

WING TAI PROPERTIES LIMITED

永泰地產有限公司

STOCK CODE 股份代號 369



ANNUAL REPORT

年報 2016

Our brands,
Wing Tai Asia and Lanson Place,
are synonymous with quality
craftsmanship, a result of
the close alignment of values
and seamless cooperation of
our committed professional teams.

We strive to deliver sophisticated
yet warm homes that turn our
customers' dreams into reality.

WE DON'T JUST BUILD,
WE CRAFT.





photo taken at **homantin hillside**





photos taken at **homantin hillside**



photo taken at **homantin hillside**

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CORPORATE INFORMATION

BOARD OF DIRECTORS**Executive Directors**

CHENG Wai Chee, Christopher *GBS OBE JP*
(Chairman)

CHENG Wai Sun, Edward *SBS JP*
(Deputy Chairman and Chief Executive)

CHENG Man Piu, Francis

CHOW Wai Wai, John

NG Kar Wai, Kenneth

Non-Executive Directors

KWOK Ping Luen, Raymond *JP*
(KWOK Ho Lai, Edward as his alternate)

HONG Pak Cheung, William

NG Tak Wai, Frederick

CHEN Chou Mei Mei, Vivien

Independent Non-Executive Directors

Simon MURRAY *CBE*

FANG Hung, Kenneth *GBS CBE JP*

YEUNG Kit Shing, Jackson

Haider Hatam Tyebjee *BARMA GBS CBE ISO JP*

CHENG Hoi Chuen, Vincent *GBS OBE JP*

AUDIT COMMITTEE MEMBERS

YEUNG Kit Shing, Jackson (Chairman)

FANG Hung, Kenneth *GBS CBE JP*

HONG Pak Cheung, William

REMUNERATION COMMITTEE MEMBERS

Simon MURRAY *CBE* (Chairman)

CHENG Wai Chee, Christopher *GBS OBE JP*

CHENG Wai Sun, Edward *SBS JP*

FANG Hung, Kenneth *GBS CBE JP*

YEUNG Kit Shing, Jackson

NOMINATION COMMITTEE MEMBERS

CHENG Hoi Chuen, Vincent *GBS OBE JP* (Chairman)

CHENG Wai Chee, Christopher *GBS OBE JP*

CHENG Wai Sun, Edward *SBS JP*

YEUNG Kit Shing, Jackson

Haider Hatam Tyebjee *BARMA GBS CBE ISO JP*

**COMPANY SECRETARY AND
GROUP LEGAL COUNSEL**

CHUNG Siu Wah, Henry

AUDITOR

PricewaterhouseCoopers

LEGAL ADVISERS TO THE COMPANY

Slaughter and May (as to Hong Kong Laws)

Appleby (as to Bermuda Laws)

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking
Corporation Limited

Bank of China (Hong Kong) Limited

Standard Chartered Bank (Hong Kong) Limited

**PRINCIPAL SHARE REGISTRAR AND
TRANSFER AGENT**

Estera Management (Bermuda) Limited

Canon's Court, 22 Victoria Street

Hamilton HM 12, Bermuda

**HONG KONG BRANCH SHARE
REGISTRAR AND TRANSFER OFFICE**

Tricor Standard Limited

Level 22, Hopewell Centre

183 Queen's Road East

Hong Kong

REGISTERED OFFICE

Canon's Court, 22 Victoria Street

Hamilton HM 12, Bermuda

**HEAD OFFICE AND PRINCIPAL PLACE
OF BUSINESS**

27th Floor, AIA Kowloon Tower

Landmark East

100 How Ming Street

Kwun Tong, Kowloon

Hong Kong



























COMPANY WEBSITE

<http://www.wingtaiproperties.com>

**HONG KONG STOCK EXCHANGE
STOCK CODE**

369

GROUP'S MAJOR INVESTMENTS

	Group's Effective Interest	
Properties		
Property Development		
The Warren	100%	
The Pierre	100%	
Shau Kei Wan (Shan Kei Wan Inland Lot No. 854)	100%	
Siu Sau, Tai Lam, Tuen Mun (Tuen Mun Town Lot No. 435)	100%	
So Kwun Wat Road, Tuen Mun (Tuen Mun Town Lot No. 497)	100%	
Castle Peak Road, Tai Lam, Tuen Mun (Tuen Mun Town Lot No. 523)	70%	
Providence Bay	15%	
Providence Peak	15%	
The Graces • Providence Bay	15%	
Homantin Hillside	50%	
Le Cap	35%	
La Vetta	35%	
Property Investment and Management		
Landmark East	100%	
W Square	100%	
Shui Hing Centre	100%	
Winner Godown Building	100%	
No. 1 Savile Row/7 Vigo Street, London	100%	
8-12 (even) Brook Street, London	100%	
35 Berkeley Square, London	100%	
Central Park, Beijing (33 units)	100%	
10 Fleet Place, London	25%	
3 Cavendish Square, London	33%	
Hospitality Investment and Management		
Lanson Place Hotel, Hong Kong	100%	
Lanson Place Bukit Ceylon Serviced Residences, Kuala Lumpur	50%	
Management Services		
Wing Tai Properties Development	100%	
Lanson Place Hospitality Management	100%	

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FINANCIAL HIGHLIGHTS

	Year ended 31 December		% Change
	2016 HK\$'M	2015 HK\$'M	
Revenue	1,103.3	1,009.2	↑ 9%
Gross profit	824.2	744.9	↑ 11%
Change in fair value of investment properties and financial instruments	709.6	704.7	↑ 1%
Profit before taxation	1,260.4	1,182.3	↑ 7%
Profit attributable to equity holders of the Company	1,146.5	1,099.1	↑ 4%

Earnings per share attributable to equity holders of the Company

Basic	HK\$0.85	HK\$0.82	↑ 4%
Diluted	HK\$0.85	HK\$0.82	↑ 4%

Dividends per ordinary share

Interim	HK4.2 cents	HK4.2 cents	-
Final	HK13.8 cents	HK10.8 cents	↑ 28%
Total	HK18.0 cents	HK15.0 cents	↑ 20%

	At 31 December		% Change
	2016 HK\$'M	2015 HK\$'M	
Total assets	30,776.1	28,220.9	↑ 9%
Total equity	24,312.1	23,347.3	↑ 4%

FIVE YEARS FINANCIAL SUMMARY

The following is a summary of the results and of the assets and liabilities of the Group for each of the five years ended 31 December 2016:

RESULTS	Year ended 31 December				
	2016 HK\$'M	2015 HK\$'M	2014 HK\$'M	2013 HK\$'M	2012 HK\$'M (Note a & b)
Revenue	1,103.3	1,009.2	1,783.5	1,736.2	891.7
Profit before taxation from continuing operations	1,260.4	1,182.3	2,033.1	2,746.2	4,612.1
Taxation	(111.2)	(83.2)	(89.5)	(91.4)	(78.4)
Profit for the year from continuing operations	1,149.2	1,099.1	1,943.6	2,654.8	4,533.7
Profit for the year from discontinued operations	-	-	-	6.4	260.1
Profit for the year	1,149.2	1,099.1	1,943.6	2,661.2	4,793.8
Attributable to:					
Equity holders of the Company					
- From continuing operations	1,146.5	1,099.1	1,943.6	2,654.6	4,476.6
- From discontinued operations	-	-	-	6.4	260.1
Non-controlling interests	1,146.5	1,099.1	1,943.6	2,661.0	4,736.7
- From continuing operations	2.7	-	-	0.2	57.1
	1,149.2	1,099.1	1,943.6	2,661.2	4,793.8
ASSETS AND LIABILITIES	At 31 December				
	2016 HK\$'M	2015 HK\$'M	2014 HK\$'M	2013 HK\$'M	2012 HK\$'M (Note b)
Total assets	30,776.1	28,220.9	27,527.8	26,705.1	23,578.1
Total liabilities	(6,464.0)	(4,873.6)	(4,847.6)	(5,809.9)	(5,216.3)
Non-controlling interests	(3.5)	(1.0)	(1.2)	(1.5)	(2.0)
Equity attributable to the equity holders of the Company	24,308.6	23,346.3	22,679.0	20,893.7	18,359.8

Notes:

- (a) In 2013, the Group's garment manufacturing operations were ceased. Therefore, these operations are presented as discontinued operations according to HKFRS 5 "Non-current assets held for sale and discontinued operations". Prior years' results are re-presented.
- (b) The Group adopted HKFRS 11 "Joint arrangements" with effect from 1 January 2013, and applied retrospectively.

CHAIRMAN'S STATEMENT

Dear Shareholders,

I am pleased to report that the Group's consolidated net profit attributable to shareholders was HK\$1,147 million for the year ended 31 December 2016 and earnings per share was HK\$0.85. The Board of Directors has recommended a final dividend of HK13.8 cents per share. Together with the interim dividend of HK4.2 cents per share, total dividend for the full year will be HK18.0 cents per share, a 20% increase from 2015.

Supported by the pent-up demand in housing, the primary sales in Hong Kong's residential market continued to rebound in the second half of 2016. Building on this momentum, we re-launched Homantin Hillside upon obtaining the occupation permit in June and successfully sold all the remaining typical units and half of the car parking spaces at record-high prices. We also steadily sold the remaining units at The Pierre, The Warren, Providence Bay, Providence Peak and The Graces. In July, we disposed of the Shanghai Upper Riverside development on an en-bloc basis.

To replenish our residential land bank, we acquired through a government land sale tender in June another premium residential site at Castle Peak Road, which is adjacent to our low-density Siu Sau site. The Group is now holding three residential sites with a gross project size close to 720,000 square feet in Tuen Mun district, where various government infrastructure developments are underway, including the Hong Kong-Zhuhai-Macao Bridge offering a new transport linkage between Hong Kong and Pearl River West which will help enhance the economic and sustainable development of the three cities. With the continuous expansion of our development land bank, this will extend our development pipeline beyond 2022.

Amid signs of softening of the Hong Kong economy and concerns over Brexit in Europe, our investment property portfolio in Hong Kong and London continued to achieve steady rental income growth. This was mainly attributable to a well-built solid tenant profile and professional asset

management. Landmark East, our flagship Grade A twin office towers in Kwun Tong, remains benefited from a stable demand for prime office spaces in Kowloon East, as a result of the expansion and relocation of companies from core CBDs which is reinforced by the government development initiatives for Kowloon East. Capitalising on the opportunity offered by the development of the Kowloon East CBD, we submitted a revitalisation plan in early 2016 to convert our Shui Hing industrial building in Kowloon Bay into office use with an aim to optimise our asset value and enhance recurring rental income.

In London, we currently have investments in five office properties, generating steady rental income. To further enhance the rental values and tenant profile, various asset upgrade programmes are in progress, including a complete modernisation of the newly acquired Cavendish Square office building which is scheduled for completion in 2018.

In 2016, our hospitality investment and management business has expanded the management contract portfolio. We signed up two additional management contracts for serviced residences in Mid-Levels in Hong Kong and in central Chengdu, and extended the management contract for seven more years for the luxury residences in Xintiandi in Shanghai.

Finally, I would like to extend my gratitude to our shareholders, board of directors, employees and business partners for their continued support.

Cheng Wai Chee, Christopher
Chairman

Hong Kong, 23 March 2017

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

For the year ended 31 December 2016, the Group's revenue was HK\$1,103 million compared with HK\$1,009 million in 2015. Consolidated profit attributable to equity holders was HK\$1,147 million, an increase of HK\$48 million compared with HK\$1,099 million in 2015.

Property Development

The property development segment revenue was HK\$213 million in 2016 compared with HK\$149 million in 2015. Segment profit before taxation was HK\$51 million compared with HK\$44 million in 2015.

Wholly-owned projects

The Warren, located at 9 Warren Street, Causeway Bay, is a residential and commercial project with a saleable area of approximately 53,000 square feet for 103 residential units and 2 retail shops on the ground floor. In 2016, around 6% of residential units were sold. Cumulatively, as at 31 December 2016, around 96% of the residential units were sold and all retail shops were leased.

The Pierre, located at 1 Coronation Terrace, Mid-Levels West, is a residential project with a saleable area of approximately 29,000 square feet for 77 units. In 2016, around 4% of residential units were sold. Cumulatively, as at 31 December 2016, around 99% of the residential units were sold.

The site in Shau Kei Wan, a prime harbour-front residential site, has a gross floor area of approximately 46,000 square feet. Superstructure work has commenced and the project is scheduled for completion in 2018.

The site in Siu Sau, Tai Lam, Tuen Mun, a low-density residential site, has a gross floor area of approximately 159,000 square feet. Foundation work and site formation work are in progress and the project is scheduled for completion by 2019.

The site on So Kwun Wat Road, Tuen Mun, a medium-density residential site, has a gross floor area of approximately 264,000 square feet. Ground investigation work has completed and tender for foundation work is in progress. The project is scheduled for completion in 2021.

Majority-owned project

In June 2016, the Group won a government tender for a medium-density residential site located at Castle Peak Road, Tai Lam, Tuen Mun with a gross floor area of approximately 294,000 square feet. The project, in which the Group has a 70% interest, has kicked off ground investigation work and is scheduled for completion in 2022.

Joint venture projects

The Group has a 15% interest in each of Providence Bay, Providence Peak and The Graces located at Pak Shek Kok, Tai Po. In 2016, around 9%, 6% and 4% of the residential units of Providence Bay, Providence Peak and The Graces were sold respectively. Cumulatively, as at 31 December 2016, around 94%, 97% and 99% of the residential units of Providence Bay, Providence Peak and The Graces were sold respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

The Group has a 50% interest in Homantin Hillside, located at Hung Hom, which is in close proximity to the Ho Man Tin MTR station of the Kwun Tong Line Extension and the Shatin to Central Link. The project has a saleable area of approximately 128,000 square feet for 173 residential units. In 2016, around 47% of the residential units were sold. Cumulatively, as at 31 December 2016, around 92% of the residential units were sold. The occupation permit and certificate of compliance were obtained in June and September 2016 respectively. Around 96% of the sold residential units were handed over to the buyers. The Group is the lead project manager and lead sales and marketing manager for this project.

The Group has a 35% interest in two low-density residential projects in Kau To, Shatin – newly named as Le Cap and La Vetta – offering a combined gross floor area of approximately 460,000 square feet. The Group is the joint project manager and lead sales and marketing manager for both projects. Superstructure work is in progress and the projects are scheduled for completion in 2017.

Property Investment and Management

The property investment and management segment revenue was HK\$737 million in 2016, an increase of HK\$46 million compared with HK\$691 million in 2015. Segment profit before taxation (including fair value changes) was HK\$1,225 million, compared with HK\$1,215 million in 2015. Excluding fair value changes in investment properties and financial instruments and a one-off disposal gain of HK\$35 million on investment in a joint venture in 2016, segment profit before taxation was HK\$457 million in 2016, an increase of HK\$33 million compared with HK\$424 million in 2015 due to continued growth in rental rates.

Wholly-owned properties in Hong Kong

As at 31 December 2016, the Group's portfolio of investment properties, comprising 1.5 million square feet of Grade A office buildings and 0.7 million square feet of industrial buildings, had an aggregate fair market valuation of around HK\$19,000 million.

Landmark East is the Group's flagship property located in Kowloon East. This property is a Grade A office complex comprising twin towers of 36 floors and 34 floors respectively with a total gross floor area of approximately 1,338,000 square feet and 454 car parking spaces. As at 31 December 2016, the property achieved an occupancy of approximately 93%. An average rental upward reversion of approximately 30% was achieved for the leases renewed in 2016. Around 21% of leases will expire in 2017 and will be subject to renewal on prevailing market terms.

Located at Hennessy Road in the heart of Wan Chai, W Square offers a gross floor area of approximately 129,000 square feet of office and retail space. As at 31 December 2016, the property achieved full occupancy.

The Group has two industrial buildings, Winner Godown Building in Tsuen Wan and Shui Hing Centre in Kowloon Bay, with a combined gross floor area of approximately 684,000 square feet. As at 31 December 2016, the two properties achieved an average occupancy of approximately 86%.

Wholly-owned properties in London, the United Kingdom

The commercial property located at Savile Row/Vigo Street, West End, has a net internal area of approximately 14,000 square feet of Grade A office and retail space.

The high-end commercial property located at Brook Street, West End, offers easy access to the upcoming Bond Street Station of London Crossrail and has a net internal area of approximately 19,000 square feet of Grade A office and retail space.

The commercial property located at Berkeley Square, West End, has a net internal area of approximately 7,900 square feet of Grade A office space.

As at 31 December 2016, the above three wholly-owned properties achieved an average occupancy of approximately 94%.

Joint venture properties in London, the United Kingdom

The Group has a 25% interest in a commercial property located at Fleet Place, the City. The property has a net internal area of approximately 186,000 square feet of Grade A office and retail space. As at 31 December 2016, the property achieved full occupancy.

In January 2016, the Group acquired a 33% interest in a 6-storey commercial property located at Cavendish Square, London. The property has a net internal area of approximately 11,000 square feet of Grade A office space. The property is currently vacant under refurbishment and expansion works which are scheduled for completion in the first half of 2018.

Joint venture project in China

In July 2016, the Group disposed of its entire 50% interest in Upper Riverside, a luxury apartment building located at Lujiazui, Pudong, Shanghai. The disposal was completed in August 2016 with an estimated gain on disposal of approximately HK\$35 million.

Hospitality Investment and Management

The hospitality investment and management segment revenue was HK\$131 million in 2016 compared with HK\$147 million in 2015. Segment loss before taxation (including fair value changes) was HK\$3 million in 2016, a decrease of HK\$19 million compared with HK\$22 million in 2015. Excluding fair value changes in investment properties and financial instruments, as well as a one-off disposal gain of HK\$58 million on investment in an associate in 2015 only, segment profit before taxation was HK\$22 million in 2016, compared with HK\$20 million in 2015.

Lanson Place Hotel in Hong Kong recorded a stable occupancy but average rental rates were under pressure in line with the continued softening hotel market.

The Group has a 50% interest in Lanson Place Bukit Ceylon Serviced Residences in Kuala Lumpur, which recorded growing occupancy as well as average rental rates.

MANAGEMENT DISCUSSION AND ANALYSIS

Upon the expiry of an 8-year management contract in June 2016, Lanson Place Central Park Serviced Residences in Beijing ceased its serviced residences operation.

In February 2016, a 10-year management contract was signed to manage a serviced residence project of 213 units at Two MacDonnell Road, Mid-Levels, Hong Kong. The management period commenced from March 2016.

Lanson Place currently manages 5 serviced residences in Shanghai. In July 2016, the contract for managing Lanson Place Jinlin Tiandi Serviced Residences in Puxi, Shanghai, was extended for another 7 years.

In August 2016, an 8-year management contract was signed to manage a serviced residence project of 162 units situated in the main financial district of Luomashi, Chengdu. The project is targeted to open in the first half of 2017.

Lanson Place Hospitality Management and the properties under the brand continue to be well recognised by travellers. Lanson Place Bukit Ceylon Serviced Residences in Kuala Lumpur garnered the “Country Winner in Luxury Serviced Apartments” title at the World Luxury Hotel Awards 2016. Furthermore, four of our properties in Shanghai were named the “Outstanding Apartments” at the 2016 Luxury Homes of China Awards by City Weekend magazine.

Others

This segment represents investing activities and unallocated corporate expenses including central management and administrative function. Segment revenue was HK\$22 million in 2016, staying at the same level as 2015. Segment loss before taxation (including fair value changes) was HK\$12 million in 2016, a decrease of HK\$42 million compared with HK\$54 million in 2015. Excluding fair value change in financial instruments, segment loss before taxation was HK\$23 million in 2016, a decrease of HK\$49 million compared with HK\$72 million in 2015 due to an absorption of more corporate expenses by various business segments in 2016.

FINANCIAL REVIEW

Liquidity and Financial Resources

The Group's net assets totalled HK\$24,312 million as at 31 December 2016 (2015: HK\$23,347 million). The increase of HK\$965 million is mainly resulted from the profit for the year of HK\$1,149 million and a net fair value gain arising from the revaluation of available-for-sale financial assets of HK\$14 million, offset by the distribution of the 2015 final dividend and 2016 interim dividend of HK\$202 million.

As at 31 December 2016, the Group's bank and other borrowings totalled HK\$5,185 million (2015: HK\$3,766

million). The maturity profile of the Group's bank and other borrowings is set out below:

	31 December 2016		31 December 2015	
	HK\$ million	%	HK\$ million	%
Repayable:				
Within one year	477	9%	440	12%
Between one and two years	712	14%	490	13%
Between two and five years	1,725	33%	983	26%
After five years	2,271	44%	1,853	49%
	5,185	100%	3,766	100%

As at 31 December 2016, the Group's net borrowings (bank and other borrowings less bank balances and cash) were HK\$3,502 million (2015: HK\$1,692 million), representing 14.4% of the Group's net assets (2015: 7.2%). The increase in gearing ratio is mainly due to the settlement for acquisitions of land plots in 2016, resulting in an increase in bank and other borrowings and a decrease in bank balances and cash. Interest for the Group's

bank borrowings is mainly on a floating rate basis while interest for the Group's bonds is on a fixed rate basis. The Group will closely monitor the exposure to interest rate fluctuations and, if appropriate, hedge by interest rate swap contracts to the extent desirable.

The Group's bank balances and cash as well as unutilised revolving loan facilities are set out as follows:

	31 December 2016 HK\$'M	31 December 2015 HK\$'M
Bank balances and cash	1,683	2,074
Unutilised revolving loan facilities	2,193	2,194
	3,876	4,268

MANAGEMENT DISCUSSION AND ANALYSIS

Foreign Currencies

The Group principally operates in Hong Kong, and as a result, has immaterial exposure to exchange rate fluctuations. The Group conducts its business mainly in Hong Kong dollars, and to a lesser extent Renminbi, UK pounds, Singapore dollars and Malaysia Ringgits. For transactions in foreign currencies, the Group will closely monitor the exposure and, if appropriate, hedge by local currency financing and other financial instruments to the extent desirable. In particular, exposure to investments in foreign operations in the United Kingdom is substantially covered by local currency financing and forward exchange contracts.

Contingent Liabilities

As at 31 December 2016, the Group had contingent liabilities of HK\$2,497 million (2015: HK\$3,135 million) in respect of guarantees given by the Company for banking facilities granted to certain joint ventures. The guarantees were given severally and in proportion to the Group's equity interests in the joint ventures.

Pledge of Assets

As at 31 December 2016, the Group's advances to joint ventures of HK\$1,171 million (2015: HK\$1,693 million) were subordinated to the loan facilities of joint ventures and assigned. The shares in these joint ventures beneficially owned by the Group are pledged to the financial institutions.

As at 31 December 2016, several of the Group's investment properties, properties for sale and other financial assets with carrying values of HK\$5,187 million, HK\$3,427 million and HK\$257 million, respectively, were pledged to secure credit facilities for the Group.

PROSPECTS

In 2017, Hong Kong's economy is set to be affected by the upcoming Chief Executive election in the territory and by global uncertainties following the Brexit vote and the new Trump Administration in the U.S.. Any substantial step-up in the U.S. interest rate hikes and tightening of capital outflows by the Beijing authorities may slow the current robust primary residential market, even though we expect the market can sustain itself in the near term with mortgage interest rates being at their lows and domestic pent-up demand remaining strong.

In 2017, we are committed to completing and launching our two luxury residential projects at the peak of Kau To Shan – Le Cap and La Vetta – which offer a mix of well-designed houses and apartments. We will also capture the right market windows to sell the remaining units of existing completed projects.

Despite an increase in office supply in Kowloon East in 2017, Landmark East will continue to enjoy positive rental growth upon rent review or lease renewals. Upon completion of the Shui Hing revitalisation (pending approval) and Cavendish Square modernisation work, our recurring rental income and capital value will be further enhanced after 2018.

Recent public tenders in Hong Kong have resulted in record highs for the number of participating developers and winning prices, due to the keen competition from mainland China developers. As always, we will adopt a proactive yet cautious approach to the acquisition of residential and commercial sites or properties for expansion in Hong Kong. We will continue to look for investment opportunities in London and other gateway cities.

With a solid and healthy balance sheet, we will continue to exercise prudent financial management to optimise our resource allocation for expansion and enhancement of our balanced asset portfolio to grow our development pipeline and recurring rental income base.

KEY RISKS AND UNCERTAINTIES

The Group's business, financial conditions or results of operations are affected by a number of key risks and uncertainties outlined below. There may be other risks or uncertainties, including those which are not known to the Group or which the Group currently deems to be immaterial but may affect the Group in future.

Business Risks

Property development

A majority of the Group's assets are located in, and a majority of the Group's revenue is derived from Hong Kong. As a result, the general state of Hong Kong and the property market, the interest rate changes and the political and legal situations in Hong Kong may have a significant impact on the Group's operating results and financial condition.

The Group's activities on its development properties are also subject to various laws and regulations of Hong Kong. Developing properties, refurbishment and other re-development projects require government permits. The government may introduce property cooling measures from time to time which may have a significant impact on the property market and may adversely affect the Group's property sales performance and financial condition.

Property investment and hospitality investment business

Financial performance may be materially and adversely affected in the event of a decline in rental or occupancy levels, or difficulties in securing lease renewals or obtaining new tenants. The Group cannot be assured that existing tenants will renew their leases upon expiration or that the Group will be able to find replacement tenants at rental rates equal to or above the current rental rates for tenancies.

CORPORATE SOCIAL RESPONSIBILITY

Employees

As at 31 December 2016, the Group had approximately 520 employees. The Group offers comprehensive remuneration and benefit packages to its employees, which are structured according to prevailing salary levels in the market, individual merit and performance. The Group has a mandatory provident fund scheme and an occupational retirement scheme to provide retirement benefits to all employees in Hong Kong.

Employees, including directors, are eligible for the Company's share option plan where the options are generally exercisable by phases within ten years.

MANAGEMENT DISCUSSION AND ANALYSIS

Communities

The Group takes pride in being an outstanding member of the communities in which it operates. As such, the Group has introduced a number of initiatives under its Corporate Social Responsibility mission and shall continue to seek innovative and meaningful ways to engage its employees and associates in building stronger and more vibrant communities.

The Group's 2016 activities covered the followings:

- Ronald McDonald House Visit
- Blood Donation Day
- Art Therapy Workshop
- Elderly Home Visit
- Heifer Race to Feed

Environment

This year the Group also signed up as a member of "Friends of the Earth". As an Earth Partner, we are committed to supporting and contributing to environment protection by going "Green" at the workplace.

Compliance with Laws and Regulations

The Group is committed to complying with all relevant rules and regulations issued by the Government of the Hong Kong Special Administrative Region in relation to construction of properties, sales of properties, property management and employees, etc. The Group also holds relevant required licences for the provision of hospitality services. Relevant employees are trained to any changes in the applicable laws, rules and regulations from time to time.

Relationship with Suppliers

The selection of major suppliers or contractors is conducted through tendering process in all the Group's segments. The Internal Audit Department of the Group regularly reviews the procurement and tendering procedures to ensure that the processes are conducted in an open and fair manner.

Relationship with Customers

For our residential development projects, the Group has comprehensive hand-over procedures to ensure delivery of quality products to our customers.

For our commercial and residential estate management and hospitality management, the Group obtains regular feedback from customers in order to enhance quality of services.

