that may be reclassified subsequently to profit or loss:	其後可重新分類至損益之項目:		
– Available-for-sale financial assets: net movement in fair value reserve	– 可供出售金融資產: 公允價值儲備變動淨額	11(a) –	(72)
– Exchange differences on translation into presentation currency	– 換算為呈列貨幣之匯兌差額	11(a) 97,929	6,194
		97,929	6,122
Other comprehensive income for the year	本年度其他全面收益	293,648	401,284
Total comprehensive income for the year	本年度全面收益總額	767,630	865,378
Attributable to:	由下列人士應佔:		
Equity shareholders of the Company	本公司股東	735,773	824,003
Non-controlling interests	非控股權益	31,857	41,375
Total comprehensive income for the year	本年度全面收益總額	767,630	865,378

The notes on pages 65 to 188 form part of these financial statements.

第65至188頁之附註乃組成該等財務報表之部份。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2013 於二零一三年十二月三十一日
(Expressed in HK\$) (以港元呈列)

	Note	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
	附註		
Non-current assets			
Fixed assets	13(a)	3,352,184	2,979,465
Investment property	14	1,647,163	1,480,020
Intangible assets	15	492,509	492,509
Goodwill	16	1,348,075	1,348,075
Prepayment for acquisition of a property	18	75,681	–
Deferred tax assets	28(b)	39,277	48,938
		6,954,889	6,349,007
Current assets			
Inventories	20	126,217	123,362
Trade and other receivables	21	641,129	252,384
Loan receivable from a related party	19	980,649	917,221
Cash at bank and on hand	22	266,177	831,646
		2,014,172	2,124,613
Current liabilities			
Trade and other payables	23	1,512,948	1,491,147
Bank and other loans	24(a)	434,982	772,290
Unsecured notes	25	–	21,979
Convertible notes	26	–	65,142
Current taxation	28(a)	81,753	60,314
		2,029,683	2,410,872
Net current liabilities		(15,511)	(286,259)
Total assets less current liabilities		6,939,378	6,062,748
Non-current liabilities			
Bank loans	24(b)	1,353,055	1,141,843
Convertible notes	26	–	81,734
Deferred tax liabilities	28(b)	513,286	392,390
		1,866,341	1,615,967
NET ASSETS		5,073,037	4,446,781

The notes on pages 65 to 188 form part of these financial statements.

第65至188頁之附註乃組成該等財務報表之部份。

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2013 於二零一三年十二月三十一日
(Expressed in HK\$) (以港元呈列)

		Note	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
		附註		
CAPITAL AND RESERVES	股本及儲備	29		
Share capital	股本		229,823	231,474
Reserves	儲備		4,698,390	4,050,131
Total equity attributable to equity shareholders of the Company	本公司股東應佔權益總額		4,928,213	4,281,605
Non-controlling interests	非控股權益		144,824	165,176
TOTAL EQUITY	權益總額		5,073,037	4,446,781

Approved and authorised for issue by the board of directors on 28 March 2014.

於二零一四年三月二十八日獲董事會批准及授權刊發。

Choon Hoi Kit, Edwin
鄭開杰
Director
董事

Sha Yingjie
沙英杰
Director
董事

The notes on pages 65 to 188 form part of these financial statements.

第65至188頁之附註乃組成該等財務報表之部份。

Statement of Financial Position

財務狀況表

At 31 December 2013 於二零一三年十二月三十一日
(Expressed in HK\$) (以港元呈列)

		Note	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
		附註		
Non-current assets	非流動資產			
Fixed assets	固定資產	13(b)	18,483	–
Investments in subsidiaries	於附屬公司之投資	17	517,439	474,296
			535,922	474,296
Current assets	流動資產			
Other receivables	其他應收款	21	2,536,480	2,461,376
Cash at bank and on hand	銀行結存及手頭現金	22	415	389,066
			2,536,895	2,850,442
Current liabilities	流動負債			
Other payables	其他應付款	23	138,779	29,866
Bank loan	銀行貸款	24(a)	–	156,000
Unsecured notes	無抵押票據	25	–	21,979
Convertible notes	可換股票據	26	–	65,142
			138,779	272,987
Net current assets	流動資產淨值		2,398,116	2,577,455
Total assets less current liabilities	總資產減流動負債		2,934,038	3,051,751
Non-current liabilities	非流動負債			
Convertible notes	可換股票據	26	–	81,734
NET ASSETS	資產淨額		2,934,038	2,970,017
CAPITAL AND RESERVES	股本及儲備	29		
Share capital	股本		229,823	231,474
Reserves	儲備		2,704,215	2,738,543
TOTAL EQUITY	權益總額		2,934,038	2,970,017

Approved and authorised for issue by the board of directors on 28 March 2014.

於二零一四年三月二十八日獲董事會批准及授權刊發。

Choon Hoi Kit, Edwin
鄭開杰
Director
董事

Sha Yingjie
沙英杰
Director
董事

The notes on pages 65 to 188 form part of these financial statements.

第65至188頁之附註乃組成該等財務報表之部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度
(Expressed in HK\$) (以港元呈列)

		Attributable to equity shareholders of the Company 本公司股東應佔											
		Share capital	Share premium	Capital reserve	Contributed surplus	Fair value reserve	Property revaluation reserve	Statutory reserves	Exchange reserve	(Accumulated losses)/ retained profits	Total	Non-controlling interests	Total equity
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		(Note 29(c)(i))	(Note 29(d)(i))	(Note 29(d)(ii))	(Note 29(d)(iii))	(Note 29(d)(iv))	(Note 29(d)(v))	(Note 29(d)(vi))	(Note 29(d)(vii))	(Note 29(d)(viii))	(Note 29(d)(ix))	(Note 29(d)(x))	(Note 29(d)(xi))
		股本	股份溢價	資本儲備	撥入盈餘	公允價值儲備	物業重估儲備	法定儲備	匯兌儲備	(累計虧損)/ 保留溢利	總計	非控股權益	權益總額
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(附註 29(c)(i))	(附註 29(d)(i))	(附註 29(d)(ii))	(附註 29(d)(iii))	(附註 29(d)(iv))	(附註 29(d)(v))	(附註 29(d)(vi))	(附註 29(d)(vii))	(附註 29(d)(viii))	(附註 29(d)(ix))	(附註 29(d)(x))	(附註 29(d)(xi))
Balance at 1 January 2012	於二零一二年一月一日結餘	386,811	893,755	24,171	-	72	130,788	58,806	48,154	(208,112)	1,334,445	123,801	1,458,246
Changes in equity for 2012:	二零一二年權益變動:												
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	422,802	422,802	41,292	464,094
Other comprehensive income	其他全面收益	-	-	-	-	(72)	395,162	-	6,111	-	401,201	83	401,284
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	(72)	395,162	-	6,111	422,802	824,003	41,375	865,378
Ordinary shares issued on the acquisition of a subsidiary	就收購一間附屬公司發行普通股	25,229	564,940	-	-	-	-	-	-	-	590,169	-	590,169
Ordinary shares issued on the conversion of convertible notes (Note 26)	轉換可換股票據時發行普通股 (附註26)	42,700	135,248	(23,295)	-	-	-	-	-	-	154,653	-	154,653
Ordinary shares issued under share option schemes	根據購股權計劃發行普通股	330	1,208	(498)	-	-	-	-	-	-	1,040	-	1,040
Convertible preference shares issued	已發行可換股優先股	117,707	1,247,487	-	-	-	-	-	-	-	1,365,194	-	1,365,194
Ordinary shares consolidation and capital reorganisation	合併普通股及資本重組	(341,303)	(1,459,903)	-	1,224,868	-	-	-	-	575,405	(933)	-	(933)
Equity-settled share-based transactions (Note 27)	按股權結算以股份支付之交易 (附註27)	-	-	20,849	-	-	-	-	-	-	20,849	-	20,849
Effect on equity arising from the redemption of the unsecured notes	贖回無抵押票據對權益之影響	-	-	(7,815)	-	-	-	-	-	-	(7,815)	-	(7,815)
Appropriation to reserves	轉撥至儲備	-	-	-	-	-	-	23,651	-	(23,651)	-	-	-
		(155,337)	488,980	(10,759)	1,224,868	-	-	23,651	-	551,754	2,123,157	-	2,123,157
Balance at 31 December 2012	於二零一二年十二月三十一日結餘	231,474	1,382,735	13,412	1,224,868	-	525,950	82,457	54,265	766,444	4,281,605	165,176	4,446,781

The notes on pages 65 to 188 form part of these financial statements.

第65至188頁之附註乃組成該等財務報表之部份。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度
(Expressed in HK\$) (以港元呈列)

		Attributable to equity shareholders of the Company 本公司股東應佔										
		Share capital	Share premium	Capital reserve	Contributed surplus	Property revaluation reserve	Statutory reserves	Exchange reserve	Retained profits	Total	Non-controlling interests	Total equity
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Note 29(c)(i))	(Note 29(d)(i))	(Note 29(d)(ii))	(Note 29(d)(iii))	(Note 29(d)(iv))	(Note 29(d)(v))	(Note 29(d)(vi))	(Note 29(d)(vii))			
		股本	股份溢價	資本儲備	繳入盈餘	物業重估儲備	法定儲備	匯兌儲備	保留溢利	總計	非控股權益	權益總額
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(附註 29(c)(i))	(附註 29(d)(i))	(附註 29(d)(ii))	(附註 29(d)(iii))	(附註 29(d)(iv))	(附註 29(d)(v))	(附註 29(d)(vi))	(附註 29(d)(vii))			
Balance at 1 January 2013	於二零一三年一月一日結餘	231,474	1,382,735	13,412	1,224,868	525,950	82,457	54,265	766,444	4,281,605	165,176	4,446,781
Changes in equity for 2013:	二零一三年權益變動:											
Profit for the year	本年度溢利	-	-	-	-	-	-	-	443,641	443,641	30,341	473,982
Other comprehensive income	其他全面收益	-	-	-	-	195,719	-	96,413	-	292,132	1,516	293,648
Total comprehensive income for the year	本年度全面收益總額	-	-	-	-	195,719	-	96,413	443,641	735,773	31,857	767,630
Ordinary shares issued on the conversion of convertible notes (Note 26(iii))	轉換可換股票據時發行普通股 (附註26(iii))	4,406	73,883	-	-	-	-	-	-	78,289	-	78,289
Purchase of own shares (Note 29(c)(iii))	購買自身股份 (附註29(c)(iii))											
- par value paid	- 已付面值	(6,057)	-	-	-	-	-	-	-	(6,057)	-	(6,057)
- premium paid	- 已付溢價	-	(113,070)	-	-	-	-	-	-	(113,070)	-	(113,070)
Equity-settled share-based transactions (Note 27)	按股權結算以股份支付之交易 (附註27)	-	-	25,644	-	-	-	-	-	25,644	-	25,644
Effect on equity arising from the acquisition of non-controlling interests (Note 30)	收購非控股權益對權益之影響 (附註30)	-	-	(46,194)	-	-	-	-	-	(46,194)	(52,209)	(98,403)
Effect on equity arising from the redemption of the convertible notes (Note 26(i))	贖回可換股票據對權益之影響 (附註26(i))	-	-	(17,511)	-	-	-	-	17,511	-	-	-
Dividends approved in respect of the previous year (Note 29(b)(iii))	就前一年度已批准之股息 (附註29(b)(iii))	-	-	-	-	-	-	-	(27,777)	(27,777)	-	(27,777)
Appropriation to reserves	轉撥至儲備	-	-	-	-	-	33,604	-	(33,604)	-	-	-
		(1,651)	(39,187)	(38,061)	-	-	33,604	-	(43,870)	(89,165)	(52,209)	(141,374)
Balance at 31 December 2013	於二零一三年十二月三十一日結餘	229,823	1,343,548	(24,649)	1,224,868	721,669	116,061	150,678	1,166,215	4,928,213	144,824	5,073,037

The notes on pages 65 to 188 form part of these financial statements.

第65至188頁之附註乃組成該等財務報表之部份。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度
(Expressed in HK\$) (以港元呈列)

	Note	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
	附註		
Operating activities	經營活動		
Profit before taxation	除稅前溢利	589,688	586,511
Adjustments for:	調整：		
Depreciation	折舊	13(a) 169,115	113,422
Net loss on disposal of fixed assets	處置固定資產之虧損淨額	6(c) 2,558	7,765
Valuation gain on an investment property	投資物業估值收益	14 (226,820)	(329,829)
Interest income	利息收入	5 (7,911)	(1,770)
Investment income from available-for-sale financial assets	可供出售金融資產之投資收益	5 –	(2,325)
Net finance costs	財務費用淨額	6(a) 58,872	183,801
Changes in fair value on the derivative components of convertible notes	可換股票據之衍生部份公允值變動	26 (2,082)	(32,793)
Changes in fair value of derivative financial instruments	衍生金融工具之公允值變動	23(ii) (8,752)	–
Equity-settled share-based payment expenses	按股權結算以股份支付之款項開支	6(b) 25,644	20,849
Changes in working capital:	營運資金變動：		
Increase in inventories	存貨之增加	(2,855)	(19,857)
(Increase)/decrease in trade and other receivables	應收賬款及其他應收款之(增加)/減少	(388,745)	38,367
Decrease in trade and other payables	應付賬款及其他應付款之減少	(11,160)	(160,483)
Net cash generated from operations	經營業務產生之淨現金	197,552	403,658
Income tax paid	已繳所得稅	28(a) (38,409)	(66,831)
Net cash generated from operating activities	經營活動產生之淨現金	159,143	336,827
Investing activities	投資活動		
Payments for the purchase of fixed assets	購買固定資產付款	(84,108)	(78,115)
Proceeds from disposal of fixed assets	處置固定資產所得款項	1,745	1,896
Prepayment for acquisition of a property	收購物業之預付款項	18 (75,681)	–
Payments for the purchase of available-for-sale financial assets	購買可供出售金融資產付款	–	(311,369)
Proceeds from the sale of available-for-sale financial assets	出售可供出售金融資產所得款項	–	380,567
Payments for acquisitions of subsidiaries, net of cash acquired	收購附屬公司付款，扣除所收購之現金	–	(457,810)
Interest received	已收利息	7,911	1,770
Net cash used in investing activities	投資活動使用之淨現金	(150,133)	(463,061)

The notes on pages 65 to 188 form part of these financial statements.

第65至188頁之附註乃組成該等財務報表之部份。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 December 2013 截至二零一三年十二月三十一日止年度
(Expressed in HK\$) (以港元呈列)

	Note	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
	附註		
Financing activities			
Proceeds from new bank loans		325,980	1,712,858
Payments of transaction costs in connection with new bank loans		(2,766)	(40,162)
Repayment of bank and other loans		(476,931)	(1,160,234)
Payments for repurchase of shares	29(c)(iii)	(119,127)	–
Proceeds from the issue of convertible preference shares, net of transaction costs		–	459,518
Payments for redemption of unsecured notes	25	(21,979)	(62,423)
Proceeds from the exercise of share options		–	1,040
Payments for acquisition of non-controlling interests	30	(98,403)	–
Decrease/(increase) in restricted cash at bank	22	145,442	(87,113)
Dividends paid to equity shareholders of the Company	29(b)(ii)	(27,777)	–
Other finance costs paid		(159,362)	(188,704)
Net cash (used in)/generated from financing activities		(434,923)	634,780
Net (decrease)/increase in cash and cash equivalents		(425,913)	508,546
Cash and cash equivalents at 1 January	22	628,254	119,733
Effect of foreign exchange rate changes		5,886	(25)
Cash and cash equivalents at 31 December	22	208,227	628,254

Non-cash transaction

As mentioned in Notes 19 and 26(i), the outstanding principal amount of certain convertible notes issued by the Company of HK\$75.2 million was redeemed during the year ended 31 December 2013 and used to set-off part of the loan receivable due from a related party.

The notes on pages 65 to 188 form part of these financial statements.

非現金交易

如附註19及26(i)所述，本公司發行之若干可換股票據之未償還本金額75,200,000港元於截至二零一三年十二月三十一日止年度已被贖回並且已用以抵銷部份應收一名關連人士之貸款。

第65至188頁之附註乃組成該等財務報表之部份。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

1 CORPORATE INFORMATION

Century Ginwa Retail Holdings Limited (the “Company”) was incorporated in Bermuda on 8 August 2000 as an exempted company with limited liability under the Bermuda Companies Act 1981. The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 23 October 2000. The consolidated financial statements of the Company for the year ended 31 December 2013 comprise the Company and its subsidiaries (collectively referred to as the “Group”). The principal activities of the Group are the operation of department stores, a shopping mall and supermarkets in the People’s Republic of China (the “PRC”).

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

1 公司資料

世紀金花商業控股有限公司(「本公司」)於二零零零年八月八日根據百慕達一九八一年公司法於百慕達註冊成立為獲豁免有限公司。本公司之股份於二零零零年十月二十三日起已在香港聯合交易所有限公司(「聯交所」)上市。本公司截至二零一三年十二月三十一日止年度之綜合財務報表包括本公司及其附屬公司(統稱「本集團」)。本集團之主要業務為於中華人民共和國(「中國」)經營百貨商場、購物中心及超級市場。

2 主要會計政策

(a) 遵例聲明

該等財務報表已根據所有適用之香港財務報告準則(「香港財務報告準則」)，包括香港會計師公會(「香港會計師公會」)頒佈之所有適用之個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋、香港公認會計原則及香港公司條例之披露規定編製。該等財務報表亦已遵守聯交所證券上市規則(「上市規則」)之適用披露規定。本集團採納之主要會計政策概述如下。

香港會計師公會已頒佈若干新訂及經修訂之香港財務報告準則，並於本集團及本公司之本期會計期間首次生效或可供提早採納。首次應用此等與本集團有關之新訂及經修訂之準則所引致於當期及以往會計期間之任何會計政策變動已於本財務報表內反映，有關資料載於附註2(c)。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2013 comprise the Group.

The measurement basis used in the preparation of the financial statements is the historical cost basis except for derivative financial instruments (see Note 2(f)), financial assets classified as available-for-sale (see Note 2(g)), leasehold land and buildings held for own use (see Note 2(h)) and investment property (see Note 2(i)) which are stated at their fair values.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in Note 3.

2 主要會計政策(續)

(b) 財務報表編製基準

截至二零一三年十二月三十一日止年度之綜合財務報表包括了本集團。

除按公允值呈列之衍生金融工具(見附註2(f))、歸類為可供出售金融資產(見附註2(g))、持作自用之租賃土地及樓宇(見附註2(h))及投資物業(見附註2(i))外，本財務報表編製時是以歷史成本作為計量基準。

管理層需在編製符合香港財務報告準則之財務報表時作出會影響會計政策應用，以及資產、負債、收入及支出之報告金額之判斷、估計及假設。此等估計及相關假設是根據以往經驗和管理層因應當時情況認為合理之多項其他因素作出，其結果構成當管理層在無法依循其他途徑實時得知資產與負債之賬面值時所作出判斷之基礎。實際結果可能有別於估計數額。

管理層會不斷審閱各項估計和相關假設。倘若會計估計之修訂只影響某一期間，其影響便會在該期間內確認，或如果修訂對當期和未來期間均有影響，則在作出修訂之期間和未來期間確認。

有關管理層在應用香港財務報告準則時所作出對財務報表有重大影響之判斷，以及估計不確定性之主要來源載述於附註3。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(b) Basis of preparation of the financial statements (continued)

As at 31 December 2013, the Group had net current liabilities of HK\$15,511,000, including the non-current portion of a bank loan repayable on demand of HK\$185,163,000 (see Note 24). These consolidated financial statements have been prepared on a going concern basis notwithstanding the net current liabilities of the Group at 31 December 2013 because the directors of the Company are of the opinion that (i) the Group is up to date with the scheduled repayments on the long-term bank loan repayable on demand and do not consider it probable that the bank will exercise its discretion to demand repayment for so long as the Group continues to meet these requirements; and (ii) based on a cash flow forecast of the Group for the year ending 31 December 2014 prepared by the management, the Group would have adequate funds to meet its liabilities as and when they fall due at least twelve months from the end of the reporting period. Accordingly, the directors of the Company consider it is appropriate to prepare the consolidated financial statements on a going concern basis.

(c) Changes in accounting policies

The HKICPA has issued a number of new HKFRSs and amendments to HKFRSs that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group's financial statements:

- Amendments to HKAS 1, *Presentation of financial statements – Presentation of items of other comprehensive income*
- HKFRS 10, *Consolidated financial statements*
- HKFRS 12, *Disclosure of interests in other entities*

2 主要會計政策(續)

(b) 財務報表編製基準(續)

於二零一三年十二月三十一日，本集團的流動負債淨額為15,511,000港元(包括須按要求償還之銀行貸款之非即期部份185,163,000港元(見附註24))。儘管本集團於二零一三年十二月三十一日錄得流動負債淨額，該等綜合財務報表按持續經營基準編製，因本公司董事認為，(i)本集團了解該須按要求償還之長期銀行貸款之預定還款時間，並認為只要本集團繼續滿足有關要求，銀行行使酌情權要求還款之可能性即不大；及(ii)根據管理層編製的本集團截至二零一四年十二月三十一日止年度現金流量預測，本集團將產生足夠資金以應付其自報告期末起至少十二個月內到期之負債。因此本公司董事認為，按持續經營基準編製綜合財務報表乃屬適當。

(c) 會計政策變動

香港會計師公會已頒佈多項新訂《香港財務報告準則》及《香港財務報告準則》修訂，該等新訂準則及修訂於本集團及本公司之本會計期間首次生效。其中包括下列與本集團財務報告有關之發展：

- 《香港會計準則》第1號(修訂本)「呈報財務報表－呈列其他全面收益項目」
- 《香港財務報告準則》第10號「綜合財務報表」
- 《香港財務報告準則》第12號「於其他實體之權益披露」

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

- HKFRS 13, *Fair value measurement*
- Amendments to HKFRS 7 – *Disclosures – Offsetting financial assets and financial liabilities*

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period. Impacts of the adoption of these new or amended HKFRSs are discussed below.

Amendments to HKAS 1, Presentation of financial statements – Presentation of items of other comprehensive income

The amendments require entities to present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss. The presentation of other comprehensive income in the consolidated statement of profit or loss and other comprehensive income in these financial statements has been modified accordingly. In addition, the Group has chosen to use the new titles “statement of profit or loss” and “statement of profit or loss and other comprehensive income” as introduced by the amendments in these financial statements.

2 主要會計政策(續)

(c) 會計政策變動(續)

- 《香港財務報告準則》第13號「公允值計量」
- 《香港財務報告準則》第7號(修訂本)「披露－抵銷金融資產及金融負債」

本集團於本會計期間並無應用任何尚未生效之新準則或詮釋。下文所述為採納新頒佈或經修訂之香港財務報告準則之影響。

《香港會計準則》第1號(修訂本)「呈報財務報表－呈列其他全面收益項目」

該等修訂本要求在符合若干條件之情況下，實體將未來有可能重新分類為損益之其他綜合收益項目，與該等不會重新分類為損益之其他全面收益項目分開呈列。本集團已據此修訂該等財務報表中綜合損益及其他全面收益表內其他全面收益之呈列。此外，本集團已選擇在該等財務報表中使用修訂所引入之新名稱「損益表」及「損益及其他全面收益表」。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

HKFRS 10, Consolidated financial statements

HKFRS 10 replaces the requirements in HKAS 27, *Consolidated and separate financial statements*, relating to the preparation of consolidated financial statements and HK-SIC 12, *Consolidation – Special purpose entities*. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

As a result of the adoption of HKFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 January 2013.

HKFRS 12, Disclosure of interests in other entities

HKFRS 12 brings together into a single standard all the disclosure requirements relevant to an entity's interests in subsidiaries, joint arrangements, associates and unconsolidated structured entities. The disclosures required by HKFRS 12 are generally more extensive than those previously required by the respective standards. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in Note 17.

2 主要會計政策(續)

(c) 會計政策變動(續)

《香港財務報告準則》第10號「綜合財務報表」

《香港財務報告準則》第10號取代有關編製合併財務報表之《香港會計準則》第27號「合併及單獨財務報表」以及香港(常設詮釋委員會)詮釋公告第12號「合併—特殊目的實體」等規定。《香港財務報告準則》第10號引入單一控制模式，以釐定被投資公司應否予以合併處理，而焦點則放在有關實體是否有權控制被投資公司、參與被投資公司業務所得可變動回報之風險承擔或權利，以及運用權力影響該等回報金額之能力。

因採納《香港財務報告準則》第10號，本集團已更改釐定本集團是否擁有被投資公司之控制權相關之會計政策。此採納並無改變本集團就截至二零一三年一月一日參與其他實體所達致之任何控制結論。

《香港財務報告準則》第12號「於其他實體之權益披露」

《香港財務報告準則》第12號將實體所佔附屬公司、合營安排、聯營公司和未合併結構性實體之權益之所有相關披露規定集於一身。《香港財務報告準則》第12號規定之披露範圍普遍較相關準則先前所要求者更為廣泛。以適用於本集團之該等規定為限，本集團已於附註17提供該等披露。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(c) Changes in accounting policies (continued)

HKFRS 13, Fair value measurement

HKFRS 13 replaces existing guidance in individual HKFRSs with a single source of fair value measurement guidance. HKFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non-financial instruments. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in Notes 13 and 31. The adoption of HKFRS 13 does not have any material impact on the fair value measurements of the Group's assets and liabilities.

Amendments to HKFRS 7 – Disclosures – Offsetting financial assets and financial liabilities

The amendments introduce new disclosures in respect of offsetting financial assets and financial liabilities. Those new disclosures are required for all recognised financial instruments that are set off in accordance with HKAS 32, *Financial instruments: Presentation*, and those that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments and transactions, irrespective of whether the financial instruments are set off in accordance with HKAS 32.

The adoption of the amendments does not have an impact on these financial statements because the Group has not offset financial instruments, nor has it entered into master netting arrangement or similar agreement which is subject to the disclosures of HKFRS 7 during the periods presented.

2 主要會計政策 (續)

(c) 會計政策變動 (續)

《香港財務報告準則》第13號「公允價值計量」

《香港財務報告準則》第13號取代個別《香港財務報告準則》之現有指引，規定公允價值計量指引之單一來源。《香港財務報告準則》第13號亦包含有關金融工具及非金融工具公允價值計量之更廣泛披露規定。以適用於本集團之該等規定為限，本集團已於附註13及31提供該等披露。採納《香港財務報告準則》第13號不會對本集團資產及負債之公允價值計量產生任何重大影響。

《香港財務報告準則》第7號(修訂本)「披露－抵銷金融資產及金融負債」

此修訂引入有關金融資產及金融負債抵銷之新披露事項。該等新披露事項乃須就所有根據《香港會計準則》第32號「金融工具：呈列」予以抵銷以及涉及可執行總淨額結算安排或涵蓋同類金融工具及交易之類似協議之已確認金融工具作出，不論金融工具是否根據《香港會計準則》第32號作抵銷。

採納該等修訂並不會對該等財務報表產生影響，原因是於呈報期間本集團並無抵銷金融工具，亦無訂立總淨額結算安排或類似協議而須根據《香港財務報告準則》第7號作出披露。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(d) Subsidiaries and non-controlling interests

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

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

Non-controlling interests represent the equity interests in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those equity interests which would result in the Group as a whole having a contractual obligation in respect of those equity interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

2 主要會計政策(續)

(d) 附屬公司及非控股權益

附屬公司為本集團所控制之實體。倘本集團預期或有權藉參與實體業務而享有可變回報，並有能力運用其對該實體之權力影響該等回報，則本集團對該實體擁有控制權。在評估本集團是否有權時，僅會考慮本集團及其他各方所持實際權利。

於附屬公司的投資於綜合財務報表內從控制開始日起至控制完結日止綜合處理。集團內結餘及交易及集團內交易產生的任何未變現溢利於編製綜合財務報表時全數剔除。集團內交易導致的未變現虧損以相同於未變現收益之方法剔除，但只限於無減值情況，方會進行。

非控股權益指本公司並無直接或間接擁有的附屬公司股權，而就此而言，本集團並無與該等股權之持有人達成令本集團整體上要為該等符合為金融負債定義的股權履行合約責任的任何附加條款。就每一項業務合併而言，本集團可選擇按公允值或按彼等分佔附屬公司之可識別資產淨值之比例計量任何非控股權益。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(d) Subsidiaries and non-controlling interests

(continued)

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

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

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

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(l)(ii)), unless the investment is classified as held-for-sale.

2 主要會計政策(續)

(d) 附屬公司及非控股權益(續)

非控股權益列示於綜合財務狀況表之權益項下，以與歸屬於本公司股東應佔權益區分。於本集團業績內之非控股權益作為年內分配予非控股權益與本公司股東之總溢利或虧損及全面收益總額在綜合損益表及綜合損益及其他全面收益表中列示。

本集團於一間附屬公司之並無導致失去控制權股權變動列作權益交易，並對綜合權益中之控股及非控股權益之金額作出調整，以反映有關權益之變動，惟概無對商譽作出任何調整及並無確認任何損益。

倘本集團失去一間附屬公司之控制權，則將入賬列作處置其於該附屬公司之全部股權，由此產生之收益或虧損於綜合損益表中確認。於失去控制權當日仍保留於前附屬公司之任何股權乃按公允價值確認，而該款項將視為於初步確認一項金融資產時之公允價值或(如適用)於一間聯營公司或合營企業之投資被初步確認時之成本。

在本公司之財務狀況表內，於一間附屬公司之投資乃以成本減減值虧損(見附註2(l)(ii))列賬，除非該投資被分類為持作出售之投資。

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(e) Goodwill

Goodwill represents the excess of

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interests in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in the consolidated statement of profit or loss as a gain on a bargain purchase.

Goodwill is stated at cost less accumulated impairment losses (see Note 2(l)(ii)). Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see Note 2(l)(ii)).

On disposal of a cash generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

2 主要會計政策(續)

(e) 商譽

商譽指

- (i) 所轉讓代價之公允值、於被收購方之任何非控股權益之金額及本集團先前持有被收購方股權之公允值之總額；超過
- (ii) 於收購日期所計量之被收購方之可識辨資產及負債之淨公允值。

倘(ii)高於(i)，則此超出部份即時於綜合損益表確認為議價購買收益。

商譽是以成本減累計減值虧損列賬(見附註2(l)(ii))。業務合併產生之商譽被分配至預期可從合併之協同效益中獲益之各現金產生單位或現金產生單位之群組，並每年進行減值測試(見附註2(l)(ii))。

年內處置現金產生單位時，任何購買商譽應佔款額會被包括在計算處置損益之內。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(f) Derivative financial instruments

Derivative financial instruments are recognised initially at fair value. At the end of each reporting period the fair value is remeasured. Fair values of exchange traded derivatives are obtained from quoted market price. Fair values of over-the-counter derivatives are obtained using valuation techniques, including discounted cash flow model and option pricing model. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

Derivative financial instruments may be embedded in other financial instruments, for example, convertible notes (see Note 2(o)) with an embedded conversion option or interest-bearing borrowings with an embedded warrant (see Note 2(p)). Embedded derivatives are treated as separate derivatives when their economic characteristics and risks are not clearly and closely related to those of the host contract; the terms of the embedded derivatives would meet the definition of a stand-alone derivative if they are contained in a separate contract; and the combined contract is not held for trading or designated at fair value. These embedded derivatives are measured at fair value with changes therein recognised in profit or loss.

