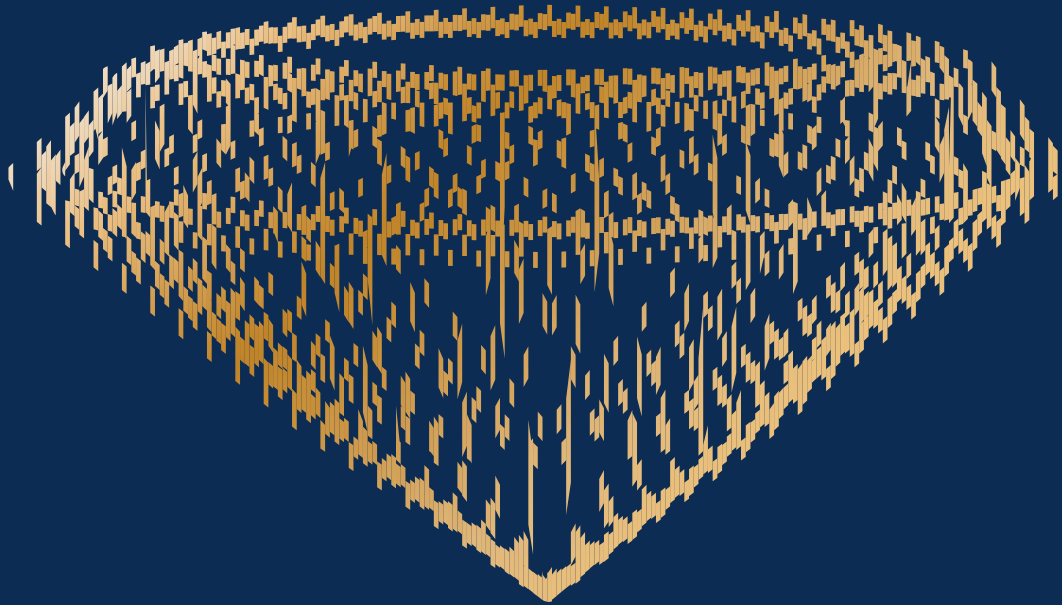




LANDING INTERNATIONAL
DEVELOPMENT LIMITED
藍鼎國際發展有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(於開曼群島註冊成立及於百慕達存續之有限公司)

Stock Code 股份代號：582



2017 ANNUAL REPORT
年報

SHINING BRIGHTLY

璀璨耀目



CONTENTS

目錄

4

Corporate Information
公司資料

6

Biographical Details of Directors
董事簡歷

8

Chairman's Statement
主席報告書

14

Letter from the Board
董事會函件

32

Corporate Governance Report
企業管治報告

46

Environmental, Social and Governance Report
環保、社會及管治報告

61	<i>Directors' Report</i>	董事會報告
73	<i>Independent Auditor's Report</i>	獨立核數師報告
85	<i>Consolidated Income Statement</i>	綜合收益表
86	<i>Consolidated Statement of Comprehensive Income</i>	綜合全面收益表
87	<i>Consolidated Statement of Financial Position</i>	綜合財務狀況表
89	<i>Consolidated Statement of Changes in Equity</i>	綜合權益變動表
90	<i>Consolidated Statement of Cash Flows</i>	綜合現金流量表
91	<i>Notes to the Consolidated Financial Statements</i>	綜合財務報表附註
211	<i>Major Properties held by the Group</i>	本集團持有之主要物業
212	<i>Financial Summary</i>	財務概要





SHINE BRIGHT
LIKE A *DIAMOND*

綻放耀眼光芒

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Dr. Yang Zhihui (*Chairman*)
Ms. Zhou Xueyun

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fok Ho Yin, Thomas
Mr. Bao Jinqiao
Mr. Wong Chun Hung (*appointed on 26 September 2017*)
Mr. Chen Lei (*retired on 26 June 2017*)

AUDIT COMMITTEE

Mr. Fok Ho Yin, Thomas (*Chairman*)
Mr. Bao Jinqiao
Mr. Wong Chun Hung (*appointed on 26 September 2017*)
Mr. Chen Lei (*retired on 26 June 2017*)

NOMINATION COMMITTEE

Mr. Fok Ho Yin, Thomas (*Chairman*)
Mr. Bao Jinqiao
Mr. Wong Chun Hung (*appointed on 26 September 2017*)
Mr. Chen Lei (*retired on 26 June 2017*)

REMUNERATION COMMITTEE

Mr. Fok Ho Yin, Thomas (*Chairman*)
Mr. Bao Jinqiao
Mr. Wong Chun Hung (*appointed on 26 September 2017*)
Mr. Chen Lei (*retired on 26 June 2017*)

COMPANY SECRETARY

Ms. Lam Pui Sea

AUDITOR

PricewaterhouseCoopers
22/F Prince's Building, Central
Hong Kong

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
China Minsheng Banking Corporation Limited

董事會

執行董事

仰智慧博士(主席)
周雪云女士

獨立非執行董事

霍浩然先生
鮑金橋先生
黃鎮雄先生(於二零一七年九月二十六日獲委任)
陳磊先生(於二零一七年六月二十六日退任)

審核委員會

霍浩然先生(主席)
鮑金橋先生
黃鎮雄先生(於二零一七年九月二十六日獲委任)
陳磊先生(於二零一七年六月二十六日退任)

提名委員會

霍浩然先生(主席)
鮑金橋先生
黃鎮雄先生(於二零一七年九月二十六日獲委任)
陳磊先生(於二零一七年六月二十六日退任)

薪酬委員會

霍浩然先生(主席)
鮑金橋先生
黃鎮雄先生(於二零一七年九月二十六日獲委任)
陳磊先生(於二零一七年六月二十六日退任)

公司秘書

林霽詩女士

核數師

羅兵咸永道會計師事務所
香港
中環太子大廈22樓

主要往來銀行

星展銀行(香港)有限公司
中國民生銀行股份有限公司

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suites 5801–5804, 58/F
Two International Finance Centre
No. 8 Finance Street, Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT IN BERMUDA

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

SHARE REGISTRAR AND TRANSFER AGENT IN HONG KONG

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

STOCK CODE

582

WEBSITE OF THE COMPANY

<http://www.landing.com.hk>

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
中環金融街8號
國際金融中心二期
58樓5801–5804室

百慕達主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

香港股份過戶登記處

卓佳標準有限公司
香港
灣仔
皇后大道東183號
合和中心22樓

股份代號

582

公司網址

<http://www.landing.com.hk>

BIOGRAPHICAL DETAILS OF DIRECTORS

董事簡歷

Dr. Yang Zhihui (“**Dr. Yang**”), aged 46, is the chairman of the board (the “**Board**”) of directors of Landing International Development Limited (the “**Company**”) and has been an executive director of the Company since 19 July 2013. Dr. Yang is responsible for the leadership and effective running of the Board. He is one of the directors and the sole shareholder of Landing International Limited, the controlling shareholder of the Company. One of his wholly owned companies is the controlling shareholder of China Healthcare Enterprise Group Limited (the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), stock code: 1143). He had been a director of Hubei Landing Holding Co., Ltd. (the shares of which are listed on Shenzhen Stock Exchange, stock code: 000971) (“**Hubei Landing**”) until December 2014. Dr. Yang was awarded an honorary degree, a Doctor of Philosophy in Business Management from Jeju National University, in March 2017. Dr. Yang has extensive experience in property development in the People’s Republic of China (the “**PRC**”).

Ms. Zhou Xueyun (“**Ms. Zhou**”), aged 61, has been an executive director of the Company since 9 August 2013. Ms. Zhou is currently the vice president of Anhui Landing Holding Group Co., Ltd[#] (安徽藍鼎控股集團有限公司). She was a director of Hubei Landing from August 2012 to August 2013 and a director of Landing Industrial (Hubei) Co., Ltd. from June 2012 to December 2014. Ms. Zhou served as the general manager of asset operations at Anhui Tourism Group Co., Ltd. and the manager of Anxing United Corporation of Zhuhai Special Economic Zone[#] (珠海經濟特區安興聯合總公司) from 2002 to 2012.

Mr. Fok Ho Yin, Thomas (“**Mr. Fok**”), aged 46, is an independent non-executive director of the Company. Mr. Fok has been part of the Company since 11 June 2010. He has worked in the listing division of the Stock Exchange and has extensive experience in the field of corporate finance and, in particular, in equity financing and financial restructuring. Mr. Fok is a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia, and is also a Chartered Financial Analyst. Mr. Fok was an executive director of Jian ePayment Systems Limited (the shares of which are listed on the Growth Enterprise Market of the Stock Exchange, stock code: 8165) from September 2007 to July 2016 and is currently an independent non-executive director of both China Smarter Energy Group Holdings Limited (the shares of which are listed on the main board of the Stock Exchange, stock code: 1004) and SFund International Holdings Limited (the shares of which are listed on the main board of the Stock Exchange, stock code: 1367).

仰智慧博士 (「**仰博士**」), 46歲, 自二零一三年七月十九日起擔任藍鼎國際發展有限公司 (「**本公司**」) 董事會 (「**董事會**」) 主席兼本公司執行董事。仰博士負責領導及協助董事會有效運作。彼為本公司之控股股東藍鼎國際有限公司其中一名董事兼唯一股東。彼其中一間全資擁有公司為華夏健康產業集團有限公司 (其股份於香港聯合交易所有限公司 (「**聯交所**」) 主板上市, 股份代號: 1143) 之控股股東。彼曾任湖北藍鼎控股股份有限公司 (其股份於深圳證券交易所上市, 股份代碼: 000971, 「**湖北藍鼎**」) 之董事, 直至二零一四年十二月止。仰博士於二零一七年三月獲濟州國立大學 (Jeju National University) 頒發商業管理哲學博士榮譽學位。仰博士在中華人民共和國 (「**中國**」) 房地產開發方面具有豐富經驗。

周雪云女士 (「**周女士**」), 61歲, 自二零一三年八月九日起擔任本公司執行董事。周女士現為安徽藍鼎控股集團有限公司副總裁。彼於二零一二年八月至二零一三年八月間擔任湖北藍鼎之董事, 並於二零一二年六月至二零一四年十二月間擔任藍鼎實業 (湖北) 有限公司之董事。周女士於二零零二年至二零一二年間曾先後出任安徽省旅遊集團有限公司資產運營部總經理及珠海經濟特區安興聯合總公司經理。

霍浩然先生 (「**霍先生**」), 46歲, 為本公司獨立非執行董事。霍先生自二零一零年六月十一日起加盟本公司。彼曾任職於聯交所上市科, 於企業融資領域擁有豐富經驗, 尤其擅長於股本融資及財務重組事項。霍先生為香港會計師公會及澳洲會計師公會會員, 亦為特許金融分析師。於二零零七年九月至二零一六年七月間, 霍先生一直擔任華普智通系統有限公司 (其股份於聯交所創業板上市, 股份代號: 8165) 之執行董事, 目前為中國智慧能源集團控股有限公司 (其股份於聯交所主板上市, 股份代號: 1004) 及廣州基金國際控股有限公司 (其股份於聯交所主板上市, 股份代號: 1367) 之獨立非執行董事。

[#] The English translation of Chinese names or words, where indicated are included for information only, and should not be regarded as the official English translation of such Chinese names or words.

BIOGRAPHICAL DETAILS OF DIRECTORS

董事簡歷

Mr. Bao Jinqiao (“**Mr. Bao**”), aged 52, has been an independent non-executive director of the Company since 16 November 2015. He graduated from Anhui University with research study in Civil Law in 1988 and obtained a master’s degree in Law from the Shanghai Academy of Social Sciences. He is a lawyer qualified to practise in the PRC. Mr. Bao is the founder and has been a partner of Anhui Chengyi Law Firm since 2000. Mr. Bao was an independent director of Anhui Kouzi Distillery Co., Ltd. (the shares of which are listed on the A-share market on the Shanghai Stock Exchange, stock code: 603589) until April 2017. He is currently an independent non-executive director of China Healthcare Enterprise Group Limited (the shares of which are listed on the main board of the Stock Exchange, stock code: 1143).

Mr. Wong Chun Hung (“**Mr. Wong**”), aged 44, has been an independent non-executive director of the Company since 26 September 2017. Mr. Wong graduated from the Hong Kong Baptist University with a bachelor’s degree in accounting. He is a member of the Hong Kong Institute of Certified Public Accountants and has over 10 years’ experience in accounting, auditing and consulting. Mr. Wong has been a director of B&C Finance and Corporate Advisory Limited since December 2005. He is currently an independent non-executive director of both Pacific Plywood Holdings Limited (the shares of which are listed on the main board of the Stock Exchange, stock code: 767) and China Healthcare Enterprise Group Limited (the shares of which are listed on the main board of the Stock Exchange, stock code: 1143).

Save as disclosed herein, there is no other relationship between each of the Directors and senior management as required to be disclosed under the Rules Governing the Listing of Securities on the Stock Exchange.

鮑金橋先生(「**鮑先生**」), 52歲, 自二零一五年十一月十六日起擔任本公司獨立非執行董事。彼於一九八八年畢業於安徽大學, 取得民法研究生資格, 並於上海社會科學院取得法律系碩士學位。彼為具有中國執業律師資格之律師。鮑先生為安徽承義律師事務所之創立人, 並自二零零零年以來擔任合夥人。鮑先生曾擔任安徽口子酒業股份有限公司(其股份在上海證券交易所A股市場上市, 股份代號: 603589)之獨立董事, 直至二零一七年四月為止。彼現為華夏健康產業集團有限公司(其股份於聯交所主板上市, 股份代號: 1143)之獨立非執行董事。

黃鎮雄先生(「**黃先生**」), 44歲, 自二零一七年九月二十六日起擔任本公司獨立非執行董事。黃先生畢業於香港浸會大學, 取得會計學學士學位。彼為香港會計師公會會員, 於會計、審核及顧問行業積逾十年經驗。黃先生自二零零五年十二月起任富實財務策劃有限公司之董事。彼目前擔任太平洋實業控股有限公司(其股份於聯交所主板上市, 股份代號: 767)及華夏健康產業集團有限公司(其股份於聯交所主板上市, 股份代號: 1143)之獨立非執行董事。

除本節所披露者外, 各董事與高級管理層之間並無其他須根據聯交所證券上市規則予以披露之關係。

CHAIRMAN'S STATEMENT
主席報告書



DR. YANG ZHIHUI
仰智慧博士

Phase I of Jeju Shinhwa World has fully opened, while construction of Phase II has commenced. Going forward, we will focus on operation of the project and continue to explore suitable development opportunities in other markets. We will continue to build on our strengths to create greater value for our shareholders.

濟州神話世界一期已經全面開業，二期工程已經展開。接下來，我們將專注項目的營運，同時繼續在其他市場尋找合適的發展機會。我們將繼續致力發揮優勢，努力為股東創造更大價值。

CHAIRMAN'S STATEMENT

主席報告書

Dear Fellow Shareholders,

On behalf of the board (the “**Board**”) of directors of Landing International Development Limited (the “**Company**”), I am pleased to announce the annual results of the Company and its subsidiaries (together, the “**Group**”) for the year ended 31 December 2017. It was a phenomenal year for the Group which achieved a turnaround from a loss to a net profit of approximately HK\$505 million and an approximately 147% increase in revenue to approximately HK\$896 million from continuing operations. The year will also be remembered for the completion and opening of Phase One of Jeju Shinhwa World, the Group’s flagship integrated leisure and entertainment resort in Jeju, South Korea.

Jeju Shinhwa World covers a total area of 2.5 million square metres, and the facilities completed as part of Phase One have been put into operation in stages from 2017 to early 2018. Somerset Jeju Shinhwa World, the first full-service resort condominium in Jeju, was opened in April 2017; Shinhwa Theme Park, a collaboration with TUBAn Company Limited, a premier South Korean 3D-animation company, welcomed its first visitors in September 2017; Jeju Shinhwa World Landing Resort, Landing Convention Centre and YG Republique (which is a collaboration between the Group and YG Entertainment) commenced operations in November 2017; and Jeju Shinhwa World Marriott Resort and Shinhwa Shoppes opened in December 2017.

In February 2018, the Group obtained approval from the Government of Jeju Special Self-Governing Province for the relocation of Landing Casino to Jeju Shinhwa World and the expansion of the casino’s exclusive gaming floor area to approximately 5,500 square metres, which is nearly seven times larger than the casino’s original floor area for gaming at the Hyatt Regency Jeju Hotel. The relocated Landing Casino in Jeju Shinhwa World will be opened on 25 February 2018.

致各股東：

在此，我謹代表藍鼎國際發展有限公司（「本公司」）董事會（「董事會」）欣然宣佈本公司及其附屬公司（統稱「本集團」）截至二零一七年十二月三十一日止年度的全年業績。二零一七年對本集團來說是重要的一年，本集團扭虧為盈，實現股東應佔溢利約5.05億港元，持續經營業務收益較上年上升約147%至約8.96億港元。同時，本集團位於南韓濟州的休閒及娛樂綜合度假區旗艦項目「濟州神話世界」第一期已落成開業。

總面積達250萬平方米的「濟州神話世界」，第一期設施已於二零一七年至二零一八年初分階段開業。二零一七年四月，濟州首個全服務度假公寓—濟州神話世界盛捷服務公寓率先正式開業；二零一七年九月，與韓國首屈一指的3D動畫公司TUBAn Company Limited合作打造的神話主題公園迎來了第一批訪客；二零一七年十一月，濟州神話世界藍鼎度假酒店、藍鼎會議中心及與YG Entertainment合作的YG Republique開始營業；二零一七年十二月，濟州神話世界萬豪度假酒店以及商業美食街也投入營運。

二零一八年二月，本集團獲得濟州特別自治道政府批准，將藍鼎娛樂場遷至濟州神話世界，同時專用博彩場地面積獲批增至約5,500平方米，相較於原位於濟州凱悅酒店的藍鼎娛樂場博彩場地面積擴大近7倍。搬遷至濟州神話世界的藍鼎娛樂場將於二零一八年二月二十五日開業。

Landing Casino, with its excellent operations, ranked first for three consecutive years in the annual "Anti-Money Laundering Assessment" conducted by the Korea Financial Intelligence Unit (KoFIU) on the 16 foreigner-only casinos in South Korea. The ranking is even more significant given that Landing Casino is the first foreigner-only casino to have ranked first for three consecutive years in that assessment, from 2015 to 2017, in the history of Korea's casino industry. After the relocation of Landing Casino to Jeju Shinhwa World, the Group will continue to adopt a system of operation and control in compliance with international standards and practices while providing a world-class entertainment experience for its customers. With Landing Casino and all the other great facilities at Jeju Shinhwa World, the Company aims to become a first-rate integrated resort operator in Jeju (or even in South Korea) that allows customers to enjoy fantastic dining and world-class accommodation, leisure and entertainment.

In the future, more world-class entertainment facilities will open at Jeju Shinhwa World. Jeju Shinhwa World Shinhwa Resort and Shinhwa Waterpark are scheduled to open in the middle of 2018. Constructions of Jeju Shinhwa World Four Seasons Resort & Spa and Lionsgate Movie World at Jeju Shinhwa World have been commenced and are expected to be completed by 2020.

Jeju is renowned for its beautiful natural scenery, and it attracted approximately 13 to 15 million domestic and overseas visitors in the past few years. With the identified opportunity presented by scattered tourist spots and the lack of a large-scale world-class leisure and entertainment resort on the island, the Group has built Jeju Shinhwa World to fully capitalise on tourism opportunities in Jeju. At Jeju Shinhwa World, the Group cooperates with various international partners in offering a wide variety of leisure and entertainment facilities and luxurious travel experiences to a diverse range of tourists from around the world. The Company hopes that Jeju Shinhwa World to become an iconic mega tourist attraction in Asia.

During the year, the property development business of the Company made satisfactory progress. The construction of resort condominiums and villas in zone R of Jeju Shinhwa World that started in 2015 have been completed. Since their launch in January 2017, the condominiums and villas have experienced enthusiastic demand from both Korean and overseas buyers. Anticipating that the successful opening and operation of the facilities and attractions in Jeju Shinhwa World will make the properties more attractive to purchasers, the Group has decided to sell the remaining resort condominiums and villas in zone R in 2018.

藍鼎娛樂場憑藉其優異的經營實力，在韓國政府金融委員會(KoFIU)評選的「反洗黑錢評估」中連續三年排名第一。該評選每年針對全南韓境內共16間外國人專用娛樂場進行。藍鼎娛樂場於二零一五至二零一七年間均於該評選中排名第一，成為韓國博彩歷史上首家連續三年榮膺榜首的娛樂場。隨著藍鼎娛樂場遷入濟州神話世界，本集團將繼續採用符合國際級標準及模範的營運及作業系統，為顧客提供國際級的娛樂體驗。配合濟州神話世界內其他的非博彩設施配套，本公司旨在成為濟州乃至南韓首屈一指的綜合度假區營運商，為客人帶來美妙的餐飲及世界級住宿、休閒和娛樂體驗。

未來，濟州神話世界將會增設更多世界級娛樂設施。濟州神話世界神話度假酒店及神話水上樂園計劃於二零一八年中開業。而濟州神話世界四季度假酒店及位於濟州神話世界之獅門影城的工程已經展開，預期將於二零二零年落成。

濟州向來以自然風光美景見稱，過去幾年吸引約1,300萬至1,500萬本地及海外旅客。鑒於當地的旅遊景點較為分散以及缺乏大型世界級休閒及娛樂度假區，本集團看好濟州商機處處，並興建濟州神話世界，以充分掌握濟洲旅遊業機遇。本集團透過與不同種類的國際級夥伴合作，為來自世界各地不同種類的旅客提供各式各樣的休閒及娛樂設施及豪華的旅遊體驗。本公司期望濟州神話世界成為亞洲標誌性的大型旅遊景點。

年內，本公司物業發展業務表現理想，於二零一五年展開之濟州神話世界R區度假公寓及別墅之建築工程已經完成，自二零一七年一月推出以來，深受韓國及海外買家熱烈追捧。考慮到濟州神話世界之設施及景點成功開業及營運，可為銷售物業取得更佳市場迴響，本集團決定於二零一八年繼續出售位於R區度假公寓及別墅餘下之單位。

CHAIRMAN'S STATEMENT

主席報告書

The Group succeeded in disposing of the lighting business in the People's Republic of China and Les Ambassadeurs Club in the United Kingdom during the year, resulting in an aggregate gain of HK\$464 million and thus increasing its financial resources. In the future, the Group will focus on its business of developing integrated leisure and entertainment resorts in Asia. As the facilities at Jeju Shinhwa World continue to gradually open, the Group will seek for business opportunities elsewhere in Asia, trying to fulfil its aspiration of becoming a world-class leisure and entertainment operator. The purpose of this is to also maximise returns to shareholders.

On behalf of the Board and the entire management of the Group, I would like to convey my sincere gratitude to all the shareholders, customers, governmental authorities and business partners for their support and trust. I would also like to express my heartfelt thanks to all the employees of the Group for their diligence. We will continue to work hard to deliver returns to our shareholders.

Yang Zhihui

Chairman and Executive Director

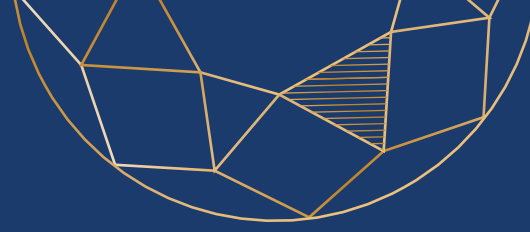
本集團於年內成功出售位於中國內地的照明業務以及位於英國的利陞俱樂部(Les Ambassadeurs Club)，合共錄得4.64億港元收益，進一步豐富了本集團的財務資源。展望未來，本集團將專注於亞洲區內發展休閒及娛樂綜合度假區業務。隨著濟州神話世界內的設施逐步投入營運，本集團將於亞洲區內繼續尋找商機，向成為世界級休閒及娛樂營運商的目標邁進，以令股東的回報最大化。

最後，本人謹代表董事會及本集團全體管理層，衷心感謝所有股東、客戶、政府機構及商業夥伴一直以來的支持與信任，同時也對本集團全體員工的辛勤工作表示誠摯的謝意！我們將繼續努力，為股東締造回報。

主席兼執行董事

仰智慧





LET
MIRACLES 讓奇蹟發生
HAPPEN

LETTER FROM THE BOARD
董事會函件

ATTRACTION
主題樂園



HOSPITALITY
餐旅服務



GAMING
博彩



MICE
會議展覽



REAL ESTATES
房地產



LETTER FROM THE BOARD

董事會函件

On behalf of the board of directors (the “**Director(s)**”) (the “**Board**”) of Landing International Development Limited (the “**Company**”), I have the pleasure to report on the financial results, operations and other aspects of the Company and its subsidiaries (together, the “**Group**”) for the year ended 31 December 2017.

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL RESULTS

For the year ended 31 December 2017, the Group’s consolidated revenue from continuing operations was approximately HK\$896,250,000 (2016: approximately HK\$363,447,000), representing an increase of approximately 147% when compared to the year ended 31 December 2016. The profit attributable to the owners of the Company was approximately HK\$505,067,000 (2016: loss of approximately HK\$1,067,455,000). The significant turnaround of the results for the year was primarily attributable to (i) gain on disposal from discontinued operations in the United Kingdom (the “**UK**”); (ii) realised gain from available-for-sale financial assets; (iii) segment profit of property development arising from revenue recognition upon delivery of the properties to the purchasers; (iv) gain on fair value change of financial assets at fair value through profit or loss; (v) gain on fair value change of investment properties; and (vi) reversal of impairment of other receivables. The basic and diluted loss per share from continuing operations attributable to owners of the Company was HK0.16 cents (2016: loss per share of HK5.18 cents (restated)).

The revenue from discontinued operations amounted to approximately HK\$1,356,505,000 for the year ended 31 December 2017 (2016: approximately HK\$1,357,200,000). The Group completed the disposals of the entire equity interests of Ace Winner Holdings Limited (“**Ace Winner**”) which was engaged in the operations of the lighting business in relation to the design, manufacturing and sales of light-emitting diodes (“**LED**”) and semiconductor lighting related products (the “**Lighting Business**”) and Jolly Champion Holding Limited (“**Jolly Champion**”) which was engaged in the gaming business in May and October 2017 respectively. The gain on disposals was approximately HK\$463,927,000 for the year ended 31 December 2017. The results are presented as discontinued operations in the consolidated financial information.

As at 31 December 2017, the consolidated net asset value per weighted average number of ordinary shares in issue attributable to the owners of the Company was approximately HK\$0.16 (2016: HK\$0.36 (restated)).

本人謹代表藍鼎國際發展有限公司（「**本公司**」）董事（「**董事**」）會（「**董事會**」）欣然報告本公司及其附屬公司（統稱「**本集團**」）截至二零一七年十二月三十一日止年度之財務業績、經營狀況及其他事宜。

管理層討論與分析

財務業績

截至二零一七年十二月三十一日止年度，本集團來自持續經營業務之綜合收益約為 896,250,000 港元（二零一六年：約 363,447,000 港元），較截至二零一六年十二月三十一日止年度增加約 147%。本公司擁有人應佔溢利約為 505,067,000 港元（二零一六年：虧損約 1,067,455,000 港元）。本年度業績顯著轉虧為盈，乃主要由於錄得 (i) 出售英國（「**英國**」）已終止業務之收益；(ii) 可供出售財務資產之已變現收益；(iii) 於交付物業予買家後確認收益而產生物業發展之分部收益；(iv) 按公平價值計入損益之財務資產之公平價值變動收益；(v) 投資物業之公平價值變動收益；及 (vi) 其他應收款項減值撥回。本公司擁有人應佔來自持續經營業務之每股基本及攤薄虧損為 0.16 港仙（二零一六年：每股虧損 5.18 港仙（重列））。

截至二零一七年十二月三十一日止年度，來自已終止業務之收益約為 1,356,505,000 港元（二零一六年：約 1,357,200,000 港元）。本集團分別於二零一七年五月及十月完成出售從事經營有關設計及產銷發光二極體（「**LED**」）及半導體照明相關產品之照明業務（「**照明業務**」）之 Ace Winner Holdings Limited（「**Ace Winner**」）及從事博彩業務之冠喜控股有限公司（「**冠喜**」）之全部股權。截至二零一七年十二月三十一日止年度，出售事項收益約為 463,927,000 港元。其業績於綜合財務資料呈列為已終止業務。

於二零一七年十二月三十一日，按已發行普通股之加權平均股數計算，本公司擁有人應佔綜合資產淨值約為 0.16 港元（二零一六年：0.36 港元（重列））。

OPERATION AND BUSINESS REVIEW

The Company is an investment holding company, and during the year after discontinuing the Lighting Business, the principal activities of the Group are (i) development and operation of the integrated leisure and entertainment resort (the “**Integrated Resort Development**”); (ii) gaming and entertainment facilities (the “**Gaming Business**”); and (iii) property development (the “**Property Development**”).

Integrated Resort Development

The Company, through its subsidiary, Landing Jeju Development Co. Ltd (“**Landing Jeju**”), started investments in Jeju Shinhwa World (“**Jeju Shinhwa World**”) in Jeju, South Korea in late 2013.

On 3 January 2017, the Group completed the acquisition of the entire issued share capital of Callisto Business Limited (“**Callisto**”) (the “**Callisto Acquisition**”). Callisto is an investment holding company having a 100% equity interest in Happy Bay Pte. Ltd. (“**HBL**”) which holds a 50% equity interest in Landing Jeju. Upon completion of the Callisto Acquisition, Landing Jeju became a wholly-owned subsidiary of the Company. Complete ownership and control of Jeju Shinhwa World provide the Company with a good opportunity to work towards the achievement of its business vision of becoming one of the global leaders in the tourism, leisure and entertainment industries, to enhance the flexibility of the development of Jeju Shinhwa World, and to facilitate the build up of the Company’s presence and goodwill in the integrated resort and tourism sector.

Jeju Shinhwa World is poised to be an iconic mega tourist attraction in Asia, offering a selection of upscale hotels with more than 2,000 luxurious guest rooms, villas, a destination spa, a convention centre equipped with full meeting and conference facilities, theme parks and a waterpark catering to all ages, and a retail and food complex housing one of the largest duty free shops in Jeju and offering visitors a wide variety of local and international cuisines. Jeju Shinhwa World is also home to one of the largest clusters of premium resort condominiums & villas in Jeju with self-contained neighborhood and leisure amenities.

經營及業務回顧

本公司為投資控股公司，於終止經營照明業務後之年內，本集團主要業務為 (i) 發展及經營綜合休閒及娛樂度假區（「**綜合度假區發展**」）；(ii) 博彩及娛樂設施（「**博彩業務**」）；及 (iii) 物業發展（「**物業發展**」）。

綜合度假區發展

本公司透過其附屬公司藍鼎濟州開發株式會社（「**藍鼎濟州**」）於二零一三年底開始投資於位於南韓濟州之濟州神話世界（「**濟州神話世界**」）。

於二零一七年一月三日，本集團完成收購 Callisto Business Limited（「**Callisto**」）之全部已發行股本（「**Callisto 收購事項**」）。Callisto 為投資控股公司，其擁有 Happy Bay Pte. Ltd.（「**HBL**」）全部股權，而 HBL 則擁有藍鼎濟州 50% 股權。於完成 Callisto 收購事項後，藍鼎濟州成為本公司之全資附屬公司。取得濟州神話世界之完整所有權及控制權為本公司提供良機，以達成成為全球旅遊、休閒及娛樂行業其中一名佼佼者之業務願景，加強開發濟州神話世界之靈活彈性，並有助本公司提高於綜合度假區及旅遊領域之地位及商譽。

濟州神話世界為亞洲標誌性的大型旅遊景點，當中設有多家高級酒店（合共提供超過 2,000 間豪華客房）、別墅、水療中心、會議設施配備完善的會議中心、老少皆宜的主題公園及水上樂園，以及零售及餐飲中心，當中設有濟州其中一家最大型的免稅店，並為旅客提供多種本地及環球美食。濟州神話世界亦設有各種豪華度假公寓及別墅，規模於濟州數一數二，內裡設有完善社區及休閒設施。

LETTER FROM THE BOARD

董事會函件

As at the date of this report, Jeju Shinhwa World has commenced operations. Shinhwa Theme Park, in partnership with TUBAn Company Limited, the premier 3D animation company in South Korea, welcomed its first customers on 30 September 2017. Jeju Shinhwa World Landing Resort, Landing Convention Centre and YG Republique (which is a collaboration with YG Entertainment) were opened in November 2017 while Jeju Shinhwa World Marriott Resort and Shinhwa Shoppes were opened in December 2017. Jeju Shinhwa World Shinhwa Resort and Shinhwa Waterpark are scheduled to open in around the middle of 2018. The development and construction of Jeju Shinhwa World Four Seasons Resort & Spa and Lionsgate Movie World at Jeju Shinhwa World are ongoing and are expected to be completed in 2019 or 2020.

Jeju Shinhwa World (excluding, among others, areas designated for gaming facilities) was designated as a Foreign Investment Zone under the Foreign Investment Promotion Law in December 2015. Landing Jeju is entitled to multiple tax relief benefits from 1 January 2016 onwards (details of which were disclosed in the announcement of the Company dated 10 December 2015).

For the year ended 31 December 2017, Integrated Resort Development segment revenue of approximately HK\$69,681,000 (2016: Nil) was generated from the business of Jeju Shinhwa World, which was mainly comprised of hospitality, food and beverage services and theme park ticket sales.

Gaming Business

Jeju, South Korea

For the year ended 31 December 2017, revenue generated from the business of Landing Casino was approximately HK\$235,801,000 (2016: approximately HK\$363,447,000). As at 31 December 2017, no impairment was made against the carrying amounts of the relevant goodwill, intangible asset and property, plant and equipment of the business of Landing Casino after assessment.

Total Gaming Business segment loss from continuing operations of approximately HK\$117,015,000 (2016: segment profit of approximately HK\$93,637,000) was recorded from the business of Landing Casino for the year ended 31 December 2017.

於本報告日期，濟州神話世界已投入營運。神話主題公園與南韓首屈一指的3D動畫公司TUBAn Company Limited攜手合作，已於二零一七年九月三十日招待首批顧客。濟州神話世界藍鼎度假酒店、藍鼎會議中心及與YG Entertainment聯手開設之YG Republique已於二零一七年十一月開業，而濟州神話世界萬豪度假酒店及神話商業美食街則已於二零一七年十二月開業。濟州神話世界神話度假酒店及神話水上樂園計劃於二零一八年中開業。濟州神話世界四季度假酒店及位於濟州神話世界之獅門影城現正發展及建設中，預期將於二零一九年或二零二零年落成。

於二零一五年十二月，濟州神話世界（其中不包括劇作博彩設施之區域）根據外商投資促進法（Foreign Investment Promotion Law）被劃分為海外投資區。藍鼎濟州自二零一六年一月一日起可享有多重稅務寬免優惠，有關詳情於本公司日期為二零一五年十二月十日之公告中披露。

截至二零一七年十二月三十一日止年度，濟州神話世界業務已產生綜合度假區發展分部收益約69,681,000港元（二零一六年：無），當中主要包括酒店、餐飲服務及主題公園門票銷售。

博彩業務

南韓濟州

截至二零一七年十二月三十一日止年度，藍鼎娛樂場業務產生之收益約為235,801,000港元（二零一六年：約363,447,000港元）。於二零一七年十二月三十一日，並無於評估後就藍鼎娛樂場業務之相關商譽、無形資產以及物業、廠房及設備賬面值作出減值。

截至二零一七年十二月三十一日止年度，藍鼎娛樂場業務錄得來自持續經營業務之博彩業務分部虧損總額約117,015,000港元（二零一六年：分部溢利約93,637,000港元）。

LETTER FROM THE BOARD

董事會函件

London, the UK

On 28 April 2016, Jolly Champion acquired the entire issued share capital of Les Ambassadeurs Club Limited (“**Les A**”), which was principally engaged in the Gaming Business in the UK. On 11 October 2017, the Group completed the disposal of the entire issued share capital of Jolly Champion at a consideration of HK\$2,500,000,000.

The Group recorded a disposal gain of approximately HK\$447,066,000. In respect of this discontinued operation, a net profit for the year ended 31 December 2017 of approximately HK\$205,520,000 (2016: approximately HK\$83,659,000) was recorded to the Group before its disposal. Details of the results of this discontinued operation and disposal of Jolly Champion are presented in notes 30 and 40 to the consolidated financial statements.

Property Development

The construction work for the resort condominiums and villas in zone R of Jeju Shinhwa World, which started in 2015, has been completed and the occupation permit was issued in January 2017. Following the grant of the Certificate of Accommodation Business in January 2017, Landing Jeju opened Somerset Jeju Shinhwa World (“**Somerset**”), the first world-class full-service resort condominium in Jeju, in April 2017.

The Company began selling and delivering resort condominiums in zone R to purchasers in 2017. For the year ended 31 December 2017, revenue of approximately HK\$590,768,000 (2016: Nil) and profit of approximately HK\$295,384,000 (2016: loss of approximately HK\$404,640,000) were recorded in the Property Development segment. As at 31 December 2017, approximately HK\$1,267,895,000 (2016: Nil) was classified as completed properties for sale.

Lighting Business

In view of the downturn of the LED lighting industry, the Group discontinued the Lighting Business by disposing of the entire issued share capital of Ace Winner, which through its subsidiaries was principally engaged in the Lighting Business in the People’s Republic of China (the “**PRC**”). The disposal was completed on 5 May 2017.

The Group recorded a gain from the disposal of approximately HK\$16,861,000 for the year ended 31 December 2017. In respect of this discontinued operation, a net loss for the year ended 31 December 2017 of approximately HK\$12,537,000 (2016: profit of approximately HK\$1,829,000) was recorded to the Group before its disposal. Details of the results of the discontinued operation and disposal of Ace Winner are presented in notes 30 and 40 to the consolidated financial statements.

英國倫敦

於二零一六年四月二十八日，冠喜收購主要於英國從事博彩業務之 Les Ambassadeurs Club Limited（「**Les A**」）之全部已發行股本。於二零一七年十月十一日，本集團完成出售冠喜之全部已發行股本，代價為 2,500,000,000 港元。

本集團錄得出售收益約 447,066,000 港元。就有關已終止業務而言，於出售前，本集團於截至二零一七年十二月三十一日止年度錄得純利約 205,520,000 港元（二零一六年：約 83,659,000 港元）。有關已終止業務業績及出售冠喜之詳情於綜合財務報表附註 30 及 40 呈列。

物業發展

於二零一五年展開之濟州神話世界 R 區度假公寓及別墅之建築工程已經完成，並於二零一七年一月獲發出入伙准證。住宿業務證於二零一七年一月授出後，藍鼎濟州於二零一七年四月開設濟州第一家世界級全方位服務度假公寓—濟州神話世界盛捷服務公寓（「**盛捷**」）。

本公司於二零一七年開始出售並向買家交付 R 區度假公寓。截至二零一七年十二月三十一日止年度，物業發展分部錄得收益約 590,768,000 港元（二零一六年：無）及溢利約 295,384,000 港元（二零一六年：虧損約 404,640,000 港元）。於二零一七年十二月三十一日，約 1,267,895,000 港元（二零一六年：無）獲分類為待售已落成物業。

照明業務

鑑於 LED 照明行業市況下滑，本集團已透過出售 Ace Winner 之全部已發行股本終止經營照明業務，有關公司透過其附屬公司主要於中華人民共和國（「**中國**」）從事照明業務。出售事項已於二零一七年五月五日完成。

本集團於截至二零一七年十二月三十一日止年度自出售事項錄得收益約 16,861,000 港元。就有關已終止業務而言，於出售前，本集團於截至二零一七年十二月三十一日止年度錄得淨虧損約 12,537,000 港元（二零一六年：溢利約 1,829,000 港元）。有關已終止業務業績及出售 Ace Winner 之詳情於綜合財務報表附註 30 及 40 呈列。

OUTLOOK

Integrated Resort Development

In August 2017, Landing Jeju entered into (i) certain agreements with Four Seasons Hotels and Resorts Asia Pacific Pte Ltd and their affiliates, the world's leading luxury hospitality group, for the launch of a luxury Jeju Shinhwa World Four Seasons Resort & Spa in the heart of Jeju Shinhwa World, and (ii) a theme park development agreement with Lions Gate Entertainment Inc. ("**Lionsgate**"), a global entertainment and media leader, in relation to the development of Lionsgate's first branded outdoor theme park built exclusively around world-famous movies at Jeju Shinhwa World, to be named 'Lionsgate Movie World'. Jeju Shinhwa World Four Seasons Resort & Spa and Lionsgate Movie World are expected to be opened in first half of 2020.

To continue the momentum of the phased openings and provide better product offerings to the customers of Jeju Shinhwa World, Landing Jeju plans to accelerate the construction of the waterpark, theme park hotel and dormitory and training facilities in 2018 (which were originally part of phase two of Jeju Shinhwa World planned to be completed in 2019).

Jeju Shinhwa World has partnered with Mr. Kwon Ji-yong (best known by his stage name of G-Dragon or GD), one of the most influential artists and a well-known leader in music and fashion trends in Korea and Asia, as the official brand ambassador to promote Jeju Shinhwa World via multiple marketing platforms. The highly anticipated GD cafe within the entertainment zone "YG Republique" is expected to open in late February 2018.

Jeju Shinhwa World will be built according to international standards and will provide a unique travel experience to all tourists. The Group will also continue to work closely with the local government of Jeju, South Korea to ensure the smooth progress and completion of Jeju Shinhwa World. As one of the six core projects in Jeju, Jeju Shinhwa World will become a world-class destination resort with premium leisure and entertainment facilities that caters to local and overseas visitors of all ages, and is expected to be one of the most popular tourism destinations in Northeast Asia.

展望

綜合度假區發展

於二零一七年八月，藍鼎濟州與 (i) 全球龍頭奢華酒店集團 Four Seasons Hotels and Resorts Asia Pacific Pte Ltd 及其聯屬公司訂立若干協議，以於濟州神話世界心臟地帶推出奢華濟州神話世界四季度假酒店，及 (ii) 全球龍頭娛樂及傳媒公司 Lions Gate Entertainment Inc. (獅門娛樂公司) (「獅門影業」) 訂立主題公園發展協議，內容有關發展獅門影業於濟州神話世界建設首個以全球知名電影為主題名為「獅門影城」之品牌戶外主題公園。濟州神話世界四季度假酒店及獅門影城均預期於二零二零年上半年開幕。

為延續分階段開業之勢頭並為濟州神話世界之顧客提供更佳產品，藍鼎濟州擬於二零一八年加快完成建設水上樂園、主題公園酒店以及住宿及培訓設施（為原定將於二零一九年落成之濟州神話世界第二期之其中一部分）。

濟州神話世界已與韓國及亞洲其中一名最具影響力的藝人、知名音樂人及時尚指標、藝名為 G-Dragon 或 GD 之權志龍先生合作，由其擔任官方品牌代言人，以透過多個營銷渠道宣傳濟州神話世界。萬眾期待之 GD 咖啡店預期將於二零一八年二月底於 YG Republique 娛樂鎮開業。

濟州神話世界將按國際水平建設，為所有旅客提供獨一無二的旅遊體驗。本集團亦將繼續與南韓濟州當地政府緊密合作，以確保濟州神話世界進展良好及順利完成。作為濟州六大核心項目之一，濟州神話世界將成為配備頂級休閒及娛樂設施之世界級度假勝地，以迎合所有年齡層之本地及海外遊客，亦可望成為亞洲東北部最受歡迎的旅遊地點之一。

Gaming Business

Despite the disposal of Les A on 11 October 2017, the Group remains firmly committed to its Gaming Business and continues to operate Landing Casino in Jeju, South Korea. The Group recognises that a casino is one of the most essential facilities within an integrated resort in order to offer its visitors a complete hospitality experience. In order to leverage and utilise current casino operation resources within the Group's business as a whole, the Group obtained conditional approval to relocate its Landing Casino currently located at the Hyatt Regency Jeju Hotel to Jeju Shinhwa World on 21 February 2018, and increase the exclusive gaming floor area to approximately 5,500 square metres, about 7 times its existing area of approximately 800 square metres. The Group will continue to develop the customer base to enhance the "Landing" brand as a world-class brand in the gaming and entertainment industries.

Property Development

The Group aims to provide a premium living environment for an intelligent lifestyle. The occupation permit for the Jeju Project's resort condominiums and villas in zone R has been obtained, and the Company hosted a ceremony handing over the keys to the first batch of buyers in March 2017. During the second half of 2017, the Group decided to delay the sales of the properties in order to focus on the progressive opening and marketing of the theme park, hotels and various entertainment facilities in Jeju Shinhwa World with the expectation that the successful opening and operation of the facilities and attractions within Jeju Shinhwa World would result in a better market for the sale of properties. The Group will continue the marketing campaign to promote the sale of the properties and sell the rest of resort condominiums and villas in zone R in 2018.

2017 was a big year for the Company and our brand has continued to gain traction in the tourism, gaming and property development industries. Various world-class leisure and entertainment facilities will gradually open throughout 2018 to better position the Company not only in different industries but also to better serve guests from all around the globe.

The Company will keep looking for fund raising opportunities to strengthen the financial position of the Group as and when appropriate. As at the date of this report, the Company has not yet identified any suitable fund raising opportunity.

博彩業務

儘管已於二零一七年十月十一日出售 Les A，本集團仍矢志發展其博彩業務，並繼續經營位於南韓濟州之藍鼎娛樂場。本集團將娛樂場視為綜合度假區內最重要之設施之一，為遊客提供全面酒店體驗。為妥善運用本集團整體業務之現有娛樂場營運資源，於二零一八年二月二十一日，本集團已取得有條件批准，以將其目前位於濟州凱悅酒店之藍鼎娛樂場搬遷至濟州神話世界，並將專用博彩場地面積增至約 5,500 平方米，大約相當於現時面積約 800 平方米的 7 倍。本集團將繼續開發客戶群，從而將「藍鼎」品牌打造成為博彩及娛樂界之世界級品牌。

物業發展

本集團致力提供優質生活環境以迎合智能化生活模式。本公司已取得有關濟州項目 R 區度假公寓及別墅之入伙准證，並於二零一七年三月舉行儀式，與第一批買家交接鑰匙。於二零一七年下半年，為更集中精力於濟州神話世界主題公園、酒店及眾多娛樂設施之逐步開業及營銷，本集團決定押後物業銷售，相信濟州神話世界之設施及景點成功開業及營運，可為銷售物業取得更佳市場迴響。本集團將於二零一八年繼續進行營銷活動，以促進物業銷售，並出售位於 R 區度假公寓及別墅餘下之單位。

二零一七年對本公司而言為重要的一年，我們之品牌在旅遊業、博彩業及物業發展業繼續提升知名度。多個世界級休閒及娛樂設施將於二零一八年內陸續開業，期望有關設施可不僅提升本公司於不同行業之地位，更能好好招待來自世界各地之旅客。

本公司將於適當時候繼續物色集資機會，從而鞏固本集團之財務狀況。於本報告日期，本公司仍未物色到任何合適集資機會。

PRINCIPAL RISKS AND UNCERTAINTIES

We are aware that the Group is exposed to various risks, including general risk factors applied to the overall market and specific risk factors applied to our respective business segments. We have established risk management and internal control systems to ensure that significant risks which may adversely affect our implementation of our business strategy and performance are identified, reported, monitored, and managed on a continuous basis. Principal risks and uncertainties of the Group include:

Integrated Resort Development

- (i) project cost overruns and delays: the construction progress may be affected by unforeseeable factors such as weather interference, natural disasters, or shortages of building materials or skilled labour. Contractors may be responsible for the additional costs of delays. If the contractors are not able to fulfill their obligations, the Group may be required to bear additional project costs;
- (ii) market conditions and trends in the tourism industry: the general market conditions and prospects of the global economy will affect the growth and profitability of the tourism industry in South Korea. Other factors can influence the tourism industry as well, such as international tourism patterns, currency fluctuations and the favourability of government policies. Any recession in the global economy, deflation or change in government policies, or deterioration in the tourism industry in South Korea would adversely affect Jeju Shinhwa World's operations and profitabilities; and
- (iii) shortage of labour and rising labour costs: the service industry is generally labour intensive and the Group may encounter difficulties staffing the operations. The operations in Jeju Shinhwa World requires large number of labour from various professions with specific skills. Significant increase in the costs of labour would increase the Group's staff costs and adversely affect the Group's profitability.

Gaming Business

- (i) winnings of players in casino could exceed casino's winnings: due to an inherent risk in the gaming industry, a casino does not have full control over its win-rates or those of the players. If the win-rates of players exceed those of the casino, the Group may record a loss from gaming operations, which could materially and adversely affect the Group's business, cash flow, financial condition, results of operations and prospects;

主要風險及不明朗因素

我們知悉本集團須承受多種風險，包括適用於整體市場之一般風險因素及適用於我們有關業務分部之特定風險因素。我們已建立風險管理及內部監控制度，以確保可持續識別、匯報、監察及管理可能對業務策略及表現構成不利影響之重大風險。本集團之主要風險及不明朗因素包括：

綜合度假區發展

- (i) 項目成本超支及延誤：工程進度可能受到不可預見的因素影響，例如天氣干擾、天災、建築材料或熟練的技工短缺。承包商可能須承擔延誤的額外成本。倘承包商未能履行其責任，本集團可能須承擔額外項目成本；
- (ii) 旅遊業的市況及趨勢：全球經濟的整體市況及前景將影響南韓旅遊業的未來增長及盈利水平。其他因素亦可能影響旅遊業，如國際旅遊模式、匯率波動及有利的政府政策。全球經濟出現任何衰退、通貨緊縮或政府政策變動或南韓旅遊業轉壞將對濟州神話世界的營運及盈利能力帶來不利影響；及
- (iii) 勞工短缺及勞動成本上升：服務行業整體而言屬於勞動密集型，本集團的營運在配備員工時可能面對困難。濟州神話世界需要大量來自各個行業且具備特定技能的勞工。勞工成本大幅上升將提高本集團的員工成本，並對本集團盈利能力帶來不利影響。

博彩業務

- (i) 賭客所贏彩金可能超過賭場所贏注金：由於博彩業固有之風險，賭場無法全面控制其本身或該等賭客之淨贏率。倘賭客之淨贏率高於賭場，本集團之博彩業務或會錄得虧損，並可能對本集團之業務、現金流量、財務狀況、經營業績及前景造成重大不利影響；

LETTER FROM THE BOARD

董事會函件

- (ii) theoretical win rates for casino operations depend on various factors, some beyond its control: in addition to the element of chance, theoretical win rates are also affected by other factors, including players' skill and experience, the mix of games played, the financial resources of players, the spread of table limits, the volume of bets played and the amount of time players spend on gambling. These factors, alone or in combination, may negatively impact the casino's win rates, which may materially and adversely affect the Group's business, cash flow, financial condition, results of operations and prospects;
 - (iii) risk of fraud or cheating by gaming patrons: players in the casino may commit fraud or attempt to cheat at times in collusion with employees of the casino in order to increase their winnings. Failure to discover such schemes in a timely manner could result in losses in gaming operations. In addition, negative publicity arising from such schemes could have a material and adverse impact on the Group's reputation, which may further adversely affect the Company's business, cash flow, financial condition, results of operations and prospects; and
 - (iv) anti-money laundering policies and compliances with applicable anti-money laundering laws may not be sufficient in preventing money laundering activities at the casino: the casino gaming industry is prone to potential money laundering and other illegal activities and the casino may not be able to completely prevent money laundering and other illegal activities from occurring within its casino premises.
- (ii) 賭場業務營運之理論淨贏率取決於多項因素，其中部分因素屬其控制範圍以外：除機率因素外，理論淨贏率亦受其他因素所影響，包括賭客之技術及經驗、所參與之博彩娛樂組合、賭客之財務資源、賭枱限注之差距、注碼及賭客參與博彩之時間。該等任何一項或多項因素均有可能對賭場之淨贏率造成負面影響，並可能對本集團之業務、現金流量、財務狀況、經營業績及前景造成重大不利影響；
 - (iii) 賭客使詐或作弊之風險：賭客可能試圖透過欺詐或作弊方式增加贏金，並可能勾結賭場僱員。倘未能及時發現該等圖謀，可能會令博彩業務營運蒙受損失。此外，與該等圖謀相關之負面報導可能嚴重損害本集團聲譽，因而可能進一步對本公司之業務、現金流量、財務狀況、經營業績及前景造成不利影響；及
 - (iv) 反洗黑錢政策及遵守適用之反洗黑錢法律未必足以防止於賭場內進行洗黑錢活動：賭場博彩業很可能出現潛在洗黑錢及其他非法活動，而賭場可能無法完全防範其賭場內發生洗黑錢及其他非法活動。

Property Development

- (i) changes in government regulations and policies: the local governments may periodically revise relevant regulations and policies in property development according to the latest market development in real estate, and this will significantly affect the Group's development plans, budgets and strategies;
 - (ii) environmental risk: the potential liability for environmental problems could result in substantial costs due to a variety of laws and regulations concerning the protection for health and the environment; and
 - (iii) volatile real estate prices: real estate demands and prices are sensitive to various economic and social factors, for example, the state of the economy, bank interest rates, the size of the population and the prevailing immigration policy. The real estate prices could be volatile due to these factors, in turn affecting the Group's turnover, budget and operation.
- (i) 政府規例及政策變動：當地政府可能會定期根據房地產市場之最近期市場發展修訂相關物業發展規例及政策，此舉將會對本集團之發展計劃、預算及策略構成重大影響；
 - (ii) 環境風險：鑑於各種有關健康及環境保護之法例及法規，環境問題帶來之潛在責任可能會引致龐大費用；及
 - (iii) 房地產價格波動不穩：房地產需求及價格對各種經濟及社會因素敏感，如經濟狀況、銀行利率、人口數量及當前移民政策。房地產價格可能因該等因素而波動不穩，繼而影響本集團營業額、預算及營運。

物業發展

FINANCIAL RESOURCES AND LIQUIDITY

As at 31 December 2017, the Group had non-current assets of approximately HK\$12,400,262,000 (2016: approximately HK\$5,994,625,000) and net current assets of approximately HK\$5,804,512,000 (2016: approximately HK\$10,231,053,000). The current ratio, expressed as the ratio of the current assets over the current liabilities, was 6.7 as at 31 December 2017 (2016: 10.1). The significant decrease in the current ratio is mainly due to the decrease in current assets which were utilised in capital expenditures for long-term business operations during the year ended 31 December 2017.