OTHERS

In respect of Code Provision C.1.4 of Corporate Governance Code under Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, discussion and analysis of the Group's performance during the year and corporate strategies are set out in "Chairman's Statement" on pages 12 and "Management Discussion and Analysis" on pages 13 to 20.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

EXECUTIVE DIRECTORS

Dr. CHENG Wai Chee, Christopher *GBS OBE JP*, aged 68, was appointed Chairman of the Company in 1991. Dr. Cheng is a member of the Remuneration Committee and Nomination Committee of the Company. He is also a director of certain members of the Group. Dr. Cheng is an independent non-executive director of NWS Holdings Limited and Kingboard Chemical Holdings Limited. He is also an independent non-executive director of The Hongkong and Shanghai Banking Corporation Limited. Dr. Cheng holds a Doctorate in Social Sciences *honoris causa* from The University of Hong Kong and a Doctorate in Business Administration *honoris causa* by The Hong Kong Polytechnic University. He graduated from the University of Notre Dame, Indiana with a BBA degree, and from Columbia University, New York with an MBA degree.

Dr. Cheng plays an active role in public service. He is a member of the Judicial Officers Recommendation Commission of the Government of the HKSAR. Dr. Cheng is a member of the board of overseers of Columbia Business School, a member of the President's Council on International Activities of the Yale University and a member of the International Advisory Board of the Hong Kong Polytechnic University. He is also a steward of the board of The Hong Kong Jockey Club.

Dr. Cheng is a brother of Mr. Cheng Wai Sun, Edward and Mr. Cheng Man Piu, Francis. He is a director of Wing Tai Corporation Limited, Renowned Development Limited, Wing Tai (Cheng) Holdings Limited and Brave Dragon Limited which are substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO").

Mr. CHENG Wai Sun, Edward *SBS JP*, aged 61, was appointed executive director and Chief Executive in 1994 and Deputy Chairman of the Company in 2007. Mr. Cheng is a member of the Remuneration Committee and Nomination Committee of the Company and a director of certain members of the Group. He is also an independent non-executive director of Orient Overseas (International) Limited and Standard Chartered Bank (Hong Kong) Limited. Mr. Cheng has a master's degree from Oxford University. He was qualified as a solicitor in England and Wales as well as in Hong Kong.

Mr. Cheng has many years of public service experience in urban renewal, housing, finance, corruption prevention, technology and education. He is currently a board member of the Airport Authority Hong Kong and a member of the Commission on Strategic Development of the Government of the HKSAR. Mr. Cheng was appointed as a non-executive director of the Securities and Future Commission with effect from 1 January 2017. He is a Justice of the Peace, and has been awarded the Silver Bauhinia Star by the Government of the HKSAR.

Mr. Cheng is a brother of Dr. Cheng Wai Chee, Christopher and Mr. Cheng Man Piu, Francis.

Mr. CHENG Man Piu, Francis, aged 64, was appointed executive director of the Company in 1991 and is also a director of two members of the Group. Mr. Cheng graduated from the University of Wisconsin with a Bachelor of Science degree in Industrial Engineering and an MBA degree. He is the Vice-Chairman of The Federation of Hong Kong Garment Manufacturers, a general committee member of The Chinese Manufacturers' Association of Hong Kong and Textile Council of Hong Kong. Mr. Cheng ceased to be a member of The Accountancy Training Board of the Vocational Training Council with effect from 31 March 2017.

Mr. Cheng is a brother of Dr. Cheng Wai Chee, Christopher and Mr. Cheng Wai Sun, Edward. He is the Assistant Managing Director of Wing Tai Corporation Limited and a director of Renowned Development Limited and Wing Tai (Cheng) Holdings Limited. The aforementioned companies are substantial shareholders of the Company within the meaning of Part XV of the SFO.

Mr. CHOW Wai Wai, John, aged 67, was appointed executive director of the Company in 2007. He is the Managing Director of the Group's Property Investment and Management Division and a director of certain members of the Group. Mr. Chow graduated with a Bachelor of Arts (Economics) degree from the University of British Columbia. He is also a non-executive director of Dah Sing Financial Holdings Limited and ARA Trust Management (Suntec) Limited (Manager of the Singapore listed Suntec Real Estate Investment Trust). Mr. Chow has over 30 years of experience in the property investment and management business.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Mr. Chow is the son of Mr. Chow Chung Kai and Mrs. Chow Yu Yue Chen and a director of Farnham Group Limited (“Farnham”) and Gala Land Investment Company Limited (“Gala”). Mr. Chow Chung Kai, Mrs. Chow Yu Yue Chen, Farnham and Gala are the substantial shareholders of the Company within the meaning of Part XV of the SFO.

Mr. NG Kar Wai, Kenneth, aged 61, was appointed executive director of the Company in January 2015. He is the Managing Director of the Group’s Property Division and a director of a number of members of the Group. He is a seasoned Chartered Civil Engineer with considerable expertise in the development and construction of a variety of properties, ranging from commercial and residential to hospitality developments, in Hong Kong, Mainland China and other Asian cities. Prior to joining the Company, Mr. Ng worked for various well-known property development and construction companies including Shangri-La Hotels and Resorts Group, CITIC Pacific Limited, Hsin Chong Construction Group and Swire Properties Limited.

A Registered Structural Engineer and Chartered Engineer, Mr. Ng is a member of the Hong Kong Institution of Engineers, Institution of Civil Engineers, UK and Institution of Structural Engineers, UK and an Adjunct Professor, Department of Real Estate and Construction, The University of Hong Kong.

NON-EXECUTIVE DIRECTORS

Mr. KWOK Ping Luen, Raymond JP, aged 63, was appointed non-executive director of the Company in 1991. He is the Chairman and Managing Director of Sun Hung Kai Properties Limited (“SHKP”) (a substantial shareholder of the Company within the meaning of Part XV of the SFO). Mr. Kwok holds a Master of Arts degree in Law from Cambridge University, a Master’s degree in Business Administration from Harvard University, an Honorary Doctorate degree in Business Administration from The Open University of Hong Kong and an Honorary Doctorate degree in Laws from The Chinese University of Hong Kong. Mr. Kwok is the Chairman and an executive director of SUNeVision Holdings Ltd. He is also the Chairman and a non-executive director of SmarTone Telecommunications Holdings Limited, and a non-executive director of Transport International Holdings Limited.

In civic activities, Mr. Kwok is a director of The Real Estate Developers Association of Hong Kong and a member of the Council of The Chinese University of Hong Kong.

Mr. Kwok is the father of Mr. Kwok Ho Lai, Edward.

Mr. KWOK Ho Lai, Edward, aged 36, was appointed as the alternate director to Mr. Kwok Ping Luen, Raymond (“Mr. Raymond Kwok”) of the Company since April 2015. He holds a Bachelor of Arts degree from Yale University and a Postgraduate Diploma in Professional Accountancy from The Chinese University of Hong Kong. His professional qualifications include being both a member of the Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales. Mr. Kwok is the alternate director to Mr. Raymond Kwok of SHKP and is a sales and project manager of SHKP group responsible for feasibility study, marketing and planning of new residential projects of SHKP group in Hong Kong. SHKP is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Before joining SHKP group, Mr. Kwok worked in a major international audit firm. He is a son of Mr. Raymond Kwok.

Mr. HONG Pak Cheung, William, aged 62, was appointed non-executive director of the Company in 2002. Mr. Hong is a member of the Audit Committee of the Company. He received a Bachelor of Science degree in Mathematics from the University of Saskatchewan in Canada and completed the Advanced Management Program at Harvard University Graduate School of Business. Mr. Hong currently holds the position of Manager at SHKP (a substantial shareholder of the Company within the meaning of Part XV of the SFO).

Mr. NG Tak Wai, Frederick, aged 59, acted as executive director from 1995 and was re-designated as a non-executive director of the Company in April 2011. He graduated from Georgetown University with a BSBA degree, and also graduated from Columbia University with an MBA degree. Mr. Ng has held senior management positions in various garment manufacturing and distribution companies affiliated with the Wing Tai Group in Hong Kong. His background is in manufacturing operations and management information systems.

Mr. Ng is a director of certain subsidiaries of Wing Tai Corporation Limited, which is a substantial shareholder of the Company within the meaning of Part XV of the SFO.

Mrs. CHEN Chou Mei Mei, Vivien, aged 67, was appointed non-executive director of the Company in 2012 and has been with the Group since 2007. She graduated with a Bachelor of Arts degree from the University of Colorado in the United States of America and has over 30 years' experience in investments, in particular, property related investments. Mrs. Chen is an independent non-executive director of New Silkroutes Group Limited (formerly known as Digiland International Limited) (listed on the Singapore Exchange).

Mrs. Chen is a director of Farnham and Gala which are the substantial shareholders of the Company within the meaning of Part XV of the SFO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Simon MURRAY CBE, aged 76, was appointed independent non-executive director of the Company in 1994. Mr. Murray is the Chairman of the Remuneration Committee of the Company. He is the Non-Executive Chairman of General Enterprise Management Services Limited, a private equity fund management company. Mr. Murray is an independent non-executive director of Orient Overseas (International) Limited, Spring Asset Management Limited (Manager of the listed Spring Real Estate Investment Trust), Cheung Kong Property Holdings Limited and IRC Limited. He is also a non-executive director of Greenheart Group Limited, China LNG Group Limited and Compagnie Financière Richemont SA (listed on SWX Swiss Exchange). Mr. Murray has been the Executive Chairman of Asia Pacific for the Deutsche Bank Group. He was the Group Managing Director of Hutchison Whampoa Limited for 10 years.

Mr. FANG Hung, Kenneth GBS CBE JP, aged 78, was appointed independent non-executive director of the Company in 1997. Mr. Fang is a member of the Audit Committee and Remuneration Committee of the Company. He is the Chairman of Fang Brothers Holdings Limited and Yeebo (International Holdings) Limited. He graduated from Massachusetts Institute of Technology, U.S.A. with a Master's degree in Chemical Engineering. Mr. Fang was also conferred an Honorary Degree of Doctor of Business Administration by The Hong Kong Polytechnic University in 2005 and an Honorary Degree of Doctor by The Nanjing University in 2014. He is an Honorary Chairman of the Hong Kong Textile Council and an Honorary President of the Hong Kong Woollen and Synthetic Knitting Manufacturers' Association.

Mr. YEUNG Kit Shing, Jackson, aged 67, was appointed independent non-executive director of the Company in 2004. He is the Chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company. Mr. Yeung has over 25 years of experience in finance and accounting. He is a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Yeung holds a Master of Professional Accounting degree from The Hong Kong Polytechnic University.

Mr. Haider Hatam Tyebjee BARMA GBS CBE ISO JP, aged 73, was appointed independent non-executive director of the Company in 2012 and has been with the Group since 2007. He is a member of the Nomination Committee of the Company. Mr. Barma graduated with a Bachelor of Arts degree from The University of Hong Kong and worked in the Hong Kong government for 30 years. After retiring from the civil service in 1996, he served as Chairman of the Public Service Commission from August 1996 to April 2005. Mr. Barma then served as Chief Executive Officer of the Hong Kong Research Institute of Textiles and Apparel from April 2006 to July 2012.

DIRECTORS AND SENIOR MANAGEMENT PROFILE

Mr. CHENG Hoi Chuen, Vincent *GBS OBE JP*, aged 68, was appointed independent non-executive director and Chairman of the Nomination Committee of the Company in February 2013. He graduated with a Bachelor of Social Science degree in Economics from The Chinese University of Hong Kong and a Master's degree of Philosophy in Economics from The University of Auckland. Mr. Cheng is an independent non-executive director of MTR Corporation Limited, Great Eagle Holdings Limited, CLP Holdings Limited, Hui Xian Asset Management Limited (Manager of the publicly listed Hui Xian Real Estate Investment Trust), China Minsheng Banking Corp., Ltd., Shanghai Industrial Holdings Limited and CK Hutchison Holdings Limited.

Mr. Cheng is the former chairman of The Hongkong and Shanghai Banking Corporation Limited and the former chairman of HSBC Bank (China) Limited.

Mr. Cheng was a member of the Executive Council, the Legislative Council of the Hong Kong government and Hong Kong Affairs Adviser to the People's Republic of China.

SENIOR MANAGEMENT

Ms. FUNG Ching Man, Janet, aged 54, joined the Group in 2007. She is the Chief Financial Officer and a director of a number of members of the Group. Ms. Fung is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia.

Mr. CHUNG Siu Wah, Henry, aged 62, joined the Group in 1993. He is the Group Legal Counsel and Company Secretary of the Company and a director of a number of members of the Group. Mr. Chung holds a Master's Degree in Electronic Commerce and Internet Computing from The University of Hong Kong, a Bachelor's Degree in Laws from University of London, a Bachelor's Degree and a Master's Degree in Business Administration from The Chinese University of Hong Kong and a Bachelor's Degree in Laws from Tsinghua University. He is a Barrister, a Certified Accountant and a Chartered Secretary.

Mr. LEUNG Chun Keung, Andrew, aged 60, joined the Group in 2005. He is the Executive Director of China Investment and also a director of a couple of members of the Group. Mr. Leung is responsible for overseeing the Group's investments in China. Prior to joining the Group, he was an executive director of Sunday Communications Limited. Mr. Leung graduated from The University of Hong Kong with an Honours Bachelor's degree in Laws and a Post Graduate Certificate in Laws and was qualified as a solicitor in New South Wales, Australia, the United Kingdom and Hong Kong.

Mrs. LI Kan Fung Ling, Karen, aged 55, is the Executive Director of Lanson Place, the hospitality management arm of the Group. She is also the Director of Corporate Development and a director of a few members of the Group. Joining the Group in 1994, Mrs. Li has helped found Lanson Place. She has been responsible for the Group's corporate branding and hospitality projects ever since. She has 30 years of international experience in strategic planning and operations relating to luxurious residential and hotel projects. Mrs. Li has previously helped Wharf Hotels Investment Limited (H.K.) and Hilton Hotels Corporation (Beverly Hills, U.S.A.) in setting up flagship projects. She holds a BBA degree with distinction in Hotels and Tourism Management from University of Hawaii and a MBA degree in Finance and International Business from George Washington University, Washington, D.C.

Mr. Marc Rudolf HEDIGER, aged 59, joined the Lanson Place Hospitality Management Limited, the hospitality management arm of the Group, as Chief Executive Officer in 2011. He is also a director of two members of the Group.

Mr. Hediger has over 30 years of experience in the hospitality industry covering operations, branding, as well as business & project development. He was with Hyatt International Hotels for 17 years before joining HPL Holdings in Singapore, Movenpick Hotels and Shangri-La Hotels Worldwide at senior level. Prior to joining the Group, Mr. Hediger was Senior Vice President of Product and Development at New World Hospitality. He graduated from Ecole Hoteliere de Lausanne, Switzerland and holds a degree in Hotel Management.

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES

The principal activity of the Company during the year was, and as of the date of this report is, investment holding. Its principal subsidiaries are engaged in property development, property investment and management and hospitality investment and management. The Company and its subsidiaries are hereinafter collectively referred to as the Group.

The Group's joint ventures and associates are principally engaged in property investment, property development and hospitality investment.

Details of the Company's principal subsidiaries, the Group's principal joint ventures and associates at 31 December 2016 are set out in notes 18(a), 40 and 41 to the financial statements.

BUSINESS REVIEW

A review of the business of the Group during the year, a discussion on the Group's future business development, principal risks and uncertainties that the Group may be facing and particulars of important events affecting the Group that have occurred since the end of the financial year are provided in the Chairman's Statement on page 12 and Management Discussion and Analysis on pages 13 to 20 of this annual report.

An analysis of the Group's performance during the year using financial key performance indicators is provided in the Financial Highlights on page 10 and Management Discussion and Analysis on pages 13 to 20 of this annual report.

Discussions on the Group's environmental policies and performance, an account of the Group's relationships with its key stakeholders that have a significant impact on the Group and on which the Group's success depends and compliance with the relevant laws and regulations which have a significant impact on the Group are also provided in the Management Discussion and Analysis on pages 13 to 20 of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2016 are set out in the consolidated income statement on page 58.

An interim dividend of HK4.2 cents (2015: HK4.2 cents) per share, amounting to a total of about HK\$56.4 million, was paid to shareholders on 5 October 2016.

The Directors recommend the payment of a final dividend of HK13.8 cents per share for the year ended 31 December 2016 (2015: HK10.8 cents per share) to shareholders whose names appear on the register of members of the Company on 15 June 2017, which together with the interim dividend payment amounts to a total of approximately HK\$241.8 million. Subject to the passing of the relevant resolution at the forthcoming annual general meeting, such dividend will be payable to shareholders on or around 30 June 2017.

SHARES ISSUED IN THE YEAR

Details of the shares issued during the year as the result of exercise of incentive share awards are set out in notes 31 to 32 to the financial statements.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company as at 31 December 2016, calculated under the Companies Act 1981 of Bermuda amounted to HK\$2,505 million (2015: HK\$2,721.7 million).

DIRECTORS' REPORT

PROPERTIES

Details of the properties held for development and/or sale and for investment purposes are set out on pages 136 to 140.

DONATIONS

During the year, the Group made charitable and other donations totaling HK\$0.1 million.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors of the Company during the year were, and as of the date of this report are, as follows:

Executive Directors:

Cheng Wai Chee, Christopher *GBS OBE JP (Chairman)*
Cheng Wai Sun, Edward *SBS JP (Deputy Chairman and Chief Executive)*
Cheng Man Piu, Francis
Chow Wai Wai, John
Ng Kar Wai, Kenneth

Non-Executive Directors:

Kwok Ping Luen, Raymond *JP (Kwok Ho Lai, Edward as his alternate)*
Hong Pak Cheung, William
Ng Tak Wai, Frederick
Chen Chou Mei Mei, Vivien

Independent Non-Executive Directors:

Simon Murray *CBE*
Fang Hung, Kenneth *GBS CBE JP*
Yeung Kit Shing, Jackson
Haider Hatam Tyebjee Barma *GBS CBE ISO JP*
Cheng Hoi Chuen, Vincent *GBS OBE JP*

In accordance with Bye-law 100(A) of the Company's Bye-laws and code provision A.4.2 of Corporate Governance Code ("CG Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), Cheng Man Piu, Francis, Chow Wai Wai, John, Kwok Ping Luen, Raymond, Ng Tak Wai, Frederick and Yeung Kit Shing, Jackson will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

None of the Directors being proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

PERMITTED INDEMNITY

A permitted indemnity provision (as defined in section 467 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) for the benefit of the directors of the Group is currently in force and was in force during the year.

A Directors and Officers Liability Insurance Policy against potential costs and liabilities arising from claims brought against the directors of the Group is in place.

PUBLIC FLOAT

As at the latest practical date prior to the issue of this annual report, the Company maintained the prescribed public float under the Listing Rules on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company.

DIRECTORS’ AND CHIEF EXECUTIVE’S INTERESTS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2016, the interests of the Directors and the Chief Executive of the Company in shares and underlying shares of the Company as recorded in the register required to be kept under section 352 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 of the Listing Rules are as follows:

Interests in the Company

Director	Number of shares held					Number of underlying shares held under equity derivatives (Note f)	Aggregate interests	Approx. percentage of the issued share capital (Note a)
	Personal interests	Family interests	Corporate interests	Other interests				
Cheng Wai Chee, Christopher	10,889,816	-	-	462,488,185 (Note b)	1,958,750	475,336,751	35.38%	
Cheng Wai Sun, Edward	8,822,481	-	-	462,488,185 (Note b)	1,958,750	473,269,416	35.23%	
Cheng Man Piu, Francis	-	-	-	462,488,185 (Note b)	-	462,488,185	34.42%	
Chow Wai Wai, John	448,252	-	-	-	384,750	833,002	0.06%	
Ng Kar Wai, Kenneth	-	-	-	-	1,328,000	1,328,000	0.10%	
Kwok Ping Luen, Raymond	-	-	-	9,224,566 (Note c)	-	9,224,566	0.69%	
Kwok Ho Lai, Edward (Alternate Director to Kwok Ping Luen, Raymond)	-	-	-	9,736,566 (Note d)	-	9,736,566	0.72%	
Ng Tak Wai, Frederick	278,391	1,016,000	-	313,666 (Note e)	-	1,608,057	0.12%	

DIRECTORS' REPORT

Notes:

- (a) The total number of issued shares in the capital of the Company (the "Shares") as at 31 December 2016 was 1,343,476,279.
- (b) Cheng Wai Chee, Christopher, Cheng Wai Sun, Edward and Cheng Man Piu, Francis, being beneficiaries of a family trust, were deemed to be interested in 462,488,185 Shares beneficially owned by Brave Dragon Limited, Wing Tai Retail Pte. Ltd. and Crossbrook Group Limited as set out under the section headed Substantial Shareholders' Interests below. The same represented the same interests and was therefore duplicated amongst these three directors for the purpose of Part XV of the SFO.
- (c) Kwok Ping Luen, Raymond was deemed to be interested in 9,224,566 Shares by virtue of being a beneficiary of a trust for the purpose of Part XV of the SFO. As this trust is one of the discretionary trusts referred to in Note (d) below, these 9,224,566 Shares represented the same interests and were therefore duplicated between Kwok Ping Luen, Raymond and Kwok Ho Lai, Edward for the purpose of Part XV of the SFO.
- (d) Kwok Ho Lai, Edward was deemed to be interested in 9,736,566 Shares by virtue of being a beneficiary of certain discretionary trusts for the purpose of Part XV of the SFO – see Note (c) above.
- (e) 313,666 Shares were held by Ng Tak Wai, Frederick jointly with his spouse.
- (f) These interests represented the interests in underlying shares in respect of the share options and incentive shares granted by the Company to these director. Details of which are set out in the section below headed Equity - Linked Agreements.

Save as disclosed herein, as at 31 December 2016, none of the Directors or the Chief Executive of the Company had or was deemed to have any interest or short position in the shares, underlying shares and debentures of the Company as recorded in the register required to be kept under section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreements entered into during the year or subsisting at as 31 December 2016 are set out below:

Share Option Plan

Under the Share Option Plan of the Company adopted by the shareholders of the Company on 27 October 2015 ("Share Option Plan"), the Board of Directors of the Company or a duly authorised committee thereof may, in its absolute discretion, grant options to directors, employees, officers, consultants, former directors, former employees, former officers or former consultants of any members of the Group to subscribe for shares of the Company.

Outstanding Share Options

Details of the share options granted and summary of movements of the outstanding share options for the year ended 31 December 2016 under the Share Option Plan are as follows:

	Date of grant	Exercise price per share option (HK\$)	Closing price of Shares immediately before the date of grant (HK\$)	Exercise period	Number of share options				
					As at 1.1.2016	Granted during the year	Exercised during the year	Cancelled/lapsed during the year	As at 31.12.2016
Director									
Cheng Wai Chee, Christopher	18.3.2016	4.48	4.35	25.1.2017 to 17.3.2026	-	247,250	-	-	247,250
	18.3.2016	4.48	4.35	25.1.2018 to 17.3.2026	-	247,250	-	-	247,250
	18.3.2016	4.48	4.35	25.1.2019 to 17.3.2026	-	494,500	-	-	494,500
Cheng Wai Sun, Edward	18.3.2016	4.48	4.35	25.1.2017 to 17.3.2026	-	247,250	-	-	247,250
	18.3.2016	4.48	4.35	25.1.2018 to 17.3.2026	-	247,250	-	-	247,250
	18.3.2016	4.48	4.35	25.1.2019 to 17.3.2026	-	494,500	-	-	494,500
Chow Wai Wai, John	18.3.2016	4.48	4.35	25.1.2017 to 17.3.2026	-	46,250	-	-	46,250
	18.3.2016	4.48	4.35	25.1.2018 to 17.3.2026	-	46,250	-	-	46,250
	18.3.2016	4.48	4.35	25.1.2019 to 17.3.2026	-	92,500	-	-	92,500
Ng Kar Wai, Kenneth	18.3.2016	4.48	4.35	25.1.2017 to 17.3.2026	-	14,000	-	-	14,000
	18.3.2016	4.48	4.35	25.1.2018 to 17.3.2026	-	14,000	-	-	14,000
	18.3.2016	4.48	4.35	25.1.2019 to 17.3.2026	-	28,000	-	-	28,000
Employees									
Employees in aggregate	18.3.2016	4.48	4.35	25.1.2017 to 17.3.2026	-	227,750	-	-	227,750
	18.3.2016	4.48	4.35	25.1.2018 to 17.3.2026	-	227,750	-	-	227,750
	18.3.2016	4.48	4.35	25.1.2019 to 17.3.2026	-	455,500	-	-	455,500
					-	3,130,000	-	-	3,130,000

Note: The Company will provide subscription money to the share options holders in the event that they exercise their share options when the closing market price of the Company's shares on the exercise day is equal to or higher than the exercise price of share options concerned.

Further details of Share Option Plan are set out in note 32 to the financial statements.

DIRECTORS' REPORT

Share Incentive Scheme

Under the Share Incentive Scheme approved by shareholders of the Company on 17 June 2005 (“Share Incentive Scheme”), the Board of Directors of the Company or a duly authorised committee thereof may, in its absolute discretion, make offer of awards to selected employees (including executive directors) of the Group to subscribe in cash at par value for shares of the Company.

The purpose of the Share Incentive Scheme is to recognise, motivate and provide incentives to those who make contributions to the Group, to help the Group retain its existing employees and recruit additional employees who will be valuable to the Group and to provide existing and future employees with direct economic interests in the long-term development and growth of the Group.

The Share Incentive Scheme expired on 16 June 2015, no further incentive shares can be granted under the Share Incentive Scheme but the provisions of the Share Incentive Scheme remain in full force and effect in all other respects in relation to the incentive shares granted. All outstanding incentive shares granted which are yet to be vested or exercised shall remain valid.

