



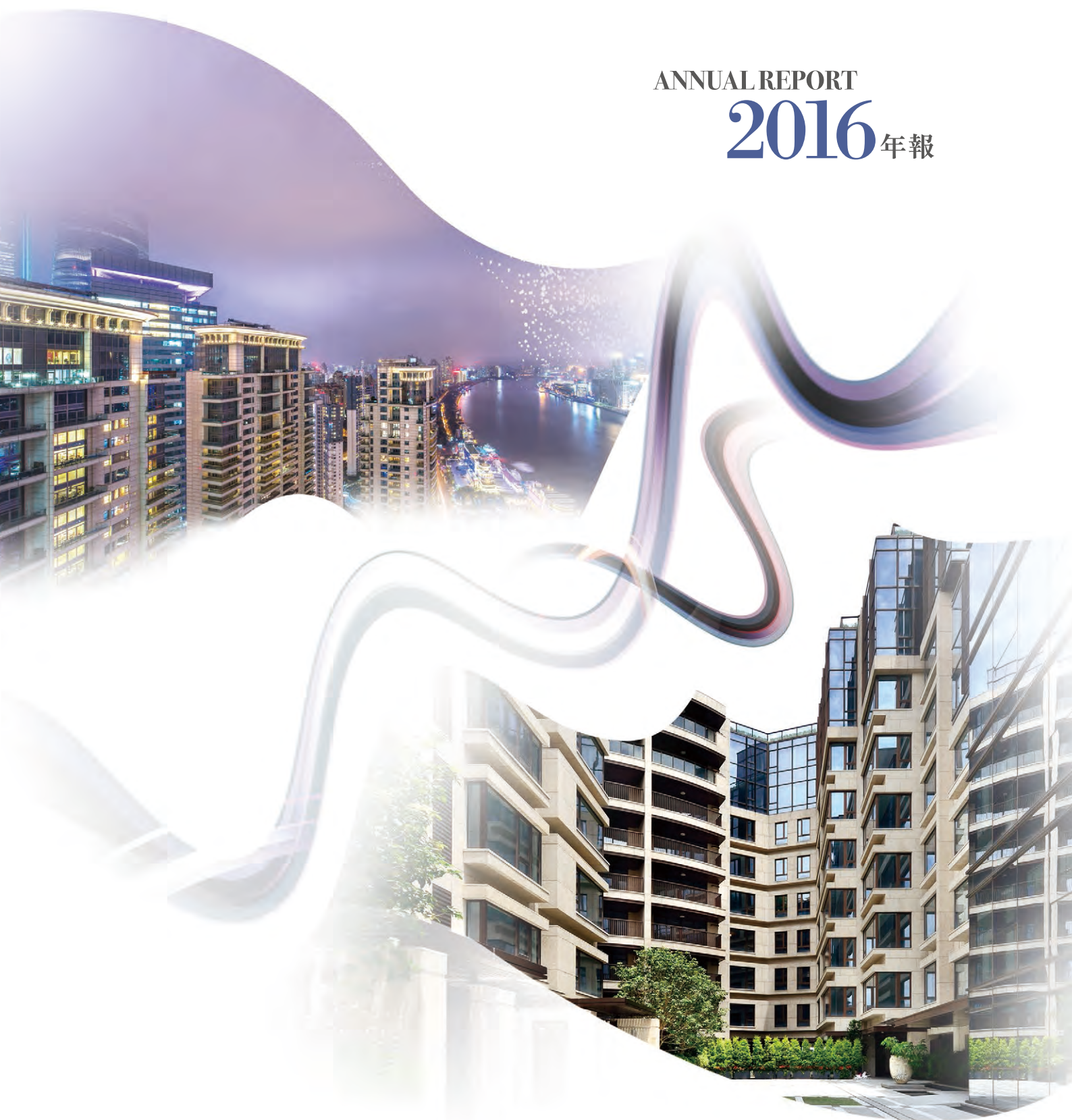
Tomson Group Limited 湯臣集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 258

ANNUAL REPORT 2016 年報



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Corporate Information 公司資料

DIRECTORS

Executive Directors

Hsu Feng (*Chairman and Managing Director*)
Albert Tong (*Vice-Chairman*)
Tong Chi Kar Charles (*Vice-Chairman*)
Yeung Kam Hoi

Independent Non-Executive Directors

Cheung Siu Ping, Oscar
Lee Chan Fai
Sean S J Wang

COMPANY SECRETARY

Lee Yuen Han

REGISTERED OFFICE

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AUDITOR

Deloitte Touche Tohmatsu

董事

執行董事

徐 楓 (主席兼董事總經理)
湯子同 (副主席)
湯子嘉 (副主席)
楊錦海

獨立非執行董事

張兆平
李燦輝
王少劍

公司秘書

李婉嫻

註冊辦事處

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核數師

德勤•關黃陳方會計師行

SHARE REGISTRAR IN HONG KONG

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Telephone: (852) 2980-1333

於香港之股份過戶登記處

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皇后大道東183號
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電話: (852) 2980-1333

PRINCIPAL BANKERS

China CITIC Bank International Limited
The Bank of East Asia (China) Limited
Hang Seng Bank Limited
Bank of China Limited
Bank of Communications Co., Ltd.
Fubon Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

主要往來銀行

中信銀行(國際)有限公司
東亞銀行(中國)有限公司
恒生銀行有限公司
中國銀行股份有限公司
交通銀行股份有限公司
富邦銀行(香港)有限公司
香港上海滙豐銀行有限公司

SOLICITORS

Baker & McKenzie
Zhong Lun Law Firm
Vincent T.K. Cheung, Yap & Co.
Woo, Kwan, Lee & Lo

律師

貝克•麥堅時律師事務所
中倫律師事務所
張葉司徒陳律師事務所
胡關李羅律師行

SHARE LISTING

The Company's shares are listed on the Main Board of
The Stock Exchange of Hong Kong Limited

Stock Code: 258

股份上市

本公司之股份於
香港聯合交易所有限公司主板上市

股份代號: 258

INVESTOR RELATIONS

Please write to the Company
at its principal place of business in Hong Kong, or
by fax at (852) 2845-0341 or
email to ir@tomson.com.hk

Website: <http://www.tomson.com.hk>

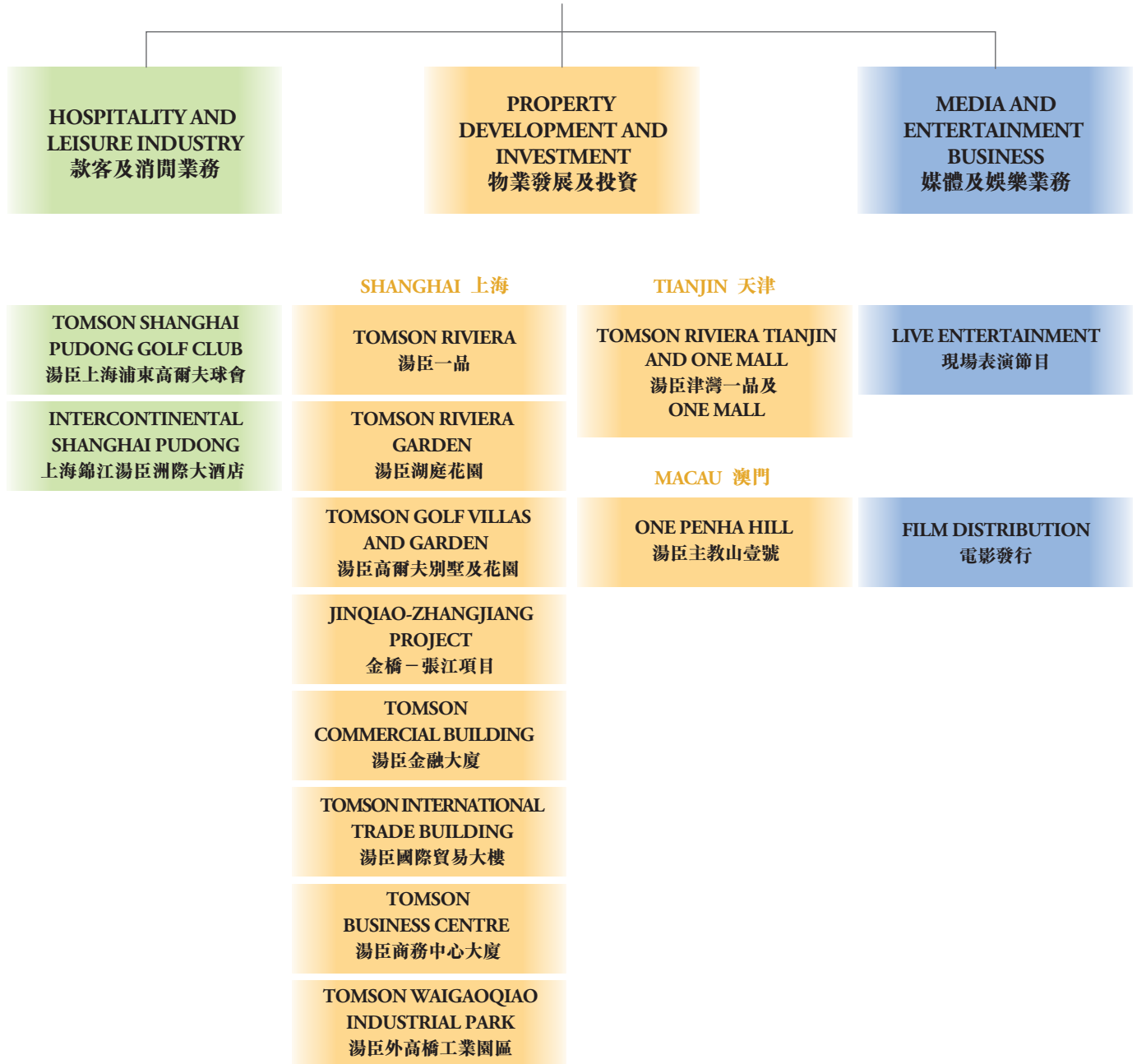
投資者關係

請致函本公司
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網址: <http://www.tomson.com.hk>



Tomson Group



Management Discussion and Analysis

管理層討論及分析

GENERAL OVERVIEW

In respect of the consolidated results of the Company and its subsidiaries (collectively the “Group”) for the year ended 31st December, 2016, the Board of Directors of the Company (the “Board”) is pleased to report a consolidated profit after taxation attributable to shareholders of the Company of HK\$876,256,000 (2015: HK\$534,074,000). This represents an increase of approximately 64% compared with the year 2015, despite an increase in taxation (mainly land appreciation tax in the Mainland of the People’s Republic of China (“China”)). Basic earnings per share amounted to 52.87 HK cents (2015: 34.23 HK cents).

The improvement in the results was mainly related to the performance of property development and investment activities of the Group in China. This was principally attributable to the recognition of sale proceeds of various property projects in Shanghai, Tianjin and Macau Special Administrative Region (“Macau”) of China. In addition, there was a greater unrealized gain on fair value changes of investment properties of the Group in Shanghai of HK\$554,534,000 (2015: HK\$392,079,000) arising from market valuation as at the end of the year under review pursuant to applicable accounting standards. Excluding the unrealized gain on fair value changes of investment properties, the Group reported an operating profit before taxation of HK\$1,199,062,000 for the year under review (2015: HK\$802,029,000).

Furthermore, a net gain in investments held for trading of HK\$8,942,000 was recorded for the year under review (2015: net loss of HK\$9,577,000).

DIVIDEND

To expedite dividend payment to the shareholders of the Company, the Board has declared an interim dividend (instead of recommending a final dividend) of 43 HK cents per share for the year ended 31st December, 2016 (2015: 21 HK cents per share) payable to the shareholders whose names appear on the register of members of the Company on Tuesday, 9th May, 2017 (the “Record Date”). Shareholders will be given an option to elect to receive shares of HK\$0.50 each in the capital of the Company credited as fully paid in lieu of cash in respect of all or part of the interim dividend (the “Scrip Dividend Scheme”).

概覽

就本公司及其附屬公司（統稱「本集團」）截至二零一六年十二月三十一日止年度之綜合業績，本公司董事局（「董事局」）欣然報告本公司股東應佔除稅後綜合溢利為876,256,000港元（二零一五年：534,074,000港元），此表示雖則稅項增加（主要歸因於中華人民共和國（「中國」）內地之土地增值稅），金額仍較二零一五年同期增長約64%。每股基本盈利為52.87港仙（二零一五年：34.23港仙）。

業績增長乃主要與本集團位於中國之物業發展及投資業務之表現有關。此首要歸因於確認中國上海市、天津市及澳門特別行政區（「澳門」）之多項物業項目之銷售收益。此外，根據適用之會計準則，本公司於回顧年度末對本集團位於上海市之投資物業進行市場估值，錄得公平值變動所產生之未變現收益金額較大，為554,534,000港元（二零一五年：392,079,000港元）。倘不計及投資物業公平值變動時所產生之未變現收益，本集團於回顧年度錄得除稅前經營溢利1,199,062,000港元（二零一五年：802,029,000港元）。

此外，於回顧年度錄得待售投資收益淨額8,942,000港元（二零一五年：虧損淨額9,577,000港元）。

股息

為了可加快向本公司股東派發股息，董事局宣佈向於二零一七年五月九日（星期二）（「記錄日期」）名列本公司股東名冊之股東宣派截至二零一六年十二月三十一日止年度之中期股息（代替建議派付末期股息）每股43港仙（二零一五年：每股21港仙）。股東將有權選擇就全部或部份中期股息收取本公司股本中每股面值0.50港元之股份以代替現金，且該等股份將被記入為已繳足股本（「以股代息計劃」）。

Management Discussion and Analysis

管理層討論及分析

The Scrip Dividend Scheme will be subject to the consent of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to grant listing of and permission to deal in the new shares of the Company to be allotted thereunder. For the purpose of determining the number of new shares of the Company to be allotted under the Scrip Dividend Scheme, the market value of a new share will be calculated as an amount equal to 95% of the average of the closing prices per share of the Company traded on the Stock Exchange for the five consecutive trading days up to and including the Record Date. A circular that gives full details of the Scrip Dividend Scheme, together with a form of election, will be sent to the shareholders of the Company in due course. Dividend warrants and/or share certificates for the scrip dividend are expected to be despatched on Friday, 16th June, 2017.

OPERATIONS REVIEW

The Mainland of China is the base of the Group’s major operations and property development and investment are the Group’s most significant operating segments.

For the year ended 31st December, 2016, owing to recognition of sale proceeds of the Group’s property projects in Shanghai, Tianjin and Macau, property development and trading segment was the primary profit contributor of the Group and this generated a segment profit of HK\$1,240,707,000 (2015: HK\$727,905,000).

Property investment segment was the secondary profit maker of the Group by contributing a segment profit of HK\$762,978,000 for the year 2016 (2015: HK\$606,334,000), which was derived from the steady recurrent rental and management income from the investment properties of the Group as well as the unrealized gain on fair value changes of those investment properties upon revaluation at the year-end.

Securities trading business in the Hong Kong Special Administrative Region (“Hong Kong”) of China reported a net gain of HK\$8,942,000 (2015: net loss of HK\$9,577,000) and was the tertiary profit contributor of the Group.

The other business segments of the Group reported losses during the year under review.

以股代息計劃尚待香港聯合交易所有限公司（「聯交所」）批准據此配發之本公司新股份上市及買賣後，方可作實。為釐定在以股代息計劃項下將配發予股東之本公司新股份數目，新股份之市值將以截至記錄日期（包括該日）止連續五個交易日每股本公司股份在聯交所之平均收市價之95%之金額而釐定。本公司將適時向股東寄發載有以股代息計劃詳情之通函以及其選擇表格。股息單及／或代息股份股票預期於二零一七年六月十六日（星期五）寄發。

業務回顧

中國內地為本集團之主要營運基地，物業發展及投資為本集團最重要之營運分類。

截至二零一六年十二月三十一日止年度，由於確認本集團在上海市、天津市及澳門之物業項目之銷售收益，物業發展及銷售分類為本集團之首要溢利貢獻者，並產生分類溢利1,240,707,000港元（二零一五年：727,905,000港元）。

物業投資分類為本集團於二零一六年度之第二大溢利來源，貢獻分類溢利762,978,000港元（二零一五年：606,334,000港元），此乃來自本集團於投資物業之穩定經常性租金及管理費收入，以及於年末重估該等投資物業時，公平值變動所產生之未變現收益。

在中國香港特別行政區（「香港」）之證券買賣業務錄得收益淨額8,942,000港元（二零一五年：虧損淨額9,577,000港元），並為本集團之第三大溢利貢獻者。

本集團之其他業務分類於回顧年度錄得虧損。

Property Development and Investment

Property development and investment remained the core business and the principal source of profit of the Group for the year ended 31st December, 2016 by contributing total segment profit of HK\$2,003,685,000 (2015: HK\$1,334,239,000). Apart from recognition of sale proceeds of a property development project in Macau upon completion of construction and delivery in 2016, there was an increase in gross proceeds from sale of the Group's properties in the Mainland of China that could be recognized during the year under review. This business segment generated total revenue of HK\$4,053,232,000 and this accounted for approximately 97.10% of the gross proceeds from operations of the Group for the year 2016. The project in Tianjin accounted for approximately 48.21% of the gross proceeds from operations of the Group whereas projects in Pudong of Shanghai accounted for approximately 32.02% of the gross proceeds from operations of the Group. The project in Macau is the tertiary source of revenue and accounted for approximately 16.87% of the gross proceeds from operations of the Group. In addition, an unrealized gain on fair value changes of the investment properties of the Group in Shanghai of HK\$554,534,000 was recorded at the year-end date. Tomson Riviera continued to be the prime source of profit of the Group in 2016.

Tomson Riviera, Shanghai

Tomson Riviera is a notable high-rise residential development along the riverfront of Lujiazui of Pudong and right opposite the Bund. There are four residential towers, and based on the business strategy of the Group, two towers are earmarked for sale while the other two towers are retained for leasing.

As at 31st December, 2016, a total of residential gross floor area of Towers A and C of approximately 14,200 square meters were available for sale while of the total residential gross floor area of Towers B and D of approximately 58,400 square meters, approximately 68% were leased.

For the year 2016, total revenue of HK\$1,129.79 million was recognized and this accounted for approximately 27.07% of the gross proceeds from operations of the Group. The revenue was principally attributable to sale proceeds and the rest was derived from rental

物業發展及投資

物業發展及投資業務仍為本集團於截至二零一六年十二月三十一日止年度之核心業務及主要溢利來源，貢獻分類溢利總額2,003,685,000港元（二零一五年：1,334,239,000港元）。除確認於二零一六年落成及交付之位於澳門之物業發展項目之銷售收益外，本集團於回顧年度內於中國內地之物業銷售之可確認收益總額亦有所增加。此業務分類產生總收入4,053,232,000港元，佔本集團於二零一六年度之經營收益總額約97.10%。位於天津市之項目佔本集團之經營收益總額約48.21%，而位於上海市浦東之項目佔本集團之經營收益總額約32.02%。位於澳門之項目為第三大收入來源，佔本集團之經營收益總額約16.87%。此外，於年結日錄得本集團於上海市之投資物業公平值變動所產生之未變現收益554,534,000港元。於二零一六年度，湯臣一品仍為本集團之首要溢利來源。

上海市湯臣一品

湯臣一品為一項著名的高樓住宅發展項目，聳立於浦東陸家嘴之江畔，對望外灘。該項目共有四棟住宅大樓，及根據本集團之業務策略，兩棟大樓劃作銷售，而另外兩棟大樓則留作租賃用途。

於二零一六年十二月三十一日，A棟及C棟大樓中約有總住宅樓面面積14,200平方米可供出售，而B棟及D棟大樓之總住宅樓面面積約58,400平方米中已租出約68%。

於二零一六年度，已確認總收入約為1,129,790,000港元，佔本集團之經營收益總額約27.07%。收入主要來自銷售收益，其餘則來自租金收入及管理費。本集團於年結日

Management Discussion and Analysis

管理層討論及分析

income and management fee. The Group also recorded an unrealized gain on fair value changes of this property of HK\$516.60 million as at the year-end date. Besides, sale deposits of HK\$30.12 million were credited to the Group as at the end of the year under review and such amount is expected to be recognized in 2017.

亦錄得該物業之公平值變動所產生之未變現收益約516,600,000港元。此外，銷售訂金約30,120,000港元已於回顧年度末記入本集團之賬目內，並預計該款項將於二零一七年度確認入賬。



TOMSON RIVIERA 湯臣一品



Tomson Riviera Garden, Shanghai

Tomson Riviera Garden is a low-density residential project of the Group adjacent to Tomson Shanghai Pudong Golf Club in Sanba River District of Pudong and the Group holds a 70% interest in this project.

Development of the whole project has been completed in three phases. Up to 31st December, 2016, all the residential units other than one unit of Phase 3 were sold out. Total recognized revenue for the year 2016, which was derived from sale proceeds, rental income and management fee, amounted to HK\$64.64 million and this accounted for approximately 1.55% of the gross proceeds from operations of the Group. Sale proceeds of Phase 3 was the principal source of revenue. Furthermore, sale deposits of residential unit of Phase 3 of HK\$12.77 million were credited to the Group as at the end of the year under review and such amount is expected to be recognized in the annual results of the Group for 2017.

上海市湯臣湖庭花園

湯臣湖庭花園為本集團於浦東三八河區域毗鄰湯臣上海浦東高爾夫球會之一項低密度住宅項目，本集團持有該項目70%權益。

整個項目經已分三期發展完成。直至二零一六年十二月三十一日，除第三期項目中一個單位以外，所有住宅單位已售出。於二零一六年度確認之總收入約為64,640,000港元，來自銷售收益、租金收入及管理費，佔本集團之經營收益總額約1.55%。第三期項目之銷售收益為主要收入來源。此外，第三期住宅單位之銷售訂金約12,770,000港元已於回顧年度末記入本集團之賬目內，並預計該款項將於本集團之二零一七年度之全年業績內確認入賬。

TOMSON RIVIERA GARDEN (PHASE 3) 湯臣湖庭花園 (三期)



Management Discussion and Analysis

管理層討論及分析

Commercial and Industrial Buildings, Shanghai

Rental income and management fee from the Group's commercial and industrial property portfolio in Pudong, which comprised, inter alia, Tomson Commercial Building, Tomson International Trade Building, Tomson Waigaoqiao Industrial Park, the commercial podium of Tomson Business Centre and the office premises on the entire 72nd Floor of Shanghai World Financial Centre, provided a steady recurrent revenue of HK\$140.92 million to the Group and this accounted for approximately 3.37% of the gross proceeds from operations of the Group for the year 2016. The Group also recorded an unrealized gain on fair value changes of the aforesaid investment properties of HK\$37.93 million in the annual results of the Group for the year under review.

上海市之商業及工業物業

本集團來自位於浦東之商業及工業物業組合（其中包括湯臣金融大廈、湯臣國際貿易大樓、湯臣外高橋工業園區、湯臣商務中心大廈之商場部份及上海環球金融中心72樓全層辦公室物業）之租金收入及管理費為本集團帶來穩定經常性收入約140,920,000港元，佔本集團於二零一六年度之經營收益總額約3.37%。本集團亦在回顧年度之全年業績中就上述投資物業錄得公平值變動時產生之未變現收益約37,930,000港元。

COMMERCIAL AND INDUSTRIAL BUILDINGS 商業及工業物業

Tomson Commercial Building
湯臣金融大廈



Tomson Waigaoqiao Industrial Park
湯臣外高橋工業園區



Tomson International Trade Building
湯臣國際貿易大樓



Tomson Business Centre
湯臣商務中心大廈

Miscellaneous Residential Developments in Shanghai

Tomson Golf Villas and Garden have been developed in phases around the periphery of Tomson Shanghai Pudong Golf Club in Pudong since 1996 and there are now less than 10 residential units available for sale. During the year under review, an insignificant amount of proceeds was generated from sale of car parking spaces and leasing of residential units, which accounted for approximately 0.03% of the gross proceeds from operations of the Group.

The Group also holds less than 10 car parking spaces at Xingguo Garden, the sole residential development of the Group in Puxi, for sale.

上海市之其他住宅發展項目

湯臣高爾夫別墅及花園自一九九六年起沿湯臣上海浦東高爾夫球會周邊分期開發，現時僅餘不足10個住宅單位可供出售。於回顧年度內，銷售停車位及出租住宅單位產生少量收益，佔本集團之經營收益總額約0.03%。

本集團亦持有位於浦西之唯一住宅發展項目－湯臣怡園中不足10個停車位待售。

TOMSON GOLF VILLAS AND GARDEN 湯臣高爾夫別墅及花園



Jinqiao-Zhangjiang Project, Shanghai

In September 2010, the Company acquired through a wholly-owned subsidiary the land use rights of a plot of land with a site area of approximately 300,700 square meters (the “Tomson Portion”) located at Jinqiao-Zhangjiang District of Pudong and adjacent to Tomson Shanghai Pudong Golf Club. Vacant possession of over 80% of the site area of the Tomson Portion has been delivered to the Group in phases but delivery of the last phase of the Tomson Portion (“Phase 7”) did not take place before the end of 2016 as agreed.

上海市金橋－張江項目

於二零一零年九月，本公司透過一家全資附屬公司收購一幅位於浦東金橋－張江地區與湯臣上海浦東高爾夫球會毗鄰及地塊面積約300,700平方米之土地（「湯臣地塊」）之土地使用權。湯臣地塊中逾80%之地塊面積已分期交付予本集團，但湯臣地塊中最後一期（「第七期」）並未按協定於二零一六年年末前交付。

Management Discussion and Analysis

管理層討論及分析

Initial plans called for the Tomson Portion to be developed into a low-density residential development in phases. The first phase of the project (“Phase 1”) will comprise 43 low-density residential units with total saleable gross floor area of approximately 16,000 square meters, a club house and ancillary facilities. The superstructure of the residential units had been topped out in December 2014 but completion of construction works will be deferred pending the construction of the club house and ancillary facilities.

In January 2013, the said wholly-owned subsidiary entered into a conditional framework agreement to acquire the land use rights of a plot of land with a site area of approximately 422,174.6 square meters (the “Sports Portion”) for landscaping and sports facilities purposes and a residential development project (the “Development Project”) on a plot of land with a site area of approximately 28,286.2 square meters in Jinqiao-Zhangjiang District of Pudong. As these two plots of land are intermingled with the Tomson Portion, the Group had intended to incorporate these land lots into the master development plan of the Tomson Portion. Due to slow progress in concluding formalities for acquisition of the Sports Portion, the Group entered into a supplemental agreement on 29th July, 2016 to cancel the inter-conditional requirement in respect of the completion of the transfers of the land use rights of the Sports Portion and the Development Project and written approval was obtained from a closely allied group of shareholders of the Company representing more than 50% of the issued shares of the Company. The acquisition of the Development Project by the Group was completed in 2016 and construction of the Development Project is under way.

On 11th January, 2017, Pudong New Area Planning and Land Authority of Shanghai published on its website a public notice with respect to the proposed adjustment and change to Zhangjiabang Wedge-shaped Green Space Development Plan which covers the portion located at Jinqiao-Zhangjiang District of Pudong north of the stream named Zhangjiabang (the “Northern Portion”), within which the Tomson Portion, the Development Project and the Sports Portion are located (“Proposed Planning Changes”). The consultation period of the Proposed Planning Changes ended in February 2017. Having conducted a preliminary review and analysis of the Proposed Planning Changes, the Company noted that the Proposed Planning Changes, if effected, might involve the following: (i) the original site over which Phase 7 is located would not be delivered to the Group and instead, another piece of land in the Northern Portion might be allocated to the Group in substitution and as replacement, (ii) while the location of Phase 1 and the Development Project would remain unchanged, there might be an adjustment and relocation of the

本集團初步計劃將湯臣地塊分期開發為一項低密度住宅發展項目。該項目第一期（「第一期」）將包括43個低密度住宅單位（總可供銷售樓面面積約16,000平方米）、一個會所及配套設施。住宅單位已於二零一四年十二月主體結構封頂，但建築工程將延期竣工，以待興建會所及配套設施。

於二零一三年一月，上述全資附屬公司訂立了一份有條件的框架協議以收購位於浦東金橋—張江地區內一幅地塊面積約為422,174.6平方米之土地（「體育用地」）之土地使用權，以作為景觀及體育設施之用，及在區內一幅地塊面積約為28,286.2平方米之土地上的住宅發展項目（「發展項目」）。由於該兩幅地塊與湯臣地塊相互穿插環繞，本集團有意將此等地塊納入湯臣地塊之總體規劃中。鑒於完成收購體育用地之手續進展緩慢，本集團於二零一六年七月二十九日簽訂補充協議，以取消有關完成轉讓體育用地之土地使用權及發展項目乃互為條件之規定，且已獲得持有本公司50%以上已發行股份之一批有緊密聯繫的股東的書面批准。本集團已於二零一六年完成收購發展項目，而發展項目尚在建中。

於二零一七年一月十一日，上海浦東新區規劃和土地管理局於其網站刊登有關建議調整及變動張家浜楔形綠地控制性詳細規劃之公告，該規劃涵蓋位於浦東金橋—張江地區及一條名為張家浜的河流北面地區內的地塊（「北地塊」），而湯臣地塊、發展項目及體育用地均位於北地塊內（「規劃變更建議」）。規劃變更建議之諮詢期已於二零一七年二月結束。經對規劃變更建議作出初步審閱及分析，本公司知悉，規劃變更建議如獲實行，可能涉及以下方面：(i)第七期所位於之原地塊將不會交付予本集團，而可能代之以北地塊內之另一幅土地提供予本集團，以取代及替換原地塊，(ii)在第一期及發展項目之位置保持不變的同時，組成湯臣地塊之其他地塊（該等地塊原位於北地塊周邊範圍及中心區域內）可能會作出調整及變遷，以令上述地

other plots forming the Tomson Portion (which are originally located along the boundaries and in the centre of the Northern Portion) such that the aforesaid plots will be consolidated with Phase 1 and the Development Project to become three combined plots within the Northern Portion to be allocated to the Group for residential development (“Revised Tomson Residential Development”), (iii) as a result of the aforesaid relocation, the Revised Tomson Residential Development would be relocated farther away from the high voltage pylons running along the northern side of the original Tomson Portion, (iv) there might be a slight decrease of 592.2 square meters regarding the aggregate site area of the Revised Tomson Residential Development, and (v) the original Sports Portion might not be available for delivery to the Group because all the remaining areas surrounding the Revised Tomson Residential Development within the Northern Portion will be re-categorized as “public greenery and sports lands”. The contracting parties will collaborate closely to deal with the possible effects under the Proposed Planning Changes with a view to procuring the best possible solutions for all parties concerned.

Phase 2 of Jinwan Plaza, Tianjin

Since 2010, the Group has participated in the development of phase two of Jinwan Plaza, which is situated in the central area of Heping District, Tianjin, by holding a 75% equity interest in Tianjin Jinwan Real Estate Development Co., Limited (“Jinwan Real Estate”) and a 51% equity interest in Tianjin Jinwan Property Co., Limited (“Jinwan Property”). There are 3 high-rise buildings in phase two of Jinwan Plaza.

Jinwan Real Estate has completed the development of two high-rise buildings of 25 and 57 stories respectively (including a 4-level podium) for residential and commercial purposes with total gross floor area of approximately 294,900 square meters. The residential portion of these two buildings, named “Tomson Riviera Tianjin”, is earmarked for sale and provides 749 units with total saleable gross floor area of approximately 155,500 square meters. As at 31st December, 2016, approximately 65% of the total saleable gross floor area of the residential portion were contracted for sale. Revenue of HK\$2,012.39 million was recognized for the year under review and this accounted for approximately 48.21% of the gross proceeds from operations of the Group. In addition, sale deposits of the residential units and car parking spaces totaling HK\$282.36 million were credited to the Group and such amount is expected to be recognized in 2017. Concurrently, Jinwan Real Estate has been reevaluating its strategy for operations of the commercial portion of these two buildings, named “One Mall”.

塊將與第一期及發展項目合併，成為北地塊內的三幅合併地塊以提供予本集團作住宅發展用途（「經修訂湯臣住宅發展項目」），(iii) 鑑於上述變遷，經修訂湯臣住宅發展項目將遷移遠離沿著原湯臣地塊北面之高壓電纜區域，(iv) 有關經修訂湯臣住宅發展項目之總地塊面積或會輕微減少592.2平方米，及(v) 原體育用地可能無法交付予本集團，原因是北地塊內經修訂湯臣住宅發展項目周圍之所有剩餘區域將被重新分類為「公共綠地及體育用地」。協議各方將緊密合作以處理規劃變更建議項下之可能結果，以為有關各方取得最佳可能之解決方案。

天津市津灣廣場第二期

本集團自二零一零年透過持有天津津灣房產建設有限公司（「津灣房產建設」）之75%權益及天津津灣置業有限公司（「津灣置業」）之51%權益，以參與開發位於天津市和平區中心區域之津灣廣場第二期。津灣廣場第二期共有三棟高樓。

津灣房產建設已完成興建兩棟分別樓高25層及57層（包括四層裙房）並作住宅及商業用途之高樓，總樓面面積約為294,900平方米。此兩棟大樓之住宅部份名為「湯臣津灣一品」，乃劃作銷售及提供749個單位，總可銷售樓面面積約155,500平方米。於二零一六年十二月三十一日，約65%的住宅部份的總可銷售樓面面積已訂約銷售。於回顧年度已確認收入約2,012,390,000港元，佔本集團之經營收益總額約48.21%。此外，總金額約282,360,000港元之住宅單位及停車位之銷售訂金已記入本集團之賬目內，並預計該款項於二零一七年度確認入賬。同時，津灣房產建設重新評估對此兩棟大樓之商業部份（名為「One Mall」）之營運策略。

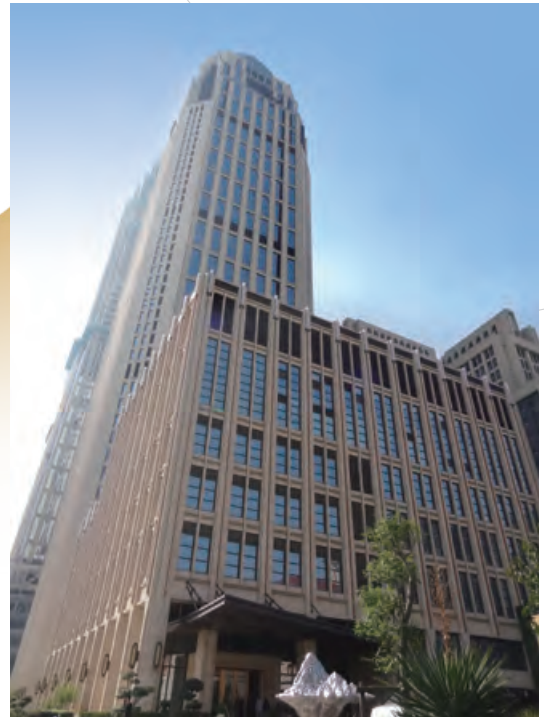
Management Discussion and Analysis

管理層討論及分析

Jinwan Property is engaged in development of a high-rise building of 70 stories with total gross floor area of approximately 209,500 square meters for commercial-cum-office uses. To realize the investment potential of the underlying assets of Jinwan Property, the Group entered into an agreement on 24th October, 2016 to dispose of the 51% equity interest in Jinwan Property to an unrelated third party at a cash consideration of RMB1,173.00 million and written approval of the disposal has been obtained from a closely allied group of shareholders of the Company representing more than 50% of the voting rights at general meetings of the Company. The transaction was completed in January 2017 and full consideration, which was received in 2016, was released to the Group.

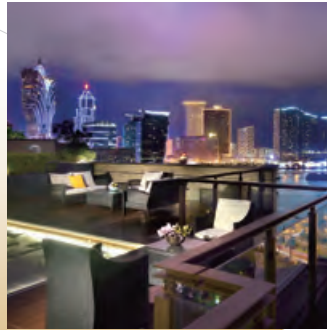
津灣置業從事發展一棟樓高70層之高樓，總樓面面積約為209,500平方米，作商業及辦公用途。為變現津灣置業之相關資產之投資潛力，本集團於二零一六年十月二十四日訂立協議，按現金代價人民幣1,173,000,000元向一名無關連第三方出售津灣置業之51%股權，且已獲得於本公司股東大會上代表50%以上投票權之一批有緊密聯繫的本公司股東的書面批准。交易已於二零一七年一月完成，且全部代價（已於二零一六年收取）正式移交予本集團。

TOMSON RIVIERA TIANJIN 湯臣津灣一品





ONE PENHA HILL 湯臣主教山壹號



One Penha Hill, Macau

The Group holds a 70% interest in the development of a luxury residential condominium at Penha Hill within a designated World Heritage zone of Macau. The development project is named “One Penha Hill” and consists of 63 residential units in four apartment blocks with a club house, swimming pool, roof terrace and car parking spaces with total gross floor area of approximately 22,800 square meters.

The occupation permit of the project was issued in mid-January 2016 and sale proceeds could be recognized in the annual results for 2016 upon delivery of the units sold. This project, which was one of the major sources of profit of the Group for the year under review, generated revenue of HK\$704.34 million and this accounted for approximately 16.87% of the gross proceeds from operations of the Group. As at 31st December, 2016, approximately 39% of the residential gross floor area were contracted for sale and sale deposits of HK\$94.53 million were credited to the Group and will be recognized upon delivery of the properties.

澳門湯臣主教山壹號

本集團持有座落於澳門被列為世界遺產區內之主教山上之豪華住宅發展項目之70%權益。該發展項目命名為「湯臣主教山壹號」，包括四幢住宅大樓中63個住宅單位、會所、游泳池、天台花園及停車場，總樓面面積約為22,800平方米。

該項目之使用准照已於二零一六年一月中旬發出，而銷售收益可於交付已售出單位後在二零一六年度之全年業績中確認。此項目為本集團於回顧年度之主要溢利來源之一，產生收入約704,340,000港元，佔本集團之經營收益總額約16.87%。於二零一六年十二月三十一日，約39%的住宅樓面面積已訂約銷售，及銷售訂金約94,530,000港元已記入本集團賬目內，並將於交付物業後確認入賬。

Management Discussion and Analysis

管理層討論及分析

Securities Trading

The Group has invested in various listed securities in Hong Kong to diversify its business portfolio and maximize its return on investment. Sale proceeds from disposal of and dividend receipts from trading securities held by the Group amounted to HK\$67,140,000 and this accounted for approximately 1.61% of the gross proceeds from operations of the Group for the year under review. After taking into account an unrealized loss on changes in fair value of the trading securities under applicable accounting standards, the Group recorded a net gain in securities investments held for trading of HK\$8,942,000 (2015: net loss of HK\$9,577,000).

Media and Entertainment Business

In anticipation of the potential increase in demand for leisure activities from visitors from the Mainland of China and the local population in Hong Kong, the Group set up its film distribution business in 2011 and has also participated in the production of live entertainment shows. For the year ended 31st December, 2016, gross revenue received and receivable amounted to HK\$10,085,000 and this accounted for approximately 0.24% of the Group's gross proceeds from operations, resulting in a segment loss of HK\$3,193,000 (2015: HK\$8,810,000).

證券買賣

本集團於香港投資多項上市證券，以令業務組合多元化及為其投資爭取最大之回報。於回顧年度，本集團所持有之待售證券之出售收益及股息收益共67,140,000港元，佔本集團之經營收益總額約1.61%。經計及根據適用會計準則作出之待售證券公平值變動時所產生之未變現虧損後，本集團之待售證券投資錄得收益淨額8,942,000港元（二零一五年：虧損淨額9,577,000港元）。

媒體及娛樂業務

預期中國內地遊客及香港本地居民對休閒活動之需求具有增長潛力，本集團在二零一一年開展電影發行業務，並亦已參與現場表演節目製作。截至二零一六年十二月三十一日止年度，已收及應收總收入為10,085,000港元，佔本集團之經營收益總額約0.24%，產生分類虧損3,193,000港元（二零一五年：8,810,000港元）。

FILM DISTRIBUTION 電影發行



The revenue for the year under review was mainly generated from investments in the production of live entertainment shows, principally local pop concerts. The Group intends to continue in participating in investments in various live performances in 2017.

Revenue recognized under the film distribution business was generated from exploitation of theatrical rights. Two films, “Knight of Cups” and “Serena”, were theatrically released in Hong Kong in 2016.

於回顧年度之收益主要來自現場表演節目製作投資，首要為本地流行演唱會。本集團有意於二零一七年繼續參與不同現場表演節目之投資。

電影發行業務之確認收入源自使用影院放映權之收入。於二零一六年在香港上映了兩部電影，名為「聖杯騎士」及「驚心孽緣」。

LIVE ENTERTAINMENT 現場表演節目



Management Discussion and Analysis

管理層討論及分析

Hospitality and Leisure Industry

Tomson Shanghai Pudong Golf Club, Shanghai

Tomson Shanghai Pudong Golf Club, situated in Pudong of Shanghai, generated revenue of HK\$42,585,000 in 2016, being approximately 1.02% of the gross proceeds from operations of the Group. Both operating revenue and sale proceeds of membership debentures declined during the year under review. The drop in the sale of membership debentures was possibly attributable to recent social and political developments in China and to the remaining tenure of the debentures being less than ten years. As a result, the Club reported a segment loss of HK\$31,075,000 for the year 2016 (2015: HK\$38,040,000). Operations of the Club are being reviewed to improve quality of services and strengthen cost control.

款客及消閒業務

上海市湯臣上海浦東高爾夫球會

湯臣上海浦東高爾夫球會位於上海市浦東，於二零一六年度產生收入42,585,000港元，佔本集團經營收益總額約1.02%。回顧年度內之經營收入及會籍債券銷售收入均有所減少。出售會籍債券下跌可能歸因於在中國之社會及政治方面之近期發展及債券之剩餘年期少於十年之影響。因此，該球會於二零一六年度錄得分類虧損31,075,000港元（二零一五年：38,040,000港元）。該球會現正審視其營運業務，以提升服務質素及加強成本控制。

TOMSON SHANGHAI PUDONG GOLF CLUB 湯臣上海浦東高爾夫球會



InterContinental Shanghai Pudong, Shanghai

InterContinental Shanghai Pudong hotel, situated in Lujiazui of Pudong, Shanghai, reported an average occupancy rate of approximately 74% in 2016 despite intense competition in the market. The Group, which holds a 50% interest in the hotel, shared a net profit of HK\$13.34 million from this investment for the year 2016 (2015: HK\$15.16 million). The revenue and profit of the hotel operations were below expectations mainly due to lower-than-expected occupancy rate and the adverse impact on the food and beverage department. To maintain the profitability of the hotel, the hotel management has focused on controlling operating costs, increasing marketing efforts on the food and beverage operations and on expanding the source of clientele to raise the occupancy rate. The hotel is undergoing renovation of part of its guest rooms and it is anticipated that the operating results may be somewhat affected in 2017.

上海市上海錦江湯臣洲際大酒店

儘管面對劇烈市場競爭，位於上海市浦東陸家嘴之上海錦江湯臣洲際大酒店於二零一六年度仍錄得平均入住率約74%。本集團持有該酒店之50%權益，於二零一六年度從該項投資分佔約13,340,000港元之純利（二零一五年：15,160,000港元）。酒店業務之收入及溢利低於預期，主要由於未達預期之入住率及對餐飲部之不利影響所致。該酒店管理層已集中力量控制經營成本、加強餐飲業務之推廣，並開拓客源以提高入住率，從而維持酒店之盈利。該酒店正對部份客房進行翻新裝修，並預料經營業績於二零一七年可能有輕微影響。

INTERCONTINENTAL SHANGHAI PUDONG 上海錦江湯臣洲際大酒店



Management Discussion and Analysis

管理層討論及分析

PVC Operations

The manufacturing operation of PVC pipes and fittings in Shanghai, in which the Group holds a 58% interest, commenced liquidation in the first quarter of 2013 after the expiry of the land use rights of the factory lot and no revenue was generated during the year under review. Owing to a delay in tax clearance by the local authorities, completion of the liquidation was deferred to the first quarter of 2017 and the Group anticipates a final distribution upon dissolution in the first half of 2017.

To capitalize on the Group's established brand in the industry in China, the Group set up a wholly-owned subsidiary in Shanghai in mid-2013 to engage in export trade of PVC fittings and pipes. The trading operation generated insignificant revenue of HK\$1,154,000 to the Group and this accounted for approximately 0.03% of the gross proceeds from operations of the Group for the year under review. Taking account of the provision for bad and doubtful debts for the trading operation in accordance with internal guidelines, the PVC operations recorded a segment loss of HK\$2,690,000 for the year 2016 (2015: profit of HK\$497,000).

Investment Holding

In addition to its own property development projects, the Group holds a 9.8% interest in the issued shares of Rivera (Holdings) Limited ("RHL"), a listed company in Hong Kong, as a long-term investment. RHL is principally engaged in property development and investment in Shanghai as well as securities trading and investment in Hong Kong. The Group received dividends of HK\$5,114,000 from RHL during the year under review and an unrealized gain on change in fair value of the investment of HK\$34,517,000 was credited to the investment reserve of the Group as at 31st December, 2016 pursuant to applicable accounting standards.

The Group also holds a 13.5% interest in the registered capital of an unlisted associated company of RHL established in Shanghai as a long-term investment. Such company is principally engaged in property development and investment in Shanghai. Dividends of HK\$25,581,000 were received during the year under review.

塑膠業務

位於上海市之膠管及配件製造業務（本集團持有58%權益）在工廠土地之土地使用權屆滿後，於二零一三年第一季度開始清算，且於回顧年度並無產生收入。由於當地機關之完稅程序延遲，清算工作延至二零一七年第一季度方完成，本集團預期將於二零一七年上半年就公司清算作最終分派。

為了善用本集團在中國行業內已建立之品牌效益，本集團於二零一三年中在上海市成立了一家全資附屬公司從事塑膠配件及膠管出口貿易。於回顧年度，貿易業務為本集團產生微少收入1,154,000港元，佔本集團經營收益總額約0.03%。經計及根據內部指引作出之貿易業務之呆壞賬撥備後，於二零一六年度，塑膠業務錄得分類虧損2,690,000港元（二零一五年：溢利497,000港元）。

投資控股

除本集團本身之物業發展項目外，本集團亦持有川河集團有限公司（「川河」，一家香港上市公司）之已發行股份中9.8%權益，以作為長期投資。川河之主要業務為於上海市從事物業發展及投資業務以及於香港進行證券買賣及投資。於回顧年度內，本集團收取來自川河之股息5,114,000港元及該投資之公平值變動所產生之未變現收益34,517,000港元已根據適用之會計準則於二零一六年十二月三十一日記入本集團之投資儲備內。

本集團亦持有一家在上海成立之公司且為川河之非上市聯營公司之註冊資本中13.5%權益，以作為長期投資。該公司之主要業務為於上海市從事物業發展及投資業務。於回顧年度內，已收取股息25,581,000港元。

FINANCIAL REVIEW

Liquidity and Financing Position

As at 31st December, 2016, total assets of the Group decreased by approximately 6.81% to HK\$22,691,745,000 while equity attributable to owners of the Company was HK\$11,399,052,000 in total, representing an increase of approximately 1.15%, and approximately HK\$6.65 per share. This represents a decrease in equity per share by approximately 6.21% from 2015 mainly owing to the issue of new shares under the scrip dividend scheme for the interim dividend for 2015 and depreciation in value of Renminbi during the year under review.

The Group's operations and investments for the year ended 31st December, 2016 were funded by cash on hand, revenue from operating activities and investing activities.