Derivative financial instruments are classified as assets when their fair value is positive, or as liabilities when their fair value is negative. Derivative assets and liabilities arising from different transactions are only offset if the transactions are with the same counterparty, a legal right of offset exists, and the parties intend to settle the cash flows on a net basis.

2 主要會計政策(續)

(f) 衍生金融工具

衍生金融工具先以公允值確認。於各個報告期末，公允值予以重新計量。於交易所買賣之衍生工具之公允值按市場報價計算。場外交易衍生工具之公允值則採用估值方法(包括現金流折現模型及期權定價模型)釐定。重新釐定公允值之損益即時於損益確認。

衍生金融工具或會內含其他金融工具，例如可換股票據(見附註2(o))之內含轉換期權或計息借貸之內含認股權證(見附註2(p))。當該等衍生工具之經濟特質及風險與其相關金融工具主體合約之經濟特質及風險並無明顯及密切關係時，或內含衍生工具之條款(倘若載於獨立合約內)會符合獨立衍生工具之定義；以及合併合約並非持作交易用途或被指明按公允值列賬時，該等內含衍生工具會被視作獨立之衍生工具。此等內含衍生工具會按公允值計量，而公允值之任何變動則於損益內確認。

當衍生金融工具之公允值為正數，其會歸類為資產，若為負數則歸類為負債。如交易對約方相同，且存在對銷之合法權利，而有關各方有意按淨額結算相關現金流，方可對銷不同交易之衍生工具資產及負債。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(g) Investments in available-for-sale financial assets

Investments in debt securities are initially stated at fair value, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets. Cost includes attributable transaction costs.

Investments in debt securities which do not fall into the categories of investments in securities held for trading and held-to-maturity are classified as available-for-sale investments. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in other comprehensive income and accumulated separately in equity in the fair value reserve. Where these investments are interest-bearing, interest calculated using the effective interest method is recognised in profit or loss in accordance with the policy set out in Note 2(w)(v). When these investments are derecognised or impaired (see Note 2(l)(i)), the cumulative gain or loss is reclassified from equity to profit or loss.

Investments in debt securities are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

(h) Fixed assets

Leasehold land and buildings held for own use are stated at their revalued amount, being their fair values at the date of the revaluation less any subsequent accumulated depreciation.

Revaluations are performed with sufficient regularity to ensure that the carrying amounts of these assets do not differ materially from that which would be determined using fair values at the end of the reporting period.

2 主要會計政策(續)

(g) 投資可供出售金融資產

於債務證券之投資初步按公允值列賬，即為其交易價格，除非公允值可更為可靠透過估值法進行估計，其可變數據僅含有可觀察市場數據。成本包括應佔交易成本。

倘於債務證券之投資並不歸屬持作買賣及持有至到期之證券投資類別，則歸作可供出售投資。於各個報告期末，公允值予以重新計量，其任何相關損益於其他全面收益確認並於公允值儲備之權益單獨累計。倘相關投資計息，則利息計量時採用實際利息方法根據附註2(w)(v)所載政策確認入損益。倘相關投資終止確認或減值(見附註2(l)(i))，則累計損益由權益重新分類至損益。

於債務證券之投資於本集團承接購入／出售投資或其到期當日予以確認／終止確認。

(h) 固定資產

持作自用之租賃土地及樓宇乃按其重估金額(即其於重估日期之公允值減任何其後累計折舊)列賬。

重估乃充分地定期進行，以確保該等資產賬面值不會與報告期末採用公允值所釐定者有重大出入。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(h) Fixed assets (continued)

Changes arising on the revaluation of leasehold land and buildings held for own use are generally dealt with in other comprehensive income and are accumulated separately in equity in the property revaluation reserve. The only exceptions are as follows:

- when a deficit arises on revaluation, it will be charged to profit or loss to the extent that it exceeds the amount held in the reserve in respect of that same asset immediately prior to the revaluation; and
- when a surplus arises on revaluation, it will be credited to profit or loss to the extent that a deficit on revaluation in respect of that same asset had previously been charged to profit or loss.

Other items of fixed assets are stated at cost less accumulated depreciation and impairment losses (see Note 2(l)(ii)).

The cost of self-constructed items of fixed assets includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located.

Gains or losses arising from the retirement or disposal of an item of fixed assets are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the property revaluation reserve to retained profits and is not reclassified to profit or loss.

2 主要會計政策(續)

(h) 固定資產(續)

重估持作自用之租賃土地及樓宇時產生之變動一般於其他全面收益中處理並單獨於物業重估儲備之權益內累計。惟下列情況例外：

- 倘在重估時產生虧絀，則緊接於重估前在該項虧絀超過儲備內列於同一資產項下之數額之情況下，有關虧絀將會在損益中扣除；及
- 倘在重估時產生盈餘，則在有關同一資產之重估虧絀以往在損益中扣除之情況下，該筆盈餘將會計入損益中。

固定資產之其他項目按成本減累計折舊及減值虧損呈列(見附註2(l)(ii))。

固定資產自建項目之成本包括材料及直接勞工、最初估計的相關拆除、移動以修復該項目所在處的成本。

報廢或處置固定資產項目所產生之盈虧為處置該項目所得款項淨額與該項目賬面值之差額，並於報廢或處置日在損益內確認。任何相關物業重估盈餘乃自重估儲備轉撥至保留溢利但不會重新分類至損益。

Notes to the financial statements

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(h) Fixed assets (continued)

Depreciation is calculated to write off the cost or valuation of items of fixed assets, less their estimated residual values, if any, using the straight line method over their estimated useful lives as follows:

	Estimated useful lives
Leasehold land and buildings	Over the unexpired term of lease
Leasehold improvements	3-35 years
Furniture, fixtures and equipment	3-35 years
Motor vehicles	4-10 years

Where parts of an item of fixed assets have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

No depreciation is provided in respect of construction in progress until it is completed and ready for its intended use.

(i) Investment property

Investment property is land and/or building which is owned or held under a leasehold interest (see Note 2(k)) to earn rental income and/or for capital appreciation.

Investment property is stated at fair value, unless it is still in the course of construction or development at the end of the reporting period and its fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment property is accounted for as described in Note 2(w)(iii).

2 主要會計政策(續)

(h) 固定資產(續)

折舊乃按固定資產項目之成本或估值減其估計剩餘價值(如有)，以其估計使用年期採用直線法撇銷如下：

	估計使用年期
租賃土地及樓宇	未屆滿租賃期限
租賃物業裝修	3至35年
傢俬、裝置及設備	3至35年
運輸工具	4至10年

當固定資產的各部份有不同的可使用年限，則該資產的成本或估值依照合理基準分配於各部份並單獨計提折舊。資產之可使用年期及其剩餘價值(如有)均會每年進行檢討。

並無就在建工程進行折舊，直至其竣工並可作其擬定用途。

(i) 投資物業

投資物業乃擁有或根據租賃權益(見附註2(k))持有作賺取租金及／或作資金升值用途之土地及／或樓宇。

投資物業乃按公允值列賬，除非該物業於報告期末正在興建而其公允值於當時未能可靠地釐定。投資物業公允值變動或報廢或處置投資物業產生之損益於損益中確認。投資物業之租金收入按附註2(w)(iii)所述入賬。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(j) Intangible assets (other than goodwill)

Intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see Note 2(l)(ii)).

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and is amortised on a straight-line basis over the assets' estimated useful lives.

(k) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

(i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

2 主要會計政策(續)

(j) 無形資產(不包括商譽)

本集團收購之無形資產按成本減累計攤銷(倘估計使用年期為有限期)及減值虧損(見附註2(l)(ii))列賬。

倘無形資產之可使用年期被評定為無限期，則不會進行攤銷。倘評定無形資產之可使用年期並無限期，則會每年審閱以釐定有否任何事件或情況繼續支持該項資產的無限可使用年期。倘並無任何該等事件或情況，可使用年期評估由無限期轉為有限期時，則將自變動日期起列賬並根據資產之估計可使用年期按直線法攤銷。

(k) 租賃資產

倘本集團釐定一項安排具有在協定期限內通過支付一筆或一系列款項，從而獲得使用某一特定資產或多項特定資產之權利，則該安排(由一宗交易或一系列交易組成)為租賃或包括租賃。該釐定乃根據安排之實質內容評估而作出，而不論安排是否具備租賃之法律形式。

(i) 本集團承租之資產之分類

本集團根據租賃持有資產，而有關租賃將擁有該資產之絕大部份風險及回報轉予本集團，有關資產歸類為根據融資租賃持有之資產。而並未將擁有資產之絕大部份風險及回報轉予本集團之租賃，則歸類為經營租賃。

2 SIGNIFICANT ACCOUNTING POLICIES*(continued)***(k) Leased assets** *(continued)***(ii) Operating lease charges**

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as leasehold land and buildings held for own use (see Note 2(h)) or an investment property (see Note 2(i)).

(l) Impairment of assets**(i) Impairment of investments in debt securities and receivables**

Investments in debt securities and non-current and current receivables that are stated at cost or amortised cost or are classified as available-for-sale financial assets are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;

2 主要會計政策 (續)**(k) 租賃資產 (續)****(ii) 經營租賃費用**

倘若本集團乃以經營租賃使用資產，則根據租賃支付之款項於租賃期所涵蓋之會計期間內，以等額在損益內扣除，惟如有其他基準能更清晰地反映其租賃資產所產生的收益模式則除外。租賃所涉及的鼓勵措施之收入均在損益中確認為租賃淨付款總額的組成部份。或有租金在其產生的會計期間內在損益中扣除。

收購根據經營租賃持有之土地之成本根據租賃年期按直線法攤銷，除非該物業被分類為持作自用之租賃土地及樓宇(見附註2(h))或投資物業(見附註2(i))。

(l) 資產減值**(i) 債務證券投資及應收款項減值**

債務證券投資以及非流動應收款項及流動應收款項按成本或攤銷成本列賬或歸類為可供出售金融資產，並於每個報告期末檢討，以釐定是否出現減值的客觀證據。減值的客觀證據包括本集團注意到以下一項或多項虧損事項的顯著數據：

- 債務人有重大財務困難；
- 違反合約，如拖欠利息或本金之償還；

Notes to the financial statements

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(I) Impairment of assets (continued)

(i) Impairment of investments in debt securities and receivables (continued)

- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the market, economic or legal environment that have an adverse effect on the debtor.

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For available-for-sale financial assets, the cumulative loss that has been recognised in the fair value reserve is reclassified to profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses in respect of available-for-sale debt securities are reversed if the subsequent increase in fair value can be objectively related to an event occurring after the impairment loss was recognised. Reversals of impairment losses in such circumstances are recognised in profit or loss.

2 主要會計政策(續)

(I) 資產減值(續)

(i) 債務證券投資及應收款項減值(續)

- 債務人可能破產或進行其他財務重組；及
- 市場、經濟或法律環境有重大改變以致對債務人造成不利影響。

倘有任何該等證據存在，則按下列方式釐定及確認任何減值虧損：

- 就可供出售金融資產而言，已於公允值儲備中確認之累計虧損經重新分類至損益中確認。於損益中確認之累計虧損數額為購買成本與當時公允值之間差額，並減去以往就該資產於損益中確認之任何減值虧損。

與可供出售債務證券有關之減值虧損予以回撥，前提為其公允值隨後增加客觀上與減值虧損確認後發生事件有關連。於此情況下，回撥減值虧損於損益內予以確認。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(l) Impairment of assets (continued)

(i) Impairment of investments in debt securities and receivables (continued)

- For non-current and current receivables carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

2 主要會計政策(續)

(l) 資產減值(續)

(i) 債務證券投資及應收款項減值(續)

- 就按攤銷成本列賬之非流動應收款項及流動應收款項而言，減值虧損則按資產之賬面值與估計未來現金流量之現值之間的差額計量。如貼現之影響屬重大，上述未來現金流量現值以該金融資產之原訂實際利率(即首次確認該等資產時計算之實際利率)貼現。如該等金融資產具備類似之風險特徵，例如類似之逾期情況及並未個別被評估為應減值，則有關之評估會共同進行。作共同評估減值金融資產之未來現金流量會根據與該等資產具有類似信貸風險特徵資產之過往虧損情況作出。

倘減值虧損之金額於往後期間減少，而有關減少可客觀地與確認減值虧損後發生之事件有聯繫，則減值虧損透過損益中撥回。撥回減值虧損不應引致該資產之賬面值高於假若以往年度並無確認減值虧損時原應釐定之數額。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(I) Impairment of assets (continued)

(i) Impairment of investments in debt securities and receivables (continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of receivable whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against receivable directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- fixed assets (other than properties carried at revalued amounts);
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

2 主要會計政策(續)

(I) 資產減值(續)

(i) 債務證券投資及應收款項減值(續)

減值虧損直接抵銷相應資產，惟就被認為為呆賬但收回機會並不渺茫之應收款之已確認減值虧損除外。在此情況下，呆賬之減值虧損用撥備賬記錄。當本集團信納收回機會渺茫，被視為無法收回的金額會直接在應收款中撇銷，而任何列入撥備賬與此債項有關的金額會被撥回。其後若收回之前已在撥備賬中計入的金額，則會在撥備賬中撥回。撥備賬內之其他變動及其後收回之前已直接撇銷的金額於損益內確認。

(ii) 其他資產之減值

本集團於各報告期末檢討內部及外來資料，以識別下列資產有否出現減值跡象，或除商譽外，過往已確認之減值虧損不再存在或已減少：

- 固定資產(不包括按重估金額列賬之物業)；
- 無形資產；
- 商譽；及
- 於本公司之財務狀況表內於附屬公司之投資。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(i) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, the recoverable amount for goodwill and intangible assets that have indefinite useful lives is estimated annually whether or not there is any indication of impairment.

– Calculation of recoverable amount

The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

– Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

2 主要會計政策(續)

(i) 資產減值(續)

(ii) 其他資產之減值(續)

倘有任何減值跡象，則會估計該項資產之可收回金額。此外，商譽及無限使用年期之無形資產之可收回金額不論有否出現減值跡象而均需每年估計。

– 計算可收回金額

資產之可收回金額為其公允值減處置成本及使用價值兩者中之較高者。於評估使用價值時，會使用除稅前貼現率將估計未來現金流量貼現至現值。該貼現率反映市場當時所評估之貨幣時間價值和該資產之獨有風險。倘個別資產所產生之現金流入基本上不能獨立於其他資產所產生之現金流入，則就獨立產生現金流入之最小資產組合(即現金產生單位)來釐定可收回金額。

– 確認減值虧損

資產或其所屬之現金產生單位之賬面值高於其可收回金額時，則會於損益確認減值虧損。就現金產生單位確認之減值虧損會先分配用以削減現金產生單位(或一組單位)所獲分配任何商譽之賬面值，隨後則按比例削減單位(或一組單位)內其他資產之賬面值，惟資產賬面值不可下調至低於其獨立之公允值減處置成本或使用價值(如能釐定)。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(I) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, the Group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see Notes 2(I)(i) and 2(I)(ii)).

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

2 主要會計政策(續)

(I) 資產減值(續)

(ii) 其他資產之減值(續)

– 減值虧損撥回

就除商譽外之資產而言，倘用以釐定可收回金額之估計發生有利變化，則會將減值虧損撥回。而有關商譽之減值虧損則不撥回。

所撥回之減值虧損僅限於倘若並無於過往年度確認減值虧損而可釐定之資產賬面值。所撥回之減值虧損在確認撥回之年度內計入損益中。

(iii) 中期財務報告及減值

根據上市規則，本集團須遵守香港會計準則第34號「中期財務報告」就財政年度首六個月編製中期財務報告。於中期期末，本集團應用於財政年度結束時所應用之相同減值測試、確認及撥回標準(見附註2(I)(i)及2(I)(ii))。

在中期期間確認有關商譽之減值虧損在往後期間不會撥回。即使僅於有關該中期期間之財政年度結束時所作出的減值評估應該確認無虧損或較少虧損，在中期期間確認的減值虧損仍不會撥回。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(m) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in, first-out method and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is determined by reference to the sales proceeds of items sold in the ordinary course of business subsequent to the financial year end date or to management estimates based on prevailing market conditions.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(n) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see Note 2(l)(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts (see Note 2(l)(i)).

2 主要會計政策(續)

(m) 存貨

存貨按成本及可變現淨值之間之較低者入賬。

成本以先進先出法計算且包括購買之全部成本及將存貨送至其目前位置及狀態所產生之其他成本。

可變現淨值乃參考按於財政年度結算日以後循日常業務過程中出售項目所得之出售所得款項或由管理層根據當前市況而作之估計釐定。

當出售存貨時，該等存貨賬面值於有關收入確認之期間內確認為開支。任何存貨金額撇減而至可變現淨值及存貨之所有遺失均於撇減或遺失之發生期內確認為開支。存貨任何撇減撥回之金額於撥回發生之期間內被確認為已確認為開支之存貨金額之減少。

(n) 應收賬款及其他應收款

應收賬款及其他應收款首次按公允值確認，其後則使用實際利率法按攤銷成本減去呆賬減值撥備後所得數額入賬(見附註2(l)(i))，惟倘若應收款為借予關連人士且無任何固定償還年期之免息貸款，或貼現影響輕微者則除外。在該等情況下，應收款會按成本減呆賬減值撥備後所得數額入賬(見附註2(l)(i))。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(o) Convertible notes

(i) Convertible notes that contain an equity component

Convertible notes that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain a liability component and an equity component, and, where applicable, derivative component.

At initial recognition, the liability component of the convertible notes is measured as the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. The derivative component of the convertible notes, if any, is measured at fair value (see Note 2(f)). Any excess of proceeds over the amount initially recognised as the liability component and the derivative component (where applicable) is recognised as the equity component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability, derivative (where applicable) and equity components in proportion to the allocation of proceeds.

The derivative component (if any) is subsequently remeasured in accordance with Note 2(f). The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the capital reserve until either the note is converted or redeemed.

2 主要會計政策(續)

(o) 可換股票據

(i) 載有權益部份之可換股票據

可換股票據持有人可選擇轉換可換股票據為權益股本，而當時可轉換的已發行股份數量及將收取之代價不變之可換股票據被視為包含負債部份及權益部份，及衍生部份(如適用)之複合金融工具。

於首次確認時，估量可換股票據之負債部份是以未來利息及本金付款，以首次確認並無轉換期權之類近負債的市價利率貼現至現值而計量。可換股票據的衍生部份(如有)乃以公允價值計量(見附註2(f))。任何超過首次確認為負債部份及衍生部份(如適用)的所得款項被確認為權益部份。與發行複合金融工具有關的交易成本按所得款項比例分配至負債、衍生部份(如適用)及權益部份。

衍生部份(如有)其後根據附註2(f)再計量。負債部份其後按攤銷成本入賬。負債部份於損益中確認之利息支出以實際利息方法計算。權益部份於資本儲備確認直至票據被轉換或贖回為止。

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(o) Convertible notes (continued)

(i) Convertible notes that contain an equity component (continued)

If the note is converted, the capital reserve, together with the carrying amounts of the derivative (if any) and liability components at the time of conversion, are transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, the capital reserve is released directly to retained profits, and any difference between the amount paid and the carrying amounts of the derivative (if any) and liability components is recognised in profit or loss.

(ii) Other convertible notes

Convertible notes which do not contain an equity component are accounted for as follows:

At initial recognition the derivative components of the convertible notes are measured at fair value (see Note 2(f)). Any excess of proceeds over the amounts initially recognised as the derivative components is recognised as the liability component. Transaction costs that relate to the issue of the convertible notes are allocated to the liability and derivative components in proportion to the allocation of proceeds. The portion of the transaction costs relating to the liability component is recognised initially as part of the liability. The portion relating to the derivative components is recognised immediately in profit or loss.

The derivative components are subsequently remeasured in accordance with Note 2(f). The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method.

2 主要會計政策(續)

(o) 可換股票據(續)

(i) 載有權益部份之可換股票據(續)

倘若票據被轉換，則資本儲備，連同衍生(如有)及負債部份在轉換時的賬面值會轉移至股本及股份溢價，並作為發行股份之代價。倘若票據被贖回，則資本儲備會直接撥回至保留溢利。而已付金額與衍生(如有)及負債部份之賬面額的差額於損益中確認。

(ii) 其他可換股票據

不含有權益部份的可換股票據的會計處理方法如下：

於首次確認可換股票據衍生部份時是按公允值計量(見附註2(f))。任何超過首次確認為衍生部份款額的所得款項以負債部份記賬。與發行可換股票據有關的交易成本按其所得款項比例分配至負債及衍生部份。負債部份的交易成本首次確認為負債部份。而衍生部份的交易成本則即時於損益中確認。

衍生部份其後根據附註2(f)再計量。負債部份其後按攤銷成本入賬。負債部份於損益中確認之利息支出按實際利息方法計算。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(o) Convertible notes (continued)

(ii) Other convertible notes (continued)

If the note is converted, the carrying amounts of the derivative and liability components are transferred to share capital and share premium as consideration for the shares issued. If the note is redeemed, any difference between the amount paid and the carrying amounts of both components is recognised in profit or loss.

(iii) Extinguishment of convertible notes by issuance of equity instrument

If an equity instrument is issued to the holder of the convertible notes to extinguish all or part of the convertible notes, the convertible notes are removed from the statement of financial position. The equity instrument is measured initially at its fair value. If the fair value of the equity instrument issued cannot be reliably measured, then the equity instrument is measured to reflect the fair value of the convertible notes extinguished. The difference between the carrying amount of the convertible notes extinguished and the fair value of the equity instrument is recognised in profit or loss unless the holder of the convertible notes is also a direct/indirect equity shareholder and is acting in its capacity as a direct/indirect equity shareholder, then the extinguishment of convertible notes is regarded as a capital transaction, and the capital reserve, together with the carrying amounts of the derivative (if any) and liability components at the time of extinguishment, are transferred to share capital and share premium as consideration for the equity instrument issued.

2 主要會計政策(續)

(o) 可換股票據(續)

(ii) 其他可換股票據(續)

若票據被轉換，衍生及負債部份的賬面值會轉移至股本及股份溢價，並作為發行股份的代價。若票據被贖回，兩部份的已付金額與賬面值的差額於損益中確認。

(iii) 透過發行股本工具而註銷可換股票據

倘向可換股票據持有人發行權益工具以註銷所有或部分可換股票據，則可換股票據從財務狀況表中移除。股本工具初步按公允值計量。倘已發行權益工具之公允值無法可靠計量，則權益工具按反映所註銷可換股票據之公允值而計量。所註銷可換股票據之賬面值與權益工具的公允值之間的差異於損益內確認，除非可換股票據持有人同時為直接／間接股東且以直接／間接股東之身份行事，則註銷可換股票據視為資本交易，資本儲備(連同衍生工具之賬面值(如有)及註銷時負債部分)轉入股本及股份溢價，作為所發行權益工具之代價。

Notes to the financial statements

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(p) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs and, where applicable, the fair value of the embedded derivative financial instruments. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method. The derivative financial instruments, if any, are subsequently remeasured in accordance with Note 2(f).

(q) Convertible preference share capital

Convertible preference share capital is classified as equity if it is non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Dividends on convertible preference share capital classified as equity are recognised as distributions within equity.

(r) Trade and other payables

Trade and other payables are initially recognised at fair value and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(s) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2 主要會計政策(續)

(p) 計息借貸

計息借貸首次按公允值扣除應佔交易成本及內含衍生工具之公允值(倘適用)後確認。於首次確認後，計息借貸將按攤銷成本入賬，而最初確認金額與贖回價值之間之任何差額則以實際利息法於借貸期內連同任何應付利息及費用於損益中確認。衍生金融工具(如有)其後乃按附註2(f)所載者重新計量。

(q) 可換股優先股股本

倘可換股優先股股本為不能贖回，或僅可按本公司選擇贖回，而任何股息屬酌情者，則可換股優先股股本將被分類為權益。被分類為權益之可換股優先股股本之股息被確認為股權項下分派。

(r) 應付賬款及其他應付款

應付賬款及其他應付款首次按公允值確認，其後按攤銷成本入賬，但如貼現影響輕微者，則按成本入賬。

(s) 現金及現金等值項目

現金及現金等值項目包括銀行結存及手頭現金、存放於銀行及其他財務機構之活期存款及短期而高流動性之投資，此等投資可隨時兌換為已知金額之現金，且所須承受之價值波動風險不大。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(t) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Share-based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in capital reserve within equity. The fair value is measured at grant date using the Black-Scholes Model, taking into account the terms and conditions upon which the share options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of the share options is spread over the vesting period, taking into account the probability that the share options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to profit or loss for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the share option is exercised (when it is transferred to the share premium account) or the share option expires (when it is released directly to retained profits).

2 主要會計政策(續)

(t) 僱員福利

(i) 短期僱員福利及定額供款退休計劃的供款

薪金、年終花紅、有薪年假、定額供款退休計劃的供款及非現金福利成本均在僱員提供有關服務之年度內應計。倘若付款或還款遞延並有重大影響，該等金額以其現值呈列。

(ii) 股份付款

已向僱員授出的購股權公允值被確認為僱員成本，並於權益內資本儲備中作相應增加。公允值於授出日經計及授出購股權的條款及條件以柏力克－舒爾斯模式計量。倘若僱員於無條件享有購股權前須符合歸屬條件，購股權的估計總公允值乃經計及購股權將歸屬的可能性後按歸屬期分佈。

於歸屬期內，會對預期歸屬的購股權數量作出檢討。除非原先僱員開支符合資格被確認為資產，否則就此產生的對前年確認的累計公允值之任何調整於回顧年度的損益扣減／入賬，並對資本儲備作相應調整。於歸屬日，已確認為開支之金額乃予以調整以反映已歸屬購股權之實際數量（及資本儲備亦相應調整），惟因本公司股份的市場價格導致歸屬條件不能達成而要沒收則除外。權益金額於資本儲備確認，直至購股權被行使（當其轉移至股份溢價賬時）或購股權到期（當其直接撥回至保留溢利時）。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(t) Employee benefits (continued)

(iii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

(u) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to business combinations, or items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2 主要會計政策(續)

(t) 僱員福利(續)

(iii) 終止僱用福利

終止僱用福利於本集團不再能取消提供該等福利時及本集團確認涉及支付終止僱用福利之重組成本時(以較早者為準)確認。

(u) 所得稅

年內所得稅包括即期稅項及遞延稅項資產與負債之變動。即期稅項及遞延稅項資產及負債之變動均在損益內確認，但以與業務合併或確認為其他全面收益或直接確認為權益項目相關者除外，在該情況下，有關稅項金額分別確認為其他全面收益或直接於權益確認。

即期稅項是按年內應課稅收入以報告期末已生效或實際上已生效之稅率計算之預期應付稅項，加以往年度應付稅項之任何調整。

遞延稅項資產及負債分別由可抵扣及應課稅暫時差異，即資產及負債就財務申報而言之賬面值與其稅基之間之差異而產生。遞延稅項資產亦由未動用稅務虧損及未動用稅項抵免而產生。

Notes to the financial statements

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(u) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

2 主要會計政策(續)

(u) 所得稅(續)

除了某些有限之例外情況外，所有遞延稅項負債及遞延稅項資產（僅限於有可能用來動用日後應課稅溢利之資產）均予確認。支持確認由可抵扣暫時差異所產生遞延稅項資產的未來應課稅溢利包括因撥回目前存在之應課稅暫時差異而產生之數額，但該等撥回之差異必須與同一稅務機關和同一應課稅實體有關，並預期在可抵扣暫時差異預計撥回之同一期間或遞延稅項資產所產生稅項虧損可向後期或向前期結轉之期間內撥回。在決定目前存在之應課稅暫時差異是否足以支持確認由未動用稅項虧損及抵免所產生之遞延稅項資產時，亦會採用同一準則，即倘差異是與同一稅務機關及同一應課稅實體有關，以及預期在動用稅項虧損和抵免之期間內撥回，則計入該等差異。

確認遞延稅項資產及負債之少數例外情況為源自不可扣稅之商譽之暫時差異、初步確認不影響會計或應課稅溢利（惟並非業務合併之其中部份）之資產或負債，以及有關投資於附屬公司之暫時差異，惟以（就應課稅差異而言）本集團可控制撥回時間且於可見將來可能不會撥回差異，或（就可扣稅差異而言）除非有關差異可能將於日後撥回為限。

2 SIGNIFICANT ACCOUNTING POLICIES*(continued)***(u) Income tax** *(continued)*

Where investment property is carried at its fair value in accordance with the accounting policy set out in Note 2(i), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of this asset at its carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or

2 主要會計政策(續)**(u) 所得稅(續)**

倘投資物業根據附註2(i)之會計政策按其公允值入賬，已確認遞延稅項之金額按以該資產於報告日期之賬面值出售而適用之稅率計量，除非該物業為可折舊而其相關業務模式是隨著時間過去，通過使用而非出售消耗該投資物業包含之所有經濟利益。於所有其他情況下，已確認之遞延稅項金額是按照資產及負債賬面值之預期變現或清償方式，以報告期末已生效或實際上已生效之稅率計量。遞延稅項資產及負債均不貼現計算。

每個報告期末均會檢討遞延稅項資產之賬面值，並調減至再無足夠應課稅溢利以動用有關稅務利益為止。任何有關減幅於可能有足夠應課稅溢利時予以撥回。

即期稅項結餘及遞延稅項結餘以及有關變動均獨立呈列，不予抵銷。倘本集團具備合法權力將即期稅項資產與即期稅項負債抵銷，且符合以下額外條件，則即期稅項資產與即期稅項負債抵銷，而遞延稅項資產則與遞延稅項負債抵銷：

- 就即期稅項資產及負債而言，本集團擬按淨額基準結算或同時變現資產及清付負債；或

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(u) Income tax (continued)

- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(v) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2 主要會計政策(續)

(u) 所得稅(續)

- 就遞延稅項資產及負債而言，倘與相同稅務機構就以下其中一項徵收之所得稅有關：
 - 同一應課稅實體；或
 - 不同應課稅實體，而該等實體於各個預期清付或收回遞延稅項負債或資產之重大金額之日後期間，擬按淨額基準變現即期稅項資產及清付即期稅項負債或同時變現資產及清付負債。

(v) 撥備及或然負債

倘若本集團須就已發生之事件承擔法律或推定責任，而履行該責任時可能會導致經濟利益外流，並可作出可靠之估計，便會就該時間或金額不定之負債確認撥備。如果貨幣時間價值重大時，撥備則按預計履行責任所涉及開支之現值入賬。

倘若不可能出現經濟利益外流，或是無法對有關金額作出可靠之估計，便會將該責任披露為或然負債，除非經濟利益外流之可能性渺茫則除外。須視乎某宗或多宗未來事件是否發生才能確定存在與否之潛在責任，亦會披露為或然負債，除非經濟利益外流之可能性渺茫則除外。

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(w) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

(i) Sale of goods and net income from concession sales

Revenue arising from the sale of goods and net income from concession sales are recognised when the customer has accepted the goods and the related risks and rewards of ownership. Revenue or net income excludes value added tax or other sales taxes and is after deduction of any sales discounts. No revenue or net income is recognised if there are significant uncertainties regarding recovery of the consideration due, the possible return of goods, or continuing management involvement with the goods.