Outstanding Incentive Shares

Details of the incentive shares granted and summary of the movements of the outstanding incentive shares for the year ended 31 December 2016 under the Share Incentive Scheme are as follows:

	Date of award	Number of incentive shares					As at 31.12.2016	Vesting date of the outstanding awards	Exercisable period
		As at 1.1.2016	Awards made during the year	Vested and exercised during the year	Cancelled/ lapsed during the year				
Director									
Cheng Wai Chee, Christopher	6.5.2013	321,500	-	321,500	-	-	N/A	N/A	
	28.5.2014	196,500	-	196,500	-	-	N/A	N/A	
	28.5.2014	393,000	-	-	-	393,000	13.1.2017	13.1.2017 to 28.5.2024	
	28.5.2015	192,250	-	192,250	-	-	N/A	N/A	
	28.5.2015	192,250	-	-	-	192,250	10.1.2017	10.1.2017 to 28.5.2025	
	28.5.2015	384,500	-	-	-	384,500	10.1.2018	10.1.2018 to 28.5.2025	

	Date of award	Number of incentive shares					As at 31.12.2016	Vesting date of the outstanding awards	Exercisable period
		As at 1.1.2016	Awards made during the year	Vested and exercised during the year	Cancelled/ lapsed during the year				
Director									
Cheng Wai Sun, Edward	6.5.2013	321,500	-	321,500	-	-	N/A	N/A	
	28.5.2014	196,500	-	196,500	-	-	N/A	N/A	
	28.5.2014	393,000	-	-	-	393,000	13.1.2017	13.1.2017 to 28.5.2024	
	28.5.2015	192,250	-	192,250	-	-	N/A	N/A	
	28.5.2015	192,250	-	-	-	192,250	10.1.2017	10.1.2017 to 28.5.2025	
	28.5.2015	384,500	-	-	-	384,500	10.1.2018	10.1.2018 to 28.5.2025	
Chow Wai Wai, John	6.5.2013	64,500	-	64,500	-	-	N/A	N/A	
	28.5.2014	39,500	-	39,500	-	-	N/A	N/A	
	28.5.2014	79,000	-	-	-	79,000	13.1.2017	13.1.2017 to 28.5.2024	
	28.5.2015	40,250	-	40,250	-	-	N/A	N/A	
	28.5.2015	40,250	-	-	-	40,250	10.1.2017	10.1.2017 to 28.5.2025	
	28.5.2015	80,500	-	-	-	80,500	10.1.2018	10.1.2018 to 28.5.2025	

DIRECTORS' REPORT

	Date of award	Number of incentive shares				As at 31.12.2016	Vesting date of the outstanding awards	Exercisable period
		As at 1.1.2016	Awards made during the year	Vested and exercised during the year	Cancelled/ lapsed during the year			
Director								
Ng Kar Wai, Kenneth	15.6.2015	106,000	-	-	-	106,000	21.1.2017	21.1.2017 to 15.6.2025
	15.6.2015	106,000	-	-	-	106,000	21.1.2018	21.1.2018 to 15.6.2025
	15.6.2015	212,000	-	-	-	212,000	21.1.2019	21.1.2019 to 15.6.2025
	15.6.2015	106,000	-	-	-	106,000	21.1.2018	21.1.2018 to 15.6.2025
	15.6.2015	106,000	-	-	-	106,000	21.1.2019	21.1.2019 to 15.6.2025
	15.6.2015	212,000	-	-	-	212,000	21.1.2020	21.1.2020 to 15.6.2025
	15.6.2015	106,000	-	-	-	106,000	21.1.2019	21.1.2019 to 15.6.2025
	15.6.2015	106,000	-	-	-	106,000	21.1.2020	21.1.2020 to 15.6.2025
	15.6.2015	212,000	-	-	-	212,000	21.1.2021	21.2.2021 to 15.6.2025

	Date of award	Number of incentive shares				As at 31.12.2016	Vesting date of the outstanding awards	Exercisable period
		As at 1.1.2016	Awards made during the year	Vested and exercised during the year	Cancelled/ lapsed during the year			
Employees								
Employees in aggregate	6.5.2013	252,000	-	252,000	-	-	N/A	N/A
	28.5.2014	10,750	-	10,750	-	-	N/A	N/A
	28.5.2014	158,000	-	158,000	-	-	N/A	N/A
	28.5.2014	316,000	-	-	-	316,000	13.1.2017	13.1.2017 to 28.5.2024
	28.5.2015	185,750	-	185,750	-	-	N/A	N/A
	28.5.2015	185,750	-	-	-	185,750	10.1.2017	10.1.2017 to 28.5.2025
	28.5.2015	371,500	-	-	-	371,500	10.1.2018	10.1.2018 to 28.5.2025
		6,455,750	-	2,171,250	-	4,284,500		

Note: Subscription price per share is the par value of one ordinary share of the Company. Funds for subscription of ordinary shares will be provided by the Company when the right to subscribe for ordinary shares of the Company is exercised.

Further details of Share Incentive Scheme are set out in note 32 to the financial statements.

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangement that may enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' REPORT

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 December 2016, the following persons (other than the Directors and the Chief Executive of the Company) had interests in the shares of the Company as recorded in the register kept by the Company under section 336 of the SFO:

Name of Shareholder	Capacity	Number of Shares interested	Approx. percentage of the issued share capital (Note 1)
1. Brave Dragon Limited	Beneficial owner	141,794,482	10.55%
2. Crossbrook Group Limited	Beneficial owner	270,411,036	20.13%
3. Wing Tai Holdings Limited	Interest of controlled corporation	462,488,185 (Notes 2(a) & 3)	34.42%
4. Deutsche Bank International Trust Co. Limited	Trustee	462,488,185 (Notes 2(b) & 4)	34.42%
5. Deutsche Bank International Trust Co. (Cayman) Limited	Trustee	462,488,185 (Notes 2(b) & 4)	34.42%
6. Wing Tai Corporation Limited	Interest of controlled corporation	182,560,826 (Note 5)	13.59%
7. Renowned Development Limited	Interest of controlled corporation	182,560,826 (Notes 2(c) & 5)	13.59%
8. Wing Tai (Cheng) Holdings Limited	Interest of controlled corporation	199,884,783 (Notes 2(c) & 6)	14.88%
9. Sun Hung Kai Properties Limited	Interest of controlled corporation	183,612,533 (Note 7)	13.67%
10. Gala Land Investment Company Limited	Beneficial owner	101,579,467	7.56%
11. Farnham Group Limited	Interest of controlled corporation	101,579,467 (Notes 2(d) & 8)	7.56%
12. Chow Chung Kai	Beneficial owner, interest of spouse, controlled corporation and other	180,024,824 (Notes 2(d) & 9)	13.40%
13. Chow Yu Yue Chen	Beneficial owner, interest of spouse and controlled corporation	150,812,777 (Notes 2(d) & 10)	11.23%

Notes:

- 1 The total number of issued Shares as at 31 December 2016 was 1,343,476,279.
- 2 The interests disclosed duplicated in the following manners and to the following extent:
 - (a) the interests of parties 1 and 2 were included in the interests of party 3.
 - (b) the interests of party 3 duplicated with the interests of parties 4 and 5 entirely.
 - (c) the interests of party 6 duplicated with the interests of party 7 entirely and were included in the interests of party 8.
 - (d) the interests of party 10 duplicated with the interests of party 11 entirely and were included in the interests of parties 12 and 13.
- 3 Wing Tai Holdings Limited beneficially owned 89.4% of the issued share capital of Brave Dragon Limited, 100% of the issued share capital of Crossbrook Group Limited and 100% of the issued shares capital of Wing Tai Retail Pte. Ltd. Wing Tai Retail Pte. Ltd. owned 50,282,667 Shares.
- 4 Deutsche Bank International Trust Co. Limited was the trustee of a family trust (of which Cheng Wai Chee, Christopher, Cheng Wai Sun, Edward and Cheng Man Piu, Francis were beneficiaries) which held all units of a unit trust ("Unit Trust"). Deutsche Bank International Trust Co. (Cayman) Limited was the trustee of the Unit Trust which beneficially owned 100% of the issued shares of Wing Tai Asia Holdings Limited and 61.3% of the issued shares of Terebene Holdings Inc. Wing Tai Asia Holdings Limited, through its wholly-owned subsidiary, Wing Sun Development Private Limited, held 28.72% of the issued shares of Wing Tai Holdings Limited. Terebene Holdings Inc. held 59.3% of the issued shares of Winlyn Investment Pte Ltd. which in turn held 9.4% of the issued shares of Wing Tai Holdings Limited.
- 5 Wing Tai Corporation Limited beneficially owned 100% of the issued share capital of Bestime Resources Limited ("Bestime") and Pofung Investments Limited ("Pofung") and, therefore, by virtue of its corporate interest in Bestime and Pofung, Wing Tai Corporation Limited was deemed to be interested in 93,629,998 Shares and 88,930,828 Shares held by Bestime and Pofung respectively.

By virtue of the corporate interest of Renowned Development Limited in Wing Tai Corporation Limited, the former was deemed to be interested in the latter's interest in the Shares.
- 6 By virtue of the corporate interest of Wing Tai (Cheng) Holdings Limited in Renowned Development Limited and Broxbourne Assets Limited, Wing Tai (Cheng) Holdings Limited was deemed to be interested in the interest of Renowned Development Limited and Broxbourne Assets Limited in the Shares. Broxbourne Assets Limited beneficially owned 17,323,957 Shares.
- 7 Sun Hung Kai Properties Limited ("SHKP") beneficially owned 100% of the issued share capital of Wesmore Limited ("Wesmore"), Fourseas Investments Limited ("Fourseas"), Junwall Holdings Ltd. ("Junwall"), Sunrise Holdings Inc. ("Sunrise") and Country World Limited ("Country World"). Wesmore held 111,928,210 Shares.

Fourseas beneficially owned 100% of the issued share capital of Soundworld Limited ("Soundworld"), Units Key Limited ("Units Key") and Triple Surge Limited ("Triple Surge"). Soundworld, Units Key and Triple Surge were the beneficial owners of 20,869,323, 5,673,333 and 37,680,000 Shares respectively.

Junwall beneficially owned 100% of the issued share capital of Techglory Ltd. ("Techglory"). Techglory was the beneficial owner of 192,000 Shares.

Sunrise beneficially owned 100% of the issued share capital of Charmview International Limited ("Charmview"). Charmview was the beneficial owner of 7,141,600 Shares.

Country World beneficially owned 100% of the issued share capital of Erax Strong Development Ltd ("Erax Strong"). Erax Strong was the beneficial owner of 128,067 Shares.

By virtue of the corporate interest of SHKP in the aforesaid companies, SHKP was deemed to be interested in the interest of Soundworld, Units Key, Triple Surge, Techglory, Charmview and Erax Strong in the Shares.

DIRECTORS' REPORT

8 Farnham Group Limited ("Farnham") beneficially owned 100% of the issued share capital of Gala Land Investment Company Limited ("Gala Land"), therefore, Farnham was deemed to be interested in the 101,579,467 Shares held by Gala Land by virtue of its corporate interest therein.

9 Chow Chung Kai and his wife, Chow Yu Yue Chen, held 48,532,744 and 700,566 Shares respectively.

The estate of the late Chou Wen Hsien, of which Chow Chung Kai was the executor, was interested in 29,212,047 Shares.

Chow Chung Kai beneficially owned 50% of the issued share capital of Farnham and, therefore, Chow Chung Kai was deemed to be interested in the 101,579,467 Shares held by Gala Land by virtue of his corporate interest therein.

The estate of the late Chou Wen Hsien, of which Chow Chung Kai was the executor, was interested in 50% of the issued share capital of Farnham.

10 Chow Yu Yue Chen and her husband, Chow Chung Kai, held 700,566 and 48,532,744 Shares respectively.

Chow Chung Kai beneficially owned 50% of the issued share capital of Farnham and, therefore, Chow Yu Yue Chen was deemed to be interested in the 101,579,467 Shares held by Gala Land by virtue of Chow Chung Kai's corporate interest therein.

Save as disclosed above, as at 31 December 2016, the Company had not been notified of any interests or short positions held by any substantial shareholder in the shares or underlying shares of the Company which are required to be recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

INTERESTS OF ANY OTHER PERSONS

As at 31 December 2016, the Company had not been notified of any persons other than the substantial shareholders who had interests or short positions in the shares or underlying shares of the Company, which are required to be recorded in the register required to be kept under section 336 of the SFO.

DIRECTORS' AND CONTROLLING SHAREHOLDER'S MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

On 23 April 2008, a contract entered into between the Company, Wing Tai Malaysia Berhad ("WTMB") and Kualiti Gold Sdn Bhd (the "JV Company") relating to the formation of the JV Company for the purposes of acquiring a building in Kuala Lumpur (the "Development"), fitting out and operating the Development as serviced apartments.

Each of Cheng Wai Chee, Christopher, Cheng Wai Sun, Edward and Cheng Man Piu, Francis has an indirect interest in the issued share capital of WTMB and the JV Company.

WTMB is a subsidiary of Wing Tai Holdings Limited ("WTHL"), the controlling shareholder of the Company (as defined in the Listing Rules).

Save as disclosed above, there was no transaction, arrangement or contract to which the Company or any of its subsidiaries was a party and in which a Director or the controlling shareholder of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

The interests of Directors of the Company in competing business required to be disclosed pursuant to Rule 8.10 of the Listing Rules are as follows:

Kwok Ping Luen, Raymond is a director of SHKP and Kwok Ho Lai, Edward is the alternate director to Kwok Ping Luen, Raymond of SHKP. Businesses of SHKP consist of development of and investment in properties for sale and rent, and hotel operation. Also, Kwok Ping Luen, Raymond and Kwok Ho Lai, Edward are the beneficiaries of certain discretionary trusts which maintain certain interests in businesses consisting of property development and investment, and hospitality investment and management. Only in this respect they are regarded to be interested in the relevant competing business with the Group.

Kwok Ping Luen, Raymond is also a director of Transport International Holdings Limited ("TIH"). Businesses of TIH consist of property holdings and development. Only in these respects he is regarded to be interested in the relevant competing business with the Group.

Other than certain interests in businesses maintained by the discretionary trusts, the aforesaid competing businesses, in which Kwok Ping Luen, Raymond and Kwok Ho Lai, Edward are regarded to be interested, are managed by separate publicly listed companies with independent management and administration. In this respect, coupled with the diligence of its independent non-executive directors and the Audit Committee, the Group is capable of carrying on its business independently of, and at arm's length from the said competing businesses.

CONNECTED TRANSACTIONS

Set out below is information in relation to connected transactions which were disclosed in the Company's announcements and are required under Chapter 14A of the Listing Rules to be included in this annual report:

1. Continuing Connected Transactions

- (i) The following agreements (the "2009 Operating Agreements") were entered into on 8 January 2009:
 - (a) an agreement between Lanson Place Hospitality Management (Singapore) Pte Limited ("LP Singapore") with Winshine Investment Pte Ltd ("Winshine") whereby LP Singapore has agreed to provide serviced apartment management services to Winshine;
 - (b) an agreement between Lanson Place Hospitality Management (Malaysia) Limited ("LP Malaysia") with Seniharta Sdn Bhd ("Seniharta") whereby LP Malaysia has agreed to provide hotel apartment management services;
 - (c) an agreement between LP Malaysia with Seniharta whereby LP Malaysia has agreed to provide serviced apartment management consulting services to Seniharta (such agreement was assigned by Seniharta (in exercise its right thereunder) to DNP Jaya Sdn Bhd ("DNP") subsequently); and
 - (d) an agreement between LP Malaysia with Kualiti Gold Sdn Bhd ("Kualiti Gold") whereby LP Malaysia has agreed to provide serviced apartment management consulting services to Kualiti Gold.

DIRECTORS' REPORT

The following agreements (the “2009 Licence Agreements”) were entered into on 8 January 2009:

- (a) an agreement between Lanson Place Hotels & Residences (Bermuda) Limited (“LP Bermuda”) with Winshine whereby LP Bermuda has agreed to grant to Winshine the rights to use certain trademarks and tradenames in relation to a serviced apartment block located in Singapore;
- (b) an agreement between LP Bermuda with Seniharta whereby LP Bermuda has agreed to grant to Seniharta the rights to use certain trademarks and tradenames in relation to a hotel apartment block located in Malaysia;
- (c) an agreement between LP Bermuda with Seniharta whereby LP Bermuda has agreed to grant Seniharta the rights to use certain trademarks and tradenames in relation to a serviced apartment block located in Malaysia (such agreement was assigned by Seniharta (in exercise of its right thereunder) to DNP subsequently); and
- (d) an agreement between LP Bermuda with Kualiti Gold whereby LP Bermuda has agreed to grant to Kualiti Gold the rights to use certain trademarks and tradenames in relation to a serviced apartment block located in Malaysia.

Each of the 2009 Operating Agreements and the 2009 Licence Agreements is for a term of 10 years.

Each of LP Singapore, LP Malaysia and LP Bermuda (collectively the “LP Group Companies”) is a wholly-owned subsidiary of the Company.

Each of Winshine, Seniharta, DNP and Kualiti Gold (collectively the “WT Associates”) is an associate (as defined in the Listing Rules) of WTHL.

As WTHL is a substantial and the controlling shareholder of the Company, each of the WT Associates is a connected person of the Company under Chapter 14A of the Listing Rules and the transactions with the WT Associates contemplated under the 2009 Operating Agreements and the 2009 Licence Agreements constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

The total fees of HK\$5.1 million received by the LP Group Companies under the 2009 Operating Agreements and the 2009 Licence Agreements for the year ended 31 December 2016 is within the annual cap of HK\$18.7 million for 2016 as set out in the Company’s announcement dated 8 January 2009.

- (ii) On 15 May 2014, Begin Land Limited (“Begin Land”), a subsidiary of the Company, accepted the offer made by Wing Tai Corporation Limited (“WTC”) in relation to the leasing of the premises located at Suites 1502-5, AXA Tower, Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong for a fixed term of three years commencing from 16 May 2014 and ending on 15 May 2017 (both days inclusive) (the “Offer”).

As WTC is a substantial shareholder of the Company and hence a connected person of the Company, the transactions contemplated under the Offer constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules.

The consideration received by Begin Land from WTC under the Offer for the period from 1 January 2016 to 31 December 2016 totaled HK\$4.9 million which is within the 2016 annual cap of HK\$5.5 million as set out in the Company's announcement dated 15 May 2014.

2. Annual Review of Continuing Connected Transactions

The independent non-executive directors of the Company have reviewed and confirmed that the aforesaid continuing connected transactions for the year ended 31 December 2016 have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) according to the agreements governing such transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged 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 his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group on pages 37 to 39 of this annual report in accordance with paragraph 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

MANAGEMENT CONTRACT

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

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2016, the aggregate amount of revenue attributable to the Group's five largest customers was less than 30% of the total value of the Group's revenue. The aggregate amount of purchase attributable to the Group's five largest suppliers was less than 30% of the total value of the Group's purchases.

DIRECTORS' REPORT

DISCLOSURE PURSUANT TO RULE 13.22 OF THE LISTING RULES

As at 31 December 2016, the aggregate amount of financial assistance to and guarantees given for facilities granted to affiliated companies by the Group amounted to HK\$4,935 million in aggregate which exceeded 8% of the assets ratio as defined in Rule 14.07(1) of the Listing Rules.

A combined balance sheet of these affiliated companies and the Group's attributable interest in these affiliated companies as at 31 December 2016 are presented below:

	Combined balance sheet	Group's attributable interest
	HK\$'M	HK\$'M
Non-current assets	3,888.3	1,223.6
Current assets	11,215.8	3,600.9
Current liabilities	(1,199.3)	(359.7)
Non-current liabilities	(5,027.6)	(1,630.6)
Amounts and loans due from shareholders	1,228.2	185.3
Amounts and loans due to shareholders	(6,263.5)	(2,451.7)
Net assets	3,841.9	567.8

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares during the year.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws although there is no restriction against such rights under the laws in Bermuda.

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 11 of this annual report.

AUDITOR

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Messrs. PricewaterhouseCoopers as the auditor of the Company.

On behalf of the Board

Cheng Wai Chee, Christopher
Chairman

Hong Kong, 23 March 2017

CORPORATE GOVERNANCE REPORT

The Company is committed to achieving and maintaining high standards of corporate governance and has established policies and procedures for compliance with regulatory requirements, including the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and complied with all the applicable code provisions of the Corporate Governance Code contained in Appendix 14 to the Listing Rules (the “CG Code”) throughout the year ended 31 December 2016.

CODES FOR DEALING IN THE COMPANY’S SECURITIES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) set out in Appendix 10 to the Listing Rules as its code of conduct for securities transactions by directors of the Company.

The Company has made specific enquiry of all directors regarding any non-compliance with the Model Code during the year ended 31 December 2016, and received confirmations from all the directors that they had fully complied with the required standard set out in the Model Code throughout the year.

The Company has also adopted a code for dealing in the Company’s securities by relevant employees, who are likely to be in possession of unpublished price-sensitive information in relation to the securities of the Company, on no less exacting terms than the Model Code.

BOARD OF DIRECTORS

As at the date of this report, the Board comprises five executive directors (namely Cheng Wai Chee, Christopher, Cheng Wai Sun, Edward, Cheng Man Piu, Francis, Chow Wai Wai, John and Ng Kar Wai, Kenneth), four non-executive directors (namely Kwok Ping Luen, Raymond (Kwok Ho Lai, Edward as his alternate), Hong Pak Cheung, William, Ng Tak Wai, Frederick and Chen Chou Mei Mei, Vivien) and five independent non-executive directors (namely Simon Murray, Fang Hung, Kenneth, Yeung Kit Shing, Jackson, Haider Hatam Tyebjee Barma and Cheng Hoi Chuen, Vincent). Biographies of all the directors are set out on pages 21 to 24 of this annual report.

Cheng Wai Chee, Christopher, Cheng Wai Sun, Edward and Cheng Man Piu, Francis are brothers. Chow Wai Wai, John is the cousin of Chen Chou Mei Mei, Vivien. Kwok Ping Luen, Raymond is the father of Kwok Ho Lai, Edward. Save as disclosed above, there are no financial, business, family or other material/relevant relationships among members of the Board.

The Company has arranged Directors’ and Officers’ liability Insurance for the directors and officers of the Company.

Chairman and Chief Executive

Cheng Wai Chee, Christopher is the Chairman and Cheng Wai Sun, Edward is the Deputy Chairman and Chief Executive. While the Chairman of the Board is responsible for providing leadership for the Board, ensuring that all directors are properly briefed on issues arising at Board meetings and receive complete, reliable and timely information, the Chief Executive is responsible for the day-to-day management of the Group’s business.

CORPORATE GOVERNANCE REPORT

Retirement by Rotation and Specific Term of Office

The non-executive directors (including independent non-executive directors) were appointed for a fixed term of three years and all directors of the Company are subject to retirement by rotation at the annual general meetings of the Company in accordance with the Bye-laws of the Company or code provision A.4.2 of the CG Code.

Independent Non-Executive Directors

The Company has received annual confirmations from all independent non-executive directors that, save as disclosed in the annual report, they did not have any business or financial interest with the Company and its subsidiaries (the “Group”) and were independent as at 31 December 2016 in accordance with Rule 3.13 of the Listing Rules. The Company considers that all the existing independent non-executive directors of the Company are independent.

Functions and Responsibilities of the Board

The Board is accountable to the shareholders for leading the Group in a responsible and effective manner. Directors of the Company are collectively and individually responsible to the shareholders for the manner in which the affairs of the Group are managed and for promoting the success of the Group by directing and supervising its affairs.

On 12 July 2005, the Company formalised in writing the functions and responsibilities reserved to the Board and the functions and responsibilities delegated to management as follows:

- (i) the Board shall approve the yearly budgets of the Company and its subsidiaries;
- (ii) the Board shall monitor the operating and financial performance of the Group;
- (iii) the Board shall oversee the processes for evaluation of the adequacy of internal controls, risk management, financial reporting and compliance;
- (iv) the Board shall assume responsibility for corporate governance; and
- (v) the day-to-day operations of the Group is delegated to the management led by the Chief Executive.

Four Board meetings had been held during the year. The attendance record of each member at the Board and general meetings is set out in the table under the section headed “Attendance at Meetings” of this report.

Directors’ Induction and Continuous Professional Development

On appointment to the Board, each newly appointed director receives a comprehensive induction package covering policies and procedures of the Company as well as the general, statutory and regulatory obligations of being a director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

The directors are briefed, or provided with written materials, on the amendments to, or updates on, the relevant laws, rules and regulations. The directors are also provided with commentary on the Group's business, operations and financial matters on a monthly basis. In addition, the Company has been encouraging the directors and senior executives to enrol in a wide range of professional development courses and seminars relating to the Listing Rules, companies ordinance/act and corporate governance practices organised by professional bodies, independent auditors and/or law firms in Hong Kong so that they can continuously update and further improve their relevant knowledge and skills.

During the year under review, the directors participated in the following trainings and each director provided a record of training to the Company.

Directors	Types of Training
Executive Directors	
Cheng Wai Chee, Christopher	A, B
Cheng Wai Sun, Edward	A, B
Cheng Man Piu, Francis	B
Chow Wai Wai, John	A, B
Ng Kar Wai, Kenneth	A, B
Non-Executive Directors	
Kwok Ping Luen, Raymond	A, B, C
Kwok Ho Lai, Edward <i>(alternate to Kwok Ping Luen, Raymond)</i>	A, B
Hong Pak Cheung, William	A, B
Chen Chou Mei Mei, Vivien	B
Ng Tak Wai, Frederick	B
Independent Non-Executive Directors	
Simon Murray	B
Fang Hung, Kenneth	B
Yeung Kit Shing, Jackson	A, B
Haider Hatam Tyebjee Barma	B
Cheng Hoi Chuen, Vincent	B

A: attending training sessions/seminars/briefings/forums workshops/conference

B: reading materials/viewing CD in relation to regulatory updates, the duties and responsibility of the directors and the business of the Group

C: giving talks/briefings

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for determining the policies for the corporate governance of the Company and performing the corporate governance duties as below:

- (i) To develop and review the Group's policies and practices on corporate governance and make recommendations;
- (ii) To review and monitor the training and continuous professional development of directors and senior management;
- (iii) To review and monitor the Group's policies and practices on compliance with all legal and regulatory requirements;
- (iv) To develop, review and monitor the code of conduct and compliance manual (if any) applicable to the employees and directors of the Group; and
- (v) To review the Group's compliance with the code of corporate governance and disclosure requirements in the Corporate Governance Report.

The following works on corporate governance functions were performed by the Board during 2016:

- (a) strategy discussion by the Board on the strategy direction of the Group;
- (b) review and adoption of the Enterprise Risk Management Framework; and
- (c) approval of the 2015 Corporate Governance Report.

REMUNERATION COMMITTEE

The Remuneration Committee was formed on 12 July 2005. The Remuneration Committee's terms of reference specify its duties and functions and that the committee must comprise at least three members and the majority of whom are independent non-executive directors. The terms of reference are available on the Company's website under the Corporate Governance Section.

During the year and up to the date of this report, the members of the Remuneration Committee are:

Simon Murray *(Committee Chairman)*
Cheng Wai Chee, Christopher
Cheng Wai Sun, Edward
Fang Hung, Kenneth
Yeung Kit Shing, Jackson

The Remuneration Committee met once in 2016. The attendance record of each member at the Remuneration Committee meeting is set out in the table under the section headed "Attendance at Meetings" of this report.

The works performed by the Remuneration Committee during 2016 include the following:

- (a) review and approval of the remuneration packages of certain executive directors including bonuses for the year ended 31 December 2015 and the annual base salaries for the year ended 31 December 2016;
- (b) review and approval of the grant of share options to the senior management pool and management staff pool under the Share Option Plan; and
- (c) review and approval of the proposal of directors' fees for the year ended 31 December 2016, with a recommendation to the shareholders for approval.

Remuneration Policy for Executive Directors and Senior Management

The principal elements of the executive directors' and senior management's remuneration packages include basic salaries and discretionary bonus which includes cash and/or share options. The remuneration packages of the executive directors and senior management will be proposed jointly by the Chairman and the Chief Executive annually for the review and approval by the Remuneration Committee based on the following factors:

- (i) the executive director's and senior management's individual responsibilities;
- (ii) the executive director's and senior management's individual performance;
- (iii) performance of the business unit(s) headed by the executive director or senior management concerned; and
- (iv) performance of the Group as a whole.

Remuneration Policy for Non-Executive Directors

The non-executive directors' remuneration, comprising directors' fee, is subject to assessment on a regular basis and recommended by the Remuneration Committee for shareholders' approval at the annual general meetings.

DIRECTORS' REMUNERATION

The directors' remuneration is set out in note 9 to the financial statements on pages 98 to 100 of this annual report.