For the year ended 31 December 2017, the reversal of impairment of trade and other receivables (net) from continuing operations amounted to approximately HK\$209,041,000 (2016: provision for impairment of approximately HK\$2,184,000). The reversal mainly represented the subsequent collection of the doubtful other receivables which were provided for prior years. As at 31 December 2017, the Group had prepayments, trade and other receivables of approximately HK\$1,015,557,000 (2016: approximately HK\$1,516,320,000). As at 31 December 2017, the Group had bank balance and cash of approximately HK\$4,338,022,000, with approximately HK\$1,022,360,000, HK\$2,028,250,000, HK\$1,227,195,000 and HK\$1,445,000 held in Hong Kong dollars ("HKD"), Korean Won ("KRW"), United States dollars ("USD") and UK pound sterling ("GBP") respectively and the remaining mainly held in Renminbi ("RMB") and Philippine Pesos ("PHP") (2016: approximately HK\$6,774,501,000, with approximately HK\$2,511,763,000, HK\$850,682,000, HK\$3,222,054,000 and HK\$171,649,000 held in HKD, KRW, USD and GBP respectively and the remaining mainly held in RMB).

As at 31 December 2017, the Group has current trade and other payables of approximately HK\$1,001,094,000 (2016: approximately HK\$875,506,000) and bank and other borrowings in USD with floating interest rate of approximately HK\$195,373,000 and in KRW with fixed interest rate of approximately HK\$1,789,206,000 (2016: bank and other borrowings in RMB with fixed and floating rate of approximately HK\$78,192,000, in HKD with fixed and floating interest rate of approximately HK\$133,788,000 and in USD with floating interest rate of approximately HK\$213,879,000) while total liabilities of the Group amounted to approximately HK\$3,072,178,000 (2016: approximately HK\$8,244,092,000). The Group's gearing ratio, which was measured on the basis of the Group's total liabilities divided by total assets, was 16.0% (2016: 47.5%).

財務資源及流動資金

於二零一七年十二月三十一日，本集團之非流動資產約為 12,400,262,000 港元（二零一六年：約 5,994,625,000 港元），而流動資產淨值則約為 5,804,512,000 港元（二零一六年：約 10,231,053,000 港元）。於二零一七年十二月三十一日，流動比率（即流動資產除流動負債之比率）為 6.7（二零一六年：10.1）。流動比率大幅減少主要由於截至二零一七年十二月三十一日止年度用於長期業務營運資本開支之流動資產減少。

截至二零一七年十二月三十一日止年度，持續經營業務之應收貿易款項及其他應收款項（淨額）減值之撥回約為 209,041,000 港元（二零一六年：減值撥備約 2,184,000 港元）。有關撥回主要為其後所收回之其他應收款項之呆賬，有關呆賬於過往年度計提撥備。於二零一七年十二月三十一日，本集團之預付款項、應收貿易款項及其他應收款項約為 1,015,557,000 港元（二零一六年：約 1,516,320,000 港元）。於二零一七年十二月三十一日，本集團之銀行結餘及現金約為 4,338,022,000 港元，其中約 1,022,360,000 港元、2,028,250,000 港元、1,227,195,000 港元及 1,445,000 港元分別以港元（「港元」）、韓圓（「韓圓」）、美元（「美元」）及英鎊（「英鎊」）持有，餘額則主要以人民幣（「人民幣」）及菲律賓披索（「菲律賓披索」）持有（二零一六年：約 6,774,501,000 港元，其中約 2,511,763,000 港元、850,682,000 港元、3,222,054,000 港元及 171,649,000 港元分別以港元、韓圓、美元及英鎊持有，餘額則主要以人民幣持有）。

於二零一七年十二月三十一日，本集團之流動應付貿易款項及其他應付款項約為 1,001,094,000 港元（二零一六年：約 875,506,000 港元）、以美元計值按浮動利率計息之銀行及其他借貸分別約為 195,373,000 港元、以韓圓計值按固定利率計息之銀行及其他借貸分別約為 1,789,206,000 港元（二零一六年：以人民幣及港元計值按固定及浮動利率計息之銀行及其他借貸分別約為 78,192,000 港元及 133,788,000 港元，及以美元計值按浮動利率計息之銀行及其他借貸約 213,879,000 港元），而本集團之負債總額則約為 3,072,178,000 港元（二零一六年：約 8,244,092,000 港元）。本集團之負債比率（按本集團之負債總額除資產總值計算）為 16.0%（二零一六年：47.5%）。

SEGMENT INFORMATION

Details of segment information of the Group for the year ended 31 December 2017 are set out in note 5 to the consolidated financial statements.

CAPITAL STRUCTURE

On 22 March 2017, the Company completed (a) the capital reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued ordinary shares of HK\$0.10 each such that the nominal value of each issued new share would be HK\$0.01; and (b) the subdivision on the basis that every unissued ordinary share of HK\$0.10 each in the authorised but unissued share capital of the Company be sub-divided into ten new shares of HK\$0.01 each.

Rights Issue

During the year ended 31 December 2017, approximately HK\$1,256,000,000 out of the net proceeds of approximately HK\$6,446,000,000 raised by way of a rights issue completed on 20 July 2015 has been applied towards the development of Jeju Shinhwa World and so, as at 31 December 2017, the whole amount of such net proceeds has been applied as its intended use stated in the prospectus of the rights issue dated 29 June 2015.

On 26 April 2017, the Company completed a rights issue on the basis of five rights shares for every one share of the Company held on the record date at the subscription price of HK\$0.05 per rights share (the “**2017 Rights Issue**”), and net proceeds of approximately HK\$5,063,252,000 was raised by way of issuing 102,829,396,285 rights shares. As at 31 December 2017, the whole amount of such net proceeds has been applied towards its intended use as stated in the prospectus of the 2017 Rights Issue dated 31 March 2017. Following the completion of the 2017 Rights Issue, the board lot size for trading in shares was changed from 5,000 shares to 60,000 shares.

Placing

On 14 September 2017, the Company completed the placing of 24,000,000,000 shares under a general mandate to not less than six placees at the placing price of HK\$0.075 per placing share pursuant to the terms and conditions of the placing agreement dated 31 August 2017 entered into with the placing agent, Kingston Securities Limited. The net proceeds from the placing amounted to approximately HK\$1,790,749,000 and among which, approximately HK\$1,049,000,000 has been applied towards its intended use as stated in the announcement dated 31 August 2017.

As at 31 December 2017, the total number of issued ordinary shares of the Company was 147,395,275,542 with a nominal value of HK\$0.01 each.

分部資料

本集團截至二零一七年十二月三十一日止年度之分部資料詳情載於綜合財務報表附註5。

資本架構

於二零一七年三月二十二日，本公司完成 (a) 對本公司之已發行股本進行資本削減，方法為註銷本公司實收資本，每股面值 0.10 港元之已發行普通股每股註銷 0.09 港元，致使每股已發行新股份之面值成為 0.01 港元；及 (b) 拆細，涉及將本公司法定但未發行股本中每股面值 0.10 港元之未發行普通股每股拆細為十股每股面值 0.01 港元之新股份。

供股

截至二零一七年十二月三十一日止年度，透過於二零一五年七月二十日完成之供股籌得之所得款項淨額約 6,446,000,000 港元當中，約 1,256,000,000 港元已應用至濟州神話世界之發展中，故此於二零一七年十二月三十一日，全數有關所得款項淨額已按日期為二零一五年六月二十九日之供股章程所述擬定用途動用。

於二零一七年四月二十六日，本公司按於記錄日期每持有一股本公司股份獲發五股供股股份之基準按每股供股股份 0.05 港元之認購價完成供股（「**二零一七年供股**」），而所得款項淨額約 5,063,252,000 港元乃透過發行 102,829,396,285 股供股股份籌得。於二零一七年十二月三十一日，有關所得款項淨額已全數按日期為二零一七年三月三十一日之二零一七年供股之供股章程所述擬定用途動用。二零一七年供股完成後，股份之每手買賣單位由 5,000 股更改為 60,000 股。

配售事項

於二零一七年九月十四日，根據與配售代理金利豐證券有限公司所訂立日期為二零一七年八月三十一日之配售協議之條款及條件，本公司根據一般授權按每股配售股份 0.075 港元之配售價完成向不少於六名承配人配售 24,000,000,000 股股份。配售事項所得款項淨額約為 1,790,749,000 港元，其中約 1,049,000,000 港元已按日期為二零一七年八月三十一日之公告所述擬定用途動用。

於二零一七年十二月三十一日，本公司已發行普通股總數為 147,395,275,542 股，每股面值 0.01 港元。

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS

INVESTMENTS

Financial assets at fair value through profit or loss

As at 31 December 2017, the Group was holding listed equity investments with a fair value of approximately HK\$319,015,000 (2016: approximately HK\$462,070,000) (representing approximately 1.66% of the total assets of the Company (2016: approximately 2.66%)), which were classified as financial assets at fair value through profit or loss of the Group. Realised gain of approximately HK\$57,903,000 (2016: loss of approximately HK\$127,490,000) and net unrealised gain of approximately HK\$176,163,000 (2016: loss of approximately HK\$170,874,000) in respect of such investments were recorded in profit or loss during the year ended 31 December 2017, among which, unrealised gain of approximately HK\$175,885,000 was resulted due to the upward movement of stock price of the Company's equity investment in Kingston Financial Group Limited (the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), stock code: 1031). There was no single equity investment which had a fair value representing more than 2% of the total assets of the Company as at 31 December 2017.

During the year ended 31 December 2017, the Group fully redeemed an unlisted investment fund, Riverwood China Growth Fund, with a loss on disposal of approximately HK\$61,152,000 (2016: approximately HK\$82,026,000) recorded in profit or loss in respect of such financial asset at fair value through profit or loss. Due to downward movements of the fund price, an unrealised loss of approximately HK\$284,944,000 was recorded as well during the year ended 31 December 2016. The fund was managed by the investment manager, Riverwood Asset Manager (Cayman) Limited, and the investment portfolio comprised both listed and unlisted equities, including equity related instruments of convertible bonds, preference shares and warrants. The fund invested primarily in companies located in the PRC, Hong Kong, Macau, Taiwan and Singapore. Details were disclosed in the announcement of the Company dated 2 December 2015.

重大投資、重大收購事項及出售事項

投資

按公平價值計入損益之財務資產

於二零一七年十二月三十一日，本集團持有上市股權投資，按公平價值計算約為 319,015,000 港元（二零一六年：約 462,070,000 港元）（相當於本公司資產總值約 1.66%（二零一六年：約 2.66%）），其獲分類為本集團按公平價值計入損益之財務資產。截至二零一七年十二月三十一日止年度，該等投資已變現收益約 57,903,000 港元（二零一六年：虧損約 127,490,000 港元）及未變現收益淨額約 176,163,000 港元（二零一六年：虧損約 170,874,000 港元）（當中包括因本公司於金利豐金融集團有限公司（其股份於香港聯合交易所有限公司（「聯交所」）主板上市，股份代號：1031）之股權投資股價向上而錄得之未變現收益約 175,885,000 港元）於損益入賬。於二零一七年十二月三十一日，並無單一股權投資之公平價值佔本公司資產總值超過 2%。

截至二零一七年十二月三十一日止年度，本集團全面贖回非上市投資基金 Riverwood China Growth Fund，出售該等按公平價值計入損益之財務資產虧損約 61,152,000 港元（二零一六年：約 82,026,000 港元）於損益入賬。由於基金價格下滑，截至二零一六年十二月三十一日止年度亦錄得未變現虧損約 284,944,000 港元。該基金由投資經理 Riverwood Asset Manager (Cayman) Limited 管理，投資組合由上市及非上市權益組成，包括可換股債券、優先股及認股權證等權益相關工具。基金主要投資於位處中國、香港、澳門、台灣及新加坡之公司。詳情披露於本公司日期為二零一五年十二月二日之公告中。

Available-for-sale financial asset

During the year ended 31 December 2017, the Group recorded a realised gain of approximately HK\$89,632,000 upon the close of an unlisted investment fund, which was classified as available-for-sale financial asset. The purpose of the fund was to carry on the business of investing, holding, monitoring and realising investments made with the principal objective of achieving a high rate of return through capital appreciation and through investments identified by the general partner that operated in or derived significant business opportunities from the financial services, natural resources and/or property investment sectors. There were no available-for-sale financial assets as at 31 December 2017.

ACQUISITIONS

Callisto Acquisition and Autumnglow Acquisition

On 3 January 2017, the Group completed the acquisition of the entire issued share capital of Callisto at a total consideration of approximately HK\$3,189,000,000. Callisto, through HBL, indirectly owns 50% of the issued share capital of Landing Jeju.

On 3 January 2017, the Group also completed the acquisition of 50% of the entire issued share capital of Autumnglow Pte. Ltd. (“**Autumnglow**”) at a consideration of SGD1 (the “**Autumnglow Acquisition**”).

The Callisto Acquisition and the Autumnglow Acquisition were aggregated as major and connected acquisitions of the Company. Upon the completion of the Callisto Acquisition and the Autumnglow Acquisition, Callisto and Autumnglow became wholly-owned subsidiaries of the Company, and as a result, the Company now wholly owns Jeju Shinhwa World. Details were disclosed in the circular and announcement of the Company dated 13 December 2016 and 3 January 2017 respectively.

DISPOSALS

Disposal of Lighting Business

On 5 May 2017, the Group completed the discloseable disposal of the entire issued share capital of Ace Winner, which through its subsidiaries was engaged in the Lighting Business, at a consideration of HK\$50,000,000. A gain on disposal of approximately HK\$16,861,000 resulted from the disposal. After the disposal, the Company is no longer a shareholder of Ace Winner and the financial results, assets and liabilities of Ace Winner and its subsidiaries ceased to be consolidated into the consolidated financial statements of the Company. Details of this were disclosed in the announcement of the Company dated 28 April 2017.

可供出售財務資產

截至二零一七年十二月三十一日止年度，本集團於非上市投資基金終止後錄得已變現收益約89,632,000港元，其獲分類為可供出售財務資產。該基金之目的乃為從事投資、持有、監察及變現投資之業務，其主要目標為透過普通合夥人所識別從事金融服務、天然資源及／或物業投資行業或帶來重大商機之投資，以資本增值方式取得高回報率。於二零一七年十二月三十一日並無任何可供出售財務資產。

收購事項

Callisto 收購事項及 Autumnglow 收購事項

於二零一七年一月三日，本集團完成收購 Callisto 全部已發行股本，總代價約為 3,189,000,000 港元。Callisto 透過 HBL 間接擁有藍鼎濟州 50% 已發行股本。

於二零一七年一月三日，本集團亦完成收購 Autumnglow Pte. Ltd. (「**Autumnglow**」) 全部已發行股本之 50%，代價為 1 新加坡元 (「**Autumnglow 收購事項**」)。

Callisto 收購事項及 Autumnglow 收購事項已合併為本公司之主要及關連交易。Callisto 收購事項及 Autumnglow 收購事項完成後，Callisto 及 Autumnglow 成為本公司之全資附屬公司。因此，本公司現時全資擁有濟州神話世界。有關詳情已於本公司日期分別為二零一六年十二月十三日及二零一七年一月三日之通函及公告中披露。

出售事項

出售照明業務

於二零一七年五月五日，本集團完成出售 Ace Winner 全部已發行股本之須予披露交易，代價為 50,000,000 港元，有關公司透過其附屬公司從事照明業務。出售事項錄得出售收益約 16,861,000 港元。進行出售事項後，本公司不再為 Ace Winner 之股東，而 Ace Winner 及其附屬公司之財務業績、資產及負債亦不再與本公司之綜合財務報表合併入賬。有關詳情已於本公司日期為二零一七年四月二十八日之公告中披露。

LETTER FROM THE BOARD

董事會函件

Disposal of Gaming Business in the UK

On 11 October 2017, the Group completed the major disposal of the entire issued share capital of Jolly Champion which, through its indirect subsidiary, Les A, was engaged in the Gaming Business in the UK at a consideration of HK\$2,500,000,000. A gain on disposal of approximately HK\$447,066,000 resulted from the disposal. After the disposal, the Company is no longer a shareholder of Jolly Champion and the financial results, assets and liabilities of Jolly Champion and its subsidiaries ceased to be consolidated into the consolidated financial statements of the Company. Details of this were disclosed in the announcements and circular of the Company dated 7 September 2017 and 11 October 2017.

Save as disclosed above, there were no other significant investments, material acquisitions or disposals that should be notified to the shareholders of the Company during the year up to the date of this report.

The Company will make further announcements and comply with the relevant requirements under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") as and when appropriate. The Company does not rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future developments and/or investments of the Group and the Company will comply with the Listing Rules, where applicable, in this regard.

CAPITAL COMMITMENTS

The Group had the following capital commitments at the end of the reporting period:

Contracted, but not provided for:	已訂約但未撥備：
Property, plant and equipment	物業、廠房及設備
Properties under development	發展中物業
Available-for-sale financial asset	可供出售財務資產

Save as disclosed above, the Group did not have any material capital commitments.

出售英國博彩業務

於二零一七年十月十一日，本集團完成出售冠喜全部已發行股本之主要交易，代價為2,500,000,000港元，有關公司透過其間接附屬公司Les A於英國從事博彩業務。出售事項錄得出售收益約447,066,000港元。完成出售事項後，本公司不再為冠喜之股東，而冠喜及其附屬公司之財務業績、資產及負債亦不再與本公司之綜合財務報表合併入賬。有關詳情已於本公司日期分別為二零一七年九月七日及二零一七年十月十一日之公告及通函中披露。

除上文所披露者外，截至本報告日期，年內並無任何其他須知會本公司股東之重大投資、重大收購事項或出售事項。

本公司將於適當時候另行作出公告並遵守聯交所證券上市規則（「上市規則」）之相關規定。為支持本集團日後發展及／或投資，倘出現合適集資機會，本公司不排除進行債務及／或股本集資活動之可能性，且本公司將就此遵守上市規則（如適用）。

資本承擔

於報告期末，本集團有以下資本承擔：

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
1,164,317	1,661,676
90,424	1,312,014
-	858,000
1,254,741	3,831,690

除上文所披露者外，本集團並無任何重大資本承擔。

CONTINGENT LIABILITY

As at 31 December 2017, the Group did not have any material contingent liabilities (2016: Nil).

PLEDGE OF ASSETS

As at 31 December 2017, the following assets of the Group were pledged to certain banks or financial institutions to secure general banking facilities and other facilities payable granted to the Group:

Property, plant and equipment	物業、廠房及設備
Completed properties for sale	待售已落成物業
Prepaid land lease payment	預付土地租賃款項
Investment properties	投資物業

Save as disclosed above, the Group did not have any material charges on assets.

CASH FLOW MANAGEMENT AND LIQUIDITY RISK

The Group's cash flow management objective is to maintain a balance between continuity of funding and flexibility through a combination of internal resources, bank borrowings, and other debt or equity securities, as appropriate. The Group is comfortable with the present financial and liquidity position, and will continue to maintain a reasonable liquidity buffer to ensure sufficient funds are available to meet liquidity requirements at all times.

CURRENCY AND INTEREST RATE STRUCTURE

Business transactions of the Group are mainly denominated in HKD, KRW and USD. As at the date of this report, the Group has not entered into any agreement to hedge against foreign exchange risk. Given the fluctuation of KRW and USD in recent years, the Group will continue monitoring the situation closely and will introduce suitable measures as and when appropriate.

The Group had limited exposure to interest rate fluctuations on bank and other borrowings as at 31 December 2017, as most of the interest rates applicable to the bank and other borrowings are fixed throughout their respective loan terms.

或然負債

於二零一七年十二月三十一日，本集團並無任何重大或然負債（二零一六年：無）。

資產抵押

於二零一七年十二月三十一日，本集團向若干銀行或財務機構抵押以下資產，作為本集團獲授一般銀行融資及其他應付融資之擔保：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Property, plant and equipment	1,392,395	435,436
Completed properties for sale	1,267,895	-
Prepaid land lease payment	-	14,234
Investment properties	-	239,800

除上文所披露者外，本集團並無任何重大資產抵押。

現金流量管理及流動資金風險

本集團現金流量管理之目標為透過結合內部資源、銀行借貸及其他債務或股權證券（如適用），在資金持續性與靈活性之間達致平衡。本集團滿意其現有財務及流動資金狀況，並將繼續維持合理充裕之流動資金，以確保具備充足資金隨時滿足周轉需要。

貨幣及利率結構

本集團之業務交易主要以港元、韓圓及美元計值。於本報告日期，本集團並無訂立任何協議對沖外匯風險。鑑於韓圓及美元近年之波動情況，本集團將繼續密切留意有關情況，並適時採取合適措施。

由於大部分銀行及其他借貸於各自之貸款期內按固定利率計息，故本集團於二零一七年十二月三十一日所面對銀行及其他借貸之利率波動風險有限。

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2017, the Group had around 1,950 (2016: continuing operations-around 500 and discontinuing operations-around 900) full-time employees with total staff costs (including Directors' remuneration) amounting to approximately HK\$569,167,000 (2016: approximately HK\$303,689,000) including management and administrative staff and production workers from continuing operations. Most of the employees were stationed in South Korea and Hong Kong. The remuneration, promotion and salary increments of employees are assessed according to the individual's performance, as well as professional and working experience, and in accordance with prevailing industry practices. The Group also offers a variety of training schemes to its employees.

DIVIDEND

The Board does not recommend the payment of a dividend for the year ended 31 December 2017 (2016: Nil).

APPRECIATION

On behalf of the Board, I would like to convey our sincere gratitude to all employees for their diligence and contributions to the Group.

I would also like to acknowledge the continual support from our customers, suppliers and shareholders during the year of 2017.

For and on behalf of the Board

Yang Zhihui

Chairman and Executive Director
Hong Kong, 21 February 2018

僱員及酬金政策

於二零一七年十二月三十一日，本集團約有 1,950 名（二零一六年：持續經營業務一約 500 名；已終止業務一約 900 名）全職僱員，包括持續經營業務之管理及行政人員和生產工人，總員工成本（包括董事薪酬）約 569,167,000 港元（二零一六年：約 303,689,000 港元）。其中大部分僱員均長駐南韓及香港。僱員之酬金、晉升機會及加薪乃根據個人表現、專業程度與工作經驗評估，並依照現行行業慣例釐定。本集團亦向其僱員提供各項培訓計劃。

股息

董事會不建議就截至二零一七年十二月三十一日止年度派付股息（二零一六年：無）。

致謝

本人謹代表董事會衷心感謝全體僱員勤勉工作及彼等對本集團之貢獻。

本人亦謹此感謝各位客戶、供應商及股東在二零一七年給予本公司不斷的支持。

代表董事會

仰智慧

主席兼執行董事
香港，二零一八年二月二十一日



Opening Ceremony of
Jeju Shinhwa World
Landing Casino

제주신화월드 랜딩 카지노
济州神界 巫鼎娱乐场 开幕礼



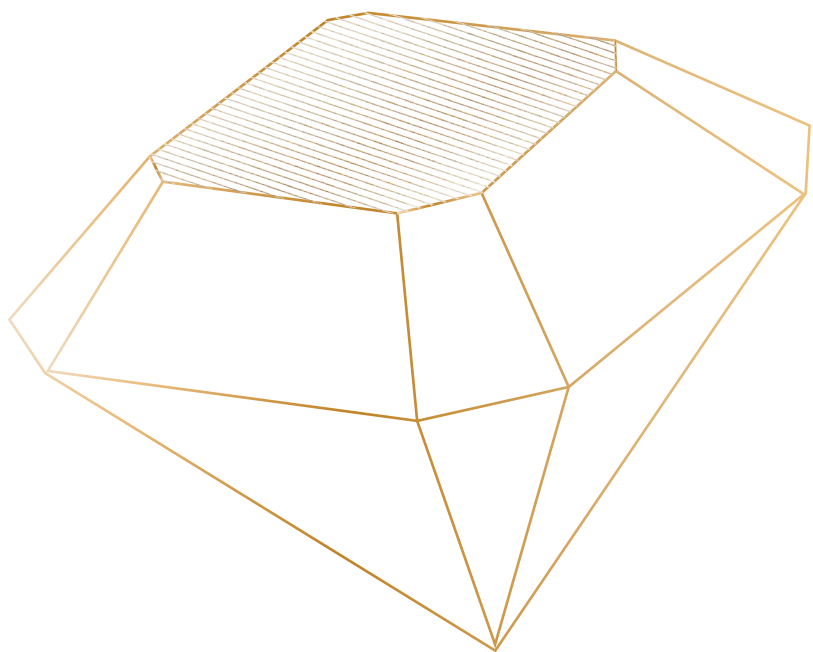
GRAND OPENING



YG FOODS

PURSUIT OF
EXCELLENCE
SUCCESS

追求卓越佳績



CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to upholding a high standard of corporate governance and business ethics in the belief that they are essential for maintaining and promoting investors' confidence and maximising shareholders' returns. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of shareholders, to comply with increasingly stringent local and international regulatory requirements, and to fulfil its commitment to excellence in corporate governance.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted and complied with the code provisions set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") contained in Appendix 14 to the Listing Rules during the year ended 31 December 2017 except for the following deviation.

On 26 June 2017, the Company failed to comply with Rule 3.10(1) and Rule 3.21 of the Listing Rules and the terms of reference of each of the audit committee, nomination committee and remuneration committee of the Company (the "Board Committees") after the retirement of Mr. Chen Lei as an independent non-executive Director and a member of each of the Board Committees. Following the appointment of Mr. Wong Chun Hung on 26 September 2017 as the independent non-executive Director and a member of each of the Board Committees, the Board comprises two executive Directors and three independent non-executive Directors. As a result, the number of independent non-executive Directors and the number of members of each of the Board Committees now comply with the requirements under Rule 3.10(1) and Rule 3.21 of the Listing Rules.

本公司恪守維持高水平的企業管治及商業道德標準的承諾，並相信此舉對於維持及提高投資者的信心和增加股東的回報至為重要。為了達到股東對企業管治水平不斷提升的期望，並符合日趨嚴謹的本地及國際法規的要求，以及實踐董事會對堅守優越企業管治的承諾，董事會不時檢討其企業管治常規。

企業管治常規

截至二零一七年十二月三十一日止年度，本公司已採納及遵守上市規則附錄 14 企業管治守則及企業管治報告（「企業管治守則」）所載守則條文，惟以下偏離者除外。

於二零一七年六月二十六日，陳磊先生退任獨立非執行董事以及本公司審核委員會、提名委員會及薪酬委員會（「董事委員會」）之成員後，本公司未能遵守上市規則第 3.10(1) 條及第 3.21 條以及各董事委員會之職權範圍。於二零一七年九月二十六日委任黃鎮雄先生為獨立非執行董事及各董事委員會成員後，董事會現由兩名執行董事及三名獨立非執行董事組成。因此，獨立非執行董事數目及各董事委員會成員數目現時符合上市規則第 3.10(1) 條及第 3.21 條規定。

THE BOARD

The Board is mainly responsible for overseeing the business and affairs of the Group and aims to enhance the Company's value for stakeholders. The Directors, individually and collectively, must act in good faith in the best interests of the Company and its shareholders. Roles of the Board include reviewing and guiding corporate strategies and policies, monitoring financial and operating performance and establishing and maintaining appropriate risk management and internal control systems.

The primary role of the Board is to oversee how management serves the interests of shareholders and other stakeholders. To do this, the Board has adopted corporate governance principles aimed at ensuring that the Board is independent and fully informed on the key strategic issues facing the Company. As at the date of this report, the Board comprises two executive Directors and three independent non-executive Directors.

The Company appointed Dr. Yang as the chairman of the Board and executive Director of the Company on 19 July 2013. Dr. Yang has over a decade's experience in property development in the PRC. He is responsible for the leadership and effective running of the Board. The Company does not have a position of "Chief Executive Officer", therefore, the executive Directors undertake the day-to-day management of the Company's business and strategic planning of the Group with the advice of all non-executive Directors. Under the existing arrangement, the Board believes that the balance of power and authority is adequately ensured and the current arrangement is for the benefit of the Group. However, the Board will also review regularly the board composition and appoint a Chief Executive Officer if a suitable candidate is identified.

董事會

董事會主要負責監督本集團業務和事務，旨在為利益相關者提高本公司價值。各董事無論個別或共同地均須真誠地以本公司及其股東之最佳利益為前提行事。董事會職責包括審閱及領導執行企業策略及政策、監察財務及營運表現，以及制定及維持合適之風險管理及內部監控制度。

董事會主要負責監督管理層為股東及其他利益相關者之利益而行之方式。為此，董事會採納企業管治原則，旨在確保董事會為獨立並全面掌握本公司面對之主要策略事宜。於本報告日期，董事會由兩名執行董事及三名獨立非執行董事組成。

本公司於二零一三年七月十九日委任仰博士為本公司董事會主席兼執行董事。仰博士在中國物業發展擁有逾十年經驗。彼負責領導工作並確保董事會能有效地運作。本公司目前並無「行政總裁」之職位，因此，執行董事在全體非執行董事之建議下負責本公司業務之日常管理工作以及本集團之業務及策略規劃。根據現有安排，董事會相信，已確保權力及職權得到充分平衡，且目前之安排有利於本集團。然而，董事會亦將定期檢討董事會之組成，並於物色到合適人選時委任行政總裁。

The balanced board composition has been formed to ensure strong independence exists across the Board and save as the deviation mentioned above, the Company has met the requirements under Rule 3.10 and Rule 3.10A of the Listing Rules for the Board to include at least three independent non-executive Directors, representing at least one-third of the Board. At least one of the independent non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10 of the Listing Rules. The brief biographical details of the Directors are set out on pages 6 to 7, which demonstrate a diversity of skills, expertise, experience and qualifications. The Company has received from the three independent non-executive Directors annual confirmations of their independence pursuant to Rule 3.13 of the Listing Rules and the Company considers such Directors to be independent. In respect of code provision D.1.4 under the CG Code, subsequent to 31 March 2012, formal letters of appointment for Directors setting out the key terms and conditions of their respective appointment were subsequently executed by all Directors.

In accordance with the bye-laws of the Company (the “Bye-Laws”), at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires.

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

董事會之平衡架構，能確保董事會之強大獨立性，且除上文所述偏離者外，本公司符合上市規則第3.10條及3.10A條之規定，董事會包括最少三名獨立非執行董事，佔董事會最少三分之一人數。最少有一名獨立非執行董事具備上市規則第3.10條規定之適當專業資格或會計或相關財務管理專業知識。董事簡歷載於第6至7頁，彼等各有所不同才能、專業知識、經驗及資歷。本公司已收到三名獨立非執行董事根據上市規則第3.13條就彼等之獨立性擬定之年度確認函，本公司認為該等董事具備獨立身分。就企業管治守則項下之守則條文D.1.4而言，於二零一二年三月三十一日後，全體董事已簽署載列彼等各自委任之主要條款及條件之正式董事委任函。

根據本公司之章程細則(「章程細則」)，於每屆股東週年大會，當時為數三分之一的董事(或如董事人數並非三之倍數，則須為最接近但不少於三分之一的董事人數)均須輪值退任，惟每名董事須最少每三年退任一次。退任董事合資格重選連任，並於其退任之大會繼續擔任董事。

任何獲董事會委任以填補臨時空缺之董事將僅任職至其獲委任後之首屆股東大會為止，並須於該大會重選連任，而任何獲董事會委任加入現有董事會新增席位之董事將僅任職至本公司下屆股東週年大會為止，屆時將合資格重選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

Regular Board meetings are scheduled in advance to facilitate fullest possible attendance. The company secretary of the Company (the “**Company Secretary**”) assists the executive Directors in setting the agenda of Board meetings and each Director is invited to present any business that he wishes to discuss or propose at such meetings. Board papers are circulated to all Directors within reasonable time before the Board meetings to ensure timely access to relevant information. Directors may choose to take independent professional advice if necessary. Draft and final versions of minutes are circulated to all Directors for comments. Final versions of minutes are kept by the Company Secretary and are open for inspection at any reasonable time on reasonable notice by any Director. The Company held twenty-three (23) Board meetings and two (2) general meetings in 2017.

The Board has established three Board Committees to oversee particular areas of the Company’s affairs and to assist in the execution of its responsibility. All Board Committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice, at the Company’s expense. As at the date of this report, the composition of the Board and the Board Committees are given below and their respective responsibilities are discussed in this report.

董事會例會之日期會預先計劃以便全體董事盡可能出席會議。本公司之公司秘書(「**公司秘書**」)協助執行董事擬定董事會會議議程，而每名董事均獲邀提出任何擬在會議中討論和動議之事項。董事會會議文件在會議舉行之合理時間供全體董事傳閱，以確保彼等可及時地獲得相關資料。董事在必要時可尋求獨立專業意見。會議記錄之初稿及最終定稿亦供全體董事傳閱批註。會議記錄之最終定稿由公司秘書存管，任何董事可作出合理通知，於任何合理時間查閱會議記錄。於二零一七年，本公司共舉行了二十三(23)次董事會會議及兩(2)次股東大會。

董事會已成立三個董事委員會監督本公司特定範疇之事務，並協助履行其職責。所有董事委員會均獲提供足夠資源以履行其職務，並可提出合理要求尋求獨立專業意見，費用由本公司支付。於本報告日期，董事會與董事委員會之組成載列如下，而其各自之職責亦載於本報告。

Board of Directors 董事會		Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會
Executive Directors: Dr. Yang Zhihui (<i>Chairman</i>) Ms. Zhou Xueyun	執行董事： 仰智慧博士(主席) 周雪云女士	- -	- -	- -
Independent Non-Executive Directors: Mr. Fok Ho Yin, Thomas	獨立非執行董事： 霍浩然先生	committee chairman 委員會主席	committee chairman 委員會主席	committee chairman 委員會主席
Mr. Bao Jinqiao	鮑金橋先生	member 成員	member 成員	member 成員
Mr. Wong Chun Hung	黃鎮雄先生	member 成員	member 成員	member 成員

An updated list of Directors, identifying their roles and functions at the Company, is available on the websites of the Company and the Stock Exchange.

本公司最新董事名單(當中列明其在本公司之角色和職能)已登載於本公司及聯交所網站。

TERM OF APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

There is no service contract signed between the Company and any independent non-executive Director. Mr. Fok Ho Yin, Thomas was appointed for a term of one year, which is automatically renewable for successive terms of one year upon the expiry of the relevant term; while Mr. Bao Jinqiao and Mr. Wong Chun Hung were appointed for a term of three years commencing from 16 November 2015 and 26 September 2017 respectively.

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy in accordance with the requirement set out in the CG Code (the “**Board Diversity Policy**”). The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All director appointments will be made on the basis of merit and candidates will be considered against objective criteria with due regard for the benefits of diversity on the Board.

The Nomination Committee will monitor the implementation of the Board Diversity Policy and review the Board Diversity Policy, as appropriate, to ensure its effectiveness.

AUDITOR’S REMUNERATION

The Company engaged PricewaterhouseCoopers to perform an audit for the year ended 31 December 2017 at a fee of approximately HK\$3,300,000.

AUDIT COMMITTEE

As at the date of this report, the Audit Committee is comprised of three independent non-executive Directors, namely Mr. Fok Ho Yin, Thomas (Committee Chairman), Mr. Bao Jinqiao and Mr. Wong Chun Hung.

The written terms of reference stipulating the authority and duties of the Audit Committee are available on the websites of the Company and the Stock Exchange to comply with the provisions of the CG Code.

獨立非執行董事之委任年期

本公司與獨立非執行董事並無簽訂服務合約。霍浩然先生之任期為一年，並於有關任期屆滿時自動重續，每次為期一年；而鮑金橋先生及黃鎮雄先生之任期分別自二零一五年十一月十六日及二零一七年九月二十六日起為期三年。

董事會成員多元化政策

根據企業管治守則所載規定，董事會已採納董事會成員多元化政策（「**董事會成員多元化政策**」）。本公司尋求透過考慮若干因素達致董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能以及知識。董事所有委任均以用人唯才為準則，以客觀標準考慮董事會成員人選，並適當地考慮董事會成員多元化之好處。

提名委員會將監察董事會成員多元化政策之執行及檢討董事會成員多元化政策（如適用），以確保其行之有效。

核數師酬金

本公司已委聘羅兵咸永道會計師事務所就截至二零一七年十二月三十一日止年度進行審計，費用約3,300,000港元。

審核委員會

於本報告日期，審核委員會由三名獨立非執行董事組成，分別為霍浩然先生（委員會主席）、鮑金橋先生及黃鎮雄先生。

審核委員會之書面職權範圍訂明該委員會之權責，並遵照企業管治守則條文於本公司及聯交所網站登載。

The main duties of the Audit Committee are to (i) review and monitor the preparation of the Group's financial statements and annual and half-year reports and accounts; (ii) monitor, develop and implement the Group's policy on external auditors; (iii) recommend the appointment and reappointment of the Group's external auditor; (iv) supervise the Group's financial reporting system, risk management and internal control systems; and (v) develop and review the Company's policies and practices on corporate governance and make recommendations to the Board. The Audit Committee has reviewed with the management and the external auditor the accounting principles and practices adopted by the Group and has discussed auditing and financial reporting matters and risk management and internal control systems.

During the year, two meetings were held by the Audit Committee and attended by all members to review and discuss financial reporting matters, including the review of the interim and annual consolidated financial statements and re-appointment of an external auditor. During the year, there were no disagreements between the Board and the Audit Committee.

The Audit Committee is also responsible for performing the corporate governance functions set out in the code provision D.3.1 of the CG Code. The Audit Committee reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the code of conduct and compliance manual, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

NOMINATION COMMITTEE

As at the date of this report, the Nomination Committee is comprised of three independent non-executive Directors: Mr. Fok Ho Yin, Thomas (Committee Chairman), Mr. Bao Jinqiao and Mr. Wong Chun Hung.

The written terms of reference stipulating the authority and duties of the Nomination Committee are available on websites of the Company and the Stock Exchange to comply with the provisions of the CG Code.

審核委員會之主要職責為：(i) 審閱及監督本集團財務報表以及全年及半年度報告和賬目之編製；(ii) 監察、制定及執行本集團對外聘核數師之政策；(iii) 就委聘及續聘本集團之外聘核數師提供推薦建議；(iv) 監督本集團之財務申報制度、風險管理及內部監控制度；及(v) 制定及檢討本公司之政策及企業管治常規，並向董事會提供推薦建議。審核委員會已與管理層及外聘核數師共同審閱本集團採納之會計原則及慣例，並商討有關核數及財務申報事宜以及風險管理及內部監控制度。

年內，審核委員會曾舉行兩次會議，所有成員均有出席會議，審閱及商討財務報告事宜，包括審閱中期及年度綜合財務報表以及重新委任外聘核數師。年內，董事會與審核委員會之間並無意見分歧。

審核委員會亦負責履行企業管治守則之守則條文D.3.1所載企業管治職能。審核委員會已檢討本公司之企業管治政策及常規、董事及高級管理層之培訓及持續專業發展、本公司於遵守法律及監管規定方面之政策及常規、操守準則及合規手冊、本公司遵守企業管治守則之情況以及於本企業管治報告內之披露。

提名委員會

於本報告日期，提名委員會由三名獨立非執行董事組成，分別為霍浩然先生(委員會主席)、鮑金橋先生及黃鎮雄先生。

提名委員會之書面職權範圍訂明該委員會之權責，並遵照企業管治守則條文於本公司及聯交所網站登載。

The main duties of the Nomination Committee are to: (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes; (ii) make recommendations to the Board on relevant matters relating to the appointment or re-appointment and succession planning of Directors; (iii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on selection of individuals nominated for directorships; and (iv) assess the independence of independent non-executive Directors.

During the year, one meeting was held by the Nomination Committee and attended by all members to review the structure, size and composition of the Board, assess the independence of independent non-executive Directors and make recommendations to the Board on the appointment of Directors.

REMUNERATION COMMITTEE

As at the date of this report, the Remuneration Committee is comprised of three independent non-executive Directors: Mr. Fok Ho Yin, Thomas (Committee Chairman), Mr. Bao Jinqiao and Mr. Wong Chun Hung.

The written terms of reference stipulating the authority and duties of the Remuneration Committee are available on the websites of the Company and the Stock Exchange to comply with the provisions of the CG Code.

The main duties of the Remuneration Committee are to: (i) make recommendations to the Board on the remuneration policy and structure for Directors' and senior management remuneration; (ii) ensure that they are fairly rewarded for their individual contribution to the Group's overall performance, having regard to the interests of shareholders; (iii) make recommendations to the Board on the remuneration packages of individual Directors and senior management; and (iv) review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

The remuneration payable to each of the Directors of the Company is determined with reference to their individual performance, comparable market statistics and the operating results of the Company. During the year, one meeting was held by the Remuneration Committee and attended by all members to review and discuss the Company's policy and structure of remuneration of the Directors. Details of the Directors' remuneration are set out in note 9 to the consolidated financial statements.

提名委員會之主要職責為：(i)定期檢討董事會之架構、規模及組成(包括成員之技能、知識及經驗)，並就任何建議作出之變動向董事會提供推薦建議；(ii)就董事委任或重新委任以及董事繼任計劃之有關事宜向董事會提供推薦建議；(iii)物色具備合適資格可擔任董事會成員之人士，並挑選獲提名之個別人士出任董事或就此向董事會提供推薦建議；及(iv)評估獨立非執行董事之獨立性。

年內，提名委員會曾舉行一次會議，所有成員均有出席會議，審閱董事會之架構、規模及組成，並評估獨立非執行董事之獨立性，同時就董事委任向董事會提供推薦建議。

薪酬委員會

於本報告日期，薪酬委員會由三名獨立非執行董事組成，分別為霍浩然先生(委員會主席)、鮑金橋先生及黃鎮雄先生。

薪酬委員會之書面職權範圍訂明該委員會之權責，並遵照企業管治守則條文於本公司及聯交所網站登載。

薪酬委員會之主要職責為：(i)就董事及高級管理層酬金之薪酬政策及架構向董事會提供推薦建議；(ii)確保彼等已按其各自對本集團整體表現之貢獻獲得公平待遇，同時亦照顧到股東之利益；(iii)就個別執行董事及高級管理層之薪酬方案向董事會提供推薦建議；及(iv)參考董事會不時議決之企業目標及宗旨，不時檢討及審批以表現為基準之薪酬。

應付本公司各董事之薪酬乃參照彼等之個人表現、可資比較市場統計數據及本公司經營業績而釐定。年內，薪酬委員會曾舉行一次會議，所有成員均有出席會議，審閱及商討本公司之董事薪酬政策及架構。董事薪酬之詳情載於綜合財務報表附註9。

CORPORATE GOVERNANCE REPORT

企業管治報告

The overall attendance record of the Directors at the Board meetings, Board Committee meetings and general meetings in 2017 is set out as below:

董事於二零一七年出席董事會會議、董事委員會會議及股東大會之整體記錄載於下文：

		Board Meeting 董事會會議 (23 in total) (合共23次)	Audit Committee Meeting 審核委員會會議 (2 in total) (合共2次)	Nomination Committee Meeting 提名委員會會議 (1 in total) (合共1次)	Remuneration Committee Meeting 薪酬委員會會議 (1 in total) (合共1次)	General Meeting 股東大會 (2 in total) (合共2次)
Number of meetings during the year	本年度內會議次數					
Executive Directors	執行董事					
Dr. Yang Zhihui (Chairman)	仰智慧博士(主席)	23/23	N/A	N/A	N/A	1/2
Ms. Zhou Xueyun	周雪云女士	23/23	N/A	N/A	N/A	2/2
Independent Non-Executive Directors	獨立非執行董事					
Mr. Fok Ho Yin, Thomas	霍浩然先生	23/23	2/2	1/1	1/1	2/2
Mr. Bao Jinqiao	鮑金橋先生	23/23	2/2	1/1	1/1	2/2
Mr. Wong Chun Hung (appointed on 26 September 2017)	黃鎮雄先生 (於二零一七年九月二十六日獲委任)	1/1	0/0	0/0	0/0	0/0
Mr. Chen Lei (retired on 26 June 2017)	陳磊先生 (於二零一七年六月二十六日退任)	12/13	1/1	1/1	1/1	2/2

N/A: 不適用

DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE

The Company has arranged appropriate insurance coverage for directors' and officers' liabilities incurred in discharge of their duties while holding office as the Directors and officers of the Company.

董事及高級職員之責任保險

本公司已就本公司董事及高級職員於彼等任期內履行彼等職責時所產生責任安排合適保險。

TRAINING AND PROFESSIONAL DEVELOPMENT

Any newly appointed Director is provided with comprehensive and formal induction to ensure that he has a proper understanding of the operations and businesses of the Group as well as the director's duties, responsibilities, and obligations under the Listing Rules and relevant regulatory requirements.

培訓及專業發展

本公司向每名獲委任新董事提供全面及正式迎新資料，以確保其對本集團之業務運作以及董事職務、職責與上市規則及相關監管規定有適當理解。

During the year, all Directors were provided with regular updates on the Group's business and operation, as well as its financial position and budget. They were also provided with the information which covered topics, including but not limited to, corporate governance matters, disclosure and compliance of inside information, updates and changes in relation to legislative and regulatory requirements in which the Group conducts its business, and reading materials which are relevant to their duties and responsibilities for their study and reference. During the year, all Directors have participated in continuous professional development to develop and refresh their knowledge and skills pursuant to the code provision A.6.5 of the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its model code for securities transactions by the Directors. Following a specific enquiry to all Directors by the Company, all Directors have confirmed that they have complied with the required standard set out in the Model Code throughout the year.

DIRECTORS' RESPONSIBILITY FOR THE GROUP'S FINANCIAL REPORTING

The Directors are responsible for the preparation of consolidated financial statements of the Group which give a true and fair view, and are prepared in accordance with the relevant statutory requirements and applicable accounting standards in force, and are published in a timely manner. The Directors are responsible for selecting and applying suitable accounting policies on a consistent basis and ensuring timely adoption of Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

The Board understands the importance of presenting a clear and comprehensive assessment of the Group's overall performance, financial position as well as prospects in a timely manner; and the Board is pleased to report that the annual and interim results of the Group are announced within three months and two months limit respectively after the end of the relevant periods.

年內，全體董事獲定期提供有關本集團業務及營運以及其財務狀況及預算之最新資料。彼等亦獲提供資料，涵蓋主題包括但不限於與本集團業務適用之法例及監管規定有關之企業管治事宜、披露及遵守內幕消息、最新資料及變動，以及有關其職務及職責之閱讀資料以供彼等研究及參考。年內，全體董事均根據企業管治守則之守則條文A.6.5參與持續專業發展，以增進及重溫彼等之知識及技巧。

董事之證券交易

本公司已採納載於上市規則附錄10《上市發行人董事進行證券交易的標準守則》（「標準守則」）作為董事進行證券交易的標準守則。本公司向全體董事作出特定查詢後，全體董事確認於本年度內，彼等一直遵守標準守則所載之規定標準。

董事對本集團財務報告之責任

董事須負責按照有關法定規定及適用和有效之會計準則編製真實公平之本集團綜合財務報表，並適時刊發。董事負責選擇及貫徹應用合適之會計政策，並確保適時採納香港會計準則及香港財務報告準則。

概無涉及可能對本公司持續經營能力產生重大疑問之事項或情況之重大不明朗因素。

董事會深明按時呈報對本集團整體表現、財務狀況及前景作出清晰而全面評估之重要性；而董事會欣然報告，本集團之年度及中期業績分別於有關期間結束後三個月及兩個月內作出公佈。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility in evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives and maintaining sound and effective risk management and internal control systems for the Group to safeguard investments of the shareholders and assets of the Group at all times. The risk management and internal control systems aim to help achieve the Group's business objectives, safeguard assets and maintain proper accounting records for the provision of reliable financial information. However, the design of the system is to provide reasonable, but not absolute, assurance against material misstatement in the consolidated financial statements or loss of assets and to manage rather than eliminate risks of failure when business objectives are being sought. The Audit Committee reviews risk management and internal control issues, if any, identified by the external auditor, regulatory authorities and management, and evaluates the adequacy and effectiveness of the Group's risk management and internal control systems. The Audit Committee in turn reports material issues, if any, to the Board. The Board and management have conducted regular reviews during the year on the effectiveness of the risk management and internal control systems covering all material controls in areas of financial, operational and compliance controls, various functions for risk management as well as physical and information systems security. A year end review of the effectiveness of the Group's risk management and internal control systems has been conducted annually and the systems are considered to be effective and adequate. The Company has also received a confirmation from the management of the Company to confirm the effectiveness of the Group's risk management and internal control systems.

The Group has outsourced its internal audit function by engaging a professional third party to assess and comment on the adequacy and effectiveness of the risk management and internal control systems during the year. There was no significant deficiencies in risk management and internal controls reported by such professional third party. The operating subsidiaries of the Group also engage professional third parties and assign specific officers to conduct analysis and independent appraisal of the adequacy and effectiveness of the systems, and have procedures in place to keep information confidential and manage actual or potential conflicts of interest. Stringent internal structures have been designed to prevent the misuse of inside information and avoid conflicts of interest.

風險管理及內部監控

董事會知悉其有責任評估及釐定其於達致本集團策略目標時願意承受之風險性質及程度，並維持本集團良好及有效之風險管理及內部監控制度，使股東之投資及本集團之資產在任何時間均得到保障。風險管理及內部監控制度旨在幫助本集團達致業務目標、保障資產及提供可靠財務資料以維持良好會計記錄。然而，有關制度之設計只為提供合理而非為完全防止綜合財務報表出現重大錯誤陳述或資產損失提供保證，並對實踐業務目標時產生之風險進行管理而非消除有關風險。審核委員會審閱外聘核數師、監管機構及管理層所確定之風險管理及內部監控事項(如有)，並評估本集團風險管理及內部監控制度之充足性及有效性。審核委員會亦就重大事項(如有)向董事會報告。於本年度，董事會及管理層定期檢討風險管理及內部監控制度之有效性，包括所有重大財務、營運及守章監控環節、多項風險管理工作及實際和資訊系統保安。本集團每年就其風險管理及內部監控制度之有效性進行年終檢討，並認為有關制度有效及充足。本公司亦已接獲本公司管理層的確證，確認本公司風險管理及內部監控制度之有效性。

本集團已外判內部審核職能，委聘一名專業第三方以評估年內之風險管理及內部監控制度之充足性及有效性並就此發表意見。該專業第三方報告之風險管理及內部監控事宜並無重大缺失。本集團之營運附屬公司亦已委任專業第三方，並委派指定職員對該等制度是否足夠及有效進行分析及獨立評估，並採用適當程序確保資料之保密性及管理實際或潛在利益衝突。嚴謹內部結構旨在防止濫用內幕消息及避免利益衝突。

To ensure compliance with all applicable laws and regulations on the prevention of money laundering, especially for the Gaming Business, the Group had engaged an internationally reputed consulting firm having practices in both Hong Kong and South Korea to review and advise on the anti-money laundering (“**AML**”) and counter-terrorism financing (“**CTF**”) framework, the related design of controls and the policies of the Gaming Business. Based on the applicable laws and regulations and with reference to professional advices, the subsidiary of the Company operating the Gaming Business has developed its own internal control policy, including especially those related to compliance with the applicable AML and CTF laws and regulations. The responsible department will, from time to time, evaluate that policy. Annually, the Group engaged an international consultancy firm to perform assessment on the design and operation of AML and CTF policies, procedures and controls, as well as the related monitoring system. The Board has also reviewed the effectiveness of the risk management and internal control systems, including the AML and CTF controls, and found the result satisfactory.