(ii) Service fee income

Service fee income from the operation of department stores, shopping mall and supermarkets is recognised when the related services are rendered.

(iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

2 主要會計政策(續)

(w) 收益確認

收益按已收或應收代價之公允價值計量。收益只會於有關經濟利益有可能流入本集團並能可靠地計量該收入及成本(如適用)之情況下，方會按下列基準於損益內確認：

(i) 銷售貨品及專櫃銷售收入淨額

銷售貨品收益及專櫃銷售收入淨額於客戶接受貨品及有關擁有權的風險及回報時確認。收益或收入淨額不包括增值稅或其他銷售稅，且經扣除任何銷售折扣。倘到期代價之收回存在重大不確定性，貨物可能被退回，或本集團仍持續參與貨物管理，則不會確認收益或收入淨額。

(ii) 服務費收入

經營百貨商場、購物中心及超級市場之服務費收入於提供相關服務時確認。

(iii) 經營租賃之租金收入

經營租賃之應收租金收入在租賃期所涵蓋期間內，以等額在損益中確認，但如有其他基準能更清晰地反映使用的租賃資產所產生的收益模式則除外。授出之租賃獎勵在損益中確認為應收淨租金總額的組成部份。或然租金於其賺得之會計期間內確認為收益。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(w) Revenue recognition (continued)

(iv) Customer loyalty programme

The Group's customer loyalty programme awards customers credits which entitle the customers to the right to exchange for products offered under the customer loyalty programme. The fair value of the consideration received or receivable in respect of the initial sale is allocated between the programme credits and the other components of the sale. The amount allocated to the programme credits is estimated by reference to the fair value of the right to exchange for products offered under the customer loyalty programme, adjusted to take into account the expected forfeiture rate. Such amount is deferred and revenue is recognised when the programme credits are redeemed and the Group has fulfilled its obligations to supply the products offered under the customer loyalty programme. Deferred revenue is also released to revenue when it is no longer considered probable that the programme credits will be redeemed.

(v) Interest income

Interest income is recognised as it accrues using the effective interest method.

(x) Translation of foreign currencies

Foreign currency transactions during the year are translated into the functional currency of the entity to which they relate at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency of the entity to which they relate at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

2 主要會計政策(續)

(w) 收益確認(續)

(iv) 客戶忠誠度計劃

本集團之客戶忠誠度計劃獎勵客戶積分，而有關積分授予客戶權利交換根據客戶忠誠度計劃所提供之產品。初步銷售之已收或應收代價之公允值乃於計劃積分及銷售之其他部份之間分配。分配至計劃積分之金額乃參考交換根據客戶忠誠度計劃所提供之產品之權利之公允值估計，並會考慮預期沒收率作出調整。有關金額會遞延處理，而收益會於計劃積分獲贖回及本集團已履行其根據客戶忠誠度計劃提供產品之責任時確認。遞延收益亦於計劃積分將不再可能被贖回時撥作收益。

(v) 利息收入

利息收入採用實際利息法，於產生時確認入賬。

(x) 外幣換算

年內之外幣交易按交易日之外幣匯率換算為與其有關實體之功能貨幣。以外幣計值之貨幣資產及負債按報告期末之外幣匯率換算為與其有關實體之功能貨幣，匯兌盈虧在損益中確認。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(x) Translation of foreign currencies (continued)

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated into the functional currency of the entity to which they relate using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated into the functional currency of the entity to which they relate using the foreign exchange rates ruling at the dates the fair value was measured.

The results of operations which have a functional currency other than Hong Kong dollars, the Group's presentation currency, are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

(y) Borrowing costs

Borrowing costs are expensed in the period in which they are incurred.

(z) Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or the Group's parent.

2 主要會計政策(續)

(x) 外幣換算(續)

根據外幣歷史成本計量之非貨幣資產及負債乃使用交易當日釐定之外匯匯率換算為與其有關之實體之功能貨幣。以外幣計值並按公允值列賬之非貨幣資產及負債乃使用計量公允值當日之外匯匯率換算為與其有關之實體之功能貨幣。

使用本集團之呈列貨幣港元以外之功能貨幣計值之經營業績按交易當日釐定之外匯匯率之概約匯率換算為港元。財務狀況表項目按報告期末之外匯收市匯率換算為港元。所產生之匯兌差額於其他全面收益確認並於匯兌儲備之權益中獨立累計。

(y) 借貸成本

借貸成本在產生之期間支銷。

(z) 關連人士

(a) 一名人士或該名人士之近親家庭成員為本集團之關連人士，如該名人士：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本集團母公司之主要管理人員成員。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(z) Related parties (continued)

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group.
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Close 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.

2 主要會計政策(續)

(z) 關連人士(續)

(b) 實體如符合以下情況之一時，則為本集團之關連人士：

- (i) 該實體與本集團為同一集團成員公司。
- (ii) 實體為另一實體之聯營公司或合營企業（或另一實體所屬集團成員公司之聯營公司或合營企業）。
- (iii) 兩個實體均為同一第三方之合營企業。
- (iv) 實體為第三實體之合營企業且另一實體為該第三實體之聯營公司。
- (v) 實體為讓本集團或與本集團有關之實體之僱員受益之終止受僱後福利計劃。
- (vi) 實體由(a)所界定人士控制或共同控制。
- (vii) 由(a)(i)所界定人士對實體有重大影響力或為該實體（或該實體母公司）之主要管理層成員。

個別人士之近親家庭成員乃指該親屬成員在與公司交易時可能影響或被影響之親屬成員。

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2 SIGNIFICANT ACCOUNTING POLICIES

(continued)

(aa) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

The Group's turnover is substantially derived from retail customers situated in the PRC and the Group's operating assets are substantially located in the northwestern region of the PRC. Accordingly, no segment analysis based on geographical location of the customers and assets is provided.

3 ACCOUNTING JUDGEMENTS AND ESTIMATES

Notes 13, 14, 16, 26, 27 and 31 contain information about the assumptions and their risk factors relating to valuation of leasehold land and buildings held for own use and investment property, goodwill impairment, fair value of financial instruments and share options granted. Other key sources of estimation uncertainty are as follows:

(a) Impairment of receivables

The management maintains an allowance for doubtful accounts for estimated losses resulting from the inability of the debtors to make the required payments. The management bases the estimates on the ageing of the individual receivable balance, debtor credit-worthiness and historical write-off experience. If the financial condition of the debtors were to deteriorate, actual write-offs would be higher than estimated.

2 主要會計政策(續)

(aa) 分部報告

經營分部及財務報表內呈報之各分部項目之金額是由定期提供予本集團最高行政管理人員以作資源分配，及對本集團之各項業務及地區分部進行業績評估之財務資料中識別出來的。

除非分部具備相似之經濟特徵及在產品及服務性質、客戶類型或類別、分銷產品或提供服務所使用之方法以及監管環境方面相似，否則各個重大經營分部在財務匯報中不會進行合算。個別非重大之經營分部，如果符合上述大部份標準，則可能會進行合算。

本集團之營業額主要源自其於中國之零售客戶，而本集團之經營資產絕大部份位於中國西北地區。因此，並無提供根據客戶及資產所在地理區域劃分之分部分析。

3 會計判斷及估計

附註13、14、16、26、27及31載有與持作自用租賃土地及樓宇及投資物業之估值、商譽減值、金融工具及所授出購股權之公允值有關之假設及其風險因素之資料。估計不確定之其他重要來源如下：

(a) 應收款項減值

管理層會就債務人未能支付所需款項產生之估計虧損計提呆賬撥備。管理層根據個別應收賬款之賬齡、債務人信譽及過往撇銷經驗作出估計。倘若債務人之財務狀況惡化，實際撇銷將會較估計撇銷為高。

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3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(b) Impairment of long-lived assets

If circumstances indicate that the carrying amount of a long-lived asset may not be recoverable, the asset may be considered "impaired", and an impairment loss may be recognised in accordance with accounting policy for impairment of long-lived assets as described in Note 2(l)(ii). The carrying amounts of long-lived assets are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of the fair value less costs of disposal and value in use. In determining the value in use, expected future cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to the level of revenue and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of the level of revenue and amount of operating costs. Changes in these estimates could have a significant impact on the carrying value of the assets and could result in additional impairment charge or reversal of impairment in future periods, where applicable.

(c) Depreciation

Fixed assets are depreciated on a straight-line basis over the estimated useful lives of the assets, after taking into account the estimated residual values, if any. The management reviews the estimated useful lives and the residual values, if any, of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The determination of the useful lives and the residual values, if any, are based on historical experience with similar assets. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

3 會計判斷及估計(續)

(b) 耐用資產減值

倘有情況顯示無法收回耐用資產之賬面值，有關資產可能視為「減值」，並可能根據附註2(l)(ii)所述有關耐用資產減值之會計政策確認減值虧損。本集團定期審核耐用資產之賬面金額，藉以評估可收回數額是否下跌至低於賬面金額。倘出現上述減值情況，賬面金額則會減至可收回數額。可收回數額為公允值減處置成本或使用價值兩者中之較高者。在釐定使用價值時，資產產生的預計未來現金流量貼現至現值，當中須對相關收入水平及經營成本金額作出重要判斷。本集團在釐定與可收回數額相若之合理數額時，使用全部可輕易獲得資料，包括基於合理及有支持力之假設之估計以及收入與經營成本款額之預測水平。有關估計之變動可對資產之賬面值產生重大影響，並可於未來期間引致額外減值開支或作出減值撥回(倘適用)。

(c) 折舊

固定資產之折舊乃經考慮估計剩餘價值(如有)後，按資產之估計可使用年限以直線法計算。管理層定期審核資產之估計可使用年限及剩餘價值(如有)，以釐定於任何報告期內記錄之折舊支出金額。可使用年限及剩餘價值(如有)乃根據類似資產之過往經驗釐定。倘過往之估計出現重大變動，則日後期間之折舊支出亦會調整。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

3 ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

(d) Deferred tax

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which the deferred tax assets can be utilised. In determining the amount of deferred tax assets to be recognised, significant judgement is required relating to the timing and level of future taxable profits, after taking into account future tax planning strategies. The amount of deferred tax assets recognised at future dates are adjusted if there are significant changes from these estimates.

4 TURNOVER AND SEGMENT REPORTING

(a) Turnover

The principal activities of the Group are the operation of department stores, a shopping mall and supermarkets in the PRC.

Turnover represents the sales value of goods sold to customers (net of value added tax or other sales tax and sales discounts), net income from concession sales, rental income from operating leases and management and administrative service fee income. The amount of each significant category of revenue and net income recognised during the year is analysed as follows:

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Sales of goods	商品銷售	787,480	717,862
Net income from concession sales	特許專櫃銷售淨收入	870,251	831,431
Rental income from operating leases	經營租賃之租金收入	141,938	115,905
Management and administrative service fee income	管理及行政服務費收入	71,908	75,285
		1,871,577	1,740,483

The Group engages in the retail business, accordingly, the directors of the Company consider that the Group's customer base is diversified and has no customer with whom transactions have exceeded 10% of the Group's turnover for the year ended 31 December 2013 (2012: Nil). Details of concentrations of credit risk are set out in Note 31(a).

3 會計判斷及估計(續)

(d) 遞延稅項

僅限於有可能出現未來應課稅溢利可供用來動用遞延稅項資產，則就未動用稅項虧損及可扣減暫時差異確認遞延稅項資產。於釐定將確認之遞延稅項資產金額時，在考慮未來稅務計劃策略後，需要就未來應課稅溢利之時機及程度作出作出重大判斷。倘該等估計出現重大變動，於未來日期確認遞延稅項資產之金額會作出調整。

4 營業額及分部報告

(a) 營業額

本集團之主要業務為於中國經營百貨商場、購物中心及超級市場。

營業額指向客戶售出之商品銷售價值(扣除增值稅或其他銷售稅及銷售折讓)、特許專櫃銷售淨收入、經營租賃之租金收入，以及管理及行政服務費收入。於年內，已確認之各主要收益類別及淨收入金額之分析如下：

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Sales of goods	商品銷售	787,480	717,862
Net income from concession sales	特許專櫃銷售淨收入	870,251	831,431
Rental income from operating leases	經營租賃之租金收入	141,938	115,905
Management and administrative service fee income	管理及行政服務費收入	71,908	75,285
		1,871,577	1,740,483

本集團從事零售業務，因此，本公司董事認為，本集團之客戶群多樣化，並無客戶與本集團之交易額超過本集團於截至二零一三年十二月三十一日止年度營業額之10%(二零一二年：無)。有關集中信貸風險之詳情載於附註31(a)。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

4 TURNOVER AND SEGMENT REPORTING

(continued)

(a) Turnover (continued)

Information on gross revenue

Gross revenue represents the gross amount arising from the sales of goods and concession sales charged to retail customers, and rental income from operating leases and management and administrative service fee income charged to tenants, net of value added tax or other sales tax and sales discounts.

Sales of goods	商品銷售
Gross revenue from concession sales	特許專櫃銷售之總收益
Rental income from operating leases	經營租賃之租金收入
Management and administrative service fee income	管理及行政服務費收入

Further details regarding the Group's principal activities are disclosed below.

(b) Segment reporting

The Group manages its businesses by lines of business. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Department stores and shopping mall: this segment operates 8 department stores and a shopping mall.
- Supermarkets: this segment operates 7 supermarkets.

4 營業額及分部報告(續)

(a) 營業額(續)

與總收益有關之資料

總收益指商品銷售、計入零售客戶之特許專櫃銷售、經營租賃之租金收入以及向租戶收取之管理及行政服務費收入之總額(扣除增值稅或其他銷售稅及銷售折讓)。

2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
787,480	717,862
4,896,712	4,862,714
141,938	115,905
71,908	75,285
5,898,038	5,771,766

有關本集團主要業務之進一步資料於下文披露。

(b) 分部報告

本集團透過業務類型管理其業務。就資源分配及表現評估而言，為符合向本集團之最高級管理層作內部報告資料方式，本集團已按以下兩個可報告分部進行呈報。概無經營分部合併以構成以下可報告分部：

- 百貨商場及購物中心：此分部包括八家百貨商場及一家購物中心業務。
- 超級市場：此分部包括七家超級市場業務。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

4 TURNOVER AND SEGMENT REPORTING

(continued)

(b) Segment reporting (continued)

(i) Segment information

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and net income and expenses are allocated to the reportable segments with reference to revenue and net income generated by those segments and the expenses incurred by those segments. However, assistance provided by one segment to another is not measured.

The measure used for reporting segment profit is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including interest income, investment income, changes in fair value of derivative financial instrument, and other financial charges and income, and "depreciation and amortisation" is regarded as including impairment losses on tangible and intangible assets and valuation gain or loss on investment property. To arrive at adjusted EBITDA, the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as head office or corporate administration costs. No inter-segment sales have occurred for the years ended 31 December 2013 and 2012.

Assets and liabilities are not monitored by the Group's senior executive management based on segments. Accordingly, no information on segment assets and liabilities is presented.

4 營業額及分部報告(續)

(b) 分部報告(續)

(i) 分部資料

就於分部間評估分部表現及分配資源而言，本集團之高級管理層監測各個可報告分部之應佔業績，其基準如下：

收益及收入淨額以及開支分配至可報告分部，乃參照該等分部所產生收益及收入淨額以及該等分部所產生開支。然而，分部之間所提供支援並不予計量。

用於報告分部溢利之方法為「經調整EBITDA」，即「經調整之未計利息、稅項、折舊及攤銷前之溢利」，其中「利息」包括利息收入、投資收入、衍生金融工具之公允值變動及其他財務支出及收入，而「折舊及攤銷」包括有形資產及無形資產之減值虧損與投資物業之估值收益或虧損。為計算經調整EBITDA，本集團之溢利乃對並未被專門指定屬於個別分部之項目作出進一步調整，如總部或公司行政成本。於截至二零一三年及二零一二年十二月三十一日止年度，內部分部間並無銷售。

資產及負債並無經由本集團之高級管理層按分部監測。因此，概無與分部資產及負債有關之資料呈報。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

4 TURNOVER AND SEGMENT REPORTING

(continued)

(b) Segment reporting (continued)

(i) Segment information (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 December 2013 and 2012 is set out below.

4 營業額及分部報告(續)

(b) 分部報告(續)

(i) 分部資料(續)

以下所載有關本集團之可報告分部資料乃提供予本集團之最高級管理層，以供彼等就截至二零一三年及二零一二年十二月三十一日止年度分配資源及評估分部表現。

		2013 二零一三年		
		Department stores and shopping mall HK\$'000 百貨商場及購物中心 千港元	Supermarkets HK\$'000 超級市場 千港元	Total HK\$'000 合計 千港元
Revenue and net income from external customers and reportable segment revenue and net income	外來客戶之收益及收入淨額及可報告分部收益及收入淨額	1,548,136	323,441	1,871,577
Reportable segment profit (adjusted EBITDA)	可報告分部溢利(經調整 EBITDA)	604,842	15,035	619,877
		2012 二零一二年		
		Department stores and shopping mall HK\$'000 百貨商場及購物中心 千港元	Supermarkets HK\$'000 超級市場 千港元	Total HK\$'000 合計 千港元
Revenue and net income from external customers and reportable segment revenue and net income	外來客戶之收益及收入淨額及可報告分部收益及收入淨額	1,481,692	258,791	1,740,483
Reportable segment profit (adjusted EBITDA)	可報告分部溢利(經調整 EBITDA)	565,778	5,335	571,113

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

4 TURNOVER AND SEGMENT REPORTING

(continued)

(b) Segment reporting (continued)

(ii) Reconciliation of reportable segment profit

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Reportable segment profit	可報告分部溢利	619,877	571,113
Other revenue	其他收益	7,911	4,095
Depreciation expenses	折舊開支	(169,115)	(113,422)
Valuation gain on an investment property	投資物業估值收益	226,820	329,829
Net finance costs	財務費用淨額	(58,872)	(183,801)
Changes in fair value on the derivative components of convertible notes	可換股票據之衍生部份 公允值變動	2,082	32,793
Changes in fair value of derivative financial instruments	衍生金融工具公允值之 變動	8,752	–
Unallocated head office and corporate administration expenses	未分配總部及 公司行政開支	(47,767)	(54,096)
Profit before taxation	除稅前溢利	589,688	586,511

4 營業額及分部報告(續)

(b) 分部報告(續)

(ii) 可報告分部溢利對賬

5 OTHER REVENUE

Interest income
Investment income from available-for-sale financial assets (see Note 11(b))

5 其他收益

利息收入
可供出售金融資產之
投資收益(見附註
11(b))

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Interest income	利息收入	7,911	1,770
Investment income from available-for-sale financial assets (see Note 11(b))	可供出售金融資產之 投資收益(見附註 11(b))	–	2,325
		7,911	4,095

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

6 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/
(crediting):

(a) Net finance costs:

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Interest expenses on bank and other loans	銀行及其他貸款之利息支出	167,708	160,589
Finance charges on unsecured and convertible notes	無抵押票據及可換股票據之財務支出	9,946	122,974
Bank charges and other finance costs	銀行費用及其他財務費用	5,345	11,858
Total borrowing costs	總借貸成本	182,999	295,421
Finance income on loan receivable from a related party	應收關連人士貸款之財務收入	(108,738)	(111,620)
Waiving of interest expenses accrued in prior years	豁免過往年度之利息支出	(15,389)	–

No borrowing costs have been capitalised for the year ended 31 December 2013 (2012: HK\$Nil).

6 除稅前溢利

除稅前溢利已扣除/(計入):

(a) 財務費用淨額:

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Interest expenses on bank and other loans	167,708	160,589
Finance charges on unsecured and convertible notes	9,946	122,974
Bank charges and other finance costs	5,345	11,858
Total borrowing costs	182,999	295,421
Finance income on loan receivable from a related party	(108,738)	(111,620)
Waiving of interest expenses accrued in prior years	(15,389)	–
	58,872	183,801

概無借貸成本於截至二零一三年十二月三十一日止年度資本化(二零一二年：零港元)。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

6 PROFIT BEFORE TAXATION (continued)

(b) Staff costs:

Salaries, wages and other benefits	薪金、工資及其他福利
Contributions to defined contribution retirement plans	向定額供款退休計劃供款
Equity-settled share-based payment expenses (see Note 27)	按股權結算以股份支付之支出(見附註27)

The employees of the subsidiaries of the Group established in the PRC participate in defined contribution retirement benefit schemes managed by the local government authorities, whereby these subsidiaries are required to contribute to the schemes at 20% of the employees' basic salaries. Employees of these subsidiaries are entitled to retirement benefits, calculated based on a percentage of the average salaries level in the PRC, from the above mentioned retirement schemes at their normal retirement age.

The Group also operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Scheme Ordinance for employees under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement plan administered by an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant salaries, subject to a cap of monthly relevant salaries of HK\$25,000. Contributions to the MPF Scheme vest immediately.

The Group has no further obligation for payment of other retirement benefits beyond the above annual contributions.

6 除稅前溢利(續)

(b) 員工成本：

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Salaries, wages and other benefits	184,516	149,926
Contributions to defined contribution retirement plans	14,545	12,818
Equity-settled share-based payment expenses (see Note 27)	25,644	20,849
	224,705	183,593

本集團於中國成立之附屬公司之僱員參與地方政府機構管理之定額供款退休福利計劃，據此該等附屬公司須按僱員基本薪金之20%向該等計劃供款。根據上述退休計劃，該等附屬公司僱員於達致正常退休年齡時有權按上述退休計劃享有按中國平均薪資水平百分比計算之退休福利。

本集團亦根據香港強制性公積金計劃條例為香港僱傭條例之司法權區下之僱員運作一個強制性公積金計劃(「強積金計劃」)。強積金計劃為一個由獨立受託人管理之定額供款計劃。根據強積金計劃，僱主及其僱員均須按僱員相關薪資之5%(每月相關薪資上限為25,000港元)向計劃供款。向強積金計劃之供款即時歸屬。

除作出上述年度供款外，本集團概無就其他退休福利付款之責任。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

6 PROFIT BEFORE TAXATION (continued)

(c) Other items:

Auditors' remuneration	核數師酬金
– audit service	– 核數服務
Operating lease expenses in respect of:	有關以下各項之經營租賃費用：
– buildings	– 樓宇
– motor vehicles	– 運輸工具
– contingent rentals on property rentals	– 物業租賃之或然租金
Net foreign exchange gain	外匯收益淨額
Net loss on disposal of fixed assets	處置固定資產虧損淨額

6 除稅前溢利(續)

(c) 其他項目：

2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
3,635	3,429
106,361	123,482
–	1,772
3,460	6,375
(3,518)	(152)
2,558	7,765

7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Taxation in the consolidated statement of profit or loss represents:

Current taxation (see Note 28(a)):	本期稅項 (見附註28(a)):
– Provision for PRC Corporate Income Tax for the year	– 一年內中國企業所得稅撥備
– Over-provision in respect of prior years (see Note 7(b)(iv))	– 過往年度超額撥備(見附註7(b)(iv))
Deferred taxation (see Note 28(b)):	遞延稅項 (見附註28(b)):
– Origination and reversal of temporary differences	– 暫時差異之產生及撥回
– Write-down of deferred tax assets (see Note 7(b)(v))	– 撇減遞延稅項資產(見附註7(b)(v))
– Recognition of prior years' unused tax losses previously not recognised (see Note 7(b)(v))	– 確認先前未確認之過往年度之未動用稅項虧損(見附註7(b)(v))
– Effect on deferred tax balances resulting from a change in tax rate (see Note 7(b)(iv))	– 稅率變動對遞延稅項結餘之影響(見附註7(b)(iv))

7 綜合損益表內所得稅

(a) 綜合損益表內之稅項指：

2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
72,170	56,497
(14,498)	(11,842)
57,672	44,655
50,045	73,288
12,456	–
(4,467)	–
–	4,474
58,034	77,762
115,706	122,417

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates:

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Profit before taxation	除稅前溢利	589,688	586,511
Expected tax on profit before tax, calculated at the rates applicable to profits in the tax jurisdictions concerned (see Notes (i), (ii) and (iii))	除稅前溢利之預期稅項，按相關稅務司法權區獲得溢利之適用稅率計算(見附註(i)、(ii)及(iii))	159,857	161,452
Tax effect of non-deductible expenses	不可扣減支出之稅務影響	3,215	1,474
Tax effect of non-taxable income	非課稅收入之稅務影響	(8,796)	(12,442)
Tax concessions (see Note (iv))	稅項寬減(見附註(iv))	(48,529)	(46,222)
Tax effect of unused tax losses not recognised	未確認未動用稅務虧損之稅務影響	16,468	25,523
Tax effect of write-down of deferred tax assets (see Note (v))	撇減遞延稅項資產之稅務影響(見附註(v))	12,456	-
Tax effect of recognition of prior years' unused tax losses previously not recognised (see Note (v))	確認先前未確認之過往年度之未動用稅項虧損之稅務影響(見附註(v))	(4,467)	-
Tax effect of change in tax rate (see Note (iv))	稅率變動之稅務影響(見附註(iv))	-	4,474
Over-provision in respect of prior years (see Note (iv))	過往年度超額撥備(見附註(iv))	(14,498)	(11,842)
Income tax	所得稅	115,706	122,417

Notes:

- (i) The Company and the subsidiaries of the Group incorporated in Hong Kong are subject to Hong Kong Profits Tax rate of 16.5% (2012: 16.5%). No provision for Hong Kong Profits Tax has been made, as the Company and the subsidiaries of the Group incorporated in Hong Kong did not have assessable profits subject to Hong Kong Profits Tax for the year ended 31 December 2013 (2012: HK\$Nil).
- (ii) The Company and the subsidiaries of the Group incorporated in countries other than the PRC (including Hong Kong) are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.
- (iii) The subsidiaries of the Group established in the PRC are subject to PRC Corporate Income Tax rate of 25% for the year ended 31 December 2013 (2012: 25%).

7 綜合損益表內所得稅(續)

(b) 稅項支出及會計溢利按適用稅率之調節如下：

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Profit before taxation	589,688	586,511
Expected tax on profit before tax, calculated at the rates applicable to profits in the tax jurisdictions concerned (see Notes (i), (ii) and (iii))	159,857	161,452
Tax effect of non-deductible expenses	3,215	1,474
Tax effect of non-taxable income	(8,796)	(12,442)
Tax concessions (see Note (iv))	(48,529)	(46,222)
Tax effect of unused tax losses not recognised	16,468	25,523
Tax effect of write-down of deferred tax assets (see Note (v))	12,456	-
Tax effect of recognition of prior years' unused tax losses previously not recognised (see Note (v))	(4,467)	-
Tax effect of change in tax rate (see Note (iv))	-	4,474
Over-provision in respect of prior years (see Note (iv))	(14,498)	(11,842)
Income tax	115,706	122,417

附註：

- (i) 本公司及本集團於香港註冊成立之附屬公司須繳納香港利得稅稅率為16.5% (二零一二年：16.5%)。由於本公司及本集團於香港註冊成立之附屬公司截至二零一三年十二月三十一日止年度並無須繳納香港利得稅之應課稅溢利 (二零一二年：零港元)，故並未就香港利得稅作出撥備。
- (ii) 本公司及本集團於中國 (包括香港) 以外國家註冊成立之附屬公司根據其各自所在註冊國家之法律及法規毋須繳納任何所得稅。
- (iii) 截至二零一三年十二月三十一日止年度，本集團於中國成立之附屬公司須繳納中國企業所得稅稅率為25% (二零一二年：25%)。

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

7 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (continued)

(b) Reconciliation between tax expense and accounting profit at applicable tax rates: (continued)

Notes: (continued)

- (iv) Certain subsidiaries of the Group established in the PRC obtained approvals from the respective tax bureaux in 2012 that they are entitled to tax benefits applicable to entities under the Second Phase of the Western Region Development Plan of the PRC, and enjoy a preferential PRC Corporate Income Tax rate of 15% for the calendar years from 2011 to 2020. These subsidiaries provided for PRC Corporate Income Tax at a tax rate of 25% in 2011, and upon receipt of further approvals from the respective tax bureaux in having the over-accrued amount in 2011 to be deducted from these subsidiaries' current year's tax liabilities, these subsidiaries recognised an over-accruals of current taxation for the year ended 31 December 2011 of HK\$14,498,000 in 2013 (2012: HK\$11,842,000). In addition, certain deferred tax assets and liabilities at 31 December 2011 had been remeasured using the preferential PRC Corporate Income Tax rate in 2012.
- (v) The Group recognised previously unrecognised tax losses of HK\$4,467,000 (2012: HK\$Nil) and wrote down previously recognised tax losses of HK\$12,456,000 (2012: HK\$Nil) in 2013, as the utilisation of these unused tax losses have changed due to changes were made to the estimates of the future operating results of certain subsidiaries of the Group.