CORPORATE GOVERNANCE REPORT

SENIOR MANAGEMENT'S REMUNERATION

The emoluments of the senior management whose profiles are included in Senior Management Profile section of this annual report fell within the following bands:

	Number of individuals 2016
Emoluments bands	
HK\$3,000,001 – HK\$4,000,000	2
HK\$4,000,001 – HK\$5,000,000	2
HK\$5,000,001 and above	1
	5

NOMINATION COMMITTEE

The Nomination Committee was established on 1 February 2013. The terms of reference of the Nomination Committee explaining its role and the authority delegated to it by the Board are available on the Company's website under the Corporate Governance Section. According to its terms of reference, the Nomination Committee shall consist of not less than three members and the majority of them shall be independent non-executive directors. The following directors have been the members of the Nomination Committee since its establishment:

Cheng Hoi Chuen, Vincent (*Committee Chairman*)
Cheng Wai Chee, Christopher
Cheng Wai Sun, Edward
Yeung Kit Shing, Jackson
Haider Hatam Tyebjee Barma

The Nomination Committee met once in 2016. The attendance record of each member at the Nomination Committee meeting is set out in the table under the section headed "Attendance at Meetings" of this report.

The works performed by the Nomination Committee during 2016 include the following:

- (a) review of the structure, size and composition of the Board;
- (b) review of the independence of the independent non-executive directors;
- (c) making recommendations on the re-election of directors at the 2016 annual general meeting; and
- (d) review of the measurable objectives set for implementing the Board Diversity Policy and approval of the disclosure of the review in the Corporate Governance Report.

Board Diversity Policy

A summary of the Board Diversity Policy adopted by the Board on 29 August 2013 is shown below:

The Company recognizes that a diverse Board will enhance the performance of the Company and that an increasing diversity at the Board level is inductive to the attainment of the Company's strategic objectives and the Company's sustainable development. Hence the purpose of the Board Diversity Policy aims to achieve diversity on the Board (including but not limited to genders, age, cultural and educational backgrounds, ethnicities, professional experience, skills, knowledge and length of service).

Measurable Objectives

The Nomination Committee agreed the measurable objectives shown below for implementing the Board Diversity Policy.

Gender

Maintain equal opportunity culture for both male and female representation on the Board, subject to identification of candidate with appropriate skills and experience

Age

Maintain equal opportunity culture for different age groups (ideally younger candidates) to join the Board, subject to identification of candidate with appropriate skills and experience

Type of Directors

- (i) Maintain a balanced composition of executive, non-executive and independent non-executive directors
- (ii) Comply with the relevant requirements of the Listing Rules

Professional Qualifications

- (i) Maintain the Board with balanced professional qualifications in order to carry out the directors' duties
- (ii) Comply with the Listing Rules requirements

Areas of Experience

Maintain the Board with balanced experience from various industries in order to widen the views of the Board and assist in setting up and developing the strategies of the Group

All the measurable objectives will be taken into account when vacancies in the Board arise. The Nomination Committee has reviewed and will review the measurable objectives concerning types of directors and professional qualifications of directors on an annual basis in order to assess the composition of the Board. The composition of the Board is diversified basically. For details, please refer to the Directors and Senior Management Profile on pages 21 to 24 of this annual report.

CORPORATE GOVERNANCE REPORT

AUDIT COMMITTEE

The Audit Committee was formed on 9 March 1999. The terms of reference of the Audit Committee specify its duties and functions and that the committee must comprise of at least three members and the majority of whom are independent non-executive directors. The terms of reference are available on the Company's website under the Corporate Governance Section. During the year and up to the date of this report, the members of the Audit Committee are:

Yeung Kit Shing, Jackson (*Committee Chairman*)
Fang Hung, Kenneth
Hong Pak Cheung, William

The Audit Committee met three times in 2016. The attendance record of each member at the Audit Committee meetings is set out in the table under the section headed "Attendance at Meetings" of this report.

The works performed by the Audit Committee during 2016 include the following:

- (a) review of the external auditor's audit plan for the year ended 31 December 2016;
- (b) review and adoption of the 2017 internal audit plan;
- (c) review of the 2016 work progress reports and the works performed by internal audit in 2016;
- (d) review of the annual report and results announcement for the year ended 31 December 2015, with a recommendation to the Board for approval;
- (e) review of the external auditor's report on the audit of the financial statements for the year ended 31 December 2015;
- (f) review of the interim report and interim results announcement for the six months ended 30 June 2016, with a recommendation to the Board for approval;
- (g) review of the external auditor's report on the review of interim financial statements for the six months ended 30 June 2016;
- (h) approval of the 2017 annual budget for audit and non-audit services;
- (i) meeting with external auditors without executive directors' presence;
- (j) review of the Enterprise Risk Management Framework; and
- (k) oversight of the risk management and internal control systems.

ATTENDANCE AT MEETINGS

The attendance record of individual members at the Board and Committees meetings and general meetings in 2016 are detailed in the following table:

	Meetings attended/Eligible to attend				
	General Meetings	Board	Remuneration Committee	Audit Committee	Nomination Committee
<i>Executive directors</i>					
Cheng Wai Chee, Christopher	1/1	4/4	1/1	N/A	1/1
Cheng Wai Sun, Edward	1/1	4/4	1/1	N/A	1/1
Cheng Man Piu, Francis	1/1	3/4	N/A	N/A	N/A
Chow Wai Wai, John	1/1	4/4	N/A	N/A	N/A
Ng Kar Wai, Kenneth	1/1	4/4	N/A	N/A	N/A
<i>Non-executive directors</i>					
Kwok Ping Luen, Raymond (attended by his alternate, Kwok Ho Lai, Edward)	0/1	0/4	N/A	N/A	N/A
Hong Pak Cheung, William	1/1	4/4	N/A	3/3	N/A
Ng Tak Wai, Frederick	1/1	4/4	N/A	N/A	N/A
Chen Chou Mei Mei, Vivien	1/1	4/4	N/A	N/A	N/A
<i>Independent non-executive directors</i>					
Simon Murray	1/1	2/4	1/1	N/A	N/A
Fang Hung, Kenneth	1/1	4/4	1/1	3/3	N/A
Yeung Kit Shing, Jackson	1/1	4/4	1/1	3/3	1/1
Haider Hatam Tyebjee Barma	1/1	4/4	N/A	N/A	1/1
Cheng Hoi Chuen, Vincent	1/1	3/4	N/A	N/A	1/1

CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT AND INTERNAL CONTROLS

Responsibility of the Board

The Board acknowledges that it is responsible for the Group's risk management and internal control systems and reviewing their effectiveness. The Audit Committee is tasked to assist the Board in doing so. These systems are designed to manage, rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatements or losses.

The Group's risk management and internal control systems are in place and were functioning effectively and adequately during the year under review.

Risk Management

The Group adopts an integrated bottom-up and top-down risk review process to enable:-

- (1) comprehensive identification and prioritisation of all material risks throughout the Group in the light of the Group's strategic objectives;
- (2) escalation of the material risks to the right managerial levels;
- (3) effective risk dialogue among the management teams; and
- (4) proper oversight of risk mitigation efforts.

Management's regular meetings are held to identify major and significant risks relating to operations, finance and compliance. Management carries out risk monitoring assessment regularly for the major and significant risks and develops effective control activities to mitigate the risks. The Group's risk management system is closely linked to its internal control system. Key controls associated with the key risks of the Group are identified and tested in order to assess their effectiveness.

Internal Controls

The Group's internal audit department is responsible for providing independent assurance that the Group's risk management and internal control processes are operating effectively. The head of the internal audit department reports to the Audit Committee on a regular basis. The Audit Committee reviews and approves the annual internal audit plan which is practically linked to the Group's significant areas of operations. The audit plan is prepared under a risk based approach and covers the Group's significant area of operations, which are reviewed on an annual basis.

The scope of the works of the Group's internal audit department covers all material controls including financial, operational and compliance controls as well as risk management policies and procedures. Major operational, financial, compliance and risk management controls of the Group are continuously reviewed aiming to cover all major business units and operations of the Group on a rotational basis. Internal audit findings and recommendations are presented at the Audit Committee meetings. The implementation of the agreed recommendations is to be followed up on a quarterly basis.

Policies and procedures have been established to safeguard of the Group's assets against any possible unauthorized use or disposition and to ensure the proper maintenance of accounting records for the provision of reliable financial information for internal use and for publication in compliance with all applicable laws, rules and regulations.

The Company regulates the handling and dissemination of inside information according to the Inside Information Policy adopted by the Board on 22 March 2013. This policy provides that inside information is kept confidential until the disclosure thereof is made and that the dissemination of such information shall be made efficiently and consistently.

A Whistleblowing Policy was formulated on 28 March 2012 to encourage employees to raise concerns in confidence about misconducts, malpractice or impropriety relating to the Group.

The purpose of formulating this policy is to increase the awareness of maintaining internal corporate justice and regard this as a kind of internal control mechanism. In accordance with this policy employees are provided with reporting channels and guidance on whistleblowing. During the year, there were no reports received from employees under this policy.

Assessment and review by the Board

The Board assesses the effectiveness of the risk management and internal control systems regularly with the assistance of the Audit Committee and in the light of the reviews performed by the senior management as well as both of the internal and external auditors. The risk management and internal control systems are designed to identify, evaluate and manage significant risks faced by the Group on an on-going basis.

For the financial year ended 31 December 2016, the Board with the assistance of the Audit Committee conducted a review of the effectiveness of the Group's risk management and internal control systems in the light of the reports of the Group's internal audit department and the confirmation from the management on the effectiveness of these systems of the Group. The Board considers that these systems are operating effectively and adequately in all material aspects.

AUDITORS' REMUNERATION

The remuneration in respect of audit and non-audit services provided by auditors of the Group for the financial year ended 31 December 2016 are HK\$5,156,000 (2015: HK\$4,782,000) and HK\$1,003,000 (2015: HK\$729,000) respectively.

The remuneration in respect of significant non-audit services in 2016 includes the following:

Nature of services	Fee paid HK\$
Tax services	388,000
Special projects	615,000
Total	1,003,000

CORPORATE GOVERNANCE REPORT

COMPANY SECRETARY

Chung Siu Wah, Henry, the Company Secretary is responsible for facilitating the Board process, as well as communications among Board members, communications with shareholders and management. During the year, Chung Siu Wah, Henry undertook more than 15 hours of professional training to update his skills and knowledge.

FINANCIAL REPORTING

The directors of the Company acknowledged that they are responsible for the preparation of the financial statements which give a true and fair view and that appropriate accounting policies have been selected and applied consistently. The statement of the auditor of the Group relating to their reporting responsibilities on the financial statements of the Group and the Company is set out in the Independent Auditor's Report on pages 54 to 57 of this annual report.

CONSTITUTIONAL DOCUMENTS

There was no change to the Company's Memorandum of Association and Bye-laws during the financial year 2016. A copy of the latest consolidated version of the Memorandum of Association and Bye-laws is posted on the websites of the Company under the Corporate Governance Section and the Stock Exchange.

CORPORATE COMMUNICATION

On 28 March 2012, the Board adopted a shareholders' Communication Policy reflecting mostly the current practices of the Company for communications with its shareholders. Such policy aims at providing the shareholders and potential investors with ready and timely access to balanced and understandable information of the Company. This policy will be reviewed regularly to ensure its effectiveness and compliance with the prevailing regulatory and other requirements.

The annual general meeting provides a forum for the shareholders to exchange views with the Board. The Chairman of the Board, Chairman of Audit Committee, Chairman of the Remuneration Committee and Chairman of the Nomination Committee will be available to answer the shareholders' questions at the meeting.

An explanation of the detailed procedures of conducting a poll will be provided to the shareholders at the commencement of the annual general meeting, to ensure that the shareholders attending such meeting are familiar with such procedures.

All the publications of the Company, including annual reports, interim reports, circulars, notices of general meetings, results of the poll of general meetings are available on the Stock Exchange's website at www.hkexnews.hk.

The Company's website at www.wingtaiproperties.com offers timely access to investors regarding the Company's financial, corporate and other information.

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to Convene a Special General Meeting ("SGM")

Pursuant to the Company's bye-laws and the Companies Act 1981 of Bermuda (the "Companies Act"), registered shareholders holding not less than one-tenth (10%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (the "SGM Requisitionists") may deposit a written request to convene a SGM at the registered office of the Company (the "Registered Office"), which is presently situated at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda. The SGM Requisitionists must state in their request(s) the objects of the SGM and such request(s) must be signed by all the SGM Requisitionists and may consist of several documents in like form, each signed by one or more of the SGM Requisitionists.

The Share Registrars will verify the SGM Requisitionists' particulars stated in the SGM Requisitionists' request. Promptly after confirmation from the Share Registrars that the SGM Requisitionists' request is in order, the Company Secretary will arrange with the Board to convene a SGM by serving sufficient notice to all the registered shareholders in accordance with all the relevant statutory and regulatory requirements. On the contrary, if the SGM Requisitionists' request is verified not in order, the SGM Requisitionists will be advised of the outcome and a SGM will not be convened as requested.

The SGM Requisitionists, or any of them holding more than one-half of the total voting rights held by all of them, may themselves convene a SGM if the Board does not proceed duly to convene a SGM within twenty-one (21) days of the deposit of the SGM Requisitionists' request, provided that any SGM so convened is held within three (3) months from the date of the original SGM Requisitionists' request. A SGM so convened by the SGM Requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Board.

Procedures for Shareholders to Put Forward Proposals at a General Meeting

Pursuant to the Companies Act, either any number of the registered shareholders holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (the "Requisitionists"), or not less than 100 of such registered shareholders, may request the Company in writing to (a) give to the shareholders entitled to receive notice of the next general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to the shareholders entitled to receive notice of the next general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The requisition signed by all the Requisitionists may consist of several documents in like form, each signed by one or more of the Requisitionists; and such requisition must be deposited at the Registered Office with a sum reasonably sufficient to meet the Company's relevant expenses, not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in the case of any other requisition. Provided that if an AGM is called for a date six weeks or less after the requisition has been deposited, the requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

Procedures for Shareholders to Propose a Person for Election as a Director

The procedures for proposing a person for election as a director are at the Company's website at www.wingtaiproperties.com under the Corporate Governance Section.

Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary, whose contact details are as follows:

27th Floor, AIA Kowloon Tower,
Landmark East, 100 How Ming Street,
Kwun Tong, Kowloon, Hong Kong
Fax: (852) 2801 4302

Shareholders may also make enquiries with the Board at the general meetings of the Company.



羅兵咸永道

TO THE SHAREHOLDERS OF WING TAI PROPERTIES LIMITED*(incorporated in Bermuda with limited liability)***OPINION****What we have audited**

The consolidated financial statements of Wing Tai Properties Limited (the "Company") and its subsidiaries (the "Group") set out on pages 58 to 135, which comprise the consolidated statement of financial position as at 31 December 2016, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's responsibilities for the Audit of the Consolidated Financial Statements section of our report.

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

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matter identified in our audit is related to valuation of investment properties.

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Key Audit Matter

Valuation of investment properties

Refer to notes 4(a) and 15 to the consolidated financial statements

The Group's investment property portfolio is mainly comprised of commercial, industrial and serviced apartments and others in Hong Kong, the PRC and United Kingdom. As at 31 December 2016, the Group's investment properties were stated at fair value of HK\$21,972.1M, with a revaluation gain of HK\$716.0M recorded in the consolidated income statement. Independent external valuers have been engaged to perform valuation of the investment properties. The valuation of these investment properties requires significant judgement and estimates by management and the valuers. It is inherently subjective due to, among other factors, the individual nature of each property, its location and the expected future rentals for that particular property.

The fair values were mainly derived using the income capitalisation method. In determining a property's valuation, valuers took into account property-specific information such as current tenancy agreements and rental income. They applied assumptions for capitalisation rates and estimated market rent which were influenced by prevailing market yields and comparable market transactions, to arrive at the final valuation. The existence of significant estimation uncertainty, coupled with the fact that only a small percentage difference in individual property valuations, when aggregated, could result in a material misstatement, warrants specific audit focus in this area.

How our audit addressed the Key Audit Matter

Our procedures in relation to management's valuation of investment properties include:

- Evaluating the independent professional valuer's competence, capabilities and objectivity;
- Discussing the valuations and the key assumptions with the valuers;
- Assessing the methodologies used and the appropriateness of the key assumptions, including:
 - (a) capitalisation rates, by comparing to an estimated range of expected yields, determined via reference to published market rental yield; and
 - (b) estimated market rent by comparing to the recent leasing transactions of comparable properties.

Where assumptions were outside the expected range or otherwise unusual, and/or valuations showed unexpected movements, we undertook further investigations and, when necessary, requested for further evidences to support the assumptions used; and

- Checking, on a sample basis, over the property information, such as rental income schedule covering the rental information and lease period, used by the valuers in the valuation, to the underlying lease agreements in order to satisfy ourselves of the accuracy and reasonableness of the property information used by the valuers.

We found the assumptions made by management in relation to the valuation of investment properties were supported by available evidence.

INDEPENDENT AUDITOR'S REPORT

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA 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.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Chan Chui Man.

Pricewaterhouse Coopers
Certified Public Accountants

Hong Kong, 23 March 2017

CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2016

	Note	2016 HK\$'M	2015 HK\$'M
Revenue	5	1,103.3	1,009.2
Cost of sales		(279.1)	(264.3)
Gross profit		824.2	744.9
Other gains, net	7	30.1	71.2
Selling and distribution costs		(45.4)	(37.0)
Administrative expenses		(296.0)	(280.1)
Change in fair value of investment properties and financial instruments	14	709.6	704.7
Profit from operations	8	1,222.5	1,203.7
Finance costs	10	(65.1)	(106.5)
Finance income	10	22.0	14.7
Share of results of joint ventures	17(a)	80.0	72.4
Share of results of associates	18(b)	1.0	(2.0)
Profit before taxation		1,260.4	1,182.3
Taxation	11	(111.2)	(83.2)
Profit for the year		1,149.2	1,099.1
Profit for the year attributable to:			
Equity holders of the Company		1,146.5	1,099.1
Non-controlling interests		2.7	–
		1,149.2	1,099.1
Earnings per share attributable to equity holders of the Company	12		
– Basic		HK\$0.85	HK\$0.82
– Diluted		HK\$0.85	HK\$0.82

The notes on pages 66 to 135 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31 December 2016

	2016 HK\$'M	2015 HK\$'M
Profit for the year	1,149.2	1,099.1
Other comprehensive income		
Items that have been/may be reclassified subsequently to profit or loss:		
Exchange differences on translation of foreign operations	(91.3)	(84.5)
Exchange gain realised to profit or loss upon disposal of an associate	–	(8.5)
Exchange loss realised to profit or loss upon disposal of a joint venture	15.3	–
Net fair value gain/(loss) arising from revaluation of available-for-sale financial assets	14.4	(127.3)
Net (loss)/gain on net investment hedge	(15.6)	9.8
Net gain/(loss) on cash flow hedge		
– Fair value gains/(losses)	84.9	(51.5)
– Realised upon settlement	2.9	(0.4)
Share of other comprehensive income of a joint venture	(4.4)	–
	6.2	(262.4)
Other comprehensive income for the year, net of tax	6.2	(262.4)
Total comprehensive income for the year	1,155.4	836.7
Total comprehensive income for the year attributable to:		
Equity holders of the Company	1,152.7	836.7
Non-controlling interests	2.7	–
	1,155.4	836.7

The notes on pages 66 to 135 are an integral part of these consolidated financial statements.

CONSOLIDATED BALANCE SHEET

At 31 December 2016

	Note	2016 HK\$'M	2015 HK\$'M
ASSETS AND LIABILITIES			
Non-current assets			
Investment properties	15	21,972.1	21,448.8
Other properties, plant and equipment	16	55.0	55.9
Investments in joint ventures	17(a)	562.4	490.0
Loans to joint ventures	17(a)	1,775.7	1,649.7
Investments in associates	18(b)	5.4	5.1
Loans to associates	18(b)	14.8	14.8
Deposits and loan receivables	19	0.3	15.1
Other financial assets	20	372.6	358.3
Deferred tax assets	29	8.1	6.5
Derivative financial instruments	23	13.5	3.4
		24,779.9	24,047.6
Current assets			
Properties for sale	21	3,489.7	1,295.6
Trade and other receivables, deposits and prepayments	22	813.1	776.3
Derivative financial instruments	23	9.2	11.2
Sales proceeds held in stakeholders' accounts	24	0.9	–
Tax recoverable		0.5	1.4
Restricted bank deposits	25	–	14.6
Bank balances and cash	26	1,682.8	2,074.2
		5,996.2	4,173.3
Current liabilities			
Trade and other payables and accruals	27	633.5	435.7
Derivative financial instruments	23	18.3	19.0
Tax payable		30.6	48.6
Bank and other borrowings	28	477.1	439.6
		1,159.5	942.9

	Note	2016 HK\$'M	2015 HK\$'M
Non-current liabilities			
Bank and other borrowings	28	4,707.7	3,326.7
Other long-term liability	30	62.7	73.7
Derivative financial instruments	23	207.9	239.5
Deferred tax liabilities	29	326.2	290.8
		5,304.5	3,930.7
NET ASSETS		24,312.1	23,347.3
EQUITY			
Equity attributable to equity holders of the Company			
Share capital	31	671.7	670.6
Reserves	33	23,636.9	22,675.7
		24,308.6	23,346.3
Non-controlling interests		3.5	1.0
TOTAL EQUITY		24,312.1	23,347.3

The financial statements on pages 58 to 135 were approved and authorised for issue by the Board of Directors on 23 March 2017 and are signed on its behalf by:

Cheng Wai Chee, Christopher
DIRECTOR

Cheng Wai Sun, Edward
DIRECTOR

The notes on pages 66 to 135 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2016

	Attributable to equity holders of the Company											
	Share capital HK\$'M	Share premium HK\$'M	Hedging reserve HK\$'M	Investment revaluation reserve HK\$'M	Employee share-based compensation reserve HK\$'M	Other property revaluation reserve HK\$'M	Translation reserve HK\$'M	Contributed surplus HK\$'M	Retained profits HK\$'M	Total HK\$'M	Non-controlling interests HK\$'M	Total equity HK\$'M
At 1 January 2016	670.6	3,293.3	(103.4)	138.6	14.6	64.1	(61.3)	751.0	18,578.8	23,346.3	1.0	23,347.3
Comprehensive income												
Profit for the year	-	-	-	-	-	-	-	-	1,146.5	1,146.5	2.7	1,149.2
Other comprehensive income												
Exchange differences on translation of foreign operations	-	-	-	-	-	-	(91.3)	-	-	(91.3)	-	(91.3)
Exchange loss realised to profit or loss upon disposal of a joint venture	-	-	-	-	-	-	15.3	-	-	15.3	-	15.3
Net fair value gain arising from revaluation of available-for-sale financial assets	-	-	-	14.4	-	-	-	-	-	14.4	-	14.4
Net loss on net investment hedge	-	-	(15.6)	-	-	-	-	-	-	(15.6)	-	(15.6)
Net gain on cash flow hedge	-	-	87.8	-	-	-	-	-	-	87.8	-	87.8
Share of other comprehensive income of a joint venture	-	-	(4.4)	-	-	-	-	-	-	(4.4)	-	(4.4)
Total comprehensive income	-	-	67.8	14.4	-	-	(76.0)	-	1,146.5	1,152.7	2.7	1,155.4
Transactions with owners												
Value of employee services relating to grants of share options and incentive shares	-	-	-	-	10.0	-	-	-	-	10.0	-	10.0
Incentive shares exercised	1.1	9.2	-	-	(9.2)	-	-	-	-	1.1	-	1.1
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(0.2)	(0.2)
2015 final dividend paid	-	-	-	-	-	-	-	-	(145.1)	(145.1)	-	(145.1)
2016 interim dividend paid	-	-	-	-	-	-	-	-	(56.4)	(56.4)	-	(56.4)
Total transactions with owners	1.1	9.2	-	-	0.8	-	-	-	(201.5)	(190.4)	(0.2)	(190.6)
At 31 December 2016	671.7	3,302.5	(35.6)	153.0	15.4	64.1	(137.3)	751.0	19,523.8	24,308.6	3.5	24,312.1

	Attributable to equity holders of the Company											
	Share capital HK\$'M	Share premium HK\$'M	Hedging reserve HK\$'M	Investment revaluation reserve HK\$'M	Employee share-based compensation reserve HK\$'M	Other property revaluation reserve HK\$'M	Translation reserve HK\$'M	Contributed surplus HK\$'M	Retained profits HK\$'M	Total HK\$'M	Non- controlling interests HK\$'M	Total equity HK\$'M
At 1 January 2015	669.3	3,283.8	(61.3)	265.9	13.7	64.1	31.7	751.0	17,660.8	22,679.0	1.2	22,680.2
Comprehensive income												
Profit for the year	-	-	-	-	-	-	-	-	1,099.1	1,099.1	-	1,099.1
Other comprehensive income												
Exchange differences on translation of foreign operations	-	-	-	-	-	-	(84.5)	-	-	(84.5)	-	(84.5)
Exchange gain realised to profit or loss upon disposal of an associate	-	-	-	-	-	-	(8.5)	-	-	(8.5)	-	(8.5)
Net fair value loss arising from revaluation of available-for-sale financial assets	-	-	-	(127.3)	-	-	-	-	-	(127.3)	-	(127.3)
Net gain on net investment hedge	-	-	9.8	-	-	-	-	-	-	9.8	-	9.8
Net loss on cash flow hedge	-	-	(51.9)	-	-	-	-	-	-	(51.9)	-	(51.9)
Total comprehensive income	-	-	(42.1)	(127.3)	-	-	(93.0)	-	1,099.1	836.7	-	836.7
Transactions with owners												
Value of employee services relating to grants of incentive shares	-	-	-	-	10.4	-	-	-	-	10.4	-	10.4
Incentive shares exercised	1.3	9.5	-	-	(9.5)	-	-	-	-	1.3	-	1.3
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(0.2)	(0.2)
2014 final dividend paid	-	-	-	-	-	-	-	-	(124.8)	(124.8)	-	(124.8)
2015 interim dividend paid	-	-	-	-	-	-	-	-	(56.3)	(56.3)	-	(56.3)
Total transactions with owners	1.3	9.5	-	-	0.9	-	-	-	(181.1)	(169.4)	(0.2)	(169.6)
At 31 December 2015	670.6	3,293.3	(103.4)	138.6	14.6	64.1	(61.3)	751.0	18,578.8	23,346.3	1.0	23,347.3

The notes on pages 66 to 135 are an integral part of these consolidated financial statements.

CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 December 2016

	Note	2016 HK\$'M	2015 HK\$'M
Cash flows from operating activities			
Profit from operations		1,222.5	1,203.7
Adjustments for:			
Change in fair value of investment properties	14	(716.0)	(680.3)
Net fair value loss/(gain) on derivative financial instruments	14	17.2	(6.8)
Gain on financial liabilities at fair value through profit or loss classified under other long-term liability	14	(10.8)	(17.6)
Gain on disposal of other properties, plant and equipment		(0.5)	–
Gain on disposal of an associate		–	(58.4)
Gain on disposal of a joint venture		(35.2)	–
Depreciation of other properties, plant and equipment		4.2	5.0
Write-off of deposits and loan receivables		12.4	1.6
Share-based compensation expenses		11.1	11.7
Provision for impairment on loans to an associate		–	0.3
Amortisation of interest income on a held-to-maturity investment		–	(0.4)
Operating cash flows before movements in working capital		504.9	458.8
(Increase)/decrease in properties for sale		(2,120.4)	57.4
(Increase)/decrease in trade and other receivables, deposits and prepayments		(36.8)	547.7
(Increase)/decrease in sales proceeds held in stakeholders' accounts		(0.9)	79.1
Increase in trade and other payables and accruals		205.5	24.3
Increase in restricted bank deposits		–	(1.1)
Net cash (used in)/generated from operations		(1,447.7)	1,166.2
Interest income received		10.7	14.7
Coupon received from a held-to-maturity investment		–	1.6
Interest paid on bank and other borrowings		(118.8)	(114.5)
Hong Kong profits tax paid		(87.5)	(8.8)
Tax refunded/(paid) in other jurisdictions		0.1	(0.3)
Net cash (used in)/generated from operating activities		(1,643.2)	1,058.9

	Note	2016 HK\$'M	2015 HK\$'M
Cash flows from investing activities			
Additions of investment properties		(7.7)	(255.9)
Purchase of other properties, plant and equipment		(3.3)	(2.5)
Advances of loans to joint ventures		(545.3)	(320.5)
Proceeds from disposal of other properties, plant and equipment		0.5	–
Proceeds from disposal of an associate		–	135.4
Proceeds from disposal of a joint venture		457.8	–
Proceeds from return on capital of available-for-sale financial asset		–	1.1
Dividend income from joint ventures and associates		–	50.9
Cash received from a held-to-maturity investment upon maturity		–	37.7
Release of deposits with bank with original maturity of more than three months		51.2	3.3
Net cash used in investing activities		(46.8)	(350.5)
Cash flows from financing activities			
Cash settlement on derivative financial instruments		42.4	(20.1)
Bank and other borrowings raised		2,415.7	41.5
Repayments of bank and other borrowings		(906.6)	(63.6)
Dividends paid by the Company		(201.5)	(181.1)
Dividends paid to non-controlling shareholders		(0.2)	(0.2)
Net cash generated from/(used in) financing activities		1,349.8	(223.5)
(Decrease)/increase in cash and cash equivalents		(340.2)	484.9
Cash and cash equivalents at the beginning of the year		2,023.0	1,538.1
Cash and cash equivalents at the end of the year	26	1,682.8	2,023.0

The notes on pages 66 to 135 are an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

1. GENERAL INFORMATION

Wing Tai Properties Limited (the "Company") is a limited liability company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of its registered office is Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda.

The Company is an investment holding company. Its principal subsidiaries are engaged in property development, property investment and management and hospitality investment and management. The Company and its subsidiaries are hereinafter collectively referred to as the Group.

The Group's joint ventures and associates are principally engaged in property investment, property development and hospitality investment.

These consolidated financial statements are presented in millions of Hong Kong dollars (HK\$'M), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 23 March 2017.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRS") and requirements of the Hong Kong Companies ordinance Cap. 622. They have been prepared under the historical cost convention, as modified by the revaluation of investment properties, available-for-sale financial assets, financial liabilities at fair value through profit or loss and derivative financial instruments, which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

(i) *New standards, revised standards, amendments and improvements to standards effective for the current accounting period beginning on 1 January 2016 and relevant to the Group*

Amendments to HKAS 1	Disclosure initiative
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation
Amendments to HKAS 27 (2011)	Equity method in separate financial statements
Amendments to HKFRS 10 and HKAS 28	Sales or contribution of asset between an investor and its associate or joint venture
Annual improvements 2014	

The adoption of the above new or revised standards, amendments and improvements to standards did not have any significant impact to the Group's financial statements in the current and prior year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(ii) *New standards, revised standards, amendments and improvements to standards that are not yet effective in 2016 and have not been early adopted by the Group*

The following new standards, revised standards, amendments and improvements to standards that have been issued but are not yet effective for the year ended 31 December 2016:

		Effective for annual periods beginning on or after
Amendments to HKAS 7	Statement of cash flows	1 January 2017
Amendments to HKAS 12	Income taxes	1 January 2017
HKFRS 9	Financial instruments	1 January 2018
HKFRS 15	Revenue from contracts with customers	1 January 2018
HKFRS 16	Leases	1 January 2019

The Group is in the process of making assessment of the impact of these new standards, revised standards, amendments and improvements to standards and is not yet in a position to state whether they would have a significant impact on the Group's results and financial position.

HKFRS 9 – Financial instruments

HKFRS 9 on classification and measurement of financial assets and financial liabilities will replace HKAS 39, "Financial instruments: Recognition and measurement". HKFRS 9 has two measurement categories: amortised cost and fair value. All equity instruments are measured at fair value. A debt instrument is measured at amortised cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. For liabilities, the standard retains most of the HKAS 39 requirements. These include amortised-cost accounting for most financial liabilities, with bifurcation of embedded derivatives. There is also amendment on HKFRS 9 which brings into effect a substantial overhaul of hedge accounting that will allow entities to better reflect their risk management activities in the financial statements. The implementation of HKFRS 9 is not expected to result in any significant impact on the Group's financial position and results of operations.

HKFRS 15 – Revenue from contracts with customers

HKFRS 15 will replace HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts. HKFRS 15 is based on the principle that revenue is recognised when control of a good or service transfers to a customer. Management is currently assessing the effects of adoption of HKFRS 15 on the Group's financial statements and anticipated that the timing of the recognition of revenue is likely to be affected. At this stage, the Group is not able to estimate the impact of the adoption of HKFRS 15 on the Group's financial statements. The Group will make more detailed assessments of the impact over the next twelve months. The Group has already commenced an assessment of the impact of the other new or revised standards and amendments, certain of which may be relevant to the Group's operations and may give rise to changes in disclosure, recognition and remeasurement of certain items in the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(ii) *New standards, revised standards, amendments and improvements to standards that are not yet effective in 2016 and have not been early adopted by the Group (Continued)*

HKFRS 16 – Leases

HKFRS 16 now requires lessees to recognise a lease liability reflecting future lease payments and a 'right-of-use asset' for virtually all lease contracts. The standard has included an optional exemption for certain short-term leases and leases of low-value assets; however, this exemption can only be applied by lessees. For lessors, the accounting stays almost the same. However, as the standard has updated the guidance on the definition of a lease and sub-lease (as well as the guidance on the combination and separation of contracts), lessors will also be affected by the new standard. At the very least, the new accounting model for lessees is expected to impact negotiations between lessors and lessees. Under HKFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The implementation of HKFRS 16 is not expected to result in any significant impact on the Group's financial position and results of operations.

(b) Consolidation

(i) *Subsidiaries*

A subsidiary is an entity (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, 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. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Consolidation (Continued)

(i) *Subsidiaries (Continued)*

Business combinations (Continued)

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(ii) *Separate financial statements*

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Joint ventures and associates

Associates

An associate is an entity over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investments in associates include goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to "share of profit of investments accounted for using equity method" in the income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gain or losses on dilution of equity interest in associates are recognised in the income statement.

Joint arrangements

The Group has applied HKFRS 11 to all joint arrangements. Under HKFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. The Group's investments in joint ventures include goodwill identified on acquisition. Upon the acquisition of the ownership interest in a joint venture, any difference between the cost of the joint venture and the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is accounted for as goodwill. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Joint ventures and associates (Continued)

Joint arrangements (Continued)

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

(d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Executive Directors who are responsible for allocating resources and assessing performance of the operating segments. The identification of operating segments is set out in Note 6.

(e) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollar (HK\$), which is the Company's functional and the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in hedging reserve as qualifying cash flow hedges or qualifying net investment hedges.

All foreign exchange gains and losses are presented in the income statement within "other gains, net".

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the securities and other changes in the carrying amount of the securities. Translation differences related to changes in the amortised cost are recognised in profit or loss, and other changes in the carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in the other comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Foreign currency translation (Continued)

(iii) *Group companies*

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at rates on the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

(iv) *Disposal of foreign operation and partial disposal*

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

(f) Other properties, plant and equipment

Land and buildings comprise offices occupied by the Group. Leasehold land classified as finance lease and all other properties, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Other properties, plant and equipment (Continued)

On the transfer of owner occupied property to investment property, increases in the carrying amount arising on revaluation of land and buildings are credited to other comprehensive income and increases other property revaluation reserve directly in equity; all other decreases are charged to the income statement.

Freehold land with unlimited useful life is not depreciated. Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation of other properties, plant and equipment, other than construction in progress is calculated using the straight-line method to allocate the cost to their residual values over their estimated useful lives at the following annual rates calculated from the acquisition cost:

Leasehold land classified as finance lease	Shorter of remaining lease term or useful life
Buildings	2% – 4%
Furniture, fixtures and equipment	10% – 33 1/3%
Motor vehicles	20% – 33 1/3%
Plant and machinery	5% – 10%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains or losses arising on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the income statement.

(g) Investment properties

Investment property, principally comprising leasehold land and office buildings, is held for long-term rental yields and is not occupied by the Group. It also includes properties that are being constructed or developed for future use as investment properties. Land held under operating leases are accounted for as investment properties when the rest of the definition of an investment property is met. In such cases, the operating leases concerned are accounted for as if they were finance leases. Investment property is initially measured at cost, including related transaction costs. After initial recognition at cost, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers.

Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets, income capitalisation valuation techniques or discounted cash flow projections. Changes in fair values are recorded in the income statement as part of a valuation gain or loss.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the income statement during the financial period in which they are incurred.

If any investment property becomes owner-occupied, it is reclassified as other property, plant and equipment, and its fair value at the date of reclassification becomes its cost for accounting purpose. Property that is being constructed or developed for future use as investment property is classified as investment property and is carried at fair value. Where fair value is not reliably determinable, such investment property under construction is measured at cost until its fair value becomes reliably determinable.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Properties for sale

Properties for sale comprising properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Development cost of properties comprises cost of land use rights, construction costs and borrowing costs incurred during the construction period. Upon completion, the properties under development are transferred to completed properties held for sale.

Net realisable value takes into account the price ultimately expected to be realised, less applicable variable selling expenses and the anticipated costs to completion.

Properties for sale are classified as current assets unless the construction period of the relevant property development project is expected to be completed beyond normal operating cycle.

(i) Impairment of investments in subsidiaries, joint ventures, associates and non-financial assets

Investments in subsidiaries, joint ventures, associates and other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable; in addition, other non-financial assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Impairment testing of the investments in subsidiaries, joint ventures or associates is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary, joint venture or associate in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(j) Financial assets

Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments and available-for-sale financial assets. The classification depends on the purpose for which the financial assets are acquired. Management determines the classification of its financial assets at initial recognition.

(i) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets, if expected to be settled within 12 months; otherwise, they are classified as non-current.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Financial assets (Continued)

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise loans to associates and joint ventures, deposits and loan receivables, trade and other receivables, sales proceeds held in stakeholders' accounts, restricted bank deposits and bank balances and cash in the balance sheet.

(iii) *Held-to-maturity financial assets*

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity. If the Group were to sell other than an insignificant amount of held-to-maturity financial assets, the whole category would be tainted and reclassified as available for sale. Held-to-maturity financial assets are included in non-current assets, except for those with maturities less than 12 months from the end of the reporting period, which are classified as current assets.

(iv) *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of the investment within 12 months of the balance sheet date.

Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity financial assets are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the "financial assets at fair value through profit or loss" category are presented in the income statement in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement when the Group's right to receive payments is established.

Changes in the fair value of monetary securities denominated in a foreign currency and classified as available-for-sale are analysed between translation differences resulting from changes in amortised cost of the security and other changes in the carrying amount of the securities. The translation differences on monetary securities are recognised in profit or loss; translation differences on non-monetary securities are recognised in other comprehensive income. Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments previously recognised in investment revaluation reserve are included in the income statement.

Interest on available-for-sale financial assets calculated using the effective interest method is recognised in the income statement as part of other gains, net. Dividends on available-for-sale equity instruments are recognised in the income statement as part of income when the Group's right to receive payments is established.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

(l) Impairment of financial assets

(i) *Assets carried at amortised cost*

The Group assesses at the balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivable category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

(ii) *Assets classified as available-for-sale financial assets*

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, if any such evidence exists the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the consolidated income statement. For equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the securities below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from investment revaluation reserve and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the consolidated income statement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as either:

- (i) hedges of a particular risk associated with a recognised asset or liability or a highly probable forecast transactions (cash flow hedge); or
- (ii) hedges of a net investment in a foreign operation (net investment hedge).

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative instruments used for hedging purposes are disclosed in Note 23. Movements on the hedging reserve in shareholders' equity are shown in the consolidated statement of comprehensive income. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedge item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

(i) *Cash flow hedge*

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the income statement.

Amounts accumulated in hedging reserve are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory or other properties, plant and equipment), the gains and losses previously deferred in hedging reserve are transferred from hedging reserve and included in the initial measurement of the cost of the asset or liability. The deferred amounts are ultimately recognised in cost of goods sold in the case of inventory, or in depreciation in the case of other properties, plant and equipment.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in hedging reserve at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in hedging reserve is immediately transferred to the income statement.

(ii) *Net investment hedge*

Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised in the income statement.

Gains and losses accumulated in equity are included in the income statement when the foreign operation is partially disposed of or sold.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Derivative financial instruments and hedging activities (Continued)

(iii) Certain derivative instruments do not qualify for hedge accounting. They are classified as current or non-current assets or liabilities according to the settlement dates of the derivative instruments. Changes in the fair value of these derivative instruments are recognised in the income statement.

(n) Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(o) Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. In the consolidated balance sheet, bank overdrafts are shown within borrowings in current liabilities. Restricted bank deposits are excluded from the cash and cash equivalents of the consolidated cash flow statement.

(p) Share capital

Ordinary shares are classified as share capital. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(q) Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(r) Borrowings

Borrowings (including the fixed rate bonds as disclosed in Note 28) are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Fees are capitalised as prepayments for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(s) Other financial liabilities

The Group classifies and measures its financial liabilities in accordance with the purpose for which the financial liabilities are incurred and managed. The management classifies financial liabilities at fair value through profit or loss if they are managed and their performance measured on fair value basis. A financial liability is derecognised from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired.

Financial liabilities at fair value through profit or loss include other long-term liability disclosed in Note 30. They are initially recognised at fair value and transaction costs are expensed off immediately. Realised or unrealised gains or losses on financial liabilities are charged to the income statement in the period in which they arise. The fair value is estimated by discounting the estimated future contractual cash flows at the current market discount rate which considers the Group's credit risk. Where applicable, a pricing adjustment is applied to arrive at the fair value.

(t) Borrowing costs

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

(u) Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) *Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries, joint ventures and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) *Deferred income tax*

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Current and deferred taxation (Continued)

(ii) *Deferred income tax (Continued)*

Inside basis differences (Continued)

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

Outside basis differences

Deferred income tax is provided on taxable temporary differences arising on investments in subsidiaries, joint ventures and associates, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

(iii) *Offsetting*

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is no intention to settle the balances on a net basis.

(v) Employee benefits

(i) *Employee leave entitlements*

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) *Termination benefits*

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(iii) *Bonus plans*

The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) Employee benefit (Continued)

(iv) *Retirement benefits cost*

Payments to the Group's defined contribution retirement schemes and the Mandatory Provident Fund Scheme are charged as expenses as they fall due. The Group has no legal or constructive obligations to pay further contributions for post-retirement benefits beyond its fixed contributions.

(v) *Share-based payments*

The Group operates two equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options and incentive shares) of the Group. The fair value of the employee services received in exchange for the grant of the options and incentive shares is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options and incentive shares granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets).

Non-market vesting conditions are included in assumptions about the number of options and incentive shares that are expected to vest. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At each balance sheet date, the Group revises its estimates of the number of options and incentive shares that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the income statement, with a corresponding adjustment to employee share-based compensation reserve.

When the options and incentive shares are exercised (Note 32), the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options and incentive shares are exercised.

(w) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(x) Revenue recognition

Revenue represents sale of properties, rental income, project and property management income and dividend income from available-for-sale financial assets. Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax and discounts and after eliminating sales within the Group. Revenue is recognised as follows:

- (i) Revenue from properties developed for sale is recognised when the significant risks and rewards of the properties are transferred to the buyers and the collectability of related receivables is reasonably assured. Payments received from purchasers prior to this stage are recorded as deposits received, which are included in current liabilities.
- (ii) Rental income from investment property is recognised on a straight-line basis over the period of the leases.
- (iii) Project and property management income is recognised when the services are rendered.
- (iv) Dividend income from investments is recognised when the Group's right to receive payment has been established.

(y) Operating leases

(i) *Group as the lessee to operating leases*

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

(ii) *Group as the lessor to operating leases*

When assets are leased out under an operating lease, the asset is included in the balance sheet based on the nature of the asset. Lease income is recognised over the term of the lease on a straight-line basis.

(z) Finance leases

Leases that transfer to the Group substantially all the risks and rewards of ownership of assets are accounted for as finance leases. Finance leases are capitalised at the lease's commencement date at the lower of the fair value of the leased assets and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The corresponding rental obligations, net of finance charges, are included in liabilities, as trade and other payables. The finance charges are charged to the income statement over the lease periods so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Assets held under finance leases are depreciated in the basis described in Note 2(f) above.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(aa) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability, other than that assumed in a business combination, is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

(bb) Financial guarantee contracts

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts are initially recognised at fair value. Subsequently, such contracts are measured at the higher of the best estimate of the amount required to settle the guarantee and the amount initially recognise less, where appropriate, cumulative amortisation over the life of the guarantee on a straight-line basis.

(cc) Dividend distribution

Dividend distribution to the Company's equity holders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's equity holders or directors, where appropriate.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

3. FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risks (including currency risk, fair value interest rate risk and cash flow interest rate risk and price risk), credit risk and liquidity risk.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risk exposures.

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to UK pounds, Renminbi and Singapore dollars. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group has certain investments in foreign operations in UK, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings, forward exchange contracts and cross currency swap contracts denominated in UK pounds.

At 31 December 2016, if HK dollars had weakened/strengthened by 5% against Renminbi with all other variables held constant, equity would have been HK\$10.9M (2015: HK\$26.2M) higher/lower, mainly as a result of foreign exchange gains/losses on translation of Renminbi-denominated operations.

The Group has entered into cross currency swap contracts to hedge against foreign exchange exposure arising from fixed rate bonds denominated in Singapore dollars. The fixed rate bonds are fully swapped into Hong Kong dollar so as to eliminate foreign exchange fluctuation from Singapore dollar when interest payments and principal repayment of the fixed rate bonds are made in future.

At 31 December 2016, if HK dollars had weakened/strengthened by 5% against Singapore dollars with all other variables held constant, equity would have been HK\$18.6M (2015: HK\$17.9M) higher/lower, mainly as a result of foreign exchange gains/losses on translation of Singapore dollar-denominated available-for-sale financial assets.

The Group does not have significant foreign exchange risks that affect the profit or loss.

(ii) Interest rate risk

As the Group has no significant interest-bearing assets (other than bank deposits and amounts due from joint ventures), the Group's income and operating cash flows are substantially independent of changes in market interest rates.

The Group is exposed to changes in interest rates due to its bank borrowings which are disclosed in Note 28 below. Borrowings at variable rates expose the Group to cash flow interest rate risk. Borrowings at fixed rates expose to the Group to fair value interest rate risk. The Group manages its interest rate exposure based on interest rate level and outlook as well as potential impact on the Group's financial position arising from volatility. Interest rate swap contract is the hedging instrument most commonly used by the Group to manage the interest rate exposure.

3. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Interest rate risk (Continued)

If interest rates on borrowings had been 50 basis points higher/lower with all other variables held constant, the post-tax profit for the year would have been HK\$6.4M (2015: HK\$5.8M) lower/higher and capitalised interest on “properties for sale” would have been HK\$9.2M (2015: HK\$2.8M) higher/lower, mainly as a result of higher/lower interest expenses on floating rate borrowings.

In addition, if interest rates had been 50 basis points higher/lower with all other variables held constant, the post-tax profit for the year would have been HK\$16.5M (2015: HK\$12.0M) higher or HK\$17.3M (2015: HK\$12.4M) lower, mainly as a result of gain/loss relating to the portion of changes in the fair value of interest rate swap contracts not qualified for hedge accounting.

(iii) Price risk

The Group is exposed to equity securities price risk because certain financial assets of the Group are classified in the consolidated balance sheet as available-for-sale financial assets. The Group is not exposed to commodity price risk.

At 31 December 2016, if market value of the Group’s listed available-for-sale financial assets had increased/decreased by 10% (2015: 10%), with all other variables held constant, equity would have been HK\$37.2M (2015: HK\$35.8M) higher/lower before any further impairment. The sensitivity analysis has been determined based on a reasonable expectation of possible valuation volatility over the next 12 months.

(iv) Credit risk

The Group’s credit risks are primarily attributable to the Group’s cash at banks (Note 26), deposits and loan receivables (Note 19), other financial assets (Note 20), trade receivables from sale of properties and rent receivables from tenants (Note 22).

The Group has limited its credit exposure by ensuring the Group’s cash deposits are placed with reputable banks and financial institutions with high credit rating.

The Group primarily chooses to invest in reputable companies with sound financial conditions as held-to-maturity investments. In addition, the Group has closely reviewed published financial information on these investments.

In respect of credit exposures to customers for sale of properties, the Group normally receives deposits or progress payments from individual customers prior to the completion of sale transactions. If a customer defaults on the payment of the sale of properties, the Group is able to forfeit the customer’s deposit and re-sell the property to another customer. Therefore, the Group’s credit risk is significantly reduced. For rent receivables from tenants, credit checks are part of the normal leasing process. The Group normally receives deposits for leases to tenants. Regular review is carried out and stringent monitoring procedures are in place to deal with overdue debts. At each balance sheet date, the Group reviews the recoverable amount of each individual trade receivables to ensure that adequate provisions for impairment are made for irrecoverable amounts, if any.

The Group has no significant concentrations of credit risk on trade receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

3. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(v) Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group. The Group monitors rolling forecasts of its liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times so that the Group does not breach borrowing limits or covenants (where applicable) on any of its borrowing facilities. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance, compliance with internal balance sheet ratio targets and, if applicable external regulatory or legal requirements.

Surplus cash held by the operating entities over and above balance required for working capital management are transferred to the Corporate and managed by the Group Treasury Department, which invests surplus cash in time deposits, money market deposits and marketable securities, choosing instruments with appropriate maturities or sufficient liquidity to provide sufficient head-room as determined by the above-mentioned forecasts.

The table below analyses the Group's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. Derivative financial liabilities are included in the analysis if their contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the tables are the contractual undiscounted cash flows and may not reconcile to the amounts in the balance sheets.

	Less than 1 year HK\$'M	Between 1 and 2 years HK\$'M	Between 2 and 5 years HK\$'M	Over 5 years HK\$'M
At 31 December 2016				
Bank and other borrowings	609.9	830.9	2,014.2	2,209.0
Derivative financial instruments	18.5	18.1	49.2	180.6
Trade and other payables and accruals	434.1	5.2	1.0	–
Other long-term liability	–	–	–	62.7
Financial guarantees (Note)	4.3	1,262.9	339.5	–
Total	1,066.8	2,117.1	2,403.9	2,452.3
At 31 December 2015				
Bank and other borrowings	551.0	596.0	1,244.3	2,028.4
Derivative financial instruments	18.8	14.2	36.8	167.9
Trade and other payables and accruals	251.5	1.0	0.2	–
Other long-term liability	–	–	–	73.7
Financial guarantees (Note)	471.9	925.9	500.8	–
Total	1,293.2	1,537.1	1,782.1	2,270.0

Note:

These amounts are financial guarantees from the Group to its joint ventures representing the hypothetical payments should the guarantees be crystallised, however based on the operating results of the joint ventures, the Group does not expect them to be crystallised.

3. FINANCIAL RISK MANAGEMENT (Continued)

(b) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net borrowings divided by total equity which is the Group's capital. Net borrowings are calculated as bank and other borrowings less bank balances and cash.

The gearing ratios at 31 December 2016 and 2015 were as follows:

	2016 HK\$'M	2015 HK\$'M
Bank and other borrowings	5,184.8	3,766.3
Less: Bank balances and cash	(1,682.8)	(2,074.2)
Net borrowings	3,502.0	1,692.1
Total equity	24,312.1	23,347.3
Gearing ratio	14.4%	7.2%

(c) Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

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3. FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value estimation (Continued)

The following tables present the Group's financial assets and liabilities that are measured at fair value at 31 December 2016 and 2015 (see Note 15 for disclosures of the investment properties that are measured at fair value).

	Level 1 HK\$'M	Level 2 HK\$'M	Level 3 HK\$'M	Total HK\$'M
At 31 December 2016				
Assets				
Other financial assets				
Available-for-sale financial assets				
– listed securities	372.6	–	–	372.6
Derivative financial instruments				
– interest rate swap contracts	–	1.5	–	1.5
– cross currency swap contracts	–	12.7	–	12.7
– forward exchange contracts	–	8.5	–	8.5
	372.6	22.7	–	395.3
Liabilities				
Derivative financial instruments				
– interest rate swap contracts	–	23.4	–	23.4
– cross currency swap contracts	–	202.8	–	202.8
Other long-term liability	–	–	62.7	62.7
	–	226.2	62.7	288.9
At 31 December 2015				
Assets				
Other financial assets				
Available-for-sale financial assets				
– listed securities	358.3	–	–	358.3
Derivative financial instruments				
– cross currency swap contracts	–	3.6	–	3.6
– forward exchange contracts	–	11.0	–	11.0
	358.3	14.6	–	372.9
Liabilities				
Derivative financial instruments				
– interest rate swap contracts	–	9.0	–	9.0
– cross currency swap contracts	–	249.5	–	249.5
Other long-term liability	–	–	73.7	73.7
	–	258.5	73.7	332.2

There is no transfer between the different levels of fair value measurement hierarchy of financial instruments for the years ended 31 December 2016 and 2015.

3. FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value estimation (Continued)

(i) *Financial instruments in Level 1:*

Listed securities are stated at market prices. The quoted market price used for financial assets held by the Group is the bid price at the end of the reporting period. They are included in Level 1.

(ii) *Financial instruments in Level 2:*

Unlisted securities are stated at fair values which are estimated using other prices observed in recent transactions or valuation techniques when the market price is not readily available.

The fair value of forward exchange contracts and cross currency swap contracts is determined using forward exchange rates at the balance sheet date, with the resulting value discounted back to present value.

The fair value of interest rate swap contracts is calculated as the present value of the estimated future cash flows based on observable yield curves.

If all significant inputs required to estimate the fair value of an instrument are observable, the instrument is included in Level 2. If one or more of significant inputs is not based on observable market data, the instrument is included in Level 3.

(iii) *Financial instruments in Level 3:*

Other long-term liability represents provisions of liabilities in relation to indemnifying a third party against the cost of winding up the pension scheme of the disposed business in 2012.

Valuation processes of the Group

The Group engaged Barnett Waddingham, an independent valuer, to value its long-term liability. Discussion of valuation processes and results are held between the Group's management and valuer at least once every six months, in line with the Group's interim and annual reporting dates. At each reporting date the Group's management:

- verifies all major inputs to the independent valuation report;
- assesses the liability valuation movements when compared to the prior period valuation report;
- holds discussions with the independent valuer.