COMPANY SECRETARY

Ms. Lam Pui Sea (“**Ms. Lam**”) has been appointed as the Company Secretary since 19 August 2013. Ms. Lam is a fellow member of the Hong Kong Institute of Certified Public Accountants. She holds a bachelor degree in Economics and Finance from the University of Hong Kong. She has extensive experience in accounting and internal control, corporate secretarial services and corporate administration.

The appointment and dismissal of the Company Secretary are subject to the Board’s approval in accordance with the Bye-Laws. Whilst the Company Secretary reports to the chairman of the Board on the Group’s company secretarial and corporate governance matters, all members of the Board have access to the advice and services of the Company Secretary.

According to Rule 3.29 of the Listing Rules, Ms. Lam has taken no less than 15 hours of relevant professional training during the year ended 31 December 2017.

VOTING BY POLL

Resolutions put to vote at the general meetings of the Company are taken by poll. Procedures regarding the conduct of the poll are explained to the shareholders at the commencement of each general meeting, and questions from shareholders regarding the voting procedures are answered.

為確保遵守防止洗黑錢活動之所有適用法例及規例，特別是就博彩業務而言，本集團已委聘於香港及南韓均有執業之信譽良好的國際諮詢公司就反洗黑錢（「**反洗黑錢**」）及打擊恐怖分子融資（「**打擊恐怖分子融資**」）體制以及博彩業務監控及政策之相關設計方面進行審閱及提供意見。根據適用法例法規並經參考專業意見，經營博彩業務之本公司附屬公司已自行制定其內部監控政策，特別是包括遵守適用反洗黑錢及打擊恐怖分子融資法例及規例之政策。負責部門將不時評估有關政策。本集團每年委聘國際諮詢公司就反洗黑錢及打擊恐怖分子融資政策、程序及監控以及相關監管制度之設計及運作進行評估。董事會亦已檢討實行風險管理及內部監控制度（包括反洗黑錢及打擊恐怖分子融資監控方面）之成效，並認為結果令人滿意。

公司秘書

林霽詩女士（「**林女士**」）自二零一三年八月十九日起獲委任為公司秘書。林女士為香港會計師公會成員。彼持有香港大學經濟及金融學學士學位。彼於會計、內部監控、公司秘書服務及公司管理方面擁有豐富經驗。

公司秘書之委任與罷免須經董事會根據章程細則批准。公司秘書向董事會主席匯報有關本集團公司秘書及企業管治事務，同時董事會全體成員均可獲取公司秘書之意見及服務。

根據上市規則第3.29條，林女士於截至二零一七年十二月三十一日止年度已接受不少於15小時之相關專業培訓。

按股數投票方式表決

提呈本公司股東大會表決之決議案以按股數投票方式表決。有關進行投票之程序於每次股東大會開始時向股東解釋，而股東有關表決程序之提問將獲解答。

SHAREHOLDER'S RIGHTS

PROCEDURE TO CONVENE A SPECIAL GENERAL MEETING

- (i) Requisition to convene a special general meeting can be deposited by the members of the Company holding at the date of the deposit of the requisition not less than one-tenth (10%) of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company.
- (ii) The requisitionists must submit their requisition in writing, in which it must state the objects of the meeting, and be duly signed by the requisitionists, mailed and deposited at Suites 5801–5804, 58/F., Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong for the attention of the Company Secretary; and may consist of several documents in like form, each signed by one or more requisitionists.
- (iii) The requisition will be verified with the Company's share registrar and upon its confirmation that the requisition is proper and in order, the Company Secretary will ask the Board to convene an extraordinary general meeting by serving sufficient notice in accordance with the statutory requirements to all registered shareholders, provided that the requisitionists have deposited a sum of money reasonably sufficient to meet the Company's expenses involved in convening an extraordinary general meeting. On the contrary, if the requisition has been verified as not in order, the requisitionists will be advised of this outcome and accordingly, an extraordinary general meeting will not be convened as requested.

股東權利

召開股東特別大會之程序

- (i) 於提呈要求日期持有附有權利於本公司股東大會表決之本公司實收股本不少於十分之一(10%)之本公司股東，可要求召開股東特別大會。
- (ii) 提呈要求者須以書面提呈要求，當中須註明會議目的，並經由提呈要求者簽署、郵寄及送達香港中環金融街8號國際金融中心二期58樓5801–5804室，交予公司秘書；並可包括多份各自經由一名或多名提呈要求者簽署之類似格式文件。
- (iii) 要求將由本公司股份過戶登記處核實，經其確認要求屬恰當及符合程序後，公司秘書將要求董事會根據法定規定，向全體登記股東發出充分通知，召開股東特別大會，惟提呈要求者須提交合理相信足以應付本公司召開股東特別大會所需開支之款項。相反，倘要求經核證為不符程序，提呈要求者將獲知會有關結果，股東特別大會亦不會按要求召開。

- (iv) Such meeting shall be held within 2 months after the deposit of such requisition. If the directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months from the said date.
- (v) A meeting convened under this section by the requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by Directors in accordance to the Bye-Laws and the Listing Rules.
- (vi) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company.
- (iv) 該會議須於提出要求後2個月內舉行。倘董事未有於提呈要求起計21日內妥為召開會議，提呈要求者或代表全體該等人士當中總表決權超過一半之任何人士，可自行召開會議，惟如此召開之會議不得於上述日期起計3個月屆滿後召開。
- (v) 提呈要求者根據本節召開之會議須盡可能按董事根據章程細則及上市規則召開會議之相同方式召開。
- (vi) 提呈要求者基於董事未能妥為召開會議產生之任何合理開支，須由本公司向提呈要求者付還。

PROCEDURE FOR MAKING ENQUIRIES TO BE PUT TO THE BOARD AND THE COMPANY

The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send written enquiries to the Board by email: enquiry@landing.com.hk, fax: (852) 3621 0052, or mail to Suites 5801–5804, 58/F., Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong for the attention of the Company Secretary.

PROCEDURE TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

Pursuant to the Bermuda Companies Act 1981 (the “**Bermuda Companies Act**”), shareholders representing not less than one-twentieth of the total voting right of all the shareholders having at the date of the requisition a right to vote at the meeting to which the requisition relates; or not less than 100 shareholders are entitled to request the Company to give shareholders notice of a resolution which is intended to be moved at the general meeting. A written notice to that effect signed by the requisitionist(s) with detailed contact information must be deposited at the Company’s principle place of business in Hong Kong at Suites 5801–5804, 58/F., Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong for the attention of the Company Secretary. The notice shall contain, inter alia, a description of the proposed resolution desired to be put forward at the general meeting, the reasons for such a proposal and any material interest of the proposing shareholder in such a proposal.

The request will be verified with the Company’s share registrar in Bermuda or Hong Kong and upon their confirmation that the request is proper and in order, the Company will ask the Board to include the resolution in the agenda for the general meeting.

向董事會及本公司提問之程序

本公司一般不會處理口頭或匿名提問。股東可向董事會發出書面提問，可電郵至enquiry@landing.com.hk、傳真至(852)3621 0052或郵寄至香港中環金融街8號國際金融中心二期58樓5801–5804室，交予公司秘書。

於股東大會動議之程序

根據百慕達一九八一年公司法(「**百慕達公司法**」)，股東指於提呈要求當日持有不少於在有關提呈事宜之大會總投票權二十分之一的投票權之股東，或不少於100名有權要求本公司向股東發出通知(其決議案將於股東大會動議)之股東。由提呈要求者簽署之書面通知及具體聯繫資料須寄至本公司香港主要營業地點，地址為香港中環金融街8號國際金融中心二期58樓5801–5804室，交予公司秘書。通知須載有(其中包括)有意於股東大會動議之所提呈決議案詳情、有關建議之理由以及建議股東於有關建議之任何重大權益。

該要求將由本公司於百慕達或香港之股份過戶登記處核實，經確認要求屬合適及符合程序後，本公司將要求董事會於股東大會議程中載入該決議案。

BYE-LAWS

The Company's Bye-Laws (in both English and Chinese) are available on both the websites of the Company and the Stock Exchange. During the year, there has been no significant change to the Company's constitutional documents.

COMMUNICATION WITH SHAREHOLDERS

The purpose of the shareholder communication is to promote effective communication with shareholders, encourage shareholders to engage actively with the Company and enable them to exercise their rights as shareholders effectively.

Information shall be communicated to shareholders through the Company's annual general meeting and other general meetings that may be convened, as well as by maintaining a website (www.landing.com.hk) on which information about the Company's notices, announcements, proxy forms, circulars, financial reports, results announcements (for both interim and annual reporting periods) and Bye-Laws are made available.

章程細則

本公司之章程細則英文及中文本於本公司及聯交所網站可供查閱。年內，本公司之憲章文件概無重大變動。

與股東溝通

與股東溝通旨在促進與股東有效溝通，鼓勵股東積極參與本公司事務，以便彼等有效行使股東權利。

透過本公司股東週年大會及其他可能召開之股東大會向股東傳達訊息，並設立網站 (www.landing.com.hk)，刊載有關本公司通告、公告、代表委任表格、通函、財務報告、業績公告(中期及年度報告期間)及章程細則之資料。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環保、社會及管治報告

This Environmental, Social and Governance Report is compiled in accordance with the Environmental, Social and Governance (“ESG”) Reporting Guide under Appendix 27 to the Listing Rules issued by the Stock Exchange. It covers issues relating to environmental protection, employment and labour practices, operating practices and community which affected the Group’s business operations in Hong Kong and South Korea for the year ended 31 December 2017. Through this report, the Company aims to give its investors, shareholders and the public a better understanding of the Group’s practices and governance in relation to environmental and social issues.

As a responsible corporation, the Group prioritises sustainable development and social responsibility and regards them as being extremely important to the creation of long-term value for shareholders, clients, employees, other stakeholders, as well as the general public. The Group strives to become one of the leading enterprises in the leisure and entertainment industries and believes that building “Landing” into an international brand is dependent not only on the amount of revenue the Group generates, but also how much the Group contributes to building a better environment for society. To achieve such goals, the Group continuously streamlines policies, optimises its deployment of resources and spearheads initiatives to enhance environmental sustainability. The Company also engages its stakeholders on an ongoing basis to collect their views on the ESG issues that they regard as the most relevant and important to them. Thus, at every stage of business development, the Group is committed to conducting its business operations in an environmentally-friendly way, and sharing the reward with local communities.

ENVIRONMENT

With the launch of Shinhwa Theme Park in September 2017 and the commissioning of more facilities at Jeju Shinhwa World in December 2017, Jeju Shinhwa World is on track to become a world-class integrated destination resort. The Group is committed to minimising its environmental impacts and operating in a sustainable way. To achieve this, the Group has opted for greener solutions in construction and its operations, and continues to engage its employees in enhancing the Group’s environmental performance in line with relevant policies and procedures.

本環境、社會及管治報告乃根據聯交所頒佈之上市規則附錄27項下環境、社會及管治(「環境、社會及管治」)報告指引而編製，其中涵蓋有關會影響本集團截至二零一七年十二月三十一日止年度於香港及南韓業務營運之環保、僱傭及勞工規範、經營規範及社區等議題。藉由此報告，本公司旨在讓投資者、股東及公眾對本集團在環境及社會議題之常規及管治有更深入的了解。

作為負責任之企業，本集團優先考慮可持續發展及社會責任，並將之視為向股東、客戶、僱員、利益相關者及普羅大眾締造長期價值上極為重要的問題。本集團力求成為休閒及娛樂行業龍頭企業之一，並相信要將「藍鼎」打造成為國際品牌，不止取決於本集團所創造之收益金額，同時亦在於本集團為社會建設更美好環境時所付出之貢獻。為實現該等目標，本集團堅持精簡政策、優化其資源部署、並帶領改善環境可持續發展之措施。本公司亦不斷接觸其利益相關者，以收集彼等認為最相關及關鍵之環境、社會及管治議題之意見。故此，本集團在業務發展中每一個過程均堅守以保護環境之方法進行業務營運，並向當地社區分享回報。

環境

隨著神話主題公園於二零一七年九月開業及濟州神話世界於二零一七年十二月啟用更多設施，濟州神話世界漸上軌道成為世界級綜合度假區。本集團矢志減低對環境帶來之影響，並以可持續方式營運。就此，本集團已選用較為環保之建築及經營解決方案，不斷支持其僱員提升本集團之環保績效，並遵守相關政策及程序。

EMISSIONS

The Group recognises that some of the key sources of air and greenhouse gas (“GHG”) emissions from the construction and operation of Jeju Shinhwa World include vehicle fuel combustion, electricity consumption and the use of fuel-powered machinery in construction work.

Clean air conservation planning has been undertaken to minimise the air pollution caused by the construction of Jeju Shinhwa World. An array of energy-efficiency measures and energy reduction initiatives have been introduced with the aim of reducing indirect GHG emissions. During the year, a total of 8,672 tonnes of carbon dioxide (“CO₂”) emissions from the operation and construction of Jeju Shinhwa World was recorded.

Going forward, with the commissioning of more facilities at Jeju Shinhwa World in 2018, the Group will continue to introduce more low-emissions measures. Electric vehicles and electric carts will be used for transportation around the resort.

The management of the Group carries out regular environmental audits and reviews to manage emissions and implement relevant initiatives and measures. This also helps ensure compliance with national and local regulatory requirements.

The Group has also established waste management procedures to handle the increasing amount of non-hazardous waste generated by the rising number of visitors to Jeju Shinhwa World. The Group's estate management services team helps drive the implementation of the waste management program by encouraging waste reduction, reuse and recycling.

In line with the local regulatory requirements, food waste produced at the resort is incinerated. An on-site food waste treatment facility was built to reduce waste disposal, and ash generated in the combustion process is converted into fertiliser for gardening. Other types of non-hazardous waste from visitors and guests, including plastic bottles, metal containers and packaging materials, are properly sorted and recycled.

At Jeju Shinhwa World, rocks excavated as a result of the construction process were utilised for landfill in roads, landscape sub-bases and concrete for development projects. The use of local materials greatly reduced the carbon footprint by minimising transportation during the construction process.

Furthermore, no hazardous waste was produced in the construction or operation of the Jeju Shinhwa World facilities that were already built or in operation.

For luncheons, reusable dishes, silverware and glassware are used instead of disposable utensils.

排放物

本集團深知，建築及經營濟州神話世界產生之空氣及溫室氣體（「溫室氣體」）排放物包括燃燒汽車燃料、耗電及在建築工程中使用以燃料推動之機器。

清潔空氣保護計劃經已實施，務求將濟州神話世界建築過程產生之空氣污染減至最低，亦推行一連串能源效益措施及節能計劃，旨在減少間接溫室氣體排放物。年內，濟州神話世界在建築及經營過程中合共錄得8,672噸二氧化碳（「二氧化碳」）排放物。

展望未來，隨著濟州神話世界於二零一八年啟用更多設施，本集團將繼續推行更多減排措施。電動車及高球車將於度假區內作運輸之用。

本集團管理層會定期進行環境審核及檢討，以管理平均排放量並採取相關行動及措施，有助確保遵循國家及地方監管規定。

本集團亦制定了廢棄物管理程序，以便處理隨著到訪濟州神話世界之旅客人數日益上升而不斷增加之無害廢棄物。本集團物業管理服務團隊透過鼓勵減廢、重用及循環再造，協助推行廢棄物管理計劃。

按照地方監管規定，度假區產生之廚餘均會焚化。實地廚餘處理設施可減少廢物處置，而焚燒過程產生之灰燼則用作園藝肥料。旅客及客戶產生之其他各類無害廢棄物（包括膠樽、金屬容器及包裝物料）均會妥善分類及循環再造。

在濟州神話世界，建築過程挖掘所得碎石會用作填埋發展項目之道路、園景分基地及混凝土。善用當地物料會將建築過程的運輸成本減至最低而大幅減少碳足跡。

此外，已落成或經營中的濟州神話世界設施之建設或經營並無產生有害廢棄物。

午餐時均會使用可再用碗碟、銀製餐具及玻璃杯而非即棄餐具。

USE OF RESOURCES

The Group has in place an energy saving governance mechanism and has invested heavily in resource efficiency programs including energy conservation, rainwater and wastewater recycling as well as other environmental conservation measures such as responsible sourcing practices for office furniture and equipment.

An energy management system has been implemented at Jeju Shinhwa World, including a green roof system being installed. LED lighting systems and high-efficiency ice storage equipment with control systems and sensors have also been adopted.

Additionally, the project makes efficient use of renewable energy. For example, a photovoltaic power generation system with an installed capacity of 340kW was installed and the captured solar energy is now being used at hotels, condominiums and other facilities in Jeju Shinhwa World.

At the head office, the Company has continually raised employees' awareness of resource conservation by communicating its requirements and expectations in this regard. Employees are strongly encouraged to turn off electronic appliances and lights when not in use. The Company promotes the use of softcopies whenever practical, and the reduction of paper for printing. When printouts are necessary, double-sided printing is strongly encouraged. Envelopes and file folders are re-used. By conveying to our workforce the message that living a green work life is not a challenging task, an eco-friendly culture at the workplace has been successfully created.

The Group treasures water and monitors its wastewater discharge. In 2017, total water consumption at Jeju Shinhwa World was 183,362 cubic metres ("m³"). To reduce water consumption, an on-site grey water and storm water recycling facility was installed at Jeju Shinhwa World. Recycled water is used for multiple purposes, including plant watering and cleaning. The water recycling facility has a treatment capacity of 1,300 tonnes of grey water and 1,600 tonnes of storm water per day. Only treated effluent that meets relevant environmental standards is discharged to minimise the impact to the environment.

資源使用

本集團設有節能管治機制，並大力投資於資源效益計劃，當中涵蓋節能、雨水及污水循環再用以及其他環保措施，例如就辦公室傢俬及設備奉行責任採購常規。

我們在濟州神話世界實行能源管理系統，當中包括安裝綠化屋頂系統，亦採用了裝有監控系統及感應器之LED照明系統及高效蓄冰設備。

此外，我們的項目充分利用可再生能源。舉例而言，我們已安裝裝機容量為340千瓦之光伏發電系統，收集所得太陽能目前用於旗下酒店、公寓及濟州神話世界其他設施。

本公司透過表達對其資源保護之要求及期望，不斷提高總辦事處僱員於有關方面之意識。我們強烈鼓勵僱員關掉不使用之電子設備及電燈。本公司亦建議於切實可行情況下使用電子複本，並減少印刷用紙。如需列印文件，我們強烈鼓勵採用雙面印刷，並重用信封及文件夾。透過向僱員灌輸將環保概念融入工作並不艱難之信息，我們成功於工作場所打造環保文化。

本集團珍惜用水，並監察其污水排放情況。於二零一七年，濟州神話世界之總耗水量為183,362立方米（「立方米」）。為減少用水，濟州神話世界已安裝實地洗盥污水及雨水循環再用設施。循環水可用於為植物澆水及清潔等多種用途。污水循環再用設施之處理能力為每日1,300噸洗盥污水及1,600噸雨水。只有符合相關環保標準之經處理污水會被排放，以盡量減低對環境之影響。

ENVIRONMENT AND NATURAL RESOURCES

The Group strives to minimise its impact on the surrounding environment and natural resources. To protect local ecosystems, comprehensive environmental impact assessments were undertaken by a qualified consultant and identified impacts were properly mitigated prior to the development of Jeju Shinhwa World. The impact assessments covered potential adverse impacts arising from the project to the surrounding environment, such as water, land use and biodiversity. Eco-friendly features have been incorporated in the design, construction and operation of the project.

The Group's in-house volunteer clubs work closely with Jeju's community service organisations and actively participate in environmental protection activities that have direct impact on the livelihood of local residents and the ecosystem. In June 2017, Shinhwa Sharing Volunteer Group and the Jeju Ocean Conservation and Environment Council jointly organised a cleanup activity at Aljakji beach in Jeju. Looking forward, the Group will continue to support and encourage employees to participate in a wide range of environmental protection volunteer activities.

環境及天然資源

本集團銳意減低對周邊環境及天然資源帶來之影響。為了保護當地生態系統，於發展濟州神話世界前，合資格顧問曾進行全面環境影響評估，並妥善減輕所識別之影響。影響評估涵蓋項目對水、用地及生物多樣性等周邊環境帶來之潛在不利影響。項目設計、建築及經營方面已納入環保元素。

本集團旗下內部志願團隊與濟州社區服務機構緊密合作，並積極參與對當地居民生活及生態系統造成直接影響之環保活動。於二零一七年六月，SHINHWA SHARING VOLUNTEER GROUP與JEJU OCEAN CONSERVATION AND ENVIRONMENT COUNCIL在濟州ALJAKJI海灘聯合舉辦清潔運動。展望未來，本集團將繼續支持及鼓勵僱員參與各式各樣環保志願活動。

Environmental Key Performance Indicators (KPI) Data Table 環境關鍵績效指標數據表

Environmental KPIs		Unit		Environmental Data
環境關鍵績效指標		單位		(Group)
				環境數據(本集團)
				2017
				二零一七年
Nitrogen oxides (NOx)	氮氧化物	tonne	噸	0.1972
Sulphur oxides (SOx)	硫氧化物	tonne	噸	0.0017
Particulate matter (Pm)	顆粒物	tonne	噸	N/A
Total GHG emissions	溫室氣體總排放量	tonne CO ₂	噸二氧化碳當量	8,671.81
			equivalent ("CO _{2e} ")	
Scope 1 — Direct emissions and removals	範圍一 — 直接排放及減除	tonne CO _{2e}	噸二氧化碳當量	3,063.14
Scope 2 — Energy indirect emissions	範圍二 — 能源間接排放	tonne CO _{2e}	噸二氧化碳當量	5,608.67
Total hazardous waste produced	所產生有害廢棄物總量	tonne	噸	N/A
Total non-hazardous waste produced	所產生無害廢棄物總量	tonne	噸	934.00
Total energy consumption	能源總耗量	Kilowatt-hour (kWh)	千瓦時	24,958,260.95
<i>Total direct energy consumption</i>	<i>直接能源總耗量</i>	kWh	千瓦時	14,120,425.53
Gasoline/Petrol	汽油	kWh	千瓦時	239,844.71
Diesel	柴油	kWh	千瓦時	252,680.94
Liquefied Petroleum Gas (LPG)	液化石油氣	kWh	千瓦時	13,627,899.88
Gas (exclude town gas, natural gas)	燃氣(不包括煤氣、天然氣)	kWh	千瓦時	N/A
Natural gas	天然氣	kWh	千瓦時	N/A
Kerosene	煤油	kWh	千瓦時	N/A
Charcoal	木炭	kWh	千瓦時	N/A
Other fuel	其他燃料	kWh	千瓦時	N/A
<i>Total direct energy consumption intensity</i>	<i>直接能源總耗量密度</i>	kWh/Revenue HK\$'000	千瓦時/ 收益千港元	15.76
<i>(by revenue)</i>	<i>(按收益計算)</i>			
<i>Total indirect energy consumption</i>	<i>間接能源總耗量</i>	kWh	千瓦時	10,837,835.42
Purchased electricity	購買電力	kWh	千瓦時	10,837,835.42
Towngas/Gas work gas consumption	煤氣/燃氣工程之 氣體消耗量	kWh	千瓦時	N/A
Purchased steam	購買蒸汽	kWh	千瓦時	N/A
<i>Total indirect energy consumption intensity</i>	<i>間接能源總耗量密度</i>	kWh/Revenue HK\$'000	千瓦時/ 收益千港元	12.09
<i>(by revenue)</i>	<i>(按收益計算)</i>			
Water consumption	耗水量	m ³	立方米	183,362.34
Water consumption intensity	耗水量密度	m ³ /Revenue HK\$'000	立方米/ 收益千港元	0.20
(by revenue)	(按收益計算)			

N/A: 不適用

SOCIAL

EMPLOYMENT

As at 31 December 2017, the Group's total number of employees was 1,950, among which, 1,868 employees were based in Jeju, South Korea.

As an international enterprise, the Group ensures that it strictly complies with the employment law of each area in which it operates (Hong Kong and Korea) including in relation to remuneration, dismissal, working hours and leave etc. The Group's employees are recruited and promoted in a fair and open manner regardless of age, sex, physical or mental health status, marital status, family status, race, skin colour, nationality, religion, political affiliation or sexual orientation. Employees are recognised and rewarded for their contribution, work performance and skills. The Group will do its best to provide them with a good working environment and opportunities to develop.

Company policies on equal opportunity, diversity, anti-discrimination and policies designed to facilitate compliance with the Sex Discrimination Ordinance, Disability Discrimination Ordinance, Family Status Discrimination Ordinance and Race Discrimination Ordinance have been implemented by the Company. Equal opportunities to all employees are provided on recruitment, training, promotion, transfer, remuneration, benefits and termination of employment. Such opportunities are not affected by factors such as age, gender, physical or mental health status, marital status, family status, race, skin colour, nationality, religion, political affiliation or sexual orientation.

The Group's employees are the most important assets of the Group and the Company strives to foster open communication with employees through various channels. The Company provides a safe and enjoyable work environment, equitable compensation, benefit schemes, opportunities for career growth through a variety of learning and development programmes, and a strong corporate culture where employees' contributions are recognised and rewarded. The Company also ensures that all employees have equal opportunities in their career path and strives to enhance employees' sense of belonging. In addition, the Company aims to become a conscientious employer by taking an active role in advocating health at work.

社會

就業

截至二零一七年十二月三十一日，本集團總員工人數為1,950名，其中1,868名位於南韓濟州。

本集團作為國際企業，本集團確保嚴格遵守其營運所在地區（香港及南韓）之就業法規，包括有關薪酬、解僱、工作時數及休假之範疇。本集團亦以公平及公開模式聘用及擢升僱員，不論年齡、性別、身體或精神健康狀況、婚姻狀況、家庭狀況、種族、膚色、國籍、宗教、政治派別或性取向。僱員會就其貢獻、工作表現及技能獲得認可及獎勵。本集團將盡其所能為僱員提供良好工作環境及發展機會。

本公司實施有關平等機會、多元、反歧視之公司政策及專為促進遵守性別歧視條例、殘疾歧視條例、家庭崗位歧視條例及種族歧視條例而設立之政策，並在招聘、培訓、擢升、調職、薪酬、福利及終止僱用方面均提供平等機會。有關機會不受年齡、性別、身體或精神健康狀況、婚姻狀況、家庭狀況、種族、膚色、國籍、宗教、政治派別或性取向等因素影響。

本集團員工是本集團之至為重要之資產，本公司積極透過各種渠道推動與員工進行公開交流。本公司提供安全和愉快的工作環境與公平的薪酬及福利計劃，亦透過各項進修及發展計劃提供職業發展機會，並建立深厚的企業文化，肯定及表揚員工所作貢獻。本公司亦確保所有員工在其事業發展上獲得平等機會，致力提升員工之歸屬感。此外，本公司以成為良心僱主作為目標，對提倡健康文化扮演積極角色。

As a foreign-invested company in Jeju, South Korea, the Group wishes to contribute to the local economy and society, and as such, it recruits mainly local talents into its work force. Of the Company's 1,868 employees in Jeju, approximately 79.4% were local residents. Specifically, the number of local employees at Landing Casino in Jeju increased to over 600 in December 2017 from 280 in July 2017. During the year, the Group participated in the following projects to increase local employment:

在招聘方面，本集團作為外商投資企業到南韓濟州投資，希望透過招聘當地人才推動民生，為當地經濟作出貢獻。本公司在當地的1,868名職員中，當地居民所佔比率約為79.4%。其中濟州藍鼎娛樂場的當地僱員人數由二零一七年七月的280名升至二零一七年十二月的600多名。年內，本集團參與以下計劃，以推動當地就業：

◆ *Landing Career Design Programme*: Landing Jeju signed cooperation agreements with five local organisations in July 2017 to jointly conduct an education and employment programme to promote the corporation's recruitment in Jeju, and since then 24 participants were successfully employed by Jeju Shinhwa World in December 2017.

◆ *藍鼎經驗設計課程*：藍鼎濟州與五個本地機構共同合作舉辦的濟州道特化企業招聘型就業教育節目於二零一七年七月簽訂合作協議後，截至同年十二月已有24名參加者成功受僱於濟州神話世界。

◆ Landing Jeju partnered with a local Jeju enterprise, Seogwang Village Corporation, in April 2017 with the aim of directly reviving the local economy by creating jobs for local residents. Seogwang Village Corporation currently employs over 120 employees to provide facility management, security, landscaping, bed-making, cleaning and laundry services at Jeju Shinhwa World.

◆ 藍鼎濟州於二零一七年四月與西廣村社企業（濟州一間當地企業）合作，以通過企業為地方居民創商機，直接振興地方經濟。西廣村社企業目前聘用120多名僱員，其僱員於濟州神話世界提供設施管理、保安、景觀、客房整理、打掃及洗滌服務。

DEVELOPMENT AND TRAINING

The Group strives to be one of the leading international brands in the entertainment and gaming industries. Apart from its current operations in Jeju, the Group has also been seeking suitable investment opportunities in other Asian countries, and recruited its talented team from various global enterprises. Talent development is always an important part of human resource strategy, and therefore the Group provides comprehensive job-related training to its employees to enhance their problem-solving skills and work efficiency.

發展及培訓

本集團竭力成為娛樂及博彩業龍頭國際品牌之一。除了目前於濟州的營運外，本集團亦於亞洲其他國家尋求合適的投資機會，並在多家全球企業中招攬合適的人才。人才發展乃人力資源策略中重要一環，因此本集團為員工提供與工作崗位相關的多方面培訓，以提升其處理問題的技巧及工作效率。

◆ *JSW Integrated Resort — Overseas Internship Programme:* The Group collaborates with different Singapore enterprises including Resorts World Sentosa from Singapore in conducting a programme which provides Jeju's university graduates with an opportunity to undertake an overseas internship, with the full support of the Jeju government, Jeju Free International City Development Center and Human Resources Development Service of Korea (Ministry of Employment and Labor). The programme has recruited four batches of participants since its commencement in 2015. Selected students had the opportunity to work at Jeju Shinhwa World upon graduation and gained experience working at Resorts World Sentosa. 57 graduates from the first batch and 37 graduates from the second batch have joined Jeju Shinhwa World while students from the third and fourth batches will graduate in 2018 and 2019 respectively.

◆ *濟州神話世界綜合度假區海外實習計劃：*本集團與新加坡聖淘沙名勝世界等多家新加坡企業合作，並得到濟州自治道政府、濟州國際自由城市開發中心以及產業人力工團(僱傭勞動部)的支持，為濟州的大學畢業生提供在海外接受實習機會的培訓計劃。該計劃於二零一五年開始至今，共舉辦了四期。部份學生獲得在新加坡聖淘沙名勝世界工作的經驗，畢業後將獲得於濟州神話世界工作的機會。首兩期已畢業的學生當中，分別有57名以及37名畢業生入職濟州神話世界。第三及第四期的學生將分別於二零一八年及二零一九年畢業。

◆ Since 2016, Landing Jeju has been working with the Jeju government, Jeju Free International City Development Center and five local universities to hold talent training programmes for more than 800 students.

◆ 自二零一六年起，藍鼎濟州與濟州自治道政府、濟州國際自由城市開發中心以及島內五所大學合辦的人才培訓課程，目前參與學生超過800名。

◆ Landing Jeju held a one-year employment education programme targeting high school students as prospective employees. Currently, there are 466 participants in the programme.

◆ 藍鼎濟州舉辦的一年制就業教育課程，對象為高中學生，目前課程參與人數為466名。

HEALTH AND SAFETY

The Group is committed to protecting the health and safety of employees and the community. All employees are requested to comply with all relevant occupational health and safety regulations that apply to construction sites and offices. The Company provides them with a safe and healthy working environment by implementing the following measures:

- ensuring the office and work environment complies with or exceeds the requirements of relevant laws;
- establishing safety procedures for dangerous work;
- providing the required protective equipment and medical insurance to employees;
- ensuring the office and working environment is healthy and safe and conducting regular checks of machinery and equipment;
- establishing emergency measures such as fire or explosion emergency plans;

健康與安全

本集團致力保障僱員及社區之健康及安全。全體僱員均須遵守所有適用於建築工地及辦公室之相關職業健康及安全規例。本公司會為僱員提供安全及健康之工作環境，所實行之方法如下：

- 確保辦公室及工作環境符合甚至超越相關法律規定；
- 為危險工作設立安全程序；
- 為僱員提供所需防護設備及醫療保險；
- 確保辦公室及工作環境健康安全，並定期檢查機器及設備；
- 制定緊急措施，如火災或爆炸應急方案；

- raising sexual harassment awareness with workplace;
 - recording workplace injuries and analysing the cause of injuries suffered on construction sites;
 - providing and maintaining an environmentally-friendly, healthy and safe workplace; and
 - offering medical face masks to avoid the spreading of diseases in working areas.
- 提高對職場性騷擾之意識；
 - 記錄工傷事故，並分析建築工地意外之成因；
 - 提供及維持環保、健康及安全之工作環境；及
 - 提供醫療口罩防止疾病在工作地點傳播。

LABOUR STANDARDS

The Group strictly prohibits child labour and forced labour. Child labour refers to employment of people under 16 years of age, while forced labour refers to people who provide labour or service against their will and under the threat of punishment. Such conduct is prohibited by international law and relevant domestic legislation.

The following policies are in place to prevent child labour or forced labour:

- all employees must be at least 16 years of age;
- employees under 18 may not be engaged in hazardous work and are prohibited from working at night to avoid affecting their studies; and
- before hiring any job applicants, the Human Resources ("HR") Department verifies their age, for instance, by checking documents that prove their age of the applicant or any other credentials that prove their date of birth. Also, the HR Department will ensure the applicant's appearance is consistent with the photograph on their identity documents.

If the Group discovers any employees are forced labours, the following measures will be taken in accordance with the requirements of the relevant legislation:

- removing the employee away from workplace immediately and ensuring the employee's safety;
- immediately notifying the person in charge of the HR Department to verify all relevant information and confirming whether the employee has been subjected to forced labour; and
- immediately identifying the problem or issue in the recruitment process that gave rise to the occurrence of forced labour and rectifying this problem or issue within 90 working days.

SUPPLY CHAIN MANAGEMENT

As part of its development and operation of Jeju Shinhwa World, the Group has worked with various contractors and suppliers for each business function and has developed and maintained long-term relationships with each of them. To ensure world-class products and services, the Group has selected its business partners carefully and procures all materials, services and contents with fair and open procedures. The Group will only cooperate with business partners that share common ethical values and standards.

勞工準則

本集團堅決禁止聘用任何童工及強制勞工。童工指聘用16歲以下之人士；而強制勞工則指在違反其意願及以懲罰威嚇下提供勞動或服務之人士。有關行為均受到國際法律及相關國內司法禁止。

以下為防止聘用童工或強制勞工而設立之政策：

- 所有僱員必須至少16歲；
- 18歲以下之僱員不可從事具有危險之工作，並禁止其晚上工作，避免影響學業；及
- 聘用任何求職者前，人力資源部均會核實其年齡，例如查核可證明申請人年齡之文件或任何其他可證明出生日期之證件。此外，人力資源部將確保申請人樣貌與其身分證明文件上照片相符。

倘本集團發現任何屬強制勞工之僱員，將根據相關司法規定採取以下措施：

- 即時將勞工帶離工作場所並確保僱員安全；
- 即時通知人力資源部主管，以查核所有相關資料並確定該名僱員是否遭到強制勞動；及
- 即時查明招聘程序中造成強制勞動之問題或狀況，並於90個工作日內糾正有關問題或狀況。

供應鏈管理

於濟州神話世界之發展及業務營運期間，本集團一直就各個業務職能與多名承包商及供應商合作，並與彼等各自發展及維持長期關係。為確保提供世界級水準之產品及服務，本集團謹慎篩選業務夥伴，在採購所有材料、服務及內容時均採用公平公開原則。本集團僅與具備相同道德價值觀及標準之業務夥伴合作。

The Group engages construction teams for resort development, among which, local contractors from Jeju have been awarded about half of the construction projects available with the allocation set out below:

本集團委聘施工團隊發展度假區，其中濟州內的承包商獲得約一半的工程，有關項目的分配情況如下：

Facilities	設施	Contractual ratio for the local Jeju contractors 濟州當地承包商承攬比率
Hotels and theme park, etc.	酒店、主題公園等	44.9%
Resort condominium and dorms, etc.	度假公寓、宿舍等	56.4%
Staff quarters	宿舍	50%

PRODUCT RESPONSIBILITY

The Group is committed to providing world-class products and services in its integrated resorts and casinos and settling all customer complaints effectively.

產品責任

本集團致力於旗下綜合度假區及娛樂場提供世界級產品及服務，有效解決客戶投訴。

- part of the construction work at Jeju Shinhwa World was carried out by reputable local contractors in Jeju, and some of the materials were sourced from reliable local suppliers;
 - products and services comply with all relevant laws and guidelines;
 - safety labels and signs are placed prominently for the customer's information;
 - documents are archived properly after customers' complaints or disputes are resolved, and the relevant department(s) shall review the complaints and develop measures to prevent the recurrence of similar complaints, in order to improve the Company's quality of service; and
 - club membership information will only be used for business purposes, and not for other unrelated purposes. All employees are required to handle and use membership information with extreme caution, protect customer information, and comply with all relevant in privacy laws.
- 濟州神話世界部分建築工程由濟州當地聲譽良好之承辦商進行，我們亦向當地可靠之供應商採購部分材料；
 - 產品及服務均符合所有相關法例及指引；
 - 恆常附有安全標籤及標誌以供客戶參考；
 - 處理客戶投訴後均會妥為存檔，或倘糾紛得到解決，相關部門將審閱投訴及制定措施以防止再次發生同類投訴，務求改善本公司之服務質素；及
 - 俱樂部會員資料僅供業務之用，不會用作其他無關用途。所有僱員處理及使用會員資料時均須極為審慎，保護客戶資料及遵守所有相關私隱法例。

Responsible Gaming

As a foreigner-only casino, Landing Casino is currently not required to comply with any regulations regarding responsible gaming in Jeju, South Korea. Nevertheless, the Group will work closely with the local government to ensure that all visitors can enjoy their activities in a safe environment. The Group also trains its employees on responsible gaming and encourages its patrons to play responsibly.

負責任博彩

作為僅限外國人出入之娛樂場，藍鼎娛樂場目前於南韓濟州毋須負責遵守任何有關博彩之規定。然而，本集團將與當地政府緊密合作，確保所有旅客均可於安全環境下享樂。本集團亦就負責任博彩培訓其僱員，並鼓勵賭客負責任地賭博。

ANTI-CORRUPTION

Money laundering

To ensure compliance with all applicable laws and regulations on the prevention of money laundering, especially for the Gaming Business, the Group had engaged internationally reputed consulting firms to review and advise on the AML and CTF framework implemented by the Group, the related design of controls and policies of the Gaming Business, and perform annual assessment on the relevant policies, controls and monitoring system. Based on applicable laws and regulations and in accordance with professional advice the Group has obtained, the subsidiary of the Company operating the Gaming Business has developed its own internal control policy, which complies with the applicable AML and CTF laws and regulations. The responsible department will, from time to time, evaluate that policy. The Board has reviewed the effectiveness of implementation of the internal control system, including the AML and CTF controls, and found the result satisfactory.

The Group's Landing Casino ranked first in the 2017 Anti-Money Laundering Assessment of 16 foreigner-only casinos in Korea conducted by the Korea Financial Intelligence Unit ("KoFIU"). Landing Casino is the first foreigner-only casino to top the ranking for three consecutive years in Korea's casino history, having been ranked first in the 2015 and 2016 AML assessment by KoFIU.

In addition, Ms. Baek Jae Won ("**Ms. Baek**"), Senior Manager of Landing Casino's Legal and Compliance Team, was awarded the Financial Services Commission Commissioner Award on the 11th Anti-Money Laundering Day Award Ceremony organised by the Financial Services Commission in Korea at the Korea Federation of Banks on 28 November 2017, in appreciation for the contribution made by Landing Casino's Legal and Compliance team to preventing money laundering. Ms. Baek was the first Korean casino employee to have been awarded this honour, and was also the only representative from the Korean casino sector to have received an invitation to the award ceremony.

反貪污

反洗黑錢

為確保遵守有關防止洗黑錢之所有適用法律及規例，尤其是博彩業務，本集團已聘用一家享譽國際之諮詢公司，就本集團所實施之反洗黑錢及打擊恐怖分子融資體制以及博彩業務監控及政策之相關設計方面進行審閱及提供意見，並每年就相關政策、程序、監控及相關監管制度進行評估。根據適用法律及法規以及本集團所徵求之專業意見後，本公司經營博彩業務之附屬公司已自行制定其內部監控政策，有關政策符合適用反洗黑錢及打擊恐怖分子融資法例及規例相關之政策。負責部門將不時評估有關政策。董事會已檢討實施內部監控制度之成效，包括反洗黑錢及打擊恐怖分子融資監控，且對結果感到滿意。

本集團旗下的藍鼎娛樂場，在韓國政府金融委員會（「KoFIU」）對目前韓國境內共16間外國人專用娛樂場進行之二零一七年「反洗黑錢評估」中排名第一。繼二零一五及二零一六年在評價之中排名第一後，藍鼎娛樂場為韓國博彩歷史上首家於KoFIU舉辦「反洗黑錢評估」連續三年居首的娛樂場。

此外，藍鼎娛樂場法律合規部的高級經理白宰苑女士（「白女士」）於二零一七年十一月二十八日韓國金融委員會在全國銀行聯合會舉行的「第11屆反洗黑錢日」儀式上，獲頒發「金融委員長獎」殊榮，以表揚其法律合規團隊在防止洗黑錢領域上所作出的貢獻。白女士是第一位獲此殊榮，同時亦是唯一獲邀參加是次頒獎典禮的韓國娛樂場職員。



COMMUNITY INVESTMENT

The Group cares about the community and aims to deliver overwhelming joy and happiness to the world. During the year, the Group shared its love with the community in various ways:

- ◆ The Group is optimistic about the development of Jeju tourism and has established a world-class leisure and entertainment resort in Jeju – Jeju Shinhwa World. As of 31 December 2017, the Group has invested approximately KRW1.7 trillion as foreign investment in South Korea, making it the largest foreign investment in an integrated resort in the history of Korea.

社區投資

本集團關懷社區，為世界帶來無限歡樂。年內，本集團以不同方法關愛社區：

- ◆ 本集團看好濟州的旅遊業發展，並已在當地建立一個世界級的休閒及娛樂度假區—濟州神話世界。截至二零一七年十二月三十一日止，本集團投資到韓國的外商投資額為數約 1.7 兆韓圓，為歷來於韓國投資的綜合度假區項目當中最大規模的外商投資。



- ◆ Landing Jeju will donate KRW50 million annually for ten years to Jeju National University Landing Programme, which is a youth talent training programme targeting Year 3 and Year 4 students from the College of Economics & Commerce of Jeju National University.

- ◆ 藍鼎濟州捐助的青年人才培訓課程—濟州神話世界青年學院，十年期每年捐助 5 千萬韓圓，濟州神話世界青年學院是一個青年人才培訓項目，對象為濟州國立大學經商學院三年級及四年級學生。

- ◆ The Group donated KRW1 billion to Jeju National University's Talent Development Foundation in 2017.
- ◆ 本集團年內向濟州國立大學人才培訓發展基金 (Talent Development Foundation) 捐款 10 億韓圓。



- ◆ Landing Jeju sponsored various activities organised by local groups and the community in order to foster goodwill with local residents. Such activities included:



- ◆ 藍鼎濟州贊助多項居民團體及社區活動，致力在當地居民中建立口碑。有關活動包括：

- A year-end countdown party was held in Shinhwa Theme Park on 31 December 2017. Admission was free for local residents, and approximately 15,000 people attended the party.
- 於二零一七年十二月三十一日，在神話主題樂園舉行除夕倒數晚會，並邀請島上居民免費入場。當晚共吸引了約 15,000 人到場參加盛會。

- Landing Jeju provided sponsorship to the welfare foundation of Seogwangseo-ri village. The foundation funds the operation of welfare facilities in the village and charitable activities held on Father's Day and Mother's Day.

- 贊助西廣西里村民會的福利基金。基金用於村內福利設施的營運費及於父、母親節等節日舉辦福利活動。

- Landing Jeju sponsored local festivals, alumni associations, sports days and other events during the year, and encouraged its employees to participate in them.

- 贊助多項當地慶典、校友會、體育大賽及同心大會等，並鼓勵職員參加。



- Local residents, students and families were invited to visit Jeju Shinhwa World and a variety of discounts were offered to them.
- 邀請當地居民、學生及家庭到訪濟州神話世界，並給予多項折扣優惠。

- ◆ Landing Jeju has partnered with local Jeju enterprises and revitalised the local economy as follows:



- ◆ 藍鼎濟州與濟州當地企業合作，並透過以下途徑振興當地經濟：

- an agreement with Jeju United FC to cooperate in raising brand awareness

- an agreement with Jeju Samdasoo to cooperate in enhancing brand awareness and boosting sales of products
- 濟州三多水—簽訂合作推廣協議，以提高產品的知名度和銷售

- an agreement with Jeju Air under which customers can enjoy discounts on tickets to Jeju Shinhwa World upon presenting the boarding pass from Jeju Air

- 濟州聯合 FC—簽訂合作推廣協議，以提高品牌知名度

- 濟州航空—出示濟州航空登機證可獲濟州神話世界門票折扣

- an agreement with Jeju's local tourist spots under which customers can enjoy discounts on tickets to Jeju Shinhwa World upon presenting the tickets to these local tourist spots

- 濟州旅遊名勝合作—出示當地旅遊名勝的門票可獲濟州神話世界門票折扣

- ◆ The Group is honoured to be recognised by the local government and local residents for its contributions to the local community's development with the following awards:
 - Dr. Yang Zhihui, chairman of the Board and executive Director, was awarded the "Presidential Commendation" at "Foreign Company Day 2017 – Korean Investment Award Ceremony" organised by the Ministry of Trade, Industry & Energy and coordinated by the Korea Foreign Company Association.
 - ◆ 本集團很榮幸在社區的建設獲得當地政府及居民的認可，並榮獲以下獎項：
 - 董事會主席兼執行董事仰智慧博士獲得由韓國產業通商資源部主辦、韓國外國公司協會統籌的「二零一七年外國企業日—外商投資引進有功者頒獎典禮」頒發「總統獎」殊榮。
-
- Landing Casino won the Tourism Promotion Award from the Ministry of Culture, Sports and Tourism on the 44th Anniversary of Tourism Day for achieving an annual turnover of over USD20 million in Jeju's tourism industry.
 - 藍鼎娛樂場因濟州旅遊業年度營業額突破2千萬美元而於第四十四屆觀光之日獲文化體育觀光部頒發觀光振興塔獎。

REGULATORY COMPLIANCE

During the reporting period, the Group was not aware of any non-compliance with laws and regulations that would have a significant impact on the Group in relation to issues such as environmental protection, employment and labour practices, operating practices and the community.

合規

報告期內，本集團並不知悉因違反任何法例及規例而對本集團有關環保、僱傭及勞工規範、經營規範及社區等議題構成重大影響。

Directors' Report

董事會報告

The Directors present the annual report and the audited consolidated financial statements for the year ended 31 December 2017.

Principal Activities

The Company acts as an investment holding company. The principal activities of its principal subsidiaries, joint ventures and associate are set out in notes 21, 22 and 27 respectively to the consolidated financial statements.

Business Review

OVERVIEW

Details of (i) business review and relevant principal risks and uncertainties and (ii) future development of the Group's business are set out respectively in the "Operation and Business Review", "Outlook" and "Principal Risks and Uncertainties" sections under "Management Discussion and Analysis" of the Letter from the Board.

The Group understands the success of the Group's business depends on the support from its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

KEY FINANCIAL RATIOS

Details of the Group's business performance are indicated in "Management Discussion and Analysis" section of the Letter from the Board, and other financial ratios are set out below:

Debt to equity ratio	資本負債比率
Quick ratio	速動比率

Notes:

- (1) Debt to equity ratio is calculated by dividing total liabilities by total equity. Debt to equity ratio decreased from 90.6% in 2016 to 19.0% in 2017.
- (2) Quick ratio is calculated by dividing total current assets less inventories and completed properties for sale by total current liabilities. Quick ratio decreased from 10.1 in 2016 to 5.3 in 2017.

ENVIRONMENTAL POLICIES AND PERFORMANCE

Details of the Company's environmental policies and performance are set out in the Environmental, Social and Governance Report.

董事謹此提呈截至二零一七年十二月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司為投資控股公司。本公司主要附屬公司、合營企業及聯營公司之主要業務分別載於綜合財務報表附註21、22及27。

業務回顧

概覽

有關(i)業務回顧及相關主要風險與不明朗因素；及(ii)本集團業務未來發展之詳情分別載於董事會函件「管理層討論與分析」內「經營及業務回顧」、「展望」及「主要風險及不明朗因素」等節。

本集團明白本集團業務成功取決於其主要利益相關者之支持，包括僱員、客戶、供應商、銀行、監管機構及股東。本集團將繼續與各主要利益相關者保持有效溝通及良好關係。

主要財務比率

有關本集團業務表現之詳情於董事會函件「管理層討論與分析」一節內列示，而其他財務比率載於下文：

	2017 二零一七年	2016 二零一六年
Debt to equity ratio	19.0%	90.6%
Quick ratio	5.3	10.1

附註：

- (1) 資本負債比率乃以負債總額除總權益計算得出。資本負債比率由二零一六年之90.6%下降至二零一七年之19.0%。
- (2) 速動比率乃以流動資產總值減存貨及待售已落成物業除流動負債總額計算得出。速動比率由二零一六年之10.1減少至二零一七年之5.3。

環境政策及表現

有關本公司環境政策及表現之詳情載於環境、社會及管治報告。

COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance of the applicable rules and regulations. The Group has been allocating system and staff resources to ensure ongoing compliance with rules and regulations and to maintain cordial working relationships with regulators effectively through effective communications. During the year, the Group has complied with, among others, to the best of our knowledge, the following major laws and regulations:

Hong Kong

- the Listing Rules;
- the Securities and Futures Ordinance (the "SFO");
- Companies Ordinance; and
- the Gambling Ordinance.

South Korea

- Tourism Promotion Act;
- Special Act on the Establishment of Jeju Special Self-governing Province and the Development of Free International City;
- Jeju Special Self-governing Province Tourism Promotion Ordinance;
- Foreign Exchange Transaction Act;
- Building Act (and its Enforcement Decree);
- Landscape Act (and its Enforcement Decree);
- Environmental Impact Assessment Act (and its Enforcement Decree);
- Road Act;
- Jeju Special Self-governing Province Building Ordinance;
- Commercial Act; and
- Foreign Investment Promotion Act.

法律及監管合規

本集團重視遵守監管規定及適用規例和規定之不合規風險。本集團一直分配系統及人力資源以確保持續遵守規例及規定，並透過有效溝通與監管機構保持緊密合作關係。年內，據我們所盡悉，本集團已遵守(其中包括)以下主要法例及法規：

香港

- 上市規則；
- 證券及期貨條例(「證券及期貨條例」)；
- 公司條例；及
- 賭博條例。

南韓

- 旅遊促進法案(Tourism Promotion Act)；
- 成立濟州特別自治道及發展國際自由城市特別法案(Special Act on the Establishment of Jeju Special Self-governing Province and the Development of Free International City)；
- 濟州特別自治道旅遊促進條例(Jeju Special Self-governing Province Tourism Promotion Ordinance)；
- 外匯交易法案(Foreign Exchange Transaction Act)；
- 建築法案(及其實施法令)(Building Act (and its Enforcement Decree))；
- 地貌法案(及其實施法令)(Landscape Act (and its Enforcement Decree))；
- 環境影響評估法案(及其實施法令)(Environmental Impact Assessment Act (and its Enforcement Decree))；
- 道路法案(Road Act)；
- 濟州特別自治道建築條例(Jeju Special Self-governing Province Building Ordinance)；
- 商業法案(Commercial Act)；及
- 外商投資促進法案(Foreign Investment Promotion Act)。

United Kingdom

- Gambling Act 2005;
- Licensing Act 2003;
- Money Laundering Regulations 2007;
- Proceeds of Crime Act 2002;
- Terrorism Act 2000; and
- Mandatory and Default Conditions (England and Wales) Regulations 2007.

Results and Appropriations

The results of the Group for the year ended 31 December 2017 are set out in the consolidated income statement and the consolidated statement of comprehensive income on pages 85 to 86.

The Directors do not recommend the payment of any dividend for the year ended 31 December 2017.

Property, Plant and Equipment and Prepaid Land Lease Payments

Details of movements in the property, plant and equipment and prepaid land lease payments of the Group during the year are set out in notes 14 and 16 respectively to the consolidated financial statements.