7 綜合損益表內所得稅(續)

(b) 稅項支出及會計溢利按適用稅率之調節如下：(續)

附註：(續)

- (iv) 於二零一二年，本集團若干在中國成立之附屬公司取得相關稅務局批文，有權享受適用於中國西部大開發計劃第二期下之實體之相關稅務減免，並將於二零一一年至二零二零年曆年享受15%之優惠中國企業所得稅稅率。該等附屬公司按25%之稅率支付中國企業所得稅，並於獲取各相關稅務局就二零一一年自該等附屬公司本年度稅項負債扣除超額累計金額之進一步批准後，該等附屬公司已於二零一三年確認截至二零一一年十二月三十一日止年度本期稅項之超額應計費用14,498,000港元(二零一二年：11,842,000港元)。此外，若干於二零一一年十二月三十一日之遞延稅項資產及負債於二零一二年以優惠中國企業所得稅稅率已獲重新計量。
- (v) 於二零一三年，本集團已確認先前未確認之稅項虧損4,467,000港元(二零一二年：零港元)並撇減先前已確認之稅項虧損12,456,000港元(二零一二年：零港元)，原因是該等未動用稅項虧損之用途因本集團若干附屬公司之未來經營業績估計變動而發生變化。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

8 DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to Section 161 of the Hong Kong Companies Ordinance is as follows:

8 董事薪酬

根據香港《公司條例》第161條披露之董事薪酬如下：

		2013 二零一三年						
		Salaries, allowances and benefits fees	Discretionary bonuses in kind	Retirement scheme contributions	Share-based payments	Sub-total	Total	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		薪金、 津貼及其他 董事袍金	酌情花紅 實物福利	退休 計劃供款	股份付款	小計	總計	
		千港元	千港元	千港元	千港元	千港元	千港元	
		(Note (i))					(附註(i))	
Executive directors	執行董事							
Mr. Wu Yijian (Chairman) (re-designated from non-executive director on 19 February 2013)	吳一堅先生(主席) (於二零一三年二月十九日由非執行董事調任)	1,200	170	–	15	1,385	2,465	
Mr. Qiu Zhongwei	邱中偉先生	5	–	–	–	5	5	
Mr. Choon Hoi Kit, Edwin	鄭開杰先生	1,575	1,395	1,960	15	4,945	6,599	
Mr. Sha Yingjie	沙英杰先生	96	474	489	29	1,088	2,184	
Non-executive directors	非執行董事							
Mr. Chen Shuai	陳帥先生	5	–	–	–	5	5	
Mr. Qu Jiaqi (re-designated from executive director on 19 February 2013)	曲家琪先生 (於二零一三年二月十九日由執行董事調任)	108	548	787	29	1,472	3,126	
Independent non-executive directors	獨立非執行董事							
Mr. Chan Wai Kwong, Peter	陳為光先生	180	–	–	–	180	180	
Mr. Tsang Kwok Wai	曾國偉先生	96	–	–	–	96	96	
Ms. Li Ling	厲玲女士	180	–	–	–	180	517	
		3,445	2,587	3,236	88	9,356	15,177	

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

8 DIRECTORS' REMUNERATION (continued)

8 董事薪酬(續)

2012
二零一二年

		Salaries, allowances and benefits in kind	Discretionary bonuses	Retirement scheme contributions	Share-based payments	Total
	Directors' fees	HK\$'000	HK\$'000	HK\$'000	Sub-total HK\$'000	HK\$'000
		薪金、 津貼及其他 董事袍金	酌情花紅	退休 計劃供款	小計	總計
		千港元	千港元	千港元	千港元	千港元
					(附註(i))	(附註(i))
Executive directors	執行董事					
Mr. Qiu Zhongwei	邱中偉先生	5	-	-	5	5
Mr. Choon Hoi Kit, Edwin	鄭開杰先生	1,575	1,231	2,800	5,620	7,172
Mr. Qu Jiaqi	曲家琪先生	108	534	689	1,357	2,909
Mr. Sha Yingjie	沙英杰先生	96	465	394	981	2,145
Non-executive directors	非執行董事					
Mr. Wu Yijian (Chairman)	吳一堅先生 (主席)	1,200	204	-	1,418	3,746
Mr. Chen Shuai	陳帥先生	5	-	-	5	5
Independent non-executive directors	獨立非執行董事					
Mr. Chan Wai Kwong, Peter	陳為光先生	110	-	-	110	110
Mr. Tsang Kwok Wai	曾國偉先生	96	-	-	96	96
Ms. Li Ling	厲玲女士	110	-	-	110	110
		3,305	2,434	3,883	9,702	16,298

There were no amounts paid during the year to the directors in connection with their retirement from employment or compensation for loss of office with the Group, or inducement to join. There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

本集團於年內並無向董事支付任何有關彼等退休或離職補償或加入時獎勵之款項。年內並無董事放棄或同意放棄任何酬金之安排。

Note (i): These represent the estimated value of share options granted to the directors under the Company's share option schemes. The value of these share options is measured according to the Group's accounting policies for share-based payment transactions as set out in Note 2(t)(ii). The details of these benefits in kind, including the principal terms and number of share options granted, are disclosed under the paragraph "Share option scheme" in the directors' report and Note 27.

附註(i): 該等金額指根據本公司購股權計劃授予董事之購股權之估計價值。該等購股權之價值是根據本集團列於附註2(t)(ii)股份付款交易之會計政策計量。有關此等實物福利之詳情，包括主要條款及授予之購股權數目，已於董事會報告之「購股權計劃」一段及附註27披露。

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, four (2012: four) are directors whose emoluments are disclosed in Note 8.

The emoluments in respect of the other one (2012: one) individual are as follows:

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Salaries, allowances and benefits in kind	薪金、津貼及其他實物福利	479	647
Discretionary bonuses	酌情花紅	558	442
Retirement scheme contributions	退休計劃供款	29	26
Share-based payments	股份付款	976	1,241
		2,042	2,356

No emoluments were paid or payable to this employee as an inducement to join or upon joining the Group or as compensation for loss of office during the year.

The emoluments of the one (2012: one) individual who is not a director and who is amongst the five highest paid individuals of the Group are within the following bands:

HK\$港元	2013 Number of individual 二零一三年 個別人數	2012 Number of individual 二零一二年 個別人數
2,000,001 – 2,500,000	1	1

10 PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated profit attributable to equity shareholders of the Company includes a profit of HK\$6,992,000 (2012: loss of HK\$140,462,000) which has been dealt with in the financial statements of the Company (see Note 29(a)).

9 最高薪人士

在五名最高薪人士中，四名(二零一二年：四名)均為董事，而其酬金詳情已於附註8披露。

有關其他一名(二零一二年：一名)人士之酬金如下：

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Salaries, allowances and benefits in kind	479	647
Discretionary bonuses	558	442
Retirement scheme contributions	29	26
Share-based payments	976	1,241
	2,042	2,356

年內並無向該僱員支付或應支付任何酬金，作為其加入或於加入本集團時之獎勵或作為離職補償。

一名(二零一二年：一名)並非董事且屬於本集團五名最高薪人士之個別人士之薪酬介乎以下範圍：

	2013 Number of individual 二零一三年 個別人數	2012 Number of individual 二零一二年 個別人數
2,000,001 – 2,500,000	1	1

10 本公司股東應佔之溢利

本公司股東應佔之綜合溢利包括6,992,000港元之溢利(二零一二年：虧損140,462,000港元)，已於本公司之財務報表內處理(見附註29(a))。

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

11 OTHER COMPREHENSIVE INCOME

(a) Tax effects relating to each component of other comprehensive income

11 其他全面收益

(a) 與其他全面收益各部份有關之稅項影響

	2013 二零一三年			2012 二零一二年		
	Before tax amount HK\$'000 除稅項前金額 千港元	Tax expense HK\$'000 (Note 28(b)) 稅項開支 千港元 (附註28(b))	Net-of-tax amount HK\$'000 扣除稅項金額 千港元	Before tax amount HK\$'000 除稅項前金額 千港元	Tax expense HK\$'000 (Note 28(b)) 稅項開支 千港元 (附註28(b))	Net-of-tax amount HK\$'000 扣除稅項金額 千港元
Surplus on revaluation of leasehold land and buildings held for own use (see Note 13(a)) 重估持作自用租賃土地及樓宇之盈餘(見附註13(a))	260,455	(64,736)	195,719	520,168	(125,006)	395,162
Available-for-sale financial assets: net movement in fair value reserve 可供出售金融資產：公允價值儲備變動淨額	-	-	-	(96)	24	(72)
Exchange differences on translation into presentation currency 換算為呈報貨幣之匯兌差額	97,929	-	97,929	6,194	-	6,194
Other comprehensive income 其他全面收益	358,384	(64,736)	293,648	526,266	(124,982)	401,284

Notes to the financial statements

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

11 OTHER COMPREHENSIVE INCOME

(continued)

(b) Components of other comprehensive income, including reclassification adjustments

Available-for-sale financial assets:	可供出售金融資產：
Changes in fair value recognised during the year	年內確認公允值變動
Reclassification adjustments for amounts transferred to the consolidated statement of profit or loss:	重新分類調整轉入綜合損益表之金額：
– gain on sale (see Note 5)	– 銷售溢利 (見附註5)
Net deferred tax credited to other comprehensive income	入賬列作其他全面收益之遞延稅項淨額
Net movement in the fair value reserve during the year recognised in other comprehensive income	年內公允值儲備變動淨額於其他全面收益確認

11 其他全面收益(續)

(b) 其他全面收益部份，包括重新分類調整

2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
–	2,229
–	(2,325)
–	24
–	(72)

12 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of HK\$443,641,000 (2012: HK\$422,802,000) and the weighted average of 2,306,994,000 ordinary and convertible preference shares (2012: 1,087,691,000 ordinary and convertible preference shares) in issue during the year, calculated as follows:

12 每股盈利

(a) 每股基本盈利

每股基本盈利是依據本公司股東應佔溢利443,641,000港元(二零一二年：422,802,000港元)及年內已發行股份之加權平均數2,306,994,000股普通股及可換股優先股(二零一二年：1,087,691,000股普通股及可換股優先股)計算如下：

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

12 EARNINGS PER SHARE (continued)

(a) Basic earnings per share (continued)

(i) Weighted average number of shares

Issued ordinary and convertible preference shares at 1 January (see Note (i))	於一月一日之已發行普通股及可換股優先股 (見附註(i))	2,314,744	3,868,105
Effect of conversion of convertible notes (see Note 26)	轉換可換股票據之影響 (見附註26)	24,652	173,424
Effect of shares issued for the acquisition of a subsidiary	就收購一間附屬公司發行股份之影響	–	241,956
Effect of share options exercised	已行使購股權之影響	–	2,957
Effect of share consolidation	股份合併之影響	–	(3,214,831)
Effect of convertible preference shares issued on 27 December 2012 (see Note (i))	於二零一二年十二月二十七日發行之可換股優先股之影響 (見附註(i))	–	16,080
Effect of share repurchased (see Note 29(c)(iii))	購回股份之影響 (見附註29(c)(iii))	(32,402)	–
Weighted average number of ordinary and convertible preference shares at 31 December (see Note (i))	於十二月三十一日之普通股及可換股優先股加權平均數 (見附註(i))	2,306,994	1,087,691

Note (i): The holder of the convertible preference shares is entitled to receive the same rate of dividends/distributions as the holders of ordinary shares. Accordingly, for the purpose of the calculation of basic earnings per share, the convertible preference shares issued have been included in the calculation of the weighted average number of shares in issue.

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to equity shareholders of the Company of HK\$441,476,000 (2012: HK\$486,668,000) and the weighted average number of 2,446,972,000 ordinary and convertible preference shares (2012: 2,052,135,000 ordinary and convertible preference shares), calculated as follows:

12 每股盈利(續)

(a) 每股基本盈利(續)

(i) 股份加權平均數

2013 '000 二零一三年 千股	2012 '000 二零一二年 千股
2,314,744	3,868,105
24,652	173,424
–	241,956
–	2,957
–	(3,214,831)
–	16,080
(32,402)	–
2,306,994	1,087,691

附註(i)：可換股優先股持有人有權按與普通股持有人相同之比率獲得股息／分派。因此，就計算每股基本盈利而言，計算已發行股份加權平均數時已計入可換股優先股。

(b) 每股攤薄盈利

每股攤薄盈利是依據本公司股東應佔溢利441,476,000港元(二零一二年：486,668,000港元)及年內已發行股份之加權平均數2,446,972,000股普通股及可換股優先股(二零一二年：2,052,135,000股普通股及可換股優先股)計算如下：

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

12 EARNINGS PER SHARE (continued)

(b) Diluted earnings per share (continued)

(i) Profit attributable to equity shareholders of the Company (diluted)

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Profit attributable to equity shareholders	股東應佔溢利	443,641	422,802
After tax effect of effective interest on the liability components of convertible notes	可換股票據負債部份實際利息之除稅後影響	4,712	105,933
After tax effect of changes in fair value recognised on the derivative components of convertible notes	就可換股票據之衍生部份確認之公允值變動之除稅後影響	(6,877)	(42,067)
Profit attributable to equity shareholders (diluted)	股東應佔溢利(攤薄)	441,476	486,668

(ii) Weighted average number of shares (diluted)

		2013 '000 二零一三年 千股	2012 '000 二零一二年 千股
Weighted average number of ordinary and convertible preference shares at 31 December	於十二月三十一日之普通股及可換股優先股加權平均數	2,306,994	1,087,691
Effect of conversion of convertible preference shares	轉換可換股優先股之影響	117,707	1,608
Effect of conversion of convertible notes	轉換可換股票據之影響	19,410	960,044
Effect of deemed issue of shares under the Company's share option scheme	視為根據本公司購股權計劃發行股份之影響	2,861	2,792
Weighted average number of ordinary and convertible preference shares (diluted) at 31 December	於十二月三十一日之普通股及可換股優先股加權平均數(攤薄)	2,446,972	2,052,135

12 每股盈利(續)

(b) 每股攤薄盈利(續)

(i) 本公司股東應佔溢利(攤薄)

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Profit attributable to equity shareholders	股東應佔溢利	443,641	422,802
After tax effect of effective interest on the liability components of convertible notes	可換股票據負債部份實際利息之除稅後影響	4,712	105,933
After tax effect of changes in fair value recognised on the derivative components of convertible notes	就可換股票據之衍生部份確認之公允值變動之除稅後影響	(6,877)	(42,067)
Profit attributable to equity shareholders (diluted)	股東應佔溢利(攤薄)	441,476	486,668

(ii) 股份加權平均數(攤薄)

		2013 '000 二零一三年 千股	2012 '000 二零一二年 千股
Weighted average number of ordinary and convertible preference shares at 31 December	於十二月三十一日之普通股及可換股優先股加權平均數	2,306,994	1,087,691
Effect of conversion of convertible preference shares	轉換可換股優先股之影響	117,707	1,608
Effect of conversion of convertible notes	轉換可換股票據之影響	19,410	960,044
Effect of deemed issue of shares under the Company's share option scheme	視為根據本公司購股權計劃發行股份之影響	2,861	2,792
Weighted average number of ordinary and convertible preference shares (diluted) at 31 December	於十二月三十一日之普通股及可換股優先股加權平均數(攤薄)	2,446,972	2,052,135

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

13 FIXED ASSETS

(a) The Group

13 固定資產

(a) 本集團

		Leasehold land and buildings HK\$'000 租賃土地 及樓宇 千港元	Leasehold improvements HK\$'000 租賃物業 裝修 千港元	Furniture, fixtures and equipment HK\$'000 傢俬、裝置 及設備 千港元	Motor vehicles HK\$'000 運輸工具 千港元	Construction in progress HK\$'000 在建工程 千港元	Total HK\$'000 合計 千港元
Cost or valuation:	成本或估值：						
At 1 January 2012	於二零一二年一月一日	1,044,777	334,589	85,972	10,073	22,553	1,497,964
Exchange adjustments	匯兌調整	4,458	148	(18)	(1)	(40)	4,547
Additions through acquisitions of subsidiaries	透過收購附屬公司之添置	1,139,078	-	-	-	-	1,139,078
Additions	添置	-	-	9,094	403	75,974	85,471
Transfer in/(out)	轉入/(出)	-	92,773	-	-	(92,773)	-
Disposals	處置	-	(4,383)	(10,349)	-	-	(14,732)
Surplus on revaluation (see Note 11(a))	重估盈餘(見附註11(a))	520,168	-	-	-	-	520,168
Less: elimination of accumulated depreciation	減：抵銷累計折舊	(56,653)	-	-	-	-	(56,653)
At 31 December 2012	於二零一二年十二月三十一日	2,651,828	423,127	84,699	10,475	5,714	3,175,843
Representing:	指：						
Cost	成本	-	423,127	84,699	10,475	5,714	524,015
Valuation - 2012	估值-二零一二年	2,651,828	-	-	-	-	2,651,828
		2,651,828	423,127	84,699	10,475	5,714	3,175,843
Accumulated depreciation:	累計折舊：						
At 1 January 2012	於二零一二年一月一日	-	104,097	36,469	5,681	-	146,247
Exchange adjustments	匯兌調整	120	78	6	3	-	207
Charge for the year	年內折舊	56,533	44,882	10,312	1,695	-	113,422
Written back on disposals	處置時撥回	-	(2,274)	(4,571)	-	-	(6,845)
Elimination on revaluation	重估時抵銷	(56,653)	-	-	-	-	(56,653)
At 31 December 2012	於二零一二年十二月三十一日	-	146,783	42,216	7,379	-	196,378
Net book value:	賬面淨值：						
At 31 December 2012	於二零一二年十二月三十一日	2,651,828	276,344	42,483	3,096	5,714	2,979,465

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

13 FIXED ASSETS (continued)

(a) The Group (continued)

13 固定資產(續)

(a) 本集團(續)

		Leasehold land and buildings HK\$'000 租賃土地 及樓宇 千港元	Leasehold improvements HK\$'000 租賃物業 裝修 千港元	Furniture, fixtures and equipment HK\$'000 傢俬、裝置 及設備 千港元	Motor vehicles HK\$'000 運輸工具 千港元	Construction in progress HK\$'000 在建工程 千港元	Total HK\$'000 合計 千港元
Cost or valuation:	成本或估值：						
At 1 January 2013	於二零一三年一月一日	2,651,828	423,127	84,699	10,475	5,714	3,175,843
Exchange adjustments	匯兌調整	85,411	14,193	4,919	378	173	105,074
Reclassification from investment property (see Notes 13(d) and 14)	從投資物業重新分類 (見附註13(d)及14)	106,950	-	-	-	-	106,950
Additions	添置	-	-	46,246	808	37,054	84,108
Transfer in/(out)	轉入/(出)	-	37,470	-	-	(37,470)	-
Disposals	處置	-	(135)	(14,180)	(598)	-	(14,913)
Surplus on revaluation (see Note 11(a))	重估盈餘(見附註11(a))	260,455	-	-	-	-	260,455
Less: elimination of accumulated depreciation	減：抵銷累計折舊	(106,040)	-	-	-	-	(106,040)
At 31 December 2013	於二零一三年 十二月三十一日	2,998,604	474,655	121,684	11,063	5,471	3,611,477
Representing:	指：						
Cost	成本	-	474,655	121,684	11,063	5,471	612,873
Valuation – 2013	估值 – 二零一三年	2,998,604	-	-	-	-	2,998,604
		2,998,604	474,655	121,684	11,063	5,471	3,611,477
Accumulated depreciation:	累計折舊：						
At 1 January 2013	於二零一三年一月一日	-	146,783	42,216	7,379	-	196,378
Exchange adjustments	匯兌調整	1,566	5,773	2,876	235	-	10,450
Charge for the year	年內折舊	104,474	48,133	15,028	1,480	-	169,115
Written back on disposals	處置時撥回	-	(135)	(9,961)	(514)	-	(10,610)
Elimination on revaluation	重估時抵銷	(106,040)	-	-	-	-	(106,040)
At 31 December 2013	於二零一三年 十二月三十一日	-	200,554	50,159	8,580	-	259,293
Net book value:	賬面淨值：						
At 31 December 2013	於二零一三年 十二月三十一日	2,998,604	274,101	71,525	2,483	5,471	3,352,184

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

13 FIXED ASSETS (continued)

(a) The Group (continued)

Had the revalued properties held for own use been carried at cost less accumulated depreciation, the carrying amount would have been

倘重估持作自用物業
乃按成本減累計折舊
列賬時應為之賬面值

(b) The Company

Cost:
At 1 January 2013
Additions

At 31 December 2013

Accumulated depreciation:

At 1 January 2013
Charge for the year

At 31 December 2013

Net book value:

At 31 December 2013

At 31 December 2012

13 固定資產(續)

(a) 本集團(續)

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
	2,106,218	1,985,024

(b) 本公司

**Furniture, fixtures
and equipment**
HK\$'000
傢俬、裝置
及設備
千港元

成本：
於二零一三年一月一日
添置

於二零一三年十二月三十一日

累計折舊：
於二零一三年一月一日
年內折舊

於二零一三年十二月三十一日

賬面淨值：
於二零一三年十二月三十一日

於二零一二年十二月三十一日

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

13 FIXED ASSETS (continued)

(c) Fair value measurement of leasehold land and buildings held for own use and investment property

(i) Fair value hierarchy

The following table presents the fair value of the Group's leasehold land and buildings held for own use and investment property measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.

13 固定資產(續)

(c) 持作自用之租賃土地及樓宇及投資物業之公允值計量

(i) 公允值層級

下表呈列於報告期末按經常性基準計量之本集團持作自用之租賃土地及樓宇以及投資物業之公允值，有關之公允值採納三級分級制度(見香港財務報告準則第13號：「公允值計量」之定義)分類。將公允值計量分類之等級乃參考如下估值方法所用輸入數據之可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據(即於計量日同類資產或負債於活躍市場之未經調整報價)計量之公允值。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

13 FIXED ASSETS (continued)

(c) Fair value measurement of leasehold land and buildings held for own use and investment property (continued)

(i) Fair value hierarchy (continued)

- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

The Group – Recurring fair value measurement

本集團－經常性公允值計量

Leasehold land and buildings held for own use (see Note 13(a))	持作自用之租賃土地及樓宇(見附註13(a))	2,998,604
Investment property (see Note 14)	投資物業(見附註14)	1,647,163

During the year ended 31 December 2013, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

13 固定資產(續)

(c) 持作自用之租賃土地及樓宇及投資物業之公允值計量(續)

(i) 公允值層級(續)

- 第二級估值：使用第二級輸入數據(即未能達到第一級之可觀察輸入數據)且並未使用重大不可觀察輸入數據計量之公允值。不可觀察輸入數據為無市場數據提供下之輸入數據。
- 第三級估值：使用重大不可觀察輸入數據計量之公允值。

**Fair value
measurements
at 31 December 2013
categorised into
Level 2
HK\$'000
於二零一三年
十二月三十一日
分類為第二級之
公允值計量
千港元**

截至二零一三年十二月三十一日止年度，並無第一級與第二級間之轉撥或轉入或轉出第三級。本集團之政策為於發生轉撥之報告期末確認公允值層級各分級間之轉撥。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

13 FIXED ASSETS (continued)

(c) Fair value measurement of leasehold land and buildings held for own use and investment property (continued)

(i) Fair value hierarchy (continued)

All of the Group's leasehold land and buildings held for own use and investment property were revalued as at 31 December 2013. The valuations were carried out by a qualified surveyor, Roma Appraisals Limited, who have among their staff Fellows of the Hong Kong Institute of Surveyors with recent experience in the location and category of properties being valued. The Group's Financial Controller has discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each interim and annual reporting date.

(ii) Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of leasehold land and buildings held for own use and investment property located in the PRC is determined using market comparison approach by reference to recent sales price of comparable properties on a price per square meter basis using market data which is publicly available, and income capitalisation approach.

(d) Reclassification from investment property to fixed assets

On 1 January 2013, in a view to expand the operations of one of the Group's department stores, the Group has decided to lease certain areas of its shopping mall to this department store instead of to third parties. The above change in usage resulted in the reclassification of these areas from investment property to leasehold land and buildings held for own use. On the date of reclassification, the fair value of these areas recognised under investment property was HK\$106,950,000, which was determined based on a valuation carried out by the same surveyor with the same basis of valuation as mentioned in Notes 13(c)(i) and 13(c)(ii) above, and this amount has been recognised as the fair value on initial recognition under fixed assets – leasehold land and buildings.

13 固定資產(續)

(c) 持作自用之租賃土地及樓宇及投資物業之公允值計量(續)

(i) 公允值層級(續)

本集團所有持作自用之租賃土地及樓宇以及投資物業於二零一三年十二月三十一日進行重估。是項估值由一名合資格測量師羅馬國際評估有限公司(香港測量師學會之會員，並具備於待估物業所在地及物業類型之近期估值經驗)進行。於各中期及年度報告日期進行估值時，本集團之財務總監已與測量師討論相關估值假設及估值結果。

(ii) 第二級公允值計量所使用之估值方法及輸入數據

位於中國之持作自用之租賃土地及樓宇以及投資物業之公允值使用市場比較法釐定，其經參考可供比較物業按每平方米價格基準使用公開可用之市場數據計算之近期售價及收益資本化法。

(d) 投資物業重新分類至固定資產

於二零一三年一月一日，為擴充本集團其中一個百貨商場之業務，本集團決定向該百貨商場而非獨立第三方出租其商場之若干區域。上述用途改變導致該等區域由投資物業重新分類為持作自用之租賃土地及樓宇。於重新分類日期，於投資物業項下確認之該等區域之公允值為106,950,000港元，乃根據同一名估值師按照與上文附註13(c)(i)及13(c)(ii)所述之相同估值基準釐定，該金額已被確認為固定資產—租賃土地及樓宇項下於初步確認時之公允值。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

14 INVESTMENT PROPERTY

14 投資物業

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Valuation:	估值：		
At 1 January	於一月一日	1,480,020	–
Addition through acquisition of a subsidiary	透過收購一間附屬公司添置	–	1,143,557
Exchange adjustments	匯兌調整	47,273	6,634
Reclassification to fixed assets (see Note 13(d))	重新分類至固定資產 (見附註13(d))	(106,950)	–
Fair value adjustments (see Note 13(c))	公允值調整(見附註13(c))	226,820	329,829
At 31 December	於十二月三十一日	1,647,163	1,480,020

15 INTANGIBLE ASSETS

15 無形資產

		The Group Trademark-use-right 本集團商標使用權 HK\$'000 千港元	
Cost:	成本：		
At 1 January 2012, 31 December 2012 and 31 December 2013	於二零一二年一月一日、二零 一二年十二月三十一日及二零 一三年十二月三十一日		492,509
Accumulated impairment losses:	累計減值虧損：		
At 1 January 2012, 31 December 2012 and 31 December 2013	於二零一二年一月一日、二零 一二年十二月三十一日及二零 一三年十二月三十一日		–
Carrying amount:	賬面值：		
At 31 December 2012 and 2013	於二零一二年及二零一三年 十二月三十一日		492,509

The Group's trademark-use-right represents the Group's use of the trademark "Ginwa" which the Group has acquired through its acquisitions of department store and supermarket operations in prior years.

本集團之商標使用權指本集團商標「金花」之使用權，其於過往年度透過收購百貨商場及超級市場業務獲得。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

16 GOODWILL

16 商譽

The Group
HK\$'000
本集團
千港元

Cost:	成本：	
At 1 January 2012, 31 December 2012 and 31 December 2013	於二零一二年一月一日、二零一二年十二月三十一日及二零一三年十二月三十一日	1,677,648
Accumulated impairment losses:	累計減值虧損：	
At 1 January 2012, 31 December 2012 and 31 December 2013	於二零一二年一月一日、二零一二年十二月三十一日及二零一三年十二月三十一日	329,573
Carrying amount:	賬面值：	
At 31 December 2012 and 2013	於二零一二年及二零一三年十二月三十一日	1,348,075

Goodwill is allocated to the Group's cash-generating units identified according to the department store and supermarket operations acquired as follows:

商譽根據如下所收購之百貨商場及超級市場業務分配至本集團之已識別現金產生單位：

		At 31 December 2012 and 2013
		HK\$'000
		於二零一二年及 二零一三年 十二月三十一日
		千港元
Century Ginwa Joint Stock Company Limited ("Ginwa Bell Tower")	世紀金花股份有限公司 ("金花鐘樓")	757,254
Golden Chance (Xi'an) Limited ("GCX")	Golden Chance (Xi'an) Limited ("GCX")	324,355
Ideal Mix Limited ("Ideal Mix")	Ideal Mix Limited ("Ideal Mix")	266,466
		<u>1,348,075</u>

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

16 GOODWILL (continued)

In 2008, the Group acquired 76.43% equity interests in Ginwa Bell Tower for a consideration of HK\$1,091.1 million. The excess of the cost of purchase over the net fair value of Ginwa Bell Tower's identifiable net assets of HK\$1,086.8 million was recorded as goodwill and allocated to the department store operations of Ginwa Bell Tower. At 31 December 2008, due to the global economic crisis, the directors of the Company had determined that the recoverable amount of the cash generating unit which the goodwill related to was less than its carrying value by HK\$329.6 million, and accordingly, an impairment loss of the same amount was provided in 2008.

In 2010, the Group acquired 100% equity interests in GCX for a total consideration of HK\$458.6 million. The excess of the cost of purchase over the net fair value of GCX's identifiable net assets of HK\$324.4 million was recorded as goodwill and allocated to the department store operations of GCX.

In 2011, the Group acquired 100% equity interests in Ideal Mix for a total consideration of HK\$389.5 million. The excess of the cost of purchase over the net fair value of Ideal Mix's identifiable net assets of HK\$266.5 million was recorded as goodwill and allocated to the department store and supermarket operations of Ideal Mix.

The recoverable amounts of the cash generating units were determined based on value-in-use calculations. These calculations use cash flow projections based on financial budgets prepared by the directors of the Company covering a five-year period. These cash flow projections adopted annual growth rates ranged from 9% to 13% (2012: from 5% to 20%), which are based on the Group's historical experience with these operations and adjusted for other factors that are specific to each cash generating unit. Cash flows beyond the five-year period are extrapolated using an estimate weighted average growth rate of 3% to 5% (2012: 3% to 5%) which is consistent with market consensus on long-term growth rate of consumer markets in the PRC. The cash flows are discounted using discount rates ranged from 14% to 15% (2012: from 14% to 15%). The discount rates used are pre-taxed and reflect specific risks relating to the respective cash generating units.

16 商譽(續)

於二零零八年，本集團以代價1,091,100,000港元收購金花鐘樓76.43%股權。購買成本較金花鐘樓的可識別資產之公允值淨額超出1,086,800,000港元，該等金額乃計作商譽並分配至金花鐘樓的百貨商場業務。於二零零八年十二月三十一日，由於全球經濟危機，本公司董事已釐定商譽相關的現金產生單位的可收回數額較其賬面值少329,600,000港元，因此，該相同金額的減值虧損於二零零八年計提撥備。

於二零一零年，本集團以總代價458,600,000港元收購GCX之全部股權。購買成本較GCX的可識別資產淨額之公允值淨額超出324,400,000港元，該等金額乃計作商譽並分配至GCX之百貨商場業務。

於二零一一年，本集團以總代價389,500,000港元收購Ideal Mix之全部股權。購買成本較Ideal Mix之可識別資產之公允值淨額超出266,500,000港元，該等金額乃計作商譽並分配至Ideal Mix之百貨商場及超級市場業務。

現金產生單位的可收回數額乃按使用價值計算而釐定。有關計算乃使用根據本公司董事就五年期間編製的財務預算為基準的現金流量預測。該等現金流量預測乃根據本集團就該等業務之歷史經驗採用年增長率9%至13% (二零一二年：5%至20%) 進行推算，並就每一個現金產生單位特定之其他因素調整。超過五年期間之現金流量使用估計加權平均增長率3%至5% (二零一二年：3%至5%) 進行推算，該增長率與在中國消費市場之長期增長率之市場共識一致。現金流量採用貼現率介乎於14%至15% (二零一二年：14%至15%) 進行貼現。所使用貼現率為除稅前貼現率，反映與各現金產生單位相關之特定風險。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

17 INVESTMENTS IN SUBSIDIARIES

17 於附屬公司之投資

		The Company 本公司	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Unlisted shares, at cost	非上市股份，按成本值	517,440	474,297
Less: impairment loss	減：減值虧損	(1)	(1)
		517,439	474,296

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group.