At the end of the reporting period, the cash and cash equivalents of the Group amounted to HK\$2,881,962,000, an increase of approximately 3.65%. During the year under review, the Group achieved a net cash inflow of HK\$2,248,302,000 and HK\$902,881,000 from its operating and investing activities respectively. After taking into account the net cash outflow of HK\$2,872,548,000 from its financing activities, the Group recorded a net increase in cash and cash equivalents of HK\$278,635,000 for the year under review (2015: HK\$1,295,194,000). The net increase in cash and cash equivalents was mainly attributable to receipt of sale proceeds of properties held for sale, new borrowings raised and deposits received from disposal of interest in a joint venture but this was partly offset by repayment of borrowings during the year under review.

As at 31st December, 2016, excluding receipts in advance, of the liabilities of the Group of HK\$8,564,351,000 (2015: HK\$11,507,688,000), about 48.11% were taxation under current liabilities, about 20.90% were borrowings, about 15.23% were trade and other payables and accruals, about 15.11% were deferred tax liabilities while the balance was an amount due to a joint venture. Details of the trade payables, borrowings and deferred taxation are shown in Notes 26(c), 29 and 30 to the consolidated financial statements of the Group for the year under review on page 149 and pages 154 to 156 respectively.

財務回顧

流動資金及財政狀況

於二零一六年十二月三十一日，本集團之總資產減少約6.81%至22,691,745,000港元，而本公司權益持有人應佔權益總額為11,399,052,000港元，增加約1.15%，每股約為6.65港元。每股權益較二零一五年度減少約6.21%，主要原因為於回顧年度內根據以股代息計劃就二零一五年度之中期股息發行新股份及人民幣貶值。

本集團於截至二零一六年十二月三十一日止年度之業務及投資所需資金來自手頭現金、經營業務及投資業務之收入。

於報告期末，本集團之現金及現金等值項目為2,881,962,000港元，增加約3.65%。於回顧年度內，本集團從其經營及投資業務分別產生現金流入淨額2,248,302,000港元及902,881,000港元。經計及其融資活動所動用之現金流出淨額2,872,548,000港元後，本集團於回顧年度錄得現金及現金等值項目淨額增加278,635,000港元（二零一五年：1,295,194,000港元）。現金及現金等值項目淨額增加，主要由於收取待售物業之銷售收益、新增借款及出售一家合資企業權益所收取之按金所致，但部份金額已被於回顧年度內償還借款所抵銷。

於二零一六年十二月三十一日，除預收款項外，本集團負債8,564,351,000港元（二零一五年：11,507,688,000港元）中，約48.11%為流動負債項下之稅項、約20.90%為借款、約15.23%為應付貿易賬款、其他應付賬款及預提費用、約15.11%為遞延稅項負債，而餘下則為應付一家合資企業之款項。應付貿易賬款、借款及遞延稅項之詳情分別載於本集團於回顧年度之綜合財務報表第149頁以及第154至第156頁附註26(c)、附註29及附註30。

Management Discussion and Analysis

管理層討論及分析

The Group's borrowings as at 31st December, 2016 amounted to HK\$1,790,150,000 (2015: HK\$4,546,632,000), equivalent to 15.70% (2015: 40.35%) of the equity attributable to owners of the Company at the same date. The Group did not employ any financial instruments for financing and treasury management. All of the borrowings were under security and subject to floating interest rates. Of those borrowings, approximately 10.18% were due for repayment on demand or within one year from the end of the reporting period, approximately 26.02% were repayable more than one year but not exceeding two years from the end of the reporting period, approximately 13.95% were due for repayment more than two years but not more than five years from the end of the reporting period, while the remaining 49.85% were due for repayment more than five years from the end of the reporting period.

At the end of the reporting period, the Group had commitments in relation to expenditure on properties under development of HK\$491,941,000 (2015: HK\$596,940,000) which were contracted but not provided for. The Group anticipates that these commitments will be funded from its future operating revenue, bank borrowings and other sources of finance where appropriate.

As at 31st December, 2016, the Group recorded a current ratio of 1.92 times (2015: 1.64 times) and a gearing ratio (total liabilities to equity attributable to the owners of the Company) of 90.35% (2015: 107.93%). The rise in current ratio and drop in gearing ratio mainly resulted from repayment of borrowings.

Charge on Assets

As at 31st December, 2016, assets of the Group with an aggregate carrying value of HK\$6,826,877,000 (2015: HK\$12,809,168,000) were pledged to borrowers to secure borrowings of the Group. As there was a decrease in the Group's borrowings, the value of the assets under pledge had significantly decreased.

於二零一六年十二月三十一日，本集團之借款為1,790,150,000港元（二零一五年：4,546,632,000港元），相等於同日之本公司權益持有人應佔權益之15.70%（二零一五年：40.35%）。本集團在融資及財資管理方面並無採用任何金融工具。所有借款均為有抵押，及按浮動利率計息。在該等借款中，約10.18%須應要求或於報告期末起計一年內償還，約26.02%須於報告期末起計一年以上但不超過兩年內償還，約13.95%須於報告期末起計兩年以上但不超過五年內償還，而餘額49.85%則須於報告期末起計五年後償還。

於報告期末，本集團有關發展中物業開支之承擔為491,941,000港元（二零一五年：596,940,000港元）且為已訂約但尚未撥備。本集團預期將以日後之營運收入、銀行借款及其他適合之融資來源以應付該等承擔。

於二零一六年十二月三十一日，本集團錄得流動比率為1.92倍（二零一五年：1.64倍）及資本負債比率（即負債總額對本公司權益持有人應佔權益之比率）為90.35%（二零一五年：107.93%）。流動比率上升及資本負債比率下跌乃主要由於償還借款所致。

資產抵押

於二零一六年十二月三十一日，本集團賬面總值6,826,877,000港元（二零一五年：12,809,168,000港元）之資產已抵押予貸款人，以作為本集團借款之擔保。由於本集團之借款減少，故已抵押資產之價值已大幅減少。

Foreign Exchange Exposure

The majority of the Group's assets and liabilities are denominated in Renminbi, and the liabilities are well covered by the assets. The recent depreciation in value of Renminbi may have adverse effects on the Group. The exchange difference may have a negative impact mainly on the net asset value of the Group. All of the other assets and liabilities of the Group are denominated in either Hong Kong Dollar or United States Dollar. Hence, the Group anticipates that the exchange risk exposure is manageable.

Contingent Liabilities

The Group had no material contingent liabilities as at 31st December, 2016.

As at 31st December, 2015, the Group provided a financial guarantee of HK\$472,667,000 to a bank to secure banking facilities for a property development project of a joint venture. Such banking facilities were also secured by a floating charge over the property under development of the joint venture. Following repayment of the loan by the joint venture during the year under review, the financial guarantee was released.

Details of the contingent liabilities are shown in Note 33 to the consolidated financial statements of the Group for the year under review on page 167.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial situation, operating results and business prospects may be directly or indirectly affected by a number of risks and uncertainties including business risks, operational risks, financial risk and changes of local laws and regulations in the jurisdictions in which it operates. Information on the estimation uncertainty, capital risk management and financial risk management is respectively set out in Notes 5, 31 and 32(b) to the consolidated financial statements of the Group for the year under review on pages 112 to 113, and pages 156 to 165.

外匯風險

本集團大部份資產及負債乃以人民幣列值，而資產可充份地償付負債。人民幣幣值近期貶值或會對本集團構成不利影響。匯兌差額可能主要對本集團資產淨值造成負面影響。本集團所有其他資產及負債乃以港元或美元列值。因此，本集團預期匯兌風險可予控制。

或然負債

於二零一六年十二月三十一日，本集團並無任何重大或然負債。

於二零一五年十二月三十一日，本集團已向一家銀行提供472,667,000港元之財務保證，以作為一家合資企業為其一項物業發展項目獲取銀行信貸之擔保。有關銀行信貸並以該合資企業之發展中物業以浮動抵押方式作擔保。於該合資企業於回顧年度內償還貸款後，財務保證已獲解除。

或然負債之詳情載於第167頁之本集團於回顧年度之綜合財務報表附註33。

主要風險及不明朗因素

本集團之財務狀況、經營業績及業務前景或會直接或間接地受眾多風險及不明朗因素影響，包括業務風險、營運風險、財務風險及營運業務當地的法律及規例變動。有關估計之不明朗因素、資本風險管理及財務風險管理之資料分別載於第112至第113頁以及第156至第165頁本集團於回顧年度之綜合財務報表附註5、附註31及附註32(b)。

Management Discussion and Analysis

管理層討論及分析

Property development and investment is the core business of the Group and price fluctuation is a major risk that may affect the Group's results and asset value. The management is currently optimistic of the potential demand for high-end properties in the Mainland of China and will monitor closely the pricing strategies of the Group's property projects to maximize the return on investment.

There may be other risks and uncertainties in addition to those stated above which are not known to the Group or which may not be material now but could turn out to be material in the future.

PROSPECTS

Faced with potentially tightening regulations and measures on the real estate market imposed by both the local and central governments of the Mainland of China, the downturn in gaming revenue in Macau and recent political uncertainties in the global developed economies, the Group envisages that challenges affecting the pace and volume of its property sale will persist in 2017 and in the medium-term. Nevertheless, the Group will endeavour to maintain the momentum in its sale and leasing of its property portfolio in Shanghai, Tianjin as well as Macau.

Disposal of the commercial-cum-office building in Tianjin is expected to contribute notable profit in 2017, while Tomson Riviera and One Penha Hill will be the Group's principal sources of profit. The Group will increase its efforts to boost sales and expedite the delivery of the units sold.

The Group has built up its reputation as a developer of high-end residential properties in the Mainland of China. The Group anticipates that, in tandem with the forecast economic growth in the Mainland of China, there is potential for increase in the demand for properties catering to a high-income middle class and high net-worth individuals. Investments in Jinqiao-Zhangjiang project in Pudong, Shanghai, and the Jinwan Plaza in Tianjin represent important components of the Group's strategy.

It is expected that the global and Hong Kong financial markets will remain relatively volatile in 2017 due to recent developments in the political and financial environment. Management will remain cautious in managing the securities trading portfolio of the Group, with an emphasis on securities with recurrent yield.

物業發展及投資為本集團之核心業務，而價格波動為有可能影響本集團業績及資產價值之主要風險。管理層目前對於中國內地之高端物業之潛在需求感到樂觀，並將密切監察本集團物業項目之價格策略，以為其投資爭取最大回報。

除上述提及者外，亦可能存在其他本集團未知之風險及不明朗因素，或目前未必屬於重大但日後可能變成重大之其他風險及不明朗因素。

展望

面對中國內地之地方及中央政府可能收緊對房地產市場之法規及措施，加上澳門博彩業收益下滑及近期全球已發展經濟體在政治方面之不明朗因素，本集團預期於二零一七年及中期內影響物業銷售之速度及數量之挑戰將會持續。儘管如此，本集團將努力繼續保持其上海市、天津市以及澳門之物業組合之銷售及出租勢頭。

出售天津市之商業及辦公大樓預期會於二零一七年帶來顯著利潤。同時，湯臣一品及湯臣主教山壹號將為本集團之主要溢利來源。本集團將加強力度促進銷售及加快交付已售單位。

本集團作為中國內地高端住宅物業的開發商略有名氣。本集團預期，隨著中國內地預期之經濟增長，符合高收入中產階層人士及高資產淨值人士所需求的物業市場仍具備增長潛力。於上海市浦東的金橋—張江項目以及位於天津市的津灣廣場的投資乃本集團策略上的重要部署。

鑒於近期政治及金融環境之發展，預計環球及香港金融市場在二零一七年仍相對波動。管理層將繼續謹慎地管理本集團之證券買賣組合，並將側重有經常性收益之證券。

Whilst property development and investment will remain the Group's business focus, the Group will continue to explore and evaluate prudently other potential investment opportunities. Nevertheless, it will be the objective of the Group to maintain an optimum balance in the allocation of its resources both geographically and in different business segments.

HUMAN RESOURCES

As at 31st December, 2016, the Group engaged around 700 employees in total in its various offices in Hong Kong, Macau, Shanghai, Tianjin and Taiwan. Total emoluments paid to staff and directors of the Group during the year under review amounted to HK\$96,820,000. Remuneration and benefit packages are generally structured with reference to market terms and practice, as well as individual responsibilities, performance and qualifications. Discretionary bonus may be paid based on individual contribution. In addition, the Company has established a share option scheme pursuant to which directors and employees of the Group are eligible for granting options to subscribe for shares of the Company.

Taking this opportunity, the Board would like to express its gratitude to the management and all the staff members of the Group for their dedication and loyalty to the Group over the years.

On behalf of the Board

Hsu Feng

Chairman and Managing Director

Hong Kong, 29th March, 2017

物業發展及投資將繼續為本集團之業務重心，本集團同時將繼續審慎探索及評估其他潛在投資機會。然而，本集團的目標旨在於地域上及不同業務分類間對其資源分配維持最適當之平衡。

人力資源

於二零一六年十二月三十一日，本集團於香港、澳門、上海市、天津市及台灣之多個辦事處共僱用大概700名員工。於回顧年度內，本集團支付予員工及董事之酬金總額為96,820,000港元。酬金及福利計劃一般參考市場條款及慣例，以及個人之職責、表現及資歷而釐定，並按個別人士之貢獻而可能酌情發放花紅。此外，本公司已設立購股權計劃，據此，本集團之董事及僱員符合資格可獲授予購股權，以認購本公司股份。

董事局藉此機會向本集團管理層及全體員工多年來對本集團之投入及忠心表示謝意。

代表董事局

主席兼董事總經理

徐 楓

香港，二零一七年三月二十九日

Corporate Governance Report

企業管治報告

The Board of Directors of the Company (the “Board”) is committed to maintaining good corporate governance standards and procedures which emphasize management of high quality, transparency and accountability to all shareholders.

CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and complied with the code provisions contained therein during the year ended 31st December, 2016 and up to the date of publication of the annual report for 2016, except that:

- (a) Madam Hsu Feng takes up both the posts of Chairman of the Board and Managing Director of the Company. While this is a deviation from the CG Code, dual role leadership provides the Company and its subsidiaries (collectively the “Group”) with a strong and consistent leadership and allows for more effective operation of the business. The Board is of the view that adequate check and balance of power is in place. Responsibilities for the Company’s daily business management are shared amongst Madam Hsu and other members of the executive committee of the Board. Besides, all major decisions are made in consultation with members of the Board or appropriate committees of the Board in accordance with the provisions of the code on risk management and internal control of the Company;
- (b) none of the existing independent non-executive Directors of the Company are appointed for a specific term, but they are subject to retirement and re-election at least once every three years at annual general meetings of the Company pursuant to the Articles of Association of the Company (the “Articles”);

本公司董事局（「董事局」）致力堅持以強調優質管理、透明度及對所有股東問責的良好企業管治水平和程序。

企業管治常規

本公司在截至二零一六年十二月三十一日止年度內及直至刊發二零一六年度年報之日期止已採納載列於香港聯合交易所有限公司《證券上市規則》（「《上市規則》」）附錄十四之《企業管治守則》內之原則並遵守有關守則條文，惟下文所述者除外：

- (a) 由於徐楓女士同時擔任本公司董事局主席兼董事總經理兩職，故偏離《企業管治守則》之規定。然而，由同一人兼任兩職，能對本公司及其附屬公司（統稱「本集團」）發揮強勢及一致的領導效能，並可以更有效地經營業務。本公司之日常業務管理之責任由徐女士與董事局轄下之執行委員會中其他成員共同分擔，且所有重大決定均根據本公司之《風險管理及內部監控守則》內之條文經董事局成員或其轄下之適當委員會商議後才作出，所以，董事局認為已有足夠的監察及權力平衡；
- (b) 本公司之現任獨立非執行董事並無指定任期，惟彼等須根據本公司之《公司組織章程細則》（「《章程細則》」）之規定，於本公司股東週年大會上至少每三年告退一次及經重選後，方可連任；

- (c) in accordance with the Articles, any Director of the Company appointed by the Board to fill a casual vacancy shall hold office until the next following annual general meeting of the Company instead of being subject to election at the first general meeting of the Company after his/her appointment as stipulated in the CG Code. Such arrangement not only complies with Appendix 3 to the Listing Rules but also streamlines the mechanism of re-election of Directors so that both new Directors appointed by the Board (either for filling a casual vacancy or as an additional member) and existing Directors retiring by rotation shall be subject to re-election at the annual general meeting for the relevant year. Furthermore, extraordinary general meetings will be reserved for considering and approving notifiable/connected transactions or other corporate actions under the Listing Rules only, which should enhance efficiency in procedures for corporate matters; and
- (d) the Company has not established a nomination committee comprising a majority of independent non-executive Directors as stipulated in the CG Code. This is because when identifying individuals of the appropriate calibre and qualification to be Board members and when assessing the independence of independent non-executive Directors, it is necessary to have a thorough understanding of the structure, business strategy and daily operation of the Company. The participation of executive Directors during the process is therefore indispensable. Accordingly, the Board as a whole remains responsible for reviewing its own structure, size and composition annually, and also for considering the appointment and re-appointment of Directors as well as assessing the independence of independent non-executive Directors.
- (c) 根據《章程細則》之規定，任何就填補董事局臨時空缺而獲董事局委任之本公司董事，其任期直至本公司下一屆股東週年大會為止，而並非根據《企業管治守則》所要求，須在獲委任後之本公司首次股東大會上退任。此安排除了確保遵守《上市規則》附錄三外，獲董事局委任之新董事（為填補臨時空缺或作為新增成員）與輪值告退之現任董事將同於有關年度之股東週年大會上進行重選，遂令重選董事之運作更為順暢一致。此外，股東特別大會將只會專注按《上市規則》考慮及審批須予公佈／關連交易或其他公司行動，從而提升處理企業事項程序時之效率；及
- (d) 本公司並沒有根據《企業管治守則》之規定成立主要由獨立非執行董事組成之提名委員會，因本公司認為物色具備合適才幹及資格可擔任董事局成員的人士及評核獨立非執行董事的獨立性時，需清楚明瞭本公司之架構、業務策略及日常運作，故執行董事的參與至為重要。因此，仍由董事局整體負責每年檢討董事局的架構、人數及組成，並審議董事委任或重新委任事宜，且評核獨立非執行董事的獨立性。

THE BOARD

The Board is composed of seven members, including four executive Directors, namely Madam Hsu Feng (Chairman and Managing Director), Mr Albert Tong (Vice-Chairman), Mr Tong Chi Kar Charles (Vice-Chairman) and Mr Yeung Kam Hoi, and three independent non-executive Directors, namely Mr Cheung Siu Ping, Oscar, Mr Lee Chan Fai and Mr Sean S J Wang. All the Directors have signed service contracts or letters of appointment with the Company which set out the key terms and conditions of their appointment.

董事局

董事局由七位成員組成，包括四位執行董事，即徐楓女士（主席兼董事總經理）、湯子同先生（副主席）、湯子嘉先生（副主席）和楊錦海先生，以及三位獨立非執行董事，即張兆平先生、李燦輝先生和王少劍先生。本公司已與所有董事簽訂載有有關委任的主要條款及條件的服務合約或委任書。

Biographical details of the Directors and relevant relationships among them together with their respective roles on the Board and its committees are set out in the Profile of the Directors and Officers on pages 40 to 44.

The Company recognizes that a diverse board is crucial to the Board's performance and development of the Company. The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board. It believes that diversity should be viewed from its widest perspective. Accordingly, selection of candidates to the Board is based on a range of measurable objectives, including but not limited to gender, age, cultural and educational background, professional experience and qualifications, skills, knowledge and length of service, having due regard to the Company's own business model and specific needs from time to time. During the year under review, the Board has conducted an annual review of its structure and composition at a regular meeting. With the Board members coming from a variety of business and professional background and one out of the seven Board members being female, the Company considers that the Board has an appropriate size and balanced structure and composition with diverse mix of skills, experience, expertise and diversity of perspectives appropriate to the requirements of the Company's business and development.

There are three independent non-executive Directors of the Company representing more than one-third of the Board and two of them have either appropriate professional accounting qualifications or related financial management expertise as required by the Listing Rules. The Company has received an annual written confirmation for the year 2016 from each of the independent non-executive Directors of his independence pursuant to Rule 3.13 of the Listing Rules and considers all of the independent non-executive Directors to be independent.

有關董事的個人資料詳情和相互之間的關係，以及彼等在董事局及其轄下之委員會中的相關職責列載於第40至第44頁董事及高級行政人員簡介中。

本公司認為，一個多元化的董事局對董事局的表現及本公司的發展非常重要。董事局已採納一項董事局成員多元化的政策，當中載有達致董事局成員多元化的方針，彼相信應從最廣泛之觀點考量多元化。因此，在甄選董事局之候選人時，會以多種可計量目標為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗及資歷、技能、知識及工作年資，並應考慮本公司本身的業務模式及不時的具體需要。於回顧年度內，董事局於一次定期會議上對其架構及組成進行了年度檢討。鑒於董事局成員來自不同業務及專業背景，且七位董事局成員中一位為女性，本公司認為董事局擁有合適的人數及均衡之架構和組成比例，當中組合了不同之技能、經驗、專長及多元化觀點，以配合本公司業務及發展所需。

本公司有三位獨立非執行董事，佔董事局超過三分之一席位，且其中兩位具有《上市規則》規定的適當會計專業資格或相關財務管理專長。本公司已收到每一位獨立非執行董事根據《上市規則》第3.13條之規定就有關彼等之獨立性發出的二零一六年度書面確認，並認為全體獨立非執行董事均屬獨立人士。

The Board meets regularly throughout the year and as and when required. Sufficient notices are given to all Directors at least 14 days before the regular Board meetings. All Directors are consulted whether to include matters in the agenda. Agenda and accompanying board papers are given to all Directors in a timely manner before the appointed date of each regular Board meeting. Drafts and final versions of minutes are circulated to the Directors for comment and record respectively. During the year 2016, four regular meetings were held by the Board. Besides, a Vice-Chairman of the Board had an annual meeting in 2016 to exchange opinions with the independent non-executive Directors of the Company without the other executive Directors present.

The Board commits itself to acting in the best interests of the Group and the shareholders. It is accountable to the shareholders for the long-term performance of the Group, while taking into consideration the interests of other stakeholders. The independent non-executive Directors have contributed valuable independent views and proposals for the Board's deliberation and decisions.

The Board has reserved for its decision or consideration matters covering formulation of corporate strategy, approval of annual and interim results, changes of members of the Board and its committees, major acquisitions, disposals and capital transactions, and monitoring and controlling other significant operational and financial matters of the Group. The Board has established an executive committee, an audit committee and a remuneration committee (collectively the "Committees") with clear written terms of reference to oversee particular aspects of the Company's affairs and to assist in sharing the Board's responsibilities. The Committees have to report regularly to the Board on their decisions and recommendations.

The day-to-day management, administration and operation of the Group are delegated to the management and the management also provides support to the Board to formulate overall strategic direction, long term objectives and business plans of the Group. Both the Board and the management have clearly defined authorities and responsibilities under various risk management, internal control and check-and-balance mechanisms. The management is responsible for implementing the strategies and plans adopted by the Board and the Committees and assumes full accountability to the Board for the operation of the Group.

董事局在每一年度內定期及當有需要時舉行會議。本公司在董事局定期會議舉行日期前最少十四天向所有董事發出充足通知。所有董事均被諮詢提出商討事項以列入議程中。議程及相關的董事會議文件在各董事局定期會議之指定舉行日期前適時送呈所有董事。該等會議之會議記錄草稿及最後定稿均分別送呈各董事以徵求意見及作為記錄。於二零一六年度內，董事局共舉行了四次定期會議。此外，董事局一位副主席與本公司之獨立非執行董事在二零一六年進行了一次沒有其他執行董事在場的年度會議以交流意見。

董事局承諾以本集團和股東的最佳利益行事。其就本集團之長期表現向股東負責，亦會考慮其他持份者之利益。獨立非執行董事於董事局審議及決策時，提供了寶貴的獨立意見及建議。

董事局已保留有關權力，以決定或審議有關制定企業策略、年度和中期業績審批、董事局及其委員會的成員變動、主要收購、出售和資本交易，以及監控本集團的其他重大營運和財務事項。董事局已成立了一個執行委員會、一個審核委員會以及一個薪酬委員會（統稱「委員會」）。委員會根據以書面訂明的清晰職權範圍以管理本公司特定範疇之事務，以及協助分擔董事局之職責。委員會須定期向董事局匯報其決策及建議。

管理層獲委託管理本集團之日常運作、行政及營運，並在制定本集團之整體策略方向、長遠目標及業務計劃各方面向董事局提供協助。通過不同的風險管理、內部監控及制衡機制，董事局及管理層均有清楚界定的權力及責任。管理層須負責落實董事局及委員會所採納的策略和計劃，並就本集團之營運向董事局負責。

All members of the Board have been provided with monthly management updates to keep them up-to-date with material developments of the Group's operations, performance, financial position and prospects. The Board has agreed on a procedure to enable the Directors to seek independent professional advice whenever deemed necessary, at the Company's expense, to assist them to perform their duties.

The Company has arranged appropriate liability insurance to indemnify its Directors for their liabilities arising out of the discharge of their duties. The insurance coverage is reviewed on an annual basis.

Corporate Governance Functions

The Company strives to attain and maintain high standards of corporate governance best suited to the needs and interests of the Group. Good corporate governance is crucial to an orderly and effective operational system, which will enhance operational efficiencies, thereby bolstering shareholders' value. The Board is responsible for the corporate governance functions. During the year ended 31st December, 2016, the Board has discharged the following corporate governance duties:

- (a) review the Company's policies and practices on corporate governance;
- (b) arrange seminars and briefings to Directors, review and monitor the training and continuous professional development of the Directors, details of which are set out in the paragraph headed "Directors' Induction and Continuous Professional Development" in this report;
- (c) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements, including reviewing the provisions of the code on risk management and internal control of the Group;
- (d) review and monitor code of practice for securities transactions by the Directors and relevant employees (the "Code of Practice for Securities Transactions") and whistleblowing policy; and
- (e) review the Company's compliance with the code provisions of the CG Code and relevant disclosure in interim and annual reports.

管理層向董事局全體成員提供每月之更新資料，以使其不時知悉有關本集團的營運、表現、財務狀況及前景最新之重大發展。董事局已協定程序以便董事可無論何時在認為需要時尋求獨立專業意見，以協助彼等履行其職責，有關費用由本公司支付。

本公司已就彌償其董事因履行其職責所產生的責任而安排適當的責任保險，並每年檢討保險之保障範圍。

企業管治職能

本公司致力達至及維持高水平兼最切合本集團之需要及利益之企業管治。良好企業管治對一個有規律及有效的營運系統極為重要，使其可提升營運效率，因而增加股東價值。董事局負責履行企業管治職能。於截至二零一六年十二月三十一日止年度內，董事局已履行以下企業管治職責：

- (a) 檢討本公司的企業管治政策及常規；
- (b) 為董事安排培訓課程及簡報，並檢討及監察董事的培訓及持續專業發展，詳情載於本報告內標題為「董事之入職指引及持續專業發展」一節；
- (c) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規，包括檢討本集團之《風險管理及內部監控守則》之條文；
- (d) 檢討及監察董事及指定僱員進行證券交易的守則（「《證券交易守則》」）及《機密舉報制度及指引》；及
- (e) 檢討本公司遵守《企業管治守則》的守則條文的情況及在中期報告及年報內的相關披露。

Executive Committee

An executive committee (the “Executive Committee”) was established by the Board with specific written terms of reference in June 2005. The Executive Committee comprises all the executive Directors of the Company, namely Madam Hsu Feng, Mr Albert Tong, Mr Tong Chi Kar Charles and Mr Yeung Kam Hoi, and Madam Hsu Feng is the chairman of the Executive Committee. The Executive Committee may convene meetings as it considers necessary for reviewing and approving, inter alia, any matters concerning the day-to-day management of the business of the Company and any matters to be delegated to it by the Board from time to time.

Remuneration Committee

A remuneration committee (the “Remuneration Committee”) was established by the Board in June 2005 with specific written terms of reference. The terms of reference of the Remuneration Committee are available on the Company’s website. The principal duties of the Remuneration Committee are to make recommendations to the Board on the Company’s policy and structure for all Directors and senior management’s remuneration and the remuneration packages of individual Directors and senior management of the Company. Mr Cheung Siu Ping, Oscar, Mr Lee Chan Fai and Mr Sean S J Wang, being all independent non-executive Directors of the Company, and Mr Albert Tong, an executive Director of the Company, are members of the Remuneration Committee while Mr Cheung Siu Ping, Oscar acts as the chairman of the Remuneration Committee.

During the year 2016, a meeting of the Remuneration Committee was held for an annual review of the remuneration policy and packages for all the Directors and senior management of the Company. Details of the emoluments paid to the Directors and senior management of the Company for the year ended 31st December, 2016 are set out in Note 11 to the consolidated financial statements on pages 123 and 124.

執行委員會

董事局已於二零零五年六月成立一個具有以書面訂明特定職權範圍的執行委員會（「執行委員會」）。執行委員會由本公司全體執行董事（即徐楓女士、湯子同先生、湯子嘉先生和楊錦海先生）組成，而徐楓女士為執行委員會的主席。執行委員會可在認為需要時召開會議，以審議和批准（其中包括）有關本公司日常業務管理和不時由董事局委派處理的任何事項。

薪酬委員會

董事局已於二零零五年六月成立了一個具有以書面訂明特定職權範圍的薪酬委員會（「薪酬委員會」）。薪酬委員會的職權範圍書已載於本公司網站上。薪酬委員會之主要工作是向董事局就本公司全體董事及高級管理人員的薪酬政策及架構，以及本公司個別董事和高級管理人員的薪酬待遇提供建議。本公司全體獨立非執行董事張兆平先生、李燦輝先生和王少劍先生，以及執行董事湯子同先生為薪酬委員會成員。而張兆平先生擔任薪酬委員會主席之職。

在二零一六年度內，薪酬委員會舉行了一次會議，就本公司所有董事及高級管理人員的薪酬政策及待遇進行年度檢討。於截至二零一六年十二月三十一日止年度內支付予本公司董事及高級管理人員之酬金詳情已載於第123及第124頁綜合財務報表附註11。

Audit Committee

An audit committee (the “Audit Committee”) has been set up by the Board with specific written terms of reference. The Audit Committee is composed of all the independent non-executive Directors of the Company, namely Mr Cheung Siu Ping, Oscar, Mr Lee Chan Fai and Mr Sean S J Wang. The Audit Committee is chaired by Mr Cheung Siu Ping, Oscar who possesses appropriate professional accounting qualifications as required under the Listing Rules.

Under its terms of reference, the Audit Committee is required to monitor integrity of the financial statements of the Company, to review significant financial reporting judgements, to evaluate the overall effectiveness of the risk management and internal control systems of the Group, and to oversee the relationship with the Company’s auditor (the “Auditor”). The terms of reference of the Audit Committee are available on the Company’s website.

During the year 2016, the Audit Committee held three meetings for reviewing the interim and annual financial statements as well as the financial reporting matters of the Group, evaluating the risk management and internal control systems of the Group and the significant risks faced by the Group and also the adequacy and effectiveness of internal audit function, considering the engagement and scope of services of the Auditor and reviewing the whistleblowing policy.

The Audit Committee concluded that in 2016 the risk management and internal control systems of the Group were effective and the internal audit function of the Company was implemented effectively. The Audit Committee was satisfied with the resources, staff qualifications and experience, training programmes and related budget of the Company’s accounting, internal audit and financial reporting functions as well as the implementation, application and effectiveness of the whistleblowing policy.

In March 2017, the Audit Committee held a meeting to review the annual consolidated financial statements of the Group for 2016 and consider the re-appointment of the Auditor. The Audit Committee recommended the Board to approve the Group’s consolidated financial statements for 2016 and propose the re-appointment of the Auditor at the annual general meeting of the Company for 2017.

審核委員會

董事局已成立一個具有以書面訂明特定職權範圍的審核委員會（「審核委員會」）。審核委員會由本公司全體獨立非執行董事（即張兆平先生、李燦輝先生和王少劍先生）組成。審核委員會的主席張兆平先生擁有《上市規則》所規定之適當會計專業資格。

根據審核委員會之職權範圍，審核委員會須監察本公司財務報表的完整性，審閱財務申報之重大意見，評估本集團之風險管理及內部監控系統之整體效益，以及監督與本公司核數師（「核數師」）的關係。審核委員會之職權範圍書已載於本公司網站上。

於二零一六年度內，審核委員會共舉行了三次會議，以審閱本集團的中期和年度財務報表以及財務申報事宜、檢討本集團的風險管理及內部監控系統及本集團所面對的重大風險以及內部審核功能之足夠性和有效性、考慮核數師之委聘事宜及由核數師提供的服務範疇，以及審視《機密舉報制度及指引》之安排。

審核委員會認為在二零一六年內本集團的風險管理及內部監控系統有效運作，且本公司的內部審核功能有效執行。審核委員會對本公司在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，彼等所接受的培訓課程及有關預算，以及《機密舉報制度及指引》的執行、應用及有效性滿意。

在二零一七年三月，審核委員會舉行了一次會議，以審閱本集團之二零一六年度綜合財務報表及考慮核數師之重選事宜。審核委員會建議董事局審批本集團的二零一六年度綜合財務報表及提議於本公司之二零一七年度股東週年大會上重選核數師。

Attendance Records at Meetings

The attendance of individual Directors at general meeting, regular meetings of the Board and meetings of the Remuneration Committee and Audit Committee held during the year ended 31st December, 2016 is set out below:

會議出席記錄

個別董事於截至二零一六年十二月三十一日止年度內舉行之股東大會、董事局定期會議、以及薪酬委員會和審核委員會會議之出席率列載如下：

Name of Directors	董事姓名	Number of meetings attended/held 已出席／舉行的會議數目			
		General Meeting 股東大會	Board 董事局	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會
Executive Directors	執行董事				
Madam Hsu Feng (Chairman of the Board and Managing Director)	徐 楓女士 (董事局主席兼 董事總經理)	1/1	4/4	N/A 不適用	N/A 不適用
Mr Albert Tong (Vice-Chairman of the Board)	湯子同先生 (董事局副主席)	1/1	4/4	1/1	N/A 不適用
Mr Tong Chi Kar Charles (Vice-Chairman of the Board)	湯子嘉先生 (董事局副主席)	1/1	3/4	N/A 不適用	N/A 不適用
Mr Yeung Kam Hoi	楊錦海先生	1/1	4/4	N/A 不適用	N/A 不適用
Independent Non-Executive Directors	獨立非執行董事				
Mr Cheung Siu Ping, Oscar (Chairman of the Audit Committee and the Remuneration Committee)	張兆平先生 (審核委員會及 薪酬委員會主席)	1/1	4/4	1/1	3/3
Mr Lee Chan Fai	李燦輝先生	1/1	3/4	1/1	3/3
Mr Sean S J Wang	王少劍先生	0/1	4/4	0/1	2/3

Appointment and Re-election of Directors

In accordance with the Articles, new Directors could be elected by the Company or appointed by the Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and the retiring Director shall be eligible for re-election.

董事之委任和重選

根據《章程細則》之規定，新董事可由本公司推選或由董事局委任。任何由董事局委任之董事，其任期將僅至本公司下一屆股東週年大會止。退任董事可競選連任。

The Company did not establish a nomination committee pursuant to the code provisions of the CG Code and the Board is responsible for reviewing its own structure, size and composition (including the skills, knowledge and experience of its members), and identifying, selecting and considering any appointment or re-appointment of its own members. The Board is also responsible for assessing the independence of the independent non-executive Directors.

本公司並無按照《企業管治守則》的守則條文設立提名委員會。董事局負責檢討其成員之架構、人數和組成（包括其成員之技能、知識和經驗方面），以及物色、選擇及考慮其任何成員的委任或重新委任事宜。董事局亦負責評估獨立非執行董事的獨立性。

Corporate Governance Report

企業管治報告

No new Board member was appointed during the year under review. Mr Cheung Siu Ping, Oscar and Mr Tong Chi Kar Charles retired by rotation and were re-elected at the Company's annual general meeting for 2016.

An annual review of the Board structure and composition was made by the Board during the year under review and the Board resolved to keep the structure and composition of the Board unchanged.

In addition, Mr Yeung Kam Hoi and Mr Sean S J Wang will retire by rotation at the Company's annual general meeting for 2017 and will be subject to re-election at that general meeting.

DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

On appointment to the Board, each of the new Directors of the Company is given a comprehensive orientation package, including the latest information of the Group, induction into their responsibilities and duties, terms of reference of the relevant Committees and other related regulatory requirements.

Throughout the course of their directorship, to keep them abreast of latest developments in the legislative or regulatory environment, the Directors are regularly provided with updates and briefings on the Listing Rules and other applicable legal and regulatory requirements. Circulars or guidance notes issued by various regulatory authorities or organizations, where appropriate, are given to the Directors for reading and reference.

In order to assist the Directors to participate in continuous professional development, the Company encourages the Directors to enroll in a wide range of professional development seminars and conferences. During the year ended 31st December, 2016, the Company organized four in-house seminars on the areas of media and public communication skills and techniques, corporate fund-raising and refinancing strategies, global economic conditions and corporate governance so as to help the Directors refresh their knowledge and skills.

於回顧年度內並沒有委任新董事局成員。張兆平先生及湯子嘉先生已於本公司之二零一六年度之股東週年大會上輪值退任，並獲重選為董事。

董事局於回顧年度內對董事局架構及組成進行年度檢討，董事局決議董事局架構及組成維持不變。

此外，楊錦海先生及王少劍先生將於本公司之二零一七年度股東週年大會上輪值退任，並於該股東大會上競選連任。

董事之入職指引及持續專業發展

本公司每名新委任的董事，在其獲委任加入董事局時，獲送呈一套全面的簡介文件，包括本集團的最新資料、其責任和職權的介紹、相關委員會的職權範圍書，以及其他相關的規管要求的資料。

為使各董事在擔任董事期間能掌握於法律或規管環境的最新發展，董事獲定期提供《上市規則》及其他適用之法律及規管要求之更新資料及簡介。由不同監管機構或組織發出之通函或指引（如適用）會提供予董事細閱及參考。

為了協助董事參與持續專業發展，本公司鼓勵董事報名參加不同類型的專業發展培訓講座及研討會。於截至二零一六年十二月三十一日止年度內，本公司曾為董事舉辦四次內部培訓，內容有關媒體應對及公共傳播技能及技巧、企業集資和再融資渠道、全球經濟現況及企業管治，以協助各董事更新其知識及技能。

A summary of the continuous professional development in which the Directors participated during the year ended 31st December, 2016 is as follows:

於截至二零一六年十二月三十一日止年度，董事所參與的持續專業培訓摘要如下：

		Continuing Professional Development 持續專業發展	
Name of Directors	董事姓名	Type 種類	Subject 主題
Executive Directors	執行董事		
Madam Hsu Feng	徐 楓女士	1, 2	A, B
Mr Albert Tong	湯子同先生	1, 2	A, B
Mr Tong Chi Kar Charles	湯子嘉先生	1, 2	A, B
Mr Yeung Kam Hoi	楊錦海先生	1, 2	A, B
Independent Non-Executive Directors	獨立非執行董事		
Mr Cheung Siu Ping, Oscar	張兆平先生	1, 2	A, B
Mr Lee Chan Fai	李燦輝先生	1, 2	A, B
Mr Sean S J Wang	王少劍先生	1, 2	A, B

Types:

- 1: Attending in-house briefings/training, seminars, conference or forums
- 2: Reading relevant information and updates

種類:

- 1: 出席內部簡報會／培訓、講座、研討會或論壇
- 2: 閱讀有關資料及更新資料

Subjects:

- A: Subjects relevant to the businesses of the Group
- B: Legal, regulatory, finance and general management updates

主題:

- A: 與本集團業務有關的主題
- B: 法律、規管、財務及一般管理之更新資料

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted its own Code of Practice for Securities Transactions on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code").

The Company has made specific enquiry of all Directors of the Company and each of the Directors has confirmed compliance with the required standard set out in the Model Code and the Code of Practice for Securities Transactions throughout the year.

董事進行證券交易

本公司已採納《證券交易守則》，而該交易守則之條文並不遜於《上市規則》附錄十所載之《上市發行人董事進行證券交易的標準守則》（「《標準守則》」）所規定之標準。

本公司已向其全體董事作出特定查詢，各董事均已確認於年度內彼等一直遵守載於《標準守則》及《證券交易守則》內所規定之標準。

ACCOUNTABILITY AND AUDIT

Risk Management and Internal Control

The Board acknowledges its responsibility for ensuring that proper risk management and internal control systems are maintained within the Group and for overseeing the effectiveness of these systems in order to safeguard the shareholders' investments and the Group's assets against misappropriation and to manage the operational risks. The Company has adopted a code on internal control applicable to the Group in terms of financial, operational and compliance controls and risk management functions since 2005 and the code was revised and renamed as code on risk management and internal control in 2015. The code on risk management and internal control is reviewed by the Company regularly and modified pursuant to operational requirements of the Group.

The risk management and internal control systems are intended to manage, not eliminate, significant risks of failure to achieve the Group's business objectives, so they can only provide reasonable and not absolute assurance against material misstatement or loss.

The operating units of the Group, as the risk owners, go through the following processes on an ongoing basis and report results to the management:

- (i) identify their own significant risks in the Group's operation environment and evaluate the impacts of those risks on the Group's business and financial position;
- (ii) develop necessary measures to manage those risks; and
- (iii) monitor and review the effectiveness of such measures.

The Group regulates the handling and dissemination of inside information as set out in the code on risk management and internal control to ensure inside information remains confidential until the disclosure of such information and the dissemination of such information is efficiently and consistently made.

An external service provider has been engaged for providing internal audit services to the Group during the year under review.

問責和審核

風險管理及內部監控

董事局承認其有責任確保本集團維持適當之風險管理及內部監控系統和監察該等系統之有效性，藉以保障股東之投資及本集團之資產不會被不當挪用和藉以管理經營風險。本公司自二零零五年起就財務、營運和合規監控以及風險管理功能各方面採納了一套適用於本集團之《內部監控守則》，該守則於二零一五年作出修訂並更名為《風險管理及內部監控守則》。本公司對《風險管理及內部監控守則》定期作出檢討及按本集團的業務運作需要進行修訂。

風險管理及內部監控系統旨在管理而非消除未能達成本集團業務目標的重大風險，其只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

本集團各營運單位（作為風險負責人）持續執行以下程序，並向管理層匯報結果：

- (i) 自行識別其於本集團營運環境的重大風險及評估該等風險對本集團業務和財務狀況之影響；
- (ii) 制定必要措施以管理該等風險；及
- (iii) 監控及檢討有關措施的有效性。

本集團對《風險管理及內部監控守則》所載的內幕消息的處理和發佈進行規範，以確保內幕消息在披露前一直保密，並確保有效及一致地發佈有關消息。

於回顧年度內，一間外聘服務機構已獲委聘，為本集團提供內部審核服務。

The Board has authorized the Audit Committee to review the effectiveness of the systems of risk management and internal control of the Group regularly and the Audit Committee held a meeting in 2016 for that purpose. The Board, through the review of the Audit Committee, considers that the Group's risk management and internal control systems are effective and adequate and the Group has complied with the provisions on risk management and internal control as set out in the CG Code and the Group's code on risk management and internal control during the year ended 31st December, 2016.

The Board also considers that, after a review made by the Audit Committee, the Group's internal audit function was effective in 2016 and the resources, staff qualifications and experience, training programmes and related budget of the Company's accounting, internal audit and financial reporting functions are adequate.

Directors' and Auditor's Responsibilities for the Financial Statements

The Directors of the Company acknowledge that they are responsible for the preparation and the true and fair presentation of the consolidated financial statements of the Group for each financial period. In preparing the consolidated financial statements of the Group for the year ended 31st December, 2016, the Directors have selected suitable accounting policies and applied them consistently; have made judgements and estimates that were prudent and reasonable; and have prepared the consolidated financial statements on a going concern basis.

The responsibilities of the Auditor to the shareholders are to form an independent opinion, based on the audit, on those consolidated financial statements and their opinion on the consolidated financial statements of the Group for the year ended 31st December, 2016 is set out in the Independent Auditor's Report on pages 64 to 71.

董事局授權審核委員會定期檢討本集團之風險管理及內部監控系統的有效性，及審核委員會就此於二零一六年舉行了一次會議。經審核委員會檢討後，董事局認為本集團的風險管理及內部監控系統於截至二零一六年十二月三十一日止年度內有效及足夠，並遵守載列於《企業管治守則》內有關風險管理及內部監控之條文，以及本集團之《風險管理及內部監控守則》。

透過審核委員會之檢討，董事局亦認為本集團的內部審核功能在二零一六年有效運作，以及本公司在會計、內部審核及財務匯報職能方面的資源、員工資歷及經驗，員工所接受的培訓課程及有關預算已足夠。

董事和核數師對財務報表的責任

本公司董事承認彼等有責任編製及公平與真實地呈報本集團每個財務期間的綜合財務報表。在編製本集團截至二零一六年十二月三十一日止年度的綜合財務報表時，董事已貫徹選擇及採用合適的會計政策；已作出審慎和合理的判斷和估算；並已按照持續經營的基準編製綜合財務報表。

核數師對股東的責任是根據審核工作的結果，對該等綜合財務報表發表獨立的意見，而彼等對本集團截至二零一六年十二月三十一日止年度綜合財務報表的意見載於第64至第71頁的獨立核數師報告書中。

Auditor's Remuneration

The fees in respect of audit and non-audit services provided to the Group by the Auditor for the year ended 31st December, 2016 amounted to HK\$3,463,000 and HK\$380,000 respectively. The non-audit services were rendered to review the indebtedness statement and working capital sufficiency of the Group in relation to a major transaction of the Company under the Listing Rules.

COMPANY SECRETARY

The Company Secretary supports the Board by ensuring board procedures are followed and board proceedings are efficiently and effectively conducted. The incumbent is also responsible for ensuring that the Board is fully apprised of all applicable law, rules, regulations and corporate governance developments. During the year under review, the Company Secretary has taken relevant professional training as required by the Rule 3.29 of the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS

The Board maintains a continuing dialogue with the Company's shareholders through various channels including the Company's annual general meetings. In 2016, a majority of the Directors of the Company (including the Chairman of the Board and chairman of the Audit Committee and Remuneration Committee) attended the annual general meeting of the Company to answer questions from the shareholders. Representatives of the Auditor also attended that meeting to answer questions about the consolidated financial statements of the Group for the year ended 31st December, 2015.

In order to further enhance communication with the shareholders of the Company and enable the Company's shareholders to have timely and updated information of the Group, the Company has set up its own website at <http://www.tomson.com.hk> where corporate information, interim and annual reports, announcements, circulars, business development and other information of the Company are posted.