Share Capital

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

Distributable Reserves of the Company

Details of distributable reserves of the Company are set out in note 37 to the consolidated financial statements.

Summary of Financial Information

A summary of the results, assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on page 212.

英國

- 二零零五年博彩法(Gambling Act 2005)；
- 二零零三年牌照法(Licensing Act 2003)；
- 二零零七年防止洗黑錢條例(Money Laundering Regulations 2007)；
- 二零零二年犯罪所得法(Proceeds of Crime Act 2002)；
- 二零零零年恐怖主義法(Terrorism Act 2000)；及
- 二零零七年強制及違約條件(英格蘭和威爾斯)規則(Mandatory and Default Conditions (England and Wales) Regulations 2007)。

業績及分派

本集團截至二零一七年十二月三十一日止年度之業績載於第85至86頁之綜合收益表及綜合全面收益表。

董事不建議就截至二零一七年十二月三十一日止年度派付任何股息。

物業、廠房及設備以及預付土地租賃款項

本集團物業、廠房及設備以及預付租賃款項之年內變動詳情分別載於綜合財務報表附註14及16。

股本

本公司股本之年內變動載於綜合財務報表附註36。

本公司之可供分派儲備

本公司之可供分派儲備詳情載於綜合財務報表附註37。

財務資料摘要

本集團過去五個財政年度之業績、資產、負債及非控股權益之摘要(摘錄自經審核綜合財務報表)載於第212頁。

Directors

The Directors during the year and up to the date of this report are:

EXECUTIVE DIRECTORS:

Dr. Yang Zhihui (*Chairman*)

Ms. Zhou Xueyun

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Fok Ho Yin, Thomas

Mr. Bao Jinqiao

Mr. Wong Chun Hung (*appointed on 26 September 2017*)

Mr. Chen Lei (*retired on 26 June 2017*)

Mr. Chen Lei retired as an independent non-executive Director on 26 June 2017 at the annual general meeting of the Company and did not offer himself for re-election due to other business commitments.

In accordance with Bye-Law 84(1) of the Company's Bye-Laws and code provision A.4 of the CG Code under Appendix 14 to the Listing Rules, Ms. Zhou Xueyun and Mr. Bao Jinqiao will retire by rotation at the forthcoming annual general meeting and are eligible for re-election.

In accordance with Bye-Law 83(2) of the Company's Bye-Laws and code provision A.4 of the CG Code under Appendix 14 to the Listing Rules, Mr. Wong Chun Hung will be subject to election by shareholders of the Company at the forthcoming annual general meeting.

Directors' Service Contracts

No Director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Arrangements to Purchase Shares or Debentures

At no time during the year was the Company, or any of its holding companies, its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company and any other body corporate.

董事

年內及截至本報告日期止之董事如下：

執行董事：

仰智慧博士(主席)

周雪云女士

獨立非執行董事：

霍浩然先生

鮑金橋先生

黃鎮雄先生(於二零一七年九月二十六日獲委任)

陳磊先生(於二零一七年六月二十六日退任)

由於有其他業務承擔在身，陳磊先生於二零一七年六月二十六日在本公司股東週年大會退任獨立非執行董事，且不願意重選連任。

根據本公司之章程細則第84(1)條及上市規則附錄14項下企業管治守則之守則條文A.4，周雪云女士及鮑金橋先生將於應屆股東週年大會輪值退任並符合資格於會上重選連任。

根據本公司之章程細則第83(2)條及上市規則附錄14項下企業管治守則之守則條文A.4，黃鎮雄先生將由本公司股東於應屆股東週年大會選任。

董事之服務合約

擬於應屆股東週年大會重選之董事，概無訂立任何本集團不可於一年內在不給予賠償(法定賠償除外)之情況下終止之服務合約。

購買股份或債券之安排

於年內任何時間，本公司或其控股公司、附屬公司或同系附屬公司任何一方概無作出任何安排，致使董事可透過收購本公司及任何其他法人團體之股份或債券而獲益。

Directors' Interests in Transactions, Arrangements or Contracts

Save as disclosed under the section headed "Connected Transactions" in this report and note 34 to the consolidated financial statements, no transaction, arrangement or contract of significance to which the Company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, and in which a Director had a material interest, subsisted at the end of the year or at any time during the year.

Permitted Indemnity Provision

Pursuant to Bye-Law 164 of the Company's Bye-Laws and relevant provisions of the regulations stipulated, every Director or other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all losses and liabilities which he may incur or sustain in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officers shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto, provided that this Bye-Law shall only have effect in so far as its provisions are not avoided by the Bermuda Companies Act.

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the financial year. The Company has taken out and maintained Directors' and officers' liabilities insurance throughout the year, which provides appropriate cover for the directors of the Group.

董事之交易、安排或合約權益

除本報告「關連交易」一節及綜合財務報表附註34所披露者外，於年結日或於年內任何時間，本公司或其任何控股公司、附屬公司或同系附屬公司任何一方概無訂立董事擁有重大權益之重要交易、安排或合約。

獲准彌償條文

根據本公司之章程細則第164條及法規訂明之相關條文，每名董事或本公司其他高級職員就其執行職務或與此相關之事宜招致或蒙受之一切損失及責任，均可從本公司資產及盈利中獲得彌償及保障，而各董事或其他高級職員毋須就其執行職務或與此相關之事宜而可能令本公司出現或招致之任何損失、損害或不幸負責，惟本章程細則僅在未被百慕達公司法廢止之情況下有效。

為董事而設之獲准彌償條文目前生效及於整個財政年度內生效。本公司於全年內均有投購董事及高級職員責任保險，為本集團董事提供合適保障。

Directors' and Chief Executives' Interests And/Or Short Positions in the Shares, Underlying Shares and Debentures of the Company or Any Associated Corporation

As at 31 December 2017, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV the SFO), which are required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code to be notified to the Company and the Stock Exchange, were as follows:

Name	Capacity	Number of Shares held	Long or Short Position	Percentage of issued Share Capital of the Company 佔本公司已發行股本百分比
姓名	身分	所持股份數目	好倉或淡倉	
Dr. Yang Zhihui ("Dr. Yang") (Note) 仰智慧博士(「仰博士」)(附註)	Held by controlled corporation 所控制之公司持有	74,078,364,892	Long 好倉	50.26%

Note: 74,078,364,892 ordinary shares are held by Landing International Limited ("LIL"), a company incorporated in the British Virgin Islands whose entire issued share capital is held by Dr. Yang. Dr. Yang is one of the directors of LIL as at 31 December 2017.

Save as disclosed above, as at 31 December 2017, none of the Directors was a director or employee of a company which had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 Part XV of the SFO and none of the Directors, the chief executive of the Company nor their associates had any other interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (b) were required to be entered into the register maintained by the Company, pursuant to Section 352 of the SFO; or (c) were required to be notified to the Company or the Stock Exchange, pursuant to the Model Code.

董事及行政總裁於本公司或任何相聯法團之股份、相關股份及債券中之權益及／或淡倉

於二零一七年十二月三十一日，本公司各董事及行政總裁於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有須(i)根據證券及期貨條例第XV部第7及8分部條文知會本公司及聯交所(包括彼等根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉)；(ii)根據證券及期貨條例第XV部第352條記入該條所述登記冊；或(iii)根據標準守則知會本公司及聯交所之權益及淡倉如下：

附註：74,078,364,892股普通股由藍鼎國際有限公司(「藍鼎國際」)持有，該公司於英屬處女群島註冊成立，其全部已發行股本由仰博士持有。於二零一七年十二月三十一日，仰博士為藍鼎國際其中一名董事。

除上文所披露者外，於二零一七年十二月三十一日，概無董事於本公司股份及相關股份中，擁有須根據證券及期貨條例第XV部第2及3分部條文向本公司披露之權益或淡倉之公司擔任董事或僱員，亦無董事、本公司行政總裁或彼等之聯繫人士於本公司股份、本公司或任何相聯法團(定義見證券及期貨條例第XV部)之相關股份及債券中擁有任何(a)須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所(包括任何董事或本公司行政總裁根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉)；或(b)須記入本公司根據證券及期貨條例第352條存置之登記冊；或(c)須根據標準守則知會本公司或聯交所之其他權益或淡倉。

Directors' Interests in a Competing Business

None of the Directors or their respective close associates was interested in any business apart from the Group's businesses, which competes or is likely to compete, either directly or indirectly, with the Group's business as at the date of this report.

Substantial Shareholders' Interests And/Or Short Positions in the Shares, Underlying Shares of the Company

As at 31 December 2017, the register of substantial shareholders maintained by the Company pursuant to Section 336 of Part XV of the SFO shows the following shareholders had notified the Company of relevant interests and short positions, being 5% or more of the issued share capital of the Company.

Name	Capacity	Number of Shares held	Long or Short Position	Percentage of issued Share Capital of the Company 佔本公司已發行股本百分比
姓名／名稱	身分	所持股份數目	好倉或淡倉	
LIL (Notes 1 & 2) 藍鼎國際(附註1及2)	Beneficial Owner 實益擁有人	74,078,364,892	Long 好倉	50.26%
Ms. Xu Ning ("Ms. Xu") (Note 2) 徐寧女士(「徐女士」)(附註2)	Interest of spouse 配偶權益	74,078,364,892	Long 好倉	50.26%

Notes:

- LIL, whose entire issued share capital is held by Dr. Yang, is interested in 74,078,364,892 shares of the Company.
- Ms. Xu is the spouse of Dr. Yang. Under the SFO, Ms. Xu is deemed to be interested in the same number of shares in which Dr. Yang is interested.

Save as disclosed above, as at 31 December 2017, none of other Directors or their associates had any interests or short positions in any shares, underlying shares and debentures of, the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事於競爭業務之權益

於本報告日期，概無董事或彼等各自之緊密聯繫人士於本集團業務以外任何直接或間接與本集團業務構成或可能構成競爭之業務中擁有任何權益。

主要股東於本公司股份及相關股份中之權益及／或淡倉

於二零一七年十二月三十一日，按本公司根據證券及期貨條例第XV部第336條存置之主要股東登記冊所記錄，下列股東已知會本公司在本公司已發行股本中擁有佔本公司已發行股本5%或以上之相關權益及淡倉。

附註：

- 全部已發行股本由仰博士持有之藍鼎國際於74,078,364,892股本公司股份中擁有權益。
- 徐女士為仰博士之配偶。根據證券及期貨條例，徐女士被視為於仰博士擁有權益之相同股份數目中擁有權益。

除上文所披露者外，於二零一七年十二月三十一日，其他董事或其聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有任何按證券及期貨條例第336條存置之登記冊所記錄，或根據標準守則另行知會本公司及聯交所之權益或淡倉。

Confirmation of Independence of Independent Non-Executive Directors

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive Directors are independent.

Connected Transactions

UNDERWRITING AGREEMENT

On 11 January 2017, the Company entered into an underwriting agreement with LIL and Kingston Securities Limited in relation to the underwriting arrangement in respect of the 2017 Rights Issue, as varied and supplemented by an amendment letter agreement dated 23 February 2017 made by the same parties (the “**Underwriting Agreement**”). LIL is wholly owned by Dr. Yang, an executive Director and controlling shareholder of the Company, and thus LIL was a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the payment of the underwriting commission of approximately HK\$50,176,000 to LIL under the Underwriting Agreement constituted a connected transaction under Chapter 14A of the Listing Rules, which was approved by both the Board (with Dr. Yang abstained from voting) and the independent shareholders at a special general meeting held on 21 March 2017. Details were disclosed in the circular of the Company dated 24 February 2017.

CONSULTANCY SERVICE AGREEMENT

On 17 June 2016, the Company entered into a consultancy service agreement (the “**Consultancy Service Agreement**”) with Mr. Ng Kwok Fai (“**Mr. Ng**”) whereby Mr. Ng agreed to provide advisory services on corporate management and capital structure and other consultancy services as required by the Company and its subsidiaries from time to time. Mr. Ng was the executive Director of the Company in the last twelve months and thus Mr. Ng was a connected person of the Company under Chapter 14A of the Listing Rules. An annual service fee in the amount of HK\$6,000,000 was payable to Mr. Ng by the Company pursuant to the terms and condition as stipulated in the Consultancy Service Agreement. The Consultancy Service Agreement was terminated on 31 March 2017.

獨立非執行董事獨立性之確認

本公司已收到各獨立非執行董事根據上市規則第3.13條就其獨立性而作出之年度確認函。本公司認為全體獨立非執行董事均為獨立人士。

關連交易

包銷協議

於二零一七年一月十一日，本公司與藍鼎國際及金利豐證券有限公司訂立包銷協議，內容有關二零一七年供股所涉及的包銷安排（經相同訂約方日期為二零一七年二月二十三日之修訂函協議所修訂及補充）（「**包銷協議**」）。藍鼎國際由本公司執行董事及控股股東仰博士全資擁有，故此根據上市規則第14A章，藍鼎國際為本公司之關連人士。因此，包銷協議項下支付予藍鼎國際之包銷佣金約50,176,000港元乃構成上市規則第14A章項下之關連交易，而有關交易已於二零一七年三月二十一日所舉行之股東特別大會上獲董事會（仰博士放棄投票表決）及獨立股東批准。詳情載於本公司日期為二零一七年二月二十四日之通函內。

顧問服務協議

於二零一六年六月十七日，本公司與吳國輝先生（「**吳先生**」）訂立顧問服務協議（「**顧問服務協議**」），據此，吳先生同意提供有關公司管理及資本架構之顧問服務，以及本公司及其附屬公司不時要求之其他顧問服務。吳先生於過去十二個月曾出任本公司執行董事，故根據上市規則第14A章，吳先生屬本公司之關連人士。本公司須根據顧問服務協議所訂條款及條件向吳先生支付服務費每年6,000,000港元。顧問服務協議已於二零一七年三月三十一日終止。

SALE AND PURCHASE AGREEMENTS

On 11 November 2016, the Company entered into a conditional sale and purchase agreement with Algona Pte. Ltd (“**Algona**”) (the “**Callisto SPA**”), pursuant to which the Company conditionally agreed to acquire and Algona conditionally agreed to sell, the entire issued share capital of Callisto at a consideration of USD380,760,000 (equivalent to approximately HK\$2,952,611,000) plus the premium. Callisto, through HBL, indirectly owns 50% of the issued share capital of Landing Jeju, a 50% owned subsidiary of the Company.

On 11 November 2016, Landing Singapore Limited (“**Landing Singapore**”), a direct wholly owned subsidiary of the Company, also entered into a conditional date and purchase agreement with Genting International Resorts Management Limited (“**GIRML**”) (the “**Autumnglow SPA**”), pursuant to which Landing Singapore conditionally agreed to acquire and GIRML conditionally agreed to sell, 50% of the issued share capital of Autumnglow at a consideration of SGD1.

Algona, through Callisto and HBL, was a 50% shareholder of Landing Jeju, and GIRML is an associate (as defined in the Listing Rules) of Algona, and therefore, each of Algona and GIRML is a connected person of the Company at the subsidiary level under Chapter 14A of the Listing Rules.

Accordingly, the transactions contemplated under the Callisto SPA and Autumnglow SPA constituted connected transactions under Chapter 14A of the Listing Rules, which were approved by the independent shareholders at a special general meeting held on 30 December 2016 and were subsequently completed on 3 January 2017. Details were disclosed in the circular and announcement of the Company dated 13 December 2016 and 3 January 2017 respectively.

Save as the abovementioned, no disclosure requirement is needed for the connected transaction(s) according to Chapter 14A of the Listing Rules. Details of material related party transaction(s) are disclosed in note 45 to the consolidated financial statements.

Purchase, Sale and Redemption of Listed Securities

There was no purchase, sale or redemption of any listed securities of the Company by the Company or any of its subsidiaries during the year ended 31 December 2017.

買賣協議

於二零一六年十一月十一日，本公司與Algona Pte. Ltd (「**Algona**」) 訂立有條件買賣協議 (「**Callisto 買賣協議**」)，據此，本公司有條件同意收購而Algona有條件同意出售Callisto全部已發行股本，代價為380,760,000美元(相當於約2,952,611,000港元)另加溢價。Callisto透過HBL間接擁有藍鼎濟州50%已發行股本，而藍鼎濟州為本公司擁有50%權益之附屬公司。

於二零一六年十一月十一日，本公司之直接全資附屬公司藍鼎新加坡有限公司(「**藍鼎新加坡**」)亦與Genting International Resorts Management Limited(「**GIRML**」)訂立有條件買賣協議(「**Autumnglow 買賣協議**」)，據此，藍鼎新加坡有條件同意收購而GIRML有條件同意出售Autumnglow 50%已發行股本，代價為1新加坡元。

Algona透過Callisto及HBL為擁有藍鼎濟州50%權益之股東，而GIRML為Algona之聯繫人士(定義見上市規則)，故根據上市規則第14A章，Algona及GIRML各自為本公司於附屬公司層面之關連人士。

因此，Callisto買賣協議及Autumnglow買賣協議項下擬進行交易構成上市規則第14A章項下關連交易，該等交易已由獨立股東於二零一六年十二月三十日舉行之股東特別大會批准，其後於二零一七年一月三日完成。有關詳情已於本公司日期分別為二零一六年十二月十三日及二零一七年一月三日之通函及公告中披露。

除上述者外，根據上市規則第14A章，毋須就關連交易作出披露。重大關聯方交易之詳情披露於綜合財務報表附註45中。

購買、出售及贖回上市證券

截至二零一七年十二月三十一日止年度，本公司或其任何附屬公司並無購買、出售或贖回任何本公司上市證券。

Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

Major Customers and Suppliers

During the year ended 31 December 2017, sales to the Group's five largest customers accounted for approximately 50% of the annual revenue and the aggregate amount of purchases attributable to the Group's five largest suppliers represented less than 10% of the Group's total purchases. The sale to the largest customer represented approximately 38% of the annual revenue. None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

Retirement Benefits Schemes

Information on the retirement benefits schemes of the Group are set out in note 2.24 to the consolidated financial statements.

Emolument Policy

The emolument policy of the employees of the Group is set by the management of the Group on the basis of their merit, qualifications and competence.

The emoluments of the Directors are considered and reviewed by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

管理合約

年內概無訂立或存有任何與本公司整體或任何重大部分業務之管理及行政事務有關之合約。

主要客戶及供應商

截至二零一七年十二月三十一日止年度，本集團五大客戶之銷售額佔年度收益約50%，而本集團五大供應商應佔採購總額佔本集團採購總額少於10%。最大客戶之銷售額佔年度收益約38%。概無董事或任何彼等之聯繫人士或任何股東（據董事所深知於本公司已發行股本中擁有超過5%權益）於本集團五大客戶及供應商中擁有任何實際權益。

退休福利計劃

有關本集團退休福利計劃之資料載於綜合財務報表附註2.24。

薪酬政策

本集團僱員之薪酬政策乃由本集團管理層根據僱員之功績、資歷及能力而制定。

董事之薪酬乃由薪酬委員會因應本公司之經營業績、個人表現及可資比較市場統計數據決定及檢討。

Equity-Linked Agreements

Details of the equity-linked agreements entered into during the year or subsisted at the end of the year are set out below:

SHARE OPTION SCHEME

The Company adopted a share option scheme on 11 July 2010 (the "Adoption Date") (the "Share Option Scheme"). Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. The purpose of the Share Option Scheme is to provide incentives or rewards to the participants, including any Directors (including executive Directors, non-executive Directors and independent non-executive Directors) and any employees of the Group or any invested entities or substantial shareholders and any advisors, consultants, suppliers, customers, services providers of any members of the Group or any invested entities or substantial shareholders, and any other groups or classes of participants at the sole discretion of the Board, for their contribution to the Group and to enable the Group to attract and retain employees of appropriate qualifications and with necessary experience to work for the Group and any invested entities. Pursuant to the Share Option Scheme, the Board may invite any eligible person including any Director and employee of the Group to take up options to subscribe for shares of the Company. The Share Option Scheme is valid and effective for a period of ten years from its Adoption Date.

There is no minimum holding period before any options can be exercised. The maximum number of shares to be issued upon exercise of the options granted (including exercised, cancelled and outstanding options) under the Share Option Scheme in any 12-month period up to and including the date of grant to any participants shall not in aggregate exceed 1% of the issued share capital of the Company for the time being unless the proposed grant has been approved by the shareholders of the Company in a general meeting with the proposed grantee and his associates (as defined in the Listing Rules) abstaining from voting.

The subscription price at which a grantee may subscribe for shares on the exercise of an option under the Share Option Scheme is determined by the Board in its absolute discretion at the time of the grant of relevant option and in any case shall not be less than the highest of (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of offer of grant; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of offer of grant; or (c) the nominal value of the shares.

Save for the grant of options on 15 December 2014 which was subsequently cancelled on 8 January 2015, as at the date of this report, no share option has been granted or exercised by the Company since the Adoption Date, and the total number of shares of the Company available for issue under the Share Option Scheme was 12,339,527,554, representing approximately 8.37% of the issued share capital of the Company.

股本掛鈎協議

年內訂立或於年結日存在之股本掛鈎協議詳情載列如下：

購股權計劃

本公司於二零一零年七月十一日(「採納日期」)採納一項購股權計劃(「購股權計劃」)。除購股權計劃外，本公司並無其他現時生效之購股權計劃。購股權計劃旨在鼓勵或嘉獎參與者(包括任何董事(包括執行董事、非執行董事及獨立非執行董事)及本集團或任何投資實體或主要股東之任何僱員，以及本集團任何成員公司或任何投資實體或主要股東之任何顧問、諮詢人、供應商、客戶、服務供應商，以及董事會全權酌情釐定之任何其他參與者組合或組別)對本集團作出之貢獻，同時使本集團可招攬及留聘具適當資歷及所需經驗之僱員，為本集團及任何投資實體工作。根據購股權計劃，董事會可邀請任何合資格人士(包括任何董事及本集團僱員)接納購股權以認購本公司股份。購股權計劃將自採納日期起十年內有效及生效。

行使任何購股權前並無最低持有期限。於截至授予任何參與者購股權日期(包括該日)止任何十二個月內行使根據購股權計劃已授出購股權(包括已行使、註銷及尚未行使購股權)時，將予發行之最高股份數目不得超過本公司當時已發行之股本總數1%，除非建議授權已獲本公司股東於股東大會(建議承授人及其聯繫人士(定義見上市規則)於會上放棄表決)批准。

承授人於行使購股權計劃項下之購股權時可認購股份之認購價乃由董事會於授出相關購股權時全權酌情釐定，且於任何情況下均不得低於以下三者之最高者：(a)股份於授出要約日期在聯交所每日報價表所示之收市價；(b)股份於緊接授出要約日期前五個交易日在聯交所每日報價表所示之平均收市價；或(c)股份之面值。

除於二零一四年十二月十五日授出購股權其後於二零一五年一月八日取消外，於本報告日期，本公司自採納日期起概無任何已授出或行使之購股權，而根據購股權計劃可供發行之本公司股份總數為12,339,527,554股，佔本公司已發行股本約8.37%。

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's Bye-Laws, or the laws in Bermuda, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

Sufficiency of Public Float

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Board confirms that the Company has maintained a sufficient public float as required under the Listing Rules throughout the year ended 31 December 2017.

Donations

The Group made charitable or other donation of approximately HK\$7,309,000 during the year ended 31 December 2017.

Auditors

The Company's consolidated financial statements for the year ended 31 December 2015 were audited by Zenith CPA Limited ("Zenith"). PricewaterhouseCoopers was appointed as the auditor of the Company to fill the vacancy following the retirement of Zenith as the auditor of the Company at the annual general meeting of the Company held on 17 June 2016. The Company's consolidated financial statements for the years ended 31 December 2016 and 2017 were audited by PricewaterhouseCoopers. Save for the above, there were no other changes in the Company's auditor in the past three years.

PricewaterhouseCoopers shall retire and, being eligible, offer themselves for re-appointment in the forthcoming annual general meeting of the Company.

On behalf of the Board

Yang Zhihui
Chairman and Executive Director

Hong Kong, 21 February 2018

優先購買權

本公司之章程細則或百慕達法例並無有關優先購買權之規定，致使本公司有責任向其現有股東按比例發售新股份。

足夠公眾持股量

根據本公司可公開獲得之資料及就董事所知，董事會確認本公司於截至二零一七年十二月三十一日止年度一直維持足夠之上市規則規定公眾持股量。

捐款

本集團於截至二零一七年十二月三十一日止年度已作出慈善或其他捐款約7,309,000港元。

核數師

本公司截至二零一五年十二月三十一日止年度之綜合財務報表由誠豐會計師事務所有限公司（「誠豐」）審核。於二零一六年六月十七日舉行之本公司股東週年大會，羅兵咸永道會計師事務所已獲委任為本公司核數師，以填補誠豐退任本公司核數師後產生之空缺。本公司截至二零一六年及二零一七年十二月三十一日止年度之綜合財務報表由羅兵咸永道會計師事務所審核。除上述者外，於過去三年本公司核數師概無其他變動。

羅兵咸永道會計師事務所將於本公司應屆股東週年大會退任並符合資格及願意於會上連任。

代表董事會

主席兼執行董事
仰智慧

香港，二零一八年二月二十一日

Independent Auditor's Report

獨立核數師報告

TO THE SHAREHOLDERS OF LANDING INTERNATIONAL DEVELOPMENT LIMITED

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

OPINION

WHAT WE HAVE AUDITED

The consolidated financial statements of Landing International Development Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 85 to 210, which comprise:

- the consolidated statement of financial position as at 31 December 2017;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

OUR OPINION

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2017, 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.

致藍鼎國際發展有限公司股東

(於開曼群島註冊成立及於百慕達存續之有限公司)

意見

我們已審計之內容

藍鼎國際發展有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)列載於第85至210頁之綜合財務報表，包括：

- 於二零一七年十二月三十一日之綜合財務狀況表；
- 截至該日止年度之綜合收益表；
- 截至該日止年度之綜合全面收益表；
- 截至該日止年度之綜合權益變動表；
- 截至該日止年度之綜合現金流量表；及
- 綜合財務報表附註，包括主要會計政策概要。

我們之意見

我們認為，該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)所頒佈之香港財務報告準則(「**香港財務報告準則**」)真實而中肯地反映 貴集團於二零一七年十二月三十一日之綜合財務狀況以及其截至該日止年度之綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為擬備。

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

INDEPENDENCE

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

Key audit matters identified in our audit are summarised as follows:

- Carrying value of property, plant and equipment of integrated resort development business and gaming business operated in Jeju Shinhwa World
- Impairment assessment on goodwill and other intangible asset of gaming business operated in Hyatt Regency Hotel in Jeju, South Korea
- Provision for impairment of gaming receivables
- Determination and presentation of discontinued operations

意見之基礎

我們已根據香港會計師公會頒佈之香港審計準則(「**香港審計準則**」)進行審計。我們在該等準則下承擔之責任已在本報告「核數師就審計綜合財務報表承擔之責任」一節中作進一步闡述。

我們相信，我們所獲得之審計憑證能充足及適當地為我們之審計意見提供基礎。

獨立性

根據香港會計師公會頒佈之專業會計師道德守則(「**守則**」)，我們獨立於貴集團，並已履行守則中之其他專業道德責任。

關鍵審計事項

關鍵審計事項乃根據我們之專業判斷，認為對審計本期間綜合財務報表而言最為重要之事項。該等事項是在我們審計整體綜合財務報表及出具意見時處理。我們不會對該等事項提供單獨之意見。

我們在審計中識別之關鍵審計事項概述如下：

- 於濟州神話世界內營運之綜合度假區發展業務及博彩業務之物業、廠房及設備之賬面值
- 於南韓濟州凱悅酒店內營運之博彩業務之商譽及其他無形資產減值評估
- 博彩應收款項之減值撥備
- 釐定及呈報已終止業務

KEY AUDIT MATTERS (Continued)

Key Audit Matter 關鍵審計事項

Carrying value of property, plant and equipment of integrated resort development business and gaming business operated in Jeju Shinhwa World

於濟州神話世界內營運之綜合度假區發展業務及博彩業務之物業、廠房及設備之賬面值

Refer to note 4(c) and 14 to the consolidated financial statements
請參閱綜合財務報表附註4(c)及14。

The Group has been developing the integrated resort development business, which include hotels, theme park, and gaming facilities operated in Jeju Shinhwa World (the "Jeju Shinhwa World"). During the year, phase one construction of the Jeju Shinhwa World was completed and the Group has commenced certain hotel and theme park operations in late 2017. As disclosed in note 14 to the consolidated financial statements, the Group incurred capital expenditure of HK\$5,322 million related to the Jeju Shinhwa World during the year. The carrying amount of the property, plant and equipment of the Jeju Shinhwa World amounted to HK\$9,659 million as at 31 December 2017 which included hotels, a theme park and area designated for gaming facilities.

貴集團正發展綜合度假區發展業務，當中包括於濟州神話世界（「**濟州神話世界**」）營運之酒店、主題公園及博彩設施。濟州神話世界第一期建設工程已於年內完成，貴集團已於二零一七年較後時間開始經營若干酒店及主題公園業務。誠如綜合財務報表附註14所披露，年內貴集團就濟州神話世界產生資本開支5,322,000,000港元。於二零一七年十二月三十一日，濟州神話世界物業、廠房及設備之賬面值為9,659,000,000港元，當中包括酒店、主題公園及劃分作博彩設施之區域。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter

我們之審計如何處理關鍵審計事項

Our procedures in relation to the carrying value of property, plant and equipment of the Jeju Shinhwa World included:

我們就濟州神話世界物業、廠房及設備賬面值之程序包括：

- Understanding, evaluating and validating the operating effectiveness of the controls over additions of costs to the Jeju Shinhwa World
了解、評估及確認我們對濟州神話世界額外成本進行監控的營運之有效性
- Performing substantive test of additions during the year on a sample basis by examining relevant documents such as invoices and the qualified surveyors' report to evaluate whether additions have been properly capitalised
於年內抽樣對額外成本進行實質性測試，方法為檢查發票及合資格測量師報告等相等文件以評估額外成本是否已適當資本化
- Evaluating management's policy in determining the date of commencing depreciation
評估管理層有關釐定折舊開始日期之政策
- Evaluating management's estimation of economic useful lives and residual values by considering our knowledge of the business and market practices adopted in the industries
評估管理層對經濟使用年期及剩餘價值之估計，方法為考量我們對業務及業內所採納市場慣例之知識

KEY AUDIT MATTERS (Continued)

Key Audit Matter

關鍵審計事項

There are a number of areas where management judgement impacts the carrying value of property, plant and equipment and the related depreciation profiles. These areas include:

管理層判斷會從以下多個方面影響物業、廠房及設備之賬面值及相關折舊情況：

- determining which costs, including borrowing costs, meet the criteria for capitalisation;
釐定成本(包括借貸成本)是否符合資本化條件；
- determining the date on which construction-in-progress is transferred to property, plant and equipment and depreciation commences;
釐定將在建工程開始轉撥為物業、廠房及設備及折舊開始之日期；
- estimation of economic useful lives and residual values assigned to property, plant and equipment; and
估計物業、廠房及設備之經濟使用年期及剩餘價值；及
- determining if any impairment indicators exists at the year end.
釐定減值指標於年末是否存在。

We focused on this area due to the significance of the carrying amount of the property, plant and equipment of the Jeju Shinhwa World to the consolidated statement of financial position and the high level of judgements required by management in assessing if impairment indicators existed at the date of consolidated statement of financial position.

我們專注於此範疇，原因在於濟洲神話世界物業、廠房及設備之賬面值對綜合財務狀況表攸關重要，加上管理層於綜合財務狀況表日期評估減值指標是否存在時需作出重大判斷。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter

我們之審計如何處理關鍵審計事項

- Understanding and evaluating the Group's procedures regarding the identification of sources of information relevant to impairment indicators
了解及評估 貴集團有關物色減值指標的資料來源之程序
- Assessing the reasonableness of the sources of information used by management in identifying impairment indicators, including likelihood of relocating the gaming license, number of visitors, average hotel room rate and occupancy rate, construction costs and staff costs by comparing these assumptions against relevant market data and industry research
透過將有關假設與相關市場數據及行業研究作比較，評估管理層於物色減值指標時所用的資料來源之合理性，包括搬遷博彩牌照地址之可能性、旅客人數、酒店平均房價及入住率、建設成本及員工成本

We found the carrying amount of the property, plant and equipment of the Jeju Shinhwa World to be supportable by the available evidence.

我們認為，濟洲神話世界物業、廠房及設備之賬面值獲手頭憑證支持。

KEY AUDIT MATTERS (Continued)

Key Audit Matter

關鍵審計事項

Impairment assessment on goodwill and other intangible asset of gaming business operated in Hyatt Regency Hotel in Jeju, South Korea

於南韓濟州凱悅酒店內營運之博彩業務之商譽及其他無形資產減值評估

Refer to notes 4(b), 17 and 18 to the consolidated financial statements
請參閱綜合財務報表附註4(b)、17及18。

As at 31 December 2017, the Group carried goodwill and other intangible asset amounting to HK\$876 million, which were recognised upon the acquisition of the gaming business in Jeju, South Korea. The other intangible asset represents the gaming license, which has an indefinite useful life and is subject to annual impairment review.

於二零一七年十二月三十一日，貴集團商譽及其他無形資產為876,000,000港元，有關款項於收購南韓濟州博彩業務後確認。其他無形資產指博彩牌照，其擁有無限可使用年期且須作出年度減值審閱。

Management engaged an independent valuer to assist in performing an impairment assessment on the goodwill and intangible asset using a value-in-use calculation.

管理層委聘獨立估值師協助就以使用價值計算之商譽及無形資產進行減值評估。

We focused on this area due to the fact that significant management judgements were involved in the underlying assumptions of the impairment assessment, including the revenue growth rate, terminal growth rate and discount rate. These require significant auditor's attention.

我們專注於此範疇，原因在於減值評估之相關假設涉及重大管理層判斷，包括收益增長率、最終增長率及折讓率。此等事宜須核數師加以注意。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter

我們之審計如何處理關鍵審計事項

Our procedures in relation to management's impairment assessment included:

我們就管理層進行減值評估之程序包括：

- Evaluating management's future cash flow forecast and the process by which it was prepared
評估管理層未來現金流量預測及其編製之過程
- Assessing the competency, objectivity and independence of the external valuer used by management
評估管理層所用外部估值師之資格、客觀程度及獨立性
- Involving our internal valuation expert in assessing the methodology and certain key assumptions used in the value-in-use calculation of the gaming business
加入我們之內部估值專家以協助我們評估釐定博彩業務使用價值計算時所用之方法及若干主要假設
- Discussing with the external valuer their work scope, and assessing the appropriateness of the valuation methodology used based on our industry knowledge and market practices
與外部估值師就彼等之工作範疇進行討論，並根據我們之行業知識及市場慣例評估所用之估值方法是否恰當

KEY AUDIT MATTERS (Continued)

Key Audit Matter
關鍵審計事項

關鍵審計事項(續)

How our audit addressed the Key Audit Matter
我們之審計如何處理關鍵審計事項

- Assessing the reasonableness of the key assumptions used by the external valuer and management such as revenue growth rate, terminal growth rate and discount rate by comparing these assumptions against relevant market data and industry research
評估外部估值師及管理層所用之主要假設是否合理，如收益增長率、最終增長率及折讓率，方法為將該等假設與相關市場數據及行業研究進行比較
- Comparing the current year actual results with the prior year forecasted results prepared by management for the gaming business to ascertain the reliability of management's forecast
將本年度實際業績與管理層就博彩業務所編製的上年度預測業績內進行比較，以確定管理層預測之可靠性
- Testing the arithmetical accuracy on the value-in-use calculation of the gaming business
測試博彩業務使用價值計算之算術之精確程度
- Evaluating the procedures performed by management to identify any instances of non-compliance with the applicable rules and regulations relevant to gaming business in South Korea which may have an adverse impact on the Group's operations
評核管理層於識別有關南韓博彩業務之適用規則及規例違規事項時所進行之程序是否對 貴集團業務有不利影響

We found the judgements and assumptions made by management in relation to the value-in-use calculation to be supportable by the available evidence.

我們發現管理層就使用價值計算作出之判斷及假設有可得證據支持。

KEY AUDIT MATTERS (Continued)

Key Audit Matter

關鍵審計事項

Provision for impairment of gaming receivables

博彩應收款項之減值撥備

Refer to notes 4(a) and 26 to the consolidated financial statements
請參閱綜合財務報表附註4(a)及26。

As at 31 December 2017, the Group had gross receivables from gaming customers of approximately HK\$233 million (2016: HK\$1,353 million) and provision for impairment of these receivables of approximately HK\$136 million (2016: HK\$151 million).

於二零一七年十二月三十一日，貴集團應收博彩客戶款項總額約為233,000,000港元(二零一六年：1,353,000,000港元)，而該等應收款項之減值撥備則約為136,000,000港元(二零一六年：151,000,000港元)。

Gaming receivables are assessed on an individual player basis to estimate the future cash flows that will be recovered. Management considers all available information, both prior to and after the year end in assessing the level of impairment provision, such as settlement track record of respective player, gaming receivable ageing, background and financial condition of individual player and cash settlement from individual player subsequent to the year end.

博彩應收款項乃按個別賭客情況評估，以估計日後將收回之現金流量。管理層已於評估減值撥備程度時考慮年結日前後之所有可得資料，例如各賭客之還款往績記錄、博彩應收款項賬齡、個別賭客之背景及財務狀況以及個別賭客於年結後之現金還款情況。

We focused on this area because determining the provision for impairment of gaming receivables involves significant management's judgement.

我們專注於此範疇，原因在於釐定博彩應收款項減值撥備程度涉及重大管理層判斷。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter

我們之審計如何處理關鍵審計事項

Our procedures in relation to the provision for impairment of gaming receivables included:

我們就博彩應收款項之減值撥備之程序包括：

- Understanding and evaluating the Group's credit control procedures regarding the credits granted to gaming customers
了解及評估 貴集團有關授予博彩客戶信貸之信貸監控程序
- Performing testing on ageing report to ascertain the accuracy of classification of receivables by ages
就賬齡報告進行測試以確保應收款項賬齡分級之精確程度
- Comparing track records of play and settlement by each of the individual players
比較每名個別客戶之博彩及結算往績記錄
- Performing inquiry with management on the likelihood of recoverability of the gaming receivables
就博彩應收款項可收回之可能性與管理層進行諮詢
- Testing subsequent settlement of receivables from gaming customers
測試博彩客戶應收款項之其後還款

We found the assumptions made by management in relation to the provision for impairment of gaming receivables to be supportable by available evidence.

我們發現管理層就博彩應收款項減值撥備作出之假設有可得證據支持。

KEY AUDIT MATTERS (Continued)

Key Audit Matter

關鍵審計事項

Determination and presentation of discontinued operations 釐定及呈報已終止業務

Refer to notes 30 and 40 to the consolidated financial statements
請參閱綜合財務報表附註30及40。

The Group has disposed of several investments and operations during the year, including the disposals of the light emitting diode lighting business in the People's Republic of China and gaming business in London at cash considerations of HK\$50 million and HK\$2,500 million, respectively. Management determined and presented the operating results up to the date of disposals and gains on disposals of these two businesses as discontinued operations in the consolidated income statement for the year ended 31 December 2017.

貴集團已於年內出售若干投資及業務，其中包括分別以現金代價50,000,000港元及2,500,000,000港元出售中華人民共和國之發光二極體照明業務及倫敦之博彩業務。管理層已於截至二零一七年十二月三十一日止年度之綜合收益表內將直至出售日期止之經營業績及出售該兩個業務所產生之收益釐定及呈報為已終止業務。

We focused on this area due to the materiality of these disposals and the significance of the discontinued operations to the consolidated financial statements as a whole.

我們專注於此範疇，乃由於有關出售事項十分重要且已終止業務會對綜合財務報表整體造成重大影響。

關鍵審計事項(續)

How our audit addressed the Key Audit Matter

我們之審計如何處理關鍵審計事項

Our procedures in relation to determination and presentation of discontinued operations:

我們就釐定及呈報已終止業務之程序包括：

- Understanding and evaluating management's assessment for the determination and presentation of discontinued operations
了解及評估管理層對釐定及呈報已終止業務之評估
- Assessing the terms and conditions of the sales and purchases agreements and discussing with management with respect to the detail terms of the transactions
評估買賣協議條款及條件並與管理層商討有關交易之詳細條款
- Testing the receipt of disposal considerations and other terms to assess if the transactions has been completed
測試出售代價是否收妥及其他條款以評估有關交易是否完成
- Assessing the appropriateness and completeness of disclosures of the gains on disposals of discontinued operations
評估出售已終止業務所產生收益之披露之適當性及完整性

We found the determination and presentation of discontinued operations to be supportable by the available evidence.

我們發現釐定及呈報已終止業務有可得證據支持。

OTHER INFORMATION

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

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

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

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

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

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

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

The audit committee is responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內所有資料，但不包括綜合財務報表及我們之核數師報告。

我們對綜合財務報表之意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式之鑒證結論。

結合我們對綜合財務報表之審計，我們之責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所了解之情況存在重大抵觸或似乎存在重大錯誤陳述之情況。

基於我們已執行之工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定擬備真實而中肯之綜合財務報表，並對其認為為使綜合財務報表之擬備不存在由於欺詐或錯誤而導致之重大錯誤陳述所需之內部監控負責。

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

審核委員會須負責監督 貴集團之財務報告程序。

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

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

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

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

核數師就審計綜合財務報表承擔之責任

我們之目標，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之重大錯誤陳述取得合理保證，並出具包括我們意見之核數師報告。我們僅按照百慕達一九八一年公司法第90條向閣下(作為整體)報告我們之意見，除此之外本報告別無其他目的。我們不會就本報告內容向任何其他人士負上或承擔任何責任。合理保證是高水平之保證，但不能保證按照香港審計準則進行之審計，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，倘合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出之經濟決定，則有關錯誤陳述可被視作重大。

在根據香港審計準則進行審計過程中，我們運用了專業判斷，保持專業懷疑態度。我們亦：

- 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之風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當之審計憑證，作為我們意見之基礎。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之重大錯誤陳述之風險高於未能發現因錯誤而導致之重大錯誤陳述之風險。
- 了解與審計相關之內部監控，以設計適當審計程序，但目的並非對貴集團內部監控之有效性發表意見。
- 評價董事所採用會計政策之恰當性及作出會計估計和相關披露之合理性。

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

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

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

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

核數師就審計綜合財務報表承擔之責任(續)

- 對董事採用持續經營會計基礎之恰當性作出結論。根據所獲取審計憑證，確定是否存在與事項或情況有關之重大不確定性，從而可能導致對貴集團持續經營能力產生重大疑慮。倘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之相關披露。假若有關披露不足，則我們應當發表非無保留意見。我們之結論是基於核數師報告日止取得之審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表之整體列報方式、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之財務資料獲取充足、適當之審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計之方向、監督和執行。我們為審計意見承擔全部責任。

我們與審核委員會進行溝通，(其中包括)計劃審計範圍、時間安排及重大審計發現，包括我們在審計中識別出內部監控之任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性之相關專業道德規定，並與彼等溝通有可能合理地被認為會影響我們獨立性之所有關係和其他事項以及在適用之情況下，相關防範措施。

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Wong Ka Keung Johnny.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 21 February 2018

核數師就審計綜合財務報表承擔之責任(續)

從與審核委員會溝通之事項中，我們確定哪些事項對本年度綜合財務報表之審計而言最為重要，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露有關事項，或在極端罕見情況下，倘合理預期在我們報告中溝通某事項造成之負面後果超過產生之公眾利益，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之審計項目合夥人為黃家強先生。

羅兵咸永道會計師事務所
執業會計師

香港，二零一八年二月二十一日

Consolidated Income Statement

綜合收益表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

Continuing operations	持續經營業務	Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
Revenue	收益	5	896,250	363,447
Cost of inventories sold	已售存貨成本		(204,583)	–
Other income and other gains, net	其他收入及其他收益淨額	6	85,312	5,353
Gaming duties and other related taxes	博彩稅及其他相關稅項		(24,264)	(17,582)
Commission and allowances to gaming counterparties	博彩業務合作夥伴之佣金及津貼		(56,006)	(108,609)
Amortisation and depreciation	攤銷及折舊		(157,053)	(61,234)
Employee benefit expenses	僱員福利費用	8	(569,167)	(303,689)
Other operating expenses	其他營運費用		(625,758)	(613,326)
Changes in fair values of financial assets at fair value through profit or loss	按公平價值計入損益之財務資產之公平價值變動		172,914	(665,334)
Changes in fair values of investment properties	投資物業之公平價值變動	15	40,305	(45,956)
Share of result of an associate	分佔一家聯營公司之業績	22	(122)	–
Reversal of/(provision for) impairment of trade and other receivables, net	應收貿易款項及其他應收款項減值撥回/(撥備)淨額	26	209,041	(2,184)
Returns on available-for-sale financial asset	可供出售財務資產之回報	20	89,632	–
Finance income, net	財務收入淨額	10	3,589	48,800
Loss before income tax	除所得稅前虧損	7	(139,910)	(1,400,314)
Income tax expenses	所得稅開支	11	(15,778)	(6,590)
Loss for the year from continuing operations	持續經營業務之年度虧損		(155,688)	(1,406,904)
Discontinued operations	已終止業務			
Profit for the year from discontinued operations	已終止業務之年度溢利	30	656,910	85,488
Profit/(loss) for the year	年度溢利/(虧損)		501,222	(1,321,416)
Profit/(loss) attributable to:	應佔溢利/(虧損):			
Owners of the Company	本公司擁有人		505,067	(1,067,455)
Non-controlling interests	非控股權益		(3,845)	(253,961)
			501,222	(1,321,416)
(Loss)/earnings per share from continuing and discontinued operations attributable to owners of the Company	本公司擁有人應佔持續經營及已終止業務之每股(虧損)/盈利			
Basic and diluted:	基本及攤薄:			
From continuing operations	持續經營業務	12	HK(0.16) cents 港仙	HK(5.18) cents 港仙
From continuing and discontinued operations	持續經營及已終止業務	12	HK0.51 cents 港仙	HK(4.80) cents 港仙

The notes on pages 91 to 210 are an integral part of these consolidated financial statements.

第91至210頁之附註為該等綜合財務報表之組成部分。

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
Profit/(loss) for the year	年度溢利／(虧損)	501,222	(1,321,416)
Other comprehensive income/(loss)	其他全面收益／(虧損)		
<i>Items that will not be subsequently reclassified to profit or loss:</i>	<i>其後將不會重新分類至損益之項目：</i>		
Remeasurements of employee benefit obligations	重新計量僱員福利責任	(6,597)	(285)
<i>Items that have been reclassified or may be subsequently reclassified to profit or loss:</i>	<i>已重新分類或其後可能會重新分類至損益之項目：</i>		
Imputed interest on amount due to a shareholder	應付一名股東款項之推算利息	-	193,993
Currency translation differences	貨幣匯兌差額	1,373,586	(450,718)
Revaluation of properties, plant and equipment upon transfer to investment properties, net	於轉撥至投資物業時重估物業、廠房及設備淨額	85,256	-
Change in fair value of available-for-sale financial asset	可供出售財務資產之公平價值變動	89,632	-
Release of reserve upon disposal of available-for-sale financial asset	於出售可供出售財務資產時釋出儲備	(89,632)	-
Realisation of translation reserve upon disposals of subsidiaries	於出售附屬公司時變現匯兌儲備	118,687	25
		1,570,932	(256,985)
Total comprehensive income/(loss) for the year	年度全面收益／(虧損)總額	2,072,154	(1,578,401)
Total comprehensive income/(loss) attributable to:	應佔全面收益／(虧損)總額：		
Owners of the Company	本公司擁有人	2,075,274	(1,279,646)
Non-controlling interests	非控股權益	(3,120)	(298,755)
		2,072,154	(1,578,401)
Total comprehensive income/(loss) for the year attributable to owners of the Company arises from:	本公司擁有人應佔年度全面收益／(虧損)總額來自：		
Continuing operations	持續經營業務	1,179,100	(1,094,105)
Discontinued operations	已終止業務	896,174	(185,541)
		2,075,274	(1,279,646)

The notes on pages 91 to 210 are an integral part of these consolidated financial statements.

第91至210頁之附註為該等綜合財務報表之組成部分。

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2017 於二零一七年十二月三十一日

			2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
	Notes 附註			
ASSETS		資產		
Non-current assets		非流動資產		
Property, plant and equipment	14	物業、廠房及設備	10,198,071	3,437,671
Investment properties	15	投資物業	845,911	239,800
Prepaid land lease payments	16	預付土地租賃款項	–	13,868
Goodwill	17	商譽	5,798	419,045
Intangible assets	18	無形資產	872,498	1,734,441
Prepayments, trade and other receivables	26	預付款項、應收貿易款項及 其他應收款項	477,984	21,037
Deferred income tax assets	35	遞延所得稅資產	–	11,763
Available-for-sale financial asset	20	可供出售財務資產	–	117,000
			12,400,262	5,994,625
Current assets		流動資產		
Inventories	23	存貨	86,164	52,057
Completed properties for sale	24	待售已落成物業	1,267,895	–
Properties under development	25	發展中物業	260,448	2,079,841
Prepayments, trade and other receivables	26	預付款項、應收貿易款項及 其他應收款項	537,573	1,495,283
Amount due from a joint venture	21	應收一家合營企業款項	–	87,116
Amount due from an associate	22	應收一家聯營公司款項	16,708	–
Financial assets at fair value through profit or loss	28	按公平價值計入損益之 財務資產	319,015	859,095
Income tax recoverable		可收回所得稅	2,839	2,715
Cash and cash equivalents	29	現金及現金等價物	4,338,022	6,774,501
			6,828,664	11,350,608
Total assets		資產總值	19,228,926	17,345,233
EQUITY AND LIABILITIES		權益及負債		
Equity attributable to owners of the Company		本公司擁有人應佔權益		
Share capital	36	股本	1,473,953	2,056,588
Reserves	37	儲備	14,682,795	5,896,689
			16,156,748	7,953,277
Non-controlling interests	42	非控股權益	–	1,147,864
Total equity		總權益	16,156,748	9,101,141

Consolidated Statement of Financial Position
綜合財務狀況表

As at 31 December 2017 於二零一七年十二月三十一日

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Trade and other payables	應付貿易款項及其他			
	應付款項	31	46,667	9,402
Bank and other borrowings	銀行及其他借貸	32	1,965,155	195,250
Amount due to a non-controlling interest	應付非控股權益款項	33	-	1,376,959
Amount due to a shareholder	應付一名股東款項	34	-	5,361,193
Deferred income tax liabilities	遞延所得稅負債	35	36,204	181,733
			2,048,026	7,124,537
Current liabilities	流動負債			
Trade and other payables	應付貿易款項及其他			
	應付款項	31	1,001,094	875,506
Bank and other borrowings	銀行及其他借貸	32	19,424	230,609
Income tax payable	應付所得稅		3,634	13,440
			1,024,152	1,119,555
Total liabilities	負債總額		3,072,178	8,244,092
Total equity and liabilities	總權益及負債		19,228,926	17,345,233

The consolidated financial statements on pages 85 to 210 were approved by the Board of Directors on 21 February 2018 and were signed on its behalf.