下表僅載列主要影響本集團業績、資產或負債之附屬公司詳情。

Name of company 公司名稱	Place of establishment and operations 成立及營業地點	Particulars of registered and paid up capital 已註冊及繳足股本資料	Proportion of ownership interest 擁有權益比例			Principal activities 主營業務
			The Group's effective interest 本集團之實際權益	Held by the Company 由本公司持有	Held by subsidiaries 由附屬公司持有	
Century Ginwa Joint Stock Company Limited* (see Note 30) 世紀金花股份有限公司 (見附註30)	The PRC 中國	Renminbi ("RMB") 235,500,000 人民幣(「人民幣」) 235,500,000元	83.88%	–	83.88%	Operation of department store 經營百貨商場
Century Ginwa Urumqi Shopping Mall Company Limited* 世紀金花烏魯木齊購物中心有限公司	The PRC 中國	RMB50,000,000 人民幣 50,000,000元	100%	–	100%	Operation of department store 經營百貨商場
Shaanxi Century Ginwa Tangrenjie Shopping Mall Company Limited* 陝西世紀金花唐人街商場有限責任公司	The PRC 中國	RMB20,000,000 人民幣 20,000,000元	100%	–	100%	Operation of department store 經營百貨商場
Xi'an Century Ginwa Nandajie Shopping Mall Company Limited* 西安世紀金花南大街購物中心有限公司	The PRC 中國	RMB5,000,000 人民幣 5,000,000元	100%	–	100%	Operation of department store 經營百貨商場

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

17 INVESTMENTS IN SUBSIDIARIES (continued)

17 於附屬公司之投資(續)

Name of company 公司名稱	Place of establishment and operations 成立及營業地點	Particulars of registered and paid up capital 已註冊及繳足股本資料	The Group's effective interest 本集團之實際權益	Proportion of ownership interest 擁有權權益比例		Principal activities 主營業務
				Held by the Company 由本公司持有	Held by subsidiaries 由附屬公司持有	
Xi'an Century Ginwa Saigo Shopping Mall Company Limited* 西安世紀金花賽高購物有限公司	The PRC 中國	RMB30,000,000 人民幣 30,000,000元	100%	–	100%	Operation of department store 經營百貨商場
Xi'an Century Ginwa Shopping Mall Company Limited* 西安世紀金花購物有限公司	The PRC 中國	HK\$65,000,000 65,000,000港元	100%	–	100%	Operation of department store 經營百貨商場
Xianyang Century Ginwa Trade and Commerce Company Limited* 咸陽世紀金花商貿有限公司	The PRC 中國	RMB3,000,000 人民幣 3,000,000元	100%	–	100%	Operation of department stores and supermarkets 經營百貨商場及超級市場
Xi'an Yixin Property Management Company Limited* 西安億鑫物業管理有限公司	The PRC 中國	RMB60,000,000 人民幣 60,000,000元	100%	–	100%	Properties management 物業管理
Shaanxi Qianhui Properties Company Limited* 陝西千匯置業有限公司	The PRC 中國	RMB252,800,000 人民幣 252,800,000元	100%	–	100%	Operation of shopping mall 經營購物中心
Xi'an Honghui Property Management Company Limited* 西安鴻輝物業管理有限公司	The PRC 中國	RMB124,000,000 人民幣 124,000,000元	100%	–	100%	Properties management 物業管理

* The English translation of the names of these companies are for reference only. The official names of these companies are in Chinese.

* 公司之英文譯名僅供參考。該等公司之正式名稱以中文為準。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

17 INVESTMENTS IN SUBSIDIARIES (continued)

The following is summarised financial information relating to Ginwa Bell Tower, the only subsidiary of the Group which has material non-controlling interests ("NCI"), and is before inter-company elimination.

17 於附屬公司之投資(續)

以下為本公司唯一擁有重大非控股權益之附屬公司金花鐘樓之財務資料摘要，並未納入公司間抵銷。

		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Turnover	營業額	626,578	606,383
Profit for the year	本年度溢利	188,220	175,187
Profit for the year attributable to NCI	本年度非控股權益應佔溢利	30,341	41,292
Current assets	流動資產	2,475,959	1,815,535
Non-current assets	非流動資產	285,591	297,364
Current liabilities	流動負債	(1,859,852)	(1,406,457)
Non-current liabilities	非流動負債	(3,286)	(5,653)
Net assets	資產淨額	898,412	700,789
Net assets attributable to NCI	非控股權益應佔資產淨額	144,824	165,176

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

18 PREPAYMENT FOR ACQUISITION OF A PROPERTY

The amount at 31 December 2013 represents the amount prepaid by the Group for its intended acquisition of a property from a third party. The transaction is expected to be completed in 2014.

19 LOAN RECEIVABLE FROM A RELATED PARTY

Loan receivable represented a loan granted to Ginwa Investments Holdings Group Ltd. (formerly known as Ginwa Investments Company Limited) ("Ginwa Investments"), a related party of the Group, and was part of the assets acquired in the Group's acquisition of Ginwa Bell Tower in 2008. The principal balance of the loan is RMB739.9 million (equivalent to approximately HK\$928.8 million). The loan was originally repayable on 31 August 2013. On 9 September 2013, the Company announced that it, via Ginwa Bell Tower, has agreed to extend the maturity date to 30 April 2014. In addition, upon the maturity of the convertible notes issued by the Company to Best Mineral Resources Limited ("BMRL"), a related party of the Company (see Note 37) (the "BMRL Notes"), on 18 September 2013, Ginwa Bell Tower has entered into an agreement with Ginwa Investments and BMRL to set-off the redemption amount of the BMRL Notes of RMB59.5 million (equivalent to approximately HK\$75.2 million) with the outstanding loan principal and accrued interest (see Note 26(i)). The loan is secured by the ordinary shares converted from the BMRL Notes and certain investments in equity securities owned by Ginwa Investments.

Of the loan balance at 31 December 2013 is an amount of RMB758.5 million (equivalent to approximately HK\$964.8 million) (31 December 2012: RMB351.0 million, equivalent to approximately HK\$432.9 million) bearing interest at a rate of 10.00% per annum (2012: 6.40% per annum).

18 收購物業之預付款項

於二零一三年十二月三十一日之金額指本集團就其擬自第三方收購一項物業而預付之金額，收購預期於二零一四年完成。

19 應收關連人士貸款

應收貸款乃於二零零八年授予金花投資控股集團有限公司(前稱金花投資有限公司)(「金花投資」)，本集團之關連人士之貸款，並為本集團收購金花鐘樓中所收購之部份資產。該貸款之本金額結餘為人民幣739,900,000元(相當於約928,800,000港元)。該貸款原訂須於二零一三年八月三十一日償還。於二零一三年九月九日，本公司公佈金花鐘樓同意延長到期日至二零一四年四月三十日。此外，於二零一三年九月十八日本公司向本公司之關聯人士Best Mineral Resources Limited(「BMRL」)(見附註37)發行可換股票據(「BMRL票據」)到期時，金花鐘樓與金花投資及BMRL訂立協議，以BMRL票據之贖回金額人民幣59,500,000元(相當於約75,200,000港元)抵銷未償還貸款本金及應計利息(見附註26(i))。該貸款以BMRL票據轉換之普通股以及由金花投資所擁有之若干股本證券投資作抵押。

於貸款結餘中，截至二零一三年十二月三十一日，金額為人民幣758,500,000元(相當於約964,800,000港元)(二零一二年十二月三十一日：人民幣351,000,000元(相當於約432,900,000港元))乃附有年息10.00%(二零一二年：每年6.40%)。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

20 INVENTORIES

20 存貨

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Merchandises	商品	119,986	117,227
Low value consumables	低值易耗品	6,231	6,135
		126,217	123,362

An analysis of the amount of inventories recognised as an expense and included in the consolidated statement of profit or loss is as follows:

確認為開支並列入綜合損益表之存貨款項分析如下：

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Carrying amount of inventories sold	已售存貨賬面值	646,997	583,705

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

21 TRADE AND OTHER RECEIVABLES

21 應收賬款及其他應收款

		The Group 本集團		The Company 本公司	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Trade receivables from third parties	應收第三方賬款	49,812	58,270	–	–
Less: allowance for doubtful debts (see Note 21(b))	減：呆賬備抵 (見附註21(b))	–	(3,518)	–	–
		49,812	54,752	–	–
Amounts due from related parties (see Note 21(c))	應收關連人士款項 (見附註21(c))	2,807	1,525	–	–
Amounts due from subsidiaries (see Note 21(d))	應收附屬公司款項 (見附註21(d))	–	–	2,555,947	2,481,863
Less: allowance for doubtful debts (see Note 21(b))	減：呆賬備抵 (見附註21(b))	–	–	(20,820)	(20,820)
		–	–	2,535,127	2,461,043
Prepayments, deposits and other receivables:	預付款項、按金及其他應收款：				
– Value added tax refundable	– 可退還增值稅	110,697	134,674	–	–
– Advances to third parties	– 向第三方墊款	114,109	28,650	–	–
– Refundable deposit paid to a third party (see Note 21(e))	– 已付一名第三方之可退還按金(見附註21(e))	319,257	–	–	–
– Prepayments and deposits for operating leases	– 經營租賃之預付款項及按金	12,489	7,311	–	–
– Others	– 其他	31,958	25,472	1,353	333
		588,510	196,107	1,353	333
		641,129	252,384	2,536,480	2,461,376

Except for deposits of HK\$3,791,000 (2012: HK\$4,119,000), all of the trade and other receivables are expected to be recovered or recognised as expenses within one year.

Details of the Group's credit policy are set out in Note 31(a).

除按金3,791,000港元(二零一二年：4,119,000港元)外，所有應收賬款及其他應收款預期將於一年內收回或確認為支出。

本集團之信貸政策詳情載於附註31(a)。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

21 TRADE AND OTHER RECEIVABLES

(continued)

(a) Ageing analysis

Included in trade and other receivables are trade receivables (net of allowance for doubtful debts) with the following ageing analysis (based on the invoice date) as of the end of the reporting period:

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Less than 1 month	少於一個月	44,252	46,246
More than 1 month but less than 3 months	一個月以上但少於三個月	5,204	5,012
More than 3 months	三個月以上	356	3,494
		49,812	54,752

Trade receivables that were not impaired relate to credit card centres owned by financial institutions and tenants operating in the Group's department stores, shopping mall and supermarkets for whom there were no recent history of default and have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

(b) Impairment of trade and other receivables

Impairment losses in respect of trade and other receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade and other receivables directly (see Note 2(l)(i)).

21 應收賬款及其他應收款(續)

(a) 賬齡分析

計入應收賬款及其他應收款之應收賬款(已扣除呆賬備抵)於報告期末之賬齡分析(按發票日期)如下:

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Less than 1 month	少於一個月	44,252	46,246
More than 1 month but less than 3 months	一個月以上但少於三個月	5,204	5,012
More than 3 months	三個月以上	356	3,494
		49,812	54,752

並無減值之應收賬款與由財務機構擁有之信用卡中心及於本集團百貨商場、購物中心及超級市場經營之租戶有關，而該等機構及租戶並無近期違約記錄且與本集團有良好之往績記錄。根據過往經驗，管理層相信毋需為該等結餘作減值備抵，原因為信貸質素並無重大改變及認為餘額仍可全數收回。本集團並無就該等結餘持有任何抵押品。

(b) 應收賬款及其他應收款之減值

應收賬款及其他應收款之減值虧損採用撥備賬記錄，除非本集團認為有關款項之可回收機會渺茫，減值虧損則直接於應收賬款及其他應收款撇銷(見附註2(l)(i))。

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

21 TRADE AND OTHER RECEIVABLES

(continued)

(b) Impairment of trade and other receivables

(continued)

The movements in the allowance for doubtful debts during the year are as follows:

		The Group 本集團		The Company 本公司	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
At 1 January	於一月一日	3,518	3,518	20,820	20,820
Exchange adjustments	匯兌調整	62	-	-	-
Uncollectible amounts written off during the year	年內無法收回 金額撇銷	(3,580)	-	-	-
At 31 December	於十二月 三十一日	-	3,518	20,820	20,820

(c) Amounts due from related parties

The amounts due from related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

(d) Amounts due from subsidiaries

The amounts due from subsidiaries are unsecured, non-interest bearing and have no fixed terms of repayment.

(e) Refundable deposit paid to a third party

The amount at 31 December 2013 represents a refundable deposit paid by the Group to a third party for an exclusive right for the Group to enter into negotiation on the Group's intention to acquire certain properties from this third party. If the negotiation cannot be completed by 30 June 2014, this amount will be refunded to the Group.

21 應收賬款及其他應收款(續)

(b) 應收賬款及其他應收款之減值(續)

年內之呆賬備抵變動如下：

(c) 應收關連人士款項

應收關連人士款項為無抵押、免息及並無固定還款期。

(d) 應收附屬公司款項

應收附屬公司款項為無抵押、免息及並無固定還款期。

(e) 已付一名第三方之可退還按金

於二零一三年十二月三十一日之金額指本集團已向一名第三方支付之按金，乃關於本集團就本集團擬自該第三方收購若干物業而進行磋商之獨家權利。倘該磋商未能於二零一四年六月三十日前完成，則該金額將退還予本集團。

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

22 CASH AT BANK AND ON HAND

22 銀行結存及手頭現金

		The Group 本集團		The Company 本公司	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Cash at bank and on hand in the (consolidated) statement of financial position	(綜合)財務狀況表項下銀行結存及手頭現金	266,177	831,646	415	389,066
Less: restricted cash at bank (see Note (i))	減：銀行受限現金(見附註(i))	(57,950)	(203,392)		
Cash and cash equivalents in the consolidated cash flow statement	綜合現金流量表之現金及現金等值項目	208,227	628,254		

Note:

- (i) Restricted cash at bank represented bank deposits pledged to secure the Group's bank and other loans (see Notes 24(a)(i) and 24(b)).

The Group's operations of department stores, shopping mall and supermarkets in the PRC are conducted in RMB. RMB is not a freely convertible currency and the remittance of RMB out of the PRC is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

附註：

- (i) 銀行受限現金乃指銀行存款抵押以為本集團銀行及其他貸款作擔保(見附註24(a)(i)及24(b))。

本集團於中國之百貨商場、購物中心及超級市場經營業務乃以人民幣進行。人民幣為非自由兌換貨幣，故自中國匯出人民幣匯款須受中國政府頒佈的有關外匯管制規則及規例所規限。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

23 TRADE AND OTHER PAYABLES

23 應付賬款及其他應付款

		The Group 本集團		The Company 本公司	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Trade payables arising from:	應付賬款因以下各項產生：				
- Concession sales	- 特許專櫃銷售	834,957	687,259	-	-
- Purchase of inventories	- 購買存貨	62,782	74,596	-	-
		897,739	761,855	-	-
Amounts due to related parties (see Note (i))	應付關連人士款項 (見附註(i))	4,278	32,609	-	4,305
Amounts due to subsidiaries (see Note (i))	應付附屬公司款項 (見附註(i))	-	-	78,535	715
Other payables and accrued expenses:	其他應付款及應計費用				
- Payables for staff related costs	- 應付之員工相關費用	62,789	48,812	4,020	3,350
- Accrued expenses for operating leases	- 經營租賃之應計費用	90,224	84,883	398	120
- Payables for miscellaneous taxes	- 應付雜稅	16,906	18,287	-	-
- Payables for interest expenses and transaction costs on borrowings	- 應付利息費用及借貸之交易成本	39,688	67,070	6,105	21,097
- Deposits from concessionaries and customers	- 特許經營商及客戶按金	44,794	45,186	-	-
- Dividends payables	- 應付股息	5,533	5,591	-	-
- Others	- 其他	100,943	84,693	24,735	279
		360,877	354,522	35,258	24,846
Financial liabilities measured at amortised cost	以攤銷成本計量之金融負債	1,262,894	1,148,986	113,793	29,866
Derivative financial instruments (see Note (ii))	衍生金融工具 (見附註(ii))	24,986	-	24,986	-
Deferred income	遞延收入	19,969	13,722	-	-
Receipts in advance	預收款項	205,099	328,439	-	-
		1,512,948	1,491,147	138,779	29,866

All of the trade and other payables are expected to be settled or recognised as revenue or net income or in profit or loss within one year or are repayable on demand.

所有應付賬款及其他應付款預期將於一年內償還或按要求償還或確認為收益或收入淨額或損益。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

23 TRADE AND OTHER PAYABLES (continued)

Notes:

- (i) The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.
- (ii) On 5 September 2013, a subsidiary of the Group entered into a loan agreement with a financial institution in the draw-down of United States dollar ("USD") 30.0 million (equivalent to approximately HK\$232.7 million). Pursuant to the loan agreement, the Company issued 66,114,000 warrants to this financial institution on the same day. Each warrant entitles the holder to subscribe for one ordinary share in the Company, where a maximum of 66,114,000 ordinary shares in the Company can be subscribed during the period from 5 September 2013 to 4 March 2016. The initial exercise price of each warrant to subscribe for one ordinary share in the Company is HK\$2.2874, where adjustments will be made against the exercise price on the first and second anniversaries of the warrants issuance date, if on each of these dates the prevailing exercise price is lower than the prevailing market price of the Company's ordinary share as defined in the warrant instrument. On the maturity date or under certain conditions as set out in the warrant instrument, the holder of the warrant can require the Company to redeem any unexercised warrants at a price of USD0.03554467 (equivalent to approximately HK\$0.276) each (i.e. the redemption option).

The warrants and the redemption option are classified as derivative financial instruments and have been dealt with in accordance with the accounting policy set out in Note 2(f). The remeasurement of the derivative financial instruments to fair value at 31 December 2013 resulted in HK\$8,752,000 being recognised in profit or loss. No warrants have been exercised during the year ended 31 December 2013.

Ageing analysis

Included in trade and other payables are trade payables with the following ageing analysis (based on the maturity date) as of the end of the reporting period:

Due within one month or on demand 於一個月內到期或
按要時支付

23 應付賬款及其他應付款(續)

附註：

- (i) 該等款項為無抵押、免息及並無固定還款期。
- (ii) 於二零一三年九月五日，本集團一間附屬公司與一家金融機構訂立貸款協議以提取30,000,000美元（「美元」）（相當於約232,700,000港元）貸款。根據貸款協議，本公司於同日向該金融機構發行66,114,000份認股權證。各份認股權證賦予持有人認購本公司一股普通股，而於二零一三年九月五日至二零一六年三月四日期間可以認購本公司最多66,114,000股普通股份。可認購本公司一股普通股之每份認股權證之初步行使價為2.2874港元，並且將於認股權證發行日期之第一及第二週年當日對行使價作出調整，前提是於該等日期各日，當時之行使價低於認股權證文據所界定之本公司普通股之現行市價。於到期日或根據認股權證文據載列之若干條件，認股權證持有人可要求本公司按每份認股權證0.03554467美元（相當於約0.276港元）之價格贖回任何尚未行使之認股權證（即贖回期權）。

認股權證及贖回期權乃分類為衍生金融工具，且已根據附註2(f)所載之會計政策處置。於二零一三年十二月三十一日衍生金融工具按公允值重新計量導致8,752,000港元於損益確認。截至二零一三年十二月三十一日止年度，概無任何認股權證獲行使。

賬齡分析

計入應付賬款及其他應付款之應付賬款於報告期末之賬齡分析(按到期日)如下：

The Group 本集團	
2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
897,739	761,855

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

24 BANK AND OTHER LOANS

(a) The Group's short-term bank and other loans are analysed as follows:

24 銀行及其他貸款

(a) 本集團之短期銀行及其他貸款分析如下：

	The Group 本集團		The Company 本公司	
	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Bank loans:				
– Secured by bank deposits (Note (i))	–	156,000	–	156,000
– Guaranteed by related parties	–	185,002	–	–
– Guaranteed by the Company	25,439	–	–	–
– Guaranteed by a subsidiary of the Group	76,316	–	–	–
	101,755	341,002	–	156,000
Secured loan from a third party (Note (i))	–	75,222	–	–
	101,755	416,224	–	156,000
Add:				
– Current portion of long-term bank loans (see Note 24(b))	148,064	52,532	–	–
– Non-current portion of a long-term bank loan repayable on demand (see Notes (ii) and 24(b))	185,163	303,534	–	–
	434,982	772,290	–	156,000

Notes:

- (i) At 31 December 2012, these bank and other loans were secured by the Group's leasehold land and buildings, investment property and cash at bank with an aggregate carrying value of HK\$1,191,332,000, where these collaterals had been released upon the repayment of the related loans in 2013.
- (ii) One of the Group's long-term bank loans with principal amount of USD40.0 million (equivalent to approximately HK\$306.7 million) contains clauses which give the lender unconditional rights to demand immediate repayment of the loan at any time. At 31 December 2013, the carrying value of the loan was HK\$306.7 million, of which HK\$121.5 million is repayable within one year (2012: HK\$Nil).

附註：

- (i) 於二零一二年十二月三十一日，該等銀行及其他貸款以本集團總賬面值為1,191,332,000港元之租賃土地及樓宇、投資物業及銀行結存作抵押，而該等抵押品已於二零一三年償還相關貸款後解押。
- (ii) 本集團一項本金額為40,000,000美元（相當於約306,700,000港元）之長期貸款含有條款，賦予貸款人隨時要求立即還款之無條件權利。於二零一三年十二月三十一日，該貸款之賬面值為306,700,000港元，其中121,500,000港元須於一年內償還（二零一二年：零港元）。

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

24 BANK AND OTHER LOANS (continued)

(b) The Group's long-term bank loans are analysed as follows:

Bank loans	銀行貸款
Less:	減：
– Current portion of long-term bank loans (see Note 24(a))	– 長期銀行貸款之即期部份 (見附註24(a))
– Non-current portion of a long-term bank loan repayable on demand (see Note 24(a))	– 須按要求償還之長期銀行貸款之非即期部份 (見附註24(a))

The following assets and their respective carrying values as at the end of the reporting period are pledged to secure the Group's long-term bank loans:

Leasehold land and buildings (see Note 13)	租賃土地及樓宇 (見附註13)
Investment property (see Note 14)	投資物業 (見附註14)
Cash at bank (see Note 22(i))	銀行結存 (見附註22(i))

24 銀行及其他貸款(續)

(b) 本集團之長期銀行貸款分析如下：

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
		1,686,282	1,497,909
		(148,064)	(52,532)
		(185,163)	(303,534)
		1,353,055	1,141,843

下列資產及其各自之賬面值於本報告期末已被抵押以作為本集團之長期銀行貸款之擔保：

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
		1,214,704	1,166,749
		1,264,622	1,138,583
		57,950	41,706
		2,537,276	2,347,038

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

24 BANK AND OTHER LOANS (continued)

(b) The Group's long-term bank loans are analysed as follows: (continued)

The Group's long-term bank loans are repayable as follows:

Within 1 year or on demand	一年內或於要求時
After 1 year but within 2 years	一年後但兩年內
After 2 years but within 5 years	兩年後但五年內
After 5 years	五年後

All of the non-current interest-bearing bank loans, including the non-current portion of the bank loan repayable on demand, are carried at amortised cost. None of the non-current interest-bearing bank loans is expected to be settled within one year.

- (c) Certain of the Group's bank loans are subject to the fulfilment of covenants commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the loans would become repayable on demand. In addition, as disclosed in Note 24(a)(ii), one of the Group's long-term bank loan agreements contains clauses which give the lender the right at its sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

24 銀行及其他貸款(續)

(b) 本集團之長期銀行貸款分析如下:(續)

本集團之長期銀行貸款須於下列期間償還:

The Group 本集團	
2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
148,064	52,532
407,858	169,442
518,795	518,494
611,565	757,441
1,686,282	1,497,909

所有非即期計息銀行貸款(包括須於要求時償還之銀行貸款非即期部份)均按攤銷成本入賬。概無非即期計息銀行貸款預期將於一年內清償。

- (c) 本集團若干銀行貸款須滿足與金融機構之貸款安排中之常見契諾。倘本集團違反契諾，貸款將變成須按要求償還。此外，如附註24(a)(ii)所披露，本集團一項長期銀行貸款協議載有條款賦予貸款人隨時全權酌情要求立即償還之權利(不論本集團是否已遵守契諾及履行按計劃還款責任)。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

24 BANK AND OTHER LOANS (continued)

(c) (continued)

The Group regularly monitors its compliance with these covenants, is up to date with the scheduled repayments of the long-term bank loan and does not consider it probable that the bank will exercise its discretion to demand repayment for so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in Note 31(b). At 31 December 2013, none of the covenants relating to the bank loans had been breached (2012: HK\$Nil).

25 UNSECURED NOTES

On 3 December 2010, the Company issued unsecured notes with a principal amount of HK\$138.7 million to a then equity shareholder of the Company as part of the consideration for the acquisition of the 100% equity interests in GCX. The unsecured notes were non-interest bearing and had matured on 3 December 2012.

The outstanding principal amount at 31 December 2012 had been fully repaid in 2013.

24 銀行及其他貸款(續)

(c) (續)

本集團定期監察遵守該等契諾之情況，了解長期銀行貸款之預定還款時間，並認為只要本集團繼續滿足有關要求，銀行行使酌情權要求還款之可能性即不大。有關本集團管理流動資金風險之進一步詳情載於附註31(b)。於二零一三年十二月三十一日，概無與銀行貸款有關之契諾已遭違反(二零一二年：零港元)。

25 無抵押票據

於二零一零年十二月三日，本公司向本公司一名當時之股東發行本金額為138,700,000港元之無抵押票據，作為收購GCX全部股權之部份代價。無抵押票據不計利息並已於二零一二年十二月三日期滿。

於二零一二年十二月三十一日之未償還本金額已於二零一三年悉數償還。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

26 CONVERTIBLE NOTES

The Group's convertible notes are analysed as follows:

		Liability components HK\$'000 負債部份 千港元	Derivative components – call options HK\$'000 衍生部份－認購期權 千港元	Derivative components – conversion options HK\$'000 衍生部份－轉換期權 千港元	Derivative components – redemption options HK\$'000 衍生部份－贖回期權 千港元	Total HK\$'000 合計 千港元
At 1 January 2012	於二零一二年一月一日	693,018	(27,614)	58,461	399,505	1,123,370
Conversions during the year (see Notes 26(i), 26(ii) and 26(iii))	年內轉換(見附註26(i)、26(ii)及26(iii))	(134,670)	10,647	(16,397)	(14,233)	(154,653)
Extinguishment during the year (see Note 26(ii))	年內抵償(見附註26(ii))	(548,280)	–	(33,149)	(324,247)	(905,676)
Interest paid during the year	年內已付利息	(1,417)	–	–	–	(1,417)
Accrued finance charges for the year	本年度應計財務支出	118,045	–	–	–	118,045
Fair value changes on the derivative components	衍生部份之公允值變動	–	3,429	24,803	(61,025)	(32,793)
At 31 December 2012	於二零一二年十二月三十一日	126,696	(13,538)	33,718	–	146,876
Carrying amount at 31 December 2012 represent by:	於二零一二年十二月三十一日之賬面值代表:					
– current portion	– 即期	69,937	(4,795)	–	–	65,142
– non-current portion	– 非即期	56,759	(8,743)	33,718	–	81,734
		126,696	(13,538)	33,718	–	146,876
At 1 January 2013	於二零一三年一月一日	126,696	(13,538)	33,718	–	146,876
Conversions during the year (see Note 26(iii))	年內轉換(見附註26(iii))	(60,191)	4,468	(22,566)	–	(78,289)
Accrued finance charges for the year	本年度應計財務支出	9,946	–	–	–	9,946
Interest paid during the year	年內已付利息	(1,280)	–	–	–	(1,280)
Fair value changes on the derivative components	衍生部份之公允值變動	–	9,070	(11,152)	–	(2,082)
Redemption during the year (see Note 26(i))	年內贖回(見附註26(i))	(75,171)	–	–	–	(75,171)
At 31 December 2013	於二零一三年十二月三十一日	–	–	–	–	–

Notes:

- (i) On 19 September 2008, the Company has issued unsecured convertible notes with an aggregate face value of HK\$1,231.6 million, interest bearing at 2.75% per annum and maturing on 18 September 2013 to BMRL, one of the Company's then equity shareholders, i.e. the BMRL Notes.

26 可換股票據

本集團之可換股票據分析如下：

		Liability components HK\$'000 負債部份 千港元	Derivative components – call options HK\$'000 衍生部份－認購期權 千港元	Derivative components – conversion options HK\$'000 衍生部份－轉換期權 千港元	Derivative components – redemption options HK\$'000 衍生部份－贖回期權 千港元	Total HK\$'000 合計 千港元
At 1 January 2012	於二零一二年一月一日	693,018	(27,614)	58,461	399,505	1,123,370
Conversions during the year (see Notes 26(i), 26(ii) and 26(iii))	年內轉換(見附註26(i)、26(ii)及26(iii))	(134,670)	10,647	(16,397)	(14,233)	(154,653)
Extinguishment during the year (see Note 26(ii))	年內抵償(見附註26(ii))	(548,280)	–	(33,149)	(324,247)	(905,676)
Interest paid during the year	年內已付利息	(1,417)	–	–	–	(1,417)
Accrued finance charges for the year	本年度應計財務支出	118,045	–	–	–	118,045
Fair value changes on the derivative components	衍生部份之公允值變動	–	3,429	24,803	(61,025)	(32,793)
At 31 December 2012	於二零一二年十二月三十一日	126,696	(13,538)	33,718	–	146,876
Carrying amount at 31 December 2012 represent by:	於二零一二年十二月三十一日之賬面值代表:					
– current portion	– 即期	69,937	(4,795)	–	–	65,142
– non-current portion	– 非即期	56,759	(8,743)	33,718	–	81,734
		126,696	(13,538)	33,718	–	146,876
At 1 January 2013	於二零一三年一月一日	126,696	(13,538)	33,718	–	146,876
Conversions during the year (see Note 26(iii))	年內轉換(見附註26(iii))	(60,191)	4,468	(22,566)	–	(78,289)
Accrued finance charges for the year	本年度應計財務支出	9,946	–	–	–	9,946
Interest paid during the year	年內已付利息	(1,280)	–	–	–	(1,280)
Fair value changes on the derivative components	衍生部份之公允值變動	–	9,070	(11,152)	–	(2,082)
Redemption during the year (see Note 26(i))	年內贖回(見附註26(i))	(75,171)	–	–	–	(75,171)
At 31 December 2013	於二零一三年十二月三十一日	–	–	–	–	–

附註：

- (i) 於二零零八年九月十九日，本公司已向BMRL（本公司當時股東之一）發行總面值1,231,600,000港元按每年2.75%計息並將於二零一三年九月十八日到期之無抵押可換股票據，即BMRL票據。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

26 CONVERTIBLE NOTES (continued)

Notes: (continued)

(i) (continued)

Upon issuance, the holder of the BMRL Notes could, at any time up till 18 September 2013, convert the BMRL Notes into the Company's shares at HK\$0.689 per share (i.e. the equity component). The Company has the right to redeem the BMRL Notes in whole or in part at any time before the maturity date at its face value (i.e. the call option). The call option is classified as derivative financial instrument and has been included in the balance of convertible notes in the consolidated statement of financial position. In 2010, as a result of the Company's rights issue, the conversion price of the BMRL Notes was adjusted to HK\$0.54 per share.