核數師的酬金

於截至二零一六年十二月三十一日止年度，就核數師向本集團提供之審核和非審核服務需支付之費用分別為3,463,000港元和380,000港元。非審核服務乃為根據《上市規則》就本公司一項主要交易審視本集團的債務聲明及營運資金充足狀況。

公司秘書

公司秘書協助董事局，確保董事局程序予以遵守及董事局會議有效率及有效地進行。彼亦負責確保董事局充份了解所有適用法律、規則、規例，以及企業管治之發展。於回顧年度內，公司秘書已經按照《上市規則》第3.29條之要求參加了相關專業培訓。

與股東之溝通

董事局透過不同途徑（包括本公司之股東週年大會）與本公司股東維持經常溝通。在二零一六年，本公司大部份董事（包括董事局主席以及審核委員會及薪酬委員會主席）出席了本公司之股東週年大會，以回答股東之提問。核數師之代表亦出席該大會，以回答有關本集團截至二零一五年十二月三十一日止年度之綜合財務報表之問題。

為了進一步加強與本公司股東之溝通及讓本公司股東能適時獲得本集團之最新資料，本公司已設立網站，網址為<http://www.tomson.com.hk>，並於其上登載本公司之企業資料、中期及年度報告、公告、通函、業務發展及其他資料。

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to Convene an Extraordinary General Meeting ("EGM") and Put Forward Proposals at General Meetings

- (a) Any three shareholders of the Company holding in aggregate not less than 5% of the paid up capital of the Company and having the right to vote at general meetings of the Company have the right to ask the Board to convene an EGM by depositing a duly signed requisition stating the general nature of business(es) to be transacted at the EGM or the objects of the EGM at the office of the Company in Hong Kong Special Administrative Region of the People's Republic of China ("China") ("Hong Kong") at Rooms 1501-2 and 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong for the attention of the Company Secretary of the Company.

If within 21 days of deposit of a valid requisition (which has been duly verified with the share registrar of the Company) the Board does not proceed to duly convene an EGM, the requisitionists may themselves convene an EGM.

- (b) The procedures for nomination of Directors by the shareholders of the Company are available on the Company's website at <http://www.tomson.com.hk>.

Procedures for Putting Forward Enquiries to the Board

Shareholders can direct their enquiries about their shareholdings to the share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

To the extent such information of the Group is publicly available, shareholders may at any time put forward enquiries to the Board through the Company Secretary in writing by mail to the office of the Company in Hong Kong at Rooms 1501-2 and 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong or by e-mail to ir@tomson.com.hk.

股東權利

股東召開股東特別大會及於股東大會上提呈議案之程序

- (a) 持有不少於本公司已繳足股本的5%並有權於本公司股東大會上投票的任何三位股東有權以投送一份已妥為簽署的請求書的方式以要求董事局召開股東特別大會。請求書須列明於股東特別大會上商討之議題之一般性質或大會之目的，並投送至本公司位於中華人民共和國（「中國」）香港特別行政區（「香港」）干諾道中111號永安中心15樓1501-2及1507-12室的辦事處，並註明收件人為本公司之公司秘書。

如董事局在一份有效的請求書（請求書已經本公司之股份過戶登記處核實）投送日期起計二十一天內未有召開股東特別大會，則該等請求者可自行召開股東特別大會。

- (b) 本公司股東提名董事之程序已載列於本公司的網站上，網址為 <http://www.tomson.com.hk>。

股東向董事局提出查詢之程序

股東可向本公司於香港之股份過戶登記處卓佳秘書商務有限公司（地址為香港皇后大道東183號合和中心22樓）提出有關其股份之查詢。

若所查詢之本集團資料為公眾所知，股東可隨時將其向董事局提出之查詢透過公司秘書及以書面形式郵遞至本公司位於香港干諾道中111號永安中心15樓1501-2及1507-12室的香港辦事處或電郵至 ir@tomson.com.hk。

SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENTS

There was no change in the constitutional documents of the Company during the year ended 31st December, 2016 and up to the date of publication of the annual report for 2016.

CORPORATE CITIZENSHIP

The Group pledges itself to contribute to the well-being of the society. During the year under review, the Group has made charitable donations to various international and local charitable organizations established in Hong Kong and the Mainland of China, including World Vision Hong Kong and Orbis Hong Kong, to support their activities in the provision of relief against poverty and disaster, education, children sponsorship, health promotion and communal welfare.

The Company has participated in the “Heart to Heart Project” organized by The Hong Kong Federation of Youth Groups since its launch in 2005, to sponsor service projects proposed by volunteer groups of those schools enrolled under the project so as to encourage youth volunteers to serve the community and to promote the concept of mutual help among neighborhood.

組織章程文件之重大變動

於截至二零一六年十二月三十一日及直至刊發二零一六年度年報之日期，本公司之組織章程文件並沒有變動。

企業公民責任

本集團致力為促進社會福祉作出貢獻。於回顧年度內，本集團已向於香港及中國內地成立之多個不同國際及本地慈善團體作出慈善捐贈，以支持其在扶貧及賑災、教育、兒童福利、健康推廣以及社會福利方面之活動，其中包括香港世界宣明會及香港奧比斯。

自香港青年協會由二零零五年推出《有心計劃》起，本公司便參與該計劃，以資助參加了該計劃的學校義工隊建議的服務項目，從而鼓勵青年義工服務社會及發揮鄰里守望相助精神。



Profile of the Directors and Officers

董事及高級行政人員簡介

EXECUTIVE DIRECTORS

Madam Hsu Feng, aged 66, has been a director of the Company and its subsidiaries (collectively the “Group”) since January 1990. She was appointed Managing Director of the Company in December 2001 and the chairman of the executive committee of the Board of Directors of the Company (the “Board”) in June 2005. She was also elected as Chairman of the Board in December 2006.

She has over 10 years’ experience in film production, and in property development and investment as well as retail industry in Taiwan. She has been engaged in the property development, and hospitality and leisure business in the Mainland of the People’s Republic of China (“China”) over the past two decades. She is also the Honorary Consul of the Principality of Monaco in Shanghai, China.

Madam Hsu is the mother of Mr Albert Tong and Mr Tong Chi Kar Charles, who are Vice-Chairmen of the Board and executive Directors of the Company. All of them are directors of E-Shares Investments Limited (“E-Shares”). In addition, both Madam Hsu and Mr Albert Tong are directors of King China Holdings Limited (“King China”) and executive directors of a listed company in Hong Kong Special Administrative Region of China (“Hong Kong”), Rivera (Holdings) Limited (“RHL”). Madam Hsu is also the owner of E-Shares and King China and a substantial shareholder of RHL. E-Shares, King China and RHL are shareholders of the Company having a notifiable interest under Part XV of the Hong Kong Securities and Futures Ordinance (the “SFO”).

As at 29th March, 2017, pursuant to the SFO, Madam Hsu together with her persons acting in concert, Mr Albert Tong and Mr Tong Chi Kar Charles, are interested and taken to be interested in a total of 944,791,264 shares in the capital of the Company.

Mr Albert Tong, aged 34, has been appointed an executive Director of the Company since December 2001 and a member of the executive committee and remuneration committee of the Board since June 2005. He was also elected as Vice-Chairman of the Board in December 2006. He has joined the Group and taken up directorships of the subsidiaries of the Company since March 2001. He has actively participated in the Group’s business development, corporate management, property trading and securities investment for many years.

執行董事

徐楓女士，66歲，自一九九零年一月起出任本公司及其附屬公司（統稱「本集團」）之董事。彼於二零零一年十二月獲委任為本公司之董事總經理及於二零零五年六月獲委任為本公司董事局（「董事局」）轄下之執行委員會之主席。彼並於二零零六年十二月獲推選為董事局主席。

她在電影製作，及就台灣的物業發展和投資以及零售業方面擁有逾十年之經驗。彼過往二十多年專注於中華人民共和國（「中國」）內地從事房地產開發，以及款客及消閒業務工作。彼亦為摩納哥公國駐中國上海市之名譽領事。

徐女士乃本公司之董事局副主席兼執行董事湯子同先生及湯子嘉先生之母親。三位均為 E-Shares Investments Limited（「E-Shares」）之董事。此外，徐女士與湯子同先生均為錦華集團有限公司（「錦華」）之董事及一家於中國香港特別行政區（「香港」）上市之公司—川河集團有限公司（「川河」）之執行董事。徐女士亦為 E-Shares 及錦華之持有人，以及川河之主要股東。E-Shares、錦華及川河為本公司之股東及根據香港《證券及期貨條例》（「《證券及期貨條例》」）第XV部持有須具報權益。

於二零一七年三月二十九日，根據《證券及期貨條例》之詮釋，徐女士連同其一致行動的人士（湯子同先生及湯子嘉先生）擁有及被視為擁有本公司股本中合共944,791,264股股份權益。

湯子同先生，34歲，自二零零一年十二月起獲委任為本公司之執行董事及自二零零五年六月起獲委任為董事局轄下之執行委員會及薪酬委員會之成員。彼並於二零零六年十二月獲推選為董事局副主席。彼自二零零一年三月起加盟本集團及出任本公司附屬公司之董事。彼多年來一直積極參與本集團之業務發展、企業管理、物業銷售及證券投資等工作。

Profile of the Directors and Officers

董事及高級行政人員簡介

Mr Albert Tong is a son of Madam Hsu Feng, Chairman of the Board and Managing Director of the Company, and the younger brother of Mr Tong Chi Kar Charles, Vice-Chairman of the Board and executive Director of the Company. They all are directors of E-Shares. Both Mr Albert Tong and Madam Hsu are directors of King China and executive directors of RHL. He is deemed to be a substantial shareholder of RHL. E-Shares, King China and RHL are shareholders of the Company having a notifiable interest under Part XV of the SFO.

Besides, as at 29th March, 2017, pursuant to the SFO, Mr Albert Tong together with his persons acting in concert, Madam Hsu Feng and Mr Tong Chi Kar Charles, are interested and taken to be interested in a total of 944,791,264 shares in the capital of the Company.

Mr Tong Chi Kar Charles, aged 36, has been appointed an executive Director of the Company and a member of the executive committee of the Board since October 2008. He was also elected as Vice-Chairman of the Board in December 2010. He has joined the Group since December 2000 and has participated in property trading and business management of the Shanghai office of the Group. Mr Tong also acts as a director of a number of subsidiaries of the Company. He now principally engages in property development and trading business in the Mainland of China.

In addition, Mr Tong Chi Kar Charles was appointed a member of the 13th Tianjin Municipal Committee of the Chinese People's Political Consultative Conference in January 2013.

Mr Tong Chi Kar Charles is a son of Madam Hsu Feng, Chairman of the Board and Managing Director of the Company, and the elder brother of Mr Albert Tong, Vice-Chairman of the Board and executive Director of the Company. They all are directors of E-Shares. Mr Tong Chi Kar Charles is deemed to be a substantial shareholder of RHL. E-Shares and RHL are shareholders of the Company having a notifiable interest under Part XV of the SFO.

As at 29th March, 2017, pursuant to the SFO, Mr Tong Chi Kar Charles, together with his persons acting in concert, Madam Hsu Feng and Mr Albert Tong, are interested and taken to be interested in a total of 944,791,264 shares in the capital of the Company.

湯子同先生為本公司之董事局主席兼董事總經理徐楓女士之子及董事局副主席兼執行董事湯子嘉先生之弟。三位均為 E-Shares 之董事。湯子同先生與徐女士均為錦華之董事及川河之執行董事。彼被視為川河之主要股東。E-Shares、錦華及川河為本公司之股東及根據《證券及期貨條例》第XV部持有須具報權益。

此外，於二零一七年三月二十九日，根據《證券及期貨條例》之詮釋，湯子同先生連同其一致行動的人士（徐楓女士及湯子嘉先生）擁有及被視為擁有本公司股本中合共944,791,264股股份權益。

湯子嘉先生，36歲，自二零零八年十月起獲委任為本公司之執行董事及董事局轄下之執行委員會之成員，並於二零一零年十二月獲推選為董事局副主席。彼自二零零零年十二月起加盟本集團，並參與本集團上海辦事處之物業銷售及業務管理事務。湯先生並出任本公司旗下多家附屬公司之董事。彼現主力從事中國內地之物業發展及銷售業務。

此外，湯子嘉先生於二零一三年一月獲委任為中國人民政治協商會議天津市第十三屆委員會委員。

湯子嘉先生為本公司之董事局主席兼董事總經理徐楓女士之子及董事局副主席兼執行董事湯子同先生之兄長。三位均為 E-Shares 之董事。湯子嘉先生被視為川河之主要股東。E-Shares 及川河為本公司之股東及根據《證券及期貨條例》第XV部持有須具報權益。

於二零一七年三月二十九日，根據《證券及期貨條例》之詮釋，湯子嘉先生連同其一致行動的人士（徐楓女士及湯子同先生）擁有及被視為擁有本公司股本中合共944,791,264股股份權益。

Mr Yeung Kam Hoi, aged 67, has been appointed an executive Director of the Company and a member of the executive committee of the Board since August 2010. He is the Chief Deputy General Manager of the Group and has been appointed a director of a number of subsidiaries of the Company since August 2010.

Mr Yeung is an associate of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries, and a member of the Hong Kong Securities and Investment Institute. He also holds a Master of Accountancy degree of The Chinese University of Hong Kong. Mr Yeung served as the company secretary of various listed companies in Hong Kong during the period from 1988 to 2010, and acted as group company secretary of a listed conglomerate consisting of five listed companies during the period from 1998 to 2010. He has over 20 years' experience in an extensive range of corporate exercises and regulatory compliance matters of public listed companies in Hong Kong.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr Cheung Siu Ping, Oscar, aged 52, has been appointed an independent non-executive Director of the Company and the chairman of the audit committee of the Board since September 2004. He was also appointed a member of the remuneration committee of the Board in June 2005 and then was appointed as the chairman of this committee in April 2011.

Mr Cheung is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He is practising as a certified public accountant in Hong Kong and is the sole proprietor of Oscar S. P. Cheung & Co..

The annual director's fee of Mr Cheung has been increased from HK\$142,800 to HK\$150,000 with effect from 1st January, 2017, which was approved by the Board, under the authorization of the shareholders at the 2016 annual general meeting of the Company and on recommendation of the remuneration committee of the Board with reference to his responsibilities and prevailing market conditions.

Mr Lee Chan Fai, aged 54, has been appointed an independent non-executive Director of the Company and a member of each of the audit committee and remuneration committee of the Board since December 2005.

楊錦海先生，67歲，自二零一零年八月起獲委任為本公司之執行董事及董事局轄下之執行委員會之成員。彼為本集團之首席副總經理及自二零一零年八月起獲委任為本公司旗下多家附屬公司之董事。

楊先生為英國特許秘書及行政人員公會及香港特許秘書公會之會士，亦為香港證券及投資學會之會員。彼並持有香港中文大學之會計碩士學位。楊先生於一九八八年至二零一零年期間出任香港多家上市公司之公司秘書，其中在一九九八年至二零一零年期間在一個擁有五家上市公司之上市集團內擔任集團公司秘書一職。彼在企業活動之層面涉獵廣泛，於此方面及於香港上市的公眾公司的合規監管事宜方面擁有逾二十年經驗。

獨立非執行董事

張兆平先生，52歲，自二零零四年九月起獲委任為本公司之獨立非執行董事及董事局轄下之審核委員會之主席。彼再於二零零五年六月獲委任為董事局轄下之薪酬委員會之成員及後於二零一一年四月獲委任為該委員會之主席。

張先生為英國特許公認會計師公會資深會員及香港會計師公會會員。彼現為香港之執業會計師及張兆平會計師事務所之東主。

由二零一七年一月一日起，張先生享有之董事袍金由每年142,800港元增至150,000港元。此乃由董事局根據股東於本公司之二零一六年度股東週年大會上之授權及參照董事局轄下之薪酬委員會之建議，並參考彼之職責及現時市況而釐定。

李燦輝先生，54歲，自二零零五年十二月起獲委任為本公司之獨立非執行董事以及董事局轄下之審核委員會及薪酬委員會之成員。

Profile of the Directors and Officers

董事及高級行政人員簡介

He graduated from The University of Hong Kong, is a member of The Hong Kong Institute of Architects and is qualified as a Registered Architect in Hong Kong and a First Class Registered Architect in the Mainland of China. Mr Lee has acted as a director of Marco Asia Limited and J&P Architects Limited (李峻建築師有限公司) since the 1990's, and a director of J&P Architects Limited (上海李峻設計諮詢有限公司) since January 2015. He was a director of JSP Architects Limited during the period from 2008 to July 2012. He has extensive experience in architectural design.

The annual director's fee of Mr Lee has been increased from HK\$142,800 to HK\$150,000 with effect from 1st January, 2017, which was approved by the Board, under the authorization of the shareholders at the 2016 annual general meeting of the Company and on recommendation of the remuneration committee of the Board with reference to his responsibilities and prevailing market conditions.

Mr Sean S J Wang, aged 53, has been appointed an independent non-executive Director of the Company and a member of each of the audit committee and remuneration committee of the Board since April 2011.

He graduated from Peking University and studied economics. He then went to the United States of America and obtained a bachelor of science degree from Hamline University in 1986 and a MBA degree from University of Minnesota in 1989. He was appointed as an executive director and the chief executive officer of ENN Energy Holdings Limited, a company listed in Hong Kong, in March 2017. Mr Wang has in-depth and extensive experience in corporate management and funds operation. He also has many years of experience in financial operation and project management at various multinational firms listed on the New York Stock Exchange, NASDAQ and The Stock Exchange of Hong Kong Limited. He was an executive director and the chief financial officer of China Huarong Energy Company Limited, a company listed in Hong Kong, during the period from October 2010 to October 2016. Previously, he also held the positions of president and chief operating officer of Hurray! Holding Limited, a company listed on NASDAQ, a non-executive director of China Advanced Construction Materials Group, Inc., a company listed on NASDAQ, and an executive director and the chief financial officer of SOHO China Limited, a company listed in Hong Kong. He was awarded "CFO of the Year in China" in 2009.

彼畢業於香港大學，為香港建築師學會會員，並具備香港註冊建築師及中國內地一級註冊建築師資格。李先生自一九九零年代起出任馬高亞洲有限公司及李峻建築師有限公司之董事，並自二零一五年一月起出任上海李峻設計諮詢有限公司之董事。彼在二零零八年至二零一二年七月期間曾出任上海李孫建築設計諮詢有限公司之董事。彼在建築設計方面擁有豐富的經驗。

由二零一七年一月一日起，李先生享有之董事袍金由每年142,800港元增至150,000港元。此乃由董事局根據股東於本公司之二零一六年度股東週年大會上之授權及參照董事局轄下之薪酬委員會之建議，並參考彼之職責及現時市況而釐定。

王少劍先生，53歲，自二零一一年四月起獲委任為本公司之獨立非執行董事以及董事局轄下之審核委員會及薪酬委員會之成員。

彼畢業於北京大學及修讀經濟學。彼其後赴美國於一九八六年獲取哈姆萊大學理學學士學位，並於一九八九年獲取明尼蘇達大學工商管理碩士學位。彼在二零一七年三月獲委任為新奧能源控股有限公司（一家在香港上市之公司）之執行董事兼首席執行官。王先生在企業管理及基金營運方面擁有豐富及廣泛經驗。彼在美國紐約證券交易所、納斯達克股票交易所及香港聯合交易所有限公司上市的多家跨國企業的財務營運及項目管理方面亦累積多年經驗。彼在二零一零年十月至二零一六年十月期間曾擔任中國華榮能源股份有限公司（一家在香港上市之公司）之執行董事兼首席財務官。彼亦曾擔任華友世紀控股有限公司（一家在納斯達克股票交易所上市之公司）之總裁及營運主管，China Advanced Construction Materials Group, Inc.（一家在納斯達克股票交易所上市之公司）之非執行董事，及SOHO中國有限公司（一家在香港上市之公司）之執行董事兼財務總裁。彼於二零零九年榮獲「CFO of the Year in China」（中國首席財務官年度人物）獎項。

The annual director's fee of Mr Wang has been increased from HK\$142,800 to HK\$150,000 with effect from 1st January, 2017, which was approved by the Board, under the authorization of the shareholders at the 2016 annual general meeting of the Company and on recommendation of the remuneration committee of the Board with reference to his responsibilities and prevailing market conditions.

OFFICERS

Ms Lee Yuen Han, aged 50, joined the Group in 1991 and was appointed the Company Secretary of the Company in March 1998 and has acted as the Deputy General Manager of the Company since August 2005.

She attained a bachelor's degree in economics and a master's degree in business studies, and is an associate of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries.

Mr Kwok Sau King, aged 58, joined the Group in 1990. He was appointed the Financial Controller of the Company in September 1999.

He is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

由二零一七年一月一日起，王先生享有之董事袍金由每年142,800港元增至150,000港元。此乃由董事局根據股東於本公司之二零一六年度股東週年大會上之授權及參照董事局轄下之薪酬委員會之建議，並參考彼之職責及現時市況而釐定。

高級行政人員

李婉嫻女士，50歲，於一九九一年加盟本集團及於一九九八年三月獲委任為本公司之公司秘書，並自二零零五年八月起出任本公司之副總經理。

彼獲取經濟學學士和商貿管理碩士學歷，並為英國特許秘書及行政人員公會及香港特許秘書公會之會士。

郭守敬先生，58歲，於一九九零年加盟本集團，並於一九九九年九月獲委任為本公司之財務總監。

彼為英國特許公認會計師公會資深會員及香港會計師公會會員。

Report of the Directors

董事局報告書

The Board of Directors of the Company (the “Board”) is pleased to present its Report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the year ended 31st December, 2016 and the independent Auditor’s report thereon.

PRINCIPAL ACTIVITIES

The principal activities of the Group in the course of the year were property development and investment, hospitality and leisure business, securities trading, PVC operations as well as operation of and investment in media and entertainment business.

During the year under review, the Company acted as an investment holding company and the principal activities and other particulars of the principal subsidiaries of the Company are listed under Note 41 to the consolidated financial statements on pages 176 to 182.

BUSINESS REVIEW

A review of the performance and position of the Group’s business for the year ended 31st December, 2016, an indication of the future development of the Group’s business as well as an analysis of the Group’s principal risk and uncertainties are set out in the Management Discussion and Analysis on pages 4 to 24. This discussion forms part of this Report.

A discussion on the Group’s environmental policies and performance as well as its compliance with laws and regulations, and an account of the Group’s relationships with its employees, customers and suppliers are set out below in this Report.

Details of the Group’s results for the year ended 31st December, 2016 and the Group’s financial position as at the end thereof are set out on pages 72 to 185. An analysis by operating segments and geographical location is set out in Notes 6 and 7 to the consolidated financial statements on pages 114 to 119.

As at the date of this Report, the Board is not aware of any important events affecting the Group that have occurred since the end of the year under review.

本公司董事局（「董事局」）謹向各股東提呈本報告書，連同本公司及其附屬公司（統稱「本集團」）截至二零一六年十二月三十一日止年度之經審核綜合財務報表及獨立核數師報告書。

主要業務

本集團在年度內之主要業務為物業發展及投資、款客及消閒業務、證券買賣、塑膠業務以及經營及投資媒體及娛樂業務。

在回顧年度內，本公司為一家投資控股公司，而本公司各主要附屬公司之主要業務及其他資料載於第176至第182頁綜合財務報表附註41。

業務審視

就截至二零一六年十二月三十一日止年度對本集團業務之表現及狀況之審視，其未來發展之揭示，以及對本集團之主要風險及不明朗因素之分析載於第4至第24頁之管理層討論及分析內。此討論構成本報告書之一部份。

有關探討本集團的環境政策及表現和遵守法律及規例的情況，以及本集團與其僱員、客戶及供應商的關係之說明列載於本報告書內以後部份。

本集團截至二零一六年十二月三十一日止年度之業績及於年結日之財務狀況詳情載於第72至第185頁。按營運分類及地區之分析載於第114至第119頁綜合財務報表附註6及附註7。

於本報告書日期，董事局並不知悉在回顧年度終結後發生並對本集團有影響之任何重大事件。

DIVIDEND

The Board has declared an interim dividend of 43 HK cents per share for the year ended 31st December, 2016 (2015: 21 HK cents per share) to shareholders whose names appear on the register of members of the Company on Tuesday, 9th May, 2017 (the “Record Date”). Shareholders will be given an option to elect to receive shares of HK\$0.50 each in the capital of the Company (the “Share(s)”) credited as fully paid in lieu of cash in respect of all or part of the interim dividend (the “Scrip Dividend Scheme”).

The Scrip Dividend Scheme is conditional upon consent of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) to grant listing of and permission to deal in the new Shares to be allotted thereunder. For the purpose of determining the number of new Shares to be allotted under the Scrip Dividend Scheme, the market value of a new Share will be calculated as an amount equal to 95% of the average of the closing prices per Share traded on the Stock Exchange for the five consecutive trading days up to and including the Record Date. A circular providing full details of the Scrip Dividend Scheme, together with a form of election, will be sent to the shareholders of the Company in due course. Dividend warrants and/or share certificates for the scrip dividend are expected to be despatched on Friday, 16th June, 2017.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for the following periods:

- (a) For the purpose of determining the shareholders who qualify for the interim dividend for 2016, the register of members of the Company will be closed from Friday, 5th May, 2017 to Tuesday, 9th May, 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for the interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged with Tricor Secretaries Limited, the Company’s share registrar in Hong Kong Special Administrative Region of the People’s Republic of China (“China”) (“Hong Kong”), not later than 4:30 p.m. on Thursday, 4th May, 2017 for registration; and

股息

董事局宣佈向於二零一七年五月九日（星期二）（「記錄日期」）名列本公司股東名冊之股東宣派截至二零一六年十二月三十一日止年度之中期股息每股43港仙（二零一五年：每股21港仙）。股東將有權選擇就全部或部分中期股息收取本公司股本中每股面值0.50港元之股份（「股份」）以代替現金，且該等股份將被記入為已繳足股本（「以股代息計劃」）。

以股代息計劃尚待香港聯合交易所有限公司（「聯交所」）批准據此配發之新股份上市及買賣後，方可作實。為釐定在以股代息計劃項下將配發予股東之新股份數目，新股份之市值將以截至記錄日期（包括該日）止連續五個交易日每股股份在聯交所之平均收市價之95%之金額而釐定。本公司將適時向股東寄發載有以股代息計劃詳情之通函以及其選擇表格。股息單及／或代息股份股票預期於二零一七年六月十六日（星期五）寄發。

暫停辦理股份過戶登記手續

本公司將於下列期間暫停辦理股份過戶登記手續：

- (a) 為釐定可享有二零一六年度之中期股息之股東名單，本公司將於二零一七年五月五日（星期五）至二零一七年五月九日（星期二）（包括首尾兩天）期間暫停辦理股份過戶登記手續。為確保享有中期股息，所有股份過戶文件連同有關股票必須不遲於二零一七年五月四日（星期四）下午四時三十分送抵本公司於中華人民共和國（「中國」）香港特別行政區（「香港」）之股份過戶登記處卓佳秘書商務有限公司辦理登記手續；及

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(b) The annual general meeting of the Company has been convened for Thursday, 1st June, 2017 (the “2017 AGM”). For the purpose of determining the shareholders who are entitled to attend and vote at the 2017 AGM, the register of members of the Company will be closed from Friday, 26th May, 2017 to Thursday, 1st June, 2017, both days inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the 2017 AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Secretaries Limited not later than 4:30 p.m. on Thursday, 25th May, 2017 for registration.

(b) 本公司之股東週年大會已議決於二零一七年六月一日（星期四）召開（「二零一七年度股東週年大會」）。為確定可出席二零一七年度股東週年大會並於會上投票的股東的資格，本公司將於二零一七年五月二十六日（星期五）至二零一七年六月一日（星期四）（包括首尾兩天）期間暫停辦理股份過戶登記手續。為確保有權出席二零一七年度股東週年大會並在會上投票，所有股份過戶文件連同有關股票必須不遲於二零一七年五月二十五日（星期四）下午四時三十分送抵本公司於香港之股份過戶登記處卓佳秘書商務有限公司辦理登記手續。

MAJOR CUSTOMERS AND SUPPLIERS

During the year under review, the Group’s five largest customers contributed approximately 21.46% of the Group’s gross proceeds from operations with the largest customer accounting for approximately 4.64% of the Group’s gross proceeds from operations while approximately 40.43% of the Group’s purchases were attributable to the Group’s five largest suppliers with the largest supplier accounting for approximately 11.93% of the Group’s purchases.

None of the Directors of the Company, their close associates or any shareholders (which to the knowledge of the Directors own more than 5% interest in the number of issued Shares) have any interest in the Group’s five largest customers or suppliers.

DONATIONS

During the year ended 31st December, 2016, the Group donated approximately HK\$387,000 for charitable and other causes.

主要客戶及供應商

在回顧年度內，本集團之前五大客戶共約佔本集團經營收益總額之21.46%，其中最大客戶約佔本集團經營收益總額之4.64%。而本集團之前五大供應商共約佔本集團購貨額之40.43%，其中最大供應商約佔本集團購貨額之11.93%。

本公司各董事及其緊密聯繫人或任何股東（董事獲知其擁有本公司之已發行股份數目中5%以上權益者）概無擁有該五大客戶或供應商之任何權益。

捐款

於截至二零一六年十二月三十一日止年度內，本集團已捐款約387,000港元作慈善及其他用途。

FIXED ASSETS

During the year ended 31st December, 2016, the Group added fixed assets amounting to HK\$2,933,000 (2015: HK\$17,382,000) while it disposed of and wrote off fixed assets with an aggregate net book value of HK\$564,000 (2015: HK\$8,565,000).

Movements in fixed assets of the Group during the year are shown in Notes 15 and 16 to the consolidated financial statements on pages 128 to 133.

A schedule of the principal properties held by the Group, either under development or for sale or investment purposes, is set out on pages 187 to 193.

BORROWINGS AND DEBENTURES

Details of borrowings of the Group as at 31st December, 2016 are set out in Note 29 to the consolidated financial statements on page 154.

No debentures of any class were issued by the Company or any of its subsidiaries, or were in issue, at any time during the year.

Interest expenses of HK\$326,000 (2015: HK\$179,785,000) attributable to properties under development were capitalized by the Group during the year.

SHARE CAPITAL

During the year under review, the Company issued and allotted 126,394,626 new Shares at a price of HK\$1.8943 per Share to the shareholders who elected to receive Shares credited as fully paid in lieu of cash for the interim dividend of the Company for the year ended 31st December, 2015.

All those new Shares issued rank pari passu in all respects with the then existing issued Shares.

As at 31st December, 2016, 1,715,059,497 Shares were in issue. Details of the share capital of the Company are set out in Note 27 to the consolidated financial statements on pages 150 and 151.

固定資產

於截至二零一六年十二月三十一日止年度內，本集團添置為數2,933,000港元（二零一五年：17,382,000港元）之固定資產，而出售及撇銷總賬面淨值564,000港元（二零一五年：8,565,000港元）之固定資產。

本集團於年度內之固定資產之變動情況載於第128至第133頁綜合財務報表附註15及附註16。

一項列有本集團持有之主要物業（在發展中或作出售或投資用途）之附表載於第187至第193頁。

借貸及債權證

本集團在二零一六年十二月三十一日之借款之詳情載於第154頁綜合財務報表附註29。

本公司或其任何附屬公司於年度內任何時間概無發行或已發行任何類別之債權證。

本集團於本年度內將發展中物業所佔為數326,000港元（二零一五年：179,785,000港元）之利息支出资本化。

股本

於回顧年度內，本公司向選擇了以已繳足股本之股份代替現金之方式收取本公司截至二零一五年十二月三十一日止年度中期股息之股東，按每股股份1.8943港元之價格發行及配發了126,394,626股新股份。

該等新股份於各方面與當時之已發行股份享有同等權益。

於二零一六年十二月三十一日，共有1,715,059,497股已發行股份。本公司之股本詳情載於第150及第151頁綜合財務報表附註27。

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PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31st December, 2016, there was no purchase, sale or redemption made by the Company, or any of its subsidiaries, of the Company's listed securities.

EQUITY-LINKED AGREEMENTS

Other than a share option scheme adopted by the Company in 2012 as disclosed in this Report, no equity-linked agreements were entered into by the Company during the year under review or subsisted at the end of the year.

RESERVES

The retained earnings and share premium of the Company as at 31st December, 2016 amounted to HK\$11,117,000 (2015: HK\$4,694,000) and HK\$2,035,781,000 (2015: HK\$2,193,168,000) respectively. These reserves are available for distribution.

The Board recommends that the retained earnings of the Group as at 31st December, 2016 amounting to HK\$7,093,080,000 be carried forward. Other movements in reserves of the Group and the Company during the year are shown in the Consolidated Statement of Changes in Equity and Note 39 to the consolidated financial statements on pages 77 to 78 and page 175 respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Memorandum and Articles of Association of the Company and the Companies Law of the Cayman Islands.

FINANCIAL SUMMARY

A summary of the results and financial position of the Group for the preceding five financial years is set out on pages 194 and 195.

購買、出售或贖回上市證券

於截至二零一六年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

股票掛鈎協議

除在本報告書披露之本公司於二零一二年採納之購股權計劃外，本公司於回顧年度內並無訂立任何股票掛鈎協議，及於年度終結時並無這類協議存在。

儲備

本公司於二零一六年十二月三十一日之保留溢利及股份溢價賬分別為數11,117,000港元（二零一五年：4,694,000港元）及2,035,781,000港元（二零一五年：2,193,168,000港元）。該等儲備可供分派。

董事局建議將本集團於二零一六年十二月三十一日為數7,093,080,000港元之保留溢利滾存至下年度。年度內本集團及本公司之其他儲備變動情況分別載於第77至第78頁之綜合權益變動表以及第175頁綜合財務報表附註39。

優先購買權

本公司之《公司組織章程大綱及細則》及《開曼群島公司法》中並無優先購買權之條文。

財務概要

本集團過往五個財政年度之業績及財務狀況概要載於第194及第195頁。

DIRECTORS

The Directors of the Company as at the date of this Report and those who were in office during the year under review and up to the date of this Report are:

Executive Directors

Madam Hsu Feng (*Chairman and Managing Director*)

Mr Albert Tong (*Vice-Chairman*)

Mr Tong Chi Kar Charles (*Vice-Chairman*)

Mr Yeung Kam Hoi

Independent Non-Executive Directors

Mr Cheung Siu Ping, Oscar

Mr Lee Chan Fai

Mr Sean S J Wang

A profile of the Directors of the Company is shown on pages 40 to 44.

Information relating to emoluments paid to the Company's Directors during the year is set out in Note 11 to the consolidated financial statements on pages 123 and 124.

All Directors of the Company are subject to retirement by rotation at annual general meetings of the Company in accordance with the Articles of Association of the Company. Article 116 of the Articles of Association of the Company provides that at each annual general meeting, one-third of the Directors of the Company for the time being or, if their number is not three or a multiple of three, then the nearest number to but not more than one-third shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. The Directors to retire each year shall be those who have been longest in office since their last election and who are eligible for re-election. In this connection, Mr Yeung Kam Hoi and Mr Sean S J Wang will retire by rotation at the 2017 AGM. Being eligible, they offer themselves for re-election.

The re-election of the retiring Directors of the Company is subject to separate resolutions to be approved by shareholders at the 2017 AGM and details of those Directors will be disclosed in a circular of the Company to be despatched to the shareholders together with the notice of the annual general meeting.

董事

於本報告書刊發之日以及於回顧年度內至本報告書刊發之日止期間在任之本公司董事局成員如下：

執行董事

徐 楓女士 (*主席兼董事總經理*)

湯子同先生 (*副主席*)

湯子嘉先生 (*副主席*)

楊錦海先生

獨立非執行董事

張兆平先生

李燦輝先生

王少劍先生

本公司董事之簡介載於第40至第44頁。

有關於年度內支付予本公司董事之酬金之資料載於第123及第124頁綜合財務報表附註11。

根據本公司之《公司組織章程細則》之規定，本公司所有董事均須於本公司之股東週年大會上輪值退任。按本公司《公司組織章程細則》第116條細則之規定，於每屆股東週年大會上，本公司當時為數三分之一（或如董事數目並非三或三之倍數，則最接近但不多於三分之一之數目）之董事須輪值退任，惟每位董事須至少每三年輪值退任一次；而每年退任之董事須為自其上次獲選擔任董事以來任期最長者；退任董事均可競選連任。因此，楊錦海先生及王少劍先生將於二零一七年度股東週年大會上依章輪值退任。彼等符合資格並願意在膺選後連任。

重選本公司退任董事連任一事須待股東以獨立決議案形式於二零一七年度股東週年大會上審議通過，有關該等董事之資料將於寄發予股東之本公司通函（連同股東週年大會通告）內披露。

DIRECTORS' SERVICE CONTRACT

The Directors of the Company who are proposed for re-election at the 2017 AGM do not have any unexpired service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

PERMITTED INDEMNITY PROVISION

The Company has taken out and maintained directors' and officers' liability insurance throughout the year under review, which provides appropriate cover for the directors and officers of the Group.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31st December, 2016, the interests and short positions of the Directors of the Company in shares, debentures and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Hong Kong Securities and Futures Ordinance (the "SFO")), which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein (including interests and short positions which they were taken to have under Section 344 of the SFO) or which were required to be notified to the Company and the Stock Exchange pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

董事之服務合約

獲提名在二零一七年度股東週年大會上重選連任之本公司董事與本公司或其任何附屬公司並無任何尚未屆滿之服務合約，而聘用之公司於一年內不作出賠償（法定賠償除外）則不得終止者。

獲准許的彌償條文

本公司於回顧年度內已購買及維持董事及行政人員責任保險，為本集團董事及行政人員提供適當的保障。

董事之證券權益及淡倉

於二零一六年十二月三十一日，本公司各董事於本公司或其任何相聯法團（按香港《證券及期貨條例》（「《證券及期貨條例》」）第XV部之定義詮釋）之股份、債權證及相關股份中擁有須遵照《證券及期貨條例》第352條之規定記載入該條例所述的登記冊內（包括根據《證券及期貨條例》第344條被視為擁有之權益及淡倉），或須遵照聯交所《證券上市規則》（「《上市規則》」）之規定知會本公司及聯交所之權益及淡倉如下：

(I) The Company:

Shares of HK\$0.50 each

Name of Directors	董事姓名	Number of Shares 股份數目			
		Personal Interests 個人權益	Family Interests 家屬權益	Corporate Interests 公司權益	Other Interests 其他權益
Madam Hsu Feng (A)	徐 楓女士 (A)	176,339,675 (B)	Nil 無	337,632,318 (C) Nil 無 (D)	235,040,000 (E) 195,779,271 (F)
Mr Albert Tong (A)	湯子同先生 (A)	99,507,050 (B)	Nil 無	Nil 無 (D)	845,284,214 (G)
Mr Tong Chi Kar Charles (A)	湯子嘉先生 (A)	96,272,221 (B)	Nil 無	Nil 無 (D)	848,519,043 (G)

(I) 本公司：

每股面值0.50港元之股份

(II) The Company's associated corporations:

(1) China Boom Enterprises Limited ("China Boom")

Shares of US\$1 each

Name of Director	董事姓名	Number of shares of China Boom 於昌華之股份數目			
		Personal Interests 個人權益	Family Interests 家屬權益	Corporate Interests 公司權益	Other Interests 其他權益
Madam Hsu Feng (H)	徐 楓女士 (H)	716,800	Nil 無	563,200	Nil 無

(II) 本公司之相聯法團：

(1) 昌華企業有限公司 (「昌華」)

每股面值1美元之股份

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(2) Tomson Entertainment Co. Limited
("Tomson Entertainment")

Shares of NTD10 each

(2) 湯臣娛樂股份有限公司
("湯臣娛樂")

每股面值新台幣10元之股份

Name of Director	董事姓名	Number of shares of Tomson Entertainment 於湯臣娛樂之股份數目			
		Personal Interests 個人權益	Family Interests 家屬權益	Corporate Interests 公司權益	Other Interests 其他權益
Madam Hsu Feng (I)	徐 楓女士 (I)	1,350,000	Nil 無	1,125,000	Nil 無

Notes:

附註：

- (A) Madam Hsu Feng is the mother of Mr Albert Tong and Mr Tong Chi Kar Charles. As at 31st December, 2016, they, being considered to be persons acting in concert, were interested in an aggregate of 944,791,264 Shares, representing 55.08% interests in the number of issued Shares, pursuant to the SFO.
- (B) These Shares were held by the relevant Directors of the Company in their capacities as beneficial owners.
- (C) The 337,632,318 Shares were beneficially held by the following shareholders of the Company:

- (A) 徐楓女士為湯子同先生及湯子嘉先生之母。於二零一六年十二月三十一日，根據《證券及期貨條例》，彼等（被視為一致行動的人士）持有合共944,791,264股股份（佔已發行股份數目之55.08%權益）。
- (B) 該等股份由本公司有關董事以其實益擁有人之身份持有。
- (C) 該等337,632,318股股份由下列本公司之股東實益持有：

Name of companies	公司名稱	Number of Shares held 所持有股份之數目
King China Holdings Limited	錦華集團有限公司	196,748,090
E-Shares Investments Limited	E-Shares Investments Limited	140,884,228
		337,632,318

As Madam Hsu Feng held the entire interests of King China Holdings Limited and E-Shares Investments Limited, she was deemed to be interested in these shares pursuant to the SFO.

由於徐楓女士擁有錦華集團有限公司及 E-Shares Investments Limited 之全部權益，故根據《證券及期貨條例》，彼被視為擁有該等股份之權益。

- (D) As at 31st December, 2016, the following companies, being wholly-owned subsidiaries of Rivera (Holdings) Limited ("RHL", a listed company in Hong Kong), beneficially held an aggregate of 200,000,000 Shares:

- (D) 於二零一六年十二月三十一日，下列公司（均為一家於香港上市之公司－川河集團有限公司（「川河」）的全資附屬公司）實益持有合共200,000,000股股份：

Name of companies	公司名稱	Number of Shares held 所持有股份之數目
Forty Enterprises Company Limited	富義企業有限公司	13,361,530
Shine Trip Limited	瑞展有限公司	186,638,470
		<hr/> 200,000,000 <hr/>

Madam Hsu Feng and Mr Albert Tong were directors of RHL. In addition, Madam Hsu Feng, Mr Albert Tong and Mr Tong Chi Kar Charles were or were deemed to be substantial shareholders of RHL pursuant to the SFO.

徐楓女士與湯子同先生均為川河的董事。此外，根據《證券及期貨條例》，徐楓女士、湯子同先生及湯子嘉先生為或被視為川河之主要股東。

- (E) Madam Hsu Feng has entered into agreements with Mr Albert Tong and Mr Tong Chi Kar Charles, to sell to each of them 117,520,000 Shares, in an aggregate of 235,040,000 Shares, which have been pledged by Mr Albert Tong and Mr Tong Chi Kar Charles in favour of Madam Hsu Feng as a security for their performance of the duties under the aforesaid agreements. Hence, Madam Hsu Feng had a security interest in these issued Shares pursuant to the SFO.

- (E) 徐楓女士與湯子同先生及湯子嘉先生簽訂了協議，向彼等分別出售117,520,000股股份（合共235,040,000股股份），而湯子同先生及湯子嘉先生抵押了該等股份予徐楓女士作為履行彼等於上述協議項下之責任及義務之擔保。因此，根據《證券及期貨條例》，徐楓女士持有該等已發行股份之一項保證權益。

- (F) On account of the agreements as mentioned in Note (E) above, Madam Hsu Feng, Mr Albert Tong and Mr Tong Chi Kar Charles were considered to be persons acting in concert pursuant to the SFO. In this connection, in addition to those shares transferred under the said agreements, as at 31st December, 2016, Madam Hsu Feng was taken to be interested in a total of 195,779,271 Shares beneficially held by Mr Albert Tong and Mr Tong Chi Kar Charles.

- (F) 基於上述附註(E)所述之協議及根據《證券及期貨條例》，徐楓女士、湯子同先生及湯子嘉先生被視為一致行動的人士。因此，於二零一六年十二月三十一日，除按上述協議轉讓之股份外，徐楓女士被視為擁有由湯子同先生及湯子嘉先生實益持有之合共195,779,271股股份權益。

- (G) On account of the agreements as mentioned in Note (E) above, Madam Hsu Feng, Mr Albert Tong and Mr Tong Chi Kar Charles were considered to be persons acting in concert pursuant to the SFO.

- (G) 基於上述附註(E)所述之協議及根據《證券及期貨條例》，徐楓女士、湯子同先生及湯子嘉先生被視為一致行動的人士。

In this connection, as at 31st December, 2016, Mr Albert Tong was not only interested in the 117,520,000 Shares transferred from Madam Hsu Feng, but taken to be interested in a total of 727,764,214 Shares beneficially held by Madam Hsu Feng and Mr Tong Chi Kar Charles.

因此，於二零一六年十二月三十一日，湯子同先生不但擁有由徐楓女士轉讓之117,520,000股股份權益，且被視為擁有由徐楓女士及湯子嘉先生實益持有之合共727,764,214股股份權益。

Furthermore, as at 31st December, 2016, Mr Tong Chi Kar Charles was not only interested in the 117,520,000 Shares transferred from Madam Hsu Feng, but taken to be interested in a total of 730,999,043 Shares beneficially held by Madam Hsu Feng and Mr Albert Tong.

此外，於二零一六年十二月三十一日，湯子嘉先生不但擁有由徐楓女士轉讓之117,520,000股股份權益，且被視為擁有由徐楓女士及湯子同先生實益持有之合共730,999,043股股份權益。

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(H) Madam Hsu Feng held, in her capacity as a beneficial owner, a personal interest in 716,800 shares (being 56%) in the capital of China Boom while the Company held the balance of interest of 563,200 shares (being 44%) in the capital of China Boom through its wholly-owned subsidiary. Madam Hsu was deemed to control the exercise of more than one-third of voting power at general meetings of the Company, hence, she was also taken to be interested in those shares held by the Company. In conclusion, Madam Hsu was interested and deemed to be interested in 1,280,000 issued shares (being 100%) of China Boom pursuant to the SFO.

(I) Madam Hsu Feng held, in her capacity as a beneficial owner, a personal interest in 1,350,000 shares (being 54%) in the capital of Tomson Entertainment while the Company held an interest in 1,125,000 shares (being 45%) in the capital of Tomson Entertainment through its wholly-owned subsidiary. Madam Hsu was deemed to control the exercise of more than one-third of voting power at general meetings of the Company, hence, she was also taken to be interested in those shares held by the Company. In conclusion, Madam Hsu was interested and deemed to be interested in 2,475,000 issued shares (being 99%) of Tomson Entertainment pursuant to the SFO.

Save as disclosed above, none of the Directors of the Company and their associates had any interests or short positions in the shares, debentures and underlying shares of the Company or any of its associated corporations as at 31st December, 2016, which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein (including interests or short positions which they were taken to have under Section 344 of the SFO) or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “2012 Scheme”) on 1st June, 2012. Under the 2012 Scheme, there were no options granted, exercised, cancelled or lapsed during the year ended 31st December, 2016, nor was there any option outstanding at the beginning or at the end of the year.

(H) 徐楓女士以其實益擁有人之身份持有716,800股昌華股份（即56%）之個人權益，而本公司透過其全資附屬公司持有餘下之563,200股昌華股份（即44%）之權益。徐女士被視為可控制本公司股東大會上三分之一以上之投票權，故彼亦被視為擁有該等由本公司持有之股份權益。總括而言，根據《證券及期貨條例》，徐女士持有及被視為持有昌華之1,280,000股（即100%）已發行股份權益。

(I) 徐楓女士以其實益擁有人之身份持有1,350,000股湯臣娛樂股份（即54%）之個人權益，而本公司透過其全資附屬公司持有1,125,000股湯臣娛樂股份（即45%）之權益。徐女士被視為可控制本公司股東大會上三分之一以上之投票權，故彼亦被視為擁有該等由本公司持有之股份權益。總括而言，根據《證券及期貨條例》，徐女士持有及被視為持有湯臣娛樂之2,475,000股（即99%）已發行股份權益。

除上文所披露者外，於二零一六年十二月三十一日，本公司各董事及彼等的聯繫人概無於本公司或其任何相聯法團之股份、債權證及相關股份中擁有須遵照《證券及期貨條例》第352條之規定記載入該條例所述的登記冊內（包括根據《證券及期貨條例》第344條彼等被視為擁有的權益或淡倉），或須遵照《上市規則》之規定知會本公司及聯交所的任何權益或淡倉。

購股權計劃

本公司於二零一二年六月一日採納了一項購股權計劃（「二零一二年計劃」）。於截至二零一六年十二月三十一日止年度內，在二零一二年計劃下，並無購股權被授予出、獲行使、註銷或失效，及在年度開始或終結時，均無尚未行使之購股權。

Major terms of the 2012 Scheme

The purpose of the 2012 Scheme is to provide incentives or rewards to selected persons for their contribution to any member of the Group or any entity in which any member of the Group holds any equity interest (the “Invested Entity”).