第85至210頁之綜合財務報表已於二零一八年二月二十一日獲董事會批准並由以下人士代為簽署。

Yang Zhihui
仰智慧

Chairman and Executive Director
主席兼執行董事

Zhou Xueyun
周雪云

Executive Director
執行董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔				Non-controlling interests 非控股權益	Total equity 總權益
		Share capital 股本 (Note 36) (附註36) HK\$'000 千港元	Other reserves 其他儲備 (Note 37) (附註37) HK\$'000 千港元	Accumulated losses 累計虧損 (Note 37) (附註37) HK\$'000 千港元	Total 總計 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1 January 2017	於二零一七年一月一日之結餘	2,056,588	8,418,209	(2,521,520)	7,953,277	1,147,864	9,101,141
Comprehensive income	全面收益						
Profit/(loss) for the year	年度溢利/(虧損)	-	-	505,067	505,067	(3,845)	501,222
Other comprehensive income	其他全面收益						
Remeasurements of employee benefit obligations	重新計量僱員福利責任	-	(6,597)	-	(6,597)	-	(6,597)
Currency translation differences	貨幣匯兌差額	-	1,372,861	-	1,372,861	725	1,373,586
Realisation of translation reserve upon disposals of subsidiaries	於出售附屬公司時變現匯兌儲備	-	118,687	-	118,687	-	118,687
Revaluation of properties, plant and equipment upon transfer to investment properties, net	於轉撥至投資物業時重估物業、廠房及設備淨額	-	85,256	-	85,256	-	85,256
Change in fair value of available-for-sale financial asset	可供出售財務資產之公平價值變動	-	89,632	-	89,632	-	89,632
Release of reserve upon disposal of available-for-sale financial asset	於出售可供出售財務資產時釋出儲備	-	(89,632)	-	(89,632)	-	(89,632)
Share of other comprehensive income of:	分佔其他全面收益：						
Joint venture	合營企業	-	-	-	-	-	-
Associate	聯營公司	-	-	-	-	-	-
Total comprehensive income/(loss) for the year	年度全面收益/(虧損)總額	-	1,570,207	505,067	2,075,274	(3,120)	2,072,154
Transactions with owners in their capacity as owners	以擁有人身分與擁有人之交易						
Disposals of subsidiaries	出售附屬公司	-	(2,552)	-	(2,552)	(17,424)	(19,976)
Change in ownership interests in a subsidiary without a change of control	一家附屬公司擁有權益變動而控制權不變	-	(723,252)	-	(723,252)	(1,127,320)	(1,850,572)
Cancellation of paid-up capital	註銷實收資本	(1,850,929)	1,850,929	-	-	-	-
Issuance of ordinary shares by rights issue	透過供股發行普通股	1,028,294	4,034,958	-	5,063,252	-	5,063,252
Issuance of ordinary shares by placing	透過配售發行普通股	240,000	1,550,749	-	1,790,749	-	1,790,749
		(582,635)	6,710,832	-	6,128,197	(1,144,744)	4,983,453
Balance at 31 December 2017	於二零一七年十二月三十一日之結餘	1,473,953	16,699,248	(2,016,453)	16,156,748	-	16,156,748
Balance at 1 January 2016	於二零一六年一月一日之結餘	2,056,588	8,630,400	(1,454,065)	9,232,923	455,477	9,688,400
Comprehensive income	全面收益						
Loss for the year	年度虧損	-	-	(1,067,455)	(1,067,455)	(253,961)	(1,321,416)
Other comprehensive loss	其他全面虧損						
Remeasurements of employee benefit obligations	重新計量僱員福利責任	-	(285)	-	(285)	-	(285)
Imputed interest on amount due to a shareholder	應付一名股東款項之推算利息	-	193,993	-	193,993	-	193,993
Currency translation differences	貨幣匯兌差額	-	(405,924)	-	(405,924)	(44,794)	(450,718)
Realisation of translation reserve upon disposal of subsidiaries	於出售附屬公司時變現匯兌儲備	-	25	-	25	-	25
Share of other comprehensive loss of:	分佔其他全面虧損：						
Joint venture	合營企業	-	-	-	-	-	-
Associate	聯營公司	-	-	-	-	-	-
Total comprehensive loss for the year	年度全面虧損總額	-	(212,191)	(1,067,455)	(1,279,646)	(298,755)	(1,578,401)
Transactions with owners in their capacity as owners	以擁有人身分與擁有人之交易						
Capital contribution from a non-controlling shareholder	來自一名非控股股東注資	-	-	-	-	991,142	991,142
Balance at 31 December 2016	於二零一六年十二月三十一日之結餘	2,056,588	8,418,209	(2,521,520)	7,953,277	1,147,864	9,101,141

The notes on pages 91 to 210 are an integral part of these consolidated financial statements.

第91至210頁之附註為該等綜合財務報表之組成部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2017 截至二零一七年十二月三十一日止年度

		Notes 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量			
Cash used in operations	經營所用現金	41	(289,085)	(2,006,344)
Interest received	已收利息		3,615	49,514
Interest paid	已付利息		(57,797)	(67,461)
Income tax (paid)/refunded	(已付)/退回所得稅		(23,912)	14,229
Net cash used in operating activities	經營業務所用現金淨額		(367,179)	(2,010,062)
Cash flows from investing activities	投資活動之現金流量			
Purchase of financial assets at fair value through profit or loss	購買按公平價值計入損益之財務資產		-	(222,869)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平價值計入損益之財務資產所得款項		577,121	274,324
Contribution on available-for-sale financial asset	對可供出售財務資產之供款	20	(858,000)	(117,000)
Returns on available-for-sale financial asset	可供出售財務資產之回報	20	1,064,632	-
Dividend received	已收股息		1,663	2,265
Advance to a joint venture	向一家合營企業墊款		-	(87,116)
Advance to an associate	向一家聯營公司墊款		(15,780)	-
Purchase of investment properties	購買投資物業		(6,000)	(230,756)
Purchase of property, plant and equipment	購買物業、廠房及設備		(5,245,769)	(1,360,895)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		7,869	2,149
Acquisition of subsidiaries	收購附屬公司	38	-	(1,495,868)
Proceeds from disposals of subsidiaries	出售附屬公司所得款項	40	2,318,755	168
Net cash used in investing activities	投資活動所用現金淨額		(2,155,509)	(3,235,598)
Cash flows from financing activities	融資活動之現金流量			
Proceeds from issuance of ordinary shares by rights issue	透過供股發行普通股所得款項	36	5,063,252	-
Proceeds from issuance of ordinary shares by placing	透過配售發行普通股所得款項	36	1,790,749	-
Acquisition of subsidiaries	收購附屬公司	39	(3,206,434)	-
Capital injection from a non-controlling interest	非控股權益注資		-	991,142
(Decrease)/increase in amount due to a shareholder	應付一名股東款項(減少)/增加		(5,285,634)	5,536,635
New bank and other borrowings	新造銀行及其他借貸		2,321,347	3,017,212
Repayment of bank and other borrowings	償還銀行及其他借貸		(782,715)	(2,669,545)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額		(99,435)	6,875,444
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(2,622,123)	1,629,784
Cash and cash equivalents at beginning of the year	於年初之現金及現金等價物		6,774,501	5,191,990
Currency translation difference	貨幣匯兌差額		185,644	(47,273)
Cash and cash equivalents at end of the year	於年終之現金及現金等價物	29	4,338,022	6,774,501

The notes on pages 91 to 210 are an integral part of these consolidated financial statements.

第91至210頁之附註為該等綜合財務報表之組成部分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 General information

Landing International Development Limited (the “**Company**”) and its subsidiaries (together refer to the “**Group**”), are principally engaged in development and operation of the integrated leisure and entertainment resort (the “**Integrated Resort Development**”); gaming and entertainment facilities (the “**Gaming Business**”); and property development (the “**Property Development**”).

The Company is a limited liability company incorporated in the Cayman Islands and continued in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited. The address of registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda, and the principal place of business of the Company is located at Suites 5801–04, 58th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong. The holding company and the ultimate holding company of the Company is Landing International Limited (“**LIL**”), which was incorporated in the British Virgin Islands.

As at the date of this report, phase one construction of Jeju Shinhwa World in Korea has been completed. Shinhwa Theme Park started operating on 30 September 2017. Hotel facilities operating under the international hospitality brands of Somerset and Marriott and the Group’s own Landing brand were opened in 2017.

The Group disposed the Gaming Business in the United Kingdom (the “**UK**”) and the business of design, manufacturing and sales of the light emitting diode (“**LED**”) and semiconductor lighting related products (the “**Lighting Business**”) in the People’s Republic of China (the “**PRC**”) during 2017, which related results were presented as discontinued operations.

Further, on 21 February 2018, the Group obtained conditional approval to relocate its Landing Casino in Jeju, South Korea currently located in Hyatt Regency Hotel to Jeju Shinhwa World (the “**Relocation**”).

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (“**HK\$’000**”), unless otherwise stated.

1 一般資料

藍鼎國際發展有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)主要從事發展及經營綜合休閒及娛樂度假村(「**綜合度假區發展**」); 博彩及娛樂設施(「**博彩業務**」); 及物業發展(「**物業發展**」)。

本公司為於開曼群島註冊成立及於百慕達存續之有限公司，其股份於香港聯合交易所有限公司上市。本公司之註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而本公司之主要營業地點位於香港中環金融街8號國際金融中心二期58樓5801–04室。本公司之控股公司及最終控股公司為藍鼎國際有限公司(「**藍鼎國際**」)，該公司於英屬處女群島註冊成立。

於本報告日期，位於韓國之濟州神話世界第一期建築項目已經竣工。神話主題公園已於二零一七年九月三十日開業。酒店設施以國際酒店品牌盛捷及萬豪以及本集團之自有品牌藍鼎營運，有關酒店設施已於二零一七年開業。

於二零一七年，本集團已出售英國(「**英國**」)博彩業務，以及於中華人民共和國(「**中國**」)設計及產銷發光二極體(「**LED**」)及半導體照明相關產品之業務(「**照明業務**」)，相關業績呈列為已終止業務。

此外，於二零一八年二月二十一日，本集團已取得有條件批准，以將其目前位於濟州凱悅酒店之南韓濟州藍鼎娛樂場搬遷至濟州神話世界(「**搬遷**」)。

除另有說明外，該等綜合財務報表以千港元(「**千港元**」)呈列。

2 Summary of significant accounting policies

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

2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”). The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets at fair value through profit or loss and investment properties, which are carried at fair values.

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

2.1.1 Changes in Accounting Policies and Disclosures

(a) New and amended standards adopted by the Group

The following amendments to standards have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2017:

- Annual improvements to HKFRSs 2014 – 2016 cycle;
- Disclosure initiative — Amendments to HKAS 7; and
- Recognition of deferred tax assets for unrealised losses — Amendments to HKAS 12

2 主要會計政策概要

編製該等綜合財務報表採用之主要會計政策載於下文。除另有說明外，該等政策在所呈報所有年度內已貫徹應用。

2.1 編製基準

該等綜合財務報表乃根據所有適用香港財務報告準則（「香港財務報告準則」）編製。綜合財務報表已按照歷史成本法編製，並就可供出售財務資產、按公平價值計入損益之財務資產及投資物業之重估（均按公平價值列賬）而作出修訂。

編製該等符合香港財務報告準則之綜合財務報表需要使用若干關鍵會計估算，亦需要管理層在應用本集團之會計政策過程中運用其判斷。涉及較高程度判斷或複雜性之範疇或假設及估計對綜合財務報表而言屬重大之範疇於附註4披露。

2.1.1 會計政策變動及披露

(a) 本集團採納之新訂及經修訂準則

本集團已於二零一七年一月一日或之後開始之財政年度首次採納以下準則之修訂：

- 二零一四年至二零一六年週期之香港財務報告準則年度改進；
- 披露計劃 — 香港會計準則第7號之修訂；及
- 就未變現虧損確認遞延稅項資產 — 香港會計準則第12號之修訂

2 Summary of significant accounting policies (Continued)

2.1 BASIS OF PREPARATION (Continued)

2.1.1 Changes in Accounting Policies and Disclosures (Continued)

(a) New and amended standards adopted by the Group (Continued)

The adoption of these amendments did not have any impact on the current year or any prior year and is not likely to affect future years.

(b) New standards and interpretations not yet adopted

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2017 and have not been early adopted by the Group in preparing these consolidated financial statements. None of these new standards and amendments to standards and interpretations is expected to have a significant effect on the consolidated financial statements of the Group, except those set out below:

(i) HKFRS 9, "Financial instruments"

The new standard addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

(a) 本集團採納之新訂及經修訂準則(續)

採納此等修訂並無對本年度或任何過往年度構成任何影響，亦不太可能影響未來年度。

(b) 尚未採納之新訂準則及詮釋

多項新訂準則以及準則及詮釋之修訂於二零一七年一月一日之後開始之年度期間生效，而本集團於編製該等綜合財務報表時並無提早採納。預期該等新訂準則以及準則及詮釋之修訂不會對本集團綜合財務報表產生重大影響，惟下文所載列者除外：

(i) 香港財務報告準則第9號「財務工具」

此項新準則闡述財務資產及財務負債之分類、計量及終止確認，為對沖會計法引進新規則，並為財務資產引進全新減值模式。

2 Summary of significant accounting policies (Continued)

2.1 BASIS OF PREPARATION (Continued)

2.1.1 Changes in Accounting Policies and Disclosures (Continued)

(b) New standards and interpretations not yet adopted (Continued)

(i) HKFRS 9, "Financial instruments" (Continued)

The Group has reviewed its financial assets and liabilities and is expecting the following impact from the adoption of the new standard on 1 January 2018:

The financial assets held by the Group include equity investments currently measured at fair value through profit or loss which would likely continue to be measured on the same basis under HKFRS 9.

There will be no impact on the Group's accounting for financial liabilities, as the new requirements only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities. The derecognition rules have been transferred from HKAS 39 Financial Instruments: Recognition and Measurement and have not been changed.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

(b) 尚未採納之新訂準則及詮釋(續)

(i) 香港財務報告準則第9號「財務工具」(續)

本集團已審閱其財務資產及負債，並預期於二零一八年一月一日採納新準則將造成以下影響：

本集團持有之財務資產包括現時按公平價值計入損益所計量之股權投資，其可能會繼續根據香港財務報告準則第9號以相同基準計量。

本集團財務負債之會計處理將不受影響，原因為新規定只影響指定為按公平價值計入損益之財務負債之會計處理，而本集團並無任何此等負債。終止確認之規則轉移自香港會計準則第39號財務工具：確認及計量，且並無任何變動。

2 Summary of significant accounting policies (Continued)

2.1 BASIS OF PREPARATION (Continued)

2.1.1 Changes in Accounting Policies and Disclosures (Continued)

(b) New standards and interpretations not yet adopted (Continued)

(i) HKFRS 9, "Financial instruments" (Continued)

The new impairment model requires the recognition of impairment provisions based on expected credit losses ("ECL") rather than only incurred credit losses as is the case under HKAS 39. It applies to financial assets classified at amortised cost, debt instruments measured at fair value through other comprehensive income, contract assets under HKFRS 15 "Revenue from Contracts with Customers", lease receivables, loan commitments and certain financial guarantee contracts. Based on the assessments undertaken to date, by considering the recent track record of play, credit history and subsequent settlement by the individual player, the Group does not expect material change to the impairment provision for the gaming receivables.

The Group has assessed that its financial assets currently measured at amortised cost or fair value through profit or loss will continue with their respective classification and measurements upon the adoption of HKFRS 9.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

(b) 尚未採納之新訂準則及詮釋(續)

(i) 香港財務報告準則第9號「財務工具」(續)

新減值模式須根據預期信貸虧損(「**預期信貸虧損**」)確認減值撥備，而非香港會計準則第39號所規定僅根據已產生信貸虧損確認減值撥備。其適用於按攤銷成本分類之財務資產、按公平價值計入其他全面收益之債務工具、香港財務報告準則第15號「客戶合約收益」項下合約資產、租賃應收款項、貸款承擔及若干財務擔保合約。根據迄今為止所進行之評估，考慮到個別賭客之近期博彩記錄、信貸記錄及其後還款情況，本集團預期博彩應收款項減值撥備不會出現重大變動。

本集團已評估其目前按攤銷成本及按公平價值計入損益計量之財務資產將於採納香港財務報告準則第9號後繼續沿用其各自之分類及計量。

2 Summary of significant accounting policies (Continued)

2.1 BASIS OF PREPARATION (Continued)

2.1.1 Changes in Accounting Policies and Disclosures (Continued)

- (b) New standards and interpretations not yet adopted (Continued)
- (i) HKFRS 9, “Financial instruments” (Continued)

The new standard also introduces expanded disclosure requirements and changes in presentation. These are expected to change the nature and extent of the Group’s disclosures about its financial instruments particularly in the year of the adoption of the new standard.

Date of adoption by Group

HKFRS 9 must be applied for financial years commencing on or after 1 January 2018. The Group will apply the new rules retrospectively from 1 January 2018, with the practical expedients permitted under the standard. Comparative figures for 2017 will not be restated.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

- (b) 尚未採納之新訂準則及詮釋(續)
- (i) 香港財務報告準則第9號「財務工具」(續)

新準則亦引入已擴大之披露規定及呈列變動，預期會改變本集團披露其財務工具之性質及範圍，特別是新準則採納年度。

本集團採納日期

香港財務報告準則第9號必須應用於二零一八年一月一日或之後開始之財政年度。本集團將自二零一八年一月一日起追溯應用新規則，並採納該準則允許之可行權宜方法。二零一七年之比較數字將不會重列。

2 Summary of significant accounting policies (Continued)

2.1 BASIS OF PREPARATION (Continued)

2.1.1 Changes in Accounting Policies and Disclosures (Continued)

(b) New standards and interpretations not yet adopted (Continued)

- (ii) HKFRS 15, "Revenue from contracts with customers"

The Hong Kong Institute of Certified Public Accountants has issued a new standard for the recognition of revenue. This will replace HKAS 18 which covers contracts for goods and services and HKAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The standard permits either a full retrospective or a modified retrospective approach for the adoption.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

(b) 尚未採納之新訂準則及詮釋(續)

- (ii) 香港財務報告準則第15號「客戶合約收益」

香港會計師公會已頒佈一項有關確認收益之新準則。此將取代涵蓋商品及服務合約之香港會計準則第18號以及涵蓋建築合約之香港會計準則第11號。新準則是基於商品或服務之控制權轉移到客戶時確認收益之原則。新準則准許選擇具全面追溯力之方式或逐漸具追溯力之方式採納該準則。

2 Summary of significant accounting policies (Continued)

2.1 BASIS OF PREPARATION (Continued)

2.1.1 Changes in Accounting Policies and Disclosures (Continued)

(b) New standards and interpretations not yet adopted (Continued)

- (ii) HKFRS 15, "Revenue from contracts with customers" (Continued)

Management has assessed the effects of applying the new standard on the Group's consolidated financial statements and has identified the following areas that are likely to be affected:

- Revenue from services — the application of HKFRS 15 may result in the identification of separate performance obligations which could affect the timing of the recognition of revenue. The Group recognises revenue when (or as) a performance obligation is satisfied, that is, when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Based on the assessments undertaken to date, by considering the recent contract terms and applicable laws, the Group does not expect that the adoption of HKFRS 15 will have a material impact to the timing of the recognition of revenue based on the current business model of the Group as at 31 December 2017.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

(b) 尚未採納之新訂準則及詮釋(續)

- (ii) 香港財務報告準則第15號「客戶合約收益」(續)

管理層已評估採用新準則對本集團綜合財務報表之影響，並已識別下列該等可能受影響之領域：

- 服務收益 — 應用香港財務報告準則第15號可能導致識別獨立履約責任，其可影響確認收益之時間。本集團於(或隨著)完成履約責任，亦即與特定履約責任相關之商品或服務之「控制權」轉移予客戶時確認收益。根據迄今為止所進行之評估，考慮到近期合約條款及適用法律，按照本集團於二零一七年十二月三十一日之現有業務模式，本集團預期採納香港財務報告準則第15號將不會對確認收益之時間造成重大影響。

2 Summary of significant accounting policies (Continued)

2.1 BASIS OF PREPARATION (Continued)

2.1.1 Changes in Accounting Policies and Disclosures (Continued)

(b) New standards and interpretations not yet adopted (Continued)

(ii) HKFRS 15, "Revenue from contracts with customers" (Continued)

- Revenue from sales of completed properties held for sale are recognised when (or as) the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may be transferred over time or at a point in time. Based on the assessments undertaken to date, by considering the recent contract terms and applicable laws, the Group does not expect that the adoption of HKFRS 15 will have a material impact as the control of the property is transferred at a point in time, revenue is recognised when the customer obtains the physical possession or the legal title of the completed property and the Group has present right to payment and the collection of the consideration is probable.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

(b) 尚未採納之新訂準則及詮釋(續)

(ii) 香港財務報告準則第15號「客戶合約收益」(續)

- 銷售待售已落成物業之收益於(或隨著)資產控制權轉移予客戶時確認。視乎合約條款及適用於合約之法律，資產控制權可能隨著時間或於某一時刻轉移。根據迄今為止所進行之評估，考慮到近期合約條款及適用法律，本集團預期採納香港財務報告準則第15號將不會造成重大影響，原因為物業控制權於某一時刻轉移，收益於客戶取得已落成物業之實際管有權或法定所有權時確認，而本集團現有付款權利，亦有可能收回代價。

2 Summary of significant accounting policies (Continued)

2.1 BASIS OF PREPARATION (Continued)

2.1.1 Changes in Accounting Policies and Disclosures (Continued)

(b) New standards and interpretations not yet adopted (Continued)

(ii) HKFRS 15, "Revenue from contracts with customers" (Continued)

- Accounting for certain costs incurred in fulfilling a contract — certain costs which are currently expensed may need to be recognised as an asset under HKFRS 15. The Group has assessed that these costs are not likely to be significant to the contract.

At this stage, the Group has commenced an assessment of the impact of other new and amended standards and interpretations to existing standards and does not expect a significant impact on its results of operations and financial position.

Date of adoption by Group

HKFRS 15 is mandatory for financial years commencing on or after 1 January 2018. At this stage, the Group intends to adopt the standard using the modified retrospective approach which means that the cumulative impact of the adoption, if any, will be recognised in retained earnings as of 1 January 2018 and that comparatives will not be restated.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

(b) 尚未採納之新訂準則及詮釋(續)

(ii) 香港財務報告準則第15號「客戶合約收益」(續)

- 履行合約所產生若干成本之會計法 — 目前支銷之若干成本可能須根據香港財務報告準則第15號確認為資產。本集團已評估此等成本對合約而言不大可能屬重大。

本集團現階段已開始評估其他新訂及經修訂準則以及詮釋對現有準則之影響，並預期不會對其經營業績及財務狀況造成重大影響。

本集團採納日期

香港財務報告準則第15號於二零一八年一月一日或之後開始之財政年度強制生效。本集團現階段擬採用逐漸具追溯力之方式採納該準則，意味著採納之累計影響(如有)將於二零一八年一月一日之保留盈利確認，而比較數字將不會重列。

2 Summary of significant accounting policies (Continued)

2.1 BASIS OF PREPARATION (Continued)

2.1.1 Changes in Accounting Policies and Disclosures (Continued)

(b) New standards and interpretations not yet adopted (Continued)

(iii) HKFRS 16, "Leases"

HKFRS 16 will result in almost all leases being recognised on the consolidated statement of financial position, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

The standard will affect primarily the accounting for the Group's operating leases. As at the reporting date, the Group has non-cancellable operating lease commitments of HK\$25,091,000 (Note 43). However, the Group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for future payments and how this will affect the Group's profit and classification of cash flows.

Some of the commitments may be covered by the exception for short-term and low value leases and some commitments may relate to arrangements that will not qualify as leases under HKFRS 16.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

(b) 尚未採納之新訂準則及詮釋(續)

(iii) 香港財務報告準則第16號「租賃」

香港財務報告準則第16號將導致絕大部分租賃於綜合財務狀況表確認，原因為經營租賃與融資租賃之劃分已被刪除。根據新準則，資產(租賃項目之使用權)及支付租金之財務負債均獲確認。唯一例外情況為短期低價值之租賃。

對於出租人之會計處理將不會出現重大變動。

此準則將主要影響本集團經營租賃之會計處理。於本報告日期，本集團有25,091,000港元之不可撤銷經營租賃承擔(附註43)。然而，本集團尚未釐定此等承擔將會導致確認資產與就未來付款之負債程度，以及對於本集團溢利及現金流量分類之影響。

部分承擔可能涉及短期低價值租賃之例外情況，而部分承擔則可能與不符合資格作為香港財務報告準則第16號所指租賃之安排有關。

2 Summary of significant accounting policies (Continued)

2.1 BASIS OF PREPARATION (Continued)

2.1.1 Changes in Accounting Policies and Disclosures (Continued)

(b) New standards and interpretations not yet adopted (Continued)

- (iii) HKFRS 16, "Leases" (Continued)

Date of adoption by Group

The new standard is mandatory for financial years commencing on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption.

Other than mentioned above, there are no other HKFRSs or HK(IFRIC) interpretations that are not yet effective that would be expected to have a material impact on the Group.

The Group is assessing the full impact of the new standards, new interpretations and amendments to standards and interpretations. According to the preliminary assessment, other than the assessment results of HKFRS 9, 15 and 16 stated above, none of these is expected to have a significant effect on the consolidated financial statements of the Group.

2 主要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策變動及披露(續)

(b) 尚未採納之新訂準則及詮釋(續)

- (iii) 香港財務報告準則第16號「租賃」(續)

本集團採納日期

新準則將於二零一九年一月一日或之後開始之財政年度強制生效。本集團現階段不擬於生效日期前採納此準則。本集團擬應用簡化過渡法，並將不會於首次採納前重列年度比較數字。

除上文所述者外，並無其他香港財務報告準則或香港(國際財務報告詮釋委員會)詮釋尚未生效而預期將對本集團產生重大影響。

本集團現正在評估新準則、新詮釋以及對準則及詮釋之修訂之全面影響。根據初步評估，除上述有關香港財務報告準則第9號、第15號及第16號之評估結果外，該等準則預期不會對本集團綜合財務報表有重大影響。

2 Summary of significant accounting policies (Continued)

2.2 PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING

2.2.1 Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group (Note 2.3).

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, statement of comprehensive income, statement of changes in equity and statement of financial position, respectively.

2.2.2 Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (Note 2.2.4), after initially being recognised at cost.

2 主要會計政策概要(續)

2.2 綜合賬目及權益會計處理之原則

2.2.1 附屬公司

附屬公司指本集團控制之所有實體(包括結構性實體)。當本集團能夠透過其參與實體而承擔或享有可變回報之風險或權利，並能夠使用其權力指示實體業務而影響此等回報，即代表本集團控制該實體。附屬公司於控制權轉移予本集團當日起全面綜合入賬，並於控制權終止當日終止綜合入賬。

本集團採用收購會計法入賬業務合併(附註2.3)。

公司間交易、結餘及本集團旗下公司之間進行交易之未變現收益予以對銷。未變現虧損亦予以對銷，除非交易提供所轉讓資產減值之證據。如有需要，附屬公司之會計政策已作出變動，以確保與本集團所採納政策貫徹一致。

附屬公司業績及權益之非控股權益分別於綜合收益表、全面收益表、權益變動表及財務狀況表獨立呈列。

2.2.2 聯營公司

聯營公司為本集團對其有重大影響力而無控制權或共同控制權之所有實體，一般情況為本集團持有介乎20%至50%表決權。於聯營公司之投資初步按成本確認後，以權益會計法入賬(附註2.2.4)。

2 Summary of significant accounting policies (Continued)

2.2 PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING (Continued)

2.2.3 Joint arrangements

Under HKFRS 11 “Joint Arrangements” investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures.

Interests in joint ventures are accounted for using the equity method (Note 2.2.4), after initially being recognised at cost in the consolidated statement of financial position.

2.2.4 Equity accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group’s share of the post-acquisition profits or losses of the investee in profit or loss, and the Group’s share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group’s share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

2 主要會計政策概要(續)

2.2 綜合賬目及權益會計處理之原則(續)

2.2.3 聯合安排

根據香港財務報告準則第11號「聯合安排」，於聯合安排之投資分類為聯合經營或合營企業。分類視乎各投資者之合約權利及責任而定，而非聯合安排之法律結構。本集團已評估其聯合安排之性質，並將其釐定為合營企業。

於合營企業之權益初步按成本確認後，在綜合財務狀況表採用權益法入賬(附註2.2.4)。

2.2.4 權益會計處理

根據權益會計法，投資初步按成本確認，其後經調整以於損益確認本集團分佔投資對象之收購後損益，並於其他全面收益確認本集團分佔投資對象之其他全面收益變動。已收或應收聯營公司及合營企業之股息確認為投資賬面值調減。

當本集團分佔權益入賬投資之虧損相等於或超過其於該實體之權益(包括任何其他無抵押應收款項)，則本集團不會確認進一步虧損，除非本集團已代其他實體承擔責任或作出付款。

2 Summary of significant accounting policies (Continued)

2.2 PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING (Continued)

2.2.4 Equity accounting (Continued)

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

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.10.

2.2.5 Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the Group.

2 主要會計政策概要(續)

2.2 綜合賬目及權益會計處理之原則(續)

2.2.4 權益會計處理(續)

本集團與其聯營公司及合營企業進行交易之未變現收益以本集團於該等實體之權益為限對銷。未變現虧損亦予以對銷，除非交易提供所轉讓資產減值之證據。如有需要，權益入賬投資對象之會計政策已作出變動，以確保與本集團所採納政策貫徹一致。

權益入賬投資賬面值根據附註 2.10 所述政策進行減值測試。

2.2.5 擁有權權益變動

本集團將不會導致失去控制權之非控股權益交易視為與本集團權益擁有人進行之交易。擁有權權益變動導致控股與非控股權益賬面值之間作出調整，以反映其於附屬公司之相關權益。非控股權益調整金額與已付或已收任何代價之間之任何差額於本集團擁有人應佔權益確認為獨立儲備。

2 Summary of significant accounting policies (Continued)

2.2 PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING (Continued)

2.2.5 Changes in ownership interests (Continued)

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS.

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

2 主要會計政策概要(續)

2.2 綜合賬目及權益會計處理之原則(續)

2.2.5 擁有權權益變動(續)

當本集團因失去控制權、共同控制權或重大影響力而終止將投資綜合入賬或進行權益會計處理，實體之任何保留權益按公平價值重新計量，並於損益確認賬面值變動。此項公平價值成為其後對保留權益作為聯營公司、合營企業或財務資產進行會計處理之初步賬面值。此外，先前就該實體於其他全面收益確認之任何金額，按猶如本集團已直接出售有關資產或負債之情況入賬。換言之，根據適用香港財務報告準則指定／准許之情況，先前於其他全面收益確認之金額重新分類至損益，或轉撥至權益另一類別。

倘於合營企業或聯營公司之擁有權權益有所調減但保留共同控制權或重大影響力。則僅有按比例分佔先前於其他全面收益確認之金額重新分類至損益(如適用)。

2 Summary of significant accounting policies (Continued)

2.3 BUSINESS COMBINATIONS

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in consolidated income statement as a bargain purchase.

2 主要會計政策概要(續)

2.3 業務合併

收購會計法用於將所有業務合併入賬，而不論有否收購權益工具或其他資產。收購附屬公司所轉讓代價包括：

- 所轉讓資產之公平價值
- 所收購業務前擁有人產生之負債
- 本集團發行之股權
- 或然代價安排產生之任何資產或負債之公平價值，及
- 於附屬公司之任何早已存在股權之公平價值。

除有限例外情況外，業務合併所收購之可識別資產以及所承擔之負債及或然負債，初步按收購日期之公平價值計量。本集團根據個別收購基準，按公平價值或按比例分佔所收購實體可識別資產淨值之非控股權益，確認所收購實體之任何非控股權益。

收購相關成本於產生時支銷。

以下各項

- 所轉讓代價，
- 所收購實體之任何非控股權益金額，及
- 所收購實體之任何先前股權於收購日期之公平價值

超過所收購可識別資產淨值公平價值之數額獲確認為商譽。倘該等金額少於所收購業務可識別資產淨值公平價值，則差額直接於綜合收益表確認為議價收購。

2 Summary of significant accounting policies (Continued)

2.3 BUSINESS COMBINATIONS (Continued)

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in consolidated income statement.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in consolidated income statement.

2.4 SEPARATE FINANCIAL STATEMENTS

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

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

2.5 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

2 主要會計政策概要(續)

2.3 業務合併(續)

或然代價分類為權益或財務負債。分類為財務負債之金額其後按公平價值重新計量，並於綜合收益表確認公平價值變動。

倘業務合併分階段進行，則收購方先前於收購對象所持股權於收購日期之賬面值按收購日期之公平價值重新計量。重新計量產生之任何盈虧於綜合收益表確認。

2.4 獨立財務報表

於附屬公司之投資按成本減減值入賬。成本包括投資之直接應佔成本。附屬公司業績按本公司已收及應收股息入賬。

倘自該等投資收取之股息超過附屬公司於股息宣派期間之全面收益總額，或倘獨立財務報表所示投資之賬面值超過綜合財務報表所示投資對象資產淨值(包括商譽)之賬面值，則須對於附屬公司之投資進行減值測試。

2.5 分部報告

經營分部按照向主要營運決策者提供之內部報告貫徹一致之方式報告。作出策略決定之執行董事被視為主要營運決策者，負責分配資源及評估經營分部之表現。

2 Summary of significant accounting policies (Continued)

2.6 FOREIGN CURRENCY TRANSLATION

(a) Functional and presentation currency

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

(b) Transactions and balances

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

Foreign exchange gains and losses that relate to borrowings are presented in the consolidated income statement within "Finance income, net". All other foreign exchange gains and losses are presented in consolidated income statement within "Other income and other gains, net".

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as available-for-sale financial assets are recognised in other comprehensive income.

2 主要會計政策概要(續)

2.6 外幣換算

(a) 功能及呈列貨幣

本集團旗下各實體之財務報表所載項目均採用有關實體經營所在主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以港元(「港元」)呈列，港元亦為本公司之功能貨幣及本集團之呈列貨幣。

(b) 交易及結餘

外幣交易按交易或估值(倘項目獲重新計量)當日適用之匯率換算為功能貨幣。因該等交易結算以及按年終匯率換算以外幣計值之貨幣資產與負債而產生之外匯收益及虧損，均在綜合收益表確認，惟於其他全面收益遞延作為合資格現金流量對沖及合資格投資淨額對沖則除外。

外匯收益及虧損與借貸有關，列入綜合收益表「財務收入淨額」。所有其他外匯收益及虧損列入綜合收益表「其他收入及其他收益淨額」。

以外幣計值按公平價值計量之非貨幣項目採用釐定公平價值當日之匯率換算。按公平價值列賬之資產及負債之匯兌差額呈報為公平價值收益或虧損其中一部分。舉例而言，非貨幣資產及負債(例如透過按公平價值計入損益之所持權益)之匯兌差額於損益確認為公平價值收益或虧損其中一部分，而非貨幣資產(例如分類為可供出售財務資產之權益)之匯兌差額則於其他全面收益確認。

2 Summary of significant accounting policies (Continued)

2.6 FOREIGN CURRENCY TRANSLATION (Continued)

(c) Group companies

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

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

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

(d) Disposal of foreign operation

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

2 主要會計政策概要(續)

2.6 外幣換算(續)

(c) 集團公司

倘所有集團實體(概無採用高通脹經濟體系之貨幣)之功能貨幣有別於呈列貨幣,其業績及財務狀況須按如下方式換算為呈列貨幣:

- (i) 各財務狀況表所列資產及負債按該財務狀況表日期之收市匯率換算;
- (ii) 各收益表所列收入及開支按平均匯率換算,除非此平均匯率並非交易日期適用匯率之累計影響合理約數,在此情況下,收入及開支則按交易日期之匯率換算;及
- (iii) 所有因此而產生之匯兌差額均於其他全面收益確認。

因收購境外實體而產生之商譽及公平價值調整均視作為境外實體之資產及負債處理,並按收市匯率換算。所產生外幣換算差額於其他全面收益確認。

(d) 出售海外業務

出售海外業務時(即出售本集團於海外業務之全部權益,或出售涉及失去對擁有海外業務之附屬公司之控制權,出售涉及失去對擁有海外業務之合營企業共同之控制權,或出售涉及失去對擁有海外業務之聯營公司之重大影響力),本公司擁有人應佔有關該業務之所有累計於權益的匯兌差額,則重新分類至損益。

2 Summary of significant accounting policies (Continued)

2.7 INVESTMENT PROPERTIES

Investment properties, principally comprising residential properties and commercial properties, are held for long-term rental yields and that are not occupied by the Group. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. Subsequently, they are carried at fair value. Changes in fair values are presented in consolidated income statement as changes in fair value of investment properties.

2.8 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, other than construction in progress, are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation is calculated on the straight-line method to allocate their cost net of their residual values over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term as follows:

Freehold land	Not depreciated
Buildings	Over the shorter of the lease terms or 50 years
Leasehold improvements	4.5% to 20%
Furniture, fixtures and office equipment	18% to 20%
Motor vehicles	10% to 25%
Aircraft	5%
Plant, machinery and equipment	4% to 18%
Gaming equipment and accessories	20%
Structure and other facilities	2% to 33%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate at the end of each reporting period.

2 主要會計政策概要(續)

2.7 投資物業

投資物業主要包括住宅物業及商業物業，乃持作賺取長期租金收益且並非由本集團佔用。投資物業初步按成本計量，包括相關交易成本及(如適用)借貸成本。投資物業其後按公平價值列賬。公平價值變動於綜合收益表列作投資物業之公平價值變動。

2.8 物業、廠房及設備

物業、廠房及設備(在建工程除外)按歷史成本減累計折舊列賬。歷史成本包括收購項目直接應佔開支。

其後成本計入資產賬面值，或僅於與項目相關之未來經濟利益可能會流入本集團且能可靠計量項目成本時方會確認為獨立資產(如適用)。所取代部分之賬面值將終止確認。所有其他維修及保養成本均於其產生年度之綜合收益表內扣除。

折舊乃於其估計可使用年期以直線法分配其成本扣除剩餘價值計算，或如屬租賃物業裝修以及若干廠房及設備，則按較短之租賃期計算，詳情如下：

永久業權土地樓宇	不予折舊 按租賃期或50年之較短者
租賃物業裝修傢俬、裝置及辦公室設備	4.5%至20% 18%至20%
汽車飛機	10%至25% 5%
廠房、機器及設備	4%至18%
博彩設備及配件	20%
結構物及其他設施	2%至33%

資產之剩餘價值及可使用年期乃於各報告期末進行檢討，並於適當時作出調整。

2 Summary of significant accounting policies (Continued)

2.8 PROPERTY, PLANT AND EQUIPMENT (Continued)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.10).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "Other income and other gains, net" in the consolidated income statement.

Construction in progress represents buildings or assets under construction which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.9 INTANGIBLE ASSETS

(a) Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

2 主要會計政策概要(續)

2.8 物業、廠房及設備(續)

倘資產賬面值高於其估計可收回金額，其賬面值即時撇減至可收回金額(附註2.10)。

出售收益及虧損透過比較所得款項與賬面值而釐定，並於綜合收益表確認爲「其他收入及其他收益淨額」。

在建工程指在建樓宇或資產，乃按成本減任何減值虧損列賬，且不予折舊。成本包括建築期間之直接建築成本及有關借貸資金之資本化借貸成本。在建工程於落成及可供使用時重新分類至適當之物業、廠房及設備類別。

2.9 無形資產

(a) 商譽

商譽於收購附屬公司時產生，指所轉讓代價、收購對象之任何非控股權益金額及收購對象之任何先前股權於收購日期之公平價值超過所收購可識別資產淨值公平價值之數額。

為進行減值測試，因業務合併而購入之商譽會分配至預期可從合併產生之協同效益中獲益之各個現金產生單位(「現金產生單位」)或現金產生單位組別。商譽獲分配之各個單位或單位組別指在實體內商譽獲監控作內部管理用途之最低層次。商譽在經營分部層次進行監控。

2 Summary of significant accounting policies (Continued)

2.9 INTANGIBLE ASSETS (Continued)

(a) Goodwill (Continued)

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(b) Gaming licenses

Gaming licenses acquired in business combinations are recognised at fair value at the acquisition date. Gaming licenses have indefinite useful lives and are carried at cost less any impairment losses (Note 2.10).

(c) Trademarks and patents

Trademarks and patents acquired in a business combination are recognised at fair value at the acquisition date. Trademarks and patents have finite useful lives and are carried at cost less accumulated amortisation and any impairment losses (Note 2.10). Amortisation is calculated using the straight-line method to allocate the cost of trademarks and patents over their estimated useful lives of 8 to 18 years.

2 主要會計政策概要(續)

2.9 無形資產(續)

(a) 商譽(續)

商譽須每年進行減值檢討，或倘有事件發生或情況改變顯示可能減值時，則會更頻密地進行檢討。現金產生單位(包含商譽)之賬面值與可收回金額作比較，可收回金額為使用價值與公平價值減出售成本之較高者。任何減值即時確認為開支，且其後不會撥回。

(b) 博彩牌照

因業務合併而購入之博彩牌照按收購日期之公平價值確認。無限可使用年期之博彩牌照按成本減任何減值虧損列賬(附註2.10)。

(c) 商標及專利

因業務合併而購入之商標及專利按收購日期之公平價值確認。有限可使用年期之商標及專利按成本減累計攤銷及任何減值虧損列賬(附註2.10)。攤銷乃於其8至18年之估計可使用年期以直線法分配商標及專利之成本計算。

2 Summary of significant accounting policies (Continued)

2.10 IMPAIRMENT OF NON-FINANCIAL ASSETS

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

2.11 DISCONTINUED OPERATIONS

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the consolidated income statement.

2.12 INVESTMENTS AND OTHER FINANCIAL ASSETS

2.12.1 Classification

The Group classifies its financial assets in the following categories:

- financial assets at fair value through profit or loss,
- loans and receivables, and
- available-for-sale financial assets.

2 主要會計政策概要(續)

2.10 非財務資產減值

無限可使用年期之無形資產或尚未可作擬定用途之無形資產毋須攤銷，並須每年進行減值測試。資產於有事件發生或情況改變顯示賬面值可能無法收回時，須進行減值檢討。資產賬面值超出其可收回金額之部分乃確認為減值虧損。可收回金額為資產公平價值減出售成本及使用價值之較高者。於評估減值時，資產按可獨立識別現金流量（現金產生單位）之最低層次組合。除商譽外，出現減值之非財務資產將於各報告日期檢討減值撥回之可能性。

2.11 已終止業務

已終止業務指實體已出售或分類為持作出售之組成部分，而該部分相當於獨立主要業務或經營地區、單一協調計劃之一部分以出售該項業務或經營地區、或僅為轉售而收購之附屬公司。已終止業務之業績於綜合收益表分開呈列。

2.12 投資及其他財務資產

2.12.1 分類

本集團將其財務資產分為以下類別：

- 按公平價值計入損益之財務資產，
- 貸款及應收款項，及
- 可供出售財務資產。

2 Summary of significant accounting policies (Continued)

2.12 INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)

2.12.1 Classification (Continued)

The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition.

(a) **Financial assets at fair value through profit or loss**

The Group classifies financial assets at fair value through profit or loss if they are acquired principally for the purpose of selling in the short term. They are presented as current assets if they are expected to be sold within 12 months after the end of the reporting period; otherwise they are presented as non-current assets. The group has not elected to designate any financial assets at fair value through profit or loss.

(b) **Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. If collection of the amounts is expected in one year or less they are classified as current assets. If not, they are presented as non-current assets. The Group's loans and receivables comprise of "trade and other receivables" and "cash and cash equivalents" in the consolidated statement of financial position (Notes 2.16 and 2.17).

2 主要會計政策概要(續)

2.12 投資及其他財務資產(續)

2.12.1 分類(續)

分類視乎收購投資之目的而定。管理層會於初步確認時釐定其投資分類。

(a) **按公平價值計入損益之財務資產**

倘收購財務資產主要旨在於短期內出售，則本集團將其分類為按公平價值計入損益之財務資產。倘預期於報告期末後12個月內出售財務資產，則呈列為流動資產，否則呈列為非流動資產。本集團並無選擇指定任何財務資產按公平價值計入損益。

(b) **貸款及應收款項**

貸款及應收款項為具有固定或可確定付款，但在活躍市場中無報價之非衍生財務資產。倘預期於一年或以內收回款項，則分類為流動資產，否則呈列為非流動資產。本集團之貸款及應收款項包括綜合財務狀況表之「應收貿易款項及其他應收款項」及「現金及現金等價物」(附註2.16及2.17)。

2 Summary of significant accounting policies (Continued)

2.12 INVESTMENTS AND OTHER FINANCIAL ASSETS (Continued)

2.12.1 Classification (Continued)

(c) Available-for-sale financial assets

Investments are designated as available-for-sale financial assets if they do not have fixed maturities and fixed or determinable payments, and management intends to hold them for the medium to long-term. Financial assets that are not classified into any of the other categories (at fair value through profit or loss or loans and receivables) are also included in the available-for-sale category.

The financial assets are presented as non-current assets unless they mature, or management intends to dispose of them within 12 months of the end of the reporting period.

2.12.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

When securities classified as available-for-sale are sold, the accumulated fair value adjustments recognised in other comprehensive income are reclassified to the consolidated income statement as part of other income.

2.13 OFFSETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2 主要會計政策概要(續)

2.12 投資及其他財務資產(續)

2.12.1 分類(續)

(c) 可供出售財務資產

倘投資並無具有固定到期日及固定或可確定付款，而管理層擬於中長期持有該等投資，則指定為可供出售財務資產。並無分類為任何其他類別(按公平價值計入損益或貸款及應收款項)之財務資產亦計入可供出售類別。

財務資產呈列為非流動資產，惟財務資產到期或管理層擬於報告期末起計12個月內出售之財務資產則除外。

2.12.2 確認及計量

常規買賣之財務資產於交易日(即本集團承諾購買或出售該資產之日期)確認。當收取財務資產所得現金流量之權利已屆滿或已轉讓，而本集團已將擁有權之絕大部分風險及回報轉讓時，則終止確認財務資產。

當分類為可供出售之證券已售出，則於其他全面收益確認之累計公平價值調整重新分類至綜合收益表作為其他收入之其中一部分。

2.13 抵銷財務工具

倘本集團現時存在合法可執行抵銷已確認金額之權利，亦有意以淨額基準結算或同時變現資產及償付負債，則財務資產及負債可予抵銷，並於綜合財務狀況表呈報淨額。本集團亦訂立不符合抵銷標準之安排，惟仍容許相關金額於破產或終止合約等若干情況下予以抵銷。

2 Summary of significant accounting policies (Continued)

2.14 IMPAIRMENT OF FINANCIAL ASSETS

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a “loss event”) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is considered an indicator that the assets are impaired.

(a) Assets carried at amortised cost

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

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

Impairment testing of trade receivables is described in Note 26.

2 主要會計政策概要(續)

2.14 財務資產減值

本集團於各報告期末評估是否有客觀證據表明一項財務資產或一組財務資產出現減值。倘於初步確認資產後發生一宗或多宗事件(「虧損事件」)，而有關虧損事件對該項或該組財務資產之估計未來現金流量造成影響且有關影響能可靠估計，則該項或該組財務資產方會出現減值及產生減值虧損。如屬分類為可供出售之股權投資，證券公平價值大幅或長期跌至低於其成本，則被視為資產減值之指標。

(a) 按攤銷成本列賬之資產

就貸款及應收款項而言，虧損金額乃根據資產賬面值與按財務資產原實際利率折現而估計未來現金流量(不包括尚未產生之未來信貸虧損)現值之間之差額計量。資產賬面值予以削減，而虧損金額則在綜合收益表確認。倘貸款有浮動利率，則計量任何減值虧損之折現率為按合約釐定之當前實際利率。在實際應用中，本集團可利用可觀察市價，按工具之公平價值計量減值。

倘於其後期間，減值虧損金額減少，且該減少可客觀地與確認減值後發生之事件(例如借款人之信貸評級有所改善)有關，則先前已確認之減值虧損可在綜合收益表撥回。

應收貿易款項減值測試於附註26詳述。

2 Summary of significant accounting policies (Continued)

2.14 IMPAIRMENT OF FINANCIAL ASSETS (Continued)

(b) Assets classified as available-for-sale

If there is objective evidence of impairment for available-for-sale financial assets, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in consolidated income statement — is removed from equity and recognised in consolidated income statement.

Impairment losses on equity instruments that were recognised in profit or loss are not reversed through consolidated income statement in a subsequent period.

If the fair value of a debt instrument classified as available-for-sale increases in a subsequent period and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through consolidated income statement.

2.15 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average method. The costs of work in progress and finished good comprise direct materials, direct labour and an appropriate proportion of overheads. It excludes borrowing costs. Net realisable value is based on estimated selling prices in the ordinary course of business, less applicable variable selling expense.

2 主要會計政策概要(續)

2.14 財務資產減值(續)

(b) 分類為可供出售之資產

倘可供出售財務資產存在客觀減值證據，則累計虧損(按收購成本與現時公平價值之間之差額減先前於綜合收益表確認之財務資產之任何減值虧損計量)自權益移除並於綜合收益表確認。

於其後期間，並無於損益確認之權益工具減值虧損並無透過綜合收益表撥回。

倘於其後期間，分類為可供出售之債務工具公平價值增加，且該增加可客觀地與於損益確認減值虧損後發生之事件有關，則透過綜合收益表撥回減值虧損。

2.15 存貨

存貨按成本與可變現淨值之較低者列賬。成本按加權平均法釐定。在製品及製成品之成本包括直接材料、直接勞工及適當比例之經常開支，惟不包括借貸成本。可變現淨值按於日常業務過程中之估計售價減適用可變銷售開支計算。

2 Summary of significant accounting policies (Continued)

2.16 TRADE AND OTHER RECEIVABLES

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

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. See (Note 2.12) for further information about the Group's accounting for trade receivables and (Note 2.14) for a description of the Group's impairment policies.

2.17 CASH AND CASH EQUIVALENTS

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand and deposits held at call with banks.

2.18 SHARE CAPITAL

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

2.19 TRADE AND OTHER PAYABLES

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within one year or less of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2 主要會計政策概要(續)

2.16 應收貿易款項及其他應收款項

應收貿易款項為於日常業務過程中向客戶出售商品或提供服務之應收款項。倘應收貿易款項及其他應收款項預期於一年或以內(或於業務正常營業週期(以較長者為準))收回,則分類為流動資產,否則呈列為非流動資產。

應收貿易款項及其他應收款項初步按公平價值確認,其後採用實際利率法按攤銷成本減減值撥備計量。有關本集團應收貿易款項會計處理之進一步詳情及本集團減值政策之詳情,請分別參閱附註2.12及附註2.14。

2.17 現金及現金等價物

於綜合現金流量表,現金及現金等價物包括手頭現金及銀行活期存款。

2.18 股本

普通股分類為權益。直接歸屬於發行新股份或購股權之新增成本於權益列為所得款項之扣減項目(扣除稅項)。

2.19 應付貿易款項及其他應付款項

此等金額指於財政年度結束前向本集團提供而未支付之商品和服務之負債。有關款項為無抵押及通常在確認後一年內或較短期間支付。應付貿易款項及其他應付款項呈列為流動負債,除非付款並非於報告期後12個月內到期。有關款項初步按公平價值確認,其後採用實際利率法按攤銷成本計量。

2 Summary of significant accounting policies (Continued)

2.20 BORROWINGS

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

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

2 主要會計政策概要(續)

2.20 借貸

借貸初步按公平價值(扣除已產生之交易成本)確認,其後按攤銷成本列賬。扣除交易成本後之所得款項與贖回價值之間之任何差額,於借貸期內以實際利率法在綜合收益表確認。

訂立貸款融資已付費用在部分或全部融資可能獲提取時確認為貸款之交易成本。在此情況下,該項費用會遞延入賬直至貸款提取為止。倘並無證據表明部分或全部融資可能獲提取,則將該項費用資本化作為流動資金服務之預付款項,並於有關融資期間攤銷。

借貸於合約訂明之責任解除、註銷或屆滿時從綜合財務狀況表剔除。已取消或轉讓予另一方之財務負債賬面值與已付代價之間之差額(包括任何已轉讓非現金資產或已承擔負債)於損益確認為其他收入或財務成本。

倘重新協商財務負債之條款,而實體發行權益工具予債權人以取消全部或部分負債(債務股權互換),則於損益確認收益或虧損,按財務負債賬面值與所發行權益工具公平價值之間之差額計量。

除非本集團擁有無條件權利可將負債遞延至報告期末後至少12個月償還,否則借貸將分類為流動負債。

2 Summary of significant accounting policies (Continued)

2.21 BORROWING COSTS

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

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

All other borrowing costs are recognised in consolidated income statement in the period in which they are incurred.

Borrowing costs include interest expense and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. The exchange gains and losses that are an adjustment to interest costs include the interest rate differential between borrowing costs that would be incurred if the entity had borrowed funds in its functional currency, and the borrowing costs actually incurred on foreign currency borrowings. Such amounts are estimated based on interest rates on similar borrowings in the entity's functional currency.

When the construction of the qualifying assets takes more than one accounting period, the amount of foreign exchange differences eligible for capitalisation is determined for each annual period and are limited to the difference between the hypothetical interest amount for the functional currency borrowings and the actual interest incurred for foreign currency borrowings. Foreign exchange differences that did not meet the criteria for capitalisation in previous years should not be capitalised in subsequent years.