On 3 December 2010, a principal amount of the BMRL Notes of HK\$544.2 million has been used to offset a portion of the loan receivable due from Ginwa Investments (see Note 19). At the same time, the holder of the BMRL Notes has also agreed to amend the terms of the BMRL Notes from interest bearing at 2.75% per annum to non-interest bearing. As the change represented a substantial modification to the terms of the BMRL Notes, the remaining BMRL Notes has been accounted for as an extinguishment of the original financial instrument and the recognition of a new financial instrument.

In 2012, the holder of the BMRL Notes converted notes with an aggregate face value of HK\$100.0 million into 185,185,185 shares of the Company. Upon completion of this conversion of the BMRL Notes, the amount of HK\$18.5 million, representing the par value, was credited to the Company's share capital. The difference between the carrying amount of the converted BMRL Notes and the par value of HK\$62.8 million was credited to the share premium account. In addition, HK\$23.3 million of the equity component of the BMRL Notes has been transferred from the capital reserve to the share premium account. As a result of the Company's share consolidation took place in 2012, the conversion price of the BMRL Notes was adjusted to HK\$2.16 per share.

26 可換股票據(續)

附註：(續)

(i) (續)

於發行時，BMRL票據之持有人可於二零一三年九月十八日前任何時間按每股0.689港元將BMRL票據轉換為本公司之股份（即權益部份）。本公司有權於到期日前隨時按其面值全部或部份贖回BMRL票據（即認購期權）。認購期權分類為衍生金融工具並已計入綜合財務狀況表之可換股票據結餘。於二零一零年，於本公司之供股後，BMRL票據之轉換價調整至每股0.54港元。

於二零一零年十二月三日，BMRL票據之本金額544,200,000港元已被用作抵銷應收金花投資之部份貸款（見附註19）。同時，BMRL票據之持有人亦已同意更改BMRL票據之條款，由按每年2.75%計息改為免息。由於該變動相當於對BMRL票據條款之重大修改，故餘下BMRL票據已入賬為抵償原金融工具及確認新金融工具。

二零一二年，BMRL票據持有人已將面值總額為100,000,000港元之票據轉換為本公司之185,185,185股股份。於完成該次轉換BMRL票據時，面值18,500,000港元已入賬列作本公司之股本。已轉換BMRL票據之賬面值與面值差額達62,800,000港元，入賬列作股份溢價賬。此外，BMRL票據之權益部份為23,300,000港元，已由資本儲備轉為股份溢價賬。由於本公司於二零一二年進行股份合併，BMRL票據之轉換價調整至每股2.16港元。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

26 CONVERTIBLE NOTES (continued)

Notes: (continued)

(i) (continued)

On the maturity date of the BMRL Notes on 18 September 2013, the outstanding principal amount of HK\$75.2 million was redeemed by the Company and used to set-off part of the loan receivable due from Ginwa Investments (see Note 19). Upon the redemption of the BMRL Notes on maturity, HK\$17.5 million of the equity component of the BMRL Notes has been transferred from the capital reserve to retained profits.

(ii) On 3 December 2010, the Company has issued unsecured convertible notes with an aggregate face value of HK\$887.0 million, interest bearing at 3% per annum and maturing on 2 December 2015 to a wholly-owned subsidiary of Hony Capital Fund 2008 GP, L.P. (the "Hony Convertible Notes").

Upon issuance, the holder of the Hony Convertible Notes can, at any time up till 2 December 2015, convert the Hony Convertible Notes into the Company's shares at HK\$0.275 per share (i.e. the conversion option). The holder of the Hony Convertible Notes also has a right to require the Company to redeem the Hony Convertible Notes in whole or in part at any time from 3 December 2013 till the maturity date at its face value plus a pre-determined premium (i.e. the redemption option). Both the conversion and redemption options are classified as derivative financial instruments and have been included in the balance of convertible notes in the consolidated statement of financial position.

In addition to the above, an option was granted to the holder of the Hony Convertible Notes on 3 December 2010 which entitled the holder of the Hony Convertible Notes to subscribe for additional convertible notes to be issued by the Company of up to HK\$443.5 million, where the major terms and conditions would be substantially the same as the Hony Convertible Notes issued on 3 December 2010. On 19 April 2011, the holder of the Hony Convertible Notes has exercised this option and subscribed for additional convertible notes with an aggregate face value of HK\$443.5 million which will mature on 18 April 2016 (the "Hony Convertible Notes II").

26 可換股票據(續)

附註：(續)

(i) (續)

於二零一三年九月十八日BMRL票據之到期日，本公司已贖回未償還本金額75,200,000港元及用於抵銷部份應收金花投資之貸款(見附註19)。於到期時贖回BMRL票據後，BMRL票據之權益部份之17,500,000港元已由資本儲備轉撥至保留溢利。

(ii) 於二零一零年十二月三日，本公司已發行總面值為887,000,000港元按每年3%計息並將於二零一五年十二月二日到期歸還Hony Capital Fund 2008 GP, L.P.全資擁有附屬公司之無抵押可換股票據(「Hony可換股票據」)。

於發行時，Hony可換股票據之持有人可於二零一五年十二月二日前任何時間按每股0.275港元將Hony可換股票據轉換為本公司之股份(即轉換期權)。Hony可換股票據之持有人亦有權要求本公司於自二零一三年十二月三日起至到期日止任何時間，按其面值加上預先釐定的溢價贖回全部或部份Hony可換股票據(即贖回期權)。轉換期權及贖回期權均分類為衍生金融工具並已包括在綜合財務狀況表的可換股票據結餘內。

除上述者外，於二零一零年十二月三日，認購權已授予Hony可換股票據之持有人。該認購權讓Hony可換股票據持有人有權認購本公司將發行之最多443,500,000港元之額外可換股票據，而其主要條款及條件將與於二零一零年十二月三日發行之Hony可換股票據大致相同。於二零一一年四月十九日，Hony可換股票據之持有人已行使該認購權，認購總面值為443,500,000港元並將於二零一六年四月十八日到期之額外可換股票據(「Hony可換股票據II」)。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

26 CONVERTIBLE NOTES (continued)

Notes: (continued)

(ii) (continued)

On 31 October 2011, the holder of the Hony Convertible Notes and the Hony Convertible Notes II has agreed to amend the terms of the Hony Convertible Notes and the Hony Convertible Notes II from interest bearing at 3% per annum to non-interest bearing. As the change represented a substantial modification to the terms of the Hony Convertible Notes and the Hony Convertible Notes II, both the Hony Convertible Notes and the Hony Convertible Notes II have been accounted for as extinguishment of the original financial instruments and the recognition of new financial instruments.

On 9 July 2012, the holder of the Hony Convertible Notes converted notes with an aggregate face value of HK\$50.0 million into 181,818,181 shares of the Company. Upon completion of this conversion of the Hony Convertible Notes, the amount of HK\$18.2 million, representing the par value, was credited to the Company's share capital. The difference between the carrying amount of the converted Hony Convertible Notes and the par value of HK\$27.1 million was credited to the share premium account.

On 13 December 2012, as a result of the Company's share consolidation, the conversion prices of the Hony Convertible Notes and the Hony Convertible Notes II were adjusted to HK\$1.10 per share.

On 27 December 2012, the remaining Hony Convertible Notes and Hony Convertible Notes II with an aggregate face value of HK\$975.5 million was used to subscribe for 886,818,181 convertible preference shares issued by the Company at the subscription price of HK\$1.10 per convertible preference share. As the holder of the Hony Convertible Notes and Hony Convertible Notes II is also an equity shareholder of the Company, this subscription of the Company's equity instrument with convertible notes as consideration has been accounted for as equity transaction, and has been dealt with in accordance with the accounting policy set out in Note 2(o)(iii).

26 可換股票據(續)

附註：(續)

(ii) (續)

於二零一一年十月三十一日，Hony可換股票據及Hony可換股票據II之持有人已同意修訂Hony可換股票據及Hony可換股票據II之條款，將年息3%修訂為無計息。由於該變動相當於Hony可換股票據及Hony可換股票據II條款之重大修改，故Hony可換股票據及Hony可換股票據II已列賬計為抵償原有金融工具並確認為新金融工具。

於二零一二年七月九日，Hony可換股票據之持有人已將賬面值合計50,000,000港元之票據轉換為181,818,181股本公司股份。於完成上述轉換Hony可換股票據後，面值合計18,200,000港元已入賬列作本公司股本。已轉換之Hony可換股票據之賬面值與面值差額達27,100,000港元，入賬列作股份溢價賬。

於二零一二年十二月十三日，由於本公司股份進行合併，Hony可換股票據及Hony可換股票據II之轉換價調整為每股1.10港元。

於二零一二年十二月二十七日，總面值975,500,000港元之餘下Hony可換股票據及Hony可換股票據II已用於認購本公司發行之886,818,181股可換股優先股，認購價為每股優先股1.10港元。由於Hony可換股票據及Hony可換股票據II之持有人亦為本公司之股東，此次以可換股票據作為代價認購本公司之股本工具已以股本交易列賬，並已根據附註2(o)(iii)所載之會計政策處理。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

26 CONVERTIBLE NOTES (continued)

Notes: (continued)

- (iii) On 24 May 2011, the Company has issued unsecured convertible notes with an aggregate face value of HK\$94.5 million, interest bearing at 1.5% per annum and maturing on 24 May 2014 to Grand Well Group Limited as part of the consideration on the acquisition of Ideal Mix (the "Grand Well Convertible Notes").

Upon issuance, the Company has the right to redeem the Grand Well Convertible Notes in whole or in part at any time before the maturity date at its face value (i.e. the call option). The holder of the Grand Well Convertible Notes can, at any time up till 24 May 2014, convert the Grand Well Convertible Notes into the Company's shares at HK\$0.40 per share (i.e. the conversion option). Both the call and conversion options are classified as derivative financial instruments and have been included in the balance of convertible notes in the consolidated statement of financial position.

In 2012, the holder of the Grand Well Convertible Notes converted notes with an aggregate face value of HK\$24.0 million into 60,000,000 shares of the Company. Upon completion of this conversion of the Grand Well Convertible Notes, the aggregate amount of HK\$6.0 million, representing the par value, was credited to the Company's share capital. The difference between the carrying amount of the converted Grand Well Convertible Notes and the par value of HK\$22.0 million was credited to the share premium account. As a result of the Company's share consolidation took place in 2012, the conversion price of the Grand Well Convertible Notes was adjusted to HK\$1.60 per share.

On 28 May 2013 and 21 June 2013, the holder of the Grand Well Convertible Notes converted notes with an aggregate face value of HK\$70.5 million into 44,062,500 ordinary shares of the Company. Upon completion of this conversion of the Grand Well Convertible Notes, the amount of HK\$4.4 million, representing the par value, was credited to the Company's share capital. The difference between the carrying amount of the converted Grand Well Convertible Notes and the par value of HK\$73.9 million was credited to the share premium account.

26 可換股票據(續)

附註：(續)

- (iii) 於二零一一年五月二十四日，本公司已發行總面值為94,500,000港元按每年1.5%計息並將於二零一四年五月二十四日到期歸還Grand Well Group Limited之無抵押可換股票據（「Grand Well可換股票據」），以作為收購Ideal Mix之部份代價。

於發行時，本公司有權於到期日前任何時間按其賬面值贖回全部或部份Grand Well可換股票據（即認購期權）。Grand Well可換股票據之持有人可於二零一四年五月二十四日前任何時間按每股0.40港元將Grand Well可換股票據轉換為本公司之股份（即轉換期權）。認購期權及轉換期權均分類為衍生金融工具並已包括在綜合財務狀況表的可換股票據結餘內。

於二零一二年，Grand Well可換股票據持有人已將面值合計24,000,000港元之票據轉換為60,000,000股本公司股份。於完成本次轉換Grand Well可換股票據後，面值合計6,000,000港元已入賬列作本公司股本。已轉換之Grand Well可換股票據之賬面值與面值差額達22,000,000港元，入賬列作股份溢價賬。由於本公司於二零一二年進行股份合併，Grand Well可換股票據之轉換價調整至每股1.60港元。

於二零一三年五月二十八日及二零一三年六月二十一日，Grand Well可換股票據持有人已將面值合計70,500,000港元之票據轉換為44,062,500股本公司普通股股份。於完成本次轉換Grand Well可換股票據後，面值合計4,400,000港元已入賬列作本公司股本。已轉換之Grand Well可換股票據之賬面值與面值差額達73,900,000港元，入賬列作股份溢價賬。

27 EQUITY-SETTLED SHARE-BASED TRANSACTIONS

The Company has a share option scheme which was adopted on 6 November 2001, whereby the directors of the Company are authorised, at their discretion, to invite employees and service providers of the Group, including directors of any company in the Group, to take up share options at HK\$1 to subscribe for shares in the Company. The share options granted in 2010 do not have a vesting condition and are exercisable within a period of five years. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$1.26 each and is settled gross in shares.

The Company has a new share option scheme which was adopted on 15 February 2011, whereby the directors of the Company are authorised, at their discretion, to invite employees and service providers of the Group, including directors of any company in the Group, to take up share options at HK\$1 to subscribe for shares in the Company. For the share options granted in 2011, 6,975,000 share options will vest immediately from the date of grant, and for the remaining 37,050,000 share options, 50% will vest after one year from the date of grant, another 30% will vest after two years from the date of grant, and the remaining 20% will vest after three years from the date of grant. The share options granted in 2011 will lapse on 20 October 2017. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$1.96 each, and is settled gross in shares.

On 28 May 2013, 67,105,000 share options were granted to directors of the Company and employees of the Group under the Company's new share option scheme. Of the share options granted, 33,552,500 share options will vest one year from the date of grant, 20,131,500 share options will vest two years from the date of grant, and 13,421,000 share options will vest three years from the date of grant. The share options granted will lapse on 28 May 2019. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$1.73 each, and is settled gross in shares.

27 按股權結算以股份支付之交易

本公司設有一項購股權計劃並於二零零一年十一月六日採納，據此本公司董事獲授權可酌情邀請本集團僱員及服務供應者(包括本集團旗下任何公司之董事)按1港元接納可認購本公司股份之購股權。於二零一零年授出之購股權並無歸屬條件且可於五年期內予以行使。每份購股權賦予持有人可認購一股每股1.26港元之本公司普通股並以股份全數結算之權利。

本公司已於二零一一年二月十五日採納新購股權計劃，據此，本公司董事獲授權酌情邀請僱員及本集團之服務供應商(包括本集團任何成員公司董事)按1港元接納可認購本公司股份之購股權。就於二零一一年授出之購股權而言，6,975,000份購股權將會自授出日期起當即歸屬，而就餘下37,050,000份購股權而言，其半數將會自授出日期起一年後歸屬，另一30%將會自授出日期起兩年後歸屬，餘下20%將會自授出日期起三年後歸屬。於二零一一年授出購股權將會於二零一七年十月二十日失效。每份購股權賦予持有人可認購本公司一股每股1.96港元之普通股並以股份全數結算之權利。

於二零一三年五月二十八日，本公司新購股權計劃授出了67,105,000份購股權予本公司董事及本集團僱員。授出之購股權中，33,552,500份購股權將於授出日期起一年內歸屬，20,131,500份購股權將於授出日期起兩年內歸屬，以及13,421,000份購股權將於授出日期起三年內歸屬。授出之購股權將於二零一九年五月二十八日失效。每份購股權賦予持有人以每股1.73港元之價格認購本公司一股普通股，並以股份全數結算之權利。

Notes to the financial statements

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

27 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

On 30 May 2013, in order to comply with the Listing Rules, 4,750,000 of the share options granted to certain directors of the Company on 28 May 2013 were cancelled, and the Company has replaced them with the granting of 2,300,000 share options to these directors. Of the share options granted, 1,150,000 share options will vest one year after the date of grant, 690,000 share options will vest two years after the date of grant, and 460,000 share options will vest three years after the date of grant. The share options granted will lapse on 30 May 2019. Each share option gives the holder the right to subscribe for one ordinary share in the Company at HK\$1.76 each, and is settled gross in shares.

27 按股權結算以股份支付之交易 (續)

於二零一三年五月三十日，為符合上市規則，於二零一三年五月二十八日授予若干本公司董事之4,750,000份購股權已註銷，本公司亦已向該等董事授出2,300,000份購股權以取代該等購股權。授出之購股權中，1,150,000份購股權將於授出日期一年後歸屬，690,000份購股權將於授出日期兩年後歸屬，以及460,000份購股權將於授出日期三年後歸屬。授出之購股權將於二零一九年五月三十日失效。每份購股權賦予持有人以每股1.76港元之價格認購本公司一股普通股，並以股份全數結算之權利。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

27 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

(a) The terms and conditions of the options granted are as follows:

	Number of instruments 工具數目	Vesting conditions 歸屬條件	Contractual life of share options 購股權合約期
Share options granted to directors:			
授予董事之購股權：			
- on 20 October 2010 - 於二零一零年十月二十日	2,325,000	No vesting condition 並無歸屬條件	5 years 五年
- on 20 October 2011 - 於二零一一年十月二十日	5,312,500	One year from the date of grant 自授出日期起一年	6 years 六年
- on 20 October 2011 - 於二零一一年十月二十日	3,187,500	Two years from the date of grant 自授出日期起兩年	6 years 六年
- on 20 October 2011 - 於二零一一年十月二十日	2,125,000	Three years from the date of grant 自授出日期起三年	6 years 六年
- on 28 May 2013 - 二零一三年五月二十八日	5,250,000	One year from the date of grant 自授出日期起一年	6 years 六年
- on 28 May 2013 - 二零一三年五月二十八日	3,150,000	Two years from the date of grant 自授出日期起二年	6 years 六年
- on 28 May 2013 - 二零一三年五月二十八日	2,100,000	Three years from the date of grant 自授出日期起三年	6 years 六年
- on 30 May 2013 - 二零一三年五月三十日	1,150,000	One year from the date of grant 自授出日期起一年	6 years 六年
- on 30 May 2013 - 二零一三年五月三十日	690,000	Two years from the date of grant 自授出日期起二年	6 years 六年
- on 30 May 2013 - 二零一三年五月三十日	460,000	Three years from the date of grant 自授出日期起三年	6 years 六年

27 按股權結算以股份支付之交易 (續)

(a) 已授出購股權之條款及條件如下：

	Vesting conditions 歸屬條件	Contractual life of share options 購股權合約期
Share options granted to directors:		
授予董事之購股權：		
- on 20 October 2010 - 於二零一零年十月二十日	No vesting condition 並無歸屬條件	5 years 五年
- on 20 October 2011 - 於二零一一年十月二十日	One year from the date of grant 自授出日期起一年	6 years 六年
- on 20 October 2011 - 於二零一一年十月二十日	Two years from the date of grant 自授出日期起兩年	6 years 六年
- on 20 October 2011 - 於二零一一年十月二十日	Three years from the date of grant 自授出日期起三年	6 years 六年
- on 28 May 2013 - 二零一三年五月二十八日	One year from the date of grant 自授出日期起一年	6 years 六年
- on 28 May 2013 - 二零一三年五月二十八日	Two years from the date of grant 自授出日期起二年	6 years 六年
- on 28 May 2013 - 二零一三年五月二十八日	Three years from the date of grant 自授出日期起三年	6 years 六年
- on 30 May 2013 - 二零一三年五月三十日	One year from the date of grant 自授出日期起一年	6 years 六年
- on 30 May 2013 - 二零一三年五月三十日	Two years from the date of grant 自授出日期起二年	6 years 六年
- on 30 May 2013 - 二零一三年五月三十日	Three years from the date of grant 自授出日期起三年	6 years 六年

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

27 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

(a) The terms and conditions of the options granted are as follows: (continued)

	Number of instruments 工具數目	Vesting conditions 歸屬條件	Contractual life of options 購股權合約期
Share options granted to employees and service providers:			
授予僱員及服務供應商之購股權：			
– on 20 October 2010 – 於二零一零年十月二十日	8,675,000	No vesting condition 並無歸屬條件	5 years 五年
– on 20 October 2011 – 於二零一一年十月二十日	6,975,000	No vesting condition 並無歸屬條件	6 years 六年
– on 20 October 2011 – 於二零一一年十月二十日	13,212,500	One year from the date of grant 自授出日期起一年	6 years 六年
– on 20 October 2011 – 於二零一一年十月二十日	7,927,500	Two years from the date of grant 自授出日期起二年	6 years 六年
– on 20 October 2011 – 於二零一一年十月二十日	5,285,000	Three years from the date of grant 自授出日期起三年	6 years 六年
– on 28 May 2013 – 二零一三年五月二十八日	25,927,500	One year from the date of grant 自授出日期起一年	6 years 六年
– on 28 May 2013 – 二零一三年五月二十八日	15,556,500	Two years from the date of grant 自授出日期起二年	6 years 六年
– on 28 May 2013 – 二零一三年五月二十八日	10,371,000	Three years from the date of grant 自授出日期起三年	6 years 六年
Total share options granted 已授出之購股權總數	119,680,000		

27 按股權結算以股份支付之交易 (續)

(a) 已授出購股權之條款及條件如下：(續)

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

27 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

(b) The number and weighted average exercise price of share options are as follows:

		2013 二零一三年		2012 二零一二年	
		Weighted average exercise price 加權平均 行使價	Number of options 購股權數目	Weighted average exercise price 加權平均 行使價	Number of options 購股權數目
Outstanding at the beginning of the year	年初尚未行使	HK\$1.832 1.832港元	51,200,000	HK\$0.456 0.456港元	218,100,000
Granted during the year	年內已授出	HK\$1.731 1.731港元	69,405,000	—	—
Exercised during the year	年內已行使	—	—	HK\$0.315 0.315港元	(3,300,000)
Cancelled during the year	年內已註銷	HK\$1.730 1.730港元	(4,750,000)	—	—
Forfeited during the year	年內已沒收	—	—	HK\$0.467 0.467港元	(10,000,000)
Adjustments for share consolidation	就股份合併之調整	—	—	—	(153,600,000)
Outstanding at the end of the year	年終尚未行使	HK\$1.776 1.776港元	115,855,000	HK\$1.832 1.832港元	51,200,000
Exercisable at the end of the year	年終可予行使	HK\$1.812 1.812港元	44,225,000	HK\$1.766 1.766港元	33,762,500

No share options were exercised during the year ended 31 December 2013 (2012: 3,300,000 share options were exercised). The weighted average share price at the date of exercise for share options exercised for the year ended 31 December 2012 was HK\$0.385.

The share options outstanding at 31 December 2013 had a weighted average exercise price of HK\$1.776 (2012: HK\$1.832) and a weighted average remaining contractual life of 4.5 years (2012: 4.4 years).

27 按股權結算以股份支付之交易 (續)

(b) 購股權之數目及加權平均行使價如下：

於截至二零一三年十二月三十一日止年度，概無購股權已獲行使(二零一二年：3,300,000份已獲行使)。於截至二零一二年十二月三十一日止年度獲行使購股權於行使日期之加權平均股價為0.385港元。

於二零一三年十二月三十一日尚未行使購股權之加權平均行使價為1.776港元(二零一二年：1.832港元)及加權平均餘下合約年期為4.5年(二零一二年：4.4年)。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

27 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

(c) Fair value of share options and assumptions for share options granted in 2013

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on the Black-Scholes Model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the model.

Fair value of share options and assumptions

購股權公允值及假設

Fair value at measurement date
Share price
Exercise price
Expected volatility (expressed as weighted average volatility used in the modelling under the Black-Scholes Model)
Option life (expressed as weighted average life used in the modelling under the Black-Scholes Model)
Expected dividends
Risk-free interest rate (based on the Hong Kong Exchange Fund Notes)

計量日的公允值
股份價格
行使價
預期波幅（根據柏力克－舒爾斯模型以模型中所用的加權平均波幅列示）
購股權年期（根據柏力克－舒爾斯模型以模型中所用的加權平均年期列示）
預期股息
無風險利率（根據香港外匯基金票據計算）

Share options granted on 30 May 2013
Share options granted on 28 May 2013

於二零一三年五月三十日授出之購股權
於二零一三年五月二十八日授出之購股權
HK\$0.728
0.728港元
HK\$1.75
1.75港元
HK\$1.76
1.76港元
58.092%
3.85 years
3.85年
0.686%
0.440%-
0.649%

HK\$0.714
0.714港元
HK\$1.72
1.72港元
HK\$1.73
1.73港元
58.114%
3.85 years
3.85年
0.698%
0.366%-
0.555%

27 按股權結算以股份支付之交易 (續)

(c) 於二零一三年授出之購股權之購股權公允值及假設

以授出購股權換取之所得服務的公允值乃參考已授出購股權的公允值計量。已授出購股權公允值乃根據柏力克－舒爾斯模型估量。在模型中使用購股權之合約年期並納入提早行使之預期。

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財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

27 EQUITY-SETTLED SHARE-BASED TRANSACTIONS (continued)

(c) Fair value of share options and assumptions for share options granted in 2013 (continued)

The expected volatility is based on the historical volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted either with or without a service condition. This condition, if any, has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the share options granted.

27 按股權結算以股份支付之交易 (續)

(c) 於二零一三年授出之購股權之購股權公允值及假設 (續)

預期波幅乃根據歷史波幅(按購股權的加權平均餘下年期計算)計算，並根據公開可得之資料就未來波幅之任何預期變動作出調整。預期股息乃根據歷史股息計算。主觀輸入數據假設的變動會對公允值估計造成重大影響。

購股權乃根據或毋須根據服務條件授出。於授出日計算所得服務的公允值時並無考慮此條件(如有)。授出購股權亦與市場情況無關。

28 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION

(a) Movements in current taxation in the consolidated statement of financial position are as follows:

Balance of income tax payable at 1 January	於一月一日應付所得稅結餘	60,314	82,524
Exchange adjustments	匯兌調整	2,176	(34)
Provision for income tax on the estimated taxable profit for the year (see Note 7(a))	就本年度估計應課稅溢利之所得稅撥備(見附註7(a))	72,170	56,497
Over-provision in respect of prior years (see Note 7(a))	過往年度超額撥備(見附註7(a))	(14,498)	(11,842)
Income tax paid during the year	年內已付所得稅	(38,409)	(66,831)
Balance of income tax payable at 31 December	於十二月三十一日應付所得稅結餘	81,753	60,314

28 財務狀況表內之所得稅

(a) 綜合財務狀況表內之本期稅項變動指：

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Balance of income tax payable at 1 January	於一月一日應付所得稅結餘	60,314	82,524
Exchange adjustments	匯兌調整	2,176	(34)
Provision for income tax on the estimated taxable profit for the year (see Note 7(a))	就本年度估計應課稅溢利之所得稅撥備(見附註7(a))	72,170	56,497
Over-provision in respect of prior years (see Note 7(a))	過往年度超額撥備(見附註7(a))	(14,498)	(11,842)
Income tax paid during the year	年內已付所得稅	(38,409)	(66,831)
Balance of income tax payable at 31 December	於十二月三十一日應付所得稅結餘	81,753	60,314

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

28 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (continued)

(b) Deferred tax assets and liabilities recognised:

(i) The Group

The components of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Assets 資產			Liabilities 負債					
	Unused tax loss HK\$'000	Depreciation expenses in excess of the related depreciation allowances HK\$'000	Accrued expenses and deferred income HK\$'000	Total HK\$'000	Fair value adjustments on fixed assets, investment property and intangible assets and related depreciation HK\$'000	Fair value adjustments on available-for-sale financial assets HK\$'000	Total HK\$'000	Net HK\$'000	
Deferred tax arising from:	未動用稅項虧損	折舊開支超出相關折舊撥備	應計開支及遞延收入	合計	固定資產、投資物業及無形資產之公允價值調整與相關折舊	可供出售金融資產之公允價值調整	合計	淨額	
因下列各項產生之遞延稅項：	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
At 1 January 2012	於二零一二年一月一日	10,593	11,527	21,530	43,650	(184,213)	(24)	(184,237)	(140,587)
Exchange adjustments	匯兌調整	11	(1)	(4)	6	(127)	-	(127)	(121)
Credited/(charged) to the consolidated statement of profit or loss (see Note 7(a))	計入/(扣自)綜合損益表(見附註7(a))	5,933	394	(1,045)	5,282	(83,044)	-	(83,044)	(77,762)
(Charged)/credited to reserves (see Note 11(a))	(扣自)/計入儲備(見附註11(a))	-	-	-	-	(125,006)	24	(124,982)	(124,982)
At 31 December 2012	於二零一二年十二月三十一日	16,537	11,920	20,481	48,938	(392,390)	-	(392,390)	(343,452)
Exchange adjustments	匯兌調整	325	365	675	1,365	(9,152)	-	(9,152)	(7,787)
(Charged)/credited to the consolidated statement of profit or loss (see Note 7(a))	(扣自)/計入綜合損益表(見附註7(a))	(12,827)	(501)	2,302	(11,026)	(47,008)	-	(47,008)	(58,034)
Charged to reserves (see Note 11(a))	於儲備扣除(見附註11(a))	-	-	-	-	(64,736)	-	(64,736)	(64,736)
At 31 December 2013	於二零一三年十二月三十一日	4,035	11,784	23,458	39,277	(513,286)	-	(513,286)	(474,009)

28 財務狀況表內之所得稅(續)

(b) 已確認遞延稅項資產及負債：

(i) 本集團

於綜合財務狀況表確認之遞延稅項資產/(負債)之部份及年內之變動如下：

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

28 INCOME TAX IN THE STATEMENT OF FINANCIAL POSITION (continued)

(b) Deferred tax assets and liabilities recognised: (continued)

(ii) The Company

There were no significant deferred tax assets and liabilities at 31 December 2013 and 2012.

(c) Deferred tax assets not recognised

In accordance with the accounting policy set out in Note 2(u), the Group has not recognised deferred tax assets in respect of unused tax losses of HK\$370,624,000 (2012: HK\$255,889,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

(d) Deferred tax liabilities not recognised

At 31 December 2013, temporary differences relating to the undistributed profits of certain subsidiaries of the Group established in the PRC amounted to HK\$1,630,130,000 (2012: HK\$1,146,032,000). Deferred tax liabilities of HK\$81,506,000 (2012: HK\$57,302,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that profits from these subsidiaries will not be distributed in the foreseeable future.