The participants include:

- (i) any employee or proposed employee (whether full time or part time) of any member of the Group or any Invested Entity, including any executive director of any of these companies; or
- (ii) any non-executive director (including independent non-executive director) of any member of the Group or any Invested Entity; or
- (iii) any adviser or consultant or customer of, or any supplier of goods or services to any member of the Group or any Invested Entity; or
- (iv) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

As at the date of this Report, save as otherwise approved by shareholders of the Company, the maximum number of Shares available for issue under options which may be granted is 137,252,380, representing approximately 8% of the number of issued Shares.

The total number of Shares issued and to be issued upon exercise of the options granted and to be granted to each participant (including exercised and outstanding options) in any 12-month period up to the date of grant of options shall not exceed 1% of the Shares in issue at the date of grant (the “Individual Limit”). If any further grant of options to a participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such

二零一二年計劃的主要條款

二零一二年計劃的目的為激勵或獎賞經甄選之人士對本集團任何成員公司或本集團任何成員公司持有任何股權之任何機構（「所投資機構」）作出貢獻。

參與者包括：

- (i) 本集團任何成員公司或任何所投資機構之任何僱員或準僱員（不論全職或兼職），包括任何此等公司之任何執行董事；或
- (ii) 本集團任何成員公司或任何所投資機構之任何非執行董事（包括獨立非執行董事）；或
- (iii) 本集團任何成員公司或任何所投資機構之任何諮詢人或顧問或客戶，或向該等公司或機構提供貨物或服務之任何供應商；或
- (iv) 本集團任何成員公司或任何所投資機構之任何股東，或本集團任何成員公司或任何所投資機構所發行之任何證券之任何持有人。

除另行獲本公司股東審批外，於本報告書刊發之日，可授出之購股權而可予發行之股份數目上限為137,252,380股，佔本公司之已發行股份數目約8%。

每位參與者在截至授出購股權當日止任何十二個月期間內，獲授及將獲授之購股權（包括已行使及尚未行使者）予以行使時而獲發行及將獲發行之股份總數，不得超過授出購股權當日之已發行股份數目之1%（「個別上限」）。倘向一位參與者再行授予購股權會導致在截至及包括再授出購股權當日止

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person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant to be in excess of the Individual Limit, such further grant must be subject to shareholders' approval in general meeting of the Company with such participant and his or her associates abstaining from voting.

An option may be exercised at any time during a period as the Board may determine which shall not be more than 10 years commencing from the date of grant of the option.

Save as determined by the Board and stated in the offer of the relevant options, there is no minimum period for which an option must be held before it can be exercised under the 2012 Scheme.

The acceptance of an offer of granting an option must be made within 28 days from the date on which such offer is made with a non-refundable payment of HK\$1 from the grantee to the Company by way of a consideration for the grant thereof.

The subscription price per Share in respect of any option that may be granted shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

- (i) the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer of the option, which must be a business day;
- (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the date of offer of the option; and
- (iii) the nominal value of the Shares on the date of offer.

The 2012 Scheme shall be valid and effective until 31st May, 2022 subject to earlier termination by the Company in general meeting or by the Board. After the expiry of such valid period, no further options will be offered or granted but in all other respects the provisions of the 2012 Scheme shall remain in full force and effect.

十二個月內其獲授及將獲授之全部購股權（包括已行使、已註銷及尚未行使者）予以行使時而獲發行及將獲發行之股份超逾個別上限，該再行授出購股權一事則須經股東在本公司股東大會上審批，而有關參與者及其聯繫人均須在會上放棄投票權。

購股權可於董事局釐定之期間內隨時行使，惟該期間不得自授出購股權日期起計超過十年。

除董事局另有決定及於提議授出有關購股權時所規定者外，根據二零一二年計劃，並無設有購股權行使之前必須持有的最短期限。

承授人須於提議授出購股權之日起計二十八日內，提出接納購股權，並向本公司支付1港元，作為獲授購股權之代價，此款項將不予退回。

可予授出之任何購股權項下之每股股份之認購價將由董事局全權釐定，惟該認購價不得低於下列三者之最高者：

- (i) 提議授出購股權當日（必須為營業日）在聯交所每日報價表所列股份之收市價；
- (ii) 緊接提議授出購股權日期前五個營業日在聯交所每日報價表所列股份之收市價之平均數；及
- (iii) 於提議授出購股權當日之股份面值。

二零一二年計劃將有效至二零二二年五月三十一日止，惟若本公司在股東大會上提早終止或董事局提早終止計劃則除外。於有效期間屆滿後將不會再行提議授予或授出購股權，惟二零一二年計劃之條款在其他各方面將仍全面有效。

DIRECTORS' INTERESTS IN ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the 2012 Scheme, at no time during the year nor at the end of the year ended 31st December, 2016 was the Company or any of its subsidiaries a party to any arrangements to 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' INTERESTS IN COMPETING BUSINESS

Madam Hsu Feng, Chairman of the Board and Managing Director of the Company, is a director and substantial shareholder of RHL. Mr Albert Tong and Mr Tong Chi Kar Charles, being Vice-Chairmen of the Board and executive Directors of the Company, are deemed to be substantial shareholders of RHL pursuant to the SFO. In addition, Mr Albert Tong is a director of RHL.

RHL is engaged in property development and investment in Shanghai of China, in particular, in Zhangjiang Hi-Tech Park, Pudong New Area, through its subsidiaries and associated company. Property development and investment, with particular focus on Pudong New Area in Shanghai and Tianjin of China, is one of the principal businesses of the Group. The business of RHL in the property sector in Shanghai (the "Excluded Business") therefore may potentially compete with the Group's business.

In this connection, Madam Hsu, Mr Albert Tong and Mr Tong Chi Kar Charles are considered to have interests in a business which may compete or is likely to compete, either directly or indirectly, with the business of the Group, other than that business where the Directors of the Company have been appointed or were appointed as directors to represent the interests of the Company and/or the Group, pursuant to the Listing Rules. Nevertheless, RHL is a listed company in Hong Kong and both the Group's business and the Excluded Business are managed by their respective independent management and administration. Besides, the Board is independent of the board of directors and management of RHL and the independent non-executive Directors of the Company will also be monitoring the operations of the Group. The Group is therefore capable of carrying on its business independently of, and at arm's length from, the Excluded Business.

董事於購買股份或債權證之安排之利益

除二零一二年計劃外，於截至二零一六年十二月三十一日止年度內任何時間或年度終結日，本公司或其任何附屬公司概無參與任何安排，致使本公司董事可透過購買本公司或其他任何法人團體之股份或債權證而獲益。

董事在競爭業務中之權益

本公司董事局主席兼董事總經理徐楓女士為川河之董事及主要股東。根據《證券及期貨條例》，本公司董事局副主席兼執行董事湯子同先生及湯子嘉先生被視為川河之主要股東。另外，湯子同先生為川河之董事。

川河透過其附屬公司及聯營公司於中國上海市（尤其於浦東新區張江高科技園區）從事房地產發展及投資事務。本集團其中一項主要業務為從事物業發展及投資，並以中國上海市浦東新區及天津市為重點。因此，川河於上海市之房地產業務（「除外業務」）或可能與本集團之業務構成潛在競爭。

因此，根據《上市規則》，徐女士、湯子同先生及湯子嘉先生除因已獲委任或曾獲委任為董事以代表本公司及／或本集團權益之業務外，被視為於也許或可能與本集團之業務直接或間接地構成競爭之業務中擁有權益。然而，川河為一家在香港上市之公司，而本集團之業務及除外業務由彼等各自獨立管理層及行政架構所管理。再者，本公司董事局獨立於川河之董事局及管理層，且本公司之獨立非執行董事將監察本集團之營運。因此，本集團能夠獨立於除外業務，並基於各自利益經營其本身業務。

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DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

No transactions, arrangements or contracts of significance to the business of the Group to which the Company or any of its subsidiaries was a party and in which a Director of the Company or an entity connected with him (within the meaning of Section 486 of the Hong Kong Companies Ordinance) had a material interest, whether directly or indirectly, were entered into during the year ended 31st December, 2016 or subsisted at the end of the year or at any time during the year.

MANAGEMENT CONTRACTS

No contracts for the management and administration of the whole or any substantial part of any business of the Group were entered into or subsisted during the year ended 31st December, 2016.

EMOLUMENT POLICY

The Company recognizes that employees are one of the Group's valuable assets and the Group is conscious of the importance of a highly-effective staff management and incentive structure. The Group provides competitive remuneration packages and makes regular review to attract and motivate the employees. Remuneration and benefit packages are generally structured by reference to market terms, individual responsibilities, performance and qualifications.

The emoluments of the executive Directors of the Company are determined by the Board on the recommendation of its remuneration committee (the "Committee"). The fees of the independent non-executive Directors of the Company are fixed by the Board under the authorization of the shareholders of the Company and on the recommendation of the Committee. In addition, the Company has adopted the 2012 Scheme pursuant to which the directors and employees of the Group are eligible for grant of options to subscribe for Shares as a long-term incentive.

董事於交易、安排及合約之利益

於截至二零一六年十二月三十一日止年度內，本公司或其任何附屬公司概無訂立就本集團之業務而言屬重要之交易、安排或合約，而本公司董事或任何與其有關連之實體（按香港《公司條例》第486條所載的定義）於當中直接或間接地擁有具相當份量的利益關係，且在年度終結日或年度內任何時間並無存在該等交易、安排或合約。

管理合約

在截至二零一六年十二月三十一日止年度內，本公司概無訂立或存在任何涉及管理和處理本集團全部或任何重大部份業務之合約。

薪酬政策

本公司認同僱員為本集團寶貴資產之一，且本集團一向著重高效益之僱員管理及獎勵計劃。本集團提供具競爭力之薪酬方案並作出定期檢討，以吸引及激勵僱員。薪酬及福利乃參考市場條款、個別人士所承擔之職責、表現及資歷而釐定。

本公司執行董事之薪酬由董事局參照其轄下之薪酬委員會（「該委員會」）之建議而釐定。本公司獨立非執行董事之董事袍金則由董事局根據本公司股東之授權及參照該委員會之建議而釐定。此外，本公司已採納二零一二年計劃；據此，本公司可向本集團之董事及僱員授予購股權以認購股份，以作為一項長期激勵措施。

PENSION SCHEMES

The Company participates in a pension scheme, which was registered under the Hong Kong Mandatory Provident Fund Schemes Ordinance (the “MPF Ordinance”), for all its employees in Hong Kong. The scheme is a defined contribution scheme effective from December 2000 and is funded by contributions from employer and employees in accordance with the provisions of the MPF Ordinance. If the employer makes any voluntary contributions for the employees under the scheme, forfeited contributions in this nature can be applied to reduce the amount of future voluntary contributions payable by the employer.

Furthermore, the employees of the Group in the Mainland of China are members of respective state-managed defined contribution retirement benefits schemes operated by the local governments. The employers and the employees are obliged to make contributions at a certain percentage of the payroll under rules of the schemes.

During the year under review, the total amount contributed by the Group to the said schemes and charged to the Consolidated Statement of Profit or Loss amounted to HK\$8,168,000 (2015: HK\$7,759,000) and no contributions were forfeited.

RELATIONSHIPS WITH SUPPLIERS AND CUSTOMERS

The Group understands that it is important to maintain good relationship with its suppliers and customers to achieve its short-term and long-term goals. To maintain its competitive status, the Group aims at providing quality products and services to its customers.

退休金計劃

本公司為其所有於香港之僱員參與了一項於香港《強制性公積金計劃條例》（「《強積金條例》」）下註冊之退休金計劃。該退休金計劃為界定供款計劃，並由二零零零年十二月起生效。該計劃乃根據《強積金條例》之條款由僱主及僱員作出供款。如僱主在該計劃下為僱員作出任何自願性之供款，則此性質之已被沒收之供款可用作抵銷僱主將來應付而未付之自願性供款款額。

此外，本集團在中國內地之僱員均為個別地方政府營辦之國家管理界定供款退休福利計劃之成員。根據此等計劃之規則，僱主及僱員均有責任按薪酬之若干百分比作出供款。

於回顧年度內，本集團對上述計劃作出之供款及記入綜合損益表之款項總額達8,168,000港元（二零一五年：7,759,000港元），且並無已被沒收之供款。

與供應商及客戶之關係

本集團明白與其供應商及客戶維持良好關係，對達致短期及長期目標十分重要。為維持競爭力，本集團致力向其客戶提供優質產品及服務。

SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

As at 31st December, 2016, the following shareholders (other than the Directors of the Company) were interested, directly or indirectly, in 5% or more of the number of issued Shares and underlying shares of the Company and those interests were required to be recorded in the register required to be kept under Section 336 of the SFO:

(I) Substantial Shareholders

Name of shareholders 股東名稱	Number of Shares held (proportion to the number of issued Shares) 所持有股份之數目 (佔已發行股份數目之百分比)	
Rivera (Holdings) Limited ("RHL") 川河集團有限公司 (「川河」) (a)	200,000,000	(11.66%)
King China Holdings Limited 錦華集團有限公司 (b)	196,748,090	(11.47%)

(II) Other Person

Name of shareholder 股東名稱	Number of Shares held (proportion to the number of issued Shares) 所持有股份之數目 (佔已發行股份數目之百分比)	
E-Shares Investments Limited (b)	140,884,228	(8.21%)

Notes:

- (a) Amongst these shares disclosed, 186,638,470 Shares were beneficially held by Shine Trip Limited, which was a wholly-owned subsidiary of Superwell Development Limited in which RHL held its entire equity interest. Therefore, Shine Trip Limited, Superwell Development Limited and RHL were interested or were taken to be interested in these Shares pursuant to the SFO.

Details of the interest taken to be held by RHL under the SFO are set out in Note (D) to the above paragraph headed "Directors' Interests and Short Positions in Securities" in this Report.

股東之權益及淡倉

於二零一六年十二月三十一日，下列股東（本公司董事除外）直接或間接地擁有本公司之已發行股份及相關股份數目達5%或以上的權益，而該等權益須遵照《證券及期貨條例》第336條之規定載錄於須予備存之登記冊內：

(I) 主要股東

(II) 其他人士

附註：

- (a) 於該等披露之股份中，186,638,470股股份由瑞展有限公司實益持有。瑞展有限公司為高賢發展有限公司之全資附屬公司，而川河持有後者之全部權益。因此，根據《證券及期貨條例》，瑞展有限公司、高賢發展有限公司及川河擁有或被視為擁有該等股份之權益。

有關川河根據《證券及期貨條例》被視作持有的權益的詳情，載於本報告書內前述標題為「董事之證券權益及淡倉」一節之附註(D)內。

(b) King China Holdings Limited and E-Shares Investments Limited were the beneficial owners of these Shares respectively. They were wholly owned by Madam Hsu Feng in her capacity as a beneficial owner. Pursuant to the SFO, their interests in the Shares therefore constituted part of the total interests of Madam Hsu Feng, Mr Albert Tong and Mr Tong Chi Kar Charles in the capital of the Company as disclosed in the above paragraph headed “Directors’ Interests and Short Positions in Securities” in this Report.

Save for the above interests, the Directors of the Company are not aware of any person (other than the Directors of the Company) who had, directly or indirectly, interests or short positions in the number of issued Shares and the underlying shares of the Company and those interests or short positions were required to be recorded in the register kept under Section 336 of the SFO as at 31st December, 2016.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this Report, the Company has maintained a sufficient public float as prescribed by the Listing Rules.

ENVIRONMENT POLICIES AND PERFORMANCE

The Group is committed to the long term sustainability of the environment and communities in which it operates. It continually seeks to identify and manage environmental impacts attributable to its operation activities to minimize the impacts if possible. It adheres to the principle of recycling and reduction and implements green office practices such as double-sided printing and copying and reducing energy consumption by switching off idle lightings and electrical appliances.

The Group also seeks to reduce its material consumption and construction wastes in construction works. During the year under review, the Group strived to comply with local regulations for treatment of construction wastes.

(b) 錦華集團有限公司及E-Shares Investments Limited分別為該等股份之實益擁有人，而徐楓女士以實益擁有人身份全資擁有錦華集團有限公司及E-Shares Investments Limited。因此，根據《證券及期貨條例》，該等公司擁有之股份權益構成本報告書內前述標題為「董事之證券權益及淡倉」一節所披露之徐楓女士、湯子同先生及湯子嘉先生所持有之本公司股本中之權益總額之一部份。

除上文所披露者外，據本公司董事所知，概無任何本公司董事以外的人士於二零一六年十二月三十一日直接或間接地擁有本公司之已發行股份及相關股份數目中之權益或淡倉，而該等權益或淡倉須遵照《證券及期貨條例》第336條之規定載錄於須予備存之登記冊內。

足夠公眾持股量

本公司根據本報告書刊發之日之公開資料及就各董事所知，本公司已維持《上市規則》規定下之足夠公眾持股量。

環境政策及表現

本集團致力於其經營業務所在環境及社區之長期可持續性。本集團持續辨識及管理其經營活動對環境造成之影響，務求盡可能將影響減至最少。本集團堅守循環再用及減廢之原則，並實施各項綠色辦公室措施，例如：雙面打印及影印並透過關掉閒置的電燈及電器以減少耗能。

本集團並致力減少其於建築過程中的材料消耗及建築廢料。本集團在回顧年度內努力遵守有關處置建築廢料之當地規例。

Report of the Directors

董事局報告書

COMPLIANCE WITH LAWS AND REGULATIONS

The Group commits to comply with the relevant laws and regulations including, inter alia, the Listing Rules, Hong Kong Companies Ordinance and other applicable local laws and regulations in various jurisdictions in which it operates. Furthermore, the Group, acting as a property developer, is subject to environmental protection laws and regulations, including air and noise pollution and discharge of construction wastes and water in the Mainland and the Macau Special Administrative Region of China. To the best knowledge of the Board, the Group has complied with all the relevant laws and regulations that have significant impact on the Group during the year under review.

AUDITOR

The consolidated financial statements of the Group for the year ended 31st December, 2016 have been audited by the Auditor of the Company, Messrs Deloitte Touche Tohmatsu and there was no change in the Auditor of the Company in the previous three financial years.

They will retire at the conclusion of the 2017 AGM and, being eligible, offer themselves for re-appointment.

On behalf of the Board

Albert Tong

Vice-Chairman and Executive Director

Hong Kong, 29th March, 2017

遵守法律及規例

本集團致力遵守相關法律及規例，其中包括《上市規則》、香港《公司條例》及本集團經營業務所在地之不同司法管轄區適用之其他當地法律及規例。此外，本集團作為物業開發商，須要遵守中國內地及澳門特別行政區的環保法律及規例，包括空氣及噪音污染，以及建築廢料和廢水的排放。據董事局所知，本集團在回顧年度內已遵守對本集團有重大影響之有關法律及規例。

核數師

本集團截至二零一六年十二月三十一日止年度的綜合財務報表由本公司核數師—德勤•關黃陳方會計師行審核。本公司於過往三個財政年度沒有更換核數師。

該會計師行將於二零一七年度股東週年大會散會時退任，惟合資格並願意應選連任。

代表董事局

副主席兼執行董事

湯子同

香港，二零一七年三月二十九日



德勤

**TO THE MEMBERS OF
TOMSON GROUP LIMITED**

(incorporated in the Cayman Islands with limited liability)

致湯臣集團有限公司股東

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Tomson Group Limited (the “Company”) and its subsidiaries (collectively referred to as “the Group”) set out on pages 72 to 185, which comprise the consolidated statement of financial position as at 31st December, 2016, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31st 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.

意見

本核數師（以下簡稱「我們」）已審計列載於第72至第185頁的湯臣集團有限公司（「貴公司」）及其附屬公司（以下統稱「貴集團」）的綜合財務報表，此財務報表包括於二零一六年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附注，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零一六年十二月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

Independent Auditor's Report

獨立核數師報告書

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) 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 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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.

Valuation of investment properties

We identified the valuation of investment properties as a key audit matter due to the significance of the assets and involvement of management judgement in determining the fair value.

The fair value of investment properties (which included commercial properties, residential properties and industrial properties in Shanghai) amounted to HK\$7,339,691,000 as at 31st December, 2016, with gain on fair value changes recognised in the consolidated statement of profit or loss of HK\$554,534,000 for the year then ended.

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

投資物業估值

我們識別投資物業的估值為關鍵審計事項，因其涉及的資產金額重大和涉及管理層的判斷來釐定其公平值。

於二零一六年十二月三十一日，投資物業（包括位於上海的商用物業、住宅物業及工業物業）的公平值為7,339,691,000港元，在本年的綜合損益表中確認的公平值變動時產生之收益為554,534,000港元。

As disclosed in Notes 5 and 15 to the consolidated financial statements, in estimating the fair value of these investment properties, the Group engaged a professional independent valuer (the “Valuer”) to establish and determine the appropriate valuation technique and inputs to the valuation. The significant unobservable input of the investment approach is reversionary yield, taking into account annual market rental income and unit market value of comparable properties. A slight increase in the reversionary yield would result in a significant decrease in fair value, and vice versa.

How our audit addressed the key audit matter

Our procedures in relation to the valuation of investment properties included:

- Evaluating the competence, capabilities and objectivity of the Valuer;
- Obtaining an understanding of the valuation process and significant assumptions and critical judgement areas from the management to assess if the investment approach meet the relevant accounting requirements and industry norms;
- Evaluating the appropriateness of the estimations used, in particular, the underlying assumptions and methodologies, based on our knowledge of the properties market of the relevant locations; and
- Assessing the reasonableness of the key inputs used by the Valuer in the valuation model, including the reversionary yield, market unit rent of individual unit and adjustment factors for location and other individual factors such as road frontage, size of property and facilities against current market data and entity specific information on a sample basis.

Valuation of properties under development and properties held for sale

We identified the valuation of properties under development (“PUD”) and properties held for sale (“PFS”) as a key audit matter due to the significance of the assets and significant judgements involved in the estimating their net realisable value and the future costs to complete the PUD.

於綜合財務報表附註5及15中披露，在估計投資物業的公平值時，貴集團聘請獨立專業估值師（「估值師」）以設立及釐定合適估值技術及估值之輸入數據。投資方式的重大非可觀察輸入數據為復歸收益率，經計入單位市場年度租金收入及可作比較物業的單位市值。復歸收益率輕微上升將導致公平值大幅下跌，反之亦然。

我們在審計中如何處理關鍵審計事項

我們就投資物業估值執行的程序包括：

- 評估估值師的資歷、能力及客觀性；
- 從管理層取得對估值過程、重大假設及重要判斷的了解，以評估投資方式是否符合相關會計規定及行業規範；
- 根據我們對相關地點的房地產市場的知識，評估所用之估算的適當性，特別是相關假設及方法；及
- 評估估值師在估值模型中所採用之關鍵輸入數據的合理性，包括復歸收益率、個別單位的市場單位租金及所在地的調整因素及其他個別因素（如臨街道路、物業大小及設施規模），並抽樣與市場數據及實體特定資料進行比較。

發展中物業及待售物業估值

我們識別發展中物業和待售物業估值為關鍵審計事項，因其涉及的資產金額重大和涉及重大判斷來估算其可變現淨值及完成發展中物業之未來竣工成本。

Independent Auditor's Report

獨立核數師報告書

The Group had PUD and PFS amounted to HK\$3,203,593,000 and HK\$5,471,908,000 respectively as at 31st December, 2016, of which are situated in Shanghai, Tianjin and Macau.

As disclosed in Note 5 to the consolidated financial statements, the net realisable values of the PUD and the PFS are determined by reference to the estimated future selling prices. The future selling prices are estimated by reference to the recent selling prices of similar properties in the same project or relevant locations. In addition, the management estimated the future costs to complete the PUD by reference to the actual development cost of the Group's other completed projects, adjusted by certain current market data.

How our audit addressed the key audit matter

Our procedures in relation to the valuation of PUD and PFS include:

- Evaluating the reasonableness of the estimated future costs to completion of the PUD, on a sample basis, by comparing them to contracts with subcontractors, actual development cost of similar properties of the Group and comparing the adjustments made by the management to current market data;
- Assessing the appropriateness of the estimated future selling prices of the PUD and the PFS, on a sample basis, by comparing them to recent transaction prices of similar properties in the same project or relevant locations, based on our knowledge of the property markets of the relevant locations; and
- Comparing the estimated future selling price of the PFS, on a sample basis, to the actual selling price of properties sold subsequent to the end of the reporting period to evaluate the reasonable of management's estimation.

Provision for land appreciation tax

We identified the provision for land appreciation tax ("LAT") calculations as a key audit matter since significant judgement is required in estimating the amount of LAT to be paid by the Group within each of the property development projects.

於二零一六年十二月三十一日，集團位於上海、天津及澳門的發展中物業和待售物業金額分別為3,203,593,000港元及5,471,908,000港元。

於綜合財務報表附註5上披露，發展中物業及待售物業之可變現淨值乃經根據日後售價之估計來釐定。日後售價乃經參考同一項目或相地點之類似物業之目前售價後作出估計。此外，管理層參考 貴集團其他已竣工項目之實際發展成本估計完成發展中物業之未來竣工成本，並按若干目前市場數據作出調整。

我們在審計中如何處理關鍵審計事項

我們就投資發展中物業及待售物業估值執行的程序包括：

- 評估完成發展中物業之未來竣工成本所用之估算的合理性，並抽樣與分包合同、 貴集團物業其他已竣工項目之實際發展成本及按目前市場數據作出調整與市場數據進行比較；
- 評估對發展中物業和待售物業的日後售價之估計的適當性，並抽樣與同一項目或相地點之類似物業之目前售價，及根據我們對相關地點的房地產市場的知識進行比較；及
- 抽樣將待售物業的日後售價，與報告期末後發生的出售物業的實際售價進行比較，以評估管理層估計的合理性。

土地增值稅撥備

我們識別土地增值稅撥備為關鍵審計事項，因其涉及重大判斷來估計 貴集團在每一個物業發展項目中需要付的土地增值稅。

The Group is subject to LAT in the People's Republic of China ("PRC"). As disclosed in Note 12 to the consolidated financial statements, the provision for LAT of HK\$545,420,000 was recognised in the consolidated statement of profit or loss for the year ended 31st December, 2016. The Group had LAT payable amounted to HK\$3,917,720,000 as at 31st December, 2016.

LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable deductions including land costs, borrowing costs and the relevant property development expenditures, which are the key inputs in the calculation of the LAT based on management's best estimates.

How our audit addressed the key audit matter

Our procedures in relation to the provision for LAT included:

- Obtaining an understanding from the management of the Group about the basis adopted in arriving at the provision for LAT;
- Assessing the Group's provision for LAT computation prepared by the management of the Group with reference to relevant rules and regulations with the assistance of our tax specialists in the PRC; and
- Checking the financial information, including land costs, borrowing costs and relevant development expenditures, used in the calculation of provision for LAT to the Group's historical financial data.

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include 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.

貴集團須繳納中國內地之土地增值稅。於綜合財務報表附註12上披露，截至二零一六年十二月三十一日止年度的綜合損益表中確認的土地增值稅撥備為545,420,000港元。於二零一六年十二月三十一日，貴集團的應付土地增值稅金額為3,917,720,000港元。

於計及根據管理層之最佳估計為計算土地增值稅之關鍵輸入數據之若干獲准扣減項目（包括土地成本、借貸成本及相關物業發展開支）後，已就增值部分按多個遞增稅率作出土地增值稅撥備。

我們在審計中如何處理關鍵審計事項

我們就土地增值稅撥備執行的程序包括：

- 從貴集團管理層取得計算土地增值稅撥備時所採納的依據；
- 參考相關的條例及規則及在我們稅務部門專家的協助下，評估貴集團對土地增值稅撥備的計算；及
- 檢查計算土地增值稅撥備中所採用的財務信息，包括土地成本、借款成本和相關開發支出，與貴集團的歷史財務數據進行比較。

其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年報內的資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

Independent Auditor's Report

獨立核數師報告書

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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.

Those charged with governance are 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 solely to you, as a body, in accordance with our agreed terms of engagement, 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 HKSAAs 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 HKSAAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

董事及管理層就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

管理層須負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照我們商定的業務約定條款僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本行報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水準的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 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.
- 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.
- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程式以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部監控，以設計適當的審計程序，但目的並非對 貴集團內部監控的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務資訊獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

Independent Auditor's Report

獨立核數師報告書

We communicate with those charged with governance 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 those charged with governance 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 those charged with governance, 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 the independent auditor's report is Sze On Tat.

除其他事項外，我們與管理層溝通了計畫的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷。

我們還向管理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與管理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是施安達。

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong
29th March, 2017

德勤•關黃陳方會計師行
執業會計師

香港
二零一七年三月二十九日

Consolidated Statement of Profit or Loss

綜合損益表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Gross proceeds from operations	經營收益總額	6 & 7	4,174,196	2,738,725
Revenue	收入	6 & 7	4,107,056	2,713,186
Cost of sales	銷售成本		(2,206,926)	(1,364,994)
Gross profit	毛利		1,900,130	1,348,192
Net gain (loss) in investments held for trading	待售投資收益(虧損)淨額		8,942	(9,577)
Other income	其他收入	8	78,628	118,308
Other gains and losses	其他收益及虧損	9	(4,393)	539
Selling expenses	銷售費用		(352,921)	(335,305)
Administrative expenses	行政費用		(198,784)	(170,699)
Gain on fair value changes of investment properties	投資物業公平值變動時產生之收益	15	554,534	392,079
Finance costs	融資費用	10	(232,540)	(149,429)
Share of results of associates	應佔聯營公司之業績		1,753,596	1,194,108
Share of results of joint ventures	應佔合資企業之業績		(1,202)	448
			7,257	12,250
Profit before taxation	除稅前溢利	11	1,759,651	1,206,806
Taxation	稅項	12	(751,984)	(582,044)
Profit for the year	年度溢利		1,007,667	624,762
Profit for the year attributable to:	應佔年度溢利如下：			
Owners of the Company	本公司權益持有人		876,256	534,074
Non-controlling interests	非控股股東權益		131,411	90,688
			1,007,667	624,762
Earnings per share (HK cents)	每股盈利(港仙)	14		
– Basic	– 基本		52.87	34.23
– Diluted	– 攤薄後		N/A	34.23

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Profit for the year	年度溢利	1,007,667	624,762
Other comprehensive (expense) income	其他全面(開支)收益		
<i>Items that may be subsequently reclassified to profit or loss:</i>	<i>其後可重新分類至損益表之項目：</i>		
Exchange difference arising from translation of:	換算時產生之匯兌差額：		
– subsidiaries	– 附屬公司	(675,048)	(485,180)
– joint ventures	– 合資企業	(66,721)	(48,519)
– associates	– 聯營公司	(369)	(525)
Gain on changes in fair value of available-for-sale investments	可供出售投資公平值變動時產生之收益	34,517	5,113
Reclassification adjustments:	重新歸類調整：		
– release from investment reserve upon disposal of available-for-sale investments	– 出售可供出售投資時轉自投資儲備	–	(350)
– release from foreign currencies translation reserves upon disposal of a subsidiary	– 出售一家附屬公司時轉自外幣兌換儲備	–	(14)
<i>Items that will not be reclassified to profit or loss:</i>	<i>不重新分類至損益表之項目：</i>		
Gain on revaluation of property transferred from property, plant and equipment to investment properties	物業、廠房及設備轉撥至投資物業時產生之物業重估收益	–	27,209
Deferred taxation arising on revaluation of property transferred from property, plant and equipment to investment properties	物業、廠房及設備轉撥至投資物業時產生之物業重估遞延稅項	–	(6,802)
Other comprehensive expense for the year	年度其他全面開支	(707,621)	(509,068)
Total comprehensive income for the year	年度全面收益總額	300,046	115,694
Total comprehensive income attributable to:	應佔全面收益總額如下：		
Owners of the Company	本公司權益持有人	224,115	60,623
Non-controlling interests	非控股股東權益	75,931	55,071
		300,046	115,694

Consolidated Statement of Financial Position

綜合財務狀況表

At 31st December, 2016 於二零一六年十二月三十一日

			2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
	Notes 附註			
Non-Current Assets		非流動資產		
Fixed assets		固定資產		
– Investment properties	15	– 投資物業	7,339,691	7,258,654
– Property, plant and equipment	16	– 物業、廠房及設備	203,893	236,467
Lease premium for land	17	土地租賃費用	33,368	42,504
Film distribution rights	18	影片發行權	4,942	5,491
Goodwill	21	商譽	33,288	33,288
Deferred tax assets	30	遞延稅項資產	364,538	317,600
Interests in associates	22	於聯營公司之權益	12,723	14,289
Interests in joint ventures	23	於合資企業之權益	175,542	1,025,781
Other receivables	36(b)	其他應收賬款	–	60,874
Available-for-sale investments	24	可供出售投資	184,115	149,598
Pledged bank deposits	37	抵押銀行存款	163,960	–
			8,516,060	9,144,546
Current Assets		流動資產		
Lease premium for land	17	土地租賃費用	5,566	5,955
Properties under development	19	發展中物業	3,203,593	3,136,392
Deposits paid for land use rights	20	土地使用權之已付訂金	368,006	1,690,407
Properties held for sale		待售物業	5,471,908	6,680,195
Trade and other receivables and prepayments	26(a)	應收貿易賬款、其他應收賬款及預付款項	613,081	484,312
Investments held for trading	25	待售投資	49,638	83,145
Inventories	26(b)	存貨	5,135	5,994
Prepaid tax		預付稅項	32,937	–
Restricted bank balance	23	受限制銀行結餘	654,519	–
Pledged bank deposits	37	抵押銀行存款	111,557	337,778
Cash and bank balances	26(d)	現金及銀行結餘	2,881,962	2,780,454
			13,397,902	15,204,632
Interest in a joint venture held for sale	23	待售一家合資企業之權益	777,783	–
			14,175,685	15,204,632
Current Liabilities		流動負債		
Trade and other payables and accruals	26(c)	應付貿易賬款、其他應付賬款及預提費用	1,304,631	1,380,007
Receipts in advance		預收款項	1,735,196	655,148
Taxation		稅項	4,119,944	4,026,295
Borrowings	29	借款	182,274	3,179,898
Amount due to a joint venture	23	應付一家合資企業款項	55,779	48,699
			7,397,824	9,290,047
Net Current Assets		流動資產淨值	6,777,861	5,914,585
Total Assets Less Current Liabilities		總資產減流動負債	15,293,921	15,059,131

Consolidated Statement of Financial Position

綜合財務狀況表

At 31st December, 2016 於二零一六年十二月三十一日

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Capital and Reserves	資本及儲備			
Share capital	股本	27	857,530	794,333
Share premium and reserves	股份溢價及儲備		10,541,522	10,474,794
Equity attributable to owners of the Company	本公司權益持有人應佔權益		11,399,052	11,269,127
Non-controlling interests	非控股股東權益		993,146	917,215
Total Equity	總權益		12,392,198	12,186,342
Non-Current Liabilities	非流動負債			
Amount due a joint venture	應付一家合資企業款項	23	—	59,680
Borrowings	借款	29	1,607,876	1,366,734
Deferred tax liabilities	遞延稅項負債	30	1,293,847	1,446,375
			2,901,723	2,872,789
			15,293,921	15,059,131

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 29th March, 2017 and are signed on its behalf by:

綜合財務報表已於二零一七年三月二十九日經由董事局批准並授權刊發，並由下列董事代表簽署：

Hsu Feng
徐 楓
Chairman
主席

Albert Tong
湯子同
Vice-chairman
副主席

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

Attributable to owners of the Company 本公司權益持有人應佔															
	Share capital	Share premium	Special reserves (a)	Capital redemption reserve (b)	Foreign currencies translation reserves	Enterprises expansion reserve (c)	Investment reserve	Share option reserve	Statutory reserve (d)	Reserve on acquisition (e)	Revaluation reserve	Retained earnings (f)	Total capital and reserves	Non-controlling interests	Total equity
	股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	特別儲備(a) HK\$'000 千港元	資本贖回儲備(b) HK\$'000 千港元	外幣兌換儲備 HK\$'000 千港元	企業發展儲備(c) HK\$'000 千港元	投資儲備 HK\$'000 千港元	購股權儲備 HK\$'000 千港元	法定盈餘儲備(d) HK\$'000 千港元	收購儲備(e) HK\$'000 千港元	重估儲備 HK\$'000 千港元	保留溢利(f) HK\$'000 千港元	資本及儲備總額 HK\$'000 千港元	非控股股東權益 HK\$'000 千港元	總權益 HK\$'000 千港元
Balance at 1st January, 2015	763,064	2,258,982	296,276	16,608	1,816,537	44,865	47,906	28,321	281,780	(49,668)	6,980	5,731,398	11,243,049	861,578	12,104,627
Exchange difference arising from translation of:															
– subsidiaries	–	–	–	–	(449,563)	–	–	–	–	–	–	–	(449,563)	(35,617)	(485,180)
– joint ventures	–	–	–	–	(48,519)	–	–	–	–	–	–	–	(48,519)	–	(48,519)
– associates	–	–	–	–	(525)	–	–	–	–	–	–	–	(525)	–	(525)
Gain on changes in fair value of available-for-sale investments	–	–	–	–	–	–	5,113	–	–	–	–	–	5,113	–	5,113
Reclassification adjustments:															
– release from investment reserve upon disposal of available-for-sale investments	–	–	–	–	–	–	(350)	–	–	–	–	–	(350)	–	(350)
– release from foreign currencies translation reserves upon disposal of a subsidiary (Note 42)	–	–	–	–	(14)	–	–	–	–	–	–	–	(14)	–	(14)
Gain on revaluation of property transferred from property, plant and equipment to investment properties	–	–	–	–	–	–	–	–	–	–	27,209	–	27,209	–	27,209
Deferred taxation arising on revaluation of property transferred from property, plant and equipment to investment properties	–	–	–	–	–	–	–	–	–	–	(6,802)	–	(6,802)	–	(6,802)
Profit for the year	–	–	–	–	–	–	–	–	–	–	–	534,074	534,074	90,688	624,762
Total comprehensive (expense) income for the year	–	–	–	–	(498,621)	–	4,763	–	–	–	20,407	534,074	60,623	55,071	115,694
Disposal of a subsidiary (Note 42)	–	–	–	–	–	–	–	–	–	–	–	–	–	566	566
Shares options lapsed	–	–	–	–	–	–	–	(28,321)	–	–	–	28,321	–	–	–
Transferred from retained earnings to statutory surplus reserve	–	–	–	–	–	–	–	–	6,885	–	–	(6,885)	–	–	–
Issue of shares under scrip dividend scheme	31,269	102,060	–	–	–	–	–	–	–	–	–	–	133,329	–	133,329
Dividend paid for 2014	–	(167,874)	–	–	–	–	–	–	–	–	–	–	(167,874)	–	(167,874)
Balance at 31st December, 2015	794,333	2,193,168	296,276	16,608	1,317,916	44,865	52,669	–	288,665	(49,668)	27,387	6,286,908	11,269,127	917,215	12,186,342

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

	Attributable to owners of the Company 本公司權益持有人應佔														
	Share capital	Share premium	Special reserves (a)	Capital redemption reserve (b)	Foreign currencies translation reserves	Enterprises expansion reserve (c)	Investment reserve	Share option reserve	Statutory surplus reserve (d)	Reserve on acquisition (e)	Revaluation reserve	Retained earnings (f)	Total capital and reserves	Non-controlling interests	Total equity
	股本	股份溢價	特別儲備(a)	資本贖回儲備(b)	外幣兌換儲備	企業發展儲備(c)	投資儲備	購股權儲備	法定盈餘儲備(d)	收購儲備(e)	重估儲備	保留溢利(f)	資本及儲備總額	股東權益	總權益
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 31st December, 2015	794,333	2,193,168	296,276	16,608	1,317,916	44,865	52,669	-	288,665	(49,668)	27,387	6,286,908	11,269,127	917,215	12,186,342
Exchange difference arising from translation of:															
- subsidiaries	-	-	-	-	(619,568)	-	-	-	-	-	-	-	(619,568)	(55,480)	(675,048)
- joint ventures	-	-	-	-	(66,721)	-	-	-	-	-	-	-	(66,721)	-	(66,721)
- associates	-	-	-	-	(369)	-	-	-	-	-	-	-	(369)	-	(369)
Gain on changes in fair value of available-for-sale investments	-	-	-	-	-	-	34,517	-	-	-	-	-	34,517	-	34,517
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	876,256	876,256	131,411	1,007,667
Total comprehensive (expense) income for the year	-	-	-	-	(686,658)	-	34,517	-	-	-	-	876,256	224,115	75,931	300,046
Transferred from retained earnings to statutory surplus reserve	-	-	-	-	-	-	-	-	20,416	-	-	(20,416)	-	-	-
Transferred from reserve on acquisition to retained earnings	-	-	-	-	-	-	-	-	-	-	-	(49,668)	-	-	-
Issue of shares under scrip dividend scheme	63,197	176,233	-	-	-	-	-	-	-	-	-	-	239,430	-	239,430
Dividend paid for 2015	-	(333,620)	-	-	-	-	-	-	-	-	-	-	(333,620)	-	(333,620)
Balance at 31st December, 2016	857,530	2,035,781	296,276	16,608	631,258	44,865	87,186	-	309,081	-	27,387	7,093,080	11,399,052	993,146	12,392,198

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

Notes:

附註：

- (a) The special reserves of the Group arose from the difference between the aggregate amount of the then share capital and share premium account of Tomson Investment Limited, the former holding company of the Group, and the nominal amount of the Company's shares issued pursuant to a scheme of arrangement in 1989.
- (a) 本集團之特別儲備為本集團先前之控股公司湯臣投資有限公司，當時股本及股份溢價賬總額與本公司於一九八九年根據一項協議計劃發行股份之面值之差額。
- (b) Capital redemption reserve arose from repurchase of shares. The amounts represent the nominal amount of the shares repurchased.
- (b) 資本贖回儲備源自回購股份。該金額為購回的股份票面價值金額。
- (c) The enterprises expansion reserve is an appropriation from retained earnings in relation to tax concession granted by the relevant government authorities. This reserve is distributable only for the future development or expansion of that company where concession is granted.
- (c) 企業發展儲備乃由有關政府機構給予稅務優惠而撥自保留溢利。此儲備之分派只可用於獲稅務優惠之公司作日後發展或擴展之用。
- (d) The statutory surplus reserve ("SSR") is an appropriation from retained earnings by subsidiaries of the Company in the Mainland of the People's Republic of China ("Mainland China"). In accordance with the Company Law of the Mainland China, the Mainland China subsidiaries of the Company are required to allocate 10% of their profit after tax to the SSR until such reserve reaches 50% of the registered capital of that subsidiary. The SSR may be converted to increase capital subject to certain restrictions set out in the Company Law of the Mainland China.
- (d) 法定盈餘儲備是本公司的中華人民共和國內地（「中國內地」）附屬公司從保留溢利提撥的款項。根據中國內地公司法，本公司的中國內地附屬公司須分配除稅後溢利的10%至法定盈餘儲備，直至該儲備金額達到該附屬公司的註冊資本的50%。法定盈餘儲備可轉換，以提高資本金額，惟須遵照中國內地公司法所載的若干限制。
- (e) Reserve on acquisition arose on acquisition of additional interests in a subsidiary, being the excess of the fair value over the carrying value of the identifiable assets, liabilities and contingent liabilities attributable to the additional interests of the subsidiary acquired on the date of acquisition. Such reserve has been transferred to retained earnings in the current year.
- (e) 於購入附屬公司之額外權益時，收購儲備之產生乃由於公平值高於收購日收購之附屬公司之額外權益之可識別資產、負債及或然負債之賬面值。有關儲備已轉撥至本年度之保留溢利。
- (f) Of the retained earnings of HK\$7,093,080,000 (2015: HK\$6,286,908,000), accumulated losses of HK\$4,727,000 (2015: retained earnings of HK\$1,008,000) and HK\$6,311,000 (2015: HK\$5,109,000) are attributable to joint ventures and associates of the Group respectively.
- (f) 於保留溢利7,093,080,000港元（二零一五年：6,286,908,000港元）中，本集團合資企業及聯營公司應佔累計虧損分別為4,727,000港元（二零一五年：保留溢利1,008,000港元）及6,311,000港元（二零一五年：5,109,000港元）。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Profit before taxation	除稅前溢利	1,759,651	1,206,806
Adjustments for:	經以下調整：		
Share of results of associates	應佔聯營公司之業績	1,202	(448)
Share of results of joint ventures	應佔合資企業之業績	(7,257)	(12,250)
Loss on disposal of a subsidiary	出售一家附屬公司之虧損	–	2,107
Interest expenses	利息開支	232,540	149,429
Depreciation of property, plant and equipment	物業、廠房及設備折舊	18,579	19,432
Amortisation of lease premium for land	土地租賃費用攤銷	5,599	6,089
Net gain on disposal of available-for-sale investments	出售可供出售投資之收益淨額	–	(361)
Impairment loss on available-for-sale investments	可供出售投資之減值虧損	–	931
Amortisation of film distribution rights	影片發行權攤銷	–	908
Impairment of film distribution rights	影片發行權減值	549	4,028
Allowance (recovery) for bad and doubtful debts, net	呆壞賬撥備(收回)淨額	1,359	(2,102)
Net loss (gain) on disposal/write off of property, plant and equipment	出售／撇銷物業、廠房及設備之虧損(收益)淨額	471	(14,510)
Gain on fair value changes of investment properties	投資物業公平值變動時產生之收益	(554,534)	(392,079)
Unrealised loss on fair value changes of investments held for trading	待售投資公平值變動時產生之未變現虧損	2,234	13,594
Interest income	利息收入	(31,462)	(34,373)
Dividends from available-for-sale investments	可供出售投資之股息收入	(30,695)	(67,338)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流	1,398,236	879,863
Decrease in properties held for sale	待售物業減少	1,619,502	1,433,539
Decrease in trade and other receivables and prepayments	應收貿易賬款、其他應收賬款及預付款項減少	39,360	14,411
Decrease (increase) in investments held for trading	待售投資減少(增加)	31,273	(87,897)
Decrease in inventories	存貨減少	467	1,538
Increase in trade and other payables and accruals	應付貿易賬款、其他應付賬款及預提費用增加	15,408	463,180
(Decrease) increase in receipts in advance	預收款項(減少)增加	(201,005)	10,100
Addition in properties under development	發展中物業增加	(145,594)	(1,492,120)
Cash from operations	經營業務產生之現金	2,757,647	1,222,614
Taxes paid	已付稅款	(509,345)	(140,856)
NET CASH FROM OPERATING ACTIVITIES	經營業務產生之現金淨額	2,248,302	1,081,758

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

	Note 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動		
Placement of pledged bank deposits	絛造已抵押銀行存款	(238,974)	(76,626)
Withdrawal of pledged bank deposits	提取已抵押銀行存款	294,778	—
Placement of restricted bank balance	絛造受限制銀行結餘	(654,519)	—
Deposit from disposal of interest in a joint venture held for sale	出售一家合資企業之權益所收取之按金	1,308,568	—
Prepayment for film distribution rights	影片發行權預付款	—	(342)
Addition in investment properties	添置投資物業	(1,021)	(376)
Purchase of property, plant and equipment	購置物業、廠房及設備	(1,912)	(17,006)
Repayment from non-controlling shareholders	償還自非控股股東之款項	121,318	29,815
Withdrawal of time deposits with original maturity over three months	提取原到期日逾三個月之定期存款	—	399,856
Interest received	已收利息	31,491	34,302
Dividends from available-for-sale investments	可供出售投資之股息收入	30,695	67,338
Dividend from a joint venture (net of withholding tax)	收取一家合資企業之股息收入(已扣除扣繳稅)	12,369	17,260
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	93	23,075
Net cash outflow of disposal of a subsidiary	出售一家附屬公司之現金流出淨額	—	(1,753)
Advance to an associate	墊付予一家聯營公司之款項	(5)	(6)
Proceeds from disposal of available-for-sale investments	出售可供出售投資之所得款項	—	730
NET CASH FROM INVESTING ACTIVITIES	投資活動產生之現金淨額	902,881	476,267
FINANCING ACTIVITIES	融資活動		
New borrowings raised	新增借款	1,256,750	1,746,130
Repayment of borrowings	償還借款	(3,752,786)	(1,644,246)
Interest paid	已付利息	(236,807)	(330,170)
Cash dividend paid	已付現金股息	(94,190)	(34,545)
Repayment to a joint venture	還款予一家合資企業	(45,515)	—
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用之現金淨額	(2,872,548)	(262,831)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目淨額增加	278,635	1,295,194
CASH AND CASH EQUIVALENTS AT 1ST JANUARY	於一月一日之現金及現金等值項目	2,780,454	1,653,957
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	外幣兌換率轉變之影響	(177,127)	(168,697)
CASH AND CASH EQUIVALENTS AT 31ST DECEMBER	於十二月三十一日之現金及現金等值項目	2,881,962	2,780,454
represented by cash and bank balances	即現金及銀行結餘		

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information of the annual report.