2 主要會計政策概要(續)

2.21 借貸成本

收購、興建或生產合資格資產(即必須經過相當長時間方可作擬定用途或可供出售之資產)直接應佔之一般及特定借貸成本,會加入該等資產之成本內,直至資產大致上備妥可作擬定用途或可供出售為止。

特定借貸有待用於合資格資產開支期間臨時投資所賺取之投資收入,會自合資格資本化之借貸成本中扣除。

所有其他借貸成本均於其產生期間在綜合收益表確認。

借貸成本包括利息開支及被視為利息成本調整之外幣借貸所產生之匯兌差額。作為利息成本調整之匯兌收益及虧損包括實體以其功能貨幣借入資金原應產生之借貸成本與外幣借貸實際產生之借貸成本之間之利率差額。該等金額根據實體功能貨幣之類似借貸利率估計。

倘興建合資格資產需時超過一個會計期間,合資格作資本化之外幣匯兌差額乃於各年度期間釐定,並限於功能貨幣借貸之假定利息金額與外幣借貸實際產生之利息之間之差額。不符合過往年度資本化標準之外幣差額不得於其後年度資本化。

2 Summary of significant accounting policies (Continued)

2.22 PROPERTIES UNDER DEVELOPMENT AND COMPLETED PROPERTIES HELD FOR SALE

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

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

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

2.23 CURRENT AND DEFERRED INCOME TAX

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(a) Current income tax

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

2 主要會計政策概要(續)

2.22 發展中物業及持作出售落成物業

發展中及持作出售物業按成本與可變現淨值之較低者列賬。物業發展成本包括土地使用權成本、建築成本及於建築期間所產生之借貸成本。物業於落成時轉撥至持作出售落成物業。

可變現淨值計及預期最終變現之價格，減適用可變銷售開支及預期落成成本。

發展中及持作出售物業分類為流動資產，惟相關物業發展項目之建築期預計超出正常經營週期者除外。

2.23 即期及遞延所得稅

期內之所得稅開支或抵免指根據各司法權區之適用所得稅率(就暫時差額及未動用稅項虧損應佔之遞延稅項資產及負債變動作出調整)計算本期間應課稅收入之應付稅項。

(a) 即期所得稅

即期所得稅支出乃根據公司附屬公司及聯營公司經營所在及產生應課稅收入之國家於報告期末已制定或大致上制定之稅法計算。管理層就適用稅務法例詮釋所規限之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關繳付之稅款作出撥備。

2 Summary of significant accounting policies (Continued)

2.23 CURRENT AND DEFERRED INCOME TAX (Continued)

(b) Deferred income tax

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

The deferred tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2 主要會計政策概要(續)

2.23 即期及遞延所得稅(續)

(b) 遞延所得稅

遞延所得稅採用負債法就資產及負債之稅基與其在綜合財務報表之賬面值之間之暫時差額予以悉數撥備。然而，倘遞延稅項負債於初步確認商譽時產生，則遞延稅項負債亦不予確認，而倘遞延所得稅乃因在業務合併以外之交易中初步確認資產或負債而產生，而於交易時不會影響會計或應課稅損益，則遞延所得稅不予入賬。遞延所得稅採用於報告期末前已制定或實質上制定，並在有關遞延所得稅資產變現或遞延所得稅負債結算時預期將會應用之稅率(及稅法)而釐定。

與按公平價值計量之投資物業有關之遞延稅項負債乃按假設物業將透過出售全數收回而釐定。

遞延所得稅資產僅在未來很有可能取得應課稅金額用作抵銷該等暫時差額及虧損時，方予確認。

倘公司能夠控制撥回暫時差額之時間，且該等差額可能不會於可見將來撥回，則不會就海外業務之投資賬面值與稅基之間之暫時差額確認遞延稅項負債及資產。

倘存在合法可執行權利抵銷即期稅項資產及負債，以及遞延稅項結餘與同一稅務機關相關，則抵銷遞延稅項資產及負債。倘實體擁有合法可執行權利抵銷及擬按淨額基準償付或同時變現資產及償付負債，則抵銷即期稅項資產及稅項負債。

2 Summary of significant accounting policies (Continued)

2.24 EMPLOYEE BENEFITS

(a) Pension obligations

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries, which operate in Mainland China, are required to participate in a central pension scheme operated by the local municipal government. The Mainland China subsidiaries are required to contribute to the central pension scheme based on certain percentage of the wages for the year of those employees in Mainland China. The contributions are recognised as employee benefit expense as incurred in accordance with the rules of the central pension scheme.

The employees of the Group’s certain subsidiaries, which operate in South Korea, are required to participate in a defined contribution is a pension plan under which the South Korea subsidiaries pay fixed contributions into a separate entity. The contributions are recognised as employee benefit expense when an employee has rendered service.

In addition, the subsidiaries in South Korea also operates a defined benefits scheme in South Korea, the assets of which are generally held in separate trustee-administrated funds.

2 主要會計政策概要(續)

2.24 僱員福利

(a) 退休金責任

本集團根據強制性公積金計劃條例之規定，為全體僱員設立定額供款之強制性公積金退休福利計劃(「**強積金計劃**」)。按照強積金計劃之條款，本集團根據有關僱員之基本薪金之某一百分比作出供款，並於作出供款時在綜合收益表中扣除。強積金計劃之資產乃由獨立管理之基金與本集團之資產分開持有。本集團對強積金計劃作出之僱主供款乃全數歸入有關僱員。

本集團於中國內地經營之附屬公司僱員須參與由當地市政府設立之中央退休金計劃。中國內地附屬公司須將年內該等中國內地僱員工資之某一百分比作為中央退休金計劃之供款。供款於根據中央退休金計劃規則於產生時確認為僱員福利開支。

本集團於南韓經營之若干附屬公司僱員須參與定額供款計劃，該計劃為退休金計劃，據此，南韓附屬公司須向獨立實體作出定額供款。供款於僱員提供服務時確認為僱員福利開支。

此外，南韓附屬公司亦於南韓設有定額福利計劃，其資產一般由獨立之受託管理基金持有。

2 Summary of significant accounting policies (Continued)

2.24 EMPLOYEE BENEFITS (Continued)

(a) Pension obligations (Continued)

The schemes are generally funded through payments to insurance companies or trustee-administered funds, determined by periodic actuarial calculations. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of services and compensation.

The liability recognised in the consolidated statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the reporting date less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. Past-service costs are recognised immediately as income.

The employees of the Group's subsidiaries, which operate in the UK, are required to participate in a defined contribution plan. The defined contribution plan is a pension plan under which the UK subsidiaries pay fixed contributions into a separate entity. The UK subsidiaries have no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all the benefits relating to employee service during the period. The UK subsidiaries have no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

2 主要會計政策概要(續)

2.24 僱員福利(續)

(a) 退休金責任(續)

計劃一般經由定期精算而釐定並透過向保險公司或受託管理基金供款注資。定額福利計劃為退休金計劃，而非定額供款計劃。一般而言，定額福利計劃界定一筆僱員將於退休時收取之退休金福利金額，其一般依據一項或以上之因素釐定，例如年齡、服務年期及補償。

就定額福利退休金計劃於綜合財務狀況表確認之負債為定額福利責任於報告日期之現值減計劃資產公平價值。定額福利責任每年由獨立精算師以預計單位信貸法計算。定額福利責任之現值以優質公司債券(以將予支付福利之貨幣計值且期限與相關退休金負債之年期相若)之利率折現估計未來現金流出釐定。

根據經驗而調整之精算收益及虧損以及精算假設之變動，於其產生期間在其他全面收益之權益中扣除或抵免。過往服務成本即時確認為收入。

本集團於英國經營之附屬公司僱員須參與定額供款計劃。該定額供款計劃為退休金計劃，據此，英國附屬公司須向獨立實體作出定額供款。倘基金之資產於期內不足以支付所有與僱員服務有關之福利，則英國附屬公司概無任何法律或推定責任支付額外供款。供款一經支付，英國附屬公司再無任何進一步之付款責任。供款於到期時確認為僱員福利開支。預付供款確認為資產，惟以可動用之現金退款或日後供款減少之金額為限。

2 Summary of significant accounting policies (Continued)

2.24 EMPLOYEE BENEFITS (Continued)

(b) Employee leave entitlement

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the date of consolidated statement of financial position.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2.25 PROVISIONS

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

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

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

2.26 REVENUE RECOGNITION

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates and amounts collected on behalf of third parties. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the group's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

2 主要會計政策概要(續)

2.24 僱員福利(續)

(b) 僱員應享假期

僱員享有之年假在僱員應享時確認。本集團就截至綜合財務狀況表日期止僱員所提供服務產生年假之估計負債計提撥備。

僱員享有之病假及產假直至僱員休假時方予確認。

2.25 撥備

當本集團因過往事件須承擔現有法律或推定責任，可能需要有資源流出以解除責任，且能夠可靠估計金額之情況下，方會確認撥備。本集團不會就日後經營虧損確認撥備。

倘出現多項類似責任，解除責任需要資源流出之可能性乃經整體考慮責任類別後釐定。即使同類責任中任何一項需要資源流出之可能性甚低，亦須確認撥備。

撥備採用稅前利率按照預期解除有關責任所需支出之現值計量，有關利率反映現行市場對貨幣時值及該責任之特定風險之評估。因時間推移而增加之撥備確認為利息開支。

2.26 收益確認

收益按已收或應收代價之公平價值計量。獲披露為收益之金額於扣除退貨、貿易促銷、回扣及代第三方收取之金額後列賬。當收益金額能夠可靠計量，當未來經濟利益可能流入實體，及當集團各項活動均符合下文所述具體條件時，本集團方會確認收益。本集團根據記錄並考慮客戶類別、交易種類及各項安排之特點作出估計。

2 Summary of significant accounting policies (Continued)

2.26 REVENUE RECOGNITION (Continued)

(a) Integrated resort revenue

Revenue from integrated resort, mainly comprised hospitality; food and beverage services and theme park ticket sales. Revenue from hotel room rental, food and beverage sales and other ancillary services is recognised when the services are rendered. Revenue from theme park ticket sales are recognised when the tickets are used.

(b) Gaming revenue

Revenue from Gaming Business, representing the net gaming wins, is recognised when the relevant services have been rendered and is measured at the entitlement of economic inflows of the Group from the business.

(c) Sales of properties

Revenue from sale of properties is recognised when the risk and rewards of the properties are transferred to the purchasers, which occurs when legally binding unconditional sales contracts were entered, the construction of the relevant properties has been completed, the properties have been delivered to the purchasers pursuant to the sale contracts and collectability of related receivables is reasonably assured. Deposits and installments received on properties sold prior to the date of revenue recognition are included in the consolidated statement of financial position as pre-sale proceeds received from customers under current liabilities.

2.27 INTEREST INCOME

Interest income is recognised using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognised using the original effective interest rate.

2 主要會計政策概要(續)

2.26 收益確認(續)

(a) 綜合度假區收益

綜合度假區收益主要包括酒店、餐飲服務及主題公園門票銷售。酒店房間租賃、餐飲服務及其他配套服務所得收益乃於提供服務時獲確認。主題公園門票銷售所得收益乃於門票使用時獲確認。

(b) 博彩收益

博彩業務(即淨贏額)收益於提供相關服務時予以確認,並按本集團有權從業務收取之經濟流入計量。

(c) 銷售物業

銷售物業之收益於物業之風險及回報轉讓至買方,即訂立具法律約束力之無條件銷售合約、有關物業竣工、物業已根據銷售合約交付買方且能合理確保有關應收款項可予以收回時,方予確認。在收益確認日期前就已售物業所收取之按金及分期付款於綜合財務狀況表內流動負債項下列作來自客戶之預售所得款項。

2.27 利息收入

利息收入採用實際利率法確認。倘應收款項出現減值,本集團將其賬面值減至其可收回金額,即按工具原實際利率折現之估計未來現金流量,並持續撥回折現為利息收入。已減值貸款及應收款項之利息收入採用原實際利率確認。

2 Summary of significant accounting policies (Continued)

2.28 DIVIDEND INCOME

Dividend income is recognised when the right to receive payment is established.

2.29 GOVERNMENT GRANTS

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

2.30 COMMISSION AND ALLOWANCES TO GAMING COUNTERPARTIES

Commission and allowances to gaming counterparties is calculated based on certain percentages of net gaming wins or rolling amount and is recognised when the relevant services have been rendered by gaming counterparties.

2.31 GAMING DUTIES AND OTHER RELATED TAXES

According to the respective local legislation by the Government of South Korea and the UK, the Group is required to pay certain percentage gaming tax on the net gaming wins from gaming operations. In addition, the Group is also required to make certain variable and fixed payments to the Government of South Korea and the UK based on the gaming wins generated from tables and slot machines in its possession. These expenses are recognised as "Gaming duties and other related taxes" in the consolidated income statement as incurred.

2.32 LEASES

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

2 主要會計政策概要(續)

2.28 股息收入

股息收入於收取款項之權利獲確立時確認。

2.29 政府補貼

倘能合理確保將收到政府補貼，且本集團將符合所有附加條件，則按照公平價值確認政府補貼。

2.30 博彩業務合作夥伴之佣金及津貼

博彩業務合作夥伴之佣金及津貼按淨贏額或轉碼金額之某一百分比計算，並在博彩業務合作夥伴提供相關服務時確認。

2.31 博彩稅及其他相關稅項

根據南韓及英國政府各自之地方條例，本集團須就博彩業務之淨贏額按某一百分比博彩稅繳稅。此外，本集團亦須按照其擁有之賭桌及角子機所得贏額，向南韓及英國政府支付若干可變及定額付款。該等開支在綜合收益表確認為「博彩稅及其他相關稅項」。

2.32 租賃

凡擁有權之絕大部分風險及回報由出租人保留之租賃乃分類為經營租賃。根據經營租賃作出之付款(扣除已收出租人之任何獎勵)乃於租期內以直線法自綜合收益表內扣除。

3 Financial risk management

3.1 FINANCIAL RISK FACTORS

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, fair value interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by a central finance department (the "**Finance Department**") headed by the Financial Controller of the Group. The Finance Department identifies and evaluates financial risks in close co-operation with the Group's operating units to cope with overall risk management as well as specific areas such as market risk, credit risk and liquidity risk.

(a) Market risk

(i) Foreign exchange risk

The Group's foreign currency transactions are mainly denominated in HK\$, Korean Won ("**KRW**") and United State Dollar ("**US\$**"). The majority of assets and liabilities are denominated in HK\$, KRW and US\$, and there are no significant assets and liabilities denominated in other currencies. The Group is subject to foreign exchange rate risk arising from future commercial transactions and recognised assets and liabilities which are denominated in a currency other than HK\$, KRW and US\$, which are the functional currencies of the major operating companies within the Group. The Group currently does not hedge its foreign currency exposure.

3 財務風險管理

3.1 財務風險因素

本集團業務承受各種財務風險：市場風險(包括外匯風險、公平價值利率風險及價格風險)、信貸風險及流動資金風險。本集團整體風險管理政策是集中於金融市場之不可預測性，並尋求盡量降低對本集團財務表現帶來之潛在不利影響。

風險管理由本集團財務總監領導之中央財務部門(「**財務部**」)進行。財務部與本集團之經營單位緊密合作，以識別及評估財務風險，以處理整體風險管理及特定範疇(例如市場風險、信貸風險及流動資金風險)。

(a) 市場風險

(i) 外匯風險

本集團之外幣交易主要以港元、韓圓(「**韓圓**」)及美元(「**美元**」)計值。大部分資產及負債以港元、韓圓及美元計值，概無以其他貨幣計值之重大資產及負債。本集團承受未來商業交易以及以港元、韓圓及美元(即本集團旗下主要經營公司之功能貨幣)以外貨幣計值之已確認資產及負債所產生之外匯風險。本集團目前並無對沖其外匯風險。

3 Financial risk management (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

As HK\$ is pegged to US\$, management believes that the exchange rate risk for translations between HK\$ and US\$ do not have material impact to the Group. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates.

At 31 December 2017, if HK\$ had weakened/strengthened by 5% against KRW with all other variables held constant, other comprehensive income for the year would have been approximately HK\$645,621,000 higher/lower, as a result of the foreign exchange difference on translation of KRW denominated assets and liabilities.

(ii) Fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets except for cash and bank deposits, which earn low interest rate. The Group's interest rate risk arises mainly from borrowings. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates.

As at 31 December 2017, if interest rate on floating rate borrowings had been 100 basis points higher/lower with all other variables held constant, profit before income tax for the year would have been approximately HK\$1,954,000 lower/higher (2016: loss before income tax approximately HK\$3,083,000 higher/lower), mainly as a result of higher/lower interest expenses on floating rate borrowings.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

由於港元與美元掛鈎，管理層相信港元兌美元之匯率風險對本集團而言並不重大。本集團密切監察外幣匯率變動，以管理其外匯風險。

於二零一七年十二月三十一日，倘港元兌韓圓貶值／升值5%而所有其他變數維持不變，則年度其他全面收益將增加／減少約645,621,000港元，此乃由於換算以韓圓計值之資產及負債產生匯兌差額。

(ii) 公平價值利率風險

本集團之收入及經營現金流量大致上不受市場利率變動影響，原因為本集團並無重大計息資產，惟賺取低息之現金及銀行存款除外。本集團之利率風險主要來自借貸。定息借貸令本集團承受公平價值利率風險。浮息借貸令本集團承受現金流量利率風險，惟部分由按浮息持有之現金所抵銷。

於二零一七年十二月三十一日，倘浮息借貸之利率上升／下降100個基點而所有其他變數維持不變，則年度除所得稅前溢利將減少／增加約1,954,000港元(二零一六年：除所得稅前虧損增加／減少約3,083,000港元)，主要由於浮息借貸之利息開支增加／減少。

3 Financial risk management (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(a) Market risk (Continued)

(iii) Price risk

The Group is exposed to equity securities price risk because of investments held by the Group are classified on the consolidated statement of financial position at financial assets at fair value through profit or loss. The Group is not exposed to commodity price risk. To manage its price risk arising from investments in equity securities and unlisted investment fund, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

The fair values of listed equity investments are based on quoted market prices. The fair values of unlisted investment fund are determined by the quote from the intermediary. Gains and losses arising from changes in the fair value of financial asset at fair value through profit or loss are dealt with in consolidated income statement. The performance is monitored regularly, together with an assessment of its relevance to the Group's strategic plans.

As at 31 December 2017, if the price of the listed equity investments increased/decreased by 5%, with all other variables held constant, the Group's profit before income tax for the year would have been increased/decreased by HK\$15,951,000 (2016: loss before income tax would have been decreased/increased by HK\$23,103,000) mainly as a result of the fair value change of these investments.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(iii) 價格風險

由於本集團所持投資於綜合財務狀況表分類為按公平價值計入損益之財務資產，故本集團承受股權證券價格風險。本集團並無承受商品價格風險。為管理其投資於股權證券及非上市投資基金所產生之價格風險，本集團根據其設定限制分散其投資組合。

上市股權投資之公平價值乃根據市場報價釐定。非上市投資基金之公平價值乃根據中介人提供之報價釐定。按公平價值計入損益之財務資產之公平價值變動所產生收益及虧損於綜合收益表處理。本集團會定期監察表現，同時評估其與本集團策略計劃之關聯。

於二零一七年十二月三十一日，倘上市股權投資之價格上升／下降5%而所有其他變數維持不變，則本集團年度除所得稅前溢利將增加／減少15,951,000港元(二零一六年：除所得稅前虧損減少／增加23,103,000港元)，主要由於該等投資之公平價值出現變動。

3 Financial risk management (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk

Credit risk is managed on a group basis, except for credit risk relating to trade receivables and receivables from gaming customers. Credit risk arises from cash and cash equivalents, financial assets at fair value through profit or loss, amount due from an associate, amount due from a joint venture and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions. For banks and financial institutions, only independently rated parties with a high credit rating are accepted.

The Group has policies in place to ensure that sales from Lighting Business are made to reputable and creditworthy customers with an appropriate financial strength, credit history and appropriate percentage of down payments. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險

信貸風險按集團層面管理，惟有關應收貿易款項及應收博彩客戶款項之信貸風險除外。信貸風險來自現金及現金等價物、按公平價值計入損益之財務資產、應收一家聯營公司款項、應收一家合營企業款項以及銀行及財務機構存款，以及來自客戶之信貸風險，包括未償還應收款項及已承諾交易。銀行及財務機構僅接受獲獨立高信貸評級之訂約方。

本集團訂有政策，以確保照明業務銷售乃向擁有相當財政實力、信貸記錄及支付適當百分比首期付款之知名信譽良好客戶進行，亦制定其他監控程序以確保採取跟進措施收回逾期債務。

3 Financial risk management (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(b) Credit risk (Continued)

The Group has policies and guidelines in place to assess the credit worthiness of customers from Gaming Business to ensure that credits are made to parties with an appropriate credit history and a good history of performance records. As at 31 December 2017, approximately 10% of prepayments, trade and other receivables represent receivables from gaming customers (2016: 79%). The Group monitors the issuance of credit on an ongoing basis to minimise the exposure to credit risk. The activities of individual credit account are monitored regularly for management to decide if the credit facility should be continued, changed or cancelled. Management regularly evaluates the allowance for doubtful receivables by reviewing the collectability of each balance based upon the age of the balance, the customer's financial condition, collection history and any other known information. See Note 26(ii) for details of debtors and further disclosure on credit risks.

The maximum exposure to credit risk at 31 December 2017 is the unimpaired carrying amounts of respective financial assets.

(c) Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group and aggregated by Finance Department. The Finance Department monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities at all times.

At the reporting date, the Group held cash and cash equivalents of approximately HK\$4,338,022,000 (2016: HK\$6,774,501,000) (Note 29) and trade and other receivables, net, of approximately HK\$258,552,000 (2016: HK\$1,516,320,000) (Note 26) that are expected to readily generate cash inflows for managing liquidity risk.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

本集團亦訂有政策及指引，以評估博彩業務客戶之信譽，確保向擁有適當信貸記錄及良好往績記錄之合作夥伴提供信貸。於二零一七年十二月三十一日，預付款項、應收貿易款項及其他應收款項當中約10% (二零一六年：79%) 為應收博彩客戶款項。本集團持續監察授出信貸，務求盡量減低信貸風險。個人信貸賬戶活動獲定期監察，以供管理層決定應否繼續、改變或取消信貸額度。管理層根據結餘賬齡、客戶之財務狀況、收款記錄及任何其他已知資料以檢討各項結餘之可收回程度，從而定期評估應收呆賬撥備。應收賬款之詳情及信貸風險之進一步披露資料載於附註26(ii)。

於二零一七年十二月三十一日，最高信貸風險為財務資產各自之未減值賬面值。

(c) 流動資金風險

現金流量預測乃於本集團各經營實體進行，並由財務部匯總而成。財務部監控本集團流動資金需求之滾存預測，確保其擁有足夠之現金以滿足營業務需要，並維持其未提取但已承諾之借貸額度隨時有充足餘額。

於報告日期，本集團持有現金及現金等價物約4,338,022,000港元(二零一六年：6,774,501,000港元)(附註29)以及應收貿易款項及其他應收款項淨額約258,552,000港元(二零一六年：1,516,320,000港元)(附註26)，預期可就管理流動資金風險即時產生現金流入。

3 Financial risk management (Continued)

3.1 FINANCIAL RISK FACTORS (Continued)

(c) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the date of the consolidated statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Less than 1 year 少於1年 HK\$'000 千港元	1 to 2 years 1至2年 HK\$'000 千港元	2 to 5 years 2至5年 HK\$'000 千港元	More than 5 years 超過5年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2017 於二零一七年 十二月三十一日					
Trade and other payables 應付貿易款項 及其他應付款項	916,994	277	8,382	14,288	939,941
Bank and other borrowings 銀行及其他借貸	120,670	1,206,384	928,293	-	2,255,347
	1,037,664	1,206,661	936,675	14,288	3,195,288
	Less than 1 year 少於1年 HK\$'000 千港元	1 to 2 years 1至2年 HK\$'000 千港元	2 to 5 years 2至5年 HK\$'000 千港元	More than 5 years 超過5年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2016 於二零一六年 十二月三十一日					
Trade and other payables 應付貿易款項 及其他應付款項	584,043	3,748	5,654	-	593,445
Bank and other borrowings 銀行及其他借貸	250,070	28,245	197,028	-	475,343
Amount due to a non-controlling interest 應付非控股權益 款項	-	-	1,580,062	-	1,580,062
Amount due to a shareholder 應付一名股東款項	-	5,536,635	-	-	5,536,635
	834,113	5,568,628	1,782,744	-	8,185,485

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動資金風險(續)

下表分析本集團之財務負債，該等財務負債已根據於綜合財務狀況表日期之餘下期間至合約到期日劃分為相關到期組別。下表所披露金額為未折現合約現金流量。

3 Financial risk management (Continued)

3.2 CAPITAL MANAGEMENT

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

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

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as bank and other borrowings less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus net debt. The gearing ratios at 31 December 2017 and 2016 were as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank and other borrowings (Note 32)	銀行及其他借貸(附註32)	1,984,579	425,859
Less: cash and cash equivalents (Note 29)	減：現金及現金等價物(附註29)	(4,338,022)	(6,774,501)
Net cash	現金淨額	(2,353,443)	(6,348,642)
Total equity	總權益	16,156,748	9,101,141
Total capital	總資本	13,803,305	2,752,499
Gearing ratio	負債比率	N/A 不適用	N/A 不適用

As at 31 December 2017 and 2016, the Group attained net cash position. Therefore, there was no gearing ratio.

3 財務風險管理(續)

3.2 資本管理

本集團管理資本之目標為保障本集團持續經營之能力，以為股東提供回報及為其他利益相關者提供利益，並保持最佳資本架構以減低資金成本。

為保持或調整資本架構，本集團或會調整向股東派付之股息金額、向股東發還資本、發行新股份或出售資產以減低債務。

本集團以負債比率監察資本。該比率按債務淨額除以總資本計算。債務淨額按銀行及其他借貸減現金及現金等價物計算。總資本按綜合財務狀況表所示「權益」另加債務淨額計算。於二零一七年及二零一六年十二月三十一日之負債比率如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank and other borrowings (Note 32)	銀行及其他借貸(附註32)	1,984,579	425,859
Less: cash and cash equivalents (Note 29)	減：現金及現金等價物(附註29)	(4,338,022)	(6,774,501)
Net cash	現金淨額	(2,353,443)	(6,348,642)
Total equity	總權益	16,156,748	9,101,141
Total capital	總資本	13,803,305	2,752,499
Gearing ratio	負債比率	N/A 不適用	N/A 不適用

於二零一七年及二零一六年十二月三十一日，本集團維持現金淨額狀況。因此，概無計算負債比率。

3 Financial risk management (Continued)

3.3 FAIR VALUE ESTIMATION

The carrying amounts of the Group's financial assets and liabilities including cash and cash equivalents, trade and other receivables, trade and other payables and borrowings, approximate their fair values due to their short maturities.

The table below analyses the Group's financial instruments carried at fair value as at 31 December 2017 and 2016 by level of inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

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

See Note 15 for disclosures of the investment properties that are measured at fair value.

3 財務風險管理(續)

3.3 公平價值估計

本集團財務資產及負債(包括現金及現金等價物、應收貿易款項及其他應收款項、應付貿易款項及其他應付款項以及借貸)之賬面值與其公平價值相若，原因為該等資產及負債均於短期內到期。

下表分析本集團於二零一七年及二零一六年十二月三十一日按計量公平價值所用估值方法之輸入數據等級劃分之按公平價值計量之財務工具。該等輸入數據可分為公平價值等級內以下三個等級：

- 相同資產或負債於活躍市場之報價(未經調整)(第一級)。
- 除第一級所包括報價外，資產或負債之可觀察直接(即價格)或間接(即源自價格)輸入數據(第二級)。
- 並非基於可觀察市場數據之資產或負債輸入數據(即不可觀察輸入數據)(第三級)。

按公平價值計量之投資物業之披露資料載於附註15。

3 Financial risk management (Continued)

3.3 FAIR VALUE ESTIMATION (Continued)

The following table presents the Group's financial assets and liabilities that are at fair value at 31 December 2017 and 2016.

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2017	於二零一七年 十二月三十一日				
Financial assets at fair value through profit or loss — Equity investment	按公平價值計入損益之財務資產 — 股權投資	319,015	—	—	319,015
		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2016	於二零一六年 十二月三十一日				
Financial assets at fair value through profit or loss — Equity investment	按公平價值計入損益之財務資產 — 股權投資	462,070	—	—	462,070
— Unlisted investment fund	— 非上市投資基金	—	397,025	—	397,025
Available-for-sale financial asset	可供出售財務資產	—	—	117,000	117,000
		462,070	397,025	117,000	976,095

There were no transfers among Level 1, 2 and 3 during the year.

(a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quote market prices at the date of consolidated statement of financial position. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, price services or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis.

3 財務風險管理(續)

3.3 公平價值估計(續)

下表呈列本集團於二零一七年及二零一六年十二月三十一日按公平價值計量之財務資產及負債。

年內，概無在第一級、第二級與第三級之間轉撥。

(a) 第一級財務工具

在活躍市場買賣之財務工具之公平價值根據綜合財務狀況表日期之市場報價計算。當可即時及定期從證券交易所、交易商、經紀、業內人士、報價服務或監管代理取得報價，而有關報價代表按公平交易基準進行之實際與常規市場交易時，該市場被視為活躍市場。

3 Financial risk management (Continued)

3.3 FAIR VALUE ESTIMATION (Continued)

(b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the date of consolidated statement of financial position, with the resulting value discounted back to present value.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

Note that all the resulting fair value estimates are included in level 2 except for certain forward foreign exchange contracts as explained below.

For the estimation of the fair value of financial assets at fair value through profit or loss, please see Note 28 for details.

3 財務風險管理(續)

3.3 公平價值估計(續)

(b) 第二級財務工具

並無在活躍市場買賣之財務工具(例如場外交易衍生工具)之公平價值乃採用估值方法釐定。此等估值方法盡量利用可觀察市場數據(如有)，並盡量減少倚賴實體之特定估算。倘計算工具公平價值所需所有重大輸入數據屬可觀察，則該工具列入第二級。

倘一項或多項重大輸入數據並非根據可觀察市場數據，則該工具列入第三級。

用以評估財務工具價值之特定估值方法包括：

- 同類工具之市場報價或交易商報價。
- 利率掉期之公平價值乃按基於可觀察收益率曲線釐定之估計未來現金流量之現值計算。
- 遠期外幣合約之公平價值乃按綜合財務狀況表日期之遠期匯率釐定，所得出價值將折現計回現值。
- 採用其他方法(例如現金流折現分析)釐定其餘財務工具之公平價值。

務請注意，所有得出之公平價值估計均列入第二級，惟下文詳述之若干遠期外幣合約除外。

有關按公平價值計入損益之財務資產之公平價值估計詳情，請參閱附註28。

3 Financial risk management (Continued)

3.3 FAIR VALUE ESTIMATION (Continued)

(c) *Financial instruments in level 3*

The following table presents the changes in level 3 financial instruments for the year ended 31 December 2017:

		<i>Available-for-sale financial assets</i> 可供出售財務資產 HK\$'000 千港元
At 1 January 2016, 31 December 2016 and 1 January 2017	於二零一六年一月一日、二零一六年十二月三十一日及二零一七年一月一日	117,000
Addition	添置	858,000
Change in fair value recognised in other comprehensive income	於其他全面收益確認之公平價值變動	89,632
Distribution	分派	(1,064,632)
As at 31 December 2017	於二零一七年十二月三十一日	-
Total gain for the year included in profit or loss for asset held at the end of year	就年終所持資產計入損益之年度收益總額	-
Changes in unrealised gains for the year included in profit or loss at the end of the year	計入年終損益之年度未變現收益變動	-

3 財務風險管理(續)

3.3 公平價值估計(續)

(c) 第三級財務工具

下表呈列截至二零一七年十二月三十一日止年度第三級財務工具之變動：

4 Critical accounting estimates and assumptions

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

(a) PROVISION FOR IMPAIRMENT OF TRADE AND OTHER RECEIVABLES (INCLUDING GAMING RECEIVABLES)

The Group determines the provision for impairment of trade and other receivables based on the evaluation of collectability and ageing analysis of trade and other receivables and management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness, past collection history and the subsequent settlement from each customer.

(b) IMPAIRMENT ASSESSMENT OF GOODWILL AND INTANGIBLE ASSETS

The Group tests annually whether goodwill and intangible assets has suffered any impairment in accordance with the accounting policy stated in Note 2.10. The recoverable amounts of CGUs have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 17).

(c) IMPAIRMENT ASSESSMENT OF PROPERTY, PLANT AND EQUIPMENT

The Group tests annually whether impairment indicators exist. Both internal and external sources of information, including likelihood of relocating the gaming license, number of visitors, average total room rate and occupancy rate, construction costs and staff costs, are considered to assess whether there is such indicators. Where impairment indicators exist, the recoverable amounts would be estimated.

4 主要會計估計及假設

本集團會就未來作出估計及假設。根據其定義，由此得出之會計估計將甚少與相關實際結果相同。下文詳述具有重大風險導致下一個財政年度之資產及負債賬面值須作出重大調整之估計及假設。

(a) 應收貿易款項及其他應收款項減值撥備(包括博彩應收款項)

本集團根據應收貿易款項及其他應收款項之可收回程度評估及賬齡分析以及管理層之判斷，釐定應收貿易款項及其他應收款項減值撥備。評估該等應收款項之最終變現情況需要作出大量判斷，包括現行信譽、過往收款記錄及其後向各名客戶結算。

(b) 商譽及無形資產減值評估

本集團根據附註2.10所述會計政策每年測試商譽及無形資產有否出現任何減值。現金產生單位之可收回金額乃根據使用價值計算釐定。有關計算方法需要運用估計(附註17)。

(c) 物業、廠房及設備減值評估

本集團每年測試其有否任何減值跡象。於評估有否減值跡象時，包括搬遷博彩牌照地址之可能性、旅客數目、平均房價總額及入住率、建築成本及員工成本等內部及外部資料來源均會列入評估。倘存在減值跡象，則會估計可收回金額。

5 Segment information

The executive directors of the Company are considered to be the Group's Chief Operating Decision-Maker ("CODM"). Management has determined the operating segments based on the reports reviewed by the CODM that are used to make strategic decisions. The CODM considers the Group is operating predominantly in three operating segments as follows:

- (a) Integrated Resort Development;
- (b) Gaming Business; and
- (c) Property Development.

The CODM monitors the results of the operating segments separately for the purpose of allocating resources and assessing performance. Segment performance is evaluated based on reportable segment results, which is a measure of adjusted profit or loss before income tax. The adjusted profit or loss before tax is measured consistently with the Group's profit or loss before income tax except that finance income, finance costs, changes in fair values of financial assets at fair value through profit or loss, changes in fair values of investment properties, gain/(loss) on disposals of subsidiaries as well as head office and corporate income and expenses are excluded from such measurement.

Segment assets exclude cash and cash equivalents, financial assets at fair value through profit or loss, income tax recoverable, investment properties in Hong Kong, amount due from a joint venture, available-for-sale financial asset, deferred income tax assets and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude bank and other borrowings, amount due to a non-controlling interest and a shareholder, income tax payable, deferred income tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

5 分部資料

本公司之執行董事被視為本集團之主要營運決策者(「**主要營運決策者**」)。管理層按主要營運決策者所審閱用以作出策略決定之報告釐定經營分部。主要營運決策者認為本集團主要經營之三個經營分部如下：

- (a) 綜合度假區發展；
- (b) 博彩業務；及
- (c) 物業發展。

主要營運決策者獨立監控經營分部業績，以分配資源及評估表現。分部表現乃按可報告分部業績評估，即計量除所得稅前經調整損益。計量除所得稅前經調整損益時，方法與計算本集團除所得稅前溢利或虧損一致，惟財務收入、財務成本、按公平價值計入損益之財務資產之公平價值變動、投資物業之公平價值變動、出售附屬公司之收益／(虧損)以及總部及公司收入及開支則不計算在內。

分部資產不包括現金及現金等價物、按公平價值計入損益之財務資產、可收回所得稅、香港之投資物業、應收一家合營企業款項、可供出售財務資產、遞延所得稅資產以及其他未分配總部及公司資產，原因為該等資產乃按集團層面管理。

分部負債不包括銀行及其他借貸、應付非控股權益及一名股東款項、應付所得稅、遞延所得稅負債以及其他未分配總部及公司負債，原因為該等負債乃按集團層面管理。

5 Segment information (Continued)

YEAR ENDED 31 DECEMBER 2017

5 分部資料(續)

截至二零一七年十二月三十一日
止年度

		<i>Integrated Resort Development</i> 綜合 度假區發展 HK\$'000 千港元	<i>Gaming Business</i> 博彩業務 HK\$'000 千港元	<i>Property Development</i> 物業發展 HK\$'000 千港元	<i>Total</i> 總計 HK\$'000 千港元
Segment revenue:	分部收益：				
Sales to external customers	向外部客戶銷售	69,681	235,801	590,768	896,250
Segment results	分部業績	(566,213)	(117,015)	295,384	(387,844)
Reconciliation:	對賬：				
Finance income and unallocated income	財務收入及未分配收入				31,433
Corporate and other unallocated expenses, net	公司及其他未分配開支淨額				(323,696)
Changes in fair values of financial assets at fair value through profit or loss	按公平價值計入損益之財務資產之公平價值變動				172,914
Changes in fair values of investment properties	投資物業之公平價值變動				27,100
Gain on disposals of subsidiaries	出售附屬公司之收益				39,885
Reversal of impairment of other receivables	其他應收款項減值撥回				210,788
Share of result of an associate	分佔一家聯營公司之業績				(122)
Returns on available-for-sale financial asset	可供出售財務資產之回報				89,632
Loss before income tax from continuing operations	持續經營業務之除所得稅前虧損				(139,910)
Segment assets	分部資產	9,788,326	2,061,988	1,528,342	13,378,656
<i>Reconciliation:</i>	<i>對賬：</i>				
Amount due from an associate	應收一家聯營公司款項				16,708
Financial assets at fair value through profit or loss	按公平價值計入損益之財務資產				319,015
Cash and cash equivalents	現金及現金等價物				4,338,022
Investment properties	投資物業				62,900
Income tax recoverable	可收回所得稅				2,839
Other unallocated assets	其他未分配資產				1,110,786
Total assets	資產總值				19,228,926
Segment liabilities	分部負債	815,899	109,328	39,217	964,444
<i>Reconciliation:</i>	<i>對賬：</i>				
Bank and other borrowings	銀行及其他借貸				1,984,579
Deferred income tax liabilities	遞延所得稅負債				36,204
Income tax payable	應付所得稅				3,634
Other unallocated liabilities	其他未分配負債				83,317
Total liabilities	負債總額				3,072,178
Other segment information:	其他分部資料：				
Depreciation and amortisation	折舊及攤銷	74,624	36,104	-	110,728
Impairment of trade and other receivables, net	應收貿易款項及其他應收款項減值淨額	-	1,747	-	1,747

5 Segment information (Continued)

YEAR ENDED 31 DECEMBER 2016

5 分部資料(續)

截至二零一六年十二月三十一日
止年度

		Integrated Resort Development	Gaming Business (Restated)	Property Development	Total (Restated)
		綜合 度假區發展	博彩業務 (重列)	物業發展	總計 (重列)
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Segment revenue:	分部收益：				
Sales to external customers	向外部客戶銷售	-	363,447	-	363,447
Segment results	分部業績	(93,571)	93,637	(404,640)	(404,574)
Reconciliation:	對賬：				
Finance income and unallocated income	財務收入及未分配收入				8,776
Corporate and other unallocated expenses, net	公司及其他未分配開支淨額				(293,370)
Changes in fair values of financial assets at fair value through profit or loss	按公平價值計入損益之財務資產之公平價值變動				(665,334)
Changes in fair values of investment properties	投資物業之公平價值變動				(45,956)
Gain on disposals of subsidiaries	出售附屬公司之收益				144
Loss before income tax from continuing operations	持續經營業務之除所得稅前虧損				(1,400,314)
Segment assets	分部資產	2,620,480	1,207,489	2,079,841	5,907,810
Reconciliation:	對賬：				
Amount due from a joint venture	應收一家合營企業款項				87,116
Financial assets at fair value through profit or loss	按公平價值計入損益之財務資產				859,095
Available-for-sale financial asset	可供出售財務資產				117,000
Cash and cash equivalents	現金及現金等價物				6,774,501
Investment properties	投資物業				239,800
Income tax recoverable	可收回所得稅				2,715
Deferred income tax assets	遞延所得稅資產				11,763
Other unallocated assets	其他未分配資產				703,062
Total assets from continuing operations	持續經營業務之資產總值				14,702,862
Total assets from discontinued operations	已終止業務之資產總值				2,642,371
Total assets	資產總值				17,345,233
Segment liabilities	分部負債	375,561	75,134	-	450,695
Reconciliation:	對賬：				
Amount due to a shareholder	應付一名股東款項				5,361,193
Amount due to a non-controlling interest	應付非控股權益款項				1,376,959
Bank and other borrowings	銀行及其他借貸				230,609
Deferred income tax liabilities	遞延所得稅負債				181,733
Income tax payable	應付所得稅				13,440
Other unallocated liabilities	其他未分配負債				219,205
Total liabilities from continuing operations	持續經營業務之負債總額				7,833,834
Total liabilities from discontinued operations	已終止業務之負債總額				410,258
Total liabilities	負債總額				8,244,092
Other segment information:	其他分部資料：				
Depreciation and amortisation	折舊及攤銷	8,610	12,808	-	21,418
Impairment of trade and other receivables, net	應收貿易款項及其他應收款項減值淨額	-	2,184	-	2,184

5 Segment information (Continued)

GEOGRAPHICAL INFORMATION

(a) Revenue from external customers

		<i>For the year ended</i> <i>31 December</i> 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
South Korea	南韓	896,250	363,447
Discontinued operations	已終止業務	896,250 1,356,505	363,447 1,357,200
		2,252,755	1,720,647

(b) Non-current assets

		<i>As at 31 December</i> 於十二月三十一日	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Continuing operations:	持續經營業務：		
South Korea	南韓	10,613,561	2,842,212
Hong Kong	香港	428,784	631,137
Others	其他	1,637	-
		11,043,982	3,473,349
Discontinued operations	已終止業務	-	217,990
		11,043,982	3,691,339

5 分部資料(續)

地區資料

(a) 來自外部客戶之收益

		<i>For the year ended</i> <i>31 December</i> 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
South Korea	南韓	896,250	363,447
Discontinued operations	已終止業務	896,250 1,356,505	363,447 1,357,200
		2,252,755	1,720,647

(b) 非流動資產

		<i>As at 31 December</i> 於十二月三十一日	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Continuing operations:	持續經營業務：		
South Korea	南韓	10,613,561	2,842,212
Hong Kong	香港	428,784	631,137
Others	其他	1,637	-
		11,043,982	3,473,349
Discontinued operations	已終止業務	-	217,990
		11,043,982	3,691,339

5 Segment information (Continued)

GEOGRAPHICAL INFORMATION (Continued)

(b) Non-current assets (Continued)

The non-current assets information above is based on the locations of the assets and excludes goodwill, intangible assets, prepayments, trade and other receivables, available-for-sale financial asset, deferred income tax assets, investment in a joint venture and investment in an associate.

INFORMATION ABOUT MAJOR CUSTOMERS

During the year ended 31 December 2017, one external customer (2016: four (restated)), contributed over 10% of the Group's total revenue from continuing operations. The revenue generated from these customers was amounted to HK\$336,958,000 (2016: HK\$276,335,000 (restated)).

The Group's revenue consists of the following:

Revenue	收益
Gaming revenue	博彩收益
Integrated resort development (Note)	綜合度假區發展(附註)
Property development	物業發展
Discontinued operations	已終止業務

Note: Revenue from integrated resort development mainly consists of hospitality, food and beverage and theme park operated in Jeju Shinhwa World.

5 分部資料(續)

地區資料(續)

(b) 非流動資產(續)

以上非流動資產資料乃根據資產所在位置(不包括商譽、無形資產、預付款項、應收貿易款項及其他應收款項、可供出售財務資產、遞延所得稅資產、於一家合營企業之投資以及於一家聯營公司之投資)列出。

有關主要客戶之資料

截至二零一七年十二月三十一日止年度，一名外部客戶(二零一六年：四名(重列))佔本集團持續經營業務收益總額超過10%。有關客戶貢獻收益336,958,000港元(二零一六年：276,335,000港元(重列))。

本集團收益包括下列各項：

For the year ended 31 December 截至十二月三十一日止年度

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
235,801	363,447
69,681	—
590,768	—
896,250	363,447
1,356,505	1,357,200
2,252,755	1,720,647

附註：綜合度假區發展收益主要來自在濟州神話世界經營之酒店、餐飲及主題公園。

6 Other income and other gains, net

6 其他收入及其他收益淨額

		<i>For the year ended</i> <i>31 December</i> 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
Exchange gain/(loss), net	匯兌收益/(虧損)淨額	5,446	(793)
Management fee income (Note 45)	管理費收入(附註45)	2,880	2,400
Dividend income (Note)	股息收入(附註)	1,663	2,265
Loss on step acquisition (Note 21)	分階段收購之虧損(附註21)	(1,317)	-
Gain on disposals of subsidiaries (Note 40)	出售附屬公司之收益(附註40)	39,885	144
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(112)	(441)
Expenses recharged and rental for aircraft usage (Note 45)	就使用飛機收取之費用及租金 (附註45)	27,163	-
Others	其他	9,704	1,778
		85,312	5,353

Note: Dividend income represented dividend shares received from equity investments.

附註：股息收入指股權投資收取之股息股份。

7 Loss before income tax

7 除所得稅前虧損

		<i>For the year ended</i> <i>31 December</i> 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
The loss before income tax is arrived at after charging:	除所得稅前虧損已扣除 下列各項：		
Auditor's remuneration	核數師酬金		
— Audit services	— 核數服務	3,300	3,500
— Non-audit services	— 非核數服務	3,604	3,037
Minimum lease payments under operating leases of land and buildings	土地及樓宇之經營租賃項下 最低租賃款項	35,474	29,059
Promotion expenses	推廣開支	23,191	22,136
Aircraft operating expenses	飛機經營開支	34,424	33,150
Legal and professional fees	法律及專業費用	104,411	99,278
Sales and marketing expenses	銷售及營銷開支	193,816	350,850

8 Employee benefit expenses (including directors' emoluments)

8 僱員福利開支(包括董事薪酬)

		For the year ended 31 December 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
Wages, salaries and other staff costs	工資、薪金及其他員工成本	536,539	286,746
Retirement benefit costs (Note (a))	退休福利成本(附註(a))	32,628	16,943
		569,167	303,689

Notes:

- (a) As at 31 December 2017, there were no forfeited contributions available to offset future retirement benefit obligations of the Group (2016: Nil).
- (b) Five highest paid individuals

The five highest paid individuals during the year included one director (2016: two directors), details of whose remuneration are set out in Note 9. Details of the remuneration for the year of the remaining four (2016: three) highest paid employee who is neither a director nor chief executive of the Company are as follows:

附註：

- (a) 於二零一七年十二月三十一日，概無已沒收供款可供抵銷本集團之未來退休福利責任(二零一六年：無)。
- (b) 五名最高薪人士

於本年度，五名最高薪人士包括一名董事(二零一六年：兩名董事)，彼等之酬金詳情載於附註9。於本年度，其餘四名(二零一六年：三名)最高薪僱員(並非本公司董事或主要行政人員)之酬金詳情如下：

		For the year ended 31 December 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	27,653	32,502
Pension scheme contributions	退休金計劃供款	54	382
		27,707	32,884

8 Employee benefit expenses (including directors' emoluments) (Continued)

Notes: (Continued)

(b) Five highest paid individuals (Continued)

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

HK\$4,500,001 to HK\$5,000,000	4,500,001 港元至 5,000,000 港元
HK\$5,000,001 to HK\$5,500,000	5,000,001 港元至 5,500,000 港元
HK\$12,500,001 to HK\$13,000,000	12,500,001 港元至 13,000,000 港元
HK\$13,000,001 to HK\$13,500,000	13,000,001 港元至 13,500,000 港元
HK\$15,000,001 to HK\$15,500,000	15,000,001 港元至 15,500,000 港元

(c) During the year ended 31 December 2017, no emoluments have been paid by the Group to the directors or the five highest paid individuals mentioned above as an inducement to join or upon joining the Group, or as compensation for loss of office (2016: Nil).

8 僱員福利開支(包括董事薪酬)(續)

附註：(續)

(b) 五名最高薪人士(續)

並非董事之最高薪僱員之薪酬範圍介乎以下組別：

For the year ended 31 December
截至十二月三十一日止年度

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
2	—
1	1
—	1
1	—
—	1
4	3

(c) 截至二零一七年十二月三十一日止年度，本集團並無支付上述董事或五名最高薪人士任何酬金，作為吸引其加入本集團或加入本集團後之獎勵或離職補償(二零一六年：無)。

9 Benefits and interests of directors (Disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and HK Listing Rules)

(a) DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The remuneration of every director and chief executive for the years ended 31 December 2017 and 2016 are set out below:

For the year ended 31 December 2017

Name	姓名	Fees	Salary	Discretionary bonuses	Allowances and benefits in kind	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
		袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	津貼及 實物利益 HK\$'000 千港元	僱主之 退休福利計劃 供款 HK\$'000 千港元	或應收其他酬金 HK\$'000 千港元	總計 HK\$'000 千港元
Executive directors:	執行董事：							
Yang Zhihui ("Dr. Yang")	仰智慧(「仰博士」)	10,000	7,481	623	-	2,595	-	20,699
Zhou Xueyun ("Ms. Zhou")	周雪云(「周女士」)	2,000	-	500	-	-	-	2,500
		12,000	7,481	1,123	-	2,595	-	23,199
Independent non-executive directors:	獨立非執行董事：							
Fok Ho Yin, Thomas ("Mr. Fok")	霍浩然(「霍先生」)	360	-	-	-	-	-	360
Chen Lei ² ("Mr. Chen")	陳磊 ² (「陳先生」)	176	-	-	-	-	-	176
Bao Jinqiao ("Mr. Bao")	鮑金桥(「鮑先生」)	480	-	-	-	-	-	480
Wong Chun Hung ³ ("Mr. Wong")	黃鎮雄 ³ (「黃先生」)	95	-	-	-	-	-	95
		1,111	-	-	-	-	-	1,111
		13,111	7,481	1,123	-	2,595	-	24,310

9 董事利益及權益(香港公司條例(第622章)第383條、公司(披露董事利益資料)規例(第622G章)及香港上市規則規定之披露)

(a) 董事及主要行政人員之酬金

截至二零一七年及二零一六年十二月三十一日止年度，各董事及主要行政人員之薪酬載列如下：

截至二零一七年十二月三十一日止年度

9 Benefits and interests of directors (Disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and HK Listing Rules) (Continued)

(a) DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

For the year ended 31 December 2016

Name	姓名	Fees	Salary	Discretionary bonuses	Allowances and benefits in kind	Employer's contribution to a retirement benefit scheme	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
		袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	津貼及 實物利益 HK\$'000 千港元	僱主之 退休福利計劃 供款 HK\$'000 千港元	或應收其他酬金 HK\$'000 千港元	總計 HK\$'000 千港元
Executive directors:		執行董事：						
Yang Zhihui ("Dr. Yang")	仰智慧(「仰博士」)	10,000	9,693	-	-	863	-	20,556
Zhou Xueyun ("Ms. Zhou")	周雪云(「周女士」)	2,000	-	-	-	-	-	2,000
Xu Ning ¹ ("Ms. Xu")	徐寧 ¹ (「徐女士」)	928	-	-	-	-	-	928
Ng Kwok Fai ¹ ("Mr. Ng")	吳國輝 ¹ (「吳先生」)	2,783	17,640	-	-	-	-	20,423
		15,711	27,333	-	-	863	-	43,907
Independent non-executive directors:		獨立非執行董事：						
Fok Ho Yin, Thomas ("Mr. Fok")	霍浩然(「霍先生」)	360	-	-	-	-	-	360
Chen Lei ² ("Mr. Chen")	陳磊 ² (「陳先生」)	360	-	-	-	-	-	360
Bao Jinqiao ("Mr. Bao")	鮑金橋(「鮑先生」)	480	-	-	-	-	-	480
		1,200	-	-	-	-	-	1,200
		16,911	27,333	-	-	863	-	45,107

¹: Resigned on 17 June 2016

²: Retired on 26 June 2017

³: Appointed on 26 September 2017

9 董事利益及權益(香港公司條例(第622章)第383條、公司(披露董事利益資料)規例(第622G章)及香港上市規則規定之披露)(續)

(a) 董事及主要行政人員之酬金(續)

截至二零一六年十二月三十一日止年度

¹ : 於二零一六年六月十七日辭任

² : 於二零一七年六月二十六日退任

³ : 於二零一七年九月二十六日獲委任

9 Benefits and interests of directors (Disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and HK Listing Rules) (Continued)

(a) DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Aggregate emoluments paid to or receivable by directors in respect of their services as directors, whether of the company or its subsidiary undertaking	董事就其擔任董事(不論為本公司或其附屬公司業務)已付或應收之酬金總額	13,611	16,911
Aggregate emoluments paid to or receivable by directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiary undertaking	董事就其管理本公司或其附屬公司業務事宜之其他服務已付或應收之酬金總額	10,699	28,196
		24,310	45,107

9 董事利益及權益(香港公司條例(第622章)第383條、公司(披露董事利益資料)規例(第622G章)及香港上市規則規定之披露)(續)

(a) 董事及主要行政人員之酬金(續)

(b) DIRECTORS' RETIREMENT BENEFITS

None of the directors received or will receive any retirement benefits during the year (2016: Nil).