29 CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity.

28 財務狀況表內之所得稅(續)

(b) 已確認遞延稅項資產及負債：(續)

(ii) 本公司

於二零一三年及二零一二年十二月三十一日並無重大遞延稅項資產及負債。

(c) 未確認之遞延稅項資產

根據附註2(u)所載之會計政策，本集團並未確認有關未動用稅務虧損370,624,000港元(二零一二年：255,889,000港元)之遞延稅項資產，原因為在有關稅務司法權區及實體將不大可能會取得未來應課稅溢利以動用虧損。

(d) 未確認之遞延稅項負債

於二零一三年十二月三十一日，與本集團若干於中國成立之附屬公司之未分配溢利有關之暫時差異為1,630,130,000港元(二零一二年：1,146,032,000港元)。遞延稅項負債81,506,000港元(二零一二年：57,302,000港元)尚未就將按該等保留溢利之分派應付之稅項而予以確認，原因為本公司控制該等中國附屬公司之股息政策及已釐定來自該等附屬公司之溢利不大可能於可預見將來予以分派。

29 資本、儲備及股息

(a) 股權部份變動

本集團綜合權益之各部份之年初及年末結餘之對賬乃載於綜合權益變動表。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

29 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(a) Movements in components of equity

(continued)

Details of the changes in the Company's individual components of equity between the beginning and the end of the reporting period are set out below:

The Company

		Share capital	Share premium	Capital reserve	Contributed surplus	(Accumulated losses)/ retained profits	Total
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(Note 29(c)(i))	(Note 29(d)(i))	(Note 29(d)(ii))	(Note 29(d)(iii))	(累計虧損)/ 保留溢利	總計
		千港元	千港元	千港元	千港元	千港元	千港元
		(附註29(c)(i))	(附註29(d)(i))	(附註29(d)(ii))	(附註29(d)(iii))		
Balance at 1 January 2012	於二零一二年一月一日之結餘	386,811	893,755	75,294	-	(368,538)	987,322
Changes in equity for 2012:	二零一二年權益變動:						
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	(140,462)	(140,462)
Ordinary shares issued on the acquisition of a subsidiary	收購一間附屬公司時發行普通股	25,229	564,940	-	-	-	590,169
Ordinary shares issued on the conversion of convertible notes (Note 26)	轉換可換股票據時發行普通股 (附註26)	42,700	135,248	(23,295)	-	-	154,653
Ordinary shares issued under share option schemes	根據購股權計劃發行普通股	330	1,208	(498)	-	-	1,040
Convertible preference shares issued	發行可換股優先股	117,707	1,247,487	-	-	-	1,365,194
Ordinary shares consolidation and capital reorganisation	合併普通股及資本重組	(341,303)	(1,459,903)	-	1,224,868	575,405	(933)
Equity-settled share-based transactions (Note 27)	按股權結算以股份支付之交易 (附註27)	-	-	20,849	-	-	20,849
Effect on equity arising from the redemption of the unsecured notes	贖回無抵押票據對權益產生之影響	-	-	(7,815)	-	-	(7,815)
Balance at 31 December 2012	於二零一二年十二月三十一日之結餘	231,474	1,382,735	64,535	1,224,868	66,405	2,970,017

29 資本、儲備及股息(續)

(a) 股權部份變動(續)

年初至本報告期末本公司之各個權益部份之變動詳情載列如下：

本公司

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

29 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(a) Movements in components of equity

(continued)

The Company (continued)

29 資本、儲備及股息(續)

(a) 股權部份變動(續)

本公司(續)

	Share capital	Share premium	Capital reserve	Contributed surplus	Retained profits	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(Note 29(c)(i))	(Note 29(d)(i))	(Note 29(d)(ii))	(Note 29(d)(iii))		
	股本	股份溢價	資本儲備	繳入盈餘	保留溢利	總計
	千港元	千港元	千港元	千港元	千港元	千港元
	(附註29(c)(i))	(附註29(d)(i))	(附註29(d)(ii))	(附註29(d)(iii))		
Balance at 1 January 2013	231,474	1,382,735	64,535	1,224,868	66,405	2,970,017
Changes in equity for 2013:						
Total comprehensive income for the year	-	-	-	-	6,992	6,992
Ordinary shares issued on the conversion of convertible notes (Note 26(iii))	4,406	73,883	-	-	-	78,289
Purchase of own shares (Note 29(c)(iii))						
- par value paid	(6,057)	-	-	-	-	(6,057)
- premium paid	-	(113,070)	-	-	-	(113,070)
Equity-settled share-based transactions (Note 27)	-	-	25,644	-	-	25,644
Effect on equity arising from the redemption of the convertible notes (Note 26(i))	-	-	(17,511)	-	17,511	-
Dividends approved in respect of the previous year (Note 29(b)(ii))	-	-	-	-	(27,777)	(27,777)
Balance at 31 December 2013	229,823	1,343,548	72,668	1,224,868	63,131	2,934,038

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

29 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(b) Dividends

(i) Dividends payable to equity shareholders of the Company and holder of the convertible preference shares attributable to the year

Final dividend proposed after the end of the reporting period of HK\$0.013 per ordinary and convertible preference share (2012: HK\$0.012)

於報告期末後建議宣派之每股普通股及可換股優先股末期股息0.013港元(二零一二年：0.012港元)

(ii) Dividends payable to equity shareholders of the Company and holder of the convertible preference shares attributable to the previous financial year, approved and paid during the year

Final dividend in respect of the previous financial year, approved and paid during the year, of HK\$0.012 per ordinary and convertible preference share (2012: HK\$Nil)

年內已批准及支付之上一財政年度之每股普通股及可換股優先股末期股息0.012港元(二零一二年：零港元)

29 資本、儲備及股息(續)

(b) 股息

(i) 本公司股東及可換股優先股持有人應佔年內應付股息

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
	29,877	27,777

(ii) 本公司股東及可換股優先股持有人應佔年內已批准及支付之上一個財務年度應付股息

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
	27,777	-

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

29 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(c) Share capital

(i) Authorised and issued share capital

29 資本、儲備及股息(續)

(c) 股本

(i) 法定及已發行股本

		2013 二零一三年		2012 二零一二年	
		Number of shares '000	HK\$'000	Number of shares '000	HK\$'000
		股份數目 千股	千港元	股份數目 千股	千港元
Authorised:	法定：				
Ordinary shares of HK\$0.10 each	每股面值0.10港元 之普通股	15,000,000	1,500,000	15,000,000	1,500,000
Preference shares of HK\$0.10 each	每股面值0.10港元 之優先股	5,000,000	500,000	5,000,000	500,000
Ordinary shares, issued and fully paid:	已發行及繳足 普通股：				
At 1 January	於一月一日	1,137,676	113,767	3,868,105	386,811
Shares issued on the conversion of convertible notes (see Notes 26(i), 26(ii) and 26(iii))	轉換可換股票據時 發行股份 (見附註26(i)、 26(ii)及26(iii))	44,063	4,406	427,003	42,700
Shares issued on the acquisition of a subsidiary	收購一間附屬公司 時發行股份	–	–	252,296	25,229
Shares issued under share option schemes	根據購股權計劃發 行股份	–	–	3,300	330
Share consolidation	股份合併	–	–	(3,413,028)	(341,303)
Shares repurchased (see Note 29(c)(iii))	購回股份(見附註 29(c)(iii))	(60,574)	(6,057)	–	–
At 31 December	於十二月三十一日	1,121,165	112,116	1,137,676	113,767
Convertible preference shares, issued and fully paid:	已發行及繳足可換 股優先股：				
At 1 January	於一月一日	1,177,068	117,707	–	–
Convertible preference shares issued	發行可換股優先股	–	–	1,177,068	117,707
At 31 December	於十二月三十一日	1,177,068	117,707	1,177,068	117,707
Total share capital	股本總額	2,298,233	229,823	2,314,744	231,474

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

29 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(c) Share capital (continued)

(i) Authorised and issued share capital

(continued)

Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

Convertible preference shares

Convertible preference shares do not carry the right to vote. The holder of the convertible preference shares has the right, at any time and at the sole option of such holder, to convert the convertible preference shares in whole, or in any part, into fully paid ordinary shares of the Company. The conversion ratio is 1 convertible preference share to 1.1 ordinary shares. Holder of the convertible preference shares ranks pari passu with other holders of the ordinary shares in respect of its entitlement to dividend or other distribution of the Company. In the event of any liquidation, winding-up or dissolution of the Company, holder of the convertible preference shares shall receive, an amount equal to HK\$1.60 per convertible preference share, plus all accrued but unpaid dividends in preference to the ordinary shareholders.

29 資本、儲備及股息(續)

(c) 股本(續)

(i) 法定及已發行股本

(續)

普通股

普通股持有人有權收取不時宣派之股息及有權於本公司大會上每股投一票。所有普通股於本公司之剩餘資產方面均擁有同等地位。

可換股優先股

可換股優先股不附帶投票權。可換股優先股持有人有權於任何時間及按該持有人之絕對選擇權將可換股優先股全部或任何部份轉換為本公司之已繳足普通股。轉換率為1股可換股優先股轉成1.1股普通股。可換股優先股持有人與其他普通股持有人在有權享有本公司股息或其他分派方面具有同等地位。倘本公司清盤、清算或解散，可換股優先股持有人將較普通股股東優先收取金額等同於按每股可換股優先股1.60港元，加上所有應計但未付股息之款項。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

29 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(c) Share capital (continued)

(ii) Terms of unexpired and unexercised share options at the end of the reporting period

Exercise period	Exercise price	2013 Number '000 二零一三年 數目 千份	2012 Number '000 二零一二年 數目 千份
Share options:			
購股權：			
20 October 2010 to 19 October 2015 二零一零年十月二十日至 二零一五年十月十九日	HK\$1.26 1.26港元	9,350	9,350
20 October 2011 to 19 October 2017 二零一一年十月二十日至 二零一七年十月十九日	HK\$1.96 1.96港元	41,850	41,850
28 May 2013 to 27 May 2019 二零一三年五月二十八日至 二零一九年五月二十七日	HK\$1.73 1.73港元	62,355	—
30 May 2013 to 29 May 2019 二零一三年五月三十日至 二零一九年五月二十九日	HK\$1.76 1.76港元	2,300	—
		115,855	51,200

Each share option entitles the holder to subscribe for one ordinary share in the Company. Further details of these options are set out in Note 27 to the financial statements.

每份購股權賦予持有人認購本公司之一股普通股。該等購股權之進一步詳情載於財務報表附註27。

29 資本、儲備及股息(續)

(c) 股本(續)

(ii) 於報告期末尚未到期及尚未行使購股權之條款

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

29 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(c) Share capital (continued)

(iii) Purchase of own shares

During the year ended 31 December 2013, the Company repurchased its own ordinary shares on the Stock Exchange as follows:

Month/Year 月份/年		Numbers of ordinary shares repurchased '000 已購回普通股 股份數目 千股	Highest price per share HK\$ 最高 每股股價 港元	Lowest price per share HK\$ 最低 每股股價 港元	Aggregated price paid HK\$'000 已付總價 千港元
May 2013	二零一三年五月	3,100	1.81	1.75	5,514
June 2013	二零一三年六月	41,644	2.03	1.85	81,980
July 2013	二零一三年七月	15,830	2.00	1.98	31,633
		<u>60,574</u>			<u>119,127</u>

At 31 December 2013, the 60,574,000 ordinary shares repurchased had been cancelled, and accordingly, the issued share capital of the Company was reduced by the nominal value of these ordinary shares of HK\$6,057,000. The premium paid for the repurchase of these ordinary shares of HK\$113,070,000 was charged to the share premium account.

於二零一三年十二月三十一日，60,574,000股普通股已被購回及註銷，因此本公司之已發行股本已削減該等普通股股份之面值6,057,000港元。購回該等普通股股份已付之溢價113,070,000港元已自股份溢價賬中扣除。

(d) Nature and purpose of reserves

(i) Share premium

The application of the share premium account is governed by Section 40 of the Bermuda Companies Act 1981.

29 資本、儲備及股息(續)

(c) 股本(續)

(iii) 購買自身股份

截至二零一三年十二月三十一日止年度，本公司已於聯交所購回其自身股份如下：

(d) 儲備之性質及用途

(i) 股份溢價

股份溢價賬的應用由百慕達一九八一年公司法第40條監管。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

29 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(d) Nature and purpose of reserves (continued)

(ii) Capital reserve

At 31 December 2013 and 2012, capital reserve, where applicable comprises the following:

- the portion of the grant date fair value of unexercised share options granted to directors, employees and service providers of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 2(t)(ii);
- the amount allocated to the unexercised equity component of convertible notes issued by the Company recognised in accordance with the accounting policy adopted for convertible notes in Note 2(o)(i);
- the difference between the nominal value of the ordinary shares issued by the Company and the aggregate of the share capital and share premium of a subsidiary acquired through an exchange of shares pursuant to a group reorganisation took place on 28 September 2000;
- the difference between the carrying amount and the principal amount of the unsecured notes redeemed in 2011 and 2012; and
- the difference between the consideration paid on the acquisition of non-controlling interests and the carrying amount of the non-controlling interests (see Note 30).

(iii) Contributed surplus

The application of the contributed surplus account is governed by Section 54 of the Bermuda Companies Act 1981.

29 資本、儲備及股息(續)

(d) 儲備之性質及用途(續)

(ii) 資本儲備

於二零一三年及二零一二年十二月三十一日，資本儲備(倘適用)包括以下各項：

- 授予本集團董事、僱員以及服務供應商之尚未行使購股權於授出日期之公允值部份，乃已根據附註2(t)(ii)就以已採納股份付款之會計政策確認；
- 分配予本公司所發行可換股票據之尚未行使權益部份之金額，乃已根據附註2(o)(i)就已採納可換股票據之會計政策確認；
- 本公司根據於二零零零年九月二十八日進行之集團重組所發行普通股之面值與透過股份交換所收購之一間附屬公司之股本及股份溢價總額之間之差額；
- 於二零一一年及二零一二年已贖回無抵押票據之賬面值與本金間之差額；及
- 收購非控股權益支付之代價與非控股權益賬面值之間之差額(見附註30)。

(iii) 繳入盈餘

繳入盈餘賬之應用受一九八一年百慕達公司法第54條監管。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

29 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(d) Nature and purpose of reserves (continued)

(iv) Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of available-for-sale financial assets held at the end of the reporting period and is dealt with in accordance with the accounting policies set out in Notes 2(g) and 2(l)(i).

(v) Property revaluation reserve

The property revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for leasehold land and buildings held for own use in Note 2(h).

(vi) Statutory reserves

In accordance with the articles of association of the subsidiaries of the Group established in the PRC, these subsidiaries were required to set up certain statutory reserves, which were non-distributable. The transfers of these reserves are at discretion of the directors of the respective subsidiaries. The statutory reserves can only be utilised for predetermined means upon approval by the relevant authority.

(vii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations which have a functional currency other than Hong Kong dollars into Hong Kong dollars. The reserve is dealt with in accordance with the accounting policies set out in Note 2(x).

29 資本、儲備及股息 (續)

(d) 儲備之性質及用途 (續)

(iv) 公允價值儲備

公允價值儲備包括於報告期末所持有可供出售金融資產之公允價值累計變動淨額並根據附註2(g)及2(l)(i)所載會計政策處理。

(v) 物業重估儲備

物業重估儲備經已設立並根據附註2(h)就持作自用之租賃土地及樓宇採納之會計政策處理。

(vi) 法定儲備

根據本集團於中國成立之附屬公司之組織章程細則，該等附屬公司須設立若干不可分派之法定儲備。該等儲備之轉撥由各附屬公司董事酌情進行。法定儲備僅可於有關當局批准後用於預先釐定之用途。

(vii) 匯兌儲備

匯兌儲備包括所有因將功能貨幣為非港元之經營業務財務報表換算為港元所產生的匯兌差額。儲備已根據附註2(x)所載之會計政策處理。

29 CAPITAL, RESERVES AND DIVIDENDS*(continued)***(e) Distributable reserves**

At 31 December 2013, the aggregate amount of reserves (including the Company's retained profits, if any, contributed surplus and share premium, subject to equity shareholders' approval) available for distribution to equity shareholders of the Company was HK\$2,631,547,000 (2012: HK\$2,674,008,000). After the end of the reporting period, the directors of the Company proposed a final dividend of HK\$0.013 per ordinary and convertible preference share (2012: HK\$0.012), amounting to HK\$29,877,000 (2012: HK\$27,777,000) (see Note 29(b)(i)). This dividend has not been recognised as a liability at the end of the reporting period.

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for equity shareholders 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 Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes bank and other loans, unsecured notes and convertible notes) plus unaccrued proposed dividends, less cash at bank and on hand. Adjusted capital comprises all components of equity less unaccrued proposed dividends.

29 資本、儲備及股息(續)**(e) 可供分派儲備**

於二零一三年十二月三十一日，可供分派予本公司股東之儲備總額(包括本公司之保留溢利(如有)、繳入盈餘及股份溢價(須取得股東之批准))為2,631,547,000港元(二零一二年：2,674,008,000港元)。於報告期末後，本公司董事建議派付末期股息每股普通股及可換股優先股0.013港元(二零一二年：0.012港元)，共計29,877,000港元(二零一二年：27,777,000港元)(見附註29(b)(i))。於報告期末，此股息尚未確認為負債。

(f) 資本管理

本集團管理資本主要旨在保障本集團的持續經營能力，以便可透過與風險水平對等地為產品及服務定價及按合理成本取得融資而繼續為股東帶來回報及為其他利益相關者帶來利益。

本集團積極及定期檢討及管理其資本架構，在維持較高借貸水平而可能帶來較高股東回報與取得穩健資金狀況所帶來的裨益及保障之間作出平衡，並就經濟環境的轉變對資本架構進行調整。

本集團以經調整淨債項對資本比率為基準而監察其資本結構。就此而言，經調整淨債項乃界定為總債項(其包括銀行及其他貸款、無抵押票據及可換股票據)加未計擬派股息減銀行結存及手頭現金。經調整資本包括所有權益部份減未計擬派股息。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

29 CAPITAL, RESERVES AND DIVIDENDS

(continued)

(f) Capital management (continued)

During 2013, the Group's strategy was to maintain the adjusted net debt-to-capital ratio to an acceptable level. In order to improve the Group's capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares, raise new debt financing or sell assets to reduce debt.

The adjusted net debt-to-capital ratio at 31 December 2013 and 2012 is as follows:

29 資本、儲備及股息(續)

(f) 資本管理(續)

於二零一三年，本集團之策略為維持經調整淨債項對資本比率之可接受水平。為改善本集團之資本架構，本集團可調整支付予股東的股息金額、發行新股份、籌集新的債務融資或出售資產以減少債務。

於二零一三年及二零一二年十二月三十一日，經調整淨債項對資本比率如下：

		The Group 本集團		The Company 本公司	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Current liabilities:	流動負債：				
Bank and other loans	銀行及其他貸款	434,982	772,290	–	156,000
Unsecured notes	無抵押票據	–	21,979	–	21,979
Convertible notes	可換股票據	–	65,142	–	65,142
Non-current liabilities:	非流動負債：				
Bank loans	銀行貸款	1,353,055	1,141,843	–	–
Convertible notes	可換股票據	–	81,734	–	81,734
Total debt	總負債	1,788,037	2,082,988	–	324,855
Add: proposed dividends	加：擬派股息	29,877	27,777	29,877	27,777
Less: cash at bank and on hand	減：銀行結存及手頭現金	(266,177)	(831,646)	(415)	(389,066)
Adjusted net debt/(assets)	經調整淨債項/（資產）	1,551,737	1,279,119	29,462	(36,434)
Total equity	權益	5,073,037	4,446,781	2,934,038	2,970,017
Less: proposed dividends	減：擬派股息	(29,877)	(27,777)	(29,877)	(27,777)
Adjusted capital	經調整資本	5,043,160	4,419,004	2,904,161	2,942,240
Adjusted net debt-to-capital ratio	經調整淨債項對資本比率	31%	29%	1%	不適用N/A

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

本公司及其任何附屬公司概不受外界施加之資本規定規限。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

30 ACQUISITION OF NON-CONTROLLING INTERESTS IN GINWA BELL TOWER

On 7 January 2013, the Company, through a wholly-owned subsidiary of the Group, entered into a sale and purchase agreement with the then non-controlling equity holder of Ginwa Bell Tower and acquired its 7.45% equity interests in Ginwa Bell Tower at a consideration of RMB79.0 million (equivalent to approximately HK\$98.4 million).

Upon completion of the acquisition, the Group's equity interests in Ginwa Bell Tower increased from 76.43% to 83.88%. Consequently, the Group recognised a decrease in non-controlling interests of HK\$52.2 million.

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables, loan receivable from a related company, and prepayment for acquisition of a property. Management has a credit policy in place, and the exposures to these credit risks are monitored on an ongoing basis.

Prepayment for acquisition of a property is guaranteed by the companies which currently own the properties intended to be acquired by the Group. Accordingly, the management of the Group considers the credit risk in connection with these balances are low.

Loan receivable from a related party is due from an affiliate of an equity shareholder of the Company. The Group has obtained collaterals from this equity shareholder, and accordingly, the management of the Group expects such balance is with minimal credit risk.

30 收購金花鐘樓之非控股權益

於二零一三年一月七日，本公司透過本集團一間全資附屬公司與金花鐘樓當時之非控股權益持有人訂立買賣協議，並以人民幣79,000,000元（相當於約98,400,000港元）之代價收購其於金花鐘樓之7.45%股權。

收購完成後，本集團於金花鐘樓之股權由76.43%增加至83.88%。其後，本集團確認減少52,200,000港元非控股權益。

31 財務風險管理及公允值

於本集團之正常業務過程中會產生信貸、流動資金、利率及貨幣風險。

本集團所承受之該等風險及本集團用以管理該等風險之財務風險管理政策與慣例載述如下。

(a) 信貸風險

本集團之信貸風險主要由應收賬款及其他應收款、來自一間關連公司之應收貸款以及收購物業之預付款項所產生。管理層已制訂信貸政策，並持續監控須承受的該等信貸風險。

收購物業之預付款項由現時擁有本集團擬收購之物業之公司提供擔保。因此，本集團管理層認為該等結餘有關之信貸風險甚微。

應收一名關連人士之貸款主要指應收本公司權益股東聯屬人士之款項。本集團已自該權益股東取得抵押品，因此本集團管理層預期相關餘款所面臨信貸風險甚微。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(a) Credit risk (continued)

In respect of trade and other receivables, individual credit evaluations are performed on all debtors requiring credit over a certain amount. These evaluations focus on the debtor's past history of making payments when due and current ability to pay, and take into account information specific to the debtor as well as pertaining to the economic environment in which the debtor operates. Trade receivables are generally due within 3 months from the date of billing. Normally, the Group does not obtain collateral from debtors.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each debtor rather than the industry in which the debtors operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual debtors. At the end of the reporting period, 54% (2012: 48%) and 62% (2012: 69%) of the total trade receivables was due from the Group's largest debtor and the five largest debtors, respectively. Trade receivables are mainly due from credit card centres owned by state-owned financial institutions in the PRC and tenants operating in the Group's department stores, shopping mall and supermarkets, and accordingly, the management of the Group considers the concentration and credit risks to be low.

Except for the financial guarantees given by the Group as set out in Note 33, the Group does not provide any other guarantees which would expose the Group or the Company to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in Note 33.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from prepayment for acquisition of a property, loan receivable from a related party, and trade and other receivables are set out in Notes 18, 19 and 21, respectively.

31 財務風險管理及公允值(續)

(a) 信貸風險(續)

就應收賬款及其他應收款而言，本集團對要求一定金額以上信貸額之所有債務人進行個別信貸評估。該等評估注重債務人過往到期付款歷史及當期之付款能力，並計及債務人特定及與債務人經營所在經濟環境有關資料。應收賬款一般自發票日起於三個月內到期。一般而言，本集團不會要求債務人交出抵押品。

本集團承受之信貸風險主要受各債務人自身狀況之影響，而非債務人經營所在行業，因此重大集中信貸風險主要是當本集團須承受對個別債務人之重大風險時而產生。於報告期末，應收賬款總額之54%(二零一二年：48%)及62%(二零一二年：69%)乃分別來自本集團之最大債務人及五大債務人。應收賬款主要為應收中國國有金融機構所有信貸卡中心及於本集團百貨商場、購物中心及超級市場經營之租戶之款項，因此本集團管理層認為集中及信貸風險屬低。

除附註33所載本集團提供之財務擔保外，本集團並無提供使本集團或本公司面臨信貸風險之任何其他擔保。於報告期末與該等財務擔保相關之最高信貸風險披露於附註33。

有關本集團承擔因收購物業之預付款項、來自一名關連人士之應收貸款及應收賬款及其他應收款而產生之信貸風險之進一步定量披露分別載於附註18、19及21。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(b) Liquidity risk

Individual operating entities within the Group are responsible for the short-term investment of their cash surpluses, where the raising of financings are centrally managed by the head office of the Group to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

At 31 December 2013, the Group had net current liabilities of HK\$15,511,000. The Group will continue to undertake various measures in order to further improve its liquidity position in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's and of the Company's non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest dates the Group and the Company can be required to pay.

For the bank loan subject to repayment on demand clauses which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the contractual repayment schedule and, separately, the impact to the timing of the cash outflows if the lender was to invoke its unconditional rights to call the loan with immediate effect.

31 財務風險管理及公允值(續)

(b) 流動資金風險

本集團內個別經營實體負責彼等現金盈餘之短期投資，而資金籌集則由本集團總部集中管理以應付預期現金需求。本集團之政策為定期監察其流動資金需求及其遵守放貸契諾之情況，以確保本集團維持充足現金儲備以及獲主要金融機構承諾提供足夠資金，以應付短期及長期之流動資金需求。

於二零一三年十二月三十一日，本集團之流動負債淨額為15,511,000港元。本集團將繼續採取多項措施以進一步改善其短期及長期之流動資金狀況。

下表載有本集團及本公司之非衍生金融負債及衍生金融負債於報告期末之餘下合約到期情況，有關情況乃根據合約未折現現金流量(包括使用合約利率計算，或如屬浮動利率，則根據於報告期末之利率計算之利息付款)以及本集團及本公司可能被要求還款之最早日期得出。

對含有可由銀行全權酌情行使之須按要求償還條款之長期銀行貸款，分析列示基於合約還款計劃之現金流出，並另外列示倘貸款人援引無條件權利要求立即償還貸款時現金流出之時間之影響。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(b) Liquidity risk (continued)

The Group

31 財務風險管理及公允值(續)

(b) 流動資金風險(續)

本集團

		2013 Contractual undiscounted cash outflow 二零一三年 合約未折現現金流出					Carrying amount at 31 December 於十二月 三十一日 之賬面值 千港元
	Within 1 year or on demand HK\$'000 一年內或 於要求時 千港元	More than 1 year but less than 2 years HK\$'000 一年以上 但少於兩年 千港元	More than 2 years but less than 5 years HK\$'000 兩年以上 但少於五年 千港元	More than 5 years HK\$'000 五年以上 千港元	Total HK\$'000 總計 千港元		
Trade and other payables measured at amortised cost	按攤銷成本計量之應付 賬款及其他應付款	1,262,894	-	-	-	1,262,894	1,262,894
Bank and other loans	銀行及其他貸款	286,271	356,880	752,090	697,775	2,093,016	1,481,336
Long-term bank loan subject to repayment on demand clauses – scheduled repayment	按要求償還條款之 長期銀行貸款 —按計劃還款	135,957	190,452	-	-	326,409	306,701
		1,685,122	547,332	752,090	697,775	3,682,319	3,050,931
Adjustments to disclose cash flows on long-term bank loan based on lender's right to demand repayment	披露基於貸款人有權要 求償還之長期銀行貸 款之現金流之調整	170,744	(190,452)	-	-	(19,708)	
		1,855,866	356,880	752,090	697,775	3,662,611	

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(b) Liquidity risk (continued)

The Group (continued)

(b) 流動資金風險(續)

本集團(續)

		2012 Contractual undiscounted cash outflow 二零一二年 合約未折現現金流出				Carrying amount at 31 December 於十二月 三十一日 之賬面值	
		Within 1 year or on demand HK\$'000	More than 1 year but less than 2 years HK\$'000	More than 2 years but less than 5 years HK\$'000	More than 5 years HK\$'000	Total HK\$'000	HK\$'000
		一年內或 於要求時 千港元	一年以上 但少於兩年 千港元	兩年以上 但少於五年 千港元	五年以上 千港元	總計 千港元	千港元
Trade and other payables measured at amortised cost	按攤銷成本計量之應付 賬款及其他應付款	1,148,986	-	-	-	1,148,986	1,148,986
Bank and other loans	銀行及其他貸款	582,571	155,969	588,604	937,673	2,264,817	1,610,599
Long-term bank loan subject to repayment on demand clauses – scheduled repayment	按要求償還條款之 長期銀行貸款 —按計劃還款	15,291	136,159	190,477	-	341,927	303,534
Unsecured notes	無抵押票據	21,979	-	-	-	21,979	21,979
Convertible notes	可換股票據	76,229	71,558	-	-	147,787	146,876
		1,845,056	363,686	779,081	937,673	3,925,496	3,231,974
Adjustments to disclose cash flows on long-term bank loan based on lender's right to demand repayment	披露基於貸款人 有權要求償還之 長期銀行貸款之 現金流之調整	288,243	(136,159)	(190,477)	-	(38,393)	
		2,133,299	227,527	588,604	937,673	3,887,103	

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(b) Liquidity risk (continued)

The Company

	2013 Contractual undiscounted cash outflow within 1 year or on demand HK\$'000 二零一三年 合約未折現 現金流出 一年內或 於要求時 千港元	Carrying amount at 31 December HK\$'000 於十二月 三十一日 之賬面值 千港元
Other payables measured at amortised cost	113,793	113,793

		2012 Contractual undiscounted cash outflow 二零一二年 合約未折現現金流出			Carrying amount at 31 December HK\$'000 於十二月 三十一日 之賬面值 千港元
		Within 1 year or on demand HK\$'000 一年內或 於要求時 千港元	More than 1 year but less than 2 years HK\$'000 一年以上 但少於兩年 千港元	Total HK\$'000 總計 千港元	
Other payables	其他應付款	29,866	-	29,866	29,866
Bank loan	銀行貸款	157,277	-	157,277	156,000
Unsecured notes	無抵押票據	21,979	-	21,979	21,979
Convertible notes	可換股票據	76,229	71,558	147,787	146,876
		285,351	71,558	356,909	354,721

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(c) Interest rate risk

The Group's interest rate risk arises primarily from interest bearing borrowings. Borrowings issued at variable rates and at fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively.

(i) Interest rate profile

The following table details the interest rate profile of the Group's and of the Company's borrowings at the end of the reporting period.