The principal activities of the Company and its subsidiaries (collectively the “Group”) for the year were property development and investment, hospitality and leisure business, securities trading, PVC operations as well as operation of and investment in media and entertainment business.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and by the Hong Kong Companies Ordinance.

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied the following amendments to HKFRSs issued by the HKICPA:

Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations
Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation

1. 一般資料

本公司為一家於開曼群島註冊成立之公眾有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處及主要營業地點之地址已於年報之公司資料中披露。

本公司及其附屬公司（統稱「本集團」）於本年度內之主要業務為物業發展及投資、款客及消閒業務、證券買賣、塑膠業務以及經營及投資媒體及娛樂業務。

2. 綜合財務報表編製基準

本綜合財務報表乃按照香港會計師公會頒佈之《香港財務報告準則》編製。此外，綜合財務報表亦載有聯交所《證券上市規則》（「《上市規則》」）及香港《公司條例》所規定之適用披露事項。

3. 應用新訂及經修訂《香港財務報告準則》

於本年度，本集團已採納以下由香港會計師公會頒佈之《香港財務報告準則》修訂本：

《香港財務報告準則》第11號（修訂本）	收購合資經營權益的會計處理
《香港會計準則》第1號（修訂本）	披露主動性
《香港會計準則》第16號及第38號（修訂本）	澄清可接受的折舊及攤銷方法

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012-2014 Cycle

The application of the above amendments to HKFRSs had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

The Group has not early applied the following new and amendments to HKFRSs that have been issued but are not yet effective:

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers and the related Amendments ¹
HKFRS 16	Leases ²
Amendments to HKFRS 2	Classifications and Measurement of Share-based Payment Transactions ¹
Amendments to HKFRS 4	Applying HKFRS 9 "Financial Instruments" with HKFRS 4 "Insurance Contracts" ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

3. 應用新訂及經修訂《香港財務報告準則》(續)

《香港會計準則》第16號及第41號 (修訂本)	農業：生產性植物
《香港會計準則》第27號 (修訂本)	獨立財務報表的權益會計法
《香港財務報告準則》第10號、第12號及《香港會計準則》第28號 (修訂本)	投資實體：應用綜合報表的例外情況
《香港財務報告準則》(修訂本)	二零二一年至二零一四年週期《香港財務報告準則》的年度改進

應用以上《香港財務報告準則》修訂本對本集團於本年度及過往年度之財務表現及狀況及／或該等綜合財務報表所載之披露並無重大影響。

本集團尚未提早應用以下已頒佈但尚未生效之新訂及經修訂《香港財務報告準則》：

《香港財務報告準則》第9號	金融工具 ¹
《香港財務報告準則》第15號	來自客戶合約收益和相關修訂 ¹
《香港財務報告準則》第16號	租賃 ²
《香港財務報告準則》第2號 (修訂本)	股權支付交易的分類及計量 ¹
《香港財務報告準則》第4號 (修訂本)	將《香港財務報告準則》第9號「金融工具」與《香港財務報告準則》第4號「保險合約」一併應用 ¹
《香港財務報告準則》第10號及《香港會計準則》第28號 (修訂本)	投資者與其聯營公司或合資企業間資產出售或投入 ³

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendments to HKAS 7	Disclosure Initiative ⁴
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ⁴
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014-2016 Cycle ⁵

- ¹ Effective for annual periods beginning on or after 1st January, 2018
- ² Effective for annual periods beginning on or after 1st January, 2019
- ³ Effective for annual periods beginning on or after a date to be determined
- ⁴ Effective for annual periods beginning on or after 1st January, 2017
- ⁵ Effective for annual periods beginning on or after 1st January, 2017 or 1st January, 2018, as appropriate

HKFRS 9 introduced new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

All recognised financial assets that are within the scope of HKFRS 9 are subsequently measured at either amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, under HKFRS 9, the Group may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held-for-trading) in other comprehensive income, with only dividend income generally recognised in the consolidated statement of profit or loss.

3. 應用新訂及經修訂《香港財務報告準則》(續)

《香港會計準則》第7號 (修訂本)	披露主動性 ⁴
《香港會計準則》第12號 (修訂本)	就未變現虧損確認遞延稅項資產 ⁴
《香港財務報告準則》 (修訂本)	二零一四年至二零一六年週期《香港財務報告準則》的年度改進 ⁵

- ¹ 於二零一八年一月一日或其後開始之年度期間生效
- ² 於二零一九年一月一日或其後開始之年度期間生效
- ³ 於將釐定之日期或其後開始之年度期間生效
- ⁴ 於二零一七年一月一日或其後開始之年度期間生效
- ⁵ 適用於二零一七年一月一日或二零一八年一月一日或其後開始之年度期間生效

《香港財務報告準則》第9號引入了有關財務資產、財務負債、一般套期會計和財務資產減值的分類及計量之新規定。

《香港財務報告準則》第9號範疇內之所有已確認之財務資產，其後均按攤銷成本或公平值計量。具體而言，根據商業模式以收取合約現金流量為目的而持有的債務投資，及僅為支付本金及未償還本金之利息而產生合約現金流量之債務投資，一般於其後的會計期末按攤銷成本計量。股本投資於其後的會計期末按其公平值計量。此外，根據《香港財務報告準則》第9號，本集團可在不可撤回之情況下選擇在其他全面收益中呈列權益投資的其後公平值變動（待售投資除外），並一般只在綜合損益表中確認股息收入。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39 “Financial Instruments: Recognition and Measurement”. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

The Directors of the Company anticipate that the application of HKFRS 9 in the future may affect the classification and measurement of the Group’s available-for-sale investments, including those currently stated at cost less impairment, which will either be measured as fair value through profit or loss or be designated as fair value through other comprehensive income (subject to fulfillment of the designation criteria). In addition, the expected credit loss model may result in early provision of credit losses which are not yet incurred in relation to the Group’s financial assets measured at amortised cost. However, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed. Regarding the Group’s other financial assets and financial liabilities, it is unlikely to have a significant impact on the consolidated financial statements.

HKFRS 15 was issued to establish a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related interpretations when it becomes effective.

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

3. 應用新訂及經修訂《香港財務報告準則》(續)

就財務資產之減值而言，與《香港會計準則》第39號「金融工具：確認及計量」項下按已產生信貸虧損模式計算相反，《香港財務報告準則》第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損。

本公司董事預期本集團於未來應用《香港財務報告準則》第9號可能對本集團之可供出售投資的分類及計量造成影響（包括目前按成本扣除減值列賬者），可按公平值計入損益或指定為按公平值計入其他全面收益（須待達成指定標準）計量。此外，預期信貸虧損模式可能導致對本集團按攤銷成本計量的財務資產尚未產生的信貸虧損作出提早撥備。然而，本集團未能提供此等影響的合理估計，直到完成詳細評估後。對於本集團其他財務資產及財務負債，應用該準則對綜合財務報告產生重大影響之機會甚低。

《香港財務報告準則》第15號已頒佈以制定一項單一全面模式供實體用作將自客戶合約所產生之收益入賬。於《香港財務報告準則》第15號生效後，其將取代現時載於《香港會計準則》第18號「收入」、《香港會計準則》第11號「建築合約」及相關詮釋之收入確認指引。

《香港財務報告準則》第15號之核心原則為描述實體確認向客戶轉讓承諾貨品或服務之收入款項，應為能反映該實體預期就交換貨品或服務所有權獲得之代價。具體而言，該準則引入五個確認收入之步驟：

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent consideration, as well as licensing application guidance.

The application of HKFRS 15 is not expected to have a material impact on the timing and amounts of revenue recognised in respect of the Group’s sales of properties based on the assessment on the existing contracts with customers. However, the application of HKFRS 15 in the future may have an impact should the Group’s contracts with customers in respect of sales of properties involve other additional terms and conditions. In addition, the Directors of the Company anticipate that the application of HKFRS 15 in the future may result in more disclosures.

3. 應用新訂及經修訂《香港財務報告準則》(續)

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：於實體完成履約責任時確認收入

根據《香港財務報告準則》第15號，實體於完成履約責任時確認收入，即於特定履約責任相關之商品或服務之「控制權」轉讓予客戶時。《香港財務報告準則》第15號已就特別情況之處理方法加入更明確指引。此外，《香港財務報告準則》第15號規定作出更詳盡之披露。

於二零一六年，香港會計師公會頒佈對《香港財務報告準則》第15號之澄清，內容有關識別履約責任、主事人與代理人的考慮及許可證應用指引。

根據與現有客戶之合約評估，應用《香港財務報告準則》第15號不會對確認收益的時間性及金額產生重大影響。然而，若本集團與客戶在物業銷售方面的合約涉及其他附加條款和條件，則日後應用《香港財務報告準則》第15號時將會有影響。此外，本公司董事預期，於日後應用《香港財務報告準則》第15號，須作出更多披露。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 “Leases” and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for own use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Upon application of HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows by the Group.

Under HKAS 17, the Group has already recognised prepaid lease payments for leasehold lands where the Group is a lessee. The application of HKFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-to-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

3. 應用新訂及經修訂《香港財務報告準則》(續)

《香港財務報告準則》第16號就識別租賃安排和出租人和承租人的會計處理引入全面的模式。《香港財務報告準則》第16號將於生效時取代《香港會計準則》第17號「租賃」及相關詮釋。

《香港財務報告準則》第16號根據所識別的資產是否由客戶控制而區分租賃和服務合同。就承租人會計而言，經營租賃和融資租賃的區分已予剔除，取而代之的模式是承租人對所有租賃必須確認使用權資產和相應負債，但短期租賃和低價值資產的租賃除外。

使用權資產按成本進行初始計量，並隨後按成本（某些例外情況除外）減去累計折舊和減值虧損計量，並對租賃負債的任何重新計量進行調整。租賃負債最初是以該日未支付的租賃付款額的現值計量。隨後，因應利息和租賃付款以及租賃修訂的影響等而對租賃負債進行調整。對於現金流量分類，本集團目前將有關自用的租賃土地和分類為投資物業的首付預付租賃付款呈列作為投資現金流量，而其他經營租賃付款則呈列作經營現金流量。在應用《香港財務報告準則》第16號，本集團有關租賃負債的租賃付款將分為本金及利息部份，分別列作融資現金流量。

根據《香港會計準則》第17號的規定，本集團已就本集團作為承租人的租賃土地確認預付租賃款項。應用《香港財務報告準則》第16號或會導致該等資產的分類發生改變，此取決於本集團是否單獨呈列相應相關資產，或在呈列相應相關資產（若有關資產由集團擁有）的同一項目內呈列。

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

In contrast to lessee accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by HKFRS 16.

A preliminary assessment indicates that the operating lease arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of HKFRS 16 may result in changes in measurement, presentation and disclosure in the Group's consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the financial effect until the Directors of the Company complete a detailed review.

The Directors of the Company anticipate that the application of other new and amendments to HKFRSs will have no material impact on the results and the financial position of the Group.

4. SIGNIFICANT ACCOUNTING POLICIES

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

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3. 應用新訂及經修訂《香港財務報告準則》(續)

相對於承租人會計，《香港財務報告準則》第16號實質上沿用《香港會計準則》第17號的出租人會計規定，並繼續要求出租人將租賃劃分為經營租賃或融資租賃。

此外，《香港財務報告準則》第16號要求廣泛披露。

初步評估顯示，經營租賃安排將符合《香港財務報告準則》第16號項下租賃的定義，因此，本集團將確認使用權資產及有關所有該等租賃的相應負債，除非於應用《香港財務報告準則》第16號後符合低價值或短期租賃。此外，應用《香港財務報告準則》第16號可能導致本集團綜合財務報表的計量、呈列及披露出現變動。然而，於本公司董事完成詳細檢討前，無法對財務影響作合理估計。

本公司董事預期應用其他新訂及經修訂《香港財務報告準則》對本集團之業績及財務狀況並無重大影響。

4. 主要會計政策

如下列之會計政策所述，本綜合財務報表乃按照歷史成本基準編製，惟投資物業及若干金融工具按公平值計算除外。

歷史成本一般根據貨物及服務交換所得代價之公平值而釐定。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

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

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

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

4. 主要會計政策 (續)

公平值為於計量日期市場參與者按有序交易出售一項資產而將收取或轉移一項負債而將支付之價格，而不論該價格是否可直接觀察或須運用另一種估值技術作出估計。倘市場參與者於計量日期對資產或負債定價時會考慮資產或負債之特點，則本集團於估計資產或負債之公平值時將考慮該等特點。此等綜合財務報表中作計量及／或披露用途之公平值乃按此基準釐定，惟屬於《香港財務報告準則》第2號「股權支付」範圍之股權支付之交易、屬於《香港會計準則》第17號範圍之租賃交易，以及與公平值有部份類似地方但並非公平值之計量（如《香港會計準則》第2號「存貨」之可變現淨值或《香港會計準則》第36號「資產減值」之使用價值）則除外。

非財務資產之公平值計量乃經計及一名市場參與者透過使用其資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

此外，就財務報告而言，按公平值計量之輸入數據之可觀察程度及公平值計量之輸入數據對其整體之重要性而定，公平值計量可分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據乃實體於計量日期可以取得之相同資產或負債於活躍市場中所報未經調整價格；
- 第二級輸入數據乃除第一級計入之報價外，就資產或負債可直接或間接觀察之輸入數據；及
- 第三級輸入數據乃資產或負債之非可觀察輸入數據。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

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

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss from the date of the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

All significant inter-group transactions, balances, income and expenses are eliminated on consolidation.

Profit or loss and each item of total comprehensive income are attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

4. 主要會計政策 (續)

綜合基準

綜合財務報表包括本公司及本公司所控制實體（其附屬公司）之財務報表。本公司在下列情況下擁有控制權：

- 擁有對被投資方之權力；
- 因參與被投資方之營運而對其可變回報之風險或權利；及
- 擁有對被投資方使用其權力影響其回報之能力。

倘有事實及情況顯示上述三項控制因素中有一項或以上出現變動，則本集團會重新評估其是否對被投資方擁有控制權。

當本集團取得對附屬公司之控制權時開始對其綜合入賬，並當本集團喪失對附屬公司之控制權時對其終止綜合入賬。於年內收購或出售附屬公司之業績自本集團取得附屬公司控制權之日期起直至本集團不再控制附屬公司之日止於綜合損益表內列賬。

倘有需要，本集團會對附屬公司之財務報表作出調整，使其會計政策與本集團其他成員公司所採用者保持一致。

本集團內公司之間所有重要交易、結餘、收入及開支均於綜合計算時撇銷。

損益及每項全面收益總額會分配予本公司擁有人及非控股股東權益，即使此舉將導致非控股股東權益金額為負數。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Basis of consolidation (Continued)

Changes in the Group's ownership interests in existing subsidiaries

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

Goodwill

Goodwill arising on an acquisition of net assets and operations of another entity for which the agreement date is before 1st January, 2005 represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of the relevant acquiree at the date of acquisition.

From 1st January, 2005 onward, the Group will carry goodwill at cost less any accumulated impairment losses.

Capitalised goodwill arising on an acquisition of a business is presented separately in the consolidated statement of financial position.

4. 主要會計政策 (續)

綜合基準 (續)

本集團對現有附屬公司擁有權權益之變動

本集團對現有附屬公司擁有權權益之變動如並無導致本集團失去對該等附屬公司之控制權，將作為權益交易入賬。本集團之權益及非控股股東權益之賬面值已予以調整，以反映彼等於附屬公司之相關權益之變動。非控股股東權益所調整之金額與所付代價之公平值兩者之間的任何差額，均直接於權益確認並歸屬本公司擁有人。

商譽

因收購另一實體的淨資產及業務產生的商譽（收購之協議日期為二零零五年一月一日前），乃指收購成本於收購日超出本集團應佔有關被收購公司之可識別資產及負債的公平值權益。

自二零零五年一月一日開始，本集團將商譽按成本減任何累計減值虧損入賬。

收購業務所產生的資本化商譽在綜合財務狀況表分開呈列。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Goodwill (Continued)

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the consolidated statement of profit or loss. An impairment loss for goodwill is not reversed in subsequent periods.

On subsequent disposal of the relevant cash-generating unit, the attributable amount of goodwill capitalised is included in the determination of the amount of profit or loss on disposal.

4. 主要會計政策 (續)

商譽 (續)

就減值測試而言，因收購產生之商譽會分配至預期自收購所產生協同效益之各有關現金產生單位或多個現金產生單位。商譽所分配之現金產生單位會每年進行減值測試，及於有跡象顯示該單位可能出現減值時進行減值測試。就於財政年度因收購產生之商譽而言，商譽所分配之現金產生單位會於該財政年度結束前進行減值測試。倘現金產生單位之可收回數額少於其賬面值，則減值虧損會先用作減低任何分配至該單位之商譽之賬面值，其後則按該單位內各項資產賬面值之比例分配至該單位之其他資產。任何商譽減值虧損乃直接於綜合損益表內確認，商譽減值虧損不會於往後期間撥回。

於往後出售相關現金產生單位時，其應佔資本化商譽金額會計入以釐定出售之損益金額。

4. SIGNIFICANT ACCOUNTING POLICIES

*(Continued)***Interests in associates and joint ventures**

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

The associate’s and joint venture’s financial statements used for the application of equity method of accounting are prepared using uniform accounting policies with the Group for transactions and events in similar circumstances. Where necessary, adjustments are made to the financial statements of the associate and joint venture to bring their accounting policies into line with those used in the Group’s consolidated financial statements.

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

4. 主要會計政策 (續)

於聯營公司及合資企業之權益

聯營公司及合資企業之業績及資產與負債以會計權益法計入此等綜合財務報表內，惟當投資獲分類為持有待售則除外，在此情況下，則根據《香港財務報告準則》第5號「持作待售之非流動資產及已終止經營業務」入賬。根據權益法，於聯營公司或合資企業之投資乃按成本於綜合財務狀況表列賬，並於隨後作出調整，以確認本集團應佔聯營公司或合資企業之損益及其他全面收益減任何已識別減值虧損。當本集團應佔聯營公司或合資企業之虧損超出於該聯營公司或合資企業之權益（包括任何實際為本集團於該聯營公司或合資企業之淨投資部份之任何長期權益）時，本集團將終止確認其應佔之進一步虧損。倘本集團須向聯營公司或合資企業承擔法律或推定義務，或須代其支付款項，方會確認額外虧損。

應用會計權益法編製聯營公司及合資企業之財務報表時，本集團在處理類似情況下交易及事件時採用統一會計政策。倘有需要，會對聯營公司及合資企業之財務報表作出調整，使其會計政策與於本集團綜合財務報表中所採用者保持一致。

《香港會計準則》第39號之規定被應用以釐定是否需要就本集團於聯營公司或合資企業之投資確認任何減值虧損。於需要時，該項投資之全部賬面值（包括商譽）會根據《香港會計準則》第36號以單一資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公平值減出售成本的較高者）與其賬面值。任何已確認的減值虧損構成該項投資的賬面值之一部份。有關減值虧損的任何撥回乃於該項投資之可收回金額其後增加的情況下根據《香港會計準則》第36號確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Interests in associates and joint ventures (Continued)

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in the consolidated statement of profit or loss. When a group entity transacts with an associate or a joint venture of the Group, profits or losses are eliminated to the extent of the Group's interest in the relevant associate or joint venture.

When the Group ceases to have significant influence over an associate or a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate or joint venture and the retained interest is a financial asset within the scope of HKAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest, and any proceeds from the disposal is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

4. 主要會計政策 (續)

於聯營公司及合資企業之權益 (續)

本集團應佔可識別資產、負債及或然負債之公平淨值超出收購成本之差額(重估後)即時於綜合損益表內確認。當一集團實體與本集團聯營公司或合資企業進行交易時,溢利或虧損會以本集團於相關聯營公司或合資企業之權益予以撇銷。

當本集團對聯營公司或合資企業不再有重大影響時,則入賬列為出售該被投資公司之全數權益,產生之收益或虧損於損益中確認。當本集團保留於前聯營公司或合資企業的權益及該保留權益為一項《香港會計準則》第39號範圍內之財務資產,則本集團按於該日的公平值計量該保留權益,而該公平值乃視為其初步確認時的公平值。聯營公司或合資企業之賬面值及任何保留權益之公平值與任何出售所得款項之差額,以釐定出售該聯營公司或合資企業之收益或虧損。此外,本集團會將先前在其他全面收益就該聯營公司或合資企業確認之所有金額入賬,基準與該聯營公司或合資企業直接出售相關資產或負債所需基準相同。因此,倘該聯營公司或合資企業先前已於其他全面收益確認之收益或虧損,會於出售相關資產或負債時重新分類至損益。本集團會於終止採用權益法時將收益或虧損由權益重新分類至損益(作為重新分類調整)。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Non-current assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

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

When the Group is committed to a sale plan involving disposal of an investment, or a portion of an investment, in an associate or joint venture, the investment or the portion of the investment that will be disposed of is classified as held for sale when the criteria described above are met, and the Group discontinues the use of the equity method in relation to the portion that is classified as held for sale from the time when the investment (or a portion of the investment) is classified as held for sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

4. 主要會計政策 (續)

待售非流動資產

倘非流動資產及出售組別之賬面值將主要透過出售交易（而非透過持續使用）收回，則有關非流動資產及出售組別會分類為待售。僅當資產（或出售組別）可於其現況下即時出售及僅根據有關資產（或出售組別）之一般及依照慣例之出售條款以及其出售具甚高之可能性時，方會視為符合本條件。管理層須致力促成出售，且預期由分類日期起計一年內符合資格確認為已完成之出售。

當本集團致力進行涉及失去附屬公司控制權之出售計劃時，假如符合上述條件，不論本集團是否將於出售後於其前附屬公司保留非控股權益，該附屬公司之全部資產及負債均會分類為待售。

當本集團承諾進行涉及出售於聯營公司或合資企業之投資或部分投資之出售計劃，倘符合上述條件，將予出售之該項投資或部分投資分類為待售，而本集團將由投資（或其部分）分類為待售之時起，不再就該分類為待售之部分使用權益法。

分類為待售之非流動資產（及出售組別）按其以往賬面金額與公平值減出售成本之較低者計量。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments

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

Financial assets

The Group's financial assets are classified into one of the three categories, including financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace are recognised and derecognised on a trade date basis.

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments.

4. 主要會計政策 (續)

金融工具

財務資產及財務負債乃當集團實體成為金融工具合約條文之訂約方時確認。財務資產及財務負債初步按公平值計算。因收購或發行財務資產及財務負債而直接產生之交易成本（不包括按公平值計入損益之財務資產），於初次確認時按適用情況加入或扣減自該等財務資產或財務負債之公平值。因收購按公平值計入損益之財務資產或財務負債而直接產生之交易成本即時於綜合損益表中確認。

財務資產

本集團之財務資產可分為三種類別，包括按「公平值計入損益之財務資產」、「貸款及應收賬款」及「可供出售財務資產」。分類取決於財務資產之性質及目的並於初次確認時予以釐定。所有財務資產之日常買賣須根據市場規則或慣例確立之時間內交付財務資產，該等買賣乃按交易日基準確認及取消確認。

實際利率法

實際利率法乃計算債務工具之攤銷成本及按有關期間攤分利息收入之方法。實際利率指按債務工具預計可使用年期或較短期間（如適用），將估計日後現金收入（包括所有所支付或所收取能構成整體實際利率之費用、交易成本及其他所有溢價或折讓）準確貼現至初步確認時之賬面淨值之利率。

債務工具之利息收入乃按實際利率基準確認。

4. SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Financial instruments** *(Continued)***Financial assets** *(Continued)***Financial assets at fair value through profit or loss**

The Group's financial assets at fair value through profit or loss are investments held for trading. The Group classified such financial assets as held for trading investments as they have been acquired principally for the purpose of selling in the near future.

Subsequent to initial recognition, the financial assets at fair value through profit or loss are measured at fair value, with changes in fair value arising from remeasurement recognised directly in the consolidated statement of profit or loss in the period in which they arise. The net gain or loss recognised in the consolidated statement of profit or loss includes any dividend or interest earned on the financial assets.

Loans and receivables

Loans and receivables (including trade and other receivables, pledged bank deposits, restricted bank balance, cash and bank balances, amounts due from associates and a joint venture) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses.

Objective evidence of impairment for a portfolio of receivables could include that Group's past experience of collecting payments, significant financial difficulty of the issuer or counterparty, default or delinquency in interest or principal payments, the borrower being probable to enter bankruptcy or financial re-organisation, observable changes in national or local economic conditions that correlate with default on receivables.

4. 主要會計政策 (續)**金融工具 (續)****財務資產 (續)****按公平值計入損益之財務資產**

本集團之「按公平值計入損益之財務資產」為待售投資。本集團將主要作短期出售而購入之財務資產分類為待售投資。

於初次確認後，按公平值計入損益之財務資產乃按公平值計量，而因重新計量而產生之公平值變動於產生期間內直接於綜合損益表中確認。於綜合損益表確認之盈虧淨額包括財務資產所賺取之任何股息或利息。

貸款及應收賬款

「貸款及應收賬款」（包括應收貿易賬款及其他應收賬款、抵押銀行存款、受限制銀行結餘、現金及銀行結餘、聯營公司及合資企業欠款）為附帶固定或可釐定付款之非衍生性質財務資產，且並無在活躍市場報價。於初次確認後，貸款及應收賬款採用實際利率法以其攤銷成本計算，減任何已識別減值虧損列賬。

應收賬款組合之客觀減值證據可包括本集團過往收款記錄、發行人或交易對手之重大財務困難、拖欠或逾期未付利息或本金、借款人可能破產或進行財務重組、以及全國或地區經濟狀況出現與拖欠應收賬款相關之可觀察變化。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Loans and receivables (Continued)

An impairment loss is recognised in the consolidated statement of profit or loss when there is objective evidence that the loans and receivables are impaired, and is measured as the difference between the carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amounts of the loans and receivables are reduced by the impairment loss directly with the exception of trade and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in the consolidated statement of profit or loss. When trade and other receivables are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to the consolidated statement of profit or loss.

Impairment losses are reversed in subsequent periods when an increase in the recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to a restriction that the carrying amount of the loans and receivables at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, held-for-maturity investments and loans and receivables.

4. 主要會計政策 (續)

金融工具 (續)

財務資產 (續)

貸款及應收賬款 (續)

當客觀證據出現顯示貸款及應收賬款出現減值時，需於綜合損益表中確認減值虧損，減值虧損為賬面值與估計未來現金流量以原實際利率貼現之現值間之差異。

減值虧損會直接於貸款及應收賬款之賬面值扣減，惟應收貿易賬款及其他應收賬款除外，其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於綜合損益表確認。當應收貿易賬款及其他應收賬款被視為不可收回時，其將於撥備賬內撇銷。如其後收回之前已撇銷的款項，將計入綜合損益表內。

當能客觀地確實可收回金額增加與已確認減值後所發生之事件有關時，則減值虧損會於隨後期間撥回，惟該貸款及應收賬款於撥回減值之日之賬面值不得超出未確認減值時之已攤銷成本。

可供出售財務資產

「可供出售財務資產」為非衍生項目，其須指定為可供出售財務資產或未歸類為「按公平值計入損益之財務資產」、「持有至到期之投資」以及「貸款及應收賬款」。

4. SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Financial instruments** *(Continued)***Financial assets** *(Continued)***Available-for-sale financial assets** *(Continued)*

Available-for-sale financial assets are measured at fair value at the end of the reporting period. Changes in fair value are recognised in other comprehensive income and accumulated in investment reserve, until the financial asset is disposed of or is determined to be impaired, at which time, the cumulative gain or loss previously accumulated in investment reserve is reclassified to the consolidated statement of profit or loss.

A significant or prolonged decline in the fair value of an available-for-sale equity investment below its cost is considered to be objective evidence of impairment. Any impairment losses on available-for-sale financial assets are recognised in the consolidated statement of profit or loss. Impairment losses on available-for-sale equity investments will not reverse in the consolidated statement of profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised in other comprehensive income and accumulated in investment reserve.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less any identified impairment losses at the end of the reporting period. An impairment loss is recognised in the consolidated statement of profit or loss when there is objective evidence that the asset is impaired. The amount of the impairment loss is measured as the difference between the carrying amount of the asset and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses will not reverse in subsequent periods.

4. 主要會計政策 (續)**金融工具 (續)****財務資產 (續)****可供出售財務資產 (續)**

於報告期末，可供出售財務資產按公平值計算。公平值之變動於其他全面收益內確認並於投資儲備內累算，直至該財務資產被出售或被釐定有所減值，屆時過往於投資儲備內累算之收益或虧損會重新分類計入綜合損益表。

可供出售股本投資的公平值若出現大幅或持續下降至低於成本，則被視為客觀的減值證據。「可供出售財務資產」之任何減值虧損需於綜合損益表中確認。可供出售股本投資之減值虧損將不會於以後期間於綜合損益表撥回。減值虧損後公平值之任何增加會於其他全面收益內確認並於投資儲備內累算。

在活躍市場並無市場報價且未能可靠衡量公平值之可供出售股本投資，於報告期末按成本減任何已識別減值虧損計算。當有客觀證據證明該資產出現減值，則減值虧損計入綜合損益表。減值虧損金額以資產賬面值與按類近財務資產現行市場回報率貼現之估計日後現金流量現值之差額計算。該等減值虧損不會於其後期間撥回。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments *(Continued)*

Financial liabilities and equity instruments

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

The Group's financial liabilities including trade and other payables, amounts due to joint ventures and borrowings are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

Repurchase of the Company's own equity instrument is recognised and deducted directly in share capital for par value and in share premium for total amount paid in excess of par value. The same amount recognised in share capital will be transferred from retained earnings to capital redemption reserve. No gain or loss is recognised in consolidated statement of profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

4. 主要會計政策 (續)

金融工具 (續)

財務負債及股本工具

由集團實體發行之財務負債及股本工具乃根據已訂立合約安排之性質，與財務負債及股本工具之定義分類。

股本工具乃任何可證明本集團資產中擁有剩餘權益（經扣除其所有負債後）之合約。

本集團財務負債包括應付貿易賬款及其他應付賬款、應付合資企業款項以及借款，其後採用實際利率法以攤銷成本計算。

股本工具

由本公司發行之股本工具按收取之款項扣除直接發行成本入賬。

購回本公司本身之股本工具乃直接於股本按面值確認及扣除，並於股份溢價按已付總額超出面值之差額確認及扣除。於股本確認之同一金額將自保留溢利轉撥至資本贖回儲備。購買、出售、發行或註銷本公司本身股本工具時不會於綜合損益表內確認盈虧。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Effective interest method

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

Interest expense is recognised on an effective interest basis for debt instruments.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at fair value through profit or loss, are subsequently measured at the higher of:

- (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and
- (ii) the amount initially recognised less, where appropriate, cumulative amortisation recognised over the guarantee period.

4. 主要會計政策 (續)

金融工具 (續)

財務負債及股本工具 (續)

實際利率法

實際利率法乃計算財務負債之攤銷成本及按有關期間攤分利息開支之方法。實際利率指於初步確認時按財務負債預計年期或較短期間(如適用)將估計日後現金付款(包括實際利率組成部份之所有已付或已收費用、交易成本及其他溢價或折讓)準確貼現至賬面淨值之利率。

利息開支乃按債務工具之實際利率基準確認。

財務擔保合約

財務擔保合約乃規定發行人向持有人支付指定金額，以補償持有人由於指定債務人未能根據債務工具條款於到期時履行付款而蒙受之損失。

本集團發出之財務擔保合約初步按其公平值計量，且倘有關財務擔保合約並非指定為按公平值計入損益，則其後乃按以下各項較高者計量：

- (i) 合約責任金額(根據《香港會計準則》第37號「撥備、或然負債及或然資產」釐定)；及
- (ii) 初步確認金額減(如適用)擔保期內確認之累計攤銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Financial instruments (Continued)

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in the consolidated statement of profit or loss.

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

Impairment losses other than goodwill and financial assets

At the end of the reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. Recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

4. 主要會計政策 (續)

金融工具 (續)

取消確認

當資產收取現金之權利已屆滿時取消確認。於取消確認財務資產時，資產賬面值與已收及應收代價及已直接於其他全面收益確認之累計損益之總和之差額，將於綜合損益表中確認。

財務負債於有關合約訂明的責任獲解除、取消或屆滿時取消確認。取消確認之財務負債賬面值與已付及應付代價之差額乃於綜合損益表中確認。

減值虧損 (商譽及財務資產除外)

於報告期末，本集團審核其資產之賬面值以確定該等資產是否出現減值虧損跡象。可收回金額為公平值減銷售成本與使用價值兩者之較高者。若估計某項資產之可收回金額低於其賬面值時，則該項資產之賬面值將調低至其可收回金額。減值虧損將即時確認為開支。

若隨後撥回減值虧損，則該項資產之賬面值將增至調整後之估計可收回金額，惟此增加之賬面值不得超過以往年度確認減值虧損前已釐定之賬面值。減值虧損撥回將即時確認為收入。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

On initial recognition, investment properties are measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values using the fair value model. Gains or losses arising from changes in the fair value of investment property are included in the consolidated statement of profit or loss for the period in which they arise.

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

Property, plant and equipment

Property, plant and equipment, including leasehold land and buildings held for use in the production or supply of goods or services, or for administrative purposes other than construction work-in-progress, are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Construction work-in-progress is stated at cost less any identified impairment loss. When the construction is completed and the asset is available for use, the related cost is transferred to appropriate category of property, plant and equipment and depreciated in accordance with the following policy.

4. 主要會計政策 (續)

投資物業

投資物業指持作賺取租金及／或資本增值之物業。

於初次確認時，投資物業按成本（包括任何直接應佔費用）計算。於初次確認後，投資物業乃採用公平值模式按彼等之公平值計算。在投資物業公平值變動時產生之收益或虧損計入其產生期間內之綜合損益表中。

投資物業於出售後或永久不再使用或預期不能從出售中獲取未來經濟利益時取消確認。取消確認資產後，產生之任何損益（根據資產出售所得款項淨額與賬面值之差額計算）會在該項目取消確認之年度內計入綜合損益表中。

物業、廠房及設備

物業、廠房及設備，包括就生產或供應貨物或服務或作行政用途而持有之租賃土地及樓宇（在建工程除外）乃以成本值減累計折舊及累計減值虧損（如有）列賬。

在建工程按成本值減去任何已識別之減值虧損入賬。當工程完成後及該資產可投入使用時，有關成本則按適當類別撥入物業、廠房及設備，並按以下政策作折舊撥備。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Property, plant and equipment (Continued)

Depreciation is provided to write off the cost of the assets other than construction work-in-progress less their estimated residual value over their estimated useful lives by equal annual instalments at the following rates per annum:

Leasehold land and buildings	2% to 4% or over the terms of the relevant lease
Plant and equipment	4% to 13%
Furniture, fixtures and equipment and motor vehicles	18% to 40%

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained earnings.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of profit or loss in the year in which the item is derecognised.

Properties held for sale/properties under development (current asset)

Properties held for sale/properties under development (current asset) are stated at the lower of cost/deemed cost and estimated net realisable value. Properties under development which are intended for sale in the ordinary course of business upon completion are classified as current assets.

Properties transferred from investment properties to properties held for sale are stated at deemed cost on date of transfer.

4. 主要會計政策 (續)

物業、廠房及設備 (續)

除在建工程以外，資產的折舊乃按其估計可使用年期，以每年相等的數額分期撇銷超出其估計殘值之成本值，年率如下：

租賃土地及樓宇	2%至4%或有關租賃之年期
廠房及設備	4%至13%
傢俱、裝置和設備及車輛	18%至40%

倘物業、廠房及設備項目可證明其用途已不再自用而改變成為投資物業，該項目於轉撥日期之賬面值與其公平值之任何差額於其他全面收益內確認，並於重估儲備累計。倘資產其後出售或報廢，相關重估儲備將直接轉撥至保留溢利。

物業、廠房及設備項目於出售或預期持續使用該資產不會產生未來經濟利益時，該項目會被取消確認。在取消確認資產時所產生之任何盈虧（根據資產出售所得款項淨額與賬面值之差額計算）會在該項目被取消確認之年度內計入綜合損益表中。

待售物業／發展中物業（流動資產）

待售物業／發展中物業（流動資產）以成本值／視作成本值及估計可變現淨值兩者中之較低者列賬。擬於竣工後作日常業務中出售的發展中物業分類為流動資產。

自投資物業轉撥至待售物業之物業於轉撥日以視作成本值入賬。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when 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 the consolidated statement of profit or loss in the year in which they are incurred.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discount.

Revenue is recognised when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities, as described below.

When properties are developed for sale, income is recognised only when the respective properties have been completed and delivered to the buyers. Payments received from purchasers prior to this stage are recorded as receipts in advance under current liabilities.

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

4. 主要會計政策 (續)

借貸成本

因收購、建築或生產合資格資產直接產生之借貸成本，會資本化作該等資產之部份成本。當資產大致上可作原定用途或銷售時，即停止將借貸成本資本化。特定借貸用於合資格資產之前作為短暫投資所賺取之投資收入於撥作資本之借貸成本中扣除。

所有其他借貸成本均計入在其產生之年度內的綜合損益表中。

收入確認

收入是按已收或應收代價的公平值計算，即於日常業務過程中所出售的貨品及提供服務扣除折扣後之應收賬款。

當未來經濟利益可能流入本集團，而收入數額能可靠地計量，且符合以下本集團各業務的特定準則時確認收入。

待售物業之收入須在各物業竣工及交付買家時，始行確認入賬。此階段前買家所支付的款項概列於流動負債項下作預收款項。

財務資產（不包括按公平值計入損益之財務資產）之利息收入乃以時間為基準，按未償還本金及適用之實際利率計提，而實際利率為於初步確認時透過財務資產預計年期將估計日後現金收入準確貼現至該資產賬面淨值之利率。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Revenue recognition (Continued)

Revenue from sale of goods is recognised when the goods are delivered and title has passed.

Revenue from provision of services is recognised when the services are rendered.

Sales of investments held for trading is recognised on a trade date basis.

Property management fee income is recognised on an appropriate basis over the relevant period in which the services are rendered.

Rental income under operating leases is recognised on a straight-line basis over the terms of the relevant lease.

Revenue from media and entertainment events organised by co-investors is recognised, when the events are completed and the revenue is agreed with co-investors.

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

Foreign currencies

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

4. 主要會計政策 (續)

收入確認 (續)

出售貨品之收入在貨品交付及所有權轉移時入賬。

從提供服務所得的收入，在提供服務時入賬。

出售待售投資按銷售日期基準確認。

物業管理費收入按適當的基準，在有關期間內提供服務時入賬。

經營租賃下之租金收入以直線法按有關租約年期確認。

共同投資者舉辦的媒體及娛樂項目的收入，在項目完成後該收入與共同投資者協定時確認。

來自投資之股息收入在本集團獲得收取付款之權利時入賬。

外幣

於編製各集團實體之財務報表時，以該實體之功能貨幣以外之貨幣（外幣）進行之交易乃按交易日期之適用匯率折算以相關功能貨幣（即該實體經營業務之主要經濟環境之貨幣）記錄。於報告期末，以外幣列值之貨幣項目按該日期之適用匯率重新換算。按公平值入賬及以外幣結算之非貨幣項目按公平值釐定當日之適用匯率重新換算。以外幣過往成本計算之非貨幣項目毋須重新換算。

4. SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Foreign currencies** *(Continued)*

Exchange differences on monetary items are recognised in consolidated statement of profit or loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars ("HKD")) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (foreign currencies translation reserves). Such exchange differences are reclassified in the consolidated statement of profit or loss in the period in which the foreign operation is disposed of.

Taxation

Taxation represents the sum of the tax currently payable and deferred tax.

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

4. 主要會計政策 (續)**外幣 (續)**

貨幣項目之匯兌差額乃於其產生期間於綜合損益表確認，惟應收或應付海外業務而結算並無計劃亦不可能發生（因此構成海外業務投資淨額之一部分）之貨幣項目之匯兌差額除外，該等匯兌差額初步於其他全面收益內確認，並於償還貨幣項目時自權益重新分類至損益表。

就綜合財務報表呈列而言，本集團海外業務資產及負債乃按於報告期末之適用匯率換算為本集團之呈列貨幣（即港元），而其收入及開支則按該年度之平均匯率換算，除非於該期間之匯率大幅波動則除外，於此情況下，則按各項交易之日所使用之適用匯率換算。產生之匯兌差額（如有）乃於其他全面收益內確認並於權益內累計計算（外幣兌換儲備）。該等匯兌差額乃於出售海外業務期間內之綜合損益表中重新分類。

稅項

稅項指即期應付稅項及遞延稅項之總和。

即期應付稅項乃按年度之應課稅溢利計算。由於應課稅溢利不包括於其他年度應課稅收入或可扣稅之開支項目，亦不包括無需課稅或不可作稅項扣減之開支，故應課稅溢利與於綜合損益表所報之「除稅前溢利」有所不同。本集團即期稅項負債採用於報告期末已頒佈或實際頒佈之稅率計算。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Taxation (Continued)

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

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and interests in associates and joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

4. 主要會計政策 (續)

稅項 (續)

遞延稅項乃根據綜合財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基之差額確認。遞延稅項負債一般就所有應課稅暫時差異予以確認，而遞延稅項資產則於可扣減之暫時差異有可能用於抵銷應課稅溢利時予以確認。若於一項交易中，因商譽或因業務合併以外原因初步確認其他資產及負債而引致之暫時差異既不影響應課稅溢利及會計盈利，則不會確認該等資產及負債。

遞延稅項負債乃按因於附屬公司之投資、於聯營公司及合資企業之權益而產生應課稅暫時差異時確認，惟若本集團可控制暫時差異之撥回及暫時差異有可能未必於可見將來撥回之情況除外。與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之得益且預計於可見將來可以撥回時確認。

遞延稅項資產之賬面值乃於報告期末進行檢討，並予以相應扣減，直至並無足夠應課稅溢利可供全部或部份遞延稅項資產可予應用為止。

遞延稅項資產及負債乃按預期於負債獲償還或資產獲變現期間適用之稅率（以報告期末已生效或實質上已生效之稅率（及稅法）為基準）計算。

遞延稅項資產及負債之計量反映按照本集團預期於報告期末可收回或結算其資產及負債之賬面值方式計算而得出之稅務結果。

4. SIGNIFICANT ACCOUNTING POLICIES*(Continued)***Taxation** *(Continued)*

For the purposes of measuring deferred taxes 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. If the presumption is rebutted, deferred tax for such investment properties are measured in accordance with the general principles set out in HKAS 12 “Income Taxes” (i.e. based on the expected manner as to how the properties will be recovered).

Current tax and deferred tax are recognised in the consolidated statement of profit or loss, except when they relate to items charged or credited directly to other comprehensive income, in which case the current and deferred tax are also recognised in other comprehensive income.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

Share-based payment transactions

The fair value of services received determined by reference to the fair value of share options granted at the grant date is recognised as an expense in full at the grant date when the share options granted vest immediately, with a corresponding increase in share option reserve. If a director or an employee chooses to exercise options, the related share option reserve is transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the related share option reserve is transferred directly to retained earnings.

4. 主要會計政策 (續)**稅項 (續)**

就計量使用公平值模式計量之投資物業之遞延稅項而言，有關物業之賬面值乃假定為透過出售獲悉數收回（除非此假定被推翻）。當投資物業為可折舊的並通過時間推移消耗投資物業所含絕大部份經濟利益為目標之商業模式持有投資物業時，則此假定被推翻。倘此假定被推翻，有關投資物業之遞延稅項則根據《香港會計準則》第12號「所得稅」所載之一般原則（即根據投資物業被收回之預期方式）計量。

即期及遞延稅項於綜合損益表內確認，倘該稅項涉及於其他全面收益直接扣除或計入之項目，則即期及遞延稅項亦會於其他全面收益中確認。

存貨

存貨乃按成本值及可變現淨值兩者中之較低者入賬。成本以加權平均法計算。

股權支付交易

倘於購股權授出日即時歸屬，則參考購股權授出日的購股權的公平值而釐定之獲得服務之公平值將悉數確認為開支，並在購股權儲備中作出相應增加。倘董事或僱員選擇行使購股權，則相關購股權儲備轉撥至股份溢價。倘購股權於歸屬日期後被沒收或於屆滿日期仍未行使，則相關購股權儲備直接轉撥至保留溢利。

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綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Leasing

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

The Group as lessor

Rental income from operating leases is recognised in the consolidated statement of profit or loss on a straight-line basis over the terms of the relevant lease.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the terms of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease terms on a straight-line basis.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases, in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “lease premium for land” in the consolidated statement of financial position and is amortised over the lease terms on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model.