The fair value of the long-term liability is determined using a solvency valuation model and the significant unobservable inputs used in the fair value measurement are the forecast price inflation and investment return. The fair value measurement of the liability is positively correlated to the forecast price inflation and negatively correlated to the forecast investment return. As at 31 December 2016, it is estimated that with all other variables held constant, an increase in both the above unobservable inputs by 0.1% (2015: 0.1%) would have increased the Group's profit by HK\$1.5M (2015: HK\$1.7M).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

3. FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value estimation (Continued)

(iii) Financial instruments in Level 3: (Continued)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

	Other long-term liability	
	2016	2015
	HK\$'M	HK\$'M
Opening balance	(73.7)	(91.5)
Company's contributions	0.2	0.2
Fair value gain recognised in the consolidated income statement (Note 14)	10.8	17.6
Closing balance	(62.7)	(73.7)

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Fair value of investment properties

The Group's investment properties are revalued at the balance sheet date on the open market value basis by independent professional valuers. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the judgement on whether such valuations and assumptions made by the valuers are reasonable, the Group considers information from comparable current prices in an active market for similar properties, capitalisation rates, terminal yield, rental income from current leases and assumptions about rental from future leases and the reversionary income potential and uses assumptions that are mainly based on market conditions existing at each balance sheet date. The main assumptions have been disclosed in Note 15.

(b) Fair value of derivative financial instruments

If information on current or recent prices of derivative financial instruments is not available, the fair values of derivative financial instruments are determined using valuation techniques (including discounted cash flow model or price/earnings multiple model). The Group uses assumptions that are mainly based on market conditions existing at each balance sheet date.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(c) Fair value of financial liabilities at fair value through profit or loss classified under other long-term liability

If information on current or recent prices of financial liabilities at fair value through profit or loss is not available, the fair values of financial liabilities at fair value through profit or loss are determined using valuation techniques (including discounted cash flow model). The Group uses assumptions that are mainly based on market conditions existing at each balance sheet date. The main assumptions have been disclosed in Note 30.

(d) Impairment of available-for-sale financial assets

The Group follows the guidance of HKAS 39 to determine when an available-for-sale financial asset is impaired. The determination requires significant judgement. In making this judgement, the Group evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost, and the financial health of and short-term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

(e) Net realisable values of properties for sale

The Group assesses the carrying amounts of properties for sale according to their recoverable amounts based on the realisability of these properties, taking into account estimated costs to completion based on past experience, committed contracts and estimated net sales/rental value based on prevailing market conditions. Provision is made when events or changes in circumstances indicate that the carrying amounts may not be realised. The assessment requires the use of judgement and estimates.

(f) Impairment of trade receivables

The Group reviews regularly the recoverable amount of each individual trade receivables to ensure that adequate impairment is made for the irrecoverable amounts. The Group assesses the recoverable amount of each individual trade receivables whether there is objective evidence that the trade receivables are impaired. This evidence may include observable data indicating that there has been an adverse change in the payment status of the debtors and the local economic conditions.

(g) Impairment of assets (mainly investments in joint ventures and associates)

The Group tests whether the investments in joint ventures and associates have suffered any impairment, in accordance with the accounting policy stated in Note 2(i). The recoverable amount of the investment is the higher of the asset's fair value less costs to sell and value-in-use. These calculations require the use of estimates.

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For the year ended 31 December 2016

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(h) Taxation

The Group is subject to income taxes, capital gains tax, land appreciation tax and withholding tax in several jurisdictions as applicable. There are certain transactions and calculations for which the ultimate tax determination may be uncertain. The Group recognises liabilities for anticipated tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the financial period in which such determination is made.

The Group has used presumption that the carrying amount of all investment properties except for certain PRC investment properties using fair value model will be recovered through sale. Accordingly, no provision for deferred tax is made on revaluation of investment properties if there is no capital gains tax. The PRC investment properties would be recovered through use which is held within a business model to hold for rental, provision for deferred tax is made on revaluation of investment properties using income tax rate.

Recognition of deferred tax asset, which principally relates to tax losses of certain subsidiaries, depends on the management's expectation of future taxable profit that will be available against which the tax losses can be utilised. The outcome of their actual utilisation may be different.

(i) Accrual of construction costs

It usually takes more than a year after completion of the relevant constructions to finalise and agree with the contractors on overall construction costs (including initial contract sum, variation orders, liquidation damages, if any) for property development. The Group has accrued for construction costs based on the latest information available and directors' best estimate on the likely outcome of negotiation with contractors. If the final construction costs differ from the accruals made, there will be effects on the results of the Group in the year in which construction costs are concluded.

5. REVENUE

Revenue represents the amounts received and receivable from third parties net of value-added tax and discounts in connection with the following activities:

	2016 HK\$'M	2015 HK\$'M
Sale of properties and project management income	213.2	149.2
Rental income and property management income	867.9	838.1
Dividend income from available-for-sale financial assets	22.2	21.9
	1,103.3	1,009.2

6. SEGMENT INFORMATION

Operating segments are identified on the basis of internal reports about components of the Group that are regularly reviewed by Executive Directors in order to allocate resources to the segment and to assess its performance.

Segment information are analysed on the basis of the Group's operating divisions. They are (i) Property Development, (ii) Property Investment and Management, (iii) Hospitality Investment and Management and (iv) Others. Others mainly represent investing activities and corporate activities including central management and administrative function.

	Property development HK\$'M	Property investment and management HK\$'M	Hospitality investment and management HK\$'M	Others HK\$'M	Elimination HK\$'M	Total HK\$'M
For the year ended 31 December 2016						
REVENUE						
External sales	213.2	737.2	130.7	22.2	–	1,103.3
Inter-segment sales	–	8.5	0.6	–	(9.1)	–
Total	213.2	745.7	131.3	22.2	(9.1)	1,103.3
RESULTS						
Profit/(loss) before change in fair value of investment properties and financial instruments, and gain on disposal of a joint venture	(26.0)	521.4	23.0	(40.7)	–	477.7
Change in fair value of investment properties and financial instruments	(9.5)	733.0	(24.7)	10.8	–	709.6
Gain on disposal of a joint venture	–	35.2	–	–	–	35.2
Profit/(loss) from operations	(35.5)	1,289.6	(1.7)	(29.9)	–	1,222.5
Finance costs	–	(57.2)	(12.1)	(32.0)	36.2	(65.1)
Finance income	–	2.4	6.1	49.7	(36.2)	22.0
Share of results of joint ventures	85.8	(10.5)	4.7	–	–	80.0
Share of results of associates	0.4	0.6	–	–	–	1.0
Profit/(loss) before taxation	50.7	1,224.9	(3.0)	(12.2)	–	1,260.4
Taxation	–	–	–	–	–	(111.2)
Profit for the year	–	–	–	–	–	1,149.2
Other items						
Depreciation and amortisation	–	1.7	0.1	2.4	–	4.2
Gain on disposal of other properties, plant and equipment	–	–	–	(0.5)	–	(0.5)

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6. SEGMENT INFORMATION (Continued)

	Property development HK\$'M	Property investment and management HK\$'M	Hospitality investment and management HK\$'M	Others HK\$'M	Elimination HK\$'M	Total HK\$'M
For the year ended 31 December 2015						
REVENUE						
External sales	149.2	690.9	147.2	21.9	-	1,009.2
Inter-segment sales	-	8.1	0.6	-	(8.7)	-
Total	149.2	699.0	147.8	21.9	(8.7)	1,009.2
RESULTS						
Profit/(loss) before change in fair value of investment properties and financial instruments, and gain on disposal of an associate	(43.0)	480.0	47.4	(43.8)	-	440.6
Change in fair value of investment properties and financial instruments	(3.0)	791.2	(100.7)	17.2	-	704.7
Gain on disposal of an associate	-	-	58.4	-	-	58.4
Profit/(loss) from operations	(46.0)	1,271.2	5.1	(26.6)	-	1,203.7
Finance costs	-	(56.0)	(18.5)	(68.3)	36.3	(106.5)
Finance income	-	4.5	5.9	40.6	(36.3)	14.7
Share of results of joint ventures	90.0	(5.2)	(12.4)	-	-	72.4
Share of results of associates	0.2	-	(2.2)	-	-	(2.0)
Profit/(loss) before taxation	44.2	1,214.5	(22.1)	(54.3)	-	1,182.3
Taxation						(83.2)
Profit for the year						1,099.1
Other items						
Depreciation and amortisation	-	2.0	0.1	2.9	-	5.0

Inter-segment transactions are entered into under the normal commercial terms and conditions mutually agreed among group companies.

6. SEGMENT INFORMATION (Continued)

The segment assets and liabilities at 31 December 2016 and 2015 and additions to non-current assets for the years then ended are as follows:

	Property development HK\$'M	Property investment and management HK\$'M	Hospitality investment and management HK\$'M	Others HK\$'M	Total HK\$'M
At 31 December 2016					
ASSETS					
Segment assets (Note a)	4,312.2	20,631.7	1,603.8	1,838.8	28,386.5
Investments in joint ventures and loans to joint ventures	2,030.3	193.0	114.8	–	2,338.1
Investments in associates and loans to associates	5.7	14.5	–	–	20.2
Other assets	6,348.2	20,839.2	1,718.6	1,838.8	30,744.8
Consolidated total assets					31.3
LIABILITIES					
Segment liabilities (Note b)	(323.2)	(259.9)	(21.0)	(92.1)	(696.2)
Other liabilities					(5,767.8)
Consolidated total liabilities					(6,464.0)
Additions to non-current assets (Note d)	–	5.3	3.0	2.7	11.0
At 31 December 2015					
ASSETS					
Segment assets (Note a)	2,028.2	20,109.9	2,058.0	1,842.7	26,038.8
Investments in joint ventures and loans to joint ventures	1,412.6	630.5	96.6	–	2,139.7
Investments in associates and loans to associates	5.4	14.5	–	–	19.9
Other assets	3,446.2	20,754.9	2,154.6	1,842.7	28,198.4
Consolidated total assets					22.5
LIABILITIES					
Segment liabilities (Note b)	(141.5)	(240.0)	(25.3)	(102.6)	(509.4)
Other liabilities					(4,364.2)
Consolidated total liabilities					(4,873.6)
Additions to non-current assets (Note d)	–	252.7	4.5	1.2	258.4

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6. SEGMENT INFORMATION (Continued)

Notes:

- (a) Segment assets consist primarily of investment properties, other properties, plant and equipment, other financial assets, deposits and loan receivables, properties for sale, trade and other receivables, deposits and prepayments, sales proceeds held in stakeholders' accounts, restricted bank deposits and bank balances and cash. Other assets comprise mainly derivative financial instruments, tax recoverable and deferred tax assets.
- (b) Segment liabilities comprise operating liabilities. Other liabilities include tax payable, bank and other borrowings, deferred tax liabilities and derivative financial instruments.
- (c) Non-current assets include investment properties and other properties, plant and equipment.
- (d) Additions to non-current assets comprise additions to investment properties and other properties, plant and equipment.

The Group's operations are principally located in Hong Kong, the United Kingdom and the People's Republic of China other than Hong Kong (the "PRC").

The following is an analysis of the Group's revenue by geographical areas in which the customers are located, irrespective of the origin of the goods/services:

	Year ended 31 December	
	2016	2015
	HK\$'M	HK\$'M
Hong Kong	1,024.1	917.8
United Kingdom	30.5	26.3
Singapore	24.0	24.1
The PRC	21.5	37.7
Others	3.2	3.3
	1,103.3	1,009.2

The followings are analyses of the Group's total assets, non-current assets including investment properties and other properties, plant and equipment, and additions to non-current assets by geographical areas in which the assets are located.

	Total assets		Non-current assets		Additions to non-current	
	At 31 December		(Note c)		assets (Note d)	
	2016	2015	At 31 December		Year ended 31 December	
	HK\$'M	HK\$'M	2016	2015	2016	2015
	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
Hong Kong	28,612.1	25,488.4	20,684.3	20,025.3	10.6	15.2
United Kingdom	1,110.4	1,291.5	835.2	996.7	0.4	243.2
The PRC	551.3	976.0	507.6	482.7	–	–
Singapore	384.6	365.3	–	–	–	–
Others	117.7	99.7	–	–	–	–
	30,776.1	28,220.9	22,027.1	21,504.7	11.0	258.4

7. OTHER GAINS, NET

	2016 HK\$'M	2015 HK\$'M
Amortisation of interest income on a held-to-maturity investment	–	0.4
Compensation income from a shareholder of an associate	–	11.2
Compensation income arising from early termination of a tenancy agreement	1.8	–
Compensation income arising from obstruction to right of light access of an investment property	8.5	–
Exchange losses, net	(8.0)	(0.3)
Forfeited deposits	1.0	–
Gain on disposal of an associate (Note 18(e))	–	58.4
Gain on disposal of a joint venture (Note 17(d))	35.2	–
Gain on disposal of other properties, plant and equipment	0.5	–
Provision for impairment on loans to an associate	–	(0.3)
Write back of provisions for claims	1.0	1.0
Write-off of deposits and loan receivables (Note 19)	(12.4)	(1.6)
Others	2.5	2.4
	30.1	71.2

8. PROFIT FROM OPERATIONS

	2016 HK\$'M	2015 HK\$'M
Profit from operations has been arrived at after charging/(crediting) the following:		
Staff costs including directors' remuneration	241.3	227.9
Retirement benefits costs	10.6	7.9
Total staff costs (Note)	251.9	235.8
Share-based compensation expenses (Note)	11.1	11.7
Auditor's remuneration		
– Audit services	5.1	4.9
– Non-audit services	1.0	0.7
Cost of properties included in cost of sales	89.9	80.9
Depreciation of other properties, plant and equipment (Note 16)	4.2	5.0
Direct operating expenses arising from investment properties generating rental income	161.3	155.1
Gain on disposal of an associate (Note 18(e))	–	(58.4)
Gain on disposal of a joint venture (Note 17(d))	(35.2)	–
Gain on disposal of other properties, plant and equipment	(0.5)	–

Note:

Share-based compensation expenses recognised in the consolidated income statement in respect of share options and incentive shares granted to certain directors and employees are not included in the total staff costs above.

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9. BENEFITS AND INTERESTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

(a) Directors' remuneration

Details of the remuneration of every director for the year ended 31 December 2016 are set out below:

Name	Directors' fee HK\$'000	Salaries and allowances HK\$'000	Discretionary bonus HK\$'000	Retirement benefit costs – defined contribution plan HK\$'000	Sub-total HK\$'000	Fair value of share options and incentive shares amortised in 2016 HK\$'000 (Note 32)	Total HK\$'000
Executive directors							
CHENG Wai Chee, Christopher (Chairman)	25	6,844	–	332	7,201	2,711	9,912
CHENG Wai Sun, Edward (Deputy Chairman and Chief Executive)	25	10,518	4,723	515	15,781	2,711	18,492
CHENG Man Piu, Francis	25	–	–	–	25	–	25
CHOW Wai Wai, John	25	3,902	868	193	4,988	542	5,530
NG Kar Wai, Kenneth	25	4,680	1,160	162	6,027	1,467	7,494
Non-executive directors							
KWOK Ping Luen, Raymond	70	–	–	–	70	–	70
HONG Pak Cheung, William	70	–	–	–	70	–	70
NG Tak Wai, Frederick	70	–	–	–	70	–	70
CHEN CHOU Mei Mei, Vivien	70	–	–	–	70	–	70
Independent non-executive directors							
Simon MURRAY	310	–	–	–	310	–	310
FANG Hung, Kenneth	260	–	–	–	260	–	260
YEUNG Kit Shing, Jackson	380	–	–	–	380	–	380
Haider Hatam Tyebjee BARMA	260	–	–	–	260	–	260
CHENG Hoi Chuen, Vincent	310	–	–	–	310	–	310
Total	1,925	25,944	6,751	1,202	35,822	7,431	43,253

9. BENEFITS AND INTERESTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(a) Directors' remuneration (Continued)

Details of the remuneration of every director for the year ended 31 December 2015 are set out below:

Name	Directors' fee HK\$'000	Salaries and allowances HK\$'000	Discretionary bonus HK\$'000	Retirement benefit costs – defined contribution plan HK\$'000	Sub-total HK\$'000	Fair value of incentive shares amortised in 2015 HK\$'000 (Note 32)	Total HK\$'000
Executive directors							
CHENG Wai Chee, Christopher (Chairman)	25	6,543	–	313	6,881	3,134	10,015
CHENG Wai Sun, Edward (Deputy Chairman and Chief Executive)	25	10,010	4,429	486	14,950	3,134	18,084
CHENG Man Piu, Francis	25	–	–	–	25	–	25
CHOW Wai Wai, John	25	3,690	827	184	4,726	636	5,362
NG Kar Wai, Kenneth (appointed on 22 January 2015)	23	4,416	1,300	114	5,853	773	6,626
Non-executive directors							
KWOK Ping Luen, Raymond	60	–	–	–	60	–	60
HONG Pak Cheung, William	60	–	–	–	60	–	60
NG Tak Wai, Frederick	60	–	–	–	60	–	60
CHEN CHOU Mei Mei, Vivien	60	–	–	–	60	–	60
Independent non-executive directors							
Simon MURRAY	310	–	–	–	310	–	310
FANG Hung, Kenneth	260	–	–	–	260	–	260
YEUNG Kit Shing, Jackson	360	–	–	–	360	–	360
Haider Hatam Tyebjee BARMA	260	–	–	–	260	–	260
CHENG Hoi Chuen, Vincent	310	–	–	–	310	–	310
Total	1,863	24,659	6,556	1,097	34,175	7,677	41,852

Notes:

- (i) The amounts represented emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertakings.
- (ii) During the year, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2015: Nil).
- (iii) None of the directors has waived any emoluments during the year (2015: Nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

9. BENEFITS AND INTERESTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

(b) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year according to section 22 of Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G).

(c) Five highest paid individuals

The aggregate emoluments of the five highest paid individuals of the Group in 2016 included four (2015: four) executive directors of the Company whose emoluments are included above. The emoluments of the remaining one (2015: one) highest paid individual are as follows:

	2016 HK\$'M	2015 HK\$'M
Salaries and allowances	4.2	3.9
Discretionary bonus	1.7	1.7
Retirement benefits costs – defined contribution plan	0.2	0.2
	6.1	5.8

The emoluments fell within the following bands:

	Number of individual 2016	2015
Emoluments bands HK\$5,000,001 and above	1	1

10. FINANCE COSTS AND FINANCE INCOME

	2016 HK\$'M	2015 HK\$'M
Finance costs		
Interest expenses on:		
– bank borrowings	47.7	47.6
– fixed rate bonds	89.3	89.4
– other borrowings	0.9	–
Total borrowing costs	137.9	137.0
Less: interest capitalised in properties for sale (Note)	(72.8)	(30.5)
	65.1	106.5
Finance income		
– bank interest income	(3.9)	(9.1)
– other interest income	(18.1)	(5.6)
	(22.0)	(14.7)

Note:

Interest capitalised at rates range from 1.3% to 3.3% per annum (2015: 1.7% to 4.2% per annum).

11. TAXATION

Hong Kong profits tax has been calculated at 16.5% (2015: 16.5%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

The amount of taxation charged/(credited) to the consolidated income statement represents:

	2016 HK\$'M	2015 HK\$'M
Current taxation		
– Current tax on profits for the year	71.0	53.5
– Over-provision in prior years	(0.4)	(1.2)
	70.6	52.3
Deferred taxation (Note 29)		
– Change in fair value of investment properties	24.7	7.5
– Temporary differences on tax depreciation	14.4	16.4
– (Recognition)/utilisation of tax losses	(1.9)	7.2
– Other temporary differences	3.4	–
– Withholding tax	–	(0.2)
	40.6	30.9
Income tax expenses	111.2	83.2

The tax on the Group's profit before taxation differs from the theoretical amount that would arise using the profits tax rate of Hong Kong, where majority of the Group's operations were carried out, as follows:

	2016 HK\$'M	2015 HK\$'M
Profit before taxation	1,260.4	1,182.3
Tax calculated at Hong Kong profits tax rate of 16.5% (2015: 16.5%)	208.0	195.1
Expenses not deductible for tax purpose	29.8	30.3
Income not subject to tax	(137.9)	(152.6)
Net increase in unrecognised tax losses and other temporary differences	13.1	19.9
Utilisation of tax losses not previously recognised	(3.4)	–
Effect of different tax rates of subsidiaries operating in other jurisdictions	4.9	1.0
Over-provision in prior years	(0.4)	(1.2)
Tax effect of share of results of joint ventures	(13.2)	(11.9)
Tax effect of share of results of associates	(0.2)	0.4
PRC land appreciation tax on change in fair value of investment properties (Note)	12.4	0.1
PRC land appreciation tax and other taxes deductible for calculation of income tax purpose	(1.9)	2.3
Withholding tax on undistributed earnings	–	(0.2)
Taxation for the year	111.2	83.2

Note:

PRC land appreciation tax ("LAT") is provided at progressive rates ranging from 30% to 60% (2015: 30% to 60%) on the appreciation of land value, being the proceeds of sale of properties less deductible expenditures including costs of land use rights and property development expenditures.

There was no tax charge in relation to components of other comprehensive income during the year (2015: Nil).

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For the year ended 31 December 2016

12. EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

	2016	2015
Profit attributable to equity holders of the Company (expressed in HK\$'M)	1,146.5	1,099.1
Weighted average number of ordinary shares in issue	1,342,840,996	1,340,696,082
Basic earnings per share	HK\$0.85	HK\$0.82

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares at the beginning of the year. The Company has share options and incentive shares outstanding during the year which are dilutive potential ordinary shares. Calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average daily market share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options and incentive shares.

	2016	2015
Profit attributable to equity holders of the Company (expressed in HK\$'M)	1,146.5	1,099.1
Weighted average number of ordinary shares in issue	1,342,840,996	1,340,696,082
Effect of dilutive potential shares issuable under the Company's share option plan and share incentive scheme	5,523,352	4,933,361
Weighted average number of shares for the purpose of calculating diluted earnings per share	1,348,364,348	1,345,629,443
Diluted earnings per share	HK\$0.85	HK\$0.82

13. DIVIDENDS

	2016 HK\$'M	2015 HK\$'M
Interim dividend paid on 5 October 2016 of HK4.2 cents (2015: HK4.2 cents) per ordinary share	56.4	56.3
Proposed final dividend of HK13.8 cents (2015: HK10.8 cents) per ordinary share	185.4	144.9
	241.8	201.2

The final dividend is not accounted for as a dividend payable in these financial statements until it has been approved at the forthcoming annual general meeting of the Company.

14. CHANGE IN FAIR VALUE OF INVESTMENT PROPERTIES AND FINANCIAL INSTRUMENTS

	2016 HK\$'M	2015 HK\$'M
Change in fair value of investment properties (Note 15)	716.0	680.3
Net change in fair value of financial instruments		
– net fair value (loss)/gain on derivative financial instruments	(17.2)	6.8
– gain on financial liabilities at fair value through profit or loss classified under other long-term liability (Note 30)	10.8	17.6
	(6.4)	24.4
	709.6	704.7

15. INVESTMENT PROPERTIES

	2016 HK\$'M	2015 HK\$'M
At 1 January	21,448.8	20,586.1
Exchange differences	(200.4)	(73.5)
Additions	7.7	255.9
Net gain arising from change in fair value	716.0	680.3
At 31 December	21,972.1	21,448.8
Investment properties comprise:		
Properties in Hong Kong held on:		
Leases of over 50 years	1,790.0	1,840.6
Leases of between 10 and 50 years	18,839.3	18,128.8
Properties outside Hong Kong held on:		
Leases of over 50 years	595.4	609.2
Leases of between 10 and 50 years	103.2	109.9
Freehold properties outside Hong Kong	644.2	760.3
	21,972.1	21,448.8

(a) Valuation processes of the Group

The Group measures its investment properties at fair value. The fair value of the Group's investment properties at 31 December 2016 and 2015 has been determined on the basis of valuations carried out by independent valuers not related to the Group. The Group engaged Savills Valuation and Professional Services Limited, Jones Long LaSalle Limited, Cushman & Wakefield and B.I. Appraisals Limited to value its investment properties. Discussion of valuation processes and results are held between the Group's management and valuers at least once every six months, in line with the Group's interim and annual reporting dates. At each reporting date the Group's management:

- verifies all major inputs to the independent valuation report;
- assesses property valuations movements when compared to the prior period valuation report;
- holds discussions with the independent valuers.

Changes in Level 2 and 3 fair values are also analysed at each reporting date during the bi-annual valuations discussions date between the Group's management.

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For the year ended 31 December 2016

15. INVESTMENT PROPERTIES (Continued)

(b) Fair value hierarchy

The following tables analyses the fair value of investment properties at different levels defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

	Quoted prices in active market for identical assets (Level 1) HK\$'M	Significant other observable inputs (Level 2) HK\$'M	Significant unobservable inputs (Level 3) HK\$'M
Recurring fair value measurements			
At 31 December 2016	–	6.2	21,965.9
At 31 December 2015	–	6.2	21,442.6

There were no transfers between Levels 1, 2 and 3 fair value hierarchy during the year.

Fair value measurements using significant other observable inputs (Level 2)

Investment properties within Level 2 fair value hierarchy represent an industrial property where fair value was derived using the direct comparison method. This valuation method is based on comparing the properties to be valued directly with other comparable properties, which have recently transacted. However, given the heterogeneous nature of real estate properties, appropriate adjustments are usually required to allow for any qualitative differences that may affect the price likely to be achieved by the property under consideration.

Fair value measurements using significant unobservable inputs (Level 3)

Investment properties within Level 3 fair value hierarchy represent commercial properties, industrial properties and serviced apartments and others where fair values were generally derived using the income capitalisation method. This valuation method is based on the capitalisation of the net income and reversionary income potential by adopting appropriate capitalisation rates, which are derived from analysis of sale transactions and valuers' interpretation of prevailing investor requirements or expectations. The prevailing market rents adopted in the valuation have reference to valuers' view of recent lettings, within the subject properties and other comparable properties.

15. INVESTMENT PROPERTIES (Continued)

(b) Fair value hierarchy (Continued)

Movements of investment properties under Level 3 measurements:

	Commercial properties HK\$'M	Industrial properties HK\$'M	Serviced apartments and others HK\$'M	Total HK\$'M
At 1 January 2016	16,875.1	2,418.0	2,149.5	21,442.6
Exchange differences	(168.6)	–	(31.8)	(200.4)
Change in fair value	743.3	(1.4)	(25.9)	716.0
Additions	4.3	0.4	3.0	7.7
At 31 December 2016	17,454.1	2,417.0	2,094.8	21,965.9
At 1 January 2015	16,138.2	2,162.0	2,280.1	20,580.3
Exchange differences	(45.8)	–	(27.7)	(73.5)
Change in fair value	531.3	256.0	(107.4)	679.9
Additions	251.4	–	4.5	255.9
At 31 December 2015	16,875.1	2,418.0	2,149.5	21,442.6

Significant inputs used to determine fair value of investment properties at 31 December 2016 and 2015:

Range of significant unobservable inputs			
	Valuation method	Monthly market rents HK\$/sq.ft.	Capitalisation rate %
At 31 December 2016			
Commercial properties	Income capitalisation	31 to 96	3.1 to 4.1
Industrial properties	Income capitalisation	10 to 13	3.2 to 4.2
Serviced apartments and others	Income capitalisation	21 to 109	2.2 to 3.5
At 31 December 2015			
Commercial properties	Income capitalisation	31 to 116	3.1 to 4.1
Industrial properties	Income capitalisation	10 to 13	3.2 to 4.2
Serviced apartments and others	Income capitalisation	29 to 117	2.5 to 6.0

Market rents are estimated based on valuers' view of recent lettings, within the subject properties and other comparable properties. The higher the rents, the higher the fair value.

Capitalisation rates are estimated by valuers based on the risk profile of the properties being valued. The lower the rates, the higher the fair value.