31 財務風險管理及公允值(續)

(c) 利率風險

本集團之利率風險主要來自計息借貸。按可變利率及按固定利率發行之借貸使本集團分別承受現金流量利率風險及公允值利率風險。

(i) 利率概況

下表詳列本集團及本公司計息借貸於報告期末之利率概況：

		The Group 本集團			
		2013 二零一三年		2012 二零一二年	
		Effective interest rate 實際利率 %	HK\$'000 千港元	Effective interest rate 實際利率 %	HK\$'000 千港元
Fixed rate borrowings:	固定利率借貸：				
Bank and other loans	銀行及其他貸款	16.5%	265,484	7%	185,002
Convertible notes	可換股票據		—	19.61%	81,734
			<u>265,484</u>		<u>266,736</u>
Variable rate borrowings:	可變利率借貸：				
Bank and other loans	銀行及其他貸款	10.9%	1,522,553	8.66%	1,729,131
Total borrowings	借貸總額		<u>1,788,037</u>		<u>1,995,867</u>
Fixed rate borrowings as a percentage of total borrowings	固定利率借貸佔借 貸總額之百分比		15%		13%

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(c) Interest rate risk (continued)

(i) Interest rate profile (continued)

		2013 二零一三年		2012 二零一二年	
		Effective interest rate 實際利率 %	HK\$'000 千港元	Effective interest rate 實際利率 %	HK\$'000 千港元
Fixed rate borrowings: Convertible notes	固定利率借貸： 可換股票據	—	—	19.61%	81,734
Variable rate borrowing: Bank loan	可變利率借貸： 銀行貸款	—	—	3.31%	156,000
Total borrowings	借貸總額		—		237,734
Fixed rate borrowings as a percentage of total borrowings	固定利率借貸佔 借貸總額之百 分比		—		34%

(ii) Sensitivity analysis

At 31 December 2013, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit after tax and retained profits by approximately HK\$12.2 million (2012: HK\$14.1 million).

The sensitivity analysis above indicates the exposure to cash flow interest rate risk arising from floating rate non-derivative financial instruments held by the Group at the end of the reporting period, the impact on the Group's profit after tax and retained profits is estimated as an annualised impact on interest expense of such a change in interest rates. The analysis is performed on the same basis for 2012.

31 財務風險管理及公允值(續)

(c) 利率風險(續)

(i) 利率概況(續)

The Company 本公司

(ii) 敏感性分析

於二零一三年十二月三十一日，估計利率普遍上調／下調100個基點，在所有其他可變動因素保持不變之情況下，本集團除稅後溢利及保留溢利將減少／增加約12,200,000港元(二零一二年：14,100,000港元)。

上述敏感性分析預示於報告期末承擔因本集團所持有之按浮動利率計息之非衍生金融工具而產生之現金流量利率風險，對本集團除稅後溢利及保留溢利之影響乃按有關利率變動對利息開支之年化影響而估計。分析按與二零一二年相同之基準進行。

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)**(d) Currency risk**

The Group is exposed to currency risk primarily through borrowings which gives rise to loans and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. At 31 December 2013, certain of the Group's borrowings are denominated in USD and the entities that the borrowings relate has a functional currency in HK\$. Nonetheless, the management considers the Group is not exposed to significant currency risk in this respect, as it is assumed the pegged rate between HK\$ and USD will remain in the foreseeable future.

(e) Fair value measurement**(i) Financial assets and liabilities measured at fair value**

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.

31 財務風險管理及公允值(續)**(d) 貨幣風險**

本集團主要透過產生以外幣(即換算相關業務之功能貨幣以外之貨幣)計值之貸款及現金結餘之借款而面臨貨幣風險。於二零一三年十二月三十一日，本集團若干借款以美元計值，借款相關實體之功能貨幣為港元。然而，由於港元與美元之聯繫匯率制度於可見將來將維持不變，故管理層認為本集團並無就此面臨重大貨幣風險。

(e) 公允值計量**(i) 按公允值計量之金融資產及負債**

公允值層級

下表呈列本集團於報告期末根據香港財務報告準則第13號「公允值計量」所界定的公允值層級，按經常性基準計量並分類為三個級別之金融工具之公允值。公允值計量之級別乃參照估值方法所使用的輸入數據之可觀察性及重要性分類：

- 第一級估值：僅使用第一級輸入數據(即於計量日同類資產或負債於活躍市場之未經調整報價)計量之公允值。
- 第二級估值：使用第二級輸入數據(即未能達到第一級之可觀察輸入數據)且並未使用重大不可觀察輸入數據計量之公允值。不可觀察輸入數據為無市場數據提供下之輸入數據。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

- Level 3 valuations: Fair value measured using significant unobservable inputs.

Recurring fair value measurements 經常性公允價值計量

Liabilities

- Derivative financial instruments:
- Call option under the BMRL Notes (see Note 26(i))
 - Call and conversion options under the Grand Well Convertible Notes (see Note 26(iii))
 - Warrants (see Note 23)

負債

- 衍生金融工具：
- BMRL票據之認購期權 (見附註26(i))
 - Grand Well可換股票據之認購期權及轉換期權 (見附註26(iii))
 - 認股權證 (見附註23)

31 財務風險管理及公允價值(續)

(e) 公允價值計量(續)

(i) 按公允價值計量之金融資產及負債(續)

- 第三級估值：使用重大不可觀察輸入數據計量之公允價值。

The Group and the Company 本集團及本公司

Fair value measurements categorised into Level 2 分類為第二級之公允價值計量

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
	–	4,795
	–	(24,975)
	(24,986)	–
	(24,986)	(20,180)

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

Valuation techniques and inputs used in Level 2 fair value measurements

The estimate of the fair value of the derivative components of the BMRL Notes and the Grand Well Convertible Notes are measured based on a binomial lattice model. Details of the assumptions used are as follows:

Date of valuation	Derivative Component of the BMRL Notes BMRL票據之衍生部份	Derivative components of the Grand Well Convertible Notes Grand Well可換股票據之衍生部份			
		31/12/2012 二零一二年十二月三十一日 (Note (i)) (附註(i))	21/6/2013 二零一三年六月二十一日 (Note (ii)) (附註(ii))	28/5/2013 二零一三年五月二十八日 (Note (ii)) (附註(ii))	31/12/2012 二零一二年十二月三十一日
Share price (HK\$)	股價(港元)	1.88	1.91	1.72	1.88
Exercise price (HK\$)	行使價(港元)	2.16	1.60	1.60	1.60
Expected volatility (Note (iii))	預期波幅 (附註(iii))	45.510%	41.706%	42.852%	57.687%
Dividend yield (Note (iii))	股息率(附註(iii))	-	0.63%	0.70%	-
Maturity period	屆滿期間	0.72 years 0.72年	0.93 years 0.93年	0.99 years 0.99年	1.39 years 1.39年
Conversion period	轉換期間	0.72 years 0.72年	0.93 years 0.93年	0.99 years 0.99年	1.39 years 1.39年
Discount rate (Note (iii))	貼現率(附註(iii))	13.828%	15.411%	14.916%	16.968%

Notes:

- (i) The BMRL Notes matured and were redeemed on 18 September 2013.
- (ii) These inputs represented the assumptions used in the estimate of the fair value of the derivative components of the Grand Well Convertible Notes on 28 May 2013 and 21 June 2013, which were the dates these convertible notes were used to subscribe for 44,062,500 ordinary shares in the Company.

附註:

- (i) BMRL票據已於二零一三年九月十八日到期及被贖回。
- (ii) 該等資料指估計Grand Well可換股票據於二零一三年五月二十八日及二零一三年六月二十一日之衍生部分之公允價值所使用之假設，該日期為使用該等可換股票據以認購本公司44,062,500股普通股之日期。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(i) Financial assets and liabilities measured at fair value (continued)

- (iii) The discount rate used is derived from the risk free interest rate with reference to the Hong Kong Exchange Fund Notes as of the valuation date plus credit spread of comparable notes with similar credit rating, coupons and maturities to discount the liability components of these convertible notes. The expected volatility is based on the historical volatility, adjusted for any expected changes to future volatility based on publicly available information. Dividend yield are based on historical dividends.

The estimate of the fair value of the warrants are measured based on the Monte Carlo Model. Details of the assumptions used are as follows:

Date of valuation 估值日期

Share price (HK\$)	股價(港元)
Exercise price (HK\$)	行使價(港元)
Expected volatility (Notes (iv))	預期波幅(附註(iv))
Dividend yield (Notes (iv))	股息率(附註(iv))
Maturity period	屆滿期間
Exercise period	行使期間
Discount rate (Notes (iv))	貼現率(附註(iv))

- (iv) The discount rate used is derived from the risk free interest rate with reference to the Hong Kong Exchange Fund Notes as of the valuation date plus credit spread of comparable warrants with similar maturities. The expected volatility is based on the historical volatility, adjusted for any expected changes to future volatility based on publicly available information. Dividend yield are based on historical dividends.

Changes in the subjective input assumptions could materially affect the fair value estimate.

31 財務風險管理及公允值(續)

(e) 公允值計量(續)

(i) 按公允值計量之金融資產及負債(續)

- (iii) 所使用之貼現率參考香港外匯基金票據於估值日期之無風險利率加具有類似信貸評級、息票及到期日之可資比較票據之信貸息差貼現至該等可換股票據之負債部份得出。預期波幅乃根據歷史波幅計算，並就對根據公開可得資料計算之未來波幅之任何預期變動作出調整。股息收益乃根據歷史股息計算。

認股權證之公允值估計根據蒙地卡羅模型計量。有關所用假設之詳情如下：

Warrants 認股權證

31/12/2013 二零一三年 十二月 三十一日	5/9/2013 二零一三年 九月五日
1.66	1.90
2.2874	2.2874
47.472%	48.647%
0.674%	0.674%
2.17 years 2.17年	2.49 years 2.49年
2.17 years 2.17年	2.49 years 2.49年
17.717%	18.381%

- (iv) 所使用之貼現率參考香港外匯基金票據於估值日期之無風險利率加具有類似信貸評級、息票及到期日之可資比較票據之信貸息差得出。預期波幅乃根據歷史波幅計算，並就對根據公開可得資料計算之未來波幅之任何預期變動作出調整。股息收益乃根據歷史股息計算。

主觀輸入數據假設的變動會對公允值估計造成重大影響。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's and of the Company's financial instruments carried at cost or amortised cost are not materially different from their fair values at 31 December 2013 and 2012 except for the following financial instruments, for which their carrying amounts and fair values and the level of fair value hierarchy are disclosed below:

The Group

		2013 二零一三年		2012 二零一二年	
		Fair value measurements		Fair value measurements	
		Carrying amount at 31 December	at 31 December categorised into Level 3	Carrying amount at 31 December	at 31 December categorised into Level 3
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		於十二月三十一日賬面值 千港元	於十二月三十一日分類為第三級之公允值計量 千港元	於十二月三十一日賬面值 千港元	於十二月三十一日分類為第三級之公允值計量 千港元
Long-term bank loans	長期銀行貸款	1,353,055	1,289,784	1,141,843	1,090,842
Non-current convertible notes – liability component	非即期可換股票據 – 負債部份	–	–	56,759	58,503

The Company

		2013 二零一三年		2012 二零一二年	
		Fair value measurements		Fair value measurements	
		Carrying amount at 31 December	at 31 December categorised into Level 3	Carrying amount at 31 December	at 31 December categorised into Level 3
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		於十二月三十一日賬面值 千港元	於十二月三十一日分類為第三級之公允值計量 千港元	於十二月三十一日賬面值 千港元	於十二月三十一日分類為第三級之公允值計量 千港元
Non-current convertible notes – liability component	非即期可換股票據 – 負債部份	–	–	56,759	58,503

31 財務風險管理及公允值(續)

(e) 公允值計量(續)

(ii) 並非按公允值列賬之金融資產及負債的公允值

於二零一三年及二零一二年十二月三十一日，本集團及本公司以成本或攤銷成本列賬之金融工具之賬面值與其公允值並無重大差別，惟下列金融工具除外，其賬面值及公允值以及公允值層級披露如下：

本集團

		2013 二零一三年		2012 二零一二年	
		Fair value measurements		Fair value measurements	
		Carrying amount at 31 December	at 31 December categorised into Level 3	Carrying amount at 31 December	at 31 December categorised into Level 3
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		於十二月三十一日賬面值 千港元	於十二月三十一日分類為第三級之公允值計量 千港元	於十二月三十一日賬面值 千港元	於十二月三十一日分類為第三級之公允值計量 千港元
Long-term bank loans	長期銀行貸款	1,353,055	1,289,784	1,141,843	1,090,842
Non-current convertible notes – liability component	非即期可換股票據 – 負債部份	–	–	56,759	58,503

本公司

		2013 二零一三年		2012 二零一二年	
		Fair value measurements		Fair value measurements	
		Carrying amount at 31 December	at 31 December categorised into Level 3	Carrying amount at 31 December	at 31 December categorised into Level 3
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		於十二月三十一日賬面值 千港元	於十二月三十一日分類為第三級之公允值計量 千港元	於十二月三十一日賬面值 千港元	於十二月三十一日分類為第三級之公允值計量 千港元
Non-current convertible notes – liability component	非即期可換股票據 – 負債部份	–	–	56,759	58,503

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

31 FINANCIAL RISK MANAGEMENT AND FAIR VALUES (continued)

(e) Fair value measurement (continued)

(ii) Fair value of financial assets and liabilities carried at other than fair value (continued)

Valuation techniques and inputs used in Level 3 fair value measurements

The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

The Group uses the interest rate published by the People's Bank of China as of 31 December 2013 and 2012 plus an adequate constant credit spread to discount long-term bank loans. The Group used the risk free interest rate with reference to the Hong Kong Exchange Fund Notes as of 31 December 2012 plus credit spread of comparable notes with similar credit rating, coupons and maturities to discount the non-current liability component of the convertible notes as of 31 December 2012. The interest rates used are as follows:

Long-term bank loans	長期銀行貸款
Non-current convertible notes – liability component	非即期可換股票據 – 負債部分

31 財務風險管理及公允值(續)

(e) 公允值計量(續)

(ii) 並非按公允值列賬之金融資產及負債的公允值(續)

第三級公允值計量所使用之估值技術及輸入數據

公允值估計為未來現金流量之現值，按類似金融機構之當前市場利率貼現。

本集團採用中國人民銀行於二零一三年及二零一二年十二月三十一日公佈之利率加足夠固定信貸息差貼現長期銀行貸款。本集團採用香港外匯基金票據於二零一二年十二月三十一日之無風險利率加具有類似信貸評級、息票及到期日之可資比較票據之信貸息差貼現於二零一二年十二月三十一日之可換股票據之非即期負債部份。所採用之利率如下：

	2013 二零一三年	2012 二零一二年
Long-term bank loans	8.86%	7.53%-8.52%
Non-current convertible notes – liability component	–	16.97%

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

32 COMMITMENTS

(a) Capital commitments

At 31 December 2013, the outstanding capital commitments of the Group not provided for in the consolidated financial statements were as follows:

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Commitments in respect of purchase of fixed assets			
– Contracted for	– 已訂約	3,353	25,166

At 31 December 2013, capital commitments in respect of purchase of fixed assets are for leasehold improvements to be installed in the Group's department store and supermarket operations.

(b) Operating lease commitments

At 31 December 2013, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Within 1 year	一年內	107,254	111,878
After 1 year but within 5 years	一年後但五年內	418,765	433,120
After 5 years	五年後	674,387	775,111
		1,200,406	1,320,109

32 承擔

(a) 資本承擔

於二零一三年十二月三十一日，本集團未在綜合財務報表中撥備之未付資本承擔如下：

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Commitments in respect of purchase of fixed assets			
– Contracted for	– 已訂約	3,353	25,166

於二零一三年十二月三十一日，有關購買固定資產之資本承擔乃與將於本集團之百貨商場及超級市場業務安裝之租賃裝修有關。

(b) 經營租賃承擔

於二零一三年十二月三十一日，根據不可撤銷之經營租賃在日後應付之最低租賃付款總額如下：

		The Group 本集團	
		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Within 1 year	一年內	107,254	111,878
After 1 year but within 5 years	一年後但五年內	418,765	433,120
After 5 years	五年後	674,387	775,111
		1,200,406	1,320,109

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

32 COMMITMENTS (continued)

(b) Operating lease commitments (continued)

The Group leases properties for the use by its department store, supermarket operations and office premises under operating leases. The leases typically run for an initial period of 1 to 20 years, where all terms are renegotiated upon renewal. One of the leases includes contingent rentals which are calculated based on a fixed percentage on the department store's turnover.

(c) Properties leased out under operating leases

At 31 December 2013, the Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Within 1 year	73,237	64,486
After 1 year but within 5 years	107,584	109,606
After 5 years	85,647	100,038
	266,468	274,130

The Group leases out its shopping mall and part of its department stores under operating leases. The leases typically run for an initial period of 1 to 12 years, where all terms are renegotiated upon renewal. Certain of the leases include contingent rentals which are calculated based on a fixed percentage on the tenants' turnover.

32 承擔(續)

(b) 經營租賃承擔(續)

本集團根據經營租賃租賃若干物業供其百貨商場及超級市場業務及辦公使用。該等租賃一般初步為期一至二十年，而所有條款於續期後均可重新商定。其中一項租賃包括根據百貨商場營業額之固定百分比計算之或然租金。

(c) 根據經營租賃出租之物業

於二零一三年十二月三十一日，本集團根據不可撤銷之經營租賃在日後應收之最低租賃款項總額如下：

The Group 本集團		2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Within 1 year	一年內	73,237	64,486
After 1 year but within 5 years	一年後但五年內	107,584	109,606
After 5 years	五年後	85,647	100,038
		266,468	274,130

本集團根據經營租賃出租其購物中心及百貨商場之部分購物區。該等租賃一般初步為期一至十二年，而所有條款可於續期時重新商定。若干租賃根據包括租戶營業額之固定百分比計算之或然租金。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

33 CONTINGENT LIABILITIES

As at the end of the reporting period, the Group has issued the following guarantees:

- (i) A guarantee provided by Ginwa Bell Tower in respect of an interest bearing bank loan of RMB90.0 million (equivalent to approximately HK\$114.5 million) drawn by Ginwa Investments in 2008. The loan will mature in July 2014. In September 2010, Ginwa Bell Tower and Ginwa Investments have entered into an agreement, where Ginwa Investments has agreed to indemnify Ginwa Bell Tower on any losses incurred arising from the above guarantee. As of 31 December 2013, the outstanding loan balance is RMB87.0 million (equivalent to approximately HK\$110.7 million) (31 December 2012: RMB88.0 million, equivalent to approximately HK\$108.5 million).
- (ii) A guarantee provided by Ginwa Bell Tower in respect of an interest bearing bank loan of RMB15.0 million (equivalent to approximately HK\$19.1 million) drawn by Ginwa Investments in 2007. The loan will mature in September 2015. In August 2008, Ginwa Bell Tower and Ginwa Investments have entered into an agreement, where Ginwa Investments has agreed to indemnify Ginwa Bell Tower on any losses incurred arising from the above guarantee. As of 31 December 2013, the outstanding loan balance is RMB9.4 million (equivalent to approximately HK\$12.0 million) (31 December 2012: RMB13.0 million, equivalent to approximately HK\$16.0 million).

33 或然負債

於報告期末，本集團已發出以下擔保：

- (i) 金花鐘樓就金花投資於二零零八年提取之計息銀行貸款人民幣90,000,000元(相當於約114,500,000港元)而提供之擔保。該筆貸款將於二零一四年七月到期。於二零一零年九月，金花鐘樓及金花投資已訂立協議，據此，金花投資已同意向金花鐘樓彌償因上述擔保產生之任何損失。截至二零一三年十二月三十一日，尚未償還之貸款餘額為人民幣87,000,000元(相當於約110,700,000港元)(二零一二年十二月三十一日：人民幣88,000,000元，相當於約108,500,000港元)。
- (ii) 金花鐘樓就金花投資於二零零七年提取之計息銀行貸款人民幣15,000,000元(相當於約19,100,000港元)而提供之擔保。該筆貸款將於二零一五年九月到期。於二零零八年八月，金花鐘樓及金花投資已訂立協議，據此，金花投資已同意向金花鐘樓彌償因上述擔保產生之任何損失。截至二零一三年十二月三十一日，尚未償還之貸款餘額為人民幣9,400,000元(相當於約12,000,000港元)(二零一二年十二月三十一日：人民幣13,000,000元，相當於約16,000,000港元)。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

33 CONTINGENT LIABILITIES (continued)

(iii) A guarantee provided by Ginwa Bell Tower in respect of a loan of RMB13.2 million (equivalent to approximately HK\$16.8 million) granted by a third party to Ginwa Investments in August 2005. Ginwa Investments has defaulted repayment on the loan but has subsequently agreed with this third party on a revised repayment schedule. As of 31 December 2013, the outstanding loan balance is RMB9.5 million (equivalent to approximately HK\$12.1 million) (31 December 2012: RMB9.5 million, equivalent to approximately HK\$11.7 million).

As at the end of the reporting period, the directors of the Company do not consider it is probable that a claim will be made against the Group under any of the above guarantees. The maximum liability of the Group at the end of the reporting period under the guarantees issued is the outstanding amount of the bank and other loans of RMB105.9 million (equivalent to approximately HK\$134.8 million) plus accrued interest.

34 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions.

(a) Transactions with equity shareholders of the Company and their affiliates

Interest income (see Note (i))	利息收入(見附註(i))	50,451	28,733
Rental income from operating leases and management and administrative service fee income	經營租賃之租金收入及管理及行政服務費收入	10,609	9,629
Operating lease expenses	經營租賃開支	58	19,879
Consultation service expenses	顧問服務開支	—	810
Net decrease in advances received from related parties (see Note (ii))	自關連人士收取之墊款減少淨額(見附註(ii))	18,946	19,797
Guarantees provided by related parties for the Group's bank loans at the end of the reporting period (see Note 24(a))	於報告期末關連人士為本集團之銀行貸款提供之擔保(見附註24(a))	—	185,002

33 或然負債(續)

(iii) 一名第三方就有關該名第三方於二零零五年八月授予金花投資之貸款人民幣13,200,000元(相當於約16,800,000港元)而由金花鐘樓提供之擔保。金花投資拖欠償還該筆貸款，但其後已與第三方達成一份經修訂之還款計劃。截至二零一三年十二月三十一日，尚未償還之貸款餘額為人民幣9,500,000元(相當於約12,100,000港元)(二零一二年十二月三十一日：人民幣9,500,000元，相當於約11,700,000港元)。

於報告期末，本公司董事認為將不大可能會根據任何上述擔保而對本集團提出索償。本集團於報告期末之已發出擔保項下之最高負債為尚未償還之銀行及其他貸款人民幣105,900,000元(相當於約134,800,000港元)加應計利息。

34 重大關連人士交易

除該等財務報表其他部份所披露之結餘外，本集團亦進行以下重大關連人士交易。

(a) 與本公司股東及彼等聯屬人士進行之交易：

	2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
Interest income (see Note (i))	50,451	28,733
Rental income from operating leases and management and administrative service fee income	10,609	9,629
Operating lease expenses	58	19,879
Consultation service expenses	—	810
Net decrease in advances received from related parties (see Note (ii))	18,946	19,797
Guarantees provided by related parties for the Group's bank loans at the end of the reporting period (see Note 24(a))	—	185,002

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

34 MATERIAL RELATED PARTY TRANSACTIONS

(continued)

(a) Transactions with equity shareholders of the Company and their affiliates (continued)

Further details on loan receivable from a related party and guarantees the Group provided for related parties are set out in Notes 19 and 33, respectively.

(b) Transactions entered into by the Company with subsidiaries of the Group

Net (decrease)/increase in advances granted to subsidiaries (see Note (ii))	授予附屬公司墊款之(減少)/增加淨額(見附註(ii))
Guarantee provided by the Company for a subsidiary's bank loan (Note 24(a))	本公司就一間附屬公司之銀行貸款提供之擔保(附註24(a))

Notes:

- (i) Interest income represented interest charges on the loan receivable from Ginwa Investments.
- (ii) The advances are unsecured, non-interest bearing and have no fixed terms of repayment.

(c) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors as disclosed in Note 8 and the highest paid employee as disclosed in Note 9, is as follows:

Salaries, allowances and benefits in kind	薪金、津貼及實物福利
Retirement scheme contributions	退休計劃供款
Share-based payments	股份付款

Total remuneration is included in "staff costs" (see Note 6(b)).

34 重大關連人士交易(續)

(a) 與本公司股東及彼等聯屬人士進行之交易:(續)

有關應收一名關連人士之貸款及本集團為關連人士提供擔保之進一步詳情分別載於附註19及33。

(b) 本公司與本集團附屬公司進行之交易

2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
(3,736)	797,545
25,439	—

附註:

- (i) 利息收入指應收金花投資貸款之利息費用。
- (ii) 該墊款為無抵押、免息及並無固定還款期。

(c) 主要管理人員薪酬

主要管理人員之薪酬(包括附註8所披露已付予本公司董事之款項及附註9所披露已付予若干最高薪酬僱員之款項)如下:

2013 HK\$'000 二零一三年 千港元	2012 HK\$'000 二零一二年 千港元
15,212	14,918
349	209
8,663	11,870
24,224	26,997

薪酬總額計入「員工成本」內(見附註6(b))。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

34 MATERIAL RELATED PARTY TRANSACTIONS

(continued)

(d) Applicability of the Listing Rules relating to connected transactions

The related party transactions in respect of interest income, rental and management and administrative service fee income from operating leases, operating lease expenses and advances received disclosed above constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the section headed "Connected Transactions" of the Director's report, except for operating lease expenses and advances received which are exempted from the disclosure requirements in Chapter 14A of the Listing Rules.

35 NON-ADJUSTING EVENT AFTER THE REPORTING PERIOD

On 28 March 2014, the directors of the Company have proposed a final dividend. Further details are disclosed in Note 29(b)(i).

36 COMPARATIVE FIGURES

As a result of more information being made available to the Group's management, more expenditure items are able to be allocated to individual segments, and accordingly, certain comparative figures have been adjusted to conform to current year's presentation. Further details are set out in Note 4(b).

37 IMMEDIATE AND ULTIMATE HOLDING COMPANY

On 4 September 2013, BMRL, the previous immediate and ultimate holding company had transferred 336,166,156 ordinary shares of the Company, representing approximately 29.98% equity interests of the Company to Maritime Century Limited ("MCL"), which is incorporated in the Caymans Islands and is a subsidiary of Ginwa Investments. MCL is a company ultimately owned by the same person as BMRL. Accordingly, the directors of the Company consider the immediate and ultimate holding company of the Company at 31 December 2013 to be MCL and Ginwa Investments, respectively. Neither of these companies produces financial statements available for public use.

34 重大關連人士交易 (續)

(d) 上市規則就關於關連交易之適用性

上述披露有關利息收入、租金及經營租賃管理及行政服務收入以及經營租賃費用及已收墊款之關連人士交易構成上市規則第14A章所界定之關連交易或持續關連交易。上市規則第14A章規定之披露載列於董事會報告之「關連交易」一節，惟經營租賃費用以及已收墊款獲豁免遵守上市規則第14A章之披露規定。

35 報告期後之非調整事項

於二零一四年三月二十八日，本公司董事已擬派末期股息。進一步詳情於附註29(b)(i)內披露。

36 比較數字

由於本集團管理層獲更多資料，更多支出項目可分配予個別分部，因此，若干可比較數據經已調整以與本年度的呈列方式保持一致。更多詳情載列於附註4(b)。

37 直接及最終控股公司

於二零一三年九月四日，前直接及最終控股公司BMRL將本公司336,166,156股普通股份(相當於本公司之約29.98%股權)轉讓予Maritime Century Limited(「MCL」)，MCL為一間於開曼群島註冊成立之公司及為金花投資之附屬公司。MCL為一間由與BMRL相同之人士最終擁有之公司。因此，本公司董事認為，本公司於二零一三年十二月三十一日之直接及最終控股公司分別為MCL及金花投資。該等公司並無編製可供公眾使用之財務報表。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

38 POSSIBLE IMPACT OF NEW STANDARDS, AMENDMENTS TO STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2013

Up to the date of issue of these financial statements, the HKICPA has issued a few new standards, amendments to standards and interpretations which are not yet effective for the year ended 31 December 2013 and which have not been adopted in these financial statements.

38 已頒佈但尚未於截至二零一三年十二月三十一日止年度生效之新訂準則、準則之修訂及詮釋之潛在影響

截至刊發該等財務報表日期，香港會計師公會已頒佈多項尚未於截至二零一三年十二月三十一日止年度生效且尚未於該等財務報表採納的新訂準則、準則之修訂及詮釋。

**Effective for
accounting periods
beginning on or after
於下列日期或之後開始
之會計期間生效**

Amendments to HKFRS 10, HKFRS 12 and HKAS 27, <i>Investment entities</i> 香港財務報告準則第10號，香港財務報告則第12號及 香港會計準則第27號（修訂本）「投資主體」	1 January 2014 二零一四年一月一日
Amendments to HKAS 32, <i>Financial instruments: Presentation – Offsetting financial assets and financial liabilities</i> 香港會計準則第32號（修訂本） 「金融工具：呈列－抵銷金融資產及金融負債」	1 January 2014 二零一四年一月一日
<i>Annual improvements to HKFRSs 2010-2012 Cycle</i> 香港財務報告準則二零一零年至二零一二年週期之年度改進	1 July 2014 二零一四年七月一日
<i>Annual improvements to HKFRSs 2011-2013 Cycle</i> 香港財務報告準則二零一一年至二零一三年週期之年度改進	1 July 2014 二零一四年七月一日
HKFRS 9, <i>Financial instruments</i> 香港財務報告準則第9號「金融工具」	Unspecified 未指定

The Group is in the process of making an assessment of what the impact of these new standards, amendments to standards and interpretations is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本公司現正評估該等新訂準則、準則之修訂及詮釋預期對初次應用期間帶來之影響。迄今，本公司認為採納上述修訂不大可能對綜合財務報表造成重大影響。

Notes to the financial statements

財務報表附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元呈列)

38 POSSIBLE IMPACT OF NEW STANDARDS, AMENDMENTS TO STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2013 *(continued)*

In addition, the requirements of Part 9, "Accounts and Audit", of the new Hong Kong Companies Ordinance (Cap. 622) come into operation from the Company's first financial year commencing after 3 March 2014 (i.e. the Company's financial year which will begin on 1 January 2015) in accordance with Section 358 of that Ordinance. The Group is in the process of making an assessment of the expected impact of the changes in the Companies Ordinance on the consolidated financial statements in the period of initial application of Part 9. So far it has concluded that the impact is unlikely to be significant and will primarily only affect the presentation and disclosure of information in the consolidated financial statements.

38 已頒佈但尚未於截至二零一三年十二月三十一日止年度生效之新訂準則、準則之修訂及詮釋之潛在影響 (續)

此外，新香港公司條例(第622章)第9部「賬目及審計」之規定根據條例第358條從本公司於二零一四年三月三日後開始之首個財政年度(即本公司將於二零一五年一月一日開始之財政年度)開始實施。本集團正在評估公司條例之相關變動對首次應用第9部期間綜合財務報表之預期影響。迄今之結論為該影響可能並不重大，僅主要會影響綜合財務報表內資料之呈列及披露。