4. 主要會計政策 (續)

租賃

當租賃之條款實質上將擁有權之所有重大部份風險和回報轉至承租人，該租賃即歸類為融資租賃。其他租賃全部列作經營租賃。

本集團作為出租人

經營租賃的租金收入乃按有關租賃年期以直線法於綜合損益表中確認。

本集團作為承租人

經營租賃款項乃按相關租賃年期以直線法確認作開支。作為促使訂立經營租賃之已收及應收利益，以直線法按租賃年期確認為租金開支扣減。

租賃土地及樓宇

當租約包括土地及樓宇部分，本集團根據對附於各部分所有權的絕大部分風險及回報是否已轉移至本集團作出評估，分別將各部分的分類評定為融資或經營租賃，若該兩部分均明顯為經營租賃，在此情況下，整份租約歸類為經營租賃。具體而言，最低租金（包括任何一筆過預付款項）於租約訂立時按租約土地部分及樓宇部分中的租賃權益相對公平值比例於土地與樓宇部分間分配。

在租金能在可靠分配的情況下，被列為經營租賃的租賃土地權益於綜合財務狀況表中呈列為「土地租賃費用」，並於租期內按直線基準攤銷，惟以公平值模式分類及入賬列作投資物業者除外。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

Retirement benefit cost

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 4, the Directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

4. 主要會計政策 (續)

退休福利成本

對界定供款退休福利計劃之供款於僱員提供服務而符合領取供款資格時列為費用。

5. 重要會計判斷及估計不明朗因素之主要來源

於應用載於附註4之本集團會計政策時，本公司董事須對未能依循其他途徑顯易地取得之資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及其他被認為相關之因素作出。實際結果可能有別於此等估計。

本集團持續檢討估計及相關假設。倘修訂會計估計僅影響某一期間，則於修訂有關估計之期間內確認修訂，或倘修訂影響本期間及未來期間，則於作出修訂之期間及未來期間確認有關修訂。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the Directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Deferred taxation on investment properties

For the purposes of measuring deferred tax arising from investment properties that are measured using the fair value model, the Directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Therefore, in measuring the Group's deferred taxation on investment properties, the Directors of the Company have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group has recognised deferred tax on changes in fair value of investment properties on the basis that the deferred tax reflects the tax consequences that will follow from the manner in which the Group expects at the end of the reporting period to recover the carrying amount of the investment properties.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

應用會計政策的重要判斷

以下為本公司董事於應用本集團會計政策過程中所作出而對於綜合財務報表確認之金額具有最重大影響之重要判斷(涉及估計者除外(見下文))。

投資物業之遞延稅項

就計量使用公平值模式計量之投資物業產生之遞延稅項而言,本公司董事已審閱本集團之投資物業組合,認為本集團乃以通過時間推移消耗投資物業所含絕大部份經濟利益為目標之商業模式持有投資物業。因此,於計量本集團之投資物業之遞延稅項時,本公司董事確定,使用公平值模式計量之投資物業賬面值可透過出售獲悉數收回之假定已被推翻。故此,本集團確認投資物業之公平值變動時產生之遞延稅項,基於遞延稅項將跟從本集團預期於報告期末收回投資物業賬面值之方式反映稅務影響。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Critical judgements in applying accounting policies (Continued)

Land appreciation tax

The Group is subject to land appreciation tax in the Mainland China. However, the implementation and settlement of the tax vary amongst different jurisdictions in various cities in the Mainland China and the Group has not finalised its land appreciation tax calculation and payments with any local tax authorities in the Mainland China. Accordingly, significant judgement is required in determining the amount of the land appreciation tax and its related income tax provisions. Land appreciation tax has been provided at ranges of progressive rates of the appreciation value, with certain allowable deductions including land costs, borrowing costs and the relevant property development expenditures, which are the key inputs in the calculation of the land appreciation tax, the Group recognised the land appreciation tax based on management's best estimates. The final tax outcome could be different from the amounts that were initially recorded, and these differences will have impact on the income tax provisions in the periods in which such tax is finalised with local tax authorities.

Key sources of estimation uncertainty

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

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

應用會計政策的重要判斷 (續)

土地增值稅

本集團須繳納中國內地之土地增值稅。然而，中國內地各個城市不同稅務管轄區的稅務實施及結算方式有所差異，而本集團尚未與中國內地任何地方稅務部門最終確定土地增值稅之計算及支付。因此，於釐定土地增值稅金額及其相關所得稅撥備時須作出重大判斷。本集團根據管理層之最佳估計確認土地增值稅，乃以土地增值稅之若干獲准扣減項目之關鍵輸入數據（包括土地成本、借貸成本及相關物業發展開支），已就增值部分按多個遞增稅率作出土地增值稅撥備計算。最終的稅務結果或會與初始列賬之金額有所不同，而此等差異將影響與地方稅務部門於確定該等稅項之期間內之所得稅撥備。

估計不明朗因素之主要來源

對於未來之主要假設及報告日估計不明朗因素之其他主要來源（涉及導致下個財政年度資產及負債之賬面值出現大幅調整之重大風險）討論如下。

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Key sources of estimation uncertainty (Continued)

Valuation of properties under development and properties held for sale

Properties under development and properties held for sale are measured at the lower of cost or net realisable value. Net realisable value is determined by reference to Directors' estimates on future selling prices based on the prevailing market condition. The future selling prices are estimated by reference to the recent selling prices of similar properties in the same project or relevant locations. In addition, management estimated the future costs to complete the properties under development by reference to the actual development cost of the Group's other completed projects, adjusted by certain current market data. The Group has properties under development and properties held for sale in Shanghai, Tianjin and Macau, which exposes the Group to certain price risk. If the net realisable value is less than the cost, impairment on the properties under development and properties held for sale has to be made. Management is optimistic about the prospect of the Group's investment in the property sector and it has been cautious in formulating and reviewing regularly the Group's business plan.

Fair value measurements and valuation processes

In estimating the fair value of an asset or a liability the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to establish and determine the appropriate valuation techniques and inputs to the valuation.

The Group uses valuation technique that include inputs that are not based on observable market data to estimate the fair value of investment properties. If there are changes in facts and circumstances which result in revision of unobservable market data, such changes will impact the fair value. In accordance with HKFRS 13 "Fair Value Measurement", additional disclosures have been made (please see Notes 15 and 32) about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

估計不明朗因素之主要來源 (續)

發展中物業及待售物業之估值

發展中物業及待售物業乃按成本或可變現淨值之較低者計量。可變現淨值乃經參考董事根據現行市況對日後售價之估計後釐定。日後售價乃經參考同一項目或相關地點之類似物業之目前售價後作出估計。此外，管理層參考本集團其他已竣工項目之實際發展成本估計完成發展中物業之未來竣工成本，並按若干目前市場數據作出調整。本集團於上海、天津及澳門擁有發展中物業及待售物業，使本集團面臨若干價格風險。倘可變現淨值少於成本，則將就發展中物業及待售物業作出減值。管理層對本集團投資房地產業務之前景感到樂觀，並已謹慎制訂及定期檢討本集團之業務計劃。

公平值計量及估值過程

於估計資產或負債之公平值時，本集團盡可能使用可觀察市場數據。倘並無第一級輸入數據可供使用，則本集團委聘合資格第三方估值師以設立及釐定合適估值技術及估值之輸入數據。

本集團採用包括並非可觀察市場數據的輸入數據之估值技術估計投資物業之公平值。倘由事實及情況變動導致非可觀察市場數據作出修訂，則有關變動將影響公平值。根據《香港財務報告準則》第13號「公平值計量」，有關用於釐定各項資產及負債公平值之估值技術、輸入數據及主要假設已作出額外之披露（請參閱附註15及32）。

6. GROSS PROCEEDS FROM OPERATIONS AND REVENUE

Revenue represents the aggregate of revenue under the following headings:

(i) Property investment

- represents revenue from property management and rental income

(ii) Property development and trading

- represents gross revenue received and receivable from sales of properties

(iii) PVC operations

- represents the gross revenue from sale of PVC pipes and fittings

(iv) Leisure

- represents the income from golf club operations and its related services

(v) Media and entertainment

- represents the gross revenue received and receivable from investment in the production of live entertainment shows, film distribution and related income

6. 經營收益總額及收入

收入指以下各項收入總額：

(i) 物業投資

- 指物業管理收入及租金收入

(ii) 物業發展及銷售

- 指物業銷售之已收及應收總收益

(iii) 塑膠業務

- 指銷售之膠管及配件所得總收益

(iv) 消閒業務

- 指經營高爾夫球會業務及其相關服務收入

(v) 媒體及娛樂業務

- 指投資製作現場表演節目、電影發行及相關收入之已收及應收總收益

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綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

6. GROSS PROCEEDS FROM OPERATIONS AND REVENUE (Continued)

Gross proceeds from operations include the gross proceeds and dividend income received and receivable from investments held for trading under the business of securities trading, in addition to the above aggregated revenue.

Revenue and gross proceeds from each type of business for the year ended 31st December, 2016 consist of the following:

6. 經營收益總額及收入 (續)

除以上收入總額外，經營收益總額亦包括證券買賣業務中待售投資之出售收益及股息收入之已收及應收總收益。

截至二零一六年十二月三十一日止年度各類業務之收入及經營收益總額包括下列各項：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Revenue from sale of properties	銷售物業之收入	3,752,778	2,344,192
Revenue from sale of goods	銷售商品之收入	1,154	2,825
Revenue from rendering of services from golf club operations	高爾夫球會業務提供服務之收入	42,585	51,182
Revenue from property rental and management fee	物業租金及管理費收入	300,454	307,792
Revenue from media and entertainment business	媒體及娛樂業務之收入	10,085	7,195
Revenue	收入	4,107,056	2,713,186
Gross proceeds from sale of and dividend income from investments held for trading	待售投資之銷售及股息收入之總收益	67,140	25,539
Gross proceeds from operations	經營收益總額	4,174,196	2,738,725

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For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

7. SEGMENT INFORMATION

The Group's operating and reportable segments are based on information reported to the chief operating decision makers, the Executive Directors of the Company, for the purposes of resources allocation and performance assessment. In addition to those set out in Note 6(i) to (v), the Group's operating segments under HKFRS 8 "Operating Segments" include securities trading segment which is dealing in investments held for trading.

2016

7. 分類資料

本集團之營運及報告分類乃按就資源分配及業績評估目的而向主要營運決策者（即本公司執行董事）所報告之資料而劃分。除附註6(i)至(v)所載外，本集團根據《香港財務報告準則》第8號「營運分類」之營運分類還包括買賣待售投資之證券買賣分類。

二零一六年

		Property Investment	Property Development and Trading 物業發展 及銷售	PVC Operations	Leisure	Media and Entertainment 媒體及 娛樂業務	Securities Trading	Total
		物業投資 HK\$'000 千港元	HK\$'000 千港元	塑膠業務 HK\$'000 千港元	消閒業務 HK\$'000 千港元	HK\$'000 千港元	證券買賣 HK\$'000 千港元	合計 HK\$'000 千港元
GROSS PROCEEDS FROM OPERATIONS – SEGMENT REVENUE	經營收益總額 – 分類收入	300,454	3,752,778	1,154	42,585	10,085	67,140	4,174,196
RESULTS	業績							
Segment profit (loss)	分類溢利（虧損）	762,978	1,240,707	(2,690)	(31,075)	(3,193)	8,528	1,975,255
Other unallocated income	其他不予分類收入							75,594
Unallocated expenses	不予分類開支							(64,713)
Finance costs	融資費用							(232,540)
								1,753,596
Share of results of associates	應佔聯營公司之業績							(1,202)
Share of results of joint ventures	應佔合資企業之業績							7,257
Profit before taxation	除稅前溢利							1,759,651

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綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

7. SEGMENT INFORMATION (Continued)

7. 分類資料 (續)

2015

二零一五年

		Property Investment	Property Development and Trading 物業發展	PVC Operations	Leisure	Media and Entertainment 媒體及 娛樂業務	Securities Trading	Total
		物業投資	及銷售	塑膠業務	消閒業務	娛樂業務	證券買賣	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
GROSS PROCEEDS	經營收益總額							
FROM OPERATIONS								
– SEGMENT REVENUE	– 分類收入	307,792	2,344,192	2,825	51,182	7,195	25,539	2,738,725
RESULTS	業績							
Segment profit (loss)	分類溢利 (虧損)	606,334	727,905	497	(38,040)	(8,810)	(9,968)	1,277,918
Other unallocated income	其他不予分類收入							116,745
Unallocated expenses	不予分類開支							(51,126)
Finance costs	融資費用							(149,429)
								1,194,108
Share of results of associates	應佔聯營公司之業績							448
Share of results of joint ventures	應佔合資企業之業績							12,250
Profit before taxation	除稅前溢利							1,206,806

Except for the presentation of segment revenue which is different from the reported revenue in the consolidated statement of profit or loss, the accounting policies of the operating segments are the same as the Group's accounting policies described in Note 4. For details of revenue from each type of business and reconciliation of segment revenue to the Group's revenue of HK\$4,107,056,000 (2015: HK\$2,713,186,000), please refer to Note 6.

Segment profit (loss) represents the results by each segment without allocation of central administration costs, directors' salaries, share of results of associates and joint ventures, other non-recurring income and expenses and finance costs. This is the measure reported to the Executive Directors for the purposes of resource allocation and performance assessment.

除分類收入與綜合損益表中的報告收入之呈列方式不同外，營運分類之會計政策與本集團附註4詳述之會計政策相同。各類業務收入的詳情及分類收入與本集團收入4,107,056,000港元（二零一五年：2,713,186,000港元）之對賬詳情載於附註6。

分類溢利（虧損）指各分類的業績，並沒有計入中央行政成本、董事薪酬、應佔聯營公司及合資企業之業績、其他非經常性收入及開支及融資費用。此乃向執行董事呈報資源分配及業績評估之計量。

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綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

7. SEGMENT INFORMATION (Continued)

Segment assets and liabilities are not presented as the chief operating decision makers review the consolidated financial position of the Group as a whole to assess their performance. Management focuses more on the results of the Group.

Other Information

Amounts included in the measure of segment profit or loss:

7. 分類資料 (續)

主要營運決策者以審閱本集團之綜合財務狀況以評估資產及負債整體的表現，故並無呈列分類資產及負債。管理層較為專注本集團之業績。

其他資料

計量分類損益之金額包括：

		Property Investment	Property Development and Trading	PVC Operations	Leisure	Media and Entertainment 媒體及 娛樂業務	Securities Trading	Unallocated	Total
		物業投資 HK\$'000 千港元	物業發展 及銷售 HK\$'000 千港元	塑膠業務 HK\$'000 千港元	消閒業務 HK\$'000 千港元	娛樂業務 HK\$'000 千港元	證券買賣 HK\$'000 千港元	不予分類 HK\$'000 千港元	合計 HK\$'000 千港元
2016	二零一六年								
Depreciation of property, plant and equipment	物業、廠房及設備折舊	147	3,995	89	14,067	–	–	281	18,579
Amortisation of lease premium for land	土地租賃費用攤銷	–	–	–	5,594	–	–	5	5,599
Allowance (recovery) for bad and doubtful debts	呆壞賬撥備 (收回)	(8)	–	1,367	–	–	–	–	1,359
Impairment of film distribution rights	影片發行權減值	–	–	–	–	549	–	–	549
Gain on fair value changes of investment properties	投資物業公平值變動時產生之收益	554,534	–	–	–	–	–	–	554,534
Unrealised loss on fair value changes of investments held for trading	待售投資公平值變動時產生之未變現虧損	–	–	–	–	–	2,234	–	2,234
2015	二零一五年								
Depreciation of property, plant and equipment	物業、廠房及設備折舊	989	3,520	41	14,610	–	–	272	19,432
Amortisation of lease premium for land	土地租賃費用攤銷	–	–	–	6,084	–	–	5	6,089
(Recovery) allowance for bad and doubtful debts	呆壞賬 (收回) 撥備	650	–	(3,234)	–	482	–	–	(2,102)
Amortisation of film distribution rights	影片發行權攤銷	–	–	–	–	908	–	–	908
Impairment of film distribution rights	影片發行權減值	–	–	–	–	4,028	–	–	4,028
Gain on fair value changes of investment properties	投資物業公平值變動時產生之收益	392,079	–	–	–	–	–	–	392,079
Unrealised loss on fair value changes of investments held for trading	待售投資公平值變動時產生之未變現虧損	–	–	–	–	–	13,594	–	13,594

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綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

7. SEGMENT INFORMATION (Continued)

Information about Major Customers

For the year ended 31st December, 2016, no single customer contributed to 10% or more of the Group's total revenue.

For the year ended 31st December, 2015, revenue from a customer in property development and trading segment amounted to HK\$292,433,000 which contributed to approximately 10.78% of the Group's total revenue.

Geographical Information

The Group's operations are located in Hong Kong, Macau and Mainland China.

The Group's revenue from external customers is based on the location of the operations.

Hong Kong	香港
Macau	澳門
Mainland China	中國內地

The Group's non-current assets, excluding deferred tax assets, amounts due from associates and a joint venture, other receivables, pledged bank deposits and available-for-sale investments, amounted to HK\$7,792,163,000 (2015: HK\$8,605,195,000). By geographical location, the assets and operation of the associates and joint ventures are substantially situated in the Mainland China.

Analysis of Group's revenue by each type of business is set out in Note 6.

7. 分類資料 (續)

有關主要客戶之資料

截至二零一六年十二月三十一日止年度，概無單一客戶貢獻本集團之總收入超過10%。

截至二零一五年十二月三十一日止年度，於物業發展及銷售分類中來自一位客戶之收入為292,433,000港元，佔本集團之總收入貢獻約10.78%。

地區分類資料

本集團之業務位於香港、澳門及中國內地。

本集團源自對外客戶之收入按經營地點分類。

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
10,085	7,195
704,336	—
3,392,635	2,705,991
4,107,056	2,713,186

本集團之非流動資產（不包括遞延稅項資產、聯營公司欠款及一家合資企業欠款、其他應收賬款、抵押銀行存款及可供出售投資）合共7,792,163,000港元（二零一五年：8,605,195,000港元）。按地區劃分，聯營公司與合資企業之資產及經營業務乃主要位於中國內地。

本集團各類業務收入之分析載於附註6。

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For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

8. OTHER INCOME

8. 其他收入

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Other income included:	其他收入包括：		
Interest income	利息收入	31,462	34,373
Dividends from available-for-sale investments – listed	可供出售投資之股息收入 — 上市	5,114	5,114
Dividends from available-for-sale investments – unlisted	可供出售投資之股息收入 — 非上市	25,581	62,224

9. OTHER GAINS AND LOSSES

9. 其他收益及虧損

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
(Allowance) recovery for bad and doubtful debts, net	呆壞賬（撥備）收回淨額	(1,359)	2,102
Net (loss) gain on disposal/write off of property, plant and equipment	出售／撇銷物業、廠房及 設備之（虧損）收益淨額	(471)	14,510
Net exchange loss	匯兌虧損淨額	(2,563)	(13,396)
Net gain on disposal of available-for-sale investments	出售可供出售投資之 收益淨額	—	361
Impairment loss on available-for-sale investments	可供出售投資減值虧損	—	(931)
Loss on disposal of a subsidiary	出售一家附屬公司之虧損	—	(2,107)
		(4,393)	539

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綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

10. FINANCE COSTS

10. 融資費用

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Interest on borrowings	借款利息	232,866	329,214
Less: interest capitalised (<i>Note 19</i>)	減：資本化利息 (<i>附註19</i>)	(326)	(179,785)
		232,540	149,429

Borrowing cost capitalised during current and prior year arose from specific borrowings.

本年度及過往年度撥作資本化之借貸成本源自特定目的之借貸。

11. PROFIT BEFORE TAXATION

11. 除稅前溢利

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Profit before taxation has been arrived at after charging:	除稅前溢利已扣除：		
Staff costs	員工成本	88,652	86,888
Retirement benefit scheme contributions	退休福利計劃供款	8,168	7,759
Total staff costs (Note)	總員工成本 (附註)	96,820	94,647
Auditors' remuneration	核數師酬金	3,463	3,529
Depreciation of property, plant and equipment	物業、廠房及設備折舊	18,579	19,432
Amortisation of lease premium for land (included in administrative expenses)	土地租賃費用攤銷 (計入行政費用)	5,599	6,089
Amortisation of film distribution rights (included in cost of sales)	影片發行權攤銷 (計入銷售成本)	—	908
Impairment of film distribution rights (included in cost of sales)	影片發行權減值 (計入銷售成本)	549	4,028
Minimum lease payment under operating leases	經營租賃之最低租金	10,236	9,860
Cost of inventories recognised as expenses	確認為費用之存貨成本	2,146,665	1,306,961
and after crediting:	並已計入：		
Gross rental income from investment properties	投資物業租金收入總額	266,486	272,147
Less: direct operating expenses from investment properties that generated rental income during the year	減：年內產生租金收入之投資物業之直接營運費用	(12,176)	(19,839)
Net rental income from investment properties	投資物業租金收入淨額	254,310	252,308
Dividends from investments held for trading (included in net gain (loss) in investments held for trading)	待售投資之股息收入 (計入待售投資收益 (虧損) 淨額)	2,892	940

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11. PROFIT BEFORE TAXATION (Continued)

Note:

The total staff costs included emoluments paid to Directors of the Company as follows:

11. 除稅前溢利 (續)

附註：

總員工成本包括付予本公司董事之酬金如下：

Name of Director	董事姓名	Fees 袍金 HK\$'000 千港元	Salaries, allowances and other benefits 薪金、津貼 及其他福利 HK\$'000 千港元	Discretionary bonus 酌情花紅 HK\$'000 千港元	Employer's contribution to pension scheme 僱主之退休 計劃供款 HK\$'000 千港元	Total emoluments 酬金總額 HK\$'000 千港元
2016	二零一六年					
Executive Directors	執行董事					
Madam Hsu Feng (Managing Director)	徐楓女士 (董事總經理)	—	9,697	—	—	9,697
Mr Albert Tong	湯子同先生	—	3,685	1,000	18	4,703
Mr Tong Chi Kar Charles	湯子嘉先生	—	3,185	—	18	3,203
Mr Yeung Kam Hoi	楊錦海先生	—	2,418	1,000	—	3,418
Independent Non-Executive Directors	獨立非執行董事					
Mr Cheung Siu Ping, Oscar	張兆平先生	143	—	—	—	143
Mr Lee Chan Fai	李燦輝先生	143	—	—	—	143
Mr Sean S J Wang	王少劍先生	143	—	—	—	143
		429	18,985	2,000	36	21,450
2015	二零一五年					
Executive Directors	執行董事					
Madam Hsu Feng (Managing Director)	徐楓女士 (董事總經理)	—	9,926	—	12	9,938
Mr Albert Tong	湯子同先生	—	3,718	—	18	3,736
Mr Tong Chi Kar Charles	湯子嘉先生	—	3,172	—	18	3,190
Mr Yeung Kam Hoi	楊錦海先生	—	2,413	—	—	2,413
Independent Non-Executive Directors	獨立非執行董事					
Mr Cheung Siu Ping, Oscar	張兆平先生	136	—	—	—	136
Mr Lee Chan Fai	李燦輝先生	136	—	—	—	136
Mr Sean S J Wang	王少劍先生	136	—	—	—	136
		408	19,229	—	48	19,685

11. PROFIT BEFORE TAXATION (Continued)

No Directors waived any emoluments for both years.

The Executive Directors' emoluments shown above were for their services in connection with the management of the affairs of the Group. The Independent Non-executive Directors' emoluments shown above were for their services as Directors of the Company.

Senior management only comprises the Executive Directors listed above, so no separate disclosure for remuneration of senior management is presented.

During the year, the five highest paid individuals of the Group included four (2015: four) Executive Directors whose emoluments are reflected in the analysis presented above. The emolument of remaining highest paid individual is as below.

11. 除稅前溢利 (續)

於兩個年度內概無董事放棄任何酬金。

上述執行董事之酬金是就彼等有關管理本集團事務所提供的服務而支付。上述獨立非執行董事之酬金是就彼等作為本公司董事提供的服務而支付。

高級管理人員僅包括上文載列之執行董事，故並無獨立披露高級管理人員之薪酬。

年內，本集團五名最高薪酬人士包括四名（二零一五年：四名）執行董事，彼等之酬金已於上文分析中反映。餘下最高薪酬人士之酬金如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries, allowances and other benefits	薪金、津貼及其他福利	1,952	1,345
Retirement benefit scheme contributions	退休福利計劃供款	18	18
		1,970	1,363

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12. TAXATION

12. 稅項

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
The charge comprises:	支出包括：		
Mainland China Enterprise Income Tax	中國內地企業所得稅	246,441	279,161
Mainland China Land Appreciation Tax ("LAT")	中國內地土地增值稅	545,420	447,653
Macau Complementary Tax	澳門所得補充稅	60,705	—
Dividend withholding tax	股息扣繳稅	4,285	930
Underprovision in prior years — Mainland China Enterprise Income Tax	過往年度撥備不足 — 中國內地企業所得稅	5,240	5,193
		862,091	732,937
Deferred tax credit (Note 30)	遞延稅項抵免 (附註30)	(110,107)	(150,893)
Total tax charges for the year	年度稅項開支總額	751,984	582,044

The Hong Kong Profits Tax is calculated at 16.5% (2015: 16.5%). No provision in Hong Kong Profits Tax has been made since the assessable profit was wholly absorbed by tax losses brought forward (2015: no assessable profit for the year).

香港利得稅所使用之稅率為16.5% (二零一五年：16.5%)。本年度並無香港利得稅撥備，因於香港產生之應課稅溢利由承前稅項虧損全面抵銷 (二零一五年：本年度並無應課稅溢利)。

The Macau Complementary Tax is levied at 12% on the taxable income for the year.

年內，澳門所得補充稅乃以應課稅收入之12%徵收。

The income tax rate of the Mainland China subsidiaries for the year ended 31st December, 2016 is 25% (2015: 25%).

截至二零一六年十二月三十一日止年度中國內地之附屬公司之所得稅稅率為25% (二零一五年：25%)。

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

12. TAXATION (Continued)

The charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss as follows:

12. 稅項 (續)

年度支出與綜合損益表之除稅前溢利之對賬如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Profit before taxation (excluding share of results of associates and joint ventures)	除稅前溢利 (不包括應佔聯營公司及合資企業之業績)	1,753,596	1,194,108
Tax at the domestic income tax rate of 25% (2015: 25%) (Note (1))	按本地所得稅稅率25% (二零一五年: 25%) 計算之稅項 (附註(1))	438,399	298,527
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	20,029	39,874
Tax effect of expenses that are not deductible in determining taxable profit	釐定應課稅溢利時不可作扣稅開支之稅務影響	69,767	19,086
Tax effect of income that is not assessable in determining taxable profit	釐定應課稅溢利時毋須作課稅收入之稅務影響	(12,877)	(30,420)
Recognition of tax losses not previously recognised (Note (2))	確認過往尚未確認之稅項虧損 (附註(2))	(62,956)	—
Effect of tax rate in difference jurisdiction	不同司法權區之稅率影響	(65,764)	—
Utilisation of tax losses previously not recognised	動用以往未確認之稅項虧損	(62)	—
Underprovision of income taxes in prior years	過往年度所得稅撥備不足	5,240	5,193
Effect on Mainland China LAT	中國內地土地增值稅之影響	355,923	248,854
Dividend withholding tax	股息扣繳稅	4,285	930
Tax expense for the year	年度稅項開支	751,984	582,044

Details of deferred taxation are set out in Note 30.

遞延稅項之詳情載於附註30。

Notes:

附註：

- (1) The domestic income tax rate is the income tax rate of the jurisdiction where the major operations of the Group are based.
- (2) In the current year, deferred tax asset of HK\$62,956,000 was recognised in respect of tax losses of a subsidiary not previously recognised in view that such tax losses are expected to be utilised upon disposal of a joint venture (see Note 23 for details).

- (1) 本地所得稅率為本集團主要業務所處之司法權區之所得稅率。
- (2) 於本年度，一家附屬公司過往尚未確認之稅項虧損獲確認為遞延稅項資產62,956,000港元，因為預期有關稅項虧損將於出售一家合資企業時獲動用 (詳情見附註23)。

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13. DIVIDEND

Subsequent to the end of reporting period, the Directors have declared payment of an interim dividend of 43 HK cents per share (2015: 21 HK cents per share) amounting to approximately HK\$737,476,000 (2015: HK\$333,620,000) for the year ended 31st December, 2016.

Of the dividend paid during 2016, approximately HK\$239,430,000 (2015: HK\$133,329,000) were settled in fully paid shares under the Company's scrip dividend scheme approved by the Board on 30th March, 2016 in respect of the interim dividend for the year ended 31st December, 2015.

13. 股息

於報告期末後，董事宣派截至二零一六年十二月三十一日止年度之中期股息每股43港仙（二零一五年：每股21港仙），合共約為737,476,000港元（二零一五年：333,620,000港元）。

根據董事局於二零一六年三月三十日就截至二零一五年十二月三十一日止年度之中期股息批准之本公司之以股代息計劃，於二零一六年已付股息中約239,430,000港元（二零一五年：133,329,000港元）為以繳足股份方式支付。

14. EARNINGS PER SHARE

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

14. 每股盈利

本公司權益持有人應佔每股基本及攤薄後盈利乃根據以下資料計算：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Earnings	盈利		
Profit for the year attributable to owners of the Company for the purposes of basic and diluted earnings per share	年內用以計算每股基本及攤薄後盈利之本公司權益持有人應佔溢利	876,256	534,074
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股加權平均數	1,657,387,632	1,560,394,727

For the year ended 31st December, 2016, no diluted earnings per share is presented as there was no potential ordinary share in issue.

The computation of diluted earnings per share for the year ended 31st December, 2015 did not assume the exercise of the share options because their exercise price was higher than the average share price.

由於並無潛在普通股發行，故截至二零一六年十二月三十一日止年度並無呈列每股攤薄後盈利。

截至二零一五年十二月三十一日止，因購股權之行使價較全年之平均價為高，故所呈列之每股攤薄後盈利並無假設購股權已獲行使。

15. INVESTMENT PROPERTIES

15. 投資物業

		Fair value hierarchy 公平值等級	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
AT FAIR VALUE	公平值			
At 1st January	於一月一日		7,258,654	7,105,014
Addition	添置		1,021	376
Transferred from leasehold land and buildings (Note 16)	轉撥自租賃土地及樓宇 (附註16)		—	86,511
Gain on fair value changes	公平值變動時產生之收益		554,534	392,079
Exchange adjustments	匯兌調整		(474,518)	(325,326)
At 31st December	於十二月三十一日	Level 3 第三級	7,339,691	7,258,654

There were no transfers into or out of Level 3 during the year.

年內，並無轉入第三級或自第三級轉出。

The Group's investment properties are held outside Hong Kong and are held under operating leases.

本集團的投資物業於香港以外持有，並按經營租賃持有。

15. INVESTMENT PROPERTIES (Continued)

The fair value of the Group's investment properties at 31st December, 2016 has been arrived at on the basis of a valuation carried out on that date by a professional independent valuer not connected with the Group. The valuation was arrived at by reference to market yield expected by investors for similar type of properties and the net income derived from existing tenancies with due allowance for reversionary income potential of the properties on a recurring basis, and market evidence of transaction prices for similar properties. As a result of the valuation, an unrealised gain on property valuation of approximately HK\$554,534,000 (2015: HK\$392,079,000) was credited to the consolidated statement of profit or loss for the year ended 31st December, 2016.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

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

The following table gives information about how the fair values of the major investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

15. 投資物業 (續)

於二零一六年十二月三十一日，本集團之投資物業公平值乃按與本集團概無關連的獨立專業估值師於當日進行的估值為基準入賬。估值乃參考投資者所預期類近物業之市場收益率及按經常性質源自現有租約的淨收入並計及物業復歸收入的潛力及類近物業的市場買賣價作出。根據估值的結果，物業估值之未變現收益約554,534,000港元（二零一五年：392,079,000港元）已計入截至二零一六年十二月三十一日止年度之綜合損益表內。

估計物業之公平值時，物業之最高及最佳使用為其目前用途。

本集團按經營租賃持有，以賺取租金或作資本增值用途的物業權益乃按公平值模式計算，並分類及列作為投資物業。

下表提供有關根據公平值計量之輸入數據之可觀察程度如何釐定主要投資物業之公平值（特別是所使用的估值技術及輸入數據）及公平值計量所劃分的公平值等級（第一級至第三級）的資料。

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15. INVESTMENT PROPERTIES (Continued)

15. 投資物業 (續)

Investment properties held by the Group in the consolidated statement of financial position	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs for fair value and sensitivity 非可觀察輸入數據與公平值及敏感度之關係
於綜合財務狀況表內本集團所持投資物業	公平值等級	估值技術及主要輸入數據	重大非可觀察輸入數據	
Commercial properties – not developed by the Group	Level 3	Investment approach The key inputs are: 1. Reversionary yield; 2. Market unit rent of individual unit; and 3. Adjustment factors for location and other individual factors such as road frontage, size of property and facilities	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties of 3.0% (2015: 3.0%)	The slight increase in the reversionary yield would result in a significant decrease in fair value, and vice versa
商用物業 —並非由本集團發展	第三級	投資方式 主要輸入數據為： 1. 復歸收益率； 2. 個別單位的市場單位租金；及 3. 所在地的調整因素及其他個別因素(如臨街道路、物業大小及設施規模)	經計入單位市場年度租金收入及可作比較物業的單位市值，復歸收益率為3.0% (二零一五年：3.0%)	復歸收益率輕微上升將導致公平值大幅下跌，反之亦然
Commercial properties – developed by the Group	Level 3	Investment approach The key inputs are: 1. Reversionary yield; 2. Market unit rent of individual unit; and 3. Adjustment factors for location and other individual factors such as road frontage, size of property and facilities	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties of 7.0% to 8.75% (2015: 8.0% to 8.75%)	The slight increase in the reversionary yield would result in a significant decrease in fair value, and vice versa
商用物業 —由本集團發展	第三級	投資方式 主要輸入數據為： 1. 復歸收益率； 2. 個別單位的市場單位租金；及 3. 所在地的調整因素及其他個別因素(如臨街道路、物業大小及設施規模)	經計入單位市場年度租金收入及可作比較物業的單位市值，復歸收益率為7.0%至8.75% (二零一五年：8.0%至8.75%)	復歸收益率輕微上升將導致公平值大幅下跌，反之亦然

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15. INVESTMENT PROPERTIES (Continued)

15. 投資物業 (續)

Investment properties held by the Group in the consolidated statement of financial position	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs for fair value and sensitivity
於綜合財務狀況表內本集團所持投資物業	公平值等級	估值技術及主要輸入數據	重大非可觀察輸入數據	非可觀察輸入數據與公平值及敏感度之關係
Residential properties	Level 3	Investment approach The key inputs are: 1. Reversionary yield; 2. Market unit rent of individual unit; and 3. Adjustment factors for location and other individual factors such as road frontage, size of property and facilities	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties of 1.0% (2015: 1.5%)	The slight increase in the reversionary yield would result in a significant decrease in fair value, and vice versa
住宅物業	第三級	投資方式 主要輸入數據為： 1. 復歸收益率； 2. 個別單位的市場單位租金；及 3. 所在地的調整因素及其他個別因素(如臨街道路、物業大小及設施規模)	經計入單位市場年度租金收入及可作比較物業的單位市值，復歸收益率為1.0% (二零一五年：1.5%)	復歸收益率輕微上升將導致公平值大幅下跌，反之亦然
Industrial properties	Level 3	Investment approach The key inputs are: 1. Reversionary yield; 2. Market unit rent of individual unit; and 3. Adjustment factors for location and other individual factors such as road frontage, size of property and facilities	Reversionary yield, taking into account annual unit market rental income and unit market value of the comparable properties of 7.5% (2015: 7.5%)	The slight increase in the reversionary yield would result in a significant decrease in fair value, and vice versa
工業物業	第三級	投資方式 主要輸入數據為： 1. 復歸收益率； 2. 個別單位的市場單位租金；及 3. 所在地的調整因素及其他個別因素(如臨街道路、物業大小及設施規模)	經計入單位市場年度租金收入及可作比較物業的單位市值，復歸收益率為7.5% (二零一五年：7.5%)	復歸收益率輕微上升將導致公平值大幅下跌，反之亦然

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For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

16. PROPERTY, PLANT AND EQUIPMENT

16. 物業、廠房及設備

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 千港元	Plant and equipment 廠房及設備 HK\$'000 千港元	Construction work-in- progress 在建工程 HK\$'000 千港元	Furniture, fixtures and equipment and motor vehicles 傢俱、裝置 與設備 及車輛 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At cost	按成本					
At 1st January, 2015	於二零一五年一月一日	582,304	28,273	5,139	83,854	699,570
Additions	添置	–	39	3,982	12,985	17,006
Written off	撇銷	–	–	–	(46)	(46)
Disposals	出售	(40,002)	–	–	(6,091)	(46,093)
Disposal of a subsidiary	出售一家附屬公司	–	–	–	(1,110)	(1,110)
Transferred to investment properties	轉撥至投資物業	(81,190)	–	–	–	(81,190)
Transferred from properties held for sale	轉撥自待售物業	12,706	–	–	–	12,706
Exchange adjustments	匯兌調整	(20,802)	(1,279)	(232)	(2,918)	(25,231)
At 31st December, 2015	於二零一五年十二月三十一日	453,016	27,033	8,889	86,674	575,612
Additions	添置	–	17	307	1,588	1,912
Written off	撇銷	–	–	(544)	(495)	(1,039)
Disposals	出售	–	–	–	(563)	(563)
Transferred	轉撥	3,543	–	(3,543)	–	–
Exchange adjustments	匯兌調整	(29,560)	(1,768)	(581)	(4,728)	(36,637)
At 31st December, 2016	於二零一六年十二月三十一日	426,999	25,282	4,528	82,476	539,285
Accumulated depreciation and impairment	累計折舊及減值					
At 1st January, 2015	於二零一五年一月一日	305,232	21,802	–	67,165	394,199
Provided for the year	年內撥備	14,981	635	–	3,816	19,432
Eliminated on written off	撇銷時對銷	–	–	–	(43)	(43)
Eliminated on disposals	售後註銷	(31,723)	–	–	(5,808)	(37,531)
Disposal of a subsidiary	出售一家附屬公司	–	–	–	(290)	(290)
Eliminated on transfer to investment properties	轉撥至投資物業時對銷	(21,888)	–	–	–	(21,888)
Exchange adjustments	匯兌調整	(11,396)	(987)	–	(2,351)	(14,734)
At 31st December, 2015	於二零一五年十二月三十一日	255,206	21,450	–	62,489	339,145
Provided for the year	年內撥備	13,647	582	–	4,350	18,579
Eliminated on written off	撇銷時對銷	–	–	–	(486)	(486)
Eliminated on disposals	售後註銷	–	–	–	(552)	(552)
Exchange adjustments	匯兌調整	(16,668)	(1,402)	–	(3,224)	(21,294)
At 31st December, 2016	於二零一六年十二月三十一日	252,185	20,630	–	62,577	335,392
Carrying values	賬面值					
At 31st December, 2016	於二零一六年十二月三十一日	174,814	4,652	4,528	19,899	203,893
At 31st December, 2015	於二零一五年十二月三十一日	197,810	5,583	8,889	24,185	236,467

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16. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group's leasehold land is situated outside Hong Kong.

For the year ended 31st December, 2015, an owner-occupied property was reclassified to an investment property because its use has been changed as evidenced by end of owner-occupation in accordance with HKAS 40 "Investment Property". The fair value of the property at the date of transfer was HK\$86,511,000 and was determined by a professional independent valuer using direct comparison approach. A revaluation gain of HK\$27,209,000 and a corresponding deferred tax effect of HK\$6,802,000 was recognised in the other comprehensive income for the year ended 31st December, 2015.

16. 物業、廠房及設備 (續)

本集團之租賃土地位於香港以外。

截至二零一五年十二月三十一日止年度，一項自用物業重新分類為投資物業，乃由於根據《香港會計準則》第40號「投資物業」，自用物業之用途已變更及其用途已不再自用之證據。該物業於轉撥日期之公平值為86,511,000港元，乃由專業獨立估值師採用直接比較法釐定。重估收益27,209,000港元及相應遞延稅項影響6,802,000港元在截至二零一五年十二月三十一日止年度之其他全面收益內確認。

17. LEASE PREMIUM FOR LAND

The Group's lease premium for land comprises:

17. 土地租賃費用

本集團之土地租賃費用包括：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Leasehold land in Hong Kong	在香港以租約持有之土地	151	156
Leasehold land outside Hong Kong	香港以外以租約持有之土地	38,783	48,303
		38,934	48,459
Analysed for reporting purposes as:	為報告目的分析為：		
Current assets	流動資產	5,566	5,955
Non-current assets	非流動資產	33,368	42,504
		38,934	48,459

18. FILM DISTRIBUTION RIGHTS

18. 影片發行權

		HK\$'000 千港元
Cost	成本	
At 1st January, 2015	於二零一五年一月一日	26,288
Additions	添置	427
		<hr/>
At 31st December, 2015, and 2016	於二零一五年及二零一六年 十二月三十一日	26,715
		<hr/>
Amortisation and impairment	攤銷及減值	
At 1st January, 2015	於二零一五年一月一日	16,288
Provided for the year	年度撥備	908
Impairment	減值	4,028
		<hr/>
At 31st December, 2015	於二零一五年十二月三十一日	21,224
Impairment	減值	549
		<hr/>
At 31st December, 2016	於二零一六年十二月三十一日	21,773
		<hr/>
Carrying value	賬面值	
At 31st December, 2016	於二零一六年十二月三十一日	4,942
		<hr/>
At 31st December, 2015	於二零一五年十二月三十一日	5,491
		<hr/>

Film distribution rights are amortised over their economic beneficial period.

Based on the projected revenue from the film distribution rights, impairment loss amounted to HK\$549,000 (2015: HK\$4,028,000) was recognised during the year.

影片發行權乃於其經濟利益期內攤銷。

根據影片發行權之預測收入，減值虧損549,000港元（二零一五年：4,028,000港元）已於年度內確認。

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19. PROPERTIES UNDER DEVELOPMENT

19. 發展中物業

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
At 1st January, at cost	於一月一日，按成本	3,136,392	7,206,630
Additions	添置	145,594	1,492,120
Interest capitalised	資本化利息	326	179,785
Transferred from deposit paid for land use right	轉自土地使用權之 已付訂金	933,001	—
Transferred to properties held-for-sale	轉撥至待售物業	(849,650)	(5,449,430)
Exchange adjustments	匯兌調整	(162,070)	(292,713)
At 31st December, at cost	於十二月三十一日，按成本	3,203,593	3,136,392

Properties under development under current assets of approximately HK\$3,203,593,000 (2015: HK\$2,297,428,000) are not expected to be completed within twelve months from the end of reporting period.

流動資產內的發展中物業約3,203,593,000港元(二零一五年: 2,297,428,000港元)預計不會於報告期末起計十二個月內落成。

20. DEPOSITS PAID FOR LAND USE RIGHTS

20. 土地使用權之已付訂金

At 31st December, 2016, deposits of HK\$368,006,000 (2015: HK\$1,690,407,000) were paid for the land use rights of a site located in Pudong New Area, Shanghai, the Mainland China with a site area of approximately 52,500 square meters (2015: approximately 502,961 square meters) and the delivery of vacant possession to the Group is under negotiation.

於二零一六年十二月三十一日，已就位於中國內地上海浦東新區一幅地塊之土地使用權支付訂金368,006,000港元(二零一五年: 1,690,407,000港元)。該幅土地之地盤面積約52,500平方米(二零一五年: 約502,961平方米)，現正就交吉予本集團進行磋商。

21. GOODWILL

21. 商譽

HK\$'000

千港元

Cost and carrying valueAt 1st January, 2015, 31st December, 2015
and 31st December, 2016**成本及賬面值**於二零一五年一月一日、
二零一五年十二月三十一日及
二零一六年十二月三十一日

33,288

Goodwill is allocated to the cash-generating unit of a wholly owned subsidiary which is engaged in property development and trading activities.

During the year ended 31st December, 2016 and 2015, the management of the Group determined that there was no impairment of the cash-generating unit containing goodwill.

The recoverable amount of the cash-generating unit was measured based on fair value less costs to sell calculation by reference to observable market price using market comparable approach for similar properties, adjusted for location and other individual factors such as road frontage and size. It was determined by management's past experience, based on the estimated gross profit from selling of properties, taking into the consideration prevailing market price.

商譽分配至一家全資附屬公司的現金產生單位，該公司從事物業發展及銷售業務。

截至二零一六年及二零一五年十二月三十一日止年度，本集團管理層認為並無現金產生單位有商譽減值。

現金產生單位的可收回金額之計算乃根據可觀察市場價就類似物業以市場比較法作參考，就所在地及其他個別因素（如臨街道及其大小）作調整後以公平值減銷售成本計算而計量。其由管理層的過往經驗決定，根據物業銷售的預計毛利計算，計及當時的市價。

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綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

22. INTERESTS IN ASSOCIATES

22. 於聯營公司之權益

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost of unlisted investments in associates	於非上市聯營公司之 投資成本	7,071	7,071
Share of post-acquisition losses and other comprehensive expense, net of dividend received	應佔收購後虧損及 其他全面開支， 已扣除已收股息	(5,119)	(3,548)
		1,952	3,523
Amounts due from associates	聯營公司欠款	10,771	10,766
		12,723	14,289

Summarised financial information in respect of the Group's associates that are not individually material is set out below:

有關本集團不屬於個別重大之聯營公司的財務資料概要載列如下：

22. INTERESTS IN ASSOCIATES (Continued)

22. 於聯營公司之權益 (續)

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

本綜合財務報表將聯營公司以權益法入賬。

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Total assets	總資產	45,037	51,039
Total liabilities	總負債	(45,282)	(45,751)
Net (liabilities) assets	淨(負債)資產	(245)	5,288
Group's share of associates' net assets	本集團應佔聯營公司之淨資產	1,952	3,523
Revenue	收入	10,499	15,000
(Loss) profit for the year	年度(虧損)溢利	(4,128)	1,785
Other comprehensive expense	其他全面開支	(1,405)	(1,675)
Group's share of associates' (loss) profit for the year	本集團年度應佔聯營公司之(虧損)溢利	(1,202)	448
Group's share of associates' other comprehensive expense for the year	本集團年度應佔聯營公司之其他全面開支	(369)	(525)
Group's share of associates' total comprehensive expense for the year	本集團年度應佔聯營公司之全面開支總額	(1,571)	(77)

The amounts due from associates are unsecured, interest free and have no fixed repayment terms.

聯營公司欠款乃無抵押、免息及無固定還款期。

In the opinion of the Directors, the amounts due from associates will not be repayable within twelve months from the end of the reporting period and accordingly, the amounts have been classified as non-current assets.

董事認為，聯營公司欠款毋須於報告期末十二個月內償還。因此，該款項已列作非流動資產。

Details of principal associates at 31st December, 2016 are included in Note 41.

主要聯營公司於二零一六年十二月三十一日之詳情載於附註41。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

23. INTERESTS IN JOINT VENTURES

23. 於合資企業之權益

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cost of unlisted investments in joint ventures	於非上市合資企業之投資成本	965,954	965,954
Share of post-acquisition (losses) profits, net of dividend received	應佔收購後(虧損)溢利, 已扣除已收股息	(4,727)	1,008
Exchange difference arising from translation of joint ventures	換算合資企業時產生之匯兌差額	(8,415)	58,306
		952,812	1,025,268
Amount due from a joint venture	一家合資企業欠款	513	513
		953,325	1,025,781
Classified under:	分類為:		
– Non-currents assets	– 非流動資產		
– interest in joint ventures	– 於合資企業之權益	175,542	1,025,781
– Current assets	– 流動資產		
– interest in a joint venture held for sale	– 待售一家合資企業之權益	777,783	–
		953,325	1,025,781
Amounts due to joint ventures	應付合資企業款項	55,779	108,379

23. INTERESTS IN JOINT VENTURES (Continued)

In 2010, Tianjin Tomson Development Co., Limited, an indirectly wholly-owned subsidiary of the Company, entered into a joint venture agreement with an unrelated Mainland China partner to establish Tianjin Jinwan Property Co., Limited ("Jinwan Property") in the Mainland China, holding 51% interest of the registered capital as at 31st December, 2016 and 2015. However, Jinwan Property was jointly controlled by the Group and the Mainland China partner by virtue of contractual arrangements whereby the shareholders had rights to the net assets of the joint arrangement and the Group and the Mainland China partner contractually agreed that decisions about major activities required the consent of both parties. Strategic financial and operating decisions relating to the activity of the joint venture required the approval of at least two-thirds of voting right at board meetings of Jinwan Property. Therefore, Jinwan Property was classified as a joint venture of the Group. Jinwan Property was a property developer and was the Group's strategic investment in Tianjin.