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16. OTHER PROPERTIES, PLANT AND EQUIPMENT

	Land and buildings HK\$'M	Furniture, fixtures and equipment HK\$'M	Motor vehicles HK\$'M	Plant and machinery HK\$'M	Total HK\$'M
At cost					
At 1 January 2016	49.1	32.7	12.8	1.0	95.6
Additions	–	1.1	2.2	–	3.3
Disposals	–	(0.2)	(4.7)	–	(4.9)
At 31 December 2016	49.1	33.6	10.3	1.0	94.0
Accumulated depreciation and impairment					
At 1 January 2016	3.8	26.3	8.6	1.0	39.7
Provided for the year	0.5	2.0	1.7	–	4.2
Disposals	–	(0.2)	(4.7)	–	(4.9)
At 31 December 2016	4.3	28.1	5.6	1.0	39.0
Net book value					
At 31 December 2016	44.8	5.5	4.7	–	55.0
At cost					
At 1 January 2015	49.1	33.6	11.9	1.0	95.6
Additions	–	1.5	0.9	0.1	2.5
Disposals	–	(2.4)	–	(0.1)	(2.5)
At 31 December 2015	49.1	32.7	12.8	1.0	95.6
Accumulated depreciation and impairment					
At 1 January 2015	3.3	26.0	6.9	1.0	37.2
Provided for the year	0.5	2.7	1.7	0.1	5.0
Disposals	–	(2.4)	–	(0.1)	(2.5)
At 31 December 2015	3.8	26.3	8.6	1.0	39.7
Net book value					
At 31 December 2015	45.3	6.4	4.2	–	55.9

17. JOINT VENTURES

	2016 HK\$'M	2015 HK\$'M
Share of net assets (Notes a & b)	562.4	490.0
Loans to joint ventures (Notes a & c)	1,775.7	1,649.7
	2,338.1	2,139.7

Details of the principal joint ventures at 31 December 2016 are set out in Note 41. Contingent liabilities relating to the Group's interest in joint ventures are set out in Note 36.

(a) Movements of investments in joint ventures and loans to joint ventures are as follows:

	2016 HK\$'M	2015 HK\$'M
Investments in joint ventures:		
At 1 January	490.0	482.3
Exchange differences	(2.0)	(18.6)
Share of results	80.0	72.4
Share of other comprehensive income	(4.4)	–
Disposal of a joint venture (Note d)	(1.2)	–
Dividend income from joint ventures	–	(46.1)
At 31 December	562.4	490.0
Loans to joint ventures:		
At 1 January	1,649.7	1,905.8
Exchange differences	(48.0)	(30.1)
Interest income on loans to joint ventures	11.3	5.6
Advances to joint ventures	545.3	320.5
Reclassification to trade and other receivables, deposits and prepayments grouped under current assets	–	(552.1)
Disposal of a joint venture (Note d)	(382.6)	–
At 31 December	1,775.7	1,649.7

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For the year ended 31 December 2016

17. JOINT VENTURES (Continued)

(b) Aggregate information of the Group's share of revenue and results, assets and liabilities of its joint ventures that are not individually material to the Group:

	2016 HK\$'M	2015 HK\$'M
Revenue	1,593.1	576.0
Profit from operations	128.6	114.3
Finance costs	(39.3)	(21.8)
Finance income	2.4	2.5
Profit before taxation	91.7	95.0
Taxation	(11.7)	(22.6)
Profit for the year	80.0	72.4
Other comprehensive income	(6.4)	(18.6)
Total comprehensive income	73.6	53.8
Assets		
– Investment properties	761.0	1,602.8
– Properties for sale	2,525.4	3,345.4
– Bank balances and cash	497.4	169.0
– Other assets	1,166.6	516.5
Total assets	4,950.4	5,633.7
Liabilities		
– Amounts due to shareholders	(648.3)	(637.2)
– Loans to shareholders	(1,775.7)	(1,649.7)
– Bank and other borrowings	(1,606.7)	(2,176.3)
– Other liabilities	(357.3)	(680.5)
Total Liabilities	(4,388.0)	(5,143.7)
Net assets	562.4	490.0

17. JOINT VENTURES (Continued)

- (c) Loans to joint ventures are unsecured, not repayable within one year and approximate their fair value. Other than loans of HK\$554.7M (2015: HK\$123.3M) which bear interest at a fixed rate of 2% – 5% (2015: 5%) per annum, the remaining balances are interest free.

They are denominated in the following currencies:

	2016 HK\$'M	2015 HK\$'M
HK dollars	1,435.9	1,411.7
UK pounds	203.5	114.7
Malaysian Ringgits	136.3	123.3
	1,775.7	1,649.7

- (d) During the year, a wholly owned subsidiary of the Company entered into an agreement with a third party to dispose of its entire 50% interest in a joint venture of Upper Riverside in Shanghai. The Group recorded a gain on disposal of HK\$35.2M during the year (Note 7), with proceeds (net of transaction cost and tax) of HK\$434.3M.

18. ASSOCIATES

	2016 HK\$'M	2015 HK\$'M
Share of net assets (Notes b & c)	5.4	5.1
Loans to associates (Notes b & d)	14.8	14.8
	20.2	19.9

- (a) Details of the principal associates at 31 December 2016 are as follows:

Name of associate	Place of incorporation/ operation	Attributable proportion of issued capital held by the Company indirectly	Principal activities
China Merchants International Cold Chain (Shenzhen) Company Ltd.	People's Republic of China	30%	Cold storage

The above table lists the associates of the Group which, in the opinion of the directors, principally affected the results or net assets of the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

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18. ASSOCIATES (Continued)

(b) Movements of investments in associates and loans to associates are as follows:

	2016 HK\$'M	2015 HK\$'M
Investments in associates:		
At 1 January	5.1	100.0
Exchange differences	(0.7)	(2.4)
Share of results	1.0	(2.0)
Disposal of an associate (Note e)	–	(85.7)
Dividends from associates	–	(4.8)
At 31 December	5.4	5.1
Loans to associates:		
At 1 January	14.8	21.8
Impairment on loans to an associate	–	(0.3)
Disposal of an associate (Note e)	–	(6.7)
At 31 December	14.8	14.8

(c) Aggregate information of the Group's share of revenue, results, and net assets of its associates that are not individually material to the Group:

	2016 HK\$'M	2015 HK\$'M
Revenue	21.6	12.6
Profit/(loss) for the year	1.0	(2.0)
Other comprehensive income	(0.7)	(2.4)
Total comprehensive income	0.3	(4.4)
Net assets	5.4	5.1

18. ASSOCIATES (Continued)

- (d) Loans to associates are unsecured and not repayable within one year. All balances as at 31 December 2016 and 2015 are interest free.

They are denominated in the following currencies:

	2016 HK\$'M	2015 HK\$'M
Renminbi	14.5	14.5
HK dollars	0.3	0.3
	14.8	14.8

Impairment of HK\$0.3M has been made in 2015 in respect of an aggregate loan amount of HK\$0.7M. As at 31 December 2016, an aggregate loan amount of HK\$27.7M (2015: HK\$27.7M) has been impaired.

- (e) In 2015, a wholly owned subsidiary of the Company entered into an agreement with a third party to dispose of its entire 23.4% interest in Jinlin Tiandi Holding Company, an associate of the Group. The associate indirectly owned a property in PRC for the hospitality business. The Group recorded a gain on disposal of HK\$58.4M in 2015 (Note 7).

19. DEPOSITS AND LOAN RECEIVABLES

	2016 HK\$'M	2015 HK\$'M
Consideration receivables (Note a)	–	14.8
Others	0.3	0.3
	0.3	15.1
Analysed as Non-current	0.3	15.1

Note:

- (a) Consideration receivables represent estimated subsequent purchase price receivable from the purchaser for 18 years on disposal of a business in 2012. They are denominated in UK pounds. During the year, HK\$12.4M (2015: HK\$1.6M) has been written off and exchange loss from consideration receivables amounted to HK\$2.4M (2015: HK\$0.8M).

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20. OTHER FINANCIAL ASSETS

	2016 HK\$'M	2015 HK\$'M
Held-to-maturity investments		
Unlisted debt and other investments (Note a)	–	–
Available-for-sale financial assets		
Equity securities listed overseas (Note b)	372.6	358.3
Total	372.6	358.3
Analysed as		
Non-current	372.6	358.3

Notes:

(a) Movement in held-to-maturity investments is as follows:

	2016 HK\$'M	2015 HK\$'M
At 1 January	–	38.9
Amortised to the consolidated income statement (Note 7)	–	0.4
Cash received upon maturity	–	(37.7)
Coupon received	–	(1.6)
	–	–

The held-to-maturity investment was denominated in Renminbi and carried at amortised cost, which approximated its fair value.

(b) The equity securities are listed and denominated in the following currencies:

	2016 HK\$'M	2015 HK\$'M
The equity securities are listed in:		
– Singapore	372.5	358.1
– United Kingdom	0.1	0.2
	372.6	358.3
They are denominated in the following currencies:		
– Singapore dollars	372.5	358.1
– UK pounds	0.1	0.2
	372.6	358.3
Market value of equity securities listed overseas	372.6	358.3

21. PROPERTIES FOR SALE

	2016 HK\$'M	2015 HK\$'M
Properties under development held for sale (Note)	3,426.9	1,134.0
Completed properties	62.8	161.6
	3,489.7	1,295.6

Note:

The amount of properties under development held for sale expected to be recovered after more than one year is HK\$3,426.9M (2015: HK\$1,134.0M).

22. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2016 HK\$'M	2015 HK\$'M
Trade receivables	71.3	14.1
Deferred rent receivables	11.3	12.2
Amounts due from and loans to joint ventures	648.3	637.2
Other receivables, deposits and prepayments	82.2	87.8
Deposit paid for acquisition of land	–	25.0
	813.1	776.3

- (a) The fair values of trade and other receivables, deposits and prepayments approximate their carrying amounts.
- (b) The Group allows different credit periods to its customers. Credit periods vary from 30 to 90 days in accordance with industry practice. Sales proceeds receivable from sale of properties are settled in accordance with the terms of respective contracts. The following is an ageing analysis of the Group's trade receivables (net of provision) at 31 December, based on the invoice dates:

	2016 HK\$'M	2015 HK\$'M
0 – 30 days	65.9	8.3
31 – 90 days	3.7	5.1
Over 90 days	1.7	0.7
	71.3	14.1

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For the year ended 31 December 2016

22. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

- (c) As of 31 December 2016, trade receivables of HK\$8.0M (2015: HK\$6.2M) were past due but not impaired. These trade receivables relate to a number of independent customers for whom there is no recent history of default and certain of the debts are covered by rental deposits received. The ageing analysis of these trade receivables is as follows:

	2016 HK\$'M	2015 HK\$'M
1 – 30 days	2.6	2.4
31 – 90 days	3.7	3.3
Over 90 days	1.7	0.5
	<hr/> 8.0	<hr/> 6.2

- (d) As of 31 December 2016, all trade receivables were not impaired (2015: Nil).

- (e) The trade receivables (net of provision) are denominated in the following currencies:

	2016 HK\$'M	2015 HK\$'M
HK dollars	62.9	8.3
Other currencies	8.4	5.8
	<hr/> 71.3	<hr/> 14.1

- (f) The maximum exposure to credit risk at the balance sheet date is the fair value of each class of receivables mentioned above. At 31 December 2016, trade receivables in respect of property sales were HK\$52.5M (2015: Nil) and the collection is closely monitored to minimise any credit risk associated with these trade receivables.
- (g) Amounts due from and loans to joint ventures are unsecured and repayable on demand. Other than amounts of HK\$227.1M (2015: Nil) which bear interest at a floating rate of approximately 3% per annum (2015: Nil), the remaining balances are interest free.
- (h) At 31 December 2016, none of the other receivables and deposits was past due nor contain impaired assets (2015: Nil).

23. DERIVATIVE FINANCIAL INSTRUMENTS

	2016		2015	
	Assets HK\$'M	Liabilities HK\$'M	Assets HK\$'M	Liabilities HK\$'M
Interest rate swap contracts (Note a)				
– cash flow hedges	0.9	(0.1)	–	–
– not qualifying as hedges	0.6	(23.3)	–	(9.0)
	1.5	(23.4)	–	(9.0)
Cross currency swap contracts (Note a)				
– cash flow hedges	–	(202.8)	–	(249.5)
– net investment hedges	12.7	–	3.6	–
	12.7	(202.8)	3.6	(249.5)
Forward exchange contracts (Note a)				
– net investment hedges	8.5	–	11.0	–
	22.7	(226.2)	14.6	(258.5)
Analysed as				
Non-current	13.5	(207.9)	3.4	(239.5)
Current	9.2	(18.3)	11.2	(19.0)
	22.7	(226.2)	14.6	(258.5)

Note:

(a) The notional amounts of derivative financial instruments outstanding at 31 December were as follows:

	2016 HK\$'M	2015 HK\$'M
Interest rate swap contracts	678.1	613.1
Cross currency swap contracts	1,009.8	1,031.1
Forward exchange contracts	107.0	459.5

The portion of changes in fair value of derivative financial instruments not qualify as hedges are recognised in the income statement and amounted to loss of HK\$17.2M (2015: gain of HK\$6.8M).

At 31 December 2016, the fixed interest rates under interest rate swap contracts ranges from 0.5% to 1.9% (2015: 1.7% to 1.9%) per annum and the floating rate is London Interbank Offered Rate (LIBOR). The effective portion of gains and losses on interest rate swap contracts qualifying for hedge accounting as at 31 December 2015 are recognised in the hedging reserve in equity and are released to the income statement to match relevant interest payments which are mainly calculated using Hong Kong Interbank Offered Rate (HIBOR) upon maturity in 2016.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

24. SALES PROCEEDS HELD IN STAKEHOLDERS' ACCOUNTS

The balances represent property sale proceeds received, monitored by external solicitors and are restricted in use. They are denominated in HK dollars. The carrying amounts of the balances approximate their fair values.

25. RESTRICTED BANK DEPOSITS

No restricted bank deposit was held by the Group as at 31 December 2016. As at 31 December 2015, the Group held deposits of HK\$14.6M received from owners of certain properties which were used exclusively for the purpose of management of the respective properties. The amounts were unsecured. The deposits with the same amount were held by the Group in a separate bank account as restricted bank deposit. They were denominated in HK dollars.

The carrying amounts of the balances approximated their fair values.

26. BANK BALANCES AND CASH

Cash and cash equivalents for the purpose of the cash flow statement include the following:

	2016 HK\$'M	2015 HK\$'M
Bank balances and cash	1,682.8	2,074.2
Less: Deposits with maturity of more than three months	–	(51.2)
Cash and cash equivalents in consolidated cash flow statement	1,682.8	2,023.0

Bank balances and cash include short-term bank time deposits of HK\$1,383.1M (2015: HK\$1,691.0M) with an average interest rate of 0.7% (2015: 0.5%) per annum.

Cash and short-term deposits of HK\$15.5M (2015: HK\$32.2M) are held in the PRC and are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on exporting capital from the country, other than through normal dividend.

The Group's bank balances and cash are denominated in the following currencies:

	2016 HK\$'M	2015 HK\$'M
HK dollars	1,596.9	1,870.6
UK pounds	30.3	11.9
Renminbi	20.7	31.7
US dollars	20.2	147.8
Singapore dollars	14.7	12.2
	1,682.8	2,074.2
Maximum exposure to credit risk	1,682.2	2,073.7

27. TRADE AND OTHER PAYABLES AND ACCRUALS

	2016 HK\$'M	2015 HK\$'M
Trade payables	8.2	8.2
Properties sale deposits received	3.5	3.5
Rental deposits received	184.2	175.4
Construction costs payable	75.3	64.1
Amounts due to joint ventures	185.3	40.0
Provision for other costs arising from disposal of a joint venture and subsidiaries	20.2	4.0
Other creditors and accruals	156.8	140.5
	633.5	435.7

The ageing analysis of the Group's trade payables based on invoice date at 31 December is as follows:

	2016 HK\$'M	2015 HK\$'M
0 – 30 days	7.1	7.0
31 – 90 days	0.6	1.1
Over 90 days	0.5	0.1
	8.2	8.2

The carrying values of the Group's trade and other payables approximate their fair values.

Trade payables are denominated in the following currencies:

	2016 HK\$'M	2015 HK\$'M
HK dollars	8.2	7.7
Renminbi	–	0.5
	8.2	8.2

Included in other payables and accruals are balances of HK\$31.8M (2015: HK\$36.1M) and HK\$15.9M (2015: HK\$13.3M) which are denominated in UK pounds and Renminbi respectively. The remaining balances are mainly denominated in HK dollars.

Amounts due to joint ventures are unsecured, interest-free and repayable on demand.

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28. BANK AND OTHER BORROWINGS

	2016 HK\$'M	2015 HK\$'M
Bank borrowings (Note a)	3,251.1	1,967.9
Fixed rate bonds (Note b)	1,780.0	1,798.4
Other borrowings	153.7	–
	5,184.8	3,766.3

The maturity of the bank and other borrowings are as follows:

	2016 HK\$'M	2015 HK\$'M
Within one year	477.1	439.6
Between one and two years	711.7	490.5
Between two and five years	1,725.4	983.5
After five years	2,270.6	1,852.7
	5,184.8	3,766.3
Less: Amounts due within one year shown under current liabilities	(477.1)	(439.6)
Amounts due after one year	4,707.7	3,326.7

	2016 HK\$'M	2015 HK\$'M
Analysed as		
Secured	3,251.1	1,967.9
Unsecured	1,933.7	1,798.4
	5,184.8	3,766.3

28. BANK AND OTHER BORROWINGS (Continued)

The carrying amount of the bank and other borrowings are denominated in the following currencies:

	2016 HK\$'M	2015 HK\$'M
HK dollars	3,586.9	2,350.6
Singapore dollars	906.6	926.7
UK pounds	617.6	405.3
Renminbi	73.7	83.7
	5,184.8	3,766.3

Notes:

- (a) Bank borrowings are secured by certain properties and other financial assets of the Group amounting to HK\$8,870.3M (2015: HK\$6,532.1M) (Note 37). The bank borrowings bear interests at floating interest rates.
- (b) Details of the Group's fixed rate bonds at 31 December 2016 are as follows:

Principal amount	Coupon rate per annum	Coupon payment term	Issue date	Maturity date	Note
SGD170 million*	4.25%	semi-annual basis	29 November 2012	29 November 2022	(d)
HK\$480 million	3.95%	quarterly basis	25 January 2013	25 January 2023	–
HK\$100 million	3.80%	quarterly basis	24 May 2013	24 May 2023	(e)
HK\$100 million	4.30%	quarterly basis	8 August 2014	8 August 2021	–
HK\$100 million	4.10%	quarterly basis	6 October 2014	6 October 2021	–
HK\$100 million	4.50%	quarterly basis	27 November 2014	27 November 2024	–

* Listed on Singapore Exchange Limited (SGD represents Singapore dollars)

All the above fixed rate bonds are guaranteed by the Company.

- (c) At 31 December 2016 and 2015, the bank and other borrowings have an average effective interest rate of 2.7% (2015: 3.0%) per annum.
- (d) As at 31 December 2016 and 2015, the Group had cross currency swap arrangements with banks to swap the fixed rate bonds of principal SGD170 million and the relevant interest payments to Hong Kong dollar to match the currency exposures of the fixed rate bonds.
- (e) As at 31 December 2016 and 2015, the Group had cross currency swap arrangements with a bank to swap the fixed rate bonds of principal HK\$100 million and the relevant interest payments to UK pounds to match the currency exposures of one of the Group's UK investments.
- (f) The carrying amounts of fixed rate bonds approximate their fair values.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

29. DEFERRED TAXATION

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and where the deferred taxation relates to the same fiscal authority. The amounts shown on the consolidated balance sheet are as follows:

	2016 HK\$'M	2015 HK\$'M
Deferred tax liabilities	326.2	290.8
Deferred tax assets	(8.1)	(6.5)
	318.1	284.3

The gross movements of the deferred tax liabilities/(assets) recognised are as follows:

	Tax depreciation HK\$'M	Revaluation of properties HK\$'M	Tax losses HK\$'M	Others HK\$'M	Undistributed earnings HK\$'M	Total HK\$'M
At 1 January 2016	194.3	96.4	(6.4)	–	–	284.3
Exchange adjustments	–	(7.2)	0.4	–	–	(6.8)
Charge/(credit) to the consolidated income statement for the year (Note 11)	14.4	24.7	(1.9)	3.4	–	40.6
At 31 December 2016	208.7	113.9	(7.9)	3.4	–	318.1
At 1 January 2015	177.9	95.3	(13.6)	–	7.1	266.7
Exchange adjustments	–	(6.4)	–	–	–	(6.4)
Charge/(credit) to the consolidated income statement for the year (Note 11)	16.4	7.5	7.2	–	(0.2)	30.9
Write back upon disposal of an associate	–	–	–	–	(6.9)	(6.9)
At 31 December 2015	194.3	96.4	(6.4)	–	–	284.3

At 31 December 2016, the Group has unused tax losses and other temporary differences of approximately HK\$1,173.4M (2015: HK\$1,126.4M) available for offset against future profits. Deferred tax asset has been recognised in respect of HK\$46.6M (2015: HK\$35.9M) of such unused tax losses for which the realisation of the related tax benefit through the future taxable profits is probable. No deferred tax asset has been recognised in respect of the remaining tax losses and other temporary differences of HK\$1,126.8M (2015: HK\$1,090.5M) due to the unpredictability of future profit streams of some of the subsidiaries. Included in unrecognised tax losses are losses of HK\$38.9M (2015: HK\$77.8M) that will expire in the next five years. Other losses may be carried forward indefinitely.

At 31 December 2016 and 2015, there was no significant unrecognised deferred tax liability for taxes that would be payable on the unremitted earnings of the Group's subsidiaries as the Group has no liability to additional tax should such amounts be remitted.

Deferred taxation at the balance sheet date is mainly expected to be realised or settled after more than 12 months.

30. OTHER LONG-TERM LIABILITY

Other long-term liability represents provision for liabilities in relation to indemnifying the purchaser against the cost of winding up the pension scheme of Gieves & Hawkes Group in the disposal of Gieves & Hawkes Group in 2012. The amount is measured at fair value and the key assumptions include investment return of 1.60% (2015: 2.20%), price inflation of 3.65% (2015: 3.45%), pension increases of 2.45% to 3.60% (2015: 2.45% to 3.40%) and a number of demographic assumptions have been used in the fair value estimates. There is unconditional right to defer payment for more than 12 months.

31. SHARE CAPITAL

	Number of ordinary shares of HK\$0.50 each	Amount HK\$'M
Authorised:		
At 1 January 2015, 31 December 2015 and 31 December 2016	2,000,000,000	1,000.0
Issued and fully paid:		
At 1 January 2016	1,341,305,029	670.6
Issue of shares on exercise of incentive shares (Note 32)	2,171,250	1.1
At 31 December 2016	1,343,476,279	671.7
At 1 January 2015	1,338,605,529	669.3
Issue of shares on exercise of incentive shares (Note 32)	2,699,500	1.3
At 31 December 2015	1,341,305,029	670.6

32. SHARE OPTION PLAN AND SHARE INCENTIVE SCHEME

- (a) On 27 October 2015, the Company adopted a Share Option Plan ("Share Option Plan"), under which, the Board of Directors of the Company (the "Board") or a duly authorised committee thereof (the "Committee"), may in its absolute discretion, grant options to any eligible participants to subscribe for shares of the Company.

In accordance with the requirements of the Listing Rules, a summary of the Share Option Plan is set out below:-

- i) Purpose
The purpose of the Share Option Plan is to facilitate the grant of options over shares by the Company to persons selected at the discretion of the Board in order to incentivise and retain such persons.
- ii) Participants
The Board or the Committee may determine at its sole discretion, on a general or case-by-case basis, a person is eligible to be granted an option if he is a director, employee, officer, consultant, former director, former employee, former officer or former consultant of any member of the Group.
- iii) Total number of shares available for issue
As at the date of this annual report, the total number of shares available for issue in respect of which options may be granted under the Share Option Plan is 127,771,502, representing approximately 9.49% of the shares in issue as at that date.
- iv) Maximum entitlement of each participant
Subject always to the Listing Rules, the total number of shares issued and to be issued upon exercise of share options granted and to be granted to each participant (including both exercised and outstanding share options) in any 12-month period must not exceed 1% of the shares in issue.

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For the year ended 31 December 2016

32. SHARE OPTION PLAN AND SHARE INCENTIVE SCHEME (Continued)

- v) Period within which the shares must be taken up
Any options granted but not exercised within the exercise period should be cancelled. The exercise period in relation to an option is the period which starts on the vesting date and ends on the day before the tenth anniversary of the date of grant unless the Board or the Committee sets a shorter period at the time of grant.
- vi) Minimum period for which an option must be held before it can be exercised
The Share Option Plan does not specify a minimum period for which an option must be held before it can be exercised unless the Board or the Committee specifies a minimum period at the time of grant.
- vii) Offer and acceptance
Options granted must be accepted within 28 days from the date of grant. A consideration of HK\$1 is payable on acceptance of the grant of options.
- viii) Basis of determining the exercise price
The exercise price for an option shall be at least the higher of: (i) the closing price of the shares of the Company as stated in the daily quotation sheet of the Stock Exchange on the date of grant; and (ii) the average closing price of the shares of the Company as stated in the daily quotation sheet of the Stock Exchange for the five trading days immediately preceding the date of grant.
- ix) Remaining life
The Share Option Plan will expire on 26 October 2025.

Details of the share options granted pursuant to the Share Option Plan during the year are as follows:

	Date of grant	Exercise price per share options HK\$	As at 1.1.2016	Granted during the year	Exercised during the year	Cancelled/ lapsed during the year	As at 31.12.2016
Director							
CHENG Wai Chee, Christopher	18.3.2016	4.48	-	989,000	-	-	989,000
CHENG Wai Sun, Edward	18.3.2016	4.48	-	989,000	-	-	989,000
CHOW Wai Wai, John	18.3.2016	4.48	-	185,000	-	-	185,000
NG Kar Wai, Kenneth	18.3.2016	4.48	-	56,000	-	-	56,000
Employees	18.3.2016	4.48	-	911,000	-	-	911,000
Total			-	3,130,000	-	-	3,130,000

The Share Option Plan shall be valid and effective for a period of 10 years commencing from its date of adoption. The Company will provide subscription money to the option holders in the event that they exercise their share options when the closing market price of the Company's shares on the exercise day is equal to or higher than the exercise price of share options concerned.

32. SHARE OPTION PLAN AND SHARE INCENTIVE SCHEME (Continued)

(b) Fair values of share options granted

The fair values of share options granted during the year ended 31 December 2016 are determined using the Binominal Model (the "Model"). Key assumptions of the Model are as follows:

Risk-free rate	1.27%
Expected dividend yield	3.35%
Expected volatility of the market price of the Company's shares	33.43%
Expected life	10 years from the date of grant
Estimated fair value per share option	HK\$1.28

The Model requires the input of subjective assumptions, including the volatility of share price. Because changes in subjective assumptions can materially affect the fair value estimate, in the directors' opinion, the existing model does not necessarily provide a reliable single measure of the fair value of share options.