(c) DIRECTORS' TERMINATION BENEFITS

None of the directors received or will receive any termination benefits during the year (2016: Nil).

(b) 董事退休福利

年內，概無董事已收取或將收取任何退休福利(二零一六年：無)。

(c) 董事終止僱傭福利

年內，概無董事已收取或將收取任何終止僱傭福利(二零一六年：無)。

9 Benefits and interests of directors (Disclosures required by section 383 of the Hong Kong Companies Ordinance (Cap. 622), Companies (Disclosure of Information about Benefits of Directors) Regulation (Cap. 622G) and HK Listing Rules) (Continued)

(d) CONSIDERATION PROVIDED TO THIRD PARTIES FOR MAKING AVAILABLE DIRECTORS' SERVICES

During the year ended 31 December 2017, the Company did not pay consideration to any third parties for making available directors' services (2016: Nil).

(e) INFORMATION ABOUT LOANS, QUASI-LOANS AND OTHER DEALINGS IN FAVOUR OF DIRECTORS, CONTROLLED BODIES CORPORATE BY AND CONNECTED ENTITIES WITH SUCH DIRECTORS

During the year ended 31 December 2017, there is no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such directors (2016: Nil).

(f) DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2016: Nil).

9 董事利益及權益(香港公司條例(第622章)第383條、公司(披露董事利益資料)規例(第622G章)及香港上市規則規定之披露)(續)

(d) 就作出董事服務向第三方提供之代價

截至二零一七年十二月三十一日止年度，本公司概無就作出董事服務向任何第三方支付代價(二零一六年：無)。

(e) 有關以董事、受控制法人團體及該等董事之關連實體為受益人之貸款、準貸款及其他交易之資料

截至二零一七年十二月三十一日止年度，概無有關以董事、受控制法人團體及該等董事之關連實體為受益人之貸款、準貸款及其他交易安排(二零一六年：無)。

(f) 董事於交易、安排或合約中之重大權益

本公司概無就其業務訂立本公司為其中訂約方及本公司董事直接或間接擁有重大權益而於年終或年內任何時間仍然存續之重大交易、安排及合約(二零一六年：無)。

10 Finance income, net

10 財務收入淨額

		<i>For the year ended</i>	
		<i>31 December</i>	
		截至十二月三十一日止年度	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
			(Restated)
			(重列)
Interest expenses:	利息開支：		
— Bank borrowings	— 銀行借貸	(21,576)	—
— Other borrowings	— 其他借貸	(34,908)	(62,992)
— Amount due to a non-controlling interest	— 應付非控股權益款項	—	(66,435)
— Imputed interest on loan from a shareholder	— 一名股東貸款之推算利息	(175,441)	(18,551)
		(231,925)	(147,978)
Less: amounts capitalised on qualifying assets	減：合資格資產資本化金額	231,925	147,978
Finance costs	財務成本	—	—
Interest income:	利息收入：		
— Bank interest income	— 銀行利息收入	2,539	17,179
— Other interest income	— 其他利息收入	1,050	31,621
Finance income	財務收入	3,589	48,800
Finance income, net	財務收入淨額	3,589	48,800
Weighted average interest rate on capitalised borrowings (per annum)	資本化借貸之加權平均年利率	8%	10%

11 Income tax expenses

No Hong Kong profits tax has been provided as the Group did not generate any assessable profits arising in Hong Kong during the year ended 31 December 2017 (2016: same). Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

South Korea corporate tax has been provided at the rates of 11% on the first KRW200 million of the tax base, 22% up to KRW20 billion and 24.2% for amounts over KRW20 billion on the estimated assessable profits of the Group's operations in South Korea (2016: same).

11 所得稅開支

截至二零一七年十二月三十一日止年度，由於本集團並無於香港產生任何應課稅溢利，故概無就香港利得稅作出撥備（二零一六年：相同）。海外溢利之稅項乃按本集團業務經營所在國家年內估計應課稅溢利之現行稅率計算。

已就本集團南韓業務產生之估計應課稅溢利分別按稅率11%（稅基中首2億韓圓）、22%（最多為200億韓圓）及24.2%（超過200億韓圓之金額）計提南韓企業稅撥備（二零一六年：相同）。

		<i>For the year ended</i> <i>31 December</i> 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
Current tax:	即期稅項：		
South Korea Corporate Tax	南韓企業稅	1,061	6,772
Under/(over) provision in prior years:	過往年度撥備不足／(超額撥備)：		
South Korea Corporate Tax	南韓企業稅	11,389	(182)
		12,450	6,590
Deferred tax (Note 35)	遞延稅項(附註35)	3,328	-
Income tax expenses	所得稅開支	15,778	6,590

During the year, the Korea National Tax Service (the "NTS") initiated a tax audit on the income tax affairs of a Korea subsidiary for the years 2014 and 2015. NTS decided that several transactions and expenses which were previously considered as non-taxable and deductible were taxable and non-deductible in nature respectively. Accordingly, the Group recorded an under provision of income tax amounting HK\$11,389,000 for the year ended 31 December 2017 and such amount has been fully paid during the year. The Group considered that there is no other under provision on income tax expenses.

年內，韓國國稅廳(Korea National Tax Service)(「國稅廳」)對韓國附屬公司二零一四年及二零一五年度之所得稅事項進行稅務審核。國稅廳裁定先前被視為屬非應課稅及可扣減之若干交易及開支之性質分別為應課稅及不可扣減。因此，本集團於截至二零一七年十二月三十一日止年度錄得所得稅撥備不足為數11,389,000港元，有關金額已於年內悉數支付。本集團認為所得稅開支並無其他撥備不足。

11 Income tax expenses (Continued)

The tax on the Group's loss before income tax differs from the theoretical amount that would arise using weighted average tax rate applicable to profits of the consolidated entities as follows:

		<i>For the year ended</i> <i>31 December</i> <i>截至十二月三十一日止年度</i>	
		<i>2017</i> <i>二零一七年</i> <i>HK\$'000</i> <i>千港元</i>	<i>2016</i> <i>二零一六年</i> <i>HK\$'000</i> <i>千港元</i> <i>(Restated)</i> <i>(重列)</i>
Loss before income tax	除所得稅前虧損	(139,910)	(1,467,777)
Tax calculated at domestic tax rates applicable to profits in the respective countries	按有關國家之當地適用利得稅率計算之稅項	(39,758)	(269,243)
Expenses not deductible for tax purposes	不可扣減稅項開支	15,600	119,446
Income not subject to tax	毋須課稅收入	(88,342)	(15,166)
Tax losses for which no deferred income tax asset was recognised	並無確認遞延所得稅資產之稅項虧損	116,889	171,735
Under/(over) provision in prior years	過往年度撥備不足/(超額撥備)	11,389	(182)
Income tax expenses	所得稅開支	15,778	6,590

The weighted average applicable tax rate was 28.4% (2016: 18.3% (restated)). The increase was caused by the change in the profitability mix of the Group's subsidiaries in the respective countries.

11 所得稅開支(續)

本集團除所得稅前虧損之稅額與採用綜合實體溢利適用之加權平均稅率計算所得理論金額之差異如下：

		<i>For the year ended</i> <i>31 December</i> <i>截至十二月三十一日止年度</i>	
		<i>2017</i> <i>二零一七年</i> <i>HK\$'000</i> <i>千港元</i>	<i>2016</i> <i>二零一六年</i> <i>HK\$'000</i> <i>千港元</i> <i>(Restated)</i> <i>(重列)</i>
Loss before income tax	除所得稅前虧損	(139,910)	(1,467,777)
Tax calculated at domestic tax rates applicable to profits in the respective countries	按有關國家之當地適用利得稅率計算之稅項	(39,758)	(269,243)
Expenses not deductible for tax purposes	不可扣減稅項開支	15,600	119,446
Income not subject to tax	毋須課稅收入	(88,342)	(15,166)
Tax losses for which no deferred income tax asset was recognised	並無確認遞延所得稅資產之稅項虧損	116,889	171,735
Under/(over) provision in prior years	過往年度撥備不足/(超額撥備)	11,389	(182)
Income tax expenses	所得稅開支	15,778	6,590

加權平均適用稅率為28.4%(二零一六年：18.3%(重列))。稅率增加乃由本集團於有關國家之附屬公司之盈利組合變動所致。

12 (Loss)/earnings per share

The comparative of weighted average number of ordinary shares in issue has been restated because of the rights issue which was completed on 26 April 2017.

(a) BASIC

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

12 每股(虧損)/盈利

已發行普通股加權平均數之比較數字已予重列，原因為供股已於二零一七年四月二十六日完成。

(a) 基本

每股基本盈利/(虧損)乃按本公司擁有人應佔溢利/(虧損)除以年內已發行普通股加權平均數計算。

		<i>For the year ended</i> <i>31 December</i> 截至十二月三十一日止年度	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (Restated) (重列)
From continuing operations	持續經營業務	(155,688)	(1,152,379)
From discontinued operations	已終止業務	660,755	84,924
Profit/(loss) attributable to the owners of the Company	本公司擁有人應佔溢利/(虧損)	505,067	(1,067,455)

12 (Loss)/earnings per share (Continued)

(a) BASIC (Continued)

	已發行普通股加權平均數
Weighted average number of ordinary shares in issue	
Earnings/(loss) per share from continuing and discontinued operations attributable to owners of the Company:	
Basic and diluted:	基本及攤薄：
From continuing operations	持續經營業務
From discontinued operations	已終止業務
From continuing and discontinued operations	持續經營及已終止業務

(b) DILUTED

Diluted earnings/(loss) per share for the year ended 31 December 2017 and 2016 were the same as the basic earnings/(loss) per share as there were no potential dilutive ordinary shares outstanding during the respective year.

13 Dividends

The directors did not recommend the payment of a final dividend for the year ended 31 December 2017 (2016: Nil).

12 每股(虧損)/盈利(續)

(a) 基本(續)

2017 二零一七年 No. of shares 股份數目 '000 千股	2016 二零一六年 No. of shares 股份數目 '000 千股 (Restated) (重列)
99,666,064	22,251,607
本公司擁有人應佔持續經營及已終止業務之每股盈利/(虧損)：	
HK(0.16) cents 港仙	HK(5.18) cents 港仙
HK0.67 cents 港仙	HK0.38 cents 港仙
HK0.51 cents 港仙	HK(4.80) cents 港仙

(b) 攤薄

由於相關年度概無發行在外之潛在攤薄普通股，故截至二零一七年及二零一六年十二月三十一日止年度之每股攤薄盈利/(虧損)與每股基本盈利/(虧損)相同。

13 股息

董事不建議就截至二零一七年十二月三十一日止年度派付末期股息(二零一六年：無)。

Notes to the Consolidated Financial Statements
綜合財務報表附註

14 Property, plant and equipment

14 物業、廠房及設備

	Freehold land outside Hong Kong 香港以外永久業權土地 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture, fixtures, and office equipment 傢俬、裝置及辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Aircraft 飛機 HK\$'000 千港元	Plant, machinery and equipment 廠房、機器及設備 HK\$'000 千港元	Gaming equipment and accessories 博彩設備及配件 HK\$'000 千港元	Structure and other facilities 結構物及其他設施 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度										
At 1 January 2016	於二零一六年一月一日										
Cost	420,188	101,451	31,159	30,520	34,232	426,531	100,156	25,129	38,349	647,333	1,855,048
Accumulated depreciation	-	(18,980)	(3,844)	(8,252)	(9,954)	(33,767)	(86,972)	(1,164)	(2,645)	-	(165,578)
Net book amount	420,188	82,471	27,315	22,268	24,278	392,764	13,184	23,965	35,704	647,333	1,689,470
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度										
Opening net book amount	420,188	82,471	27,315	22,268	24,278	392,764	13,184	23,965	35,704	647,333	1,689,470
Additions	11,165	156	2,346	13,619	12,051	-	10,540	7,664	355	1,373,900	1,431,796
Acquisition of a subsidiary	-	-	103,790	19,117	684	-	-	8,871	-	39,377	171,839
Disposals	-	-	(10,434)	(728)	(1,020)	-	-	(18)	-	-	(12,200)
Depreciation	-	(7,798)	(12,796)	(20,274)	(8,274)	(21,327)	(2,074)	(8,965)	(4,047)	-	(85,555)
Transfer	235,884	168,440	-	42,056	-	-	-	-	22,708	(469,088)	-
Transfer from properties under development	374,481	-	-	-	-	-	-	-	-	-	374,481
Currency translation difference	(35,572)	(15,090)	(14,812)	(5,234)	(760)	-	(100)	(2,103)	(1,630)	(56,859)	(132,160)
Closing net book amount	1,006,146	228,179	95,409	70,824	26,959	371,437	21,550	29,414	53,090	1,534,663	3,437,671
At 31 December 2016	於二零一六年十二月三十一日										
Cost	1,006,146	257,265	106,244	95,355	44,229	426,531	100,434	37,483	59,532	1,534,663	3,667,882
Accumulated depreciation and impairment	-	(29,086)	(10,835)	(24,531)	(17,270)	(55,094)	(78,884)	(8,069)	(6,442)	-	(230,211)
Net book amount	1,006,146	228,179	95,409	70,824	26,959	371,437	21,550	29,414	53,090	1,534,663	3,437,671
Year ended 31 December 2017	截至二零一七年十二月三十一日止年度										
Opening net book amount	1,006,146	228,179	95,409	70,824	26,959	371,437	21,550	29,414	53,090	1,534,663	3,437,671
Additions	48,287	-	-	808,923	39,315	-	10,862	766	112	4,494,223	5,402,488
Acquisition of subsidiaries	-	-	84	13	2,237	-	-	-	-	-	2,334
Disposals of subsidiaries (Note 40)	-	(48,430)	(53,775)	(18,949)	-	-	(22,732)	(9,185)	-	(99,036)	(252,107)
Disposals	-	-	-	(665)	-	-	(7,253)	(12)	(51)	-	(7,981)
Depreciation	-	(35,760)	(46,188)	(50,295)	(11,490)	(21,326)	(3,104)	(9,415)	(18,561)	-	(196,139)
Revaluation of properties, plant and equipment upon transfer to investment properties	-	-	-	-	-	-	-	-	-	114,951	114,951
Transfer to investment properties	-	-	-	-	-	-	-	-	-	(730,930)	(730,930)
Transfer	-	3,341,495	-	-	-	-	-	-	818,460	(4,159,955)	-
Transfer from properties under development	37,925	1,456,212	-	-	-	-	-	-	11,524	98,702	1,604,363
Currency translation difference	142,052	326,220	6,312	54,727	3,869	-	677	3,084	56,612	229,868	823,421
Closing net book amount	1,234,410	5,267,916	1,842	864,578	60,890	350,111	-	14,652	921,186	1,482,486	10,198,071
At 31 December 2017	於二零一七年十二月三十一日										
Cost	1,234,410	5,318,526	6,347	916,721	89,443	426,531	-	20,591	948,218	1,482,486	10,443,273
Accumulated depreciation and impairment	-	(50,610)	(4,505)	(52,143)	(28,553)	(76,420)	-	(5,939)	(27,032)	-	(245,202)
Net book amount	1,234,410	5,267,916	1,842	864,578	60,890	350,111	-	14,652	921,186	1,482,486	10,198,071

14 Property, plant and equipment (Continued)

As at 31 December 2017, certain property, plant and equipment with a net carrying amount of HK\$1,392,395,000 (2016: HK\$435,436,000) were pledged to banks and other financial institutions to secure general banking facilities and other facilities granted to the Group (Note 32).

During the year ended 31 December 2017, property, plant and equipment with cost of HK\$4,651,411,000, HK\$636,165,000 and HK\$34,796,000 were added to Integrated Resort Business, Gaming Business and corporate asset which are related to Jeju Shinhwa World. Property, plant and equipment with net carrying amount of HK\$9,658,683,000 were related to the Jeju Shinhwa World as at 31 December 2017.

15 Investment properties

At the beginning of the year	於年初	
Additions	添置	
Transfer from property, plant and equipment (Note 14)	轉撥自物業、廠房及設備 (附註14)	
Transfer from properties under development (Note 25)	轉撥自發展中物業 (附註25)	
Disposal of a subsidiary	出售一家附屬公司	
Changes in fair value of investment properties	投資物業之公平價值變動	
Currency translation difference	貨幣匯兌差額	
At the end of the year	於年終	

As at 31 December 2017, the Group had no unprovided contractual obligations for future repairs and maintenance (2016: Nil).

Independent valuations of the Group's investment properties were performed by the valuers to determine the fair values of the investment properties, Roma Appraisals Limited for the properties in Hong Kong as at 31 December 2017 and 2016 and Savills Valuation and Professional Services Limited for the properties in South Korea as at 31 December 2017. The change in fair value is recognised in the consolidated income statement.

14 物業、廠房及設備(續)

於二零一七年十二月三十一日，賬面淨值為1,392,395,000港元(二零一六年：435,436,000港元)之若干物業、廠房及設備已就本集團獲授之一般銀行融資及其他融資(附註32)抵押予銀行及其他財務機構。

截至二零一七年十二月三十一日止年度，成本分別為4,651,411,000港元、636,165,000港元及34,796,000港元之物業、廠房及設備乃計入綜合度假區業務分部、博彩分部及與濟州神話世界相關之公司資產。於二零一七年十二月三十一日，與濟州神話世界相關之物業、廠房及設備之賬面淨值為9,658,683,000港元。

15 投資物業

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	239,800	55,000
Additions	6,000	230,756
Transfer from property, plant and equipment (Note 14)	730,930	—
Transfer from properties under development (Note 25)	36,180	—
Disposal of a subsidiary	(210,000)	—
Changes in fair value of investment properties	40,305	(45,956)
Currency translation difference	2,696	—
At the end of the year	845,911	239,800

於二零一七年十二月三十一日，本集團並無有關未來維修及保養之未撥備合約責任(二零一六年：無)。

估值師分別已對本集團之投資物業進行獨立估值以釐定投資物業之公平價值，其中羅馬國際評估有限公司對二零一七年及二零一六年十二月三十一日之香港物業進行估值，而第一太平戴維斯估值及專業顧問有限公司則對二零一七年十二月三十一日之南韓物業進行估值。公平價值變動已於綜合收益表確認。

15 Investment properties (Continued)

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

15 投資物業(續)

下表闡釋本集團投資物業之公平價值計量等級：

		Fair value measurement as at 31 December 2017 using 於二零一七年十二月三十一日運用以下 各項之公平價值計量			
		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2) 重大可觀察 輸入數據 (第二級)	Significant Unobservable Inputs (Level 3) 重大不可觀察 輸入數據 (第三級)	Total
		活躍市場報價 (第一級)	輸入數據 (第二級)	輸入數據 (第三級)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recurring fair value measurement for:	以下各項之經常性 公平價值計量：				
Investment properties:	投資物業：				
— Residential properties in Hong Kong	— 香港住宅物業	—	—	62,900	62,900
— Commercial properties in South Korea	— 南韓商業物業	—	—	783,011	783,011
Total investment properties	投資物業總額	—	—	845,911	845,911

		Fair value measurement as at 31 December 2016 using 於二零一六年十二月三十一日運用以下 各項之公平價值計量			
		Quoted prices in active markets (Level 1)	Significant Observable Inputs (Level 2) 重大可觀察 輸入數據 (第二級)	Significant Unobservable Inputs (Level 3) 重大不可觀察 輸入數據 (第三級)	Total
		活躍市場報價 (第一級)	輸入數據 (第二級)	輸入數據 (第三級)	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Recurring fair value measurement for:	以下各項之經常性 公平價值計量：				
Investment properties:	投資物業：				
— Residential properties in Hong Kong	— 香港住宅物業	—	—	239,800	239,800
Total investment properties	投資物業總額	—	—	239,800	239,800

15 Investment properties (Continued)

VALUATION PROCESSES OF THE GROUP

The Group's investment properties were valued at 31 December 2017 and 2016 by independent third party qualified valuers who hold a recognised relevant professional qualification and have relevant experience in the locations and segments of the investment properties valued. For all investment properties, their current use equates to the highest and best use.

The Finance Department reviews the valuations performed by the independent valuers for financial reporting purposes. Discussions of valuation processes and results are held with valuers at least once every six months, in line with the Group's interim and annual reporting dates. The fair values have been determined by Roma Appraisals Limited for the properties in Hong Kong as at 31 December 2017 and 2016 and Savills Valuation and Professional Services Limited for the properties in South Korea as at 31 December 2017.

At each financial year end, the Finance Department:

- Verifies all major inputs to the independent valuation reports;
- Assess property valuations movements when compared to the prior year valuation report;
- Holds discussions with the independent valuers.

There were no transfers between levels 1, 2 and 3 during the year.

15 投資物業(續)

本集團之估值流程

本集團投資物業由獨立第三方合資格估值師於二零一七年及二零一六年十二月三十一日進行估值，該估值師持有認可相關專業資格，且對所估值投資物業之地點及領域擁有相關經驗。就所有投資物業而言，當前之用途等於其最高及最佳用途。

財務部就財務報告目的而對獨立估值師之估值進行檢討。至少每六個月與估值師討論估值流程和結果一次，其與本集團中期及年度報告日期一致。羅馬國際評估有限公司及第一太平戴維斯估值及專業顧問有限公司分別已釐定香港物業於二零一七年及二零一六年十二月三十一日之公平價值及南韓物業於二零一七年十二月三十一日之公平價值。

於各財政年度年結日，財務部會：

- 核實獨立估值報告之所有主要輸入數據；
- 評估物業估值與上年度估值報告比較下之變動；
- 與獨立估值師進行討論。

年內，概無在第一級、第二級與第三級之間轉撥。

15 Investment properties (Continued)

VALUATION PROCESSES OF THE GROUP (Continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

As at 31 December 2017

	Valuation techniques	Unobservable inputs	Range of unobservable inputs (weighted average) 不可觀察輸入數據範圍 (加權平均數)
	估值方法	不可觀察輸入數據	
Residential properties — Hong Kong 住宅物業 — 香港	Direct comparison 直接比較法	Adjusted market yield (HK\$/square feet) 經調整市場收益(港元/平方呎)	27,300
Commercial properties — South Korea 商業物業 — 南韓	Discounted cash flow analysis 現金流折現分析	— Market Unit Rental (KRW/square feet) — 市場租金單價(韓圓/平方呎) — Discount rate — 折現率	1,060 to 14,957 1,060至14,957 7.25%

As at 31 December 2016

於二零一六年十二月三十一日

	Valuation techniques	Unobservable inputs	Range of unobservable inputs (weighted average) 不可觀察輸入數據範圍 (加權平均數)
	估值方法	不可觀察輸入數據	
Residential properties — Hong Kong 住宅物業 — 香港	Direct comparison 直接比較法	Adjusted market yield (HK\$/square feet) 經調整市場收益(港元/平方呎)	26,000 to 33,900 26,000至33,900

VALUATION TECHNIQUE

Fair values of residential properties in Hong Kong are generally derived using direct comparison method. The fair value is estimated using assumption regarding the market value of the similar properties of the investment properties. A significant increase/decrease in the estimated market value in isolation would result in a significant increase/decrease in the fair values of residential properties in Hong Kong.

Fair value of commercial properties in South Korea are generally derived using the discounted cash flow analysis. The net present value of the income stream is estimated by applying an appropriate discount rate which reflects the risk profile.

15 投資物業(續)

本集團之估值流程(續)

下文概述於投資物業估值中所用之估值方法及主要輸入數據：

於二零一七年十二月三十一日

	Valuation techniques	Unobservable inputs	Range of unobservable inputs (weighted average) 不可觀察輸入數據範圍 (加權平均數)
	估值方法	不可觀察輸入數據	
Residential properties — Hong Kong 住宅物業 — 香港	Direct comparison 直接比較法	Adjusted market yield (HK\$/square feet) 經調整市場收益(港元/平方呎)	27,300
Commercial properties — South Korea 商業物業 — 南韓	Discounted cash flow analysis 現金流折現分析	— Market Unit Rental (KRW/square feet) — 市場租金單價(韓圓/平方呎) — Discount rate — 折現率	1,060 to 14,957 1,060至14,957 7.25%

於二零一六年十二月三十一日

	Valuation techniques	Unobservable inputs	Range of unobservable inputs (weighted average) 不可觀察輸入數據範圍 (加權平均數)
	估值方法	不可觀察輸入數據	
Residential properties — Hong Kong 住宅物業 — 香港	Direct comparison 直接比較法	Adjusted market yield (HK\$/square feet) 經調整市場收益(港元/平方呎)	26,000 to 33,900 26,000至33,900

估值方法

香港住宅物業之公平價值一般以直接比較法釐定。公平價值乃運用有關投資物業之類似物業市值之假設而作出估計。估計市值之個別大幅增加/減少會導致香港住宅物業之公平價值大幅增加/減少。

南韓商業物業之公平價值一般以現金流折現分析釐定。收入流之淨現值是以運用反映風險程度之適當折現率而作出估計。

16 Prepaid land lease payments

16 預付土地租賃款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	於年初	14,234	14,942
Disposal of a subsidiary (Note 40)	出售一家附屬公司(附註40)	(14,173)	-
Amortisation	攤銷	(157)	(358)
Currency translation difference	貨幣匯兌差額	96	(350)
At the end of the year	於年終	-	14,234
Less: Current portion	減：即期部分	-	(366)
Non-current portion	非即期部分	-	13,868

As at 31 December 2016, the Group's prepaid land lease payments with an aggregate carrying amount of HK\$14,234,000 were pledged to a bank to secure general banking facilities granted to the Group (Note 32).

於二零一六年十二月三十一日，本集團賬面總值為14,234,000港元之預付土地租賃款項已就擔保本集團獲授之一般銀行融資(附註32)而抵押予銀行。

17 Goodwill

17 商譽

		HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	
Cost	成本	208,830
Accumulated impairment	累計減值	(203,392)
Net book amount	賬面淨值	5,438
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度	
Opening net book amount	期初賬面淨值	5,438
Acquisition of a subsidiary (Note 38)	收購一家附屬公司(附註38)	488,778
Currency translation difference	貨幣匯兌差額	(75,171)
Closing net book amount	期終賬面淨值	419,045
At 31 December 2016	於二零一六年十二月三十一日	
Cost	成本	610,448
Accumulated impairment	累計減值	(191,403)
Net book amount	賬面淨值	419,045
Year ended 31 December 2017	截至二零一七年十二月三十一日止年度	
Opening net book amount	期初賬面淨值	419,045
Disposals of subsidiaries (Note 40)	出售附屬公司(附註40)	(445,229)
Currency translation difference	貨幣匯兌差額	31,982
Closing net book amount	期終賬面淨值	5,798
At 31 December 2017	於二零一七年十二月三十一日	
Cost	成本	5,798
Accumulated impairment	累計減值	-
Net book amount	賬面淨值	5,798

17 Goodwill (Continued)

IMPAIRMENT TESTS OF GOODWILL

Goodwill is allocated to the Group's CGUs as follows:

Lighting business ("Lighting CGU") in	於以下國家之照明業務 (「照明現金產生單位」)
— PRC	— 中國
Gaming Business ("Gaming CGUs") in	於以下國家之博彩業務 (「博彩現金產生單位」)
— London, the UK	— 英國倫敦
— Jeju, South Korea	— 南韓濟州

LIGHTING CGU

As at 31 December 2016, the balances of goodwill and intangible asset in relation to the Lighting CGU were fully impaired.

On May 2017, the Company has disposed the entire issued share capital of Ace Winner Holdings Limited ("Ace Winner") of Lighting CGU in the PRC (Note 40).

GAMING CGUs

The recoverable amounts of the Gaming CGUs were determined based on value-in-use calculations performed by an independent valuer, BMI Appraisals Limited. Key assumptions used for value-in-use calculations:

		Year ended 31 December 截至十二月三十一日止年度	
		2017 二零一七年	2016 二零一六年
Gaming CGU in Jeju, South Korea	南韓濟州博彩現金產生單位		
Growth rate of revenue	收益增長率	13%	13%
Pre-tax discount rate	除稅前折現率	20.0%	19.2%
Terminal growth rate	最終增長率	3%	3%

Management considered the value-in-use calculation of the Gaming CGU based on the current condition and location (Hyatt Regency Hotel in South Korea) as at 31 December 2017, as the Relocation (Note 1) is not yet committed as at year end.

17 商譽(續)

商譽減值測試

商譽分配至本集團之現金產生單位如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Lighting business ("Lighting CGU") in	於以下國家之照明業務 (「照明現金產生單位」)		
— PRC	— 中國	—	—
Gaming Business ("Gaming CGUs") in	於以下國家之博彩業務 (「博彩現金產生單位」)		
— London, the UK	— 英國倫敦	—	413,954
— Jeju, South Korea	— 南韓濟州	5,798	5,091
		5,798	419,045

照明現金產生單位

於二零一六年十二月三十一日，與照明現金產生單位有關之商譽及無形資產結餘已全面減值。

於二零一七年五月，本公司已出售中國照明現金產生單位Ace Winner Holdings Limited (「Ace Winner」) 全部已發行股本(附註40)。

博彩現金產生單位

博彩現金產生單位之可收回金額乃根據獨立估值師中和邦盟評估有限公司所進行使用價值計算而釐定。計算使用價值所用主要假設：

		Year ended 31 December 截至十二月三十一日止年度	
		2017 二零一七年	2016 二零一六年
Gaming CGU in Jeju, South Korea	南韓濟州博彩現金產生單位		
Growth rate of revenue	收益增長率	13%	13%
Pre-tax discount rate	除稅前折現率	20.0%	19.2%
Terminal growth rate	最終增長率	3%	3%

管理層認為，博彩現金產生單位之使用價值計算乃以於二零一七年十二月三十一日之現況及地點(位於南韓之凱悅酒店)為基準，此乃由於搬遷(附註1)於年末尚未進行。

17 Goodwill (Continued)

GAMING CGUs (Continued)

		Year ended 31 December 截至 十二月三十一日 止年度 2016 二零一六年
Gaming CGU in London, the UK	英國倫敦博彩現金產生單位	
Growth rate of revenue	收益增長率	4.7%
Pre-tax discount rate	除稅前折現率	20.9%
Terminal growth rate	最終增長率	3%

Management determined the average annual growth rate of revenue based on past performance and its expectations of market development. The discount rates used reflect specific risks relating to the relevant segments.

The recoverable amount of Gaming CGU in Jeju, South Korea calculated based on value in use exceeded the carrying value. The increase in discount rate of Gaming CGU in Jeju, South Korea by 1 percentage point (2016: 1 percentage point) would not remove the remaining headroom.

On 11 October 2017, the Company has disposed the entire issued share capital of Jolly Champion Holding Limited (“**Jolly Champion**”) of Gaming CGU in London, the UK (Note 40).

17 商譽(續)

博彩現金產生單位(續)

管理層根據市場發展之過去表現及預期釐定收益之平均年增長率。所使用折現率反映有關分部之特定風險。

按使用價值計算之南韓濟州博彩現金產生單位之可收回金額超過賬面值。南韓濟州博彩現金產生單位之折現率增加1個百分點(二零一六年：1個百分點)將不會抵銷剩餘差額。

於二零一七年十月十一日，本集團已出售英國倫敦博彩現金產生單位項下冠喜控股有限公司(「冠喜」)之全部已發行股本(附註40)。

18 Intangible assets

18 無形資產

		Patents 專利 HK\$'000 千港元	Trademarks 商標 HK\$'000 千港元	Gaming licenses 博彩牌照 HK\$'000 千港元 (Note) (附註)	Total 總計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日				
Cost	成本	41,801	41,801	784,820	868,422
Accumulated amortisation and impairment	累計攤銷及減值	(41,801)	(41,801)	–	(83,602)
Net book amount	賬面淨值	–	–	784,820	784,820
Year ended 31 December 2016	截至二零一六年十二月三十一日止年度				
Opening net book amount	期初賬面淨值	–	–	784,820	784,820
Acquisition of a subsidiary (Note 38)	收購一家附屬公司(附註38)	–	–	1,145,736	1,145,736
Currency translation difference	貨幣匯兌差額	–	–	(196,115)	(196,115)
Closing net book amount	期終賬面淨值	–	–	1,734,441	1,734,441
At 31 December 2016	於二零一六年十二月三十一日				
Cost	成本	39,101	39,101	1,734,441	1,812,643
Accumulated amortisation and impairment	累計攤銷及減值	(39,101)	(39,101)	–	(78,202)
Net book amount	賬面淨值	–	–	1,734,441	1,734,441
Year ended 31 December 2017	截至二零一七年十二月三十一日止年度				
Opening net book amount	期初賬面淨值	–	–	1,734,441	1,734,441
Addition	添置	–	1,831	–	1,831
Amortisation	攤銷	–	(16)	–	(16)
Disposals of subsidiaries (Note 40)	出售附屬公司(附註40)	–	–	(1,043,453)	(1,043,453)
Currency translation difference	貨幣匯兌差額	–	112	179,583	179,695
Closing net book amount	期終賬面淨值	–	1,927	870,571	872,498
At 31 December 2017	於二零一七年十二月三十一日				
Cost	成本	–	1,944	870,571	872,515
Accumulated amortisation and impairment	累計攤銷及減值	–	(17)	–	(17)
Net book amount	賬面淨值	–	1,927	870,571	872,498

Note: Gaming licenses have indefinite useful lives are subjected to annual impairment review. The recoverable amounts of the Gaming CGUs were determined based on value-in-use calculations as disclosed in Note 17.

附註：博彩牌照具有無限可使用年限，須作出年度減值審閱。博彩現金產生單位之可收回金額乃按附註17所披露使用價值計算而釐定。

19 Financial instruments by category

19 按類別劃分之財務工具

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Assets as per consolidated statement of financial position	在綜合財務狀況表之資產		
Loans and receivables:	貸款及應收款項：		
Trade and other receivables excluding non-financial assets	應收貿易款項及其他應收款項（不包括非財務資產）	563,814	1,372,541
Amount due from a joint venture	應收一家合營企業款項	–	87,116
Amount due from an associate	應收一家聯營公司款項	16,708	–
Cash and cash equivalents	現金及現金等價物	4,338,022	6,774,501
		4,918,544	8,234,158
Available-for-sale:	可供出售：		
Available-for-sale financial asset	可供出售財務資產	–	117,000
Fair value through profit or loss:	按公平價值計入損益：		
Listed equity investments at market value	按市值計量之上市股權投資	319,015	462,070
Unlisted investment fund	非上市投資基金	–	397,025
		319,015	859,095
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Liabilities as per consolidated statement of financial position	在綜合財務狀況表之負債		
Trade and other payables excluding non-financial liabilities	應付貿易款項及其他應付款項（不包括非財務負債）	866,363	584,043
Bank and other borrowings	銀行及其他借貸	1,984,579	425,859
Amount due to a shareholder	應付一名股東款項	–	5,361,193
Amount due to a non-controlling interest	應付非控股權益款項	–	1,376,959
		2,850,942	7,748,054

20 Available-for-sale financial asset

At 31 December 於十二月三十一日

Available-for-sale financial asset is denominated in US\$.

The available-for-sale financial asset represented the investment in the TAR Private Equity Fund (the “Fund”) by the Group as a limited partner. The Fund operates in or derives significant business opportunities from the financial services, natural resources and/or property investments sectors through investments identified by TAR Investments (Cayman) Limited, the general partner of the Fund, as set out in the Exempted Limited Partnership Agreement.

During the year ended 31 December 2017, the Group had contributed US\$110,000,000 (equivalent to approximately HK\$858,000,000) (2016: US\$15,000,000, equivalent to approximately HK\$117,000,000) to the Fund. Upon the close of the Fund on 15 December 2017 which is decided by the general partner, there is a distribution of the original investment principal of HK\$975,000,000 and returns of approximately US\$11,491,000 (equivalent to approximately HK\$89,632,000). This return is recognised in consolidated income statement.

21 Investment in a joint venture and amount due from a joint venture

Set out below are the balances of the investment in a joint venture of the Group as at 31 December 2017 and 2016:

At 31 December 於十二月三十一日

20 可供出售財務資產

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
-	117,000

可供出售財務資產以美元計值。

可供出售財務資產指本集團作為有限合夥人於TAR Private Equity Fund (「基金」) 之投資。誠如獲豁免有限合夥協議所載，基金透過其普通合夥人TAR Investments (Cayman) Limited物色之投資，經營金融服務、天然資源及／或物業投資行業或從中獲得重大商機。

截至二零一七年十二月三十一日止年度，本集團已向基金作出110,000,000美元(相當於約858,000,000港元)(二零一六年：15,000,000美元(相當於約117,000,000港元))之供款。在普通合夥人決定於二零一七年十二月十五日結束基金後，原先投資本金975,000,000港元及回報約11,491,000美元(相當於約89,632,000港元)得到分派。有關回報於綜合收益表中確認。

21 於一家合營企業之投資及應收一家合營企業款項

本集團於二零一七年及二零一六年十二月三十一日於一家合營企業之投資之款項載列如下：

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
-	-

21 Investment in a joint venture and amount due from a joint venture (Continued)

Particulars of the Group's joint venture as at 31 December 2017 and 2016 are as follows:

Name 名稱	Particulars of issued/registered share capital 已發行 ／註冊股本詳情	Place of registration and business 註冊及經營 業務地點	Percentage of ownership interest 擁有權益百分比		Principal activities 主要業務
			2017 二零一七年	2016 二零一六年	
Dragon Step Global Limited ("Dragon Step") 龍階環球有限公司 (「龍階」)	US\$100 100美元	British Virgin Islands, limited liability company 英屬處女群島， 有限公司	N/A 不適用	25	Investment holding 投資控股

During the year ended 31 December 2016, the Group has shared the losses of the joint venture to the extent of the Group's interest in the joint venture. The Group has no obligation to take up further losses. The amounts of the Group's unrecognised share of losses of this joint venture for the year and cumulatively were HK\$329,000 and HK\$329,000, respectively.

On 15 May 2017, the Company completed the acquisition of the 75% issued share capital of Dragon Step, which was a joint venture company incorporated in the British Virgin Islands. As at the date of acquisition, Dragon Step's assets and liabilities mainly consisted of a non-current deposit. Subsequent to the acquisition, Dragon Step became a wholly owned subsidiary of the Company. A loss on step acquisition amounting to HK\$1,317,000 is recorded for the acquisition.

21 於一家合營企業之投資及應收一家合營企業款項(續)

於二零一七年及二零一六年十二月三十一日，本集團合營企業之詳情如下：

截至二零一六年十二月三十一日止年度，本集團按其於合營企業所擁有權益分佔合營企業之虧損。本集團並無責任承擔進一步虧損。於本年度及就累計而言，本集團分佔此合營企業之未確認虧損分別為329,000港元及329,000港元。

於二零一七年五月十五日，本公司完成收購龍階之75%已發行股本，該公司為於英屬處女群島註冊成立之合營企業。於收購日期，龍階之資產及負債主要包括非即期訂金。於進行收購事項後，龍階已成為本公司之全資附屬公司。就收購事項而言，分階段收購之虧損為1,317,000港元。

21 Investment in a joint venture and amount due from a joint venture (Continued)

AMOUNT DUE FROM A JOINT VENTURE

		As at 31 December 於十二月三十一日	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Amount due from a joint venture (Note)	應收一家合營企業款項(附註)	-	87,116

Note: The amount due from a joint venture was unsecured, interest free and repayable on demand. The carrying amounts of HK\$85,800,000 and HK\$1,316,000 were denominated in US\$ and HK\$, respectively. The carrying amount approximated its fair value.

21 於一家合營企業之投資及應收一家合營企業款項(續)

應收一家合營企業款項

		As at 31 December 於十二月三十一日	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Amount due from a joint venture (Note)	應收一家合營企業款項(附註)	-	87,116

附註：應收一家合營企業款項為無抵押、免息及須按要項償還。賬面值85,800,000港元及1,316,000港元分別以美元及港元計值。賬面值與其公平價值相若。

22 Investment in an associate and amount due from an associate

Set out below are the balances of the investment in an associate of the Group as at 31 December 2017 and 2016:

		2017 二零一七年 HK\$'000 千港元		2016 二零一六年 HK\$'000 千港元	
At 31 December	於十二月三十一日	-	-	-	-

Particulars of the Group's associate as at 31 December 2017 are as follows:

Name 名稱	Particulars of issued/registered share capital 已發行/註冊股本詳情	Place of registration and business 註冊及經營業務地點	Percentage of ownership interest 擁有權權益百分比		Principal activity 主要業務
			2017 二零一七年	2016 二零一六年	
Autumnglow Pte. Ltd. ("Autumnglow") (Note (i))	Singapore Dollar ("SGD") 2	Singapore 新加坡	N/A 不適用	50	Hotel management 管理酒店
Autumnglow Pte. Ltd. ("Autumnglow") (附註(i))	2新加坡元 (「新加坡元」)	新加坡	不適用		
Tiger Wheel Incorporated ("Tiger Wheel") (Note (ii))	Philippine Pesos ("PHP") 2,000,000	Philippines 菲律賓	40	N/A	Dormant
Tiger Wheel Incorporated ("Tiger Wheel") (附註(ii))	2,000,000菲律賓披索 (「披索」)	菲律賓		不適用	暫無業務

22 於一家聯營公司之投資及應收一家聯營公司款項

本集團於二零一七年及二零一六年十二月三十一日於一家聯營公司之投資之款項載列如下：

於二零一七年十二月三十一日，本集團之聯營公司詳情如下：

22 Investment in an associate and amount due from an associate (Continued)

The Group's shareholding in the associate is held through a wholly-owned subsidiary of the Company.

Notes:

- (i) On 3 January 2017, the Company completed the acquisition of 50% issued share capital of Autumnglow. Prior to the acquisition, Autumnglow was an associate of the Company, which has entered into the hotel operator agreement with Landing Jeju Development Co. Ltd. ("Landing Jeju"). Upon the completion of the acquisition, Autumnglow became the wholly-owned subsidiary of the Company.
- (ii) On 3 October 2017, the Group acquired 40% equity interest in Tiger Wheel from independent third parties, with a consideration of PHP800,000 (equivalent to approximately HK\$122,000). After the acquisition, Tiger Wheel became an associate of the Group and has been accounted for using equity method. Share of loss in an associate of HK\$122,000 is recorded in the year ended 31 December 2017.

22 於一家聯營公司之投資及應收一家聯營公司款項(續)

本集團於聯營公司之股權乃透過本公司旗下一家全資附屬公司持有。

附註：

- (i) 於二零一七年一月三日，本公司完成收購 Autumnglow 之 50% 已發行股本。於進行收購事項前，Autumnglow 為本公司之聯營公司，並已與藍鼎濟州開發株式會社（「藍鼎濟州」）訂立酒店營運商協議。於收購事項完成後，Autumnglow 已成為本公司之全資附屬公司。
- (ii) 於二零一七年十月三日，本集團向獨立第三方收購 Tiger Wheel 40% 股權，代價為 800,000 菲律賓披索（相當於約 122,000 港元）。進行收購事項後，Tiger Wheel 成為本集團之聯營公司，並已按權益法入賬。於截至二零一七年十二月三十一日止年度，分佔聯營公司虧損為 122,000 港元。

AMOUNT DUE FROM AN ASSOCIATE

應收一家聯營公司款項

		As at 31 December 於十二月三十一日	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Amount due from an associate (Note)	應收一家聯營公司款項(附註)	16,708	-

Note: The amount due from an associate with principal amount of HK\$15,780,000 is interest-bearing at 7% per annum. During the year, the Group recognised interest income from the associate amounting to HK\$1,050,000 and presented as finance income. The balance is denominated in US\$, unsecured and repayable on demand. The carrying amount approximated its fair value.

附註：應收一家聯營公司款項本金額 15,780,000 港元每年按 7% 計息。年內，本集團確認自聯營公司之利息收入 1,050,000 港元，並將有關收入呈列為財務收入。有關款項以美元計值、無抵押及按需求償還。賬面值與其公平價值相若。

23 Inventories

23 存貨

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Raw materials	原材料	80,483	6,921
Work in progress	在製品	-	7,321
Finished goods	製成品	5,681	37,815
		86,164	52,057

24 Completed properties for sale

24 待售已落成物業

		As at 31 December 於十二月三十一日	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Completed properties for sale comprise:	待售已落成物業包括：		
Construction cost and other capitalised expenditures	建築成本及其他資本化開支	1,190,536	–
Interest capitalised	資本化利息	33,963	–
Land use rights	土地使用權	43,396	–
		1,267,895	–
Less: Current portion	減：即期部分	(1,267,895)	–
Non-current portion	非即期部分	–	–
Completed properties for sale expected to be recovered:	預期可收回之待售已落成物業：		
Within one year	一年內	1,267,895	–
Beyond more than one year	超過一年後	–	–
		1,267,895	–

The analysis of land costs with an aggregate net carrying amount included in completed properties for sale is as follows:

計入待售已落成物業之土地成本連同賬面淨值總額之分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
South Korea	南韓		
Freehold land	永久業權土地	43,396	–

During the year ended 31 December 2017, cost of completed properties for sale amounted to HK\$200,370,000 (2016: Nil) were recognised as cost of inventories sold.

截至二零一七年十二月三十一日止年度，待售已落成物業之成本確認為已售存貨成本200,370,000港元(二零一六年：無)。

25 Properties under development

25 發展中物業

		As at 31 December 於十二月三十一日	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	於年初	2,079,841	1,135,733
Additions	添置	972,649	1,306,190
Transfer to completed properties for sale	轉撥至待售已落成物業	(1,399,168)	–
Transfer to property, plant and equipment (Note 14)	轉撥至物業、廠房及設備 (附註14)	(1,604,363)	(374,481)
Transfer to investment properties (Note 15)	轉撥至投資物業(附註15)	(36,180)	–
Interest capitalised	資本化利息	75,206	79,451
Currency translation difference	貨幣匯兌差額	172,463	(67,052)
At the end of the year	於年終	260,448	2,079,841
Properties under development comprise:	發展中物業包括：		
Construction cost and other capitalised expenditures	建築成本及其他資本化開支	118,234	1,785,665
Interest capitalised	資本化利息	15,692	101,733
Land use rights	土地使用權	126,522	192,443
		260,448	2,079,841
Less: Current portion	減：即期部分	(260,448)	(2,079,841)
Non-current portion	非即期部分	–	–
Properties under development expected to be recovered:	預期可收回之發展中物業：		
Within one year	一年內	–	–
Beyond more than one year	超過一年後	260,448	2,079,841
		260,448	2,079,841

25 Properties under development (Continued) 25 發展中物業(續)

The analysis of land costs with an aggregate net carrying amount included in properties under development is as follows:

計入發展中物業之土地成本連同賬面淨值總額之分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
South Korea	南韓		
Freehold land	永久業權土地	126,522	192,443

26 Prepayments, trade and other receivables 26 預付款項、應收貿易款項及其他應收款項

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade receivables	應收貿易款項	8,461	121,914
Bills receivables	應收票據	-	3,234
Less: provision for impairment of trade receivables	減：應收貿易款項之減值撥備	-	(37,670)
Trade and bills receivables, net (Note (i))	應收貿易款項及應收票據淨額(附註(i))	8,461	87,478
Other receivables	其他應收款項	205,210	48,387
Receivables from gaming customers (Note (ii))	博彩客戶之應收款項(附註(ii))	97,448	1,201,925
Prepayments	預付款項	293,433	61,320
VAT recoverable	可收回增值稅	158,310	82,459
Deposits	訂金	33,651	34,751
Restricted deposit for non-current borrowings	非即期借貸之受限制存款	219,044	-
Prepayments, trade and other receivables	預付款項、應收貿易款項及其他應收款項	1,015,557	1,516,320
Less: Non-current portion	減：非即期部分	(477,984)	(21,037)
Current portion	即期部分	537,573	1,495,283

26 Prepayments, trade and other receivables (Continued)

Notes:

(i) Trade and bills receivables

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk and overdue balances are reviewed regularly by senior management.

In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest bearing.

An ageing analysis of the trade and bill receivables based on the invoice date and net of provisions are as follows:

Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
Over 90 days	超過90日

As at 31 December 2017, trade receivables of HK\$3,202,000 (2016: HK\$67,973,000) were fully performing. The credit quality of these trade receivables has been assessed with reference to historical information about the counterparty default rates. The existing counterparties did not have defaults in the past.

26 預付款項、應收貿易款項及其他應收款項(續)

附註：

(i) 應收貿易款項及應收票據

本集團與客戶之貿易條款主要為信貸，惟新客戶除外，新客戶一般須預先付款。信貸期一般為一個月，主要客戶可延長至三個月。每名客戶均設有最高信貸額。本集團設法嚴格控制其未償還應收款項，以盡量減低信貸風險，而逾期結餘由高級管理人員定期檢討。

鑑於上文所述及本集團之應收貿易款項與大量分散客戶有關，故不存在重大集中信貸風險。本集團並無就其應收貿易款項結餘持有任何抵押品或推行其他加強信貸措施。應收貿易款項不計息。

按發票日期及扣除撥備後呈列之應收貿易款項及應收票據賬齡分析如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 30 days	8,356	34,781
31 to 60 days	-	15,428
61 to 90 days	-	11,219
Over 90 days	105	26,050
	8,461	87,478

於二零一七年十二月三十一日，應收貿易款項3,202,000港元(二零一六年：67,973,000港元)可全數獲得履行。該等應收貿易款項之信貸質素已參考有關交易對手違約率之歷史資料進行評估。現有交易對手過往並無違約記錄。

26 Prepayments, trade and other receivables (Continued)

Notes: (Continued)

(i) Trade and bills receivables (Continued)

As at 31 December 2017, trade receivables of HK\$5,240,000 (2016: HK\$19,505,000) were past due but not impaired. These relate to a number of independent debtors for whom there is no recent history of default. The Group does not hold any collateral as security over these debtors. The ageing analysis of the trade receivables which are past due but not impaired is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Less than 1 month past due	逾期少於 1 個月	5,135	5,933
1 to 3 months past due	逾期 1 至 3 個月	-	7,955
Over 3 months	超過 3 個月	105	5,617
		5,240	19,505

The movements in provision for impairment of trade receivables are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	於年初	37,670	36,633
Provision for impairment of trade receivables (Note)	應收貿易款項之減值撥備(附註)	353	3,502
Disposal of a subsidiary	出售一家附屬公司	(38,285)	-
Currency translation difference	貨幣匯兌差額	262	(2,465)
		-	37,670

The impaired trade receivables relate to customers that were in financial difficulties or were in default in principal payments and only a portion of receivables is expected to be recovered.

Note: The provision for impairment of trade receivables amounting to HK\$353,000 is included in the profit for the year from discontinued operations.

26 預付款項、應收貿易款項及其他應收款項(續)

附註：(續)

(i) 應收貿易款項及應收票據(續)

於二零一七年十二月三十一日，應收貿易款項 5,240,000 港元(二零一六年：19,505,000 港元)已逾期但未減值。此與若干近期並無違約記錄之獨立借款人有關。本集團並無持有任何抵押品作為該等借款人之抵押。已逾期但未減值之應收貿易款項之賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Less than 1 month past due	逾期少於 1 個月	5,135	5,933
1 to 3 months past due	逾期 1 至 3 個月	-	7,955
Over 3 months	超過 3 個月	105	5,617
		5,240	19,505

應收貿易款項之減值撥備變動如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	於年初	37,670	36,633
Provision for impairment of trade receivables (Note)	應收貿易款項之減值撥備(附註)	353	3,502
Disposal of a subsidiary	出售一家附屬公司	(38,285)	-
Currency translation difference	貨幣匯兌差額	262	(2,465)
		-	37,670

已減值應收貿易款項與遭遇財務困難或本金付款逾期之客戶有關，預期僅可收回部分應收款項。

附註：應收貿易款項減值撥備 353,000 港元計入來自已終止業務之年度溢利。

26 Prepayments, trade and other receivables (Continued)

Notes: (Continued)

(ii) Receivables from gaming customers

Receivables from gaming customers	博彩客戶之應收款項
Provision for impairment	減值撥備
Receivables from gaming customers, net	博彩客戶之應收款項淨額

As at 31 December 2017, receivables from gaming customers of HK\$16,858,000 (2016: HK\$137,697,000) were fully performing. Receivables from gaming customers include receivables from individual gaming players, which are interest-free and repayable on demand. These balances are granted with reference to their credit history and track record settlement.

The movements in provision for impairment of gaming receivables are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	於年初	151,017	–
Provision for impairment of gaming receivables, net	博彩應收款項之減值撥備淨額	1,747	152,001
Disposal of a subsidiary	出售一家附屬公司	(29,621)	–
Currency translation difference	貨幣匯兌差額	12,489	(984)
		135,632	151,017

As at 31 December 2017, receivables from gaming customers amounting to HK\$135,632,000 (2016: HK\$151,017,000) were impaired and fully provided for.