In October 2016, the Group entered into a sale and purchase agreement to dispose of its whole investment in Jinwan Property at a consideration of RMB1,173 million. The consideration had been received and an amount of HK\$654,519,000 was placed in restricted bank account. The transaction was completed in January 2017 and the restriction was released on completion date.

Investment in Jinwan Property was reclassified under current assets – interest in a joint venture held for sale as at 31st December, 2016.

The amount due from a joint venture is unsecured, interest free and has no fixed repayment terms.

In the opinion of the Directors of the Company, the amount due from a joint venture will not be repayable within twelve months of the end of the reporting period and accordingly, the amount has been classified as non-current assets.

23. 於合資企業之權益 (續)

於二零一零年，本公司之間接全資附屬公司天津湯臣建設有限公司與非關連中國內地合作夥伴訂立一份合資協議，在中國內地成立天津津灣置業有限公司（「津灣置業」），並在二零一六年及二零一五年十二月三十一日於其註冊資本中持有51%權益。然而，津灣置業由本集團及該中國內地合作夥伴透過合約安排共同控制，據此，股東享有合營安排的資產淨值，而本集團及中國內地合作夥伴已訂約協定有關重大活動之決策須獲雙方同意。有關合資企業之財務策劃及營運決策均需要在津灣置業董事局會議中至少獲三分之二投票權批准。因此，津灣置業被視為本集團之合資企業處理。津灣置業為物業發展商及本集團於天津的策略投資。

於二零一六年十月，本集團訂立買賣協議，以出售其於津灣置業之全部投資，代價為人民幣1,173,000,000元。代價經已收取，而654,519,000港元已絀造於受限制銀行賬戶。交易已於二零一七年一月完成，而該限制已於完成日期獲解除。

於二零一六年十二月三十一日，於津灣置業之投資分類為流動資產－待售一家合資企業之權益。

應收一家合資企業款項為無抵押、免息及無固定還款期。

本公司董事認為，應收一家合資企業款項將不會於報告期末十二個月內獲償還，因此，該款項已分類為非流動資產。

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23. INTERESTS IN JOINT VENTURES (Continued)

The amounts due to joint ventures are unsecured and bear interest at 6.15% per annum repayable in 2017 (2015: amount of HK\$48,699,000 and HK\$59,680,000 which borne interest of 4.75% and 6.15% per annum, and repayable in 2016 and 2017 respectively).

Details of joint ventures at 31st December, 2016 are included in Note 41.

Summarised financial information in respect of each of the Group's material joint ventures is set out below. The summarised financial information below represents amounts shown in the joint venture's financial statements prepared in accordance with HKFRSs.

The joint ventures are accounted for using the equity method in these consolidated financial statements.

Jinwan Property

Current assets	流動資產
Non-current assets	非流動資產
Current liabilities	流動負債
Non-current liabilities	非流動負債

23. 於合資企業之權益 (續)

應付合資企業款項為無抵押、按年利率6.15厘計息及須於二零一七年償還(二零一五年:金額48,699,000港元及59,680,000港元分別按年利率4.75厘及6.15厘計息及分別須於二零一六年及二零一七年償還)。

於二零一六年十二月三十一日的合資企業詳情載於附註41。

有關本集團各重大合資企業的財務資料概要載列如下。以下財務資料概要乃指合資企業根據《香港財務報告準則》編製的財務報表所示金額。

本綜合財務報表將合資企業以權益法入賬。

津灣置業

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current assets	流動資產	2,750,479	2,307,616
Non-current assets	非流動資產	240	468
Current liabilities	流動負債	1,225,654	193,713
Non-current liabilities	非流動負債	—	470,280

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23. INTERESTS IN JOINT VENTURES (Continued)

23. 於合資企業之權益 (續)

The above amounts of assets and liabilities include the following:

上述資產及負債金額包括下列各項：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等值項目	132,746	147,772
Current financial liabilities (excluding trade and other payable and accruals)	流動財務負債 (不包括應付貿易賬款及其他應付賬款及預提費用)	1,089,118	147,284
Non-current financial liabilities (excluding trade and other payable and accruals)	非流動財務負債 (不包括應付貿易賬款及其他應付賬款及預提費用)	—	470,279
Revenue	收入	—	—
Loss for the year	年度虧損	(11,922)	(5,705)
Other comprehensive expense for the year	年度其他全面開支	(107,104)	(77,798)
Total comprehensive expense for the year	年度全面開支總額	(119,026)	(83,503)

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綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

23. INTERESTS IN JOINT VENTURES (Continued)

The above loss for the year includes the following:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Depreciation	折舊	44	161
Interest income	利息收入	4,197	7,899
Interest expense	利息開支	—	—
Income tax expense	所得稅開支	87	162

Reconciliation of the above summarised financial information to the carrying amount of the interest in Jinwan Property recognised in the consolidated financial statements:

上述年度虧損包括下列各項：

上述財務資料概要與於津灣置業之權益的賬面值與於綜合財務報表內確認之對賬：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Net assets	淨資產	1,525,065	1,644,091
Proportion of the Group's ownership interest	本集團之擁有權權益比例	51%	51%
Carrying amount of the Group's interest	本集團權益之賬面值	777,783	838,486

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23. INTERESTS IN JOINT VENTURES (Continued)

Aggregate information of the remaining joint venture that is not individually material:

23. 於合資企業之權益 (續)

個別而言，餘下為不屬於重大之合資企業合計資料：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
The Group's share of profit	本集團應佔溢利	13,337	15,160
The Group's share of other comprehensive expenses	本集團應佔其他全面開支	(12,098)	(8,842)
The Group's share of total comprehensive income	本集團應佔全面收益總額	1,239	6,318

24. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments as at 31st December, 2016 comprise:

24. 可供出售投資

於二零一六年十二月三十一日之可供出售投資包括：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Listed investments:	上市投資：		
– equity securities listed in Hong Kong	– 於香港上市之股本證券	135,509	100,992
Unlisted equity investments	非上市股本投資	48,091	48,091
Club debenture	會所債券	515	515
		184,115	149,598

24. AVAILABLE-FOR-SALE INVESTMENTS

(Continued)

As at the end of the reporting period, all available-for-sale investments were stated at fair value, except for those unlisted equity investments and club debenture, the fair value of which cannot be measured reliably. Fair value of listed equity investments have been determined by reference to quoted market prices.

The unlisted equity investments represent investments in private entities incorporated in the Mainland China. They are measured at cost less impairment at the end of the reporting period, and because the range of reasonable fair value estimates is so significant the Directors of the Company are of the opinion that their values cannot be measured reliably. No impairment loss was recognised in current year (2015: an impairment loss of HK\$931,000 was recognised) based on the net asset value of the investee company.

25. INVESTMENTS HELD FOR TRADING

Investments held for trading represent equity securities listed in Hong Kong.

24. 可供出售投資 (續)

於報告期末，所有可供出售投資以公平值列賬，公平值未能可靠地計量的非上市股本投資及會所債券除外。該等上市股本投資之公平值乃參考所報之市場價格而釐定。

非上市股本投資為投資於中國內地註冊成立的私人企業。該等投資按報告期末的成本減去減值計算，因為合理公平值估計的範圍十分大，本公司董事認為其公平值未能可靠地計量。根據被投資公司之資產淨值，於本年度概無確認減值虧損（二零一五年：已確認減值虧損931,000港元）。

25. 待售投資

待售投資指於香港上市之股本證券。

26. NET CURRENT ASSETS

(a) Trade and other receivables and prepayments

The general credit term of the Group given to trade customers is 60 days. A longer credit period may be granted to customers with long business relationship. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk.

Included in trade and other receivables and prepayments are trade receivables, net of impairment losses, of HK\$5,538,000 (2015: HK\$10,064,000) and their aged analysis based on invoice date as at the end of the reporting period is as follows:

0 – 3 months	零至三個月
4 – 6 months	四至六個月
7 – 12 months	七至十二個月

Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$4,982,000 (2015: HK\$6,078,000) which are past due but not provided for impairment loss. These receivables relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances. The average age of these receivables is 180 days (2015: 180 days).

26. 流動資產淨值

(a) 應收貿易賬款、其他應收賬款及預付款項

本集團給予其貿易客戶之一般信貸期為60日。本集團或會給予有長期業務關係之客戶較長之信貸期。本集團會對逾期未付的應收賬作出嚴謹監控以減低信貸風險。

在應收貿易賬款、其他應收賬款及預付款項內包括應收貿易賬款（經扣除減值虧損）5,538,000港元（二零一五年：10,064,000港元），其於報告期末根據發票日期之賬齡分析如下：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 – 3 months	5,249
4 – 6 months	1,260
7 – 12 months	3,555
5,538	10,064

本集團之應收貿易賬款結餘包括已逾期未收但未作減值虧損撥備之應收賬款，其賬面值合共4,982,000港元（二零一五年：6,078,000港元）。此等應收賬款乃與本集團多名還款紀錄良好之獨立客戶有關。根據過往經驗，管理層相信，基於信貸質素並無重大改變且有關結餘仍被視為可全數收回，故毋須就此等結餘計提減值準備。本集團並無持有此等結餘之任何抵押品。此等應收賬款的平均賬齡為180天（二零一五年：180天）。

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26. NET CURRENT ASSETS (Continued)

(a) Trade and other receivables and prepayments (Continued)

Aging of trade receivables which are past due but not impaired:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
61 – 90 days	61至90天	2,907	2,131
91 – 180 days	91至180天	216	889
181 – 365 days	181至365天	1,859	3,058
Total	合計	4,982	6,078

Movement in the allowance for doubtful debts on trade receivables:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	4,326	29,140
Impairment losses recognised on trade receivables	就應收貿易賬款確認之減值虧損	1,367	–
Bad debts written off	壞賬撇銷	–	(19,912)
Recovery of impairment loss	減值虧損收回	(26)	(3,605)
Exchange adjustments	匯兌調整	(306)	(1,297)
Balance at end of the year	年終結餘	5,361	4,326

26. 流動資產淨值 (續)

(a) 應收貿易賬款、其他應收賬款及預付款項 (續)

逾期但未作減值之應收貿易賬款之賬齡如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
61 – 90 days	61至90天	2,907	2,131
91 – 180 days	91至180天	216	889
181 – 365 days	181至365天	1,859	3,058
Total	合計	4,982	6,078

應收貿易賬款之呆賬撥備之變動：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	4,326	29,140
Impairment losses recognised on trade receivables	就應收貿易賬款確認之減值虧損	1,367	–
Bad debts written off	壞賬撇銷	–	(19,912)
Recovery of impairment loss	減值虧損收回	(26)	(3,605)
Exchange adjustments	匯兌調整	(306)	(1,297)
Balance at end of the year	年終結餘	5,361	4,326

26. NET CURRENT ASSETS (Continued)

(a) Trade and other receivables and prepayments
(Continued)

Other receivables with an aggregate carrying amount of HK\$3,105,000 (2015: HK\$3,303,000) are individually impaired as the amount is unlikely to be recovered from the relevant debtors.

Movement in the allowance for bad and doubtful debts on other receivables:

26. 流動資產淨值 (續)

(a) 應收貿易賬款、其他應收賬款
及預付款項 (續)

鑑於賬面總值為3,105,000港元(二零一五年: 3,303,000港元)之其他應收賬款不大可能自相關借款人收回, 故已作個別減值。

其他應收賬款之呆壞賬撥備之變動:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	3,303	3,584
Impairment losses recognised on other receivables	就其他應收賬款確認之減值虧損	18	1,503
Bad debts written off	壞賬撇銷	—	(1,139)
Disposal of a subsidiary	出售一家附屬公司	—	(482)
Exchange adjustments	匯兌調整	(216)	(163)
Balance at end of the year	年終結餘	3,105	3,303

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26. NET CURRENT ASSETS (Continued)

(b) Inventories

Details of inventories are as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Finished goods	製成品	383	539
Packaging materials and accessories	包裝材料及配件	4,752	5,455
		5,135	5,994

(c) Trade and other payables and accruals

Included in trade and other payables and accruals are trade payables of HK\$572,990,000 (2015: HK\$545,584,000) and their aged analysis based on invoice date as at the end of the reporting period is as follows:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
0 – 3 months	零至三個月	274,548	445,449
4 – 6 months	四至六個月	33,300	167
7 – 12 months	七至十二個月	86,935	306
Over 1 year	一年以上	178,207	99,662
		572,990	545,584

The credit period on purchases is 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

26. 流動資產淨值 (續)

(b) 存貨

存貨詳情如下：

(c) 應付貿易賬款、其他應付賬款及預提費用

在應付貿易賬款、其他應付賬款及預提費用內包括應付貿易賬款572,990,000港元(二零一五年：545,584,000港元)，其於報告期末根據發票日期之賬齡分析如下：

購貨之信貸期為90天。本集團已制訂財務風險管理政策以確保所有應付賬款均於信貸期內繳清。

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26. NET CURRENT ASSETS (Continued)

(d) Cash and bank balances

Included in cash and bank balances are the following amounts denominated in a currency other than the functional currency of the entities to which they relate:

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
United States Dollars	美元	55,849	55,317
Renminbi	人民幣	13,178	17,000

26. 流動資產淨值 (續)

(d) 現金及銀行結餘

在現金及銀行結餘內，有關實體之功能貨幣以外之貨幣為：

27. SHARE CAPITAL

27. 股本

		Number of shares 股份數目		Amount 金額	
		2016 二零一六年	2015 二零一五年	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Ordinary shares of HK\$0.50 each	每股面值0.50港元之普通股				
Authorised	法定				
– Balance as at 1st January and 31st December	– 於一月一日及十二月三十一日之結餘	2,000,000,000	2,000,000,000	1,000,000	1,000,000
Issued and fully paid	已發行及已繳足				
– Balance as at 1st January	– 於一月一日之結餘	1,588,664,871	1,526,127,886	794,333	763,064
– Scrip dividend (Note)	– 以股代息 (附註)	126,394,626	62,536,985	63,197	31,269
– Balance as at 31st December	– 於十二月三十一日之結餘	1,715,059,497	1,588,664,871	857,530	794,333

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27. SHARE CAPITAL (Continued)

Note:

On 16th June, 2016, 126,394,626 new shares of the Company were allotted and issued at HK\$1.8943 per share to the shareholders, who elected to receive shares in lieu of cash for the interim dividend for the year ended 31st December, 2015. These shares rank pari passu in all respects with the shares then in issue.

On 15th June, 2015, 62,536,985 new shares of the Company were allotted and issued at HK\$2.1320 per share to the shareholders, who elected to receive shares in lieu of cash for the interim dividend for the year ended 31st December, 2014. These shares rank pari passu in all respects with the shares then in issue.

28. SHARE-BASED PAYMENT TRANSACTIONS

A share option scheme was adopted by the Company pursuant to a resolution passed on 1st June, 2012 (the “2012 Scheme”). The 2012 Scheme was set up for the primary purpose to provide incentives or rewards to selected persons for their contribution to any member of the Group or any entity in which any member of the Group holds any equity interest (“Invested Entity”). Subject to earlier termination by the Company in general meeting or by the Board of Directors of the Company (the “Board”), the 2012 Scheme shall be valid and effective until 31st May, 2022. After the expiry of such valid period, no further options will be offered or granted but in all other respects the provisions of the 2012 Scheme shall remain in full force and effect.

Under the 2012 Scheme, the Board may grant options to (i) any employee or proposed employee (whether full time or part time) of any member of the Group or any Invested Entity, including any executive director of these companies; or (ii) any non-executive director (including independent non-executive director) of any member of the Group or any Invested Entity; or (iii) any adviser, consultant or customer of or supplier of goods or services to any member of the Group or any Invested Entity; or (iv) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

27. 股本 (續)

附註：

於二零一六年六月十六日，本公司向選擇以股代息的股東，就截至二零一五年十二月三十一日止年度之中期股息，按每股1.8943港元配發及發行126,394,626股本公司新股份。該等股份與當時已發行的股份享有同等權益。

於二零一五年六月十五日，本公司向選擇以股代息的股東，就截至二零一四年十二月三十一日止年度之中期股息，按每股2.1320港元配發及發行62,536,985股本公司新股份。該等股份與當時已發行的股份享有同等權益。

28. 股權支付交易

本公司根據於二零一二年六月一日通過的決議案採納一項購股權計劃（「二零一二年計劃」）。設立二零一二年計劃的主要目的是為就經甄選之人士對本集團任何成員公司或本集團任何成員公司持有任何股權之任何機構（「所投資機構」）之貢獻作出激勵或獎賞。倘本公司並無在股東大會中提早終止或本公司董事局（「董事局」）並無提早終止該計劃，二零一二年計劃將有效至二零二二年五月三十一日止。於有效期屆滿後將不會再行提議賦予或授出購股權，惟二零一二年計劃的條款在各方面將繼續全面有效。

根據二零一二年計劃，董事局可向以下人士授出購股權：(i)本集團任何成員公司或任何所投資機構之任何僱員或準僱員（不論全職或兼職），包括此等公司之任何執行董事；或(ii)本集團任何成員公司或任何所投資機構之任何非執行董事（包括獨立非執行董事）；或(iii)本集團任何成員公司或任何所投資機構之任何諮詢人、顧問或客戶或向該等公司或機構提供貨物或服務之供應商；或(iv)本集團任何成員公司或任何所投資機構之任何股東，或本集團任何成員公司或任何所投資機構發行任何證券之任何持有人。

28. SHARE-BASED PAYMENT TRANSACTIONS*(Continued)*

The maximum number of shares of the Company in respect of which options may be granted under the 2012 Scheme is 141,452,380 shares, representing 10% of the Company's issued share capital at the date of adoption of the 2012 Scheme, save as otherwise approved by shareholders of the Company. The total number of shares of the Company issued and to be issued upon exercise of the options granted and to be granted to each participant or grantee (including exercised and outstanding options) in any 12-month period up to the date of grant shall not exceed 1% of the shares of the Company in issue at the date of grant (the "Individual Limit"). Any further grant of options in excess of the Individual Limit must be subject to shareholders' approval in general meeting with such participant and his or her associates abstaining from voting.

The acceptance of an offer of granting an option must be made within 28 days from the date on which such offer is made with a non-refundable payment of HK\$1 from the grantee to the Company by way of consideration for the grant thereof. An option may be exercised at any time during a period as the Board may determine which shall not be more than 10 years commencing from the date of grant of option. Save as determined by the Board and provided in the offer of the relevant options, there is no minimum period for which an option must be held before it can be exercised under the 2012 Scheme. The subscription price per share of the Company in respect of any option granted under the 2012 Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer of the option, which must be a business day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the 5 business days immediately preceding the date of offer of the option; and (iii) the nominal value of the shares on the date of offer.

28. 股權支付交易 (續)

除非另行獲本公司股東之批准，根據二零一二年計劃可授出之購股權而發行之本公司股份最高限額總數為141,452,380股，即本公司於採納二零一二年計劃當日已發行股本的10%。每名參與者或承授人在截至授出購股權當日止任何十二個月內，獲授及將獲授之購股權（包括已行使及尚未行使者）予以行使時而發行及將發行之本公司股份總數，不得超過授出購股權當日之本公司已發行股份數目之1%（「個別上限」）。倘向參與者再行授出超逾個別上限之購股權，則須經股東在股東大會上批准，而有關參與者及其聯繫人士均須在會上放棄投票權。

承授人須於提議授出購股權之日起計二十八日內提出接納購股權，並向本公司支付1港元，作為獲授購股權之代價，此款項將不可退回。購股權可在董事局釐定的期間內隨時行使，惟該期間不得自授出購股權日期起計超過十年。根據二零一二年計劃，除董事局另有決定及根據有關購股權授出時所規定者外，並無設有購股權行使之前必須持有的最短限期。根據二零一二年計劃所授出的任何購股權而言，本公司每股股份的認購價將由董事局全權釐定，惟該認購價不得低於以下三者之最高者：(i)提議授出購股權當日（必須為營業日）在聯交所每日報價表所列股份之收市價；(ii)緊接提議授出購股權日期前五個營業日在聯交所每日報價表所列股份之平均收市價；及(iii)於提議授予購股權當日的股份面值。

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28. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Under the 2012 Scheme, 4,200,000 shares of the Company were issued upon exercise of share options in 2013. Under the 2012 Scheme, no option was granted, exercised, cancelled or lapsed in 2016. Therefore, the maximum number of shares available for issue under the 2012 Scheme as at 31st December, 2016 was 137,252,380 representing approximately 8% of the Company's issued share capital at the end of the reporting period. There are no outstanding options granted under the 2012 Scheme during both years.

During the year ended 31st December, 2015, 27,300,000 share options, which were granted prior to the 2012 Scheme, lapsed in November 2015.

The following table discloses movements of the Company's share options held by Directors during the year ended 31st December, 2015:

Date of grant	授出日期	Exercise price per share 每股行使價 HK\$ 港元	Outstanding at 1st January 2015 於 二零一五年 一月一日 尚未行使	Lapsed during 2015 於 二零一五年 年內失效	Outstanding at 31st December 2015 於 二零一五年 十二月 三十一日 尚未行使
13th November, 2007 – Directors (Note)	二零零七年十一月十三日 – 董事 (附註)	3.644	27,300,000	(27,300,000)	–
Exercisable at the end of the year	年末可行使				–

Note: Exercise period: 13th November, 2007 to 12th November, 2015.

28. 股權支付交易 (續)

根據二零一二年計劃，4,200,000股本公司股份於二零一三年行使購股權後獲發行。根據二零一二年計劃，於二零一六年，概無已授出、行使、註銷或失效的購股權。因此，於二零一六年十二月三十一日，根據二零一二年計劃可予發行之股份數目上限為137,252,380股，佔本公司於報告期末之已發行股本約8%。根據二零一二年計劃，於兩個年度內，概無尚未行使購股權。

截至二零一五年十二月三十一日止年度，於二零一二年計劃前授出之27,300,000份購股權已於二零一五年十一月失效。

下表披露董事於截至二零一五年十二月三十一日止年度持有之本公司購股權變動情況：

附註：行使期：二零零七年十一月十三日至二零一五年十一月十二日。

29. BORROWINGS

29. 借款

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Short-term borrowings, secured	短期借款，有抵押	100,000	415,970
Current portion of long-term borrowings, secured	長期借款之即期部分，有抵押	82,274	2,763,928
Total short-term borrowings	短期借款總額	182,274	3,179,898
Long-term borrowings, secured	長期借款，有抵押	1,607,876	1,366,734
		1,790,150	4,546,632
The above borrowings include the following:	上述借款包括以下：		
Bank loans	銀行貸款	1,790,150	3,295,140
Other loans	其他貸款	–	1,251,492
		1,790,150	4,546,632
Carrying amount repayable:	須償還之賬面值：		
On demand or within one year	應要求或一年內	182,274	3,179,898
More than one year, but not exceeding two years	一年以上但不超過兩年	465,752	398,365
More than two years but not more than five years	兩年以上但不超過五年	249,665	939,961
More than five years	五年以上	892,459	28,408
		1,790,150	4,546,632

The borrowings were secured by assets of the Group as disclosed in Note 37.

Borrowings were floating-rate borrowings of HK\$1,790,150,000 (2015: HK\$3,295,140,000) which carried interest rates ranging from 2.01% to 7.68% (2015: 2.76% to 9.00%) per annum. At 31st December, 2015, the balances of HK\$1,251,492,000 which carried interest rates ranging from 5.00% to 10.50% per annum were fixed-rate borrowings.

本集團用作借款抵押之資產於附註37中披露。

借款為浮動利率借款1,790,150,000港元（二零一五年：3,295,140,000港元），年利率介乎2.01厘至7.68厘（二零一五年：2.76厘至9.00厘）。於二零一五年十二月三十一日，年利率介乎5.00厘至10.50厘之借款結餘1,251,492,000港元為固定利率借款。

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30. DEFERRED TAXATION

30. 遞延稅項

		Accelerated tax depreciation 加速 稅項折舊 HK\$'000 千港元	Revaluation of properties 重估 物業價值 HK\$'000 千港元	LAT 土地增值稅 HK\$'000 千港元	Exchange difference recognition 匯兌 差額確認 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance as at 1st January, 2015	於二零一五年 一月一日之結餘	(96,176)	(2,109,219)	862,074	(52,549)	60,250	7,998	(1,327,622)
(Charge) credit to consolidated statement of profit or loss for the year	於本年度綜合損益表 (扣減)撥回	(12,697)	89,670	54,649	—	21,505	(2,234)	150,893
Charge to other comprehensive expense	於其他全面開支扣減	—	(6,802)	—	—	—	—	(6,802)
Exchange adjustments	匯兌調整	4,353	89,916	(38,803)	2,378	(2,726)	(362)	54,756
Balance as at 31st December, 2015	於二零一五年 十二月三十一日之 結餘	(104,520)	(1,936,435)	877,920	(50,171)	79,029	5,402	(1,128,775)
(Charge) credit to consolidated statement of profit or loss for the year	於本年度綜合損益表 (扣減)撥回	(11,794)	(23,665)	80,510	—	68,161	(3,105)	110,107
Exchange adjustments	匯兌調整	6,833	139,432	(54,667)	3,281	(5,166)	(354)	89,359
Balance as at 31st December, 2016	於二零一六年 十二月三十一日之 結餘	(109,481)	(1,820,668)	903,763	(46,890)	142,024	1,943	(929,309)

For the purpose of consolidated statement of financial position presentation, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

就呈列綜合財務狀況表而言，若干遞延稅項資產及負債已予抵銷。以下為就財務報告用途的遞延稅項結餘分析：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	364,538	317,600
Deferred tax liabilities	遞延稅項負債	(1,293,847)	(1,446,375)
		(929,309)	(1,128,775)

30. DEFERRED TAXATION (Continued)

At 31st December, 2016, the Group had unused tax losses of HK\$1,082.71 million (2015: HK\$1,389.68 million) available for offset against future profits. In 2016, a deferred tax asset has been recognised in respect of HK\$568.10 million (2015: HK\$316.12 million) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$514.61 million (2015: HK\$1,073.56 million) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$75.59 million (2015: HK\$459.11 million) which will expire within five years. Other losses may be carried forward indefinitely.

Withholding tax is imposed on dividends declared in respect of profits earned by Mainland China subsidiaries from 1st January, 2008 onwards. At 31st December, 2016, the aggregate amount of distributable earnings of the Group's Mainland China subsidiaries in respect of which the Group has not provided for dividend withholding tax amounted to approximately HK\$4,616.43 million (2015: HK\$4,460.58 million). No liability has been recognised in respect of these amounts because the Group is in a position in control of the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

31. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in Note 29 and equity attributable to owners of the Company, comprising issued share capital, share premium, reserves and retained earnings.

30. 遞延稅項 (續)

於二零一六年十二月三十一日，本集團可用作抵銷未來溢利之未動用稅項虧損為1,082,710,000港元（二零一五年：1,389,680,000港元）。於二零一六年，已就該等虧損中的568,100,000港元（二零一五年：316,120,000港元）確認為遞延稅項資產。因未來溢利流無法預測，故並未就餘下514,610,000港元（二零一五年：1,073,560,000港元）確認遞延稅項資產。未確認稅項虧損中，75,590,000港元（二零一五年：459,110,000港元）之虧損將於五年內屆滿。其他虧損可無限期結轉。

中國內地附屬公司於二零零八年一月一日起獲利所宣派的股息須繳納預扣稅。於二零一六年十二月三十一日，本集團尚未就其中國內地附屬公司之可分派盈利總額約4,616,430,000港元（二零一五年：4,460,580,000港元），作出股息扣繳稅撥備。由於本集團有能力控制撥回暫時差額之時間及該等差額可能不會於可見未來撥回，因此並無就該等款項確認負債。

31. 資本風險管理

本集團之資本管理目的為確保本集團內之所有實體均可持續經營，同時透過優化債務及權益結餘為股東謀求最大回報。本集團之整體策略與過往年度維持不變。

本集團之資本架構包括債務（當中包括借款（於附註29披露））及本公司權益持有人應佔權益（包括已發行股本、股份溢價、儲備及保留溢利）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

31. CAPITAL RISK MANAGEMENT (Continued)

The Directors of the Company review the capital structure periodically by considering the cost of capital and the risks associated with each class of capital. When necessary, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the repayment of existing debt.

31. 資本風險管理 (續)

本公司董事定期檢討資本結構，當中包括考慮資本成本及與各資本類別所附帶之風險。如有需要，本集團將透過派付股息、發行新股及股份回購，以及發行新債務或償還現有債務以平衡其整體資本結構。

32. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

Financial assets	財務資產
Fair value through profit or loss investments held for trading	透過公平值計入損益之待售投資
Loans and receivables (including cash and bank balances)	貸款及應收賬款 (包括現金及銀行結餘)
Available-for-sale investments	可供出售投資
Financial liabilities	財務負債
Amortised cost	攤銷成本

32. 金融工具

(a) 金融工具之類別

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
49,638	83,145
3,935,113	3,395,685
184,115	149,598
2,980,661	5,829,909

32. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risks management objectives and policies

The Group's major financial instruments include available-for-sale investments, investments held for trading, trade and other receivables, amounts due from or due to associates and joint ventures, pledged bank deposits, restricted bank balance, cash and bank balances, trade and other payables and borrowings. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner. There has been no significant change to the Group's exposure to financial risks or the manner in which it manages and measures the risks.

Market risks

(i) Currency risk

Certain cash and bank balances of the Group are denominated in United States Dollars ("USD") and Renminbi ("RMB") which are a foreign currency other than functional currency (i.e. HKD) of the relevant group entities (see Note 26(d)). The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

32. 金融工具 (續)

(b) 財務風險管理目標及政策

本集團之主要金融工具包括可供出售投資、待售投資、應收貿易賬款及其他應收賬款、應收或應付聯營公司及合資企業款項、抵押銀行存款、受限制銀行結餘、現金及銀行結餘、應付貿易賬款及其他應付賬款以及借款。該等金融工具之詳情已於相關附註內披露。下文載列該等金融工具有關之風險及如何減低該等風險之政策。管理層管理及監控該等風險，以確保能及時和有效地採取合適的措施。本集團面臨之財務風險或其管理及計量風險之措施並無重大變動。

市場風險

(i) 貨幣風險

本集團若干現金及銀行結餘乃以美元及人民幣（為外幣）而非各相關集團實體的功能貨幣（即港元）列值（見附註26(d)）。本集團目前並無採取外幣對沖政策。然而，管理層會監控外匯風險，並將於有需要時考慮對沖所面對的重大外幣風險。

32. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risks management objectives and policies (Continued)

Market risks (Continued)

(i) Currency risk (Continued)

Sensitivity analysis

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

No analysis is presented on HKD against USD as HKD is pegged to USD and management of the Company believes the foreign exchange exposure is insignificant.

The following details the Group's sensitivity to a 5% (2015: 5%) appreciation/depreciation in HKD against RMB.

- Post-tax profit for the year ended 31st December, 2016 would decrease/increase by approximately HK\$659,000 (2015: HK\$850,000)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk relation to fixed-rate borrowings and also exposed to cash flow interest rate risk in relation to bank deposits and variable-rate borrowings (see Note 29 for details of these borrowings). It is the Group's policy to keep its borrowings at variable-rate of interest so as to minimise the fair value interest rate risk. The Group currently does not have an interest rate hedging policy. However, management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

32. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

敏感度分析

下列之敏感度分析乃以於報告期末之貨幣風險為基準而釐定。

由於港元與美元掛鈎，故並無呈列港元兌換美元之分析，且本公司管理層相信並無重大外匯風險。

下列詳載本集團對港元兌人民幣升值／貶值5% (二零一五年：5%) 的敏感度。

- 本集團截至二零一六年十二月三十一日止年度之除稅後溢利將減少／增加約659,000港元 (二零一五年：850,000港元)。

(ii) 利率風險

本集團因定息借款而須承受公平值利率風險及亦因銀行存款及浮息借款 (此等借款詳情見附註29) 而須承受現金流利率風險。本集團之政策為維持浮息借貸以減低公平值利率風險。本集團目前並無利率對沖政策。然而，管理層已監察利率風險，倘有需要時將會考慮對沖顯著的利率風險。

32. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risks management objectives and policies (Continued)

Market risks (Continued)

(ii) Interest rate risk (Continued)

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the market deposit rate and the Mainland China official lending rate and Hong Kong Interbank Offered Rate arising from the Group's RMB borrowings and HKD borrowings respectively.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates risks for bank balances and variable-rate borrowings. The analysis is prepared on the balances at the end of reporting period. 50 and 100 basis points (2015: 50 and 100 basis points) increase or decrease are used respectively which represents management's assessment of the reasonably possible change in interest rates.

In relation to the Group's exposure to interest rates risk on bank deposits, if interest rates had been 50 basis points (2015: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31st December, 2016 would increase/decrease by HK\$14,712,000 (2015: HK\$12,147,000).

Furthermore, in relation to the Group's exposure to interest rates risk on its variable-rate borrowings, if interest rates had been 100 basis points (2015: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31st December, 2016 would decrease/increase by HK\$13,511,000 (2015: HK\$25,445,000).

32. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(ii) 利率風險 (續)

本集團之現金流利率風險主要集中在市場存款利率浮動及本集團人民幣借款及港元借款分別因中國內地官方貸款利率及香港銀行同業拆息浮動之風險。

敏感度分析

以下的敏感度分析乃根據銀行結餘及浮息借款之利率風險為基準而釐定。此項分析基於報告期末之結餘而編製。分別採用50及100基點(二零一五年: 50及100基點)的增加或減少為管理層對有關利率變動可能性的合理估計。

有關本集團面對銀行存款利率風險,倘利率增加/減少50基點(二零一五年: 50基點),而所有其他可變因素維持不變,則本集團截至二零一六年十二月三十一日止年度之除稅後溢利將增加/減少14,712,000港元(二零一五年: 12,147,000港元)。

此外,有關本集團面對其浮息借款利率風險,倘利率增加/減少100基點(二零一五年: 100基點),而所有其他可變因素維持不變,則本集團截至二零一六年十二月三十一日止年度之除稅後溢利將減少/增加13,511,000港元(二零一五年: 25,445,000港元)。

32. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risks management objectives and policies (Continued)

Market risks (Continued)

(iii) Equity price risk

The Group's equity instruments (classified as investments held for trading and available-for-sale investments) expose the Group to equity price risks. Management intends to manage this exposure by maintaining a portfolio of investments with different risk profiles.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the end of reporting period for the Group's equity instruments excluding available-for-sale investments measured at cost less any identified impairment losses.

If the prices of the respective equity instruments had been 10% (2015: 10%) higher/lower:

- post-tax profit for the year ended 31st December, 2016 would increase/decrease by HK\$4,145,000 (2015: HK\$6,943,000) as a result of the changes in fair value of investments held for trading; and
- other comprehensive income would increase/decrease by HK\$13,550,000 (2015: HK\$10,099,000) for the Group as a result of the changes in fair value of listed available-for-sale investments.

In management's opinion, the sensitivity analysis is not representative of the Group's equity price risk as it only reflects the impact of equity price changes to equity securities held at the year end but not the exposure during the year.

32. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(iii) 股本價格風險

本集團因其股本工具 (分類為待售投資及可供出售投資) 而須承受股本價格風險。管理層擬透過維持一個涉及不同風險程度之投資組合來控制有關風險。

敏感度分析

下列之敏感度分析乃根據本集團於報告期末之股本工具 (不包括按成本減任何已識別減值虧損計量之可供出售投資) 之股本價格風險為基準而釐定。

倘有關股本工具之價格上升／下跌10% (二零一五年: 10%)，則：

- 截至二零一六年十二月三十一日止年度之除稅後溢利將因待售投資公平值變動而增加／減少4,145,000港元 (二零一五年: 6,943,000港元)；及
- 本集團之其他全面收益將因上市可供出售投資公平值變動而增加／減少13,550,000港元 (二零一五年: 10,099,000港元)。

管理層認為，由於敏感度分析僅能反映於年底持有之股本證券因股本價格變動帶來之影響，而非反映年內之風險，因此敏感度分析未能代表本集團全面之股本價格風險。

32. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risks management objectives and policies (Continued)

Credit risk

The Group's maximum exposure to credit risk in the event of counterparties' failure to perform their obligations as at 31st December, 2016 in relation to each class of recognised financial assets in the carrying amount of those assets as stated in the consolidated statement of financial position and the amount of contingent liabilities in relation to the financial guarantees provided by the Group as disclosed in Note 33. In order to minimise the credit risk, the management will monitor the payment status of customers and perform necessary procedures to ensure that follow-up action is taken to recover overdue debts.

The Group reviews the recoverable amount of each individual receivable at the end of the reporting period to ensure that adequate impairment losses are recognised for irrecoverable amounts. In this regard, the Directors of the Company consider that the Group's exposure to bad debts is minimal.

The credit risk on liquid funds is limited because the counterparties are banks with good reputation. Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk.

The credit risk on advance to non-controlling shareholders is limited because the non-controlling shareholders are state-owned enterprises.

Furthermore, trade receivables consist of a large number of customers spread across diverse industries.

32. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

信貸風險

於二零一六年十二月三十一日，可導致本集團蒙受財務虧損的最大信貸風險是由於綜合財務狀況表內所列各項已確認之財務資產的賬面值因交易對手無法履行責任及於附註33披露有關本集團提供之財務擔保之或然負債金額所致。為了減低信貸風險，管理層將會監察客戶的償還狀況，實施所需的程序，以確保已採取適當的跟進行動收回逾期末付的債務。

本集團於報告期末檢討各項個別的應收賬款之可收回金額，以確保就不可收回金額作出足夠的減值虧損撥備。就此而言，本公司董事認為本集團在壞賬方面所承擔之風險極低。

因為交易方是信譽良好的銀行，故流動資金的信貸風險有限。除於若干高信貸評級銀行之存款之流動資金信貸風險集中外，本集團並無任何其他重大信貸集中風險。

由於非控股股東為國有企業，故墊付予非控股股東款項之信貸風險有限。

此外，應收貿易賬款包括分散於多個行業且數目龐大之客戶。

32. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risks management objectives and policies (Continued)

Liquidity risks

The Group is not exposed to any significant liquidity risk as it has sufficient funds to meet its financial obligations when they fall due.

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents generated from operations which are deemed adequate by the management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. The Group will consider to raise bank borrowings when it is necessary.

Liquidity risk table

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

32. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險

由於本集團持有充裕資金足以於到期日償付有關財務債項，故本集團面對之流動資金風險並不重大。

在管理流動資金風險時，本集團會監察及維持從營運所得的現金及現金等值項目至管理層視為充足的水平以應付本集團營運所需及減低現金流量波動影響。本集團將在有需要時考慮向銀行借貸。

流動資金風險表

下表詳列本集團的非衍生財務負債之餘下合同到期情況。此表乃根據本集團於可能被要求償還財務負債的最早日期之財務負債未貼現現金流量而制訂。此表包括利息及本金之現金流量。在利息流量為浮動利率之前提下，未貼現數額乃以報告期末之利率得出。

32. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risks management objectives and policies (Continued)

Liquidity risks (Continued)

Liquidity risk table (Continued)

		Weighted average effective interest rate 加權平均 實際利率	On demand or less than 3 months 應要求或 三個月以內 HK\$'000 千港元	3 months to 6 months 三個月至 六個月 HK\$'000 千港元	7 months to 1 year 七個月至 一年 HK\$'000 千港元	Over 1 year 一年以上 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元	Total carrying amount 賬面總值 HK\$'000 千港元
As at 31st December, 2016	於二零一六年 十二月三十一日							
Non-derivative financial liabilities	非衍生財務負債							
Trade and other payables	應付貿易賬款及 其他應付賬款	-	1,134,732	-	-	-	1,134,732	1,134,732
Amount due to a joint venture	應付一家合資 企業款項	6.150%	56,065	-	-	-	56,065	55,779
Borrowing – variable rate	借款 – 浮息	6.077%	154,004	23,102	98,078	2,414,115	2,689,299	1,790,150
			1,344,801	23,102	98,078	2,414,115	3,880,096	2,980,661
As at 31st December, 2015	於二零一五年 十二月三十一日							
Non-derivative financial liabilities	非衍生財務負債							
Trade and other payables	應付貿易賬款及 其他應付賬款	-	1,174,898	-	-	-	1,174,898	1,174,898
Amounts due to joint ventures	應付合資企業款項	5.521%	918	918	52,270	59,986	114,092	108,379
Borrowings	借款							
– variable rate	– 浮息	5.757%	687,593	91,236	2,079,405	707,165	3,565,399	3,295,140
– fixed rate	– 定息	9.890%	387,003	19,523	179,764	883,564	1,469,854	1,251,492
Financial guarantee contract	財務擔保合約	-	472,667	-	-	-	472,667	-
			2,723,079	111,677	2,311,439	1,650,715	6,796,910	5,829,909

The above undiscounted cash flows amounts could change if there are movements in floating interest rates subsequent to the reporting period.

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金風險表 (續)

倘於報告期後浮息變動，則上述未貼現現金流量數額將會變動。

32. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risks management objectives and policies (Continued)

Liquidity risks (Continued)

Liquidity risk table (Continued)

Borrowings with a repayment on demand clause are included in the “On demand or less than 3 months” time band in the above analysis. As at 31st December, 2016, the aggregate undiscounted principal amounts and carrying amounts of these borrowings amounted to HK\$100,000,000 (2015: HK\$358,081,000). Taking into account the Group’s financial position, the Directors do not believe that it is probable that the borrowers will exercise their discretionary rights to demand immediate repayment. The Directors believe that such borrowings will be repaid within one year after the end of the reporting period in accordance with the scheduled repayment date set out in the loan agreement. At that time, the aggregate principal and interest cash outflows would amount to HK\$101,841,000 (2015: HK\$395,679,000).

As at 31st December, 2015, the amounts included above for financial guarantee contract are the maximum amounts the Group could be forced to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Further disclosure on this contract is made in Note 33.

32. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金風險表 (續)

載有應要求償還條款之借款，已於上文之分析中計入「應要求或三個月以內」時段內。於二零一六年十二月三十一日，該等借款之未貼現本金金額及賬面值總值100,000,000港元（二零一五年：358,081,000港元）。經計及本集團之財務狀況，董事不認為借款人可能會行使彼等之酌情權而要求即時還款。董事認為有關借款將根據貸款協議所載之計劃還款日期於報告期後之一年內償還。於此時，本金及利息現金流出總額將達101,841,000港元（二零一五年：395,679,000港元）。

於二零一五年十二月三十一日，上述計入財務擔保合約之金額為本集團被擔保對手方申索而可能須根據安排被迫償付全數擔保款項之最高金額。該合約之進一步披露載於附註33。

32. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value at the end of each reporting period on a recurring basis. The following table gives information about how the fair values of these financial instruments are determined (in particular, the valuation techniques and inputs used).

Financial assets 財務資產	Listed equity securities in Hong Kong with fair value as at 31st December 於十二月三十一日 香港上市股本證券之 公平值		Fair value hierarchy 公平值等級	Valuation techniques and key inputs 估值技術及主要輸入數據
	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元		
Held-for-trading non-derivative financial assets 非衍生之待售財務資產	49,638	83,145	Level 1 第一級	Quoted prices in an active market 於活躍市場之報價
Available-for-sale non-derivative financial assets 非衍生之可供出售 財務資產	135,509	100,992	Level 1 第一級	Quoted prices in an active market 於活躍市場之報價
	185,147	184,137		

At the end of the reporting period, the Group had no Level 2 or 3 fair value measurements financial instruments.

There were no transfers into or out of Level 1 during the year.

Except the financial assets that are measured at fair value on a recurring basis, the Directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate their fair values.

32. 金融工具 (續)

(c) 金融工具之公平值計量

本集團部分金融工具於各報告期末按經常性基準以公平值計量。下表提供有關如何釐定該等金融工具之公平值（特別是所使用的估值技術及輸入數據）的資料。

於報告期末，本集團並無第二級或第三級公平值計量金融工具。

年內，概無轉入第一級或自第一級轉出。

除按經常性基準以公平值計量之財務資產外，本公司董事認為，於綜合財務報表內確認之財務資產及財務負債之賬面值與其公平值相若。

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33. CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31st December, 2016.

As at 31st December, 2015, the Group had provided a financial guarantee to a bank to secure banking facilities for a property development project of a joint venture. Such banking facilities were secured by both the floating charge over the property under development of the joint venture with a carrying amount of HK\$2,037,638,000 and a corporate guarantee from a subsidiary of the Company. The extent of utilisation of such facilities amounted to HK\$472,667,000.

Following the aforesaid bank loan was repaid during the year of 2016, the financial guarantee was released.

33. 或然負債

於二零一六年十二月三十一日，本集團並無重大或然負債。

於二零一五年十二月三十一日，本集團向一家銀行提供財務擔保，以擔保一家合資企業之物業發展項目之銀行信貸。有關銀行信貸以賬面值為2,037,638,000港元之合資企業發展中物業作為浮動抵押，以及本公司附屬公司作出公司擔保。該等信貸之已動用額度為472,667,000港元。

於二零一六年償還上述銀行貸款後，財務擔保已獲解除。

34. COMMITMENTS

At the end of the reporting period, the Group had the following material commitments:

(a) **Commitments in relation to expenditure on properties under development:**

34. 承擔

於報告期末，本集團之主要承擔如下：

(a) **有關發展中物業支出之承擔：**

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Contracted but not provided for	已訂約但未撥備	491,941	596,940

34. COMMITMENTS (Continued)

(b) Operating lease arrangements:

(i) The Group as lessee

At the end of the reporting period, the Group had outstanding commitments under non-cancellable operating leases which fall due:

– within one year	– 一年內
– in the second to fifth year inclusive	– 第二年至第五年 (包括首尾兩年)
– over five years	– 五年以上

Operating lease payments represent rentals and annual fees for use of land and properties payable by the Group for certain of its office properties and land. The operating leases relate to office properties with terms of between one to three years (2015: one to three years). The operating leases for annual fees for use of land are based on lease terms of the land which are over five years.

34. 承擔 (續)

(b) 經營租賃安排：

(i) 本集團作為承租人

於報告期末，根據不可撤銷經營租賃，本集團有於下列年內到期之承擔：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
6,379	9,954
4,749	10,086
910	1,461
12,038	21,501

經營租賃款項乃指本集團就其若干辦公室物業及土地支付之租金及年度土地及物業使用權租金。辦公室物業之經營租賃年期介乎一至三年（二零一五年：一至三年）。每年支付土地使用權租金之經營租賃為超過五年的土地租期。

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34. COMMITMENTS (Continued)

(b) Operating lease arrangements: (Continued)

(ii) The Group as lessor

The properties held have committed tenants from the majority of two years up to the maximum of ten years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments which fall due:

– within one year	– 一年內
– in the second to fifth year inclusive	– 第二年至第五年 (包括首尾兩年)
– over five years	– 五年以上

34. 承擔 (續)

(b) 經營租賃安排：(續)

(ii) 本集團作為出租人

所持物業之承租人之承諾租期大多為兩年，最長為十年。

於報告期末，根據本集團與承租人所訂合約，承租人須於下列年期內支付之最低租金如下：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
146,416	215,510
81,886	217,343
12,773	14,002
241,075	446,855

35. RETIREMENT BENEFIT SCHEMES

The Group participates in a Mandatory Provident Fund ("MPF") Scheme established under the Hong Kong Mandatory Provident Fund Schemes Ordinance in December 2000. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee. Under the rules of the MPF Scheme, the employer and the employees are obliged to make contributions at the specified rate under the scheme.

The contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss represent contributions paid and payable to the fund by the Group at rates specified in the rules of the scheme.

35. 退休福利計劃

本集團於二零零零年十二月根據香港《強制性公積金計劃條例》參與一項強制性公積金（「強積金」）計劃。強積金計劃之資產與本集團之資產分開持有，並以基金形式由一獨立信託人管理。根據強積金計劃規則，僱主及僱員均有責任按計劃訂明的比率作出供款。

於綜合損益表扣除之就強積金計劃產生之供款，指本集團按計劃規則訂明之比率已付及應付予基金之供款。

35. RETIREMENT BENEFIT SCHEMES (Continued)

The employees in the Mainland China are members of respective state-managed defined contribution retirement benefits schemes operated by the local governments. The employers and the employees are obliged to make contributions at a certain percentage of the payroll under rules of the schemes. The only obligation of the Group with respect to the retirement benefit schemes is to make the specified contributions.

36. RELATED AND CONNECTED PARTY TRANSACTIONS

During the year, the Group had the following significant transactions with related and connected parties:

- (a) A substantial shareholder of Rivera (Holdings) Limited (“RHL”) together with her close family members control the Company and that shareholder has significant influence over RHL. Accordingly, RHL is considered as a related party of the Company. The Company agreed to provide administrative services and office premises to RHL and its subsidiaries in Hong Kong, and in return, RHL is required to share an attributable portion of the administrative cost of the Company on a cost basis. During the year ended 31st December, 2016, the administrative cost of the Company shared by RHL amounted to HK\$4,866,000 (2015: HK\$4,866,000). As at 31st December, 2016 and 31st December, 2015, no outstanding balance was owed by RHL.

The above transaction also constitutes a continuing connected transaction but is exempted from disclosure and independent shareholders’ approval requirements under the Listing Rules.

35. 退休福利計劃 (續)

中國內地僱員乃各個由地區政府營辦之國家管理界定供款退休福利計劃之成員。根據計劃規則，僱主及僱員均有責任按薪金之若干百分比作出供款。本集團對於退休福利計劃之僅有責任為作出訂明供款。

36. 關連方及關連人士交易

年內，本集團與關連方及關連人士有以下重大交易：

- (a) 本公司由川河集團有限公司（「川河」）一位主要股東及其近親控制，而該名股東對川河有重大影響力。故此，川河被視為本公司之關連方。本公司同意於香港提供行政服務及寫字樓予川河及其附屬公司，而川河須按成本基準分擔本公司部份應佔行政費用。截至二零一六年十二月三十一日止年度，川河分擔本公司之行政費用為4,866,000港元（二零一五年：4,866,000港元）。於二零一六年十二月三十一日及二零一五年十二月三十一日，川河並無欠付本公司任何未償還結餘。

以上交易亦構成持續關連交易，惟獲豁免遵守《上市規則》之披露及獨立股東批准之規定。

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36. RELATED AND CONNECTED PARTY TRANSACTIONS (Continued)

- (b) During the years ended 31st December, 2016 and 2015, two non-wholly owned subsidiaries of the Company made interest bearing advances to all of their shareholders in proportion to their respective shareholding interests, as mutually agreed by all shareholders to make better use of the surplus cash of those subsidiaries. The advances to non-controlling shareholders with significant influence over those subsidiaries are as follows:

Amount due within one year	於一年內償還之金額
Amount due after one year	於一年後償還之金額

Interest income	利息收入
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The amount of HK\$56,894,000 (2015: HK\$129,804,000) was included in consolidated financial statements under trade and other receivables and prepayments which is unsecured and bears interest at 4.92% (2015: ranging from 4.35% to 6.15%) per annum and repayable within one year from the end of the reporting period.

As at 31st December, 2015, the amount of HK\$60,874,000 is unsecured and bears interest at 4.92% per annum and repayable within two years from the end of the reporting period.

36. 關連方及關連人士交易 (續)

- (b) 截至二零一六年及二零一五年十二月三十一日止年度，本公司兩間非全資附屬公司向其所有股東按彼等各自股權權益比例作出計息墊款，並經全體股東雙方同意以更佳使用該等附屬公司之盈餘資金。向對該等附屬公司擁有重大影響力之非控股股東作出之墊款如下：

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
56,894	129,804
–	60,874
56,894	190,678
7,844	12,609

金額56,894,000港元(二零一五年：129,804,000港元)計入綜合財務報表內應收貿易賬款、其他應收賬款及預付款項下，其為無抵押並按年利率4.92厘(二零一五年：介乎4.35厘至6.15厘)計息以及須於報告期末起計一年內償還。

於二零一五年十二月三十一日，金額60,874,000港元為無抵押並按年利率4.92厘計息以及須於報告期末起計兩年內償還。

36. RELATED AND CONNECTED PARTY TRANSACTIONS (Continued)

(b) (Continued)

The non-controlling shareholders of the non-wholly owned subsidiaries, Shanghai Tomson Pudong Real Estate Development Co., Ltd. and Tianjin Jinwan Real Estate Development Co., Limited respectively, being the substantial shareholder of these subsidiaries of the Company, were connected persons of the Company. The advances are regarded as financial assistance to connected persons under the Listing Rules and the transactions constituted a connected transaction for the Company.

Announcements dated 26th July, 2013, 18th June, 2014 and 4th December, 2015 in respect of the provision of loan were made by the Company accordingly.

- (c) As at 31st December, 2015, included in the consolidated financial statements under trade and other payables and accruals, was an amount of HK\$1,500,000 due to non-controlling shareholders with significant influence over the subsidiaries of the Company. The amounts were unsecured, interest free and have no fixed repayment terms and was repaid in the year of 2016.

- (d) During the year, the Group paid interest of HK\$5,313,000 (2015: HK\$6,488,000) to joint ventures.

(e) Compensation of key management personnel

The remuneration of Directors of the Company during the year was as follows:

36. 關連方及關連人士交易 (續)

(b) (續)

該等非控股股東分別為本公司非全資附屬公司—上海湯臣浦東房地產開發有限公司及天津津灣房產建設有限公司之主要股東，為本公司之關連人士。該墊款構成《上市規則》項下對關連人士之財務援助及本公司之關連交易。

本公司已相應發佈日期為二零一三年七月二十六日、二零一四年六月十八日及二零一五年十二月四日有關提供貸款之公告。

- (c) 於二零一五年十二月三十一日，綜合財務報表內應付貿易賬款、其他應付賬款及預提費用項下包括應付對本公司附屬公司擁有重大影響力的非控股股東之款項1,500,000港元。該金額為無抵押、免息及無固定還款期，並已於二零一六年償還。

- (d) 年內，本集團向合資企業支付利息5,313,000港元（二零一五年：6,488,000港元）。

(e) 主要管理人員之酬金

年內本公司董事之薪酬如下：

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Short-term benefits	短期福利	21,414	19,637
Post-employment benefits	退休福利	36	48
		21,450	19,685

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36. RELATED AND CONNECTED PARTY TRANSACTIONS (Continued)

(e) Compensation of key management personnel (Continued)

The remuneration of Directors is determined by the Board (or under the authorisation of the shareholders of the Company as the case may be) by reference to market terms, individual responsibilities and performance, and recommendation from the remuneration committee of the Board.

- (f) The balances due from associates and a joint venture at the end of the reporting period are set out in Notes 22 and 23, respectively.

The above transactions were conducted in accordance with terms mutually agreed between the Group and the respective related parties.

36. 關連方及關連人士交易 (續)

(e) 主要管理人員之酬金 (續)

董事薪酬乃由董事局 (或根據本公司股東之授權, 視情況而定) 參考市場薪酬水平、個別人士之職責及表現, 以及董事局轄下之薪酬委員會之建議而釐定。

- (f) 於報告期末之應收聯營公司及合資企業結餘已分別載於附註22及23。

上述交易已根據本集團與各關連方雙方同意之條款進行。

37. PLEDGE OF ASSETS

Assets with the following carrying amounts have been pledged to secure the Group's borrowings of HK\$1,790.15 million (2015: HK\$4,546.63 million):

Investment properties	投資物業
Properties under development	發展中物業
Properties held for sale	待售物業
Bank deposits (Note)	銀行存款 (附註)

37. 資產之抵押

擁有下列賬面值之資產已就擔保本集團借貸額為1,790,150,000港元 (二零一五年: 4,546,630,000港元) 作抵押:

2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
6,143,797	6,007,639
–	1,915,153
407,563	4,548,598
275,517	337,778
6,826,877	12,809,168

Note:

The bank deposits pledged to secure the Group's borrowings carry interest at rates which range from 0.30% to 2.015% (2015: 0.01% to 2.25%) per annum. Deposits amounting to HK\$111,557,000 (2015: HK\$337,778,000) have been pledged to secure short-term borrowings and are therefore classified as current assets. The balance of HK\$163,960,000 (2015: Nil) have been pledged to secure long-term borrowings and are therefore classified as non-current assets.

附註:

作為抵押以擔保本集團借貸之銀行存款, 其年利率介乎0.30厘至2.015厘 (二零一五年: 0.01厘至2.25厘)。金額為111,557,000港元 (二零一五年: 337,778,000港元) 之存款用作擔保短期借貸之抵押, 因此被分類為流動資產。結餘163,960,000港元 (二零一五年: 無) 已就擔保長期借款作抵押, 因此分類為非流動資產。

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38. FINANCIAL INFORMATION OF THE COMPANY

The Company's Statement of Financial Position as at 31st December, 2016 is as follows:

38. 本公司之財務資料

於二零一六年十二月三十一日，本公司之財務狀況表如下：

		Notes 附註	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Non-Current Assets	非流動資產			
Investments in subsidiaries	附屬公司投資		637,404	637,404
Amounts due from subsidiaries	應收附屬公司款項		2,559,353	2,572,937
Available-for-sale investments	可供出售投資		315	315
			3,197,072	3,210,656
Current Assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項		582,244	533,265
Other receivables and prepayments	其他應收賬款及預付款項		2,965	8,938
Cash and bank balances	現金及銀行結餘		66,433	83,603
			651,642	625,806
Current Liabilities	流動負債			
Amounts due to subsidiaries	應付附屬公司款項		595,657	496,241
Other payables	其他應付賬款		4,376	3,773
			600,033	500,014
Net Current Assets	流動資產淨值		51,609	125,792
Total Assets Less Current Liabilities	總資產減流動負債		3,248,681	3,336,448
Capital and Reserves	資本及儲備			
Share capital	股本	27	857,530	794,333
Share premium and reserves	股份溢價及儲備	39	2,391,151	2,542,115
Total Equity	總權益		3,248,681	3,336,448

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39. COMPANY'S SHARE PREMIUM AND RESERVES

39. 本公司股份溢價及儲備

		Share premium 股份溢價 HK\$'000 千港元	Capital redemption reserve 資本贖回 儲備 HK\$'000 千港元	Share option reserve 購股權 儲備 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Retained earnings 保留溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Balance at 1st January, 2015	於二零一五年一月一日之結餘	2,258,982	16,608	28,321	327,645	13,906	2,645,462
Loss for the year	年度虧損	–	–	–	–	(37,533)	(37,533)
Share options lapsed	失效之購股權	–	–	(28,321)	–	28,321	–
Issue of shares under scrip dividend scheme	根據以股代息計劃發行股份	102,060	–	–	–	–	102,060
Dividend paid for 2014	派付二零一四年度股息	(167,874)	–	–	–	–	(167,874)
Balance at 31st December, 2015	於二零一五年十二月三十一日之結餘	2,193,168	16,608	–	327,645	4,694	2,542,115
Profit for the year	年度溢利	–	–	–	–	6,423	6,423
Issue of shares under scrip dividend scheme	根據以股代息計劃發行股份	176,233	–	–	–	–	176,233
Dividend paid for 2015	派付二零一五年度股息	(333,620)	–	–	–	–	(333,620)
Balance at 31st December, 2016	於二零一六年十二月三十一日之結餘	2,035,781	16,608	–	327,645	11,117	2,391,151

40. MAJOR NON-CASH TRANSACTIONS

40. 主要非現金交易

During the year ended 31st December, 2016, the Group issued 126,394,626 new shares (2015: 62,536,985 new shares) as scrip dividend of HK\$239,430,000 for the year ended 31st December, 2015 (HK\$133,329,000 for the year ended 31st December, 2014) as set out in Notes 13 and 27.

於截至二零一六年十二月三十一日止年度，本集團已發行126,394,626股新股（二零一五年：62,536,985股新股）代替截至二零一五年十二月三十一日止年度之股息239,430,000港元（截至二零一四年十二月三十一日止年度為133,329,000港元）（載於附註13及27）。

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

41. 主要附屬公司、聯營公司及合資企業

Principal subsidiaries as at 31st December, 2016

於二零一六年十二月三十一日之
主要附屬公司

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及 經營地點	Paid up issued ordinary share capital/ registered capital 繳足已發行 普通股股本/ 註冊資本	Proportion of issued share capital/voting power/ effective interest in registered capital held by the Company 本公司持有已發行 股本/投票權/ 註冊資本實際權益比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Charlesville Limited	British Virgin Islands 英屬維爾京群島	US\$100 100美元	100	–	Investment holding 投資控股
Cosmos Success Development Limited 國勝發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Investment holding 投資控股
Farskill Development Limited 恒藝發展有限公司	Hong Kong 香港	HK\$2 2港元	–	100	Investment holding 投資控股
Future Tech Production House Limited 唯先科技製作有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Inactive 無業務
Garland Limited 嘉地有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100	Investment holding 投資控股
Grand Lion Limited 浩君有限公司	Hong Kong 香港	HK\$2 2港元	–	100	Investment holding 投資控股
Grand View Property Management (Shanghai) Co., Ltd. (Note (1)) 中觀物業管理(上海)有限公司 (附註(1))	Mainland China 中國內地	US\$500,000 500,000美元	–	100	Property management 物業管理
Humphreys Estate (Strawberry Houses) Limited	Hong Kong 香港	HK\$200 200港元	–	100	Securities trading 證券買賣
Ideal Movement Limited 思序有限公司	Hong Kong 香港	HK\$2 2港元	–	100	Property holding 物業持有
Island Sky Limited 銓瑋有限公司	Hong Kong 香港	HK\$1 1港元	–	100	Inactive 無業務
Jentime Limited 震時有限公司	Hong Kong 香港	HK\$2 2港元	–	100	Inactive 無業務
Kuto Limited 固滔有限公司	Hong Kong 香港	HK\$2 2港元	–	100	Investment holding 投資控股
Maxi Charm Holdings Ltd.	British Virgin Islands 英屬維爾京群島	US\$1 1美元	–	100	Investment holding 投資控股

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For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (Continued)

41. 主要附屬公司、聯營公司及合資企業 (續)

Principal subsidiaries as at 31st December, 2016 (Continued)

於二零一六年十二月三十一日之 主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及經營地點	Paid up issued ordinary share capital/ registered capital 繳足已發行 普通股股本／ 註冊資本	Proportion of issued share capital/voting power/ effective interest in registered capital held by the Company 本公司持有已發行股本／投票權／ 註冊資本實際權益比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
MHK (Penha Hill) Limited	British Virgin Islands 英屬維爾京群島	US\$30,000 30,000美元	—	70	Property development 物業發展
Model Year Limited 日範有限公司	Hong Kong 香港	HK\$2 2港元	—	100	Investment holding 投資控股
Multiclassic Investments Inc.	British Virgin Islands 英屬維爾京群島	US\$40,200,000 40,200,000美元	—	100	Investment holding 投資控股
Owina Limited 奧詠有限公司	Hong Kong 香港	HK\$2 2港元	—	100	Investment holding 投資控股
Shanghai Tomson Huangpu Real Estate Development Co., Ltd. (Note (1)) 上海湯臣黃浦房地產開發有限公司 (附註(1))	Mainland China 中國內地	US\$18,500,000 18,500,000美元	—	100	Property development 物業發展
Shanghai Tomson Investment Management Co. Limited (Note (4)) 上海湯臣投資管理有限公司 (附註(4))	Mainland China 中國內地	RMB1,000,000 人民幣1,000,000元	—	100	Investment holding 投資控股
Shanghai Tomson Outer Gaoqiao Development Co., Ltd. (Note (1)) 上海湯臣外高橋開發有限公司 (附註(1))	Mainland China 中國內地	US\$15,000,000 15,000,000美元	—	100	Property development 物業發展
Shanghai Tomson Plastic Company Limited (Note (4)) 上海湯臣塑膠有限公司 (附註(4))	Mainland China 中國內地	RMB1,000,000 人民幣1,000,000元	—	100	PVC pipes and fittings trading 膠管及配件買賣
Shanghai Tomson Plastic Industry Co., Ltd. (Note (2)) 上海湯臣塑膠實業有限公司 (附註(2))	Mainland China 中國內地	US\$9,580,000 9,580,000美元	—	58	Under liquidation 清算中
Shanghai Tomson Pudong Real Estate Development Co., Ltd. (Note (2)) 上海湯臣浦東房地產開發有限公司 (附註(2))	Mainland China 中國內地	US\$46,000,000 46,000,000美元	—	70	Property development 物業發展
Shanghai Tomson Real Estate Investment & Development Co., Ltd. (Note (1)) 上海湯臣房地產開發有限公司 (附註(1))	Mainland China 中國內地	US\$100,000,000 100,000,000美元	—	100	Property development and investment holding 物業發展及投資控股

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (Continued)

41. 主要附屬公司、聯營公司及合資企業 (續)

Principal subsidiaries as at 31st December, 2016
(Continued)於二零一六年十二月三十一日之
主要附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及經營地點	Paid up issued ordinary share capital/ registered capital 繳足已發行 普通股股本／ 註冊資本	Proportion of issued share capital/voting power/ effective interest in registered capital held by the Company 本公司持有已發行股本／投票權／ 註冊資本實際權益比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Tianjin Jinwan Real Estate Development Co., Limited (Note (3)) 天津津灣房產建設有限公司 (附註(3))	Mainland China 中國內地	RMB2,442,500,000 人民幣2,442,500,000元	—	75	Property development 物業發展
Tianjin Tomson Development Co., Limited (Note (4)) 天津湯臣建設有限公司 (附註(4))	Mainland China 中國內地	RMB1,500,000,000 人民幣1,500,000,000元	—	100	Investment holding 投資控股
Toben Limited 濤邦有限公司	Hong Kong 香港	HK\$2 2港元	—	100	Investment 投資業務
Tomson (China) Limited 湯臣(中國)有限公司	Hong Kong 香港	HK\$2 2港元	—	100	Investment holding 投資控股
Tomson Corporate (I.P.) Limited 湯臣(知識產權)有限公司	Hong Kong 香港	HK\$2 2港元	—	100	Trademark holding 商標持有
Tomson Corporation	British Virgin Islands 英屬維爾京群島	US\$1 1美元	100	—	Investment holding 投資控股
Tomson Empire View Co. Limited 湯臣帝景控股有限公司	British Virgin Islands 英屬維爾京群島	US\$65,010,000 65,010,000美元	—	100	Investment holding 投資控股
Tomson Financial Investment Limited 湯臣財經投資有限公司	Hong Kong 香港	HK\$10,000 10,000港元	—	100	Investment holding 投資控股
Tomson Golf (Shanghai) Limited (Note (1)) 湯臣高爾夫(上海)有限公司 (附註(1))	Mainland China 中國內地	US\$40,000,000 40,000,000美元	—	100	Golf course and club operation, and property development 高爾夫球場及會所經營，以及物業發展
Tomson Group Garland (Shanghai) Housing & Estate Ltd. (Note (1)) 湯臣集團嘉地(上海)房地產有限公司 (附註(1))	Mainland China 中國內地	US\$16,000,000 16,000,000美元	—	100	Property development 物業發展
Tomson Group (Nominees) Limited 湯臣集團(代理人)有限公司	Hong Kong 香港	HK\$20 20港元	—	100	Providing nominee services to the Group and investment holding 為本集團提供代理人服務及投資控股

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (Continued)

Principal subsidiaries as at 31st December, 2016 (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation and operation 註冊成立及經營地點	Paid up issued ordinary share capital/ registered capital 繳足已發行 普通股股本／ 註冊資本	Proportion of issued share capital/voting power/ effective interest in registered capital held by the Company 本公司持有已發行股本／投票權／ 註冊資本實際權益比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Tomson Group (Nominees) No. 2 Limited 湯臣集團第二(代理人)有限公司	Hong Kong 香港	HK\$20 20港元	—	100	Providing nominee services to the Group 為本集團提供代理人服務
Tomson Haijing Garden (Shanghai Pudong New Area) Co., Ltd. (Note (1)) 湯臣海景花園(上海浦東新區)有限公司(附註(1))	Mainland China 中國內地	US\$58,200,000 58,200,000美元	—	100	Property development 物業發展
Tomson International Entertainment Company Limited 湯臣國際娛樂有限公司	Hong Kong 香港	HK\$2 2港元	—	100	Investment holding and investment in live entertainment shows business 投資控股及投資現場表演節目業務
Tomson International Entertainment Distribution Limited 湯臣國際娛樂發行有限公司	Hong Kong 香港	HK\$1 1港元	—	100	Film distribution 影片發行
Tomson International Trade Building (Shanghai) Co., Ltd. (Note (1)) 湯臣國貿大廈(上海)有限公司(附註(1))	Mainland China 中國內地	US\$16,800,000 16,800,000美元	—	100	Property development 物業發展
Tomson Investment Limited 湯臣投資有限公司	Hong Kong 香港	HK\$3 3港元	100	—	Investment holding 投資控股
TPR Secretarial Services Limited	Hong Kong 香港	HK\$10,000 10,000港元	100	—	Providing secretarial services and investment holding 提供秘書服務及投資控股
Yamako Limited 欣文有限公司	Hong Kong 香港	HK\$2 2港元	—	100	Investment holding 投資控股

41. 主要附屬公司、聯營公司及合資企業 (續)

於二零一六年十二月三十一日之 主要附屬公司 (續)

**41. PRINCIPAL SUBSIDIARIES, ASSOCIATES
AND JOINT VENTURES (Continued)**

Principal subsidiaries as at 31st December, 2016
(Continued)

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during the year.

Note: For those subsidiaries established in the Mainland China, their classification of establishment is as follows:

- (1) wholly foreign owned enterprise
- (2) sino-foreign equity joint venture
- (3) equity joint venture
- (4) limited company solely funded by a foreign invested enterprise

Summarised financial information in respect of the Group's non-wholly owned subsidiary that has material non-controlling interest is set out below. The summarised financial information below represents amounts before intergroup eliminations.

**41. 主要附屬公司、聯營公司及
合資企業 (續)**

**於二零一六年十二月三十一日之
主要附屬公司 (續)**

各附屬公司於年結日或年內任何時間概無任何尚未償還之債務證券。

附註：於中國內地成立的附屬公司，其成立分類為：

- (1) 外商獨資企業
- (2) 中外合資企業
- (3) 合資企業
- (4) 外商投資企業法人獨資有限公司

有關本集團有重大非控股股東權益之非全資附屬公司之財務資料概要載列如下。以下財務資料概要乃指集團間對銷前金額。

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綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (Continued)

Principal subsidiaries as at 31st December, 2016
(Continued)

Tianjin Jinwan Real Estate Development Co., Limited

41. 主要附屬公司、聯營公司及合資企業 (續)

於二零一六年十二月三十一日之
主要附屬公司 (續)

天津津灣房產建設有限公司

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Properties held for sale	待售物業	3,127,672	4,548,599
Other current assets	其他流動資產	477,897	1,166,064
Total current assets	總流動資產	3,605,569	5,714,663
Non-current assets	非流動資產	5,165	7,644
Current Liabilities	流動負債	(863,700)	(2,800,738)
Equity attributable to owner of the Company	本公司權益持有人應佔權益	2,060,276	2,191,177
Non-controlling interest	非控股股東權益	686,758	730,392
Revenue	收入	2,012,354	932,364
Expenses	開支	(1,996,218)	(865,833)
Profit for the year	年度溢利	16,136	66,531
Profit attributable to:	應佔溢利如下：		
Owner of the Company	本公司權益持有人	12,102	49,898
Non-controlling interest	非控股股東權益	4,034	16,633
		16,136	66,531

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (Continued)

Principal subsidiaries as at 31st December, 2016
(Continued)Tianjin Jinwan Real Estate Development Co., Limited
(Continued)

41. 主要附屬公司、聯營公司及合資企業 (續)

於二零一六年十二月三十一日之
主要附屬公司 (續)

天津津灣房產建設有限公司 (續)

		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Other comprehensive expense attributable to: 應佔其他全面開支如下：			
Owner of the Company	本公司權益持有人	(143,003)	(100,486)
Non-controlling interest	非控股股東權益	(47,668)	(33,496)
		(190,671)	(133,982)
Total comprehensive expense attributable to: 應佔全面開支總額如下：			
Owner of the Company	本公司權益持有人	(130,901)	(50,588)
Non-controlling interest	非控股股東權益	(43,634)	(16,863)
		(174,535)	(67,451)
Total comprehensive expense for the year	年度全面開支總額	(174,535)	(67,451)
Net cash inflows from operating activities	經營業務現金流入淨額	1,541,130	30,977
Net cash inflows (outflows) from investing activities	投資活動現金流入 (流出) 淨額	64,631	(41,947)
Net cash (outflows) inflows from financing activities	融資活動現金 (流出) 流入淨額	(2,051,650)	85,822
Net cash (outflows) inflows for the year	年度現金 (流出) 流入淨額	(445,889)	74,852

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綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (Continued)

Principal associates as at 31st December, 2016

Name of associate 聯營公司名稱	Form of business structure 業務結構形式	Place of incorporation and operation 註冊成立及經營地點	Paid up issued ordinary share capital/ registered capital 繳足已發行普通股股本/ 註冊資本	Proportion of issued share capital/voting power/ effective interest in registered capital held by the Company 本公司持有已發行股本/投票權/註冊資本 實際權益比率		Principal activities 主要業務
				Directly 直接 %	Indirectly 間接 %	
Roma Era Limited 遠代有限公司	Incorporated 註冊成立	Hong Kong 香港	HK\$45,000 45,000港元	—	26.7	Investment holding 投資控股
China Boom Enterprises Limited 昌華企業有限公司	Incorporated 註冊成立	British Virgin Islands 英屬維爾京群島	US\$1,280,000 1,280,000美元	—	44	Investment holding 投資控股
Tomson Entertainment Co. Limited 湯臣娛樂股份有限公司	Incorporated 註冊成立	Taiwan 台灣	NTD25,000,000 25,000,000新台幣	—	45	Investment in film, television and entertainment businesses 投資電影、電視及娛樂業務
Abundance Tomson Management Limited 豐盛湯臣演藝人有限公司	Incorporated 註冊成立	Hong Kong 香港	HK\$2 2港元	—	50	Investment holding 投資控股

The Directors are of the opinion that a complete list of the particulars of all subsidiaries and associates would be of excessive length and therefore the above list contains only the particulars of those subsidiaries and associates which significantly affect the results or assets of the Group.

41. 主要附屬公司、聯營公司及合資企業 (續)

於二零一六年十二月三十一日之主要聯營公司

董事認為完整載列所有附屬公司及聯營公司之資料會導致篇幅過於冗長，故上表僅列出該等對本集團業績或資產構成重大影響之附屬公司及聯營公司之資料。

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

41. PRINCIPAL SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES (Continued)

41. 主要附屬公司、聯營公司及合資企業 (續)

Joint ventures as at 31st December, 2016

於二零一六年十二月三十一日之合資企業

Name of joint venture 合資企業名稱	Form of business structure 業務結構形式	Place of incorporation and operation 註冊成立及經營地點	Paid up registered capital 繳足註冊資本	Proportion of voting power/ effective interest in registered capital held by the Company 本公司持有投票權/ 註冊資本實際權益比率		Principal activities 主要業務
				Directly 直接 %	Indirectly 間接 %	
Shanghai Jinjiang Tomson Hotel Co., Ltd. 上海錦江湯臣大酒店有限公司	Sino-foreign equity joint venture 中外合資企業	Mainland China 中國內地	US\$24,340,000 24,340,000美元	—	50	Hotel owning and operation 擁有及經營酒店
Tianjin Jinwan Property Co., Limited 天津津灣置業有限公司	Equity joint venture 合資企業	Mainland China 中國內地	RMB1,406,385,800 人民幣1,406,385,800元	—	51	Property development 物業發展

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綜合財務報表附註

For the year ended 31st December, 2016 截至二零一六年十二月三十一日止年度

42. DISPOSAL OF A SUBSIDIARY

During the year ended 31st December, 2015, the Group disposed a subsidiary for a cash consideration of HK\$1,000. The net assets of the disposed subsidiary were as follows:

42. 出售一家附屬公司

於截至二零一五年十二月三十一日止年度，本集團以現金代價1,000港元出售一家附屬公司。已出售附屬公司之資產淨值如下：

		2015 二零一五年 HK\$'000 千港元
Assets and liabilities over which control was lost:	失去控制權之資產及負債：	
Property, plant and equipment	物業、廠房及設備	820
Trade and other receivables	應收貿易賬款及其他應收賬款	251
Cash and bank balances	現金及銀行結餘	1,754
Trade and other payable	應付貿易賬款及其他應付賬款	(1,269)
Net assets disposed of	出售資產淨值	1,556
Loss on disposal of a subsidiary:	出售一家附屬公司之虧損：	
Consideration received	已收代價	1
Net assets disposed of	出售資產淨值	(1,556)
Non-controlling interest	非控股股東權益	(566)
Foreign currency translation reserve	外幣兌換儲備	14
Loss on disposal	出售之虧損	(2,107)
Net cash outflow arising on disposal:	出售產生之現金流出淨額：	
Cash consideration	現金代價	1
Less: cash and bank balances disposal of	減：出售現金及銀行結餘	(1,754)
		(1,753)

Other Connected Transactions 其他關連交易

In the ordinary course of business, current accounts have been maintained between companies in the Group. At the end of the reporting period, the particulars and the aggregate balances of the material current accounts due (to) by the following non-wholly owned subsidiaries of the Company to the remaining members of the Group were as follows:

在日常業務過程中，本集團各公司間亦設有往來賬戶。於報告期末，本集團其餘成員公司（應付）應收下列本公司之非全資附屬公司之重大往來賬項之詳情及結餘總額如下：

Name of subsidiary 附屬公司名稱	Percentage shareholdings attributable to the Group 本集團應佔 股權百分比	2016	2015
		二零一六年 HK\$'000 千港元	二零一五年 HK\$'000 千港元
Shanghai Tomson Pudong Real Estate Development Co., Ltd. 上海湯臣浦東房地產開發有限公司	70%	(329,069)	(352,019)
Tianjin Jinwan Real Estate Development Co., Limited 天津津灣房產建設有限公司	75%	—	(120,857)
MHK (Penha Hill) Limited	70%	—	8,500

These current accounts are unsecured, interest free and have no fixed repayment terms except (i) the amount of HK\$120,852,000 due to Tianjin Jinwan Real Estate Development Co., Limited which is interest bearing at 4.35% per annum and repayable within one year for the year ended 31st December, 2015 and (ii) the amounts of HK\$327,979,000 (2015: HK\$350,919,000) due to Shanghai Tomson Pudong Real Estate Development Co., Ltd. which bear interest at rates ranging from 4.75% to 4.92% per annum and repayable within one to two years.

除(i)截至二零一五年十二月三十一日止年度應付天津津灣房產建設有限公司款項120,852,000港元，該筆款項按年利率4.35厘計息並須於一年內償還及(ii)應付上海湯臣浦東房地產開發有限公司款項327,979,000港元（二零一五年：350,919,000港元），該筆款項按年利率介乎4.75厘至4.92厘計息並須於一至兩年內償還外，該等往來賬戶乃無抵押、免息及無固定還款期。

Details of the other connected transactions are set out in Note 36 to these consolidated financial statements.

其他關連交易詳情載於該等綜合財務報表附註36。

Schedule of Principal Properties

主要物業表

As at 31st December, 2016 於二零一六年十二月三十一日

PROPERTIES HELD BY THE GROUP

本集團持有之物業

Investment Properties

投資物業

Description	Lot Number	Term of Lease	Approximate Gross Floor Area (Sq.m.) 概約總樓面面積 (平方米)	Use	Group's Interest 本集團 之權益
詳情	地段編號	租期		用途	
The whole of basement level 1, part of the level 1 and the whole of level 2 to 5 of the commercial podium and 141 car parking spaces of Tomson Commercial Building, 710 Dongfang Road, Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China	Lot 2-2-1 Lujiazui Finance and Trade Zone	Medium term	19,521 for offices and podium; 7,594 for car parks	Commercial	100%
中華人民共和國上海浦東新區陸家嘴金融貿易區東方路710號湯臣金融大廈地庫第1層全層、商場第1層之部份及第2至5層全層及141個泊車位	陸家嘴金融貿易區 2-2-1號地段	中期	寫字樓及商場 19,521平方米; 泊車位7,594平方米	商業	100%
The whole of level 1 to 3 of the commercial podium, 4/F, 9/F. to 12/F, 17/F. to 25/F. and part of 7/F. to 8/F, 12A/F. and 14/F of the office tower and 105 car parking spaces of Tomson International Trade Building, No.1 Jilong Road, Waigaoqiao Free Trade Zone, Pudong New Area, Shanghai, People's Republic of China	Lot C3-001 Waigaoqiao Free Trade Zone	Medium term	36,082 for offices and podium; 4,299 for car parks	Commercial	100%
中華人民共和國上海浦東新區外高橋保稅區基隆路1號湯臣國際貿易大樓商場第1至3層全層、辦公大樓4樓、9樓至12樓、17樓至25樓全層及7樓至8樓、12A樓與14樓之部份及105個泊車位	外高橋保稅區 C3-001號地段	中期	寫字樓及商場 36,082平方米; 泊車位4,299平方米	商業	100%

Schedule of Principal Properties

主要物業表

As at 31st December, 2016 於二零一六年十二月三十一日

PROPERTIES HELD BY THE GROUP (Continued)

本集團持有之物業 (續)

Investment Properties (Continued)

投資物業 (續)

Description 詳情	Lot Number 地段編號	Term of Lease 租期	Approximate Gross Floor Area (Sq.m.) 概約總樓面面積 (平方米)	Use 用途	Group's Interest 本集團 之權益
Whole of level 1 to 4 of the commercial podium and 136 car parking spaces of Tomson Business Centre, 158, 188, 228 Zhangyang Road, Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 陸家嘴金融貿易區 張楊路 158、188、228號 湯臣商務中心大廈商場 第 1 至 4 層全層及 136 個泊車位	Lot 1/1, 244 Street, Weifangxincunjiedao, Lujiazui Finance and Trade Zone 陸家嘴金融貿易區 滄坊新村街道， 244 街坊 1/1 丘	Medium term 中期	11,903 for offices and podium; 5,054 for car parks 寫字樓及商場 11,903 平方米； 泊車位 5,054 平方米	Commercial 商業	100%
Tower B, Tomson Riviera, 28 Huayuanshiqiao Road, Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 陸家嘴金融貿易區 花園石橋路 28 弄 湯臣一品 B 棟	Lot No.1 17 Jiefang, Meiyuan Road 梅園路 17 街坊 1 號地段	Long-term 長期	35,423 35,423	Residential 住宅	100%
Tomson Waigaoqiao Industrial Park, No. 381, 383, 1 Futexi Road, 27 & 29 Huashen Road, 358 Futebei Road, Waigaoqiao Free Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 外高橋保稅區富特西路 1 路 381 及 383 號、華申路 27 及 29 號、 富特北路 358 號 湯臣外高橋工業園區	Lot 1/1 & 1/4, 19 Jiefang, Waigaoqiao Free Trade Zone 外高橋保稅區 19 街坊 1/1 丘 及 1/4 丘	Medium term 中期	108,561 108,561	Industrial 工業	100%

Schedule of Principal Properties

主要物業表

As at 31st December, 2016 於二零一六年十二月三十一日

PROPERTIES HELD BY THE GROUP (Continued)

本集團持有之物業 (續)

Investment Properties (Continued)

投資物業 (續)

Description	Lot Number	Term of Lease	Approximate Gross Floor Area (Sq.m.) 概約總樓面面積 (平方米)	Use	Group's Interest 本集團 之權益
詳情	地段編號	租期		用途	
72/F., Shanghai World Financial Centre, No. 100, Century Avenue, Pudong New Area, Shanghai, People's Republic of China	Lot 1, 20 Jiefang, Meiyuan Xincun Jiedao, Pudong New Area	Medium term	3,222	Commercial	100%
中華人民共和國 上海浦東新區 世紀大道100號 上海環球金融中心 72樓	浦東新區 梅園新村街道 20街坊1丘	中期	3,222	商業	100%

Golf Course

高爾夫球場

Description	Term of Lease	Approximate Gross Floor Area (Sq.m.) 概約總樓面面積 (平方米)	Use	Group's Interest 本集團 之權益
詳情	租期		用途	
Tomson Shanghai Pudong Golf Club No.1 Long Dong Avenue, Pudong New Area, Shanghai, People's Republic of China	Medium term	Club houses, driving range and maintenance room of 12,652 with site area of 952,154	An 18-hole golf course	100%
中華人民共和國 上海浦東新區龍東大道1號 湯臣上海浦東高爾夫球會	中期	會所、高爾夫球練習場及 機房為12,652平方米 (地盤面積為952,154平方米)	18洞高爾夫 球場	100%

Schedule of Principal Properties

主要物業表

As at 31st December, 2016 於二零一六年十二月三十一日

PROPERTIES HELD BY THE GROUP (Continued)

本集團持有之物業 (續)

Properties under development

發展中物業

Description	Lot Number	Gross Site Area (Sq.m.)	Approximate Gross Floor Area (Sq.m.)	Use	Group's Interest	Stage of Completion	Estimated Date of Completion
詳情	地段編號	地盤總面積 (平方米)	概約總樓面面積 (平方米)	用途	本集團之權益	完成階段	估計之完成日期
A piece of land near the junction of Loushan Road and Long Dong Avenue, Jinqiao-Zhangjiang District, Pudong New Area, Shanghai, People's Republic of China	B-2 and B-13-4 Jinqiao-Zhangjiang District	248,200	176,000	Residential	100%	The land will be developed in phases. Superstructure for Phase I and Phase VIII was topped out in December 2014	2019
位於中華人民共和國上海浦東新區金橋－張江區接近羅山路及龍東大道交界之一幅土地	金橋－張江區B-2地區及B-13-4地區	248,200	176,000	住宅	100%	該幅土地將分數期發展。第一期及第八期已於二零一四年十二月結構封頂	二零一九年

Properties held for sale

待售物業

Description	Lot Number	Term of Lease	Approximate Gross Floor Area (Sq.m.)	Use	Group's Interest
詳情	地段編號	租期	概約總樓面面積 (平方米)	用途	本集團之權益
Part of 6/F. to 7/F., 10/F., 11/F., 17/F. of Tomson Commercial Building, 710 Dongfang Road, Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China	Lot 2-2-1 Lujiazui Finance and Trade Zone	Medium term	3,039	Commercial	100%
中華人民共和國上海浦東新區陸家嘴金融貿易區東方路710號湯臣金融大廈6至7樓、10樓、11樓及17樓之部份	陸家嘴金融貿易區2-2-1號地段	中期	3,039	商業	100%

Schedule of Principal Properties

主要物業表

As at 31st December, 2016 於二零一六年十二月三十一日

PROPERTIES HELD BY THE GROUP (Continued)

本集團持有之物業 (續)

Properties held for sale (Continued)

待售物業 (續)

Description 詳情	Lot Number 地段編號	Term of Lease 租期	Approximate Gross Floor Area (Sq.m.) 概約總樓面面積 (平方米)	Use 用途	Group's Interest 本集團 之權益
Part of 5/F, 6/F, 15/F, and 16/F of Tomson International Trade Building, No.1 Jilong Road, Waigaoqiao Free Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 外高橋保稅區基隆路1號 湯臣國際貿易大樓 5樓、6樓、15樓及16樓之部份	Lot C3-001 Waigaoqiao Free Trade Zone 外高橋保稅區 C3-001號地段	Medium term 中期	4,035	Commercial 商業	100%
Part of Towers A & C & Tower D, Tomson Riviera, 28 Huayuanshiqiao Road, Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 陸家嘴金融貿易區 花園石橋路28弄 湯臣一品A棟及C棟之部份以及D棟	Lot No.1 17 Jiefang, Meiyuan Road 梅園路 17街坊1號地段	Long-term 長期	37,751	Residential 住宅	100%
Part of Tomson Riviera Tianjin, and underground car parking spaces, Junction of Jiefang North Road and Chifeng Road, Heping District, Tianjin, People's Republic of China 中華人民共和國 天津和平區 解放北路與赤峰道交叉路口 湯臣津灣一品部份， 及地下泊車位	Lot 7-2, Heping District, Tianjin 天津和平區 7-2號地段	Long-term 長期	118,088 for residential and commercial; 37,115 for car parks 住宅及商業 118,088平方米； 泊車位37,115平方米	Residential and commercial 住宅及商業	75%

Schedule of Principal Properties

主要物業表

As at 31st December, 2016 於二零一六年十二月三十一日

PROPERTIES HELD BY THE GROUP (Continued)

本集團持有之物業 (續)

Properties held for sale (Continued)

待售物業 (續)

Description 詳情	Lot Number 地段編號	Term of Lease 租期	Approximate Gross Floor Area (Sq.m.) 概約總樓面面積 (平方米)	Use 用途	Group's Interest 本集團 之權益
Part of Tomson Riviera Garden, Lane 2255, Luoshan Road, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 羅山路2255巷 湯臣湖庭花園部份	Lot 5-5, 15 Jiefang, Huamu Zhen, Pudong New Area 浦東新區花木鎮 15街坊5-5號地段	Long-term 長期	905 905	Residential 住宅	70% 70%
Phases VI, VIII & IX Tomson Golf Villas, 1 Long Dong Avenue, Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 龍東大道1號 湯臣高爾夫別墅 第六、第八及第九期	Lot 23/10 Tong Le Cun, Hua Mu Xiang 花木鄉 同樂村23/10丘	Long-term 長期	1,741 1,741	Residential 住宅	100% 100%
Part of Block B & F and 159 car parking spaces of Tomson Golf Garden, 1 Long Dong Avenue, (2 of North District), Pudong New Area, Shanghai, People's Republic of China 中華人民共和國上海浦東新區 龍東大道1號(北2區) 湯臣高爾夫花園 B及F座之部份, 以及159個泊車位	Lot 47/1, Zhangbang Cun Jinqiaozhen, Pudong New Area 浦東新區 金橋鎮張濱村 47/1丘	Long-term 長期	470 for residential; 4,951 for car parks 住宅470平方米; 泊車位4,951 平方米	Residential 住宅	100% 100%

Schedule of Principal Properties

主要物業表

As at 31st December, 2016 於二零一六年十二月三十一日

PROPERTIES HELD BY THE GROUP (Continued)

本集團持有之物業 (續)

Properties held for sale (Continued)

待售物業 (續)

Description	Lot Number	Term of Lease	Approximate Gross Floor Area (Sq.m.) 概約總樓面面積 (平方米)	Use	Group's Interest 本集團 之權益
詳情	地段編號	租期		用途	
Part of Tomson One Penha Hill, Travessa do Colegio No.7 e Calçada do Bom Parto No.2, Macao Special Administrative Region, People's Republic of China	No. 22356 folio 100, Book B16K	Long-term	12,813 for residential 4,090 for car parks	Residential	70%
中華人民共和國 澳門特別行政區 學校巷7號及灰爐斜巷2號 湯臣主教山壹號之部份	B16K簿冊 第100頁 註冊編號22356	長期	住宅12,813平方米; 泊車位4,090平方米	住宅	70%

PROPERTIES HELD BY JOINT VENTURES

合資企業持有之物業

Properties held for investment

持作投資之物業

Description	Lot Number	Term of Lease	Approximate Gross Floor Area (Sq.m.) 概約總樓面面積 (平方米)	Use	Group's Interest 本集團 之權益
詳情	地段編號	租期		用途	
InterContinental Shanghai Pudong hotel, 777 Zhangyang Road, Lujiazui Finance and Trade Zone, Pudong New Area, Shanghai, People's Republic of China	Lot 12 Zhangyang Road Commercial District	Medium term	52,622	Hotel	50%
中華人民共和國上海浦東新區 陸家嘴金融貿易區張楊路777號 上海錦江湯臣洲際大酒店	張楊路 商業區12號地段	中期	52,622	酒店	50%

Five-Year Financial Summary

五年財務概要

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

		Year Ended 31st December 截至十二月三十一日止年度				
		2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Gross proceeds from operations	經營收益總額	804,201	1,028,439	1,000,520	2,738,715	4,174,196
Profit before taxation	除稅前溢利	116,544	648,903	221,306	1,206,806	1,759,651
Taxation	稅項	(108,080)	(359,613)	(118,477)	(582,044)	(751,984)
Profit for the year	年度溢利	8,464	289,290	102,829	624,762	1,007,667
Attributable to:	應佔如下：					
Owners of the Company	本公司權益持有人	17,054	297,639	95,985	534,074	876,256
Non-controlling interests	非控股股東權益	(8,590)	(8,349)	6,844	90,688	131,411
		8,464	289,290	102,829	624,762	1,007,667

Five-Year Financial Summary

五年財務概要

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

		At 31st December 於十二月三十一日				
		2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Fixed assets	固定資產	7,086,909	7,572,872	7,410,385	7,495,121	7,543,584
Lease premium for land	土地租賃費用	63,899	59,599	51,511	42,504	33,368
Film distribution rights	影片發行權	2,166	11,416	10,000	5,491	4,942
Prepayment for film distribution rights	影片發行權預付款	9,555	832	85	–	–
Goodwill	商譽	33,288	33,288	33,288	33,288	33,288
Deferred tax assets	遞延稅項資產	238,586	265,491	277,682	317,600	364,538
Interests in associates and joint ventures	於聯營公司及合資企業之權益	1,101,802	1,108,827	1,090,955	1,040,070	188,265
Other receivables	其他應收賬款	73,099	171,298	157,520	60,874	–
Available-for-sale investments	可供出售投資	118,570	129,378	146,134	149,598	184,115
Pledged bank deposits	抵押銀行存款	8,341	–	–	–	163,960
Net current assets	流動資產淨值	7,263,308	7,520,839	7,346,598	5,914,585	6,777,861
		15,999,523	16,873,840	16,524,158	15,059,131	15,293,921
Equity attributable to owners of the Company	本公司權益持有人應佔權益	10,865,187	11,436,024	11,243,049	11,269,127	11,399,052
Non-controlling interests	非控股股東權益	869,209	873,684	861,578	917,215	993,146
Total equity	總權益	11,734,396	12,309,708	12,104,627	12,186,342	12,392,198
Amounts due to joint ventures	應付合資企業款項	–	52,254	113,514	59,680	–
Borrowings	借款	2,619,941	2,844,582	2,700,713	1,366,734	1,607,876
Deferred tax liabilities	遞延稅項負債	1,645,186	1,667,296	1,605,304	1,446,375	1,293,847
		15,999,523	16,873,840	16,524,158	15,059,131	15,293,921



Tomson Group

Tomson Group Limited
湯臣集團有限公司