- (c) Under a Share Incentive Scheme approved by shareholders of the Company on 17 June 2005 ("Share Incentive Scheme"), the Board of Directors of the Company or a duly authorised committee thereof had made offers of awards to selected employees (including executive directors of the Company) of the Group ("Eligible Employees") to subscribe in cash at par for shares of the Company. The Company will provide to the Eligible Employees the funds required to subscribe for the shares issued under the Share Incentive Scheme.

The Share Incentive Scheme expired on 16 June 2015 and no further incentive shares can be granted under the Share Incentive Scheme but the provisions of the Share Incentive Scheme remain in full force and effect in all other respects in relation to the incentive shares granted. All outstanding incentive shares granted and yet to be vested and exercised shall remain valid. As at 31 December 2016, the maximum number of shares of the Company which may be issued pursuant to the Share Incentive Scheme shall be 4,284,500 representing approximately 0.3% of the issued share capital of the Company.

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For the year ended 31 December 2016

32. SHARE OPTION PLAN AND SHARE INCENTIVE SCHEME (Continued)

During the year, details of the outstanding incentive shares awarded pursuant to the Share Incentive Scheme are as follows:

	Date of award	Number of incentive shares		
		As at 1.1.2016	Vested and exercised during the year	As at 31.12.2016
Director				
CHENG Wai Chee, Christopher	6.5.2013	321,500	(321,500)	–
	28.5.2014	589,500	(196,500)	393,000
	28.5.2015	769,000	(192,250)	576,750
CHENG Wai Sun, Edward	6.5.2013	321,500	(321,500)	–
	28.5.2014	589,500	(196,500)	393,000
	28.5.2015	769,000	(192,250)	576,750
CHOW Wai Wai, John	6.5.2013	64,500	(64,500)	–
	28.5.2014	118,500	(39,500)	79,000
	28.5.2015	161,000	(40,250)	120,750
NG Kar Wai, Kenneth	15.6.2015	1,272,000	–	1,272,000
		4,976,000	(1,564,750)	3,411,250
Employees				
	6.5.2013	252,000	(252,000)	–
	28.5.2014	484,750	(168,750)	316,000
	28.5.2015	743,000	(185,750)	557,250
		1,479,750	(606,500)	873,250
Total		6,455,750	(2,171,250)	4,284,500

The incentive shares awarded are subject to a vesting scale of 25%, 25% and 50% starting respectively from the first anniversary, the second anniversary and the third anniversary of the date of award. All the incentive shares awarded shall be valid for ten years until the day before the tenth anniversary of the date of award.

During the year ended 31 December 2016, no incentive shares (2015: 3,714,000) were awarded and 2,171,250 (2015: 2,699,500) incentive shares were vested and exercised.

The weighted average closing price of the shares immediately before the dates on which incentive shares were exercised HK\$4.50 (2015: HK\$4.84).

At 28 May 2015 and 15 June 2015, being the dates of awards, the closing prices of the shares of the Company as quoted on the Stock Exchange were HK\$5.24 and HK\$5.01 per share respectively.

32. SHARE OPTION PLAN AND SHARE INCENTIVE SCHEME (Continued)

(d) Fair values of incentive shares awarded

The fair values of incentive shares awarded during the year ended 31 December 2015 were determined using the Binominal Option Pricing Model (the "Model"). Key assumptions of the Model are:

Risk-free rate	1.57% – 1.80%
Expected dividend yield	3.38%
Expected volatility of the market price of the Company's shares	27.0% – 27.28%
Expected life	10 years from the date of award

The Model requires the input of subjective assumptions, including the volatility of share price. Because changes in subjective input assumptions can materially affect the fair value estimate, in the directors' opinion, the existing model does not necessarily provide a reliable single measure of the fair value of incentive shares.

The fair value of the incentive shares awarded for the year ended 31 December 2015 was HK\$15.2M.

33. RESERVES

Movements in the reserves of the Group are disclosed in the consolidated statement of changes in equity.

Nature and purpose of reserves

(a) Share premium

The application of the share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda.

(b) Hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges and net investment hedges pending subsequent recognition of the hedged cash flow in accordance with the accounting policy adopted for cash flow hedges and net investment hedges in Note 2(m).

(c) Investment revaluation reserve

The investment revaluation 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 in Note 2(j).

(d) Employee share-based compensation reserve

The employee share-based compensation reserve comprises the cumulative value of employee services received for the grant of share options and incentive shares, which is transferred to share premium upon exercise of share options and incentive shares.

(e) Other property revaluation reserve

Other property revaluation reserve has been set up and is dealt with in accordance with the accounting policies adopted for land and buildings held for own use in Note 2(f).

(f) Translation reserve

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 2(e).

(g) Contributed surplus

The balance of contributed surplus of the Group arose as a result of gains on bargain purchases arising from changes in ownership interests in subsidiaries that do not result in a change of control, which is dealt with in accordance with the accounting policy in Note 2(b).

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For the year ended 31 December 2016

34. OPERATING LEASES

As lessee

	2016 HK\$'M	2015 HK\$'M
Minimum lease payments charged to the consolidated income statement during the year		
– land and buildings	0.5	0.8

Under the leases entered into by the Group, the lease payments are fixed and predetermined. At 31 December 2016, the future minimum lease payments under non-cancellable operating leases are payable by the Group as follows:

	2016 HK\$'M	2015 HK\$'M
For buildings		
– Within one year	0.4	0.4
– After one year and not later than five years	0.1	–
	0.5	0.4

As lessor

	2016 HK\$'M	2015 HK\$'M
Gross rental income from tenancies credited to the consolidated income statement during the year	831.3	802.0
Less: Outgoings	(141.5)	(132.8)
	689.8	669.2

The Group's investment properties are held for rental purposes. Rental income is fixed and predetermined. The majority of the relevant tenancy periods range from 2 to 3 years. At 31 December 2016, the amount of future rental receivable by the Group is analysed as follows:

	2016 HK\$'M	2015 HK\$'M
Within one year	617.6	528.6
After one year and not later than five years	623.9	514.6
Over five years	98.3	88.7
	1,339.8	1,131.9

35. COMMITMENTS

	2016 HK\$'M	2015 HK\$'M
Expenditure in respect of investment properties		
– contracted but not provided for	10.0	3.9
– authorised but not contracted for	1.4	–
Capital injection to joint ventures		
– contracted but not provided for	361.0	777.1
	372.4	781.0

36. CONTINGENT LIABILITIES AND FINANCIAL GUARANTEES

	2016 HK\$'M	2015 HK\$'M
Guarantees given to banks in respect of bank facilities extend to joint ventures	2,496.5	3,135.1

At 31 December 2016, bank loans of HK\$1,606.7M (2015: HK\$1,898.6M) being guaranteed by the Group to joint ventures have been drawn down.

37. PLEDGE OF ASSETS

(a) At 31 December 2016, the Group's advances to joint ventures of HK\$1,171.4M (2015: HK\$1,692.7M) were subordinated to loans facilities of joint ventures and assigned. The joint ventures are engaged in property development and property investment and management. The shares in these joint ventures beneficially owned by the Group are pledged to financial institutions.

(b) At 31 December 2016, several of the Group's assets were pledged to secure credit facilities for the Group:

	2016 HK\$'M	2015 HK\$'M
Investment properties	5,186.6	5,151.2
Properties for sale	3,426.9	1,134.0
Other financial assets	256.8	246.9
	8,870.3	6,532.1

The credit facilities were utilised to the extent of HK\$3,251.1M (2015: HK\$1,967.9M).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

38. SIGNIFICANT RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions disclosed elsewhere in these financial statements, the Group had the following significant transactions with related parties during the year:

	2016 HK\$'M	2015 HK\$'M
Key management compensation (Note)		
Salaries and other benefits	(34.6)	(33.1)
Retirement benefits costs	(1.2)	(1.1)
Value of share options and incentive shares	(7.4)	(7.7)
	(43.2)	(41.9)
Interest income from loans to and amounts due from joint ventures	16.4	5.6
Sales and marketing service fee income from a joint venture	34.2	–
Serviced apartment management and license fee income from a joint venture	2.0	1.8
Serviced apartment management fee income from an associate	–	2.0
Serviced apartment management and license fee income from a substantial shareholder of the Company	3.1	3.7
Project management fee income from joint ventures	3.8	9.2
Property rental income from joint ventures	5.6	8.8
Property rental income from a substantial shareholder of the Company	4.9	4.9

These transactions were carried out on terms mutually agreed between the parties involved.

The related party transactions in respect of serviced apartment management and license fee income from a joint venture and a substantial shareholder of the Company and property rental income from a substantial shareholder of the Company as stated above constituted continuing connected transactions as defined in Chapter 14A of the Listing Rules. These related party transactions that constituted continuing connected transactions have complied with the disclosure requirements under Chapter 14A of the Listing Rules and details of which are provided in the section headed "Connected Transactions" in the Directors' Report.

Note:

Key management personnel represents the directors of the Group and their remunerations are set out in Note 9(a).

- (b) Outstanding balances with these related parties at the balance sheet dates are:

	2016 HK\$'M	2015 HK\$'M
Loans to joint ventures (Note 17)	1,775.7	1,649.7
Amounts due from and loans to joint ventures (Note 22)	648.3	637.2
Amounts due to joint ventures (Note 27)	185.3	40.0
Loans to associates (Note 18)	14.8	14.8

Details of loans repaid during the year are disclosed in the consolidated cash flow statement.

39. BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

	At 31 December	
	2016 HK\$'M	2015 HK\$'M
ASSETS AND LIABILITIES		
Non-current assets		
Interests in subsidiaries	6,487.3	6,695.7
Current assets		
Other receivables and prepayments	0.1	0.6
Bank balances and cash	0.3	0.3
	0.4	0.9
Current liabilities		
Other payables	8.5	11.0
NET ASSETS	6,479.2	6,685.6
EQUITY		
Equity attributable to equity holders of the Company		
Share capital	671.7	670.6
Reserves	Note 5,807.5	6,015.0
TOTAL EQUITY	6,479.2	6,685.6

The balance sheet of the Company was approved by the Board of Directors on 23 March 2017 and was signed on its behalf by:

Cheng Wai Chee, Christopher
DIRECTOR

Cheng Wai Sun, Edward
DIRECTOR

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

39. BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

Note:

Reserve movement of the Company

	Share premium HK\$'M	Employee share-based compensation reserve HK\$'M	Retained profits HK\$'M	Total HK\$'M
At 1 January 2016	3,293.3	14.6	2,707.1	6,015.0
Value of employee services relating to grants of share options and incentive shares	–	10.0	–	10.0
Incentive shares exercised	9.2	(9.2)	–	–
2015 final dividend paid	–	–	(145.1)	(145.1)
2016 interim dividend paid	–	–	(56.4)	(56.4)
Loss for the year	–	–	(16.0)	(16.0)
At 31 December 2016	3,302.5	15.4	2,489.6	5,807.5
At 1 January 2015	3,283.8	13.7	2,905.4	6,202.9
Value of employee services relating to grants of incentive shares	–	10.4	–	10.4
Incentive shares exercised	9.5	(9.5)	–	–
2014 final dividend paid	–	–	(124.8)	(124.8)
2015 interim dividend paid	–	–	(56.3)	(56.3)
Loss for the year	–	–	(17.2)	(17.2)
At 31 December 2015	3,293.3	14.6	2,707.1	6,015.0

40. PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries at 31 December 2016 are as follows:

Name of subsidiary	Place of incorporation/ operation	Issued share capital/registered capital and issued debt securities	Attributable proportion of issued/registered capital held by the Company	Principal activities
Adam Knitters Limited	Hong Kong	Ordinary shares HK\$1,000 Non-voting deferred shares HK\$200,000	100%	Property investment
Baudinet Investment Limited	Hong Kong	Ordinary shares HK\$18 Non-voting deferred shares HK\$2	100%	Property investment
Begin Land Limited	Hong Kong	Ordinary shares HK\$90,000 Non-voting deferred shares HK\$10,000	100%	Property investment
Cheong Ka Limited	British Virgin Islands/ People's Republic of China	US\$1	98%	Property investment
Chung Fook Limited	British Virgin Islands/ People's Republic of China	US\$1	100%	Property investment
Conventional Wisdom Limited	Hong Kong	HK\$1	100%	Property development
Creation Empire Limited	Hong Kong	HK\$1	100%	Property investment
East Sun Estate Management Company Limited	Hong Kong	HK\$200	100%	Property management
Fore Prosper Limited	Hong Kong	HK\$10	100%	Hospitality investment
Glory Charm Development Limited	Hong Kong	HK\$2	100%	Property holding

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For the year ended 31 December 2016

40. PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/ operation	Issued share capital/registered capital and issued debt securities	Attributable proportion of issued/registered capital held by the Company	Principal activities
Grandeur Investments Limited	British Virgin Islands/ Hong Kong	US\$1	100%	Property investment
Green Lotus Limited	Hong Kong	HK\$1	100%	Property development
Hilwin Properties Limited	Hong Kong	Ordinary shares HK\$450,000 Non-voting deferred shares HK\$50,000	100%	Investment holding and treasury investment
Honest Bond Limited	Hong Kong	HK\$1	100%	Property investment
Lanson Place Hospitality Management Limited	Hong Kong	HK\$2	100%	Provision of hospitality management services
Lanson Place Hospitality Management (Malaysia) Limited	British Virgin Islands	US\$1	100%	Investment holding and provision of hospitality management services
Lanson Place Hospitality Management (Singapore) Pte Limited	Singapore	S\$100	100%	Provision of hospitality management services
Lanson Place Hotels & Residences (Bermuda) Limited	Bermuda	US\$12,000	100%	Licensing
Lanson Place Hotels & Residences (Holdings) Limited	British Virgin Islands	US\$1	100%	Investment holding
Nation Smart Limited	British Virgin Islands/ United Kingdom	US\$10	100%	Property investment
New Ego Limited	British Virgin Islands/ United Kingdom	US\$1	100%	Property investment
Noble Castle Investments Limited	Hong Kong	HK\$1	100%	Property investment
Oasis Rainbow Limited	Hong Kong	HK\$1	100%	Property development
Oberto Holdings Limited	British Virgin Islands/ Hong Kong	US\$1	100%	Property development
Shang Tai Property Management Limited	Hong Kong	HK\$1	100%	Provision of property management services

40. PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/operation	Issued share capital/registered capital and issued debt securities	Attributable proportion of issued/registered capital held by the Company	Principal activities	Note
Smart Tycoon Limited	Hong Kong	HK\$1	70%	Property development	
Success First Development Limited	Hong Kong	HK\$2	100%	Property investment	
Topworth Enterprises Limited	British Virgin Islands/ United Kingdom	US\$1	100%	Property investment	
True Synergy Limited	Hong Kong	HK\$1	100%	Property development	
Value Castle Limited	Hong Kong	HK\$1	100%	Property development	
W Billion Management Limited	Hong Kong	HK\$10	80%	Property management	
Wing Tai Properties Development Limited	Hong Kong	HK\$2	100%	Provision of property project management services	
Wing Tai Properties Estate Agents Limited	Hong Kong	HK\$20	100%	Property agent	
Wing Tai Properties Estate Management Limited	Hong Kong	HK\$2	100%	Property management	
Wing Tai Properties Investment Limited	British Virgin Islands	US\$1	100%	Investment holding	1
Wing Tai Properties (B.V.I.) Limited	British Virgin Islands	US\$50,000	100%	Investment holding	1
Wing Tai Properties (Finance) Limited	British Virgin Islands/ Hong Kong	Ordinary shares US\$1 Fixed rate bonds S\$170,000,000 & HK\$880,000,000	100%	Provides finance to group companies	
Wing Tai Properties (Hong Kong) Limited	Hong Kong	HK\$227,750,062	100%	Provides finance to group companies	
Wing Tai Properties (International) Limited	British Virgin Islands	US\$1	100%	Investment holding	
Winner Godown Limited	Hong Kong	HK\$1,500,000	70%	Godown operation	
Winnion Limited	Hong Kong	HK\$100	100%	Property investment	
Winprop Pte. Ltd.	Singapore	S\$2	100%	Investment holding	
WTP Investment Finance Limited	Hong Kong	HK\$2	100%	Provides finance to group companies	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2016

40. PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/ operation	Issued share capital/registered capital and issued debt securities	Attributable proportion of issued/registered capital held by the Company	Principal activities	Note
WTP Investment (Hong Kong) Limited	British Virgin Islands/ Hong Kong	US\$2	100%	Investment holding	
WTP Investment (Overseas) Limited	British Virgin Islands	US\$2	100%	Investment holding	
WTP Project Management Limited	Hong Kong	HK\$2	100%	Provision of property project management services	
Zofka Properties Limited	Hong Kong	Ordinary shares HK\$90,000 Non-voting deferred shares HK\$10,000	100%	Property investment	
東莞冠麗時裝有限公司	People's Republic of China	HK\$13,250,000	100%	Property investment	2
乳源冠麗製衣有限公司	People's Republic of China	HK\$20,000,000	100%	Property investment	2
乳源寶麗製衣有限公司	People's Republic of China	HK\$15,000,000	100%	Property investment	2
韶關乳源環邦針織製衣有限公司	People's Republic of China	HK\$7,800,000	100%	Property investment	2
永泰富聯物業管理(北京)有限公司	People's Republic of China	US\$12,300,000	100%	Property investment	2
逸蘭公寓管理(上海)有限公司	People's Republic of China	US\$140,000	100%	Provision of hospitality management services	2

Note:

- only Wing Tai Properties (B.V.I.) Limited and Wing Tai Properties Investment Limited are directly held by the Company.
- represents a wholly owned foreign enterprise established in the People's Republic of China.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

41. PRINCIPAL JOINT VENTURES

Details of the principal joint ventures at 31 December 2016 are as follows:

Name of joint venture	Place of incorporation/ operation	Attributable proportion of issued capital held by the Company indirectly	Principal activities
Ace Glory Limited	Hong Kong	15%	Property development
Brave Sky Investments Limited	Hong Kong	50%	Property development
Brave Sky Mortgage Limited	Hong Kong	50%	Provision of mortgage financing
Bravo Partner Limited	Hong Kong	35%	Property development
Cateavon Limited	Hong Kong	30%	Property development
Century Rise Limited	Hong Kong	15%	Property development
Crackerbox Limited	British Virgin Islands/ United Kingdom	33%	Property investment
Kualiti Gold Sdn. Bhd.	Malaysia	50%	Hospitality investment
Maplemount Limited	British Virgin Islands/ United Kingdom	25%	Property investment
Mega Island (HK) Limited	Hong Kong	35%	Property development
Pacific Bond Limited	Hong Kong	15%	Property development
Providence Bay Finance Company Limited	Hong Kong	15%	Provision of second mortgage financing
Providence Bay Property Management Company Limited	Hong Kong	15%	Provision of property management services
Providence Peak Finance Company Limited	Hong Kong	15%	Provision of second mortgage financing
Providence Peak Property Management Company Limited	Hong Kong	15%	Provision of property management services
The Graces – Providence Bay Finance Company Limited	Hong Kong	15%	Provision of second mortgage financing
The Graces – Providence Bay Property Management Company Limited	Hong Kong	15%	Provision of property management services
Seriford International Limited	British Virgin Islands/ Hong Kong	30%	Property investment

The above table lists the joint ventures of the Company which, in the opinion of the directors, principally affected the results or net assets of the Group. To give details of other joint ventures would, in the opinion of the directors, result in particulars of excessive length.

PROPERTIES HELD FOR INVESTMENT PURPOSES

At 31 December 2016

Address	Gross floor area	Lease expiry	Effective percentage holding	Particulars of occupancy as at 31 December 2016
Hong Kong				
Landmark East, 100 How Ming Street, Kwun Tong, Kowloon, Hong Kong (The Remaining Portion of Kwun Tong Inland Lot No. 242)	1,338,000 sq.ft.	2047	100%	Let to outside parties as retail and office
W Square, 314-324 Hennessy Road, Wanchai, Hong Kong (The Remaining Portion and Section D of Marine Lot No. 122)	128,600 sq.ft.	2859	100%	Let to outside parties as retail and office
Shui Hing Centre, 13 Sheung Yuet Road, Kowloon Bay, Kowloon, Hong Kong (New Kowloon Inland Lot No. 5890)	186,800 sq.ft.	2047	100%	Let to outside parties as workshop, canteen or godown
Winner Godown Building, 503-515 Castle Peak Road and 1-9 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong (The Remaining Portion of Tsun Wan Inland Lot No. 28)	497,100 sq.ft.	2047	100%	Let to outside parties as workshop or godown
Lanson Place Hotel, 133 Leighton Road, Causeway Bay, Hong Kong (Inland Lot No. 8774)	114,100 sq.ft.	2047	100%	Serviced apartment
Unit H, 1st Floor, Wong King Industrial Building, 192-198 Choi Hung Road and 2-4 Tai Yau Street, San Po Kong, Kowloon, Hong Kong (2/501st shares of and in New Kowloon Inland Lot No. 4448)	2,400 sq.ft.	2047	100%	Vacant
161 agricultural lots, Lantau Island and Peng Chau, New Territories, Hong Kong	–	2047	100%	Vacant

Address	Gross floor area	Lease expiry	Effective percentage holding	Particulars of occupancy as at 31 December 2016
The People's Republic of China				
33 Units Tower 23, Central Park, No. 6 Chaoyangmenwai Road, Chaoyang District, Beijing, People's Republic of China	6,200 sq.m.	2074	100%	Let to outside parties as residence
Songtian Village, Hougongdu Town, Nationality Industrial Zone, Ruyuan County, Shaoguan City, Guangdong Province, People's Republic of China (Yue Fang Di Zheng Zi C0449085, C0449086 and C0449090)	9,100 sq.m.	2053	100%	Let to a related party as factory
Songtian Village, Hougongdu Town, Nationality Industrial Zone, Ruyuan County, Shaoguan City, Guangdong Province, People's Republic of China (Yue Fang Di Zheng Zi C0449084, C0449087, C0449088 and C0449089)	13,600 sq.m.	2053	100%	Let to a related party as factory
Songtian Village, Hougongdu Town, Nationality Industrial Zone, Ruyuan County, Shaoguan City, Guangdong Province, People's Republic of China (Ru Fu Guo Yong Zong Zi Di 000030312/ No. Ru Fu Guo Yong Zi (2005) Di 02320100060)	14,500 sq.m.	2052	100%	Vacant
Macaokeng, Laowei Village, Niushan Management Zone, Fucheng District, Dongguan, Guangdong Province, People's Republic of China (Yue Fang Di Zheng Zi C4281592, C4281593, C4281594 and C4281595)	11,600 sq.m.	2044	98%	Let to an outside party as factory

PROPERTIES HELD FOR INVESTMENT PURPOSES

At 31 December 2016

Address	Gross floor area	Lease expiry	Effective percentage holding	Particulars of occupancy as at 31 December 2016
Macaokeng, Laowei Village, Niushan Management Zone, Fucheng District, Dongguan, Guangdong Province, People's Republic of China (Yue Fang Di Zheng Zi 1486418, 1486419, 1486420 and 1486421)	9,600 sq.m.	2044	100%	Let to an outside party as factory
Jiuwei Village, Jizhou Management Zone, Shijie Town Dongguan, Guangdong Province, PRC (Yue Fang Di Zheng Zi 1247756-65)	28,200 sq.m.	2047	100%	Vacant
Others				
Lanson Place Bukit Ceylon Serviced Residences, Tower C, Verticas Residensi, 10 Jalan Ceylon, 52200 Kuala Lumpur, Malaysia (Parent Lot No. 1315, Section 57, Town and District of Kuala Lumpur, State of Wilayah Persekutuan K.L.)	18,600 sq.m.	Freehold	50%	Serviced apartment
Address	Net internal area	Lease expiry	Effective percentage holding	Particulars of occupancy as at 31 December 2016
United Kingdom				
8-12 (even) Brook Street, London, United Kingdom	19,100 sq.ft.	Freehold	100%	Let to outside parties as retail and office
1 Savile Row/ 7 Vigo Street London, United Kingdom	13,900 sq.ft.	Freehold	100%	Let to outside parties as retail and office
35 Berkeley Square, London, United Kingdom	7,900 sq.ft.	2139	100%	Let to outside parties as office
10 Fleet Place, London, United Kingdom	186,000 sq.ft.	Freehold	25%	Let to outside parties as retail and office
3 Cavendish Square, London, United Kingdom	11,000 sq.ft.	Freehold	33%	Under refurbishment and expansion works

PROPERTIES FOR SALE

At 31 December 2016

Address	Nature of property	Available gross floor area at 31 December 2016	Effective percentage holding	Project status	Effective completion date
Completed properties for sale					
Providence Bay 5 Fo Chun Road, Tai Po, New Territories, Hong Kong (Tai Po Town Lot No. 186)	Residential	52,000 sq.ft.*	15%	Completed	Completed
The Graces • Providence Bay 9 Fo Chun Road, Tai Po, New Territories, Hong Kong (Tai Po Town Lot No. 187)	Residential	5,000 sq.ft.*	15%	Completed	Completed
Providence Peak 8 Fo Chun Road, Tai Po, New Territories, Hong Kong (Tai Po Town Lot No. 188)	Residential	27,000 sq.ft.*	15%	Completed	Completed
The Warren 9 Warren Street, Causeway Bay, Hong Kong (Section A, B, C, F, G, H, J, K and the Remaining Portion of Section D and E of Inland Lot No. 2087, and the Remaining Portion thereof)	Residential/Shops	2,000 sq.ft.*	100%	Completed	Completed
The Pierre No. 1 Coronation Terrace, Sheung Wan, Hong Kong (Subsection 2 of Section B, the Remaining Portion of Section B and Section E of Inland Lot No. 100)	Residential	400 sq.ft.*	100%	Completed	Completed
Homantin Hillside 8 Wai Yin Path, Hung Hom, Kowloon, Hong Kong (Inland Lot No. 11184)	Residential	17,000 sq.ft.*	50%	Completed	Completed
Properties under development					
Le Cap 83 Lai Ping Road, Kau To, Sha Tin, New Territories, Hong Kong (Sha Tin Town Lot No. 565)	Residential	142,000 sq.ft.	35%	Superstructure in progress	2017
La Vetta 68 Lai Ping Road, Kau To, Sha Tin, New Territories, Hong Kong (Sha Tin Town Lot No. 567)	Residential	318,000 sq.ft.	35%	Superstructure in progress	2017

PROPERTIES FOR SALE

At 31 December 2016

Address	Nature of property	Available gross floor area at 31 December 2016	Effective percentage holding	Project status	Effective completion date
Junction of Oi Kan Road and Oi Tak Street, Shau Kei Wan Hong Kong (Shau Kei Wan Inland Lot No. 854)	Residential	46,000 sq.ft.	100%	Superstructure in progress	2018
Castle Peak Road – Tai Lam, Area 55, Siu Sau, Tuen Mun, New Territories, Hong Kong (Tuen Mun Town Lot No. 435)	Residential	159,000 sq.ft.	100%	Foundation and site formation in progress	2019
So Kwun Wat Road, Area 56 Tuen Mun, New Territories, Hong Kong (Tuen Mun Town Lot No. 497)	Residential	264,000 sq.ft.	100%	Ground investigation completed and tender for foundation work in progress	2021
Castle Peak Road – Tai Lam Tuen Mun, New Territories, Hong Kong (Tuen Mun Town Lot No. 523)	Residential	294,000 sq.ft.	70%	Ground investigation in progress	2022

* *it represents the saleable area*

WING TAI PROPERTIES LIMITED
Incorporated in Bermuda with limited liability

永泰地產有限公司
於百慕達註冊成立之有限公司