The ageing analysis of the receivables from gaming customers which are past due but not impaired is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Less than 1 month past due	逾期少於1個月	–	2,465
1 to 3 months past due	逾期1至3個月	4,837	186,859
3 to 6 months past due	逾期3至6個月	42,682	518,202
Over 6 months	超過6個月	33,071	356,702
		80,590	1,064,228

26 預付款項、應收貿易款項及其他應收款項(續)

附註：(續)

(ii) 博彩客戶之應收款項

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Receivables from gaming customers	233,080	1,352,942
Provision for impairment	(135,632)	(151,017)
Receivables from gaming customers, net	97,448	1,201,925

於二零一七年十二月三十一日，博彩客戶之應收款項16,858,000港元(二零一六年：137,697,000港元)可全數獲得履行。博彩客戶之應收款項包括個別博彩賭客之應收款項，有關款項為免息及須按要求償還。該等結餘乃經參考彼等之信貸記錄及往績結算記錄而授出。

博彩應收款項之減值撥備變動如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At the beginning of the year	151,017	–
Provision for impairment of gaming receivables, net	1,747	152,001
Disposal of a subsidiary	(29,621)	–
Currency translation difference	12,489	(984)
	135,632	151,017

於二零一七年十二月三十一日，博彩客戶之應收款項135,632,000港元(二零一六年：151,017,000港元)已減值及作全數撥備。

已逾期但未減值之博彩客戶之應收款項賬齡分析如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Less than 1 month past due	–	2,465
1 to 3 months past due	4,837	186,859
3 to 6 months past due	42,682	518,202
Over 6 months	33,071	356,702
	80,590	1,064,228

26 Prepayments, trade and other receivables (Continued)

Notes: (Continued)

(ii) Receivables from gaming customers (Continued)

The remaining balances mainly relate to individual gaming players that have a good repayment track record with the Group. Based on recent track record of play, credit history and subsequent settlement by the individual players, management concluded no impairment is necessary for these balances and these balances are considered fully recoverable.

The carrying amounts of the Group's prepayments, trade and other receivables approximated their fair values and are denominated in the following currencies:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
HK\$	港元	195,810	62,966
Renminbi ("RMB")	人民幣(「人民幣」)	10,393	52,890
KRW	韓圓	581,220	247,354
UK pound sterling ("GBP")	英鎊(「英鎊」)	17,991	901,886
US\$	美元	207,809	251,224
Others	其他	2,334	-
		1,015,557	1,516,320

27 Principal subsidiaries

The following is a list of the principal subsidiaries at 31 December 2017:

Name 名稱	Place of incorporation registration and kind of legal entity 註冊成立地點及 法律實體類別	Principal activities 主要業務	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Particulars of issued share capital/paid-up share capital/debt securities 債務證券詳情	
				Directly 直接	Indirectly 間接
Autumnglow (Note (i))	Singapore, limited liability company	Hotel management	SGD2	-	100%
Autumnglow (附註(i))	新加坡, 有限公司	酒店管理	2 新加坡元		
Bright House Company Limited (Note (i))	Macau, limited liability company	Investment holding	Macau Pataca ("MOP")25,000	-	100%
耀房有限公司(附註(i))	澳門, 有限公司	投資控股	25,000 澳門元 (「澳門元」)		
Callisto Business Limited (Note (i)) ("Callisto")	British Virgin Islands, limited liability company	Investment holding	US\$76,470,000	100%	-
Callisto Business Limited (「Callisto」) (附註(i))	英屬處女群島, 有限公司	投資控股	76,470,000 美元		

26 預付款項、應收貿易款項及其他應收款項(續)

附註：(續)

(ii) 博彩客戶之應收款項(續)

餘額主要與對本集團擁有良好還款往績記錄之個別博彩賭客有關。根據個別賭客之近期博彩往績記錄、信貸記錄及其後結算，管理層結論為毋須就該等結餘作出減值，並認為該等結餘可全數收回。

本集團預付款項、應收貿易款項及其他應收款項之賬面值與其公平價值相若，並以下列貨幣計值：

27 主要附屬公司

於二零一七年十二月三十一日之主要附屬公司如下：

27 Principal subsidiaries (Continued)

27 主要附屬公司(續)

Name 名稱	Place of incorporation registration and kind of legal entity 註冊成立地點及 法律實體類別	Principal activities 主要業務	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Particulars of issued share capital/paid-up share capital/debt securities 已發行股本/實收股本/ 債務證券詳情	
				Directly 直接	Indirectly 間接
Datsun Industrial Limited (Note (i)) 大信實業有限公司(附註(i))	Hong Kong, limited liability company 香港, 有限公司	Asset holding 資產持有	HK\$10,000 10,000 港元	–	100%
Dragon Step 龍階	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding 投資控股	US\$100 100 美元	100%	–
Elite Miles Holdings Limited (Note (i)) Elite Miles Holdings Limited (附註(i))	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding 投資控股	US\$100 100 美元	100%	–
Empire Fame Limited 皇譽有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Staff quarter 員工宿舍	US\$1 1 美元	100%	–
Esteem Idea Limited 寶思有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding 投資控股	US\$1 1 美元	100%	–
Golden House Ventures Limited	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Marketing 營銷	US\$2 2 美元	–	100%
Gold Rise Management Limited 金昇管理有限公司	Hong Kong, limited liability company 香港, 有限公司	Residential management 住宅管理	HK\$1 1 港元	100%	–
Grace Wide Corporation Limited (Note (i)) 廣緻有限公司(附註(i))	Hong Kong, limited liability company 香港, 有限公司	Investment holding 投資控股	HK\$1 1 港元	–	100%
Grand Express Holdings Limited 偉運集團有限公司	Hong Kong, limited liability company 香港, 有限公司	Investment holding 投資控股	HK\$1 1 港元	–	100%
Great Treasure Management Limited 偉寶管理有限公司	Hong Kong, limited liability company 香港, 有限公司	Investment holding 投資控股	HK\$100 100 港元	–	100%

27 Principal subsidiaries (Continued)

27 主要附屬公司(續)

Name 名稱	Place of incorporation registration and kind of legal entity 註冊成立地點及 法律實體類別	Principal activities 主要業務	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Particulars of issued share capital/paid-up share capital/debt securities 已發行股本/實收股本/ 債務證券詳情	
				Directly 直接	Indirectly 間接
Happy Bay Pte. Ltd. (Note (i)) Happy Bay Pte. Ltd. (附註(i))	Singapore, limited liability company 新加坡·有限公司	Investment holding 投資控股	SGD97,472,000 97,472,000 新加坡元	–	100%
Jubilant Forth Limited (Note (i)) 喜臨有限公司(附註(i))	British Virgin Islands, limited liability company 英屬處女群島·有限公司	Investment holding 投資控股	US\$100 100美元	100%	–
Jumbo Step Limited 茂拓有限公司	Hong Kong, limited liability company 香港·有限公司	Investment holding 投資控股	HK\$1 1港元	–	100%
Landing Entertainment Korea Co., Ltd 南韓	South Korea 南韓	Gaming business 博彩業務	KRW 27,176,895,000 27,176,895,000韓圓	–	100%
Landing Estate Management Services Co., Ltd (formerly known as “Hi-Young Property Management Co., Ltd”) Landing Estate Management Services Co., Ltd (前稱「Hi-Young Property Management Co., Ltd」)	South Korea 南韓	Residential management 住宅管理	KRW100,000,000 100,000,000韓圓	–	100%
Landing Jeju 藍鼎濟州	South Korea 南韓	Construction, management, operation and rental of facilities for tourism, commerce, accommodation and recreation 建設、管理、經營及 租賃旅遊、商業、 住所及娛樂設施	KRW 465,000,000,000 465,000,000,000 韓圓	50%	50%
Landing Korea Co., Ltd. 南韓	South Korea 南韓	Establishment of training center 成立培訓中心	KRW 20,567,240,000 20,567,240,000韓圓	–	100%

27 Principal subsidiaries (Continued)

27 主要附屬公司(續)

Name 名稱	Place of incorporation registration and kind of legal entity 註冊成立地點及 法律實體類別	Principal activities 主要業務	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Particulars of issued share capital/paid-up share capital/debt securities 已發行股本/實收股本/ 債務證券詳情	
				Directly 直接	Indirectly 間接
Landing Management Company Limited 藍鼎管理有限公司	Hong Kong, limited liability company 香港·有限公司	Management office 管理辦事處	HK\$100 100港元	100%	–
Landing Resorts Management Company Limited 藍鼎娛樂管理有限公司	Hong Kong, limited liability company 香港·有限公司	Management office 管理辦事處	HK\$100 100港元	100%	–
Landing Resorts Philippines Development Corporation (Note (i)) Landing Resorts Philippines Development Corporation (附註(i))	The Philippines 菲律賓	Lease 租賃	PHP10,300,000 10,300,000 菲律賓披索	–	100%
Landing Singapore Limited 藍鼎新加坡有限公司	British Virgin Islands, limited liability company 英屬處女群島·有限公司	Investment holding 投資控股	US\$100 100美元	100%	–
Leader Rainbow Limited 鋒虹有限公司	Hong Kong, limited liability company 香港·有限公司	Securities Investment 證券投資	HK\$1 1港元	100%	–
Magical Gains Holdings Limited 奇潤控股有限公司	British Virgin Islands, limited liability company 英屬處女群島·有限公司	Investment holding 投資控股	US\$200 200美元	100%	–
P D International Turism Limited (Note (i)) 栢德國際旅遊有限公司(附註(i))	Macau, limited liability company 澳門·有限公司	Travel agent 旅遊代理	MOP1,500,000 1,500,000澳門元	–	100%
Pearl Shine Global Limited (Note (i)) 珍耀環球有限公司(附註(i))	British Virgin Islands, limited liability company 英屬處女群島·有限公司	Investment holding 投資控股	US\$100 100美元	100%	–
Rainbow Source Developments Limited 虹源發展有限公司	British Virgin Islands, limited liability company 英屬處女群島·有限公司	Asset holding 資產持有	US\$100 100美元	100%	–

27 Principal subsidiaries (Continued)

27 主要附屬公司(續)

Name 名稱	Place of incorporation registration and kind of legal entity 註冊成立地點及 法律實體類別	Principal activities 主要業務	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Particulars of issued share capital/paid-up share capital/debt securities 已發行股本/實收股本/ 債務證券詳情	
				Directly 直接	Indirectly 間接
River East Developments Limited 川東發展有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding 投資控股	US\$100 100美元	–	100%
Royal Dragon Limited	Hong Kong, limited liability company 香港, 有限公司	Property holding 物業持有	HK\$1 1港元	–	100%
Shinhwa World China Co Ltd.* (Note (i)) 博榮旅游信息諮詢(上海)有限公司 (附註(i))	The PRC, limited liability company 中國, 有限公司	Sales and marketing services 銷售及營銷服務	RMB500,000 人民幣500,000元	–	100%
Sino Pearl International Limited 華珍國際有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding 投資控股	US\$100 100美元	–	100%
Stepwise Developments Limited 廣階發展有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding 投資控股	US\$1 1美元	100%	–
Ultimate Fame Global Limited 至譽環球有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment Holding 投資控股	US\$100 100美元	100%	–
Ultra Matrix International Limited	British Virgin Islands, limited liability company 英屬處女群島, 有限公司	Investment holding 投資控股	US\$50,000 50,000美元	–	100%

27 Principal subsidiaries (Continued)

Name 名稱	Place of incorporation registration and kind of legal entity 註冊成立地點及 法律實體類別	Principal activities 主要業務	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Particulars of issued share capital/paid-up share capital/debt securities 已發行股本/實收股本/ 債務證券詳情	
				Directly 直接	Indirectly 間接
Wider Success Global Limited 廣成環球有限公司	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Fund investment 基金投資	US\$100 100美元	100%	-
Win Rich Group Limited 勝昌集團有限公司	British Virgin Islands, limited liability company 英屬處女群島，有限公司	Asset holding 資產持有	US\$50,000 50,000美元	100%	-

Notes:

- (i) These entities were incorporated/acquired during the year.
- * The English name of the company referred to in these consolidated financial statements represent management's best effort to translate the Chinese name of the company, as no English name has been registered.

附註：

- (i) 此等實體於年內註冊成立/被收購。
- * 由於並無註冊英文名稱，該等綜合財務報表所引述該公司之英文名稱乃管理層盡最大努力對該公司中文名稱作出之翻譯。

28 Financial assets at fair value through profit or loss

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Listed equity investments at market value (Note (a))	按市值計量之上市股權投資 (附註(a))	319,015	462,070
Unlisted investment fund (Note (b))	非上市投資基金(附註(b))	-	397,025
		319,015	859,095

Notes:

- (a) The equity investments were designated by the management as fair value through profit or loss and the fair values were determined based on their current bid prices in an active market.
- (b) The Group purchased an equity market fund from an intermediary in Hong Kong. The fair value of the investment fund was determined by the quote from a financial institution, which is an intermediary.

The investment fund was fully redeemed by the Group during the year ended 31 December 2017.

附註：

- (a) 管理層將股權投資指定為按公平價值計入損益，而公平價值按於活躍市場之現行買入價釐定。
- (b) 本集團已向香港中介公司購入股本市場基金。投資基金之公平價值乃按財務機構(即中介公司)之報價釐定。

本集團已於截至二零一七年十二月三十一日止年度全面贖回投資基金。

29 Cash and cash equivalents

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash at bank and on hand (Note)	銀行及手頭現金(附註)	4,336,772	6,223,361
Short-term bank deposits	短期銀行存款	1,250	551,140
Cash and cash equivalents	現金及現金等價物	4,338,022	6,774,501

Note: As at 31 December 2017, bank deposits amounting to HK\$1,613,000 (2016: HK\$12,221,000) were denominated in RMB and kept in banks in Mainland China. These RMB are not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash and cash equivalents are denominated in the following currencies:

29 現金及現金等價物

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash at bank and on hand (Note)	4,336,772	6,223,361
Short-term bank deposits	1,250	551,140
Cash and cash equivalents	4,338,022	6,774,501

附註：於二零一七年十二月三十一日，銀行存款1,613,000港元(二零一六年：12,221,000港元)以人民幣計值並存入中國內地銀行。人民幣不可自由兌換為其他貨幣，惟根據中國內地外匯管理條例，以及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯交易業務之銀行將人民幣兌換為其他貨幣。

現金及現金等價物以下列貨幣計值：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
HK\$	港元	1,022,360	2,511,763
RMB	人民幣	9,962	18,279
GBP	英鎊	1,445	171,649
KRW	韓圓	2,028,250	850,682
US\$	美元	1,227,195	3,222,054
PHP	菲律賓披索	47,443	-
Others	其他	1,367	74
		4,338,022	6,774,501

30 Discontinued operations

30 已終止業務

		2017 二零一七年 HK\$'000 千港元
Disposal of Lighting Business (Note (a))	出售照明業務(附註(a))	
— Loss from the operations up to the date of disposal	— 截至出售日期之經營虧損	(12,537)
— Gain on disposal of Ace Winner	— 出售Ace Winner之收益	16,861
Disposal of Gaming Business in the UK (Note (b))	出售英國博彩業務(附註(b))	
— Profit from the operations up to the date of disposal	— 截至出售日期之經營溢利	205,520
— Gain on disposal of Jolly Champion	— 出售冠喜之收益	447,066
		656,910

(A) DISPOSAL OF LIGHTING BUSINESS

On 5 May 2017, the Group completed the disposal of Ace Winner, a wholly owned subsidiary of the Company, at cash consideration of HK\$50,000,000. Its results are presented in the consolidated income statement as a discontinued operation. Ace Winner and its subsidiaries (collectively, “**Ace Winner Group**”) were principally engaged in the Lighting Business in the PRC.

Financial information relating to Ace Winner Group for the period to the date of disposal and the year ended 31 December 2016 are set out below. The statement of profit or loss and statement of cash flow distinguish discontinued operations from continuing operations and the respective comparative figures have been restated.

(A) 出售照明業務

於二零一七年五月五日，本集團完成出售本公司之全資附屬公司Ace Winner，現金代價為50,000,000港元。其業績於綜合收益表呈列為已終止業務。Ace Winner及其附屬公司(統稱「**Ace Winner集團**」)主要於中國從事照明業務。

有關Ace Winner集團截至出售日期止期間及截至二零一六年十二月三十一日止年度之財務資料載於下文。損益表及現金流量表將已終止業務與持續經營業務分開，且有關比較數字已予重列。

30 Discontinued operations (Continued)

(A) DISPOSAL OF LIGHTING BUSINESS (Continued)

Profit or Loss Information

30 已終止業務(續)

(A) 出售照明業務(續)

損益資料

		<i>Period ended</i> 5 May 2017 截至 二零一七年 五月五日 止期間 HK\$'000 千港元	Year ended 31 December 2016 截至 二零一六年 十二月三十一日 止年度 HK\$'000 千港元
Revenue	收益	88,200	229,658
Expenses	開支	(100,737)	(227,957)
(Loss)/profit before income tax from discontinued operations	已終止業務之除所得稅前 (虧損)/溢利	(12,537)	1,701
Income tax credit	所得稅抵免	-	128
(Loss)/profit from discontinued operations	已終止業務(虧損)/溢利	(12,537)	1,829
Gain on disposal of Ace Winner (Note 40(c))	出售Ace Winner之收益 (附註40(c))	16,861	-
		4,324	1,829
Gain/(loss) from discontinued operations attributable to:	應佔已終止業務收益/(虧損):		
— Owners of the Company	— 本公司擁有人	8,169	1,265
— Non-controlling interests	— 非控股權益	(3,845)	564
		4,324	1,829

30 Discontinued operations (Continued)

(A) DISPOSAL OF LIGHTING BUSINESS (Continued)

Profit or Loss Information (Continued)

An analysis of the cash flows of discontinued operations is as follows:

		<i>Period ended</i> 5 May 2017 截至 二零一七年 五月五日 止期間 HK\$'000 千港元	Year ended 31 December 2016 截至 二零一六年 十二月三十一日 止年度 HK\$'000 千港元
Operating cash flows	經營現金流量	17,866	(1,261)
Investing cash flows	投資現金流量	(2,600)	(11,062)
Financing cash flows	融資現金流量	(15,589)	(5,398)
Total cash flows	總現金流量	(323)	(17,721)

(B) DISPOSAL OF GAMING BUSINESS IN THE UK

On 11 October 2017, the Group completed the disposal of the entire issued share capital of Jolly Champion, a wholly owned subsidiary of the Company, at cash consideration of HK\$2,500,000,000. Its results are presented in the consolidated income statement as a discontinued operation. Jolly Champion and its subsidiaries (collectively, “**Jolly Champion Group**”) were principally engaged in the Gaming Business in the UK.

Financial information relating to Jolly Champion Group for the period to the date of disposal and the year ended 31 December 2016 are set out below. The statement of profit or loss and statement of cash flow distinguish discontinued operations from continuing operations and the respective comparative figures have been restated.

30 已終止業務(續)

(A) 出售照明業務(續)

損益資料(續)

已終止業務之現金流量分析如下：

		<i>Period ended</i> 5 May 2017 截至 二零一七年 五月五日 止期間 HK\$'000 千港元	Year ended 31 December 2016 截至 二零一六年 十二月三十一日 止年度 HK\$'000 千港元
Operating cash flows	經營現金流量	17,866	(1,261)
Investing cash flows	投資現金流量	(2,600)	(11,062)
Financing cash flows	融資現金流量	(15,589)	(5,398)
Total cash flows	總現金流量	(323)	(17,721)

(B) 出售英國博彩業務

於二零一七年十月十一日，本集團完成出售本公司全資附屬公司冠喜之全部已發行股本，現金代價為2,500,000,000港元。其業績於綜合收益表呈列為已終止業務。冠喜及其附屬公司(統稱「**冠喜集團**」)主要於英國從事博彩業務。

有關冠喜集團截至出售日期止期間及截至二零一六年十二月三十一日止年度之財務資料載於下文。損益表及現金流量表將已終止業務與持續經營業務分開，且有關比較數字已予重列。

30 Discontinued operations (Continued)

(B) DISPOSAL OF GAMING BUSINESS IN THE UK (Continued)

Profit or Loss Information

		<i>Period ended 11 October 2017 截至 二零一七年 十月十一日 止期間 HK\$'000 千港元</i>	Year ended 31 December 2016 截至 二零一六年 十二月三十一日 止年度 HK\$'000 千港元
Revenue	收益	1,268,305	1,127,542
Expenses	開支	(1,009,954)	(1,043,525)
Profit before income tax from discontinued operations	已終止業務之除所得稅前溢利	258,351	84,017
Income tax	所得稅	(52,831)	(358)
Profit from discontinued operations	已終止業務溢利	205,520	83,659
Gain on disposal of Jolly Champion (Note 40(d))	出售冠喜之收益(附註40(d))	447,066	-
		652,586	83,659
Gain from discontinued operations attributable to:	應佔已終止業務收益：		
— Owners of the Company	— 本公司擁有人	652,586	83,659

30 已終止業務(續)

(B) 出售英國博彩業務(續)

損益資料

		<i>Period ended 11 October 2017 截至 二零一七年 十月十一日 止期間 HK\$'000 千港元</i>	Year ended 31 December 2016 截至 二零一六年 十二月三十一日 止年度 HK\$'000 千港元
Revenue	收益	1,268,305	1,127,542
Expenses	開支	(1,009,954)	(1,043,525)
Profit before income tax from discontinued operations	已終止業務之除所得稅前溢利	258,351	84,017
Income tax	所得稅	(52,831)	(358)
Profit from discontinued operations	已終止業務溢利	205,520	83,659
Gain on disposal of Jolly Champion (Note 40(d))	出售冠喜之收益(附註40(d))	447,066	-
		652,586	83,659
Gain from discontinued operations attributable to:	應佔已終止業務收益：		
— Owners of the Company	— 本公司擁有人	652,586	83,659

30 Discontinued operations (Continued)

(B) DISPOSAL OF GAMING BUSINESS IN THE UK (Continued)

Profit or Loss Information (Continued)

An analysis of the cash flows of discontinued operations is as follows:

		<i>Period ended</i> 11 October 2017 截至 二零一七年 十月十一日 止期間 HK\$'000 千港元	Year ended 31 December 2016 截至 二零一六年 十二月三十一日 止年度 HK\$'000 千港元
Operating cash flows	經營現金流量	279,504	(222,341)
Investing cash flows	投資現金流量	(69,815)	(9,345)
Financing cash flows	融資現金流量	(189,779)	364,434
Total cash flows	總現金流量	19,910	132,748

30 已終止業務(續)

(B) 出售英國博彩業務(續)

損益資料(續)

已終止業務之現金流量分析如下：

31 Trade and Other Payables

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade payables	應付貿易款項	14,946	79,039
Pre-sale proceeds received from customers	自客戶收取之預售所得款項	39,217	285,188
Deposit received	已收訂金	11,742	217,452
Receipt in advance	預收款項	13,117	-
Deferred revenue	遞延收益	734	-
Accrued expenses	應計開支	602,009	79,784
Accrued employee benefits	應計僱員福利	83,509	71,877
Other tax payables	其他應付稅項	95,897	35,987
Other payables	其他應付款項	186,590	115,581
Trade and other payables	應付貿易款項及其他應付款項	1,047,761	884,908
Less: Non-current portion	減：非即期部分	(46,667)	(9,402)
Current portion	即期部分	1,001,094	875,506

31 應付貿易款項及其他應付款項

31 Trade and other payables (Continued)

Trade and other payables are denominated in the following currencies:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
HK\$	港元	42,827	19,385
RMB	人民幣	7,282	85,677
GBP	英鎊	-	327,369
KRW	韓圓	977,328	452,477
SGD	新加坡元	19,697	-
Others	其他	627	-
		1,047,761	884,908

As at 31 December 2017, the ageing analysis of the trade payables based on the invoice date are as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 30 days	30日內	14,946	31,886
31 to 60 days	31至60日	-	15,596
61 to 90 days	61至90日	-	12,273
Over 90 days	超過90日	-	19,284
		14,946	79,039

31 應付貿易款項及其他應付款項 (續)

應付貿易款項及其他應付款項以下列貨幣計值：

於二零一七年十二月三十一日，應付貿易款項根據發票日期之賬齡分析如下：

32 Bank and other borrowings

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank borrowings	銀行借貸	715,682	78,192
Other borrowings	其他借貸	1,268,897	347,667
		1,984,579	425,859
Less: Non-current portion of bank and other borrowings	減：銀行及其他借貸非即期部分	(1,965,155)	(195,250)
Current portion	即期部分	19,424	230,609

32 銀行及其他借貸

32 Bank and other borrowings (Continued)

The Group's bank and other borrowings were repayable as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	19,424	230,609
Between 1 and 2 years	1至2年	1,091,804	19,530
Between 2 and 5 years	2至5年	873,351	175,720
		1,984,579	425,859

Bank and other borrowings are secured by the Group's property, plant and equipment amounting to HK\$1,392,395,000 (2016: HK\$435,436,000) (Note 14), completed properties for sale amounting to HK\$1,267,895,000 (2016: Nil) (Note 24), prepaid land lease payments amounting to HK\$Nil (2016: HK\$14,234,000) (Note 16) and investment properties amounting to HK\$Nil (2016: HK\$239,800,000) (Note 15).

The effective interest rates of the Group's borrowings ranging from 4.73% to 10% (2016: 4.71% to 10%) per annum. The carrying amounts of the Group's borrowings are denominated in the following currencies:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
HK\$	港元	–	133,788
RMB	人民幣	–	78,192
US\$	美元	195,373	213,879
KRW	韓圓	1,789,206	–
		1,984,579	425,859

32 銀行及其他借貸(續)

本集團銀行及其他借貸須於下列期限償還：

銀行及其他借貸以本集團物業、廠房及設備1,392,395,000港元(二零一六年：435,436,000港元)(附註14)、待售已落成物業1,267,895,000港元(二零一六年：無)(附註24)、預付土地租賃款項零港元(二零一六年：14,234,000港元)(附註16)以及投資物業零港元(二零一六年：239,800,000港元)(附註15)擔保。

本集團借貸之實際年利率介乎4.73厘至10厘(二零一六年：4.71厘至10厘)。本集團借貸之賬面值以下列貨幣計值：

32 Bank and other borrowings (Continued)

The Group has the following undrawn borrowing facilities:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Fixed rate:	定息：		
— Expiring within one year	— 一年內屆滿	-	1,300,000
— Expiring within two years	— 兩年內屆滿	500,000	-

32 銀行及其他借貸(續)

本集團有下列未提取借貸融資：

33 Amount due to a non-controlling interest

At 31 December 2016, the amount due to a non-controlling interest was unsecured, interest bearing at 5% per annum and repayable in March 2019 and November 2020, respectively.

On 3 January 2017, the Company completed the acquisition of the entire issued share capital of Callisto and its subsidiaries ("Callisto Group").

34 Amount due to a shareholder

As at 31 December 2016, the amount due to a shareholder (which is a controlling shareholder) with principal amount of approximately HK\$5,536,635,000 was unsecured, interest-free and repayable in 2018. The amount was denominated in US\$ and was carried at amortised cost of approximately HK\$5,361,193,000 using the prevailing market rate as at 31 December 2016.

The amount due to a shareholder is fully repaid during the year ended 31 December 2017.

33 應付非控股權益款項

於二零一六年十二月三十一日，應付非控股權益款項為無抵押、按年利率5%計息，並分別須於二零一九年三月及二零二零年十一月償還。

於二零一七年一月三日，本公司完成收購 Callisto 及其附屬公司（「Callisto 集團」）之全部已發行股本。

34 應付一名股東款項

於二零一六年十二月三十一日，本金額約為5,536,635,000港元之應付一名股東（其為一名控股股東）款項為無抵押、免息及須於二零一八年償還。有關款項以美元計值，於二零一六年十二月三十一日以現行市價按攤銷成本約5,361,193,000港元入賬。

應付一名股東款項已於截至二零一七年十二月三十一日止年度獲悉數償付。

35 Deferred income tax (assets)/liabilities

The analysis of deferred income tax assets and liabilities is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Deferred income tax assets:	遞延所得稅資產：		
— Deferred income tax assets to be recovered after more than 12 months	— 將於超過 12 個月後收回之遞延所得稅資產	—	(11,763)
Deferred income tax liabilities:	遞延所得稅負債：		
— Deferred income tax liabilities to be recovered after more than 12 months	— 將於超過 12 個月後收回之遞延所得稅負債	36,204	181,733
Deferred income tax liabilities, net	遞延所得稅負債淨額	36,204	169,970

35 遞延所得稅(資產)/負債

遞延所得稅資產及負債之分析如下：

The movements in net deferred income tax liabilities during the year are as follows:

年內，遞延所得稅負債淨額變動如下：

		<i>Total</i> 總計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	6,105
Acquisition of a subsidiary (Note 38)	收購一家附屬公司(附註38)	197,755
Credited to consolidated income statement	計入綜合收益表	(3,486)
Currency translation difference	貨幣匯兌差額	(30,404)
At 31 December 2016	於二零一六年十二月三十一日	169,970
At 1 January 2017	於二零一七年一月一日	169,970
Credited to consolidated income statement under discontinued operations	計入已終止業務綜合收益表	(1,209)
Debited to consolidated income statement under continuing operations	借記至持續經營業務綜合收益表	3,328
Debited to consolidated statement of comprehensive income	借記至綜合全面收益表	29,695
Disposals of subsidiaries (Note 40)	出售附屬公司(附註40)	(175,444)
Currency translation difference	貨幣匯兌差額	9,864
At 31 December 2017	於二零一七年十二月三十一日	36,204

35 Deferred income tax (assets)/liabilities (Continued)

The movements in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

35 遞延所得稅(資產)/負債(續)

年內，未計及相同稅務司法權區內互相抵銷結餘之情況下，遞延所得稅資產及負債變動如下：

		<i>Accelerated rental expenses and others</i> 加速租金開支 及其他 HK\$'000 千港元
Deferred income tax assets	遞延所得稅資產	
At 1 January 2016	於二零一六年一月一日	–
Acquisition of a subsidiary (Note 38)	收購一家附屬公司(附註38)	(10,152)
Credited to consolidated income statement	計入綜合收益表	(3,486)
Currency translation differences	貨幣匯兌差額	1,875
		<hr/>
At 31 December 2016	於二零一六年十二月三十一日	<hr/> (11,763) <hr/>
At 1 January 2017	於二零一七年一月一日	(11,763)
Credited to consolidated income statement under discontinued operations	計入已終止業務綜合收益表	(1,209)
Disposal of a subsidiary (Note 40)	出售一家附屬公司(附註40)	13,903
Currency translation differences	貨幣匯兌差額	(931)
		<hr/>
At 31 December 2017	於二零一七年十二月三十一日	<hr/> – <hr/>

35 Deferred income tax (assets)/liabilities (Continued)

The movements in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows: (Continued)

35 遞延所得稅(資產)/負債(續)

年內，未計及相同稅務司法權區內互相抵銷結餘之情況下，遞延所得稅資產及負債變動如下：(續)

		<i>Fair value adjustments</i> 公平價值調整 HK\$'000 千港元
Deferred income tax liabilities	遞延所得稅負債	
At 1 January 2016	於二零一六年一月一日	6,105
Acquisition of a subsidiary (Note 38)	收購一家附屬公司(附註38)	207,907
Currency translation differences	貨幣匯兌差額	(32,279)
		<hr/>
At 31 December 2016	於二零一六年十二月三十一日	<hr/> 181,733 <hr/>
At 1 January 2017	於二零一七年一月一日	181,733
Debited to consolidated income statement	借記至綜合收益表	3,328
Debited to consolidated statement of comprehensive income	借記至綜合全面收益表	29,695
Disposal of a subsidiary (Note 40)	出售一家附屬公司(附註40)	(189,347)
Currency translation differences	貨幣匯兌差額	10,795
		<hr/>
At 31 December 2017	於二零一七年十二月三十一日	<hr/> 36,204 <hr/>

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. As 31 December 2017, the Group had unrecognised tax losses to be carried forward against future taxable income amounted approximately HK\$1,136,480,000 (2016: approximately HK\$545,844,000 (restated)). These tax losses have no expiry date except that approximately HK\$208,000 will expire in 2022 (2016: Nil (restated)).

就結轉稅項虧損而確認之遞延所得稅資產以有關稅務利益可透過未來應課稅溢利實現之情況為限。於二零一七年十二月三十一日，本集團有未確認將結轉稅項虧損可抵銷未來應課稅收入為數約1,136,480,000港元(二零一六年：約545,844,000港元(重列))。此等稅項虧損並無到期日，惟當中約208,000港元將於二零二二年(二零一六年：無(重列))到期。

36 Share capital

Ordinary shares, issued and fully paid:

		<i>Number of shares in issue</i> 已發行股份數目	<i>Share capital</i> 股本
		'000 千股	HK\$'000 千港元
At 1 January 2016, 31 December 2016 and 1 January 2017	於二零一六年一月一日、 二零一六年十二月三十一日及 二零一七年一月一日	20,565,879	2,056,588
Cancellation of paid-up capital (Note (a))	註銷實收資本(附註(a))	–	(1,850,929)
Issuance of ordinary shares by rights issue (Note (b))	透過供股發行普通股(附註(b))	102,829,396	1,028,294
Issuance of ordinary shares by placing (Note (c))	透過配售發行普通股(附註(c))	24,000,000	240,000
At 31 December 2017	於二零一七年十二月三十一日	<u>147,395,275</u>	<u>1,473,953</u>

Notes:

- (a) With effective from 22 March 2017, the issued share capital of the Company was reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued ordinary shares of HK\$0.10 each so that the nominal value of each issued new share is HK\$0.01. The credit of approximately HK\$1,850,929,000 arising from the capital reduction was credited to the contributed surplus of the Company.
- (b) On 26 April 2017, the Company completed the rights issue on the basis of five rights shares for every one share held on the record date. 102,829,396,285 shares were issued at a subscription price of HK\$0.05 per rights share with proceeds of approximately HK\$5,063,252,000 (after netting off with related transaction costs amounting to approximately HK\$78,218,000), which approximately HK\$50,176,000 is the underwriting commission to LIL being credited to the equity of the Company.
- (c) On 14 September 2017, the Company completed the placing of new shares through placing agent to not less than six places. 24,000,000,000 shares were issued at the placing price of HK\$0.075 per new placing share with proceeds of approximately HK\$1,790,749,000 (after netting off with related transaction costs amounting to approximately HK\$9,251,000) being credited to the equity of the Company.

These shares rank pari passu with the existing ordinary shares of the Company in all respects.

36 股本

已發行及繳足普通股：

		<i>Number of shares in issue</i> 已發行股份數目	<i>Share capital</i> 股本
		'000 千股	HK\$'000 千港元
At 1 January 2016, 31 December 2016 and 1 January 2017	於二零一六年一月一日、 二零一六年十二月三十一日及 二零一七年一月一日	20,565,879	2,056,588
Cancellation of paid-up capital (Note (a))	註銷實收資本(附註(a))	–	(1,850,929)
Issuance of ordinary shares by rights issue (Note (b))	透過供股發行普通股(附註(b))	102,829,396	1,028,294
Issuance of ordinary shares by placing (Note (c))	透過配售發行普通股(附註(c))	24,000,000	240,000
At 31 December 2017	於二零一七年十二月三十一日	<u>147,395,275</u>	<u>1,473,953</u>

附註：

- (a) 自二零一七年三月二十二日起，本公司已發行股本因註銷本公司實收資本而有所減少，當中以每股面值0.10港元之已發行普通股每股註銷0.09港元為限，致使每股已發行新股份之面值成為0.01港元。資本削減產生之進賬約1,850,929,000港元已撥入本公司繳入盈餘。
- (b) 於二零一七年四月二十六日，本公司完成按於記錄日期每持有一股股份獲發五股供股股份之基準進行供股。102,829,396,285股股份已按每股供股股份0.05港元之認購價發行，所得款項約5,063,252,000港元(經扣除相關交易成本約78,218,000港元後)已計入本公司權益，其中約50,176,000港元乃為支付予藍鼎國際之包銷佣金。
- (c) 於二零一七年九月十四日，本公司完成透過配售代理向不少於六名承配人進行之配售。24,000,000,000股股份已按每股新配售股份0.075港元之配售價發行，所得款項約1,790,749,000港元(經扣除相關交易成本約9,251,000港元後)已計入本公司權益。

該等股份與本公司現有普通股在各方面享有同等權利。

Notes to the Consolidated Financial Statements
綜合財務報表附註

37 Reserves

37 儲備

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Non- distributable reserve 不可分派儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Revaluation reserve 重估儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	8,591,221	171,902	(548,427)	2,552	200,961	-	(2,521,520)	5,896,689
Profit for the year	年度溢利	-	-	-	-	-	-	505,067	505,067
Other comprehensive income	其他全面收益								
Remeasurements of employee benefit obligations	重新計量僱員福利責任	-	-	-	-	(6,597)	-	-	(6,597)
Currency translation difference	貨幣匯兌差額	-	-	1,372,861	-	-	-	-	1,372,861
Realisation of exchange reserve upon disposals of subsidiaries	於出售附屬公司時變現匯兌儲備	-	-	118,687	-	-	-	-	118,687
Revaluation of properties, plant and equipment upon transfer to investment properties	於轉撥至投資物業時重估物業、廠房及設備	-	-	-	-	-	85,256	-	85,256
Change in fair value of available-for-sale financial asset	可供出售財務資產之公平價值變動	-	-	-	-	-	89,632	-	89,632
Release of reserve upon disposal of available-for-sale financial asset	於出售可供出售財務資產時釋出儲備	-	-	-	-	-	(89,632)	-	(89,632)
Total comprehensive income for the year	年度全面收益總額	-	-	1,491,548	-	(6,597)	85,256	505,067	2,075,274
Transactions with owners in their capacity as owners	以擁有人身分與擁有人之交易								
Disposals of subsidiaries	出售附屬公司	-	-	-	(2,552)	-	-	-	(2,552)
Change in ownership interests in a subsidiary without change of control	一家附屬公司擁有權權益變動而控制權不變	-	-	-	-	(723,252)	-	-	(723,252)
Cancellation of paid-up capital	註銷實收資本	-	1,850,929	-	-	-	-	-	1,850,929
Issuance of ordinary shares by rights issue	透過供股發行普通股	4,034,958	-	-	-	-	-	-	4,034,958
Issuance of ordinary shares by placing	透過配售發行普通股	1,550,749	-	-	-	-	-	-	1,550,749
		5,585,707	1,850,929	-	(2,552)	(723,252)	-	-	6,710,832
At 31 December 2017	於二零一七年十二月三十一日	14,176,928	2,022,831	943,121	-	(528,888)	85,256	(2,016,453)	14,682,795

37 Reserves (Continued)

37 儲備(續)

		Share premium	Contributed surplus	Exchange reserve	Non-distributable reserve	Other reserve	Accumulated losses	Total
		股份溢價	繳入盈餘	匯兌儲備	不可分派儲備	其他儲備	累計虧損	總計
		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
			Note (a)					
			附註(a)					
At 1 January 2016	於二零一六年一月一日	8,591,221	171,902	(142,528)	2,552	7,253	(1,454,065)	7,176,335
Loss for the year	年度虧損	-	-	-	-	-	(1,067,455)	(1,067,455)
Other comprehensive loss	其他全面虧損							
Remeasurements of employee benefit obligations	重新計量僱員福利責任	-	-	-	-	(285)	-	(285)
Imputed interest on amount due to a shareholder	應付一名股東款項之推算利息	-	-	-	-	193,993	-	193,993
Currency translation difference	貨幣匯兌差額	-	-	(405,924)	-	-	-	(405,924)
Realisation of exchange reserve upon disposals of subsidiaries	於出售附屬公司時變現匯兌儲備	-	-	25	-	-	-	25
Total comprehensive loss for the year	年度全面虧損總額	-	-	(405,899)	-	193,708	(1,067,455)	(1,279,646)
At 31 December 2016	於二零一六年十二月三十一日	8,591,221	171,902	(548,427)	2,552	200,961	(2,521,520)	5,896,689

Notes:

- (a) Contributed surplus of the Group was arisen from the Company's capital reorganisation on 19 April 2013.

附註：

- (a) 本集團之繳入盈餘乃自本公司於二零一三年四月十九日進行之資本重組而產生。

38 Business combination

On 7 December 2015, the Group and Twinwood Limited, an independent third party, entered into a sale and purchase agreement, pursuant to which the Group acquired 100% of the issued share capital of Les Ambassadeurs Club Limited ("Les A") at a base consideration of GBP137,000,000 (subject to adjustments), equivalent to approximately HK\$1,542,765,000. Les A is principally engaged in gaming business in London, the UK. The acquisition was completed on 28 April 2016. The Goodwill of approximately HK\$488,778,000 arose in the acquisition of Les A because the purchase consideration included amounts in relation to the benefit of expected synergies and the assembled workforce of Les A, which cannot be recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

38 業務合併

於二零一五年十二月七日，本集團與獨立第三方Twinwood Limited訂立買賣協議，據此，本集團按基本代價137,000,000英鎊(相當於約1,542,765,000港元)(可予調整)收購Les Ambassadeurs Club Limited(「Les A」)全部已發行股本。Les A主要於英國倫敦從事博彩業務。收購事項已於二零一六年四月二十八日完成。收購Les A產生商譽約488,778,000港元，原因為收購代價包括有關Les A預期協同效應利益及整體人手之金額，有關款項不可與商譽分開確認，原因為其不符合可識別無形資產之確認標準。

38 Business combination (Continued)

The following table summarises the consideration paid and the fair value of the assets acquired and liabilities assumed recognised at the acquisition date.

38 業務合併(續)

下表概述已付代價以及於收購日期所收購資產及所承擔負債之公平價值。

		28 April 2016 二零一六年 四月二十八日 HK\$'000 千港元
Purchase consideration	收購代價	
— Consideration	— 代價	1,542,765
— Adjustment to consideration based on the net assets value as at acquisition date	— 根據於收購日期之資產淨值調整代價	(57,688)
Net cash paid	已付淨現金	1,485,077
Recognised amounts of identifiable assets acquired and liabilities assumed	所收購可識別資產及所承擔負債之已確認金額	
Fair value:	公平價值：	
Cash and cash equivalents	現金及現金等價物	46,897
Property, plant and equipment	物業、廠房及設備	171,839
Intangible assets	無形資產	1,145,736
Deferred income tax assets	遞延所得稅資產	10,152
Inventories	存貨	17,962
Other receivables	其他應收款項	48,560
Tax recoverable	可收回稅項	13,430
Trade and other payables	應付貿易款項及其他應付款項	(250,370)
Deferred income tax liabilities	遞延所得稅負債	(207,907)
		996,299
		28 April 2016 二零一六年 四月二十八日 HK\$'000 千港元
Total identifiable net assets	可識別資產淨值總額	996,299
Goodwill (Note 17)	商譽(附註17)	488,778
		1,485,077
		28 April 2016 二零一六年 四月二十八日 HK\$'000 千港元
Net cash outflow on acquisition of a subsidiary	收購一家附屬公司之現金流出淨額	
— Cash consideration	— 現金代價	(1,542,765)
— Cash and banks acquired	— 所收購現金及銀行結餘	46,897
		(1,495,868)

39 Transactions with non-controlling interests

ACQUISITION OF ADDITIONAL INTEREST IN A SUBSIDIARY

On 3 January 2017, the Company completed the acquisition of the entire issued share capital of Callisto Group and 50% issued share capital of Autumnglow. Prior to the acquisition, Callisto Group was principally engaged in the investment holding of 50% issued share capital of Landing Jeju whereas Autumnglow was an associate of the Company, which has entered into the hotel operator agreement with Landing Jeju. Upon the completion of the acquisition, Landing Jeju and Autumnglow became the wholly-owned subsidiaries of the Company.

The effect of changes in ownership interest of Landing Jeju on the equity attributable to owners of the Company during the period is summarised as follows:

39 與非控股權益交易

收購一家附屬公司額外權益

於二零一七年一月三日，本公司完成收購 Callisto 集團之全部已發行股本及 Autumnglow 之 50% 已發行股本。於進行收購事項前，Callisto 集團主要從事投資控制藍鼎濟州之 50% 已發行股本，而 Autumnglow 為本公司之聯營公司，已與藍鼎濟州訂立酒店營運商協議。於收購事項完成後，藍鼎濟州及 Autumnglow 已成為本公司之全資附屬公司。

藍鼎濟州擁有權權益變動對期內本公司擁有人應佔權益之影響概述如下：

		2017 二零一七年 HK\$'000 千港元
Carrying amounts of net assets acquired	所收購資產淨值之賬面值	2,483,182
Consideration paid	已付代價	(3,206,434)
Excess of consideration paid recognised within equity	於權益內確認已付代價超額部分	(723,252)

40 Disposals of subsidiaries

40 出售附屬公司

		2017 二零一七年 HK\$'000 千港元
Gain on disposals of subsidiaries:	出售附屬公司之收益：	
Continuing operations	持續經營業務	
— Raising Tune Limited (“ Raising Tune ”) (Note (a))	— 揚韻有限公司(「 揚韻 」)(附註(a))	39,878
— Leisure Spring Investments Limited (“ Leisure Spring ”) (Note (b))	— 逸泉投資有限公司(「 逸泉 」)(附註(b))	7
		39,885
Discontinued operations	已終止業務	
— Ace Winner Group (Note (c))	— Ace Winner 集團(附註(c))	16,861
— Jolly Champion Group (Note (d))	— 冠喜集團(附註(d))	447,066

		2017 二零一七年 HK'000 千港元	2016 二零一六年 HK'000 千港元
Net cash inflow/(outflow) from:	現金流入/(流出)淨值：		
— Disposal of Ace Winner Group (Note (c))	— 出售 Ace Winner 集團(附註(c))	33,482	—
— Disposal of Jolly Champion Group (Note (d))	— 出售冠喜集團(附註(d))	2,286,266	—
— Disposals of other subsidiaries	— 出售其他附屬公司	(993)	168
		2,318,755	168

- (a) On 31 August 2017, the Company completed the disposal of the entire issued share capital of Raising Tune, a wholly owned subsidiary of the Company, to an independent third party at a total consideration of HK\$250,000,000. A gain on disposal of Raising Tune of approximately HK\$39,878,000 was recognised in the consolidated income statement for the year ended 31 December 2017.
- (b) On 16 November 2017, the Company completed the disposal of the entire issued share capital of Leisure Spring, a wholly owned subsidiary of the Company, to a related party which is controlled by an executive director, at a total consideration of HK\$1,000,000. A gain on disposal of Leisure Spring of approximately HK\$7,000 was recognised in the consolidated income statement for the year ended 31 December 2017.

- (a) 於二零一七年八月三十一日，本公司完成出售本公司之全資附屬公司揚韻全部已發行股本予一名獨立第三方，總代價為250,000,000港元。出售揚韻之收益約39,878,000港元已於截至二零一七年十二月三十一日止年度之綜合收益表確認。
- (b) 於二零一七年十一月十六日，本公司完成出售本公司之全資附屬公司逸泉全部已發行股本予一名由執行董事控制之關聯方，總代價為1,000,000港元。出售逸泉之收益約7,000港元已於截至二零一七年十二月三十一日止年度之綜合收益表確認。

40 Disposals of subsidiaries (Continued)

- (c) On 5 May 2017, the Company completed the disposal of the entire issued share capital of Ace Winner, a wholly owned subsidiary of the Company, to an independent third party, at a total consideration of HK\$50,000,000. A net gain on disposal of subsidiaries of approximately HK\$16,861,000 was recognised in the consolidated income statement for the year ended 31 December 2017. The gain on disposal of subsidiaries is summarised as follows:

40 出售附屬公司(續)

- (c) 於二零一七年五月五日，本集團完成出售本公司之全資附屬公司Ace Winner全部已發行股本予一名獨立第三方，總代價為50,000,000港元。出售附屬公司之淨收益約16,861,000港元已於截至二零一七年十二月三十一日止年度之綜合收益表確認。出售附屬公司之收益概述如下：

		2017 二零一七年 HK\$'000 千港元
Sale consideration	銷售代價	50,000
Less: Net assets disposed of:	減：所出售資產淨值：	
— Property, plant and equipment	— 物業、廠房及設備	71,858
— Deposits	— 訂金	216
— Prepaid land lease payments	— 預付土地租賃款項	13,806
— Inventories	— 存貨	32,156
— Trade and other receivables	— 應收貿易款項及其他應收款項	108,276
— Cash and cash equivalents	— 現金及現金等價物	16,518
— Trade and other payables	— 應付貿易款項及其他應付款項	(113,896)
— Bank and other borrowings	— 銀行及其他借貸	(73,289)
Net assets disposed of	所出售資產淨值	55,645
Release of exchange reserve	釋出匯兌儲備	(5,645)
Non-controlling interests	非控股權益	6,955
		17,424
Gain on disposal of subsidiaries	出售附屬公司之收益	18,734
Withholding tax on disposal of subsidiaries	出售附屬公司之預扣稅	(1,873)
Net gain on disposal of subsidiaries	出售附屬公司之收益淨額	16,861

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

出售附屬公司之現金及現金等價物流入淨額分析如下：

		2017 二零一七年 HK\$'000 千港元
Cash consideration	現金代價	50,000
Cash and cash equivalents disposed of	所出售現金及現金等價物	(16,518)
Net proceeds of disposal of subsidiaries	出售附屬公司所得款項淨額	33,482

40 Disposals of subsidiaries (Continued)

- (d) On 11 October 2017, the Company completed the disposal of the entire issued share capital of Jolly Champion, a wholly owned subsidiary of the Company, to an independent third party, at a total consideration of HK\$2,500,000,000. A net gain on disposal of subsidiaries of approximately HK\$447,066,000 was recognised in the consolidated income statement for the year ended 31 December 2017. The gain on disposal of subsidiaries is summarised as follows:

40 出售附屬公司(續)

- (d) 於二零一七年十月十一日，本集團完成出售本公司之全資附屬公司冠喜全部已發行股本予一名獨立第三方，總代價為2,500,000,000港元。出售附屬公司之淨收益約447,066,000港元已於截至二零一七年十二月三十一日止年度之綜合收益表確認。出售附屬公司之收益概述如下：

		2017 二零一七年 HK\$'000 千港元
Sale consideration	銷售代價	2,500,000
Less: Net assets disposed of:	減：所出售資產淨值：	
— Property, plant and equipment	— 物業、廠房及設備	180,249
— Intangible assets	— 無形資產	1,043,453
— Goodwill	— 商譽	445,229
— Deferred tax assets	— 遞延稅項資產	13,903
— Inventories	— 存貨	13,047
— Prepayments and other receivables	— 預付款項及其他應收款項	1,257,221
— Cash and cash equivalents	— 現金及現金等價物	213,734
— Other payables	— 其他應付款項	(995,495)
— Income tax payables	— 應付所得稅	(54,701)
— Deferred tax liabilities	— 遞延稅項負債	(189,347)
Net assets disposed of	所出售資產淨值	1,927,293
Realisation of exchange reserve	變現匯兌儲備	572,707 (125,641)
Net gain on disposal of subsidiaries	出售附屬公司之收益淨額	447,066

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

出售附屬公司之現金及現金等價物流入淨額分析如下：

		2017 二零一七年 HK\$'000 千港元
Cash consideration	現金代價	2,500,000
Cash and cash equivalents disposed of	所出售現金及現金等價物	(213,734)
Net proceeds of disposal of subsidiaries	出售附屬公司所得款項淨額	2,286,266

41 Notes to the consolidated statement of cash flows

41 綜合現金流量表附註

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss before income tax from continuing operations	持續經營業務之除所得稅前虧損	(139,910)	(1,400,314)
Profit before income tax from discontinued operations (Note 30)	已終止業務之除所得稅前溢利 (附註(30))	709,741	85,718
Profit/(loss) before income tax including discontinued operations	除所得稅前溢利/(虧損) (包括已終止業務)	569,831	(1,314,596)
Adjustments for:	經調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	196,139	81,114
Amortisation	攤銷	174	358
Finance cost	財務成本	1,313	4,469
Bank interest income	銀行利息收入	(3,615)	(17,893)
Dividend income	股息收入	(1,663)	(2,265)
Other interest income	其他利息收入	(1,050)	(31,621)
Loss on step acquisition	分階段收購之虧損	1,317	-
Fair value changes of investment properties	投資物業之公平價值變動	(40,305)	45,956
Gain on disposals of subsidiaries (Note 40)	出售附屬公司之收益(附註40)	(503,812)	(144)
Loss on disposal of property plant and equipment	出售物業、廠房及設備之虧損	112	10,051
Fair value changes of financial assets at fair value through profit or loss	按公平價值計入損益之 財務資產之公平價值變動	(172,914)	665,334
Returns on available-for-sale financial asset	可供出售財務資產之回報	(89,632)	-
Share of result of an associate	分佔一家聯營公司之業績	122	-
(Reversal of)/provision for impairment of trade and other receivables, net	應收貿易款項及其他應收款項 減值(撥回)/撥備淨額	(209,041)	155,503
Operating loss before changes in working capital	營運資金變動前之經營虧損	(253,024)	(403,734)
Changes in working capital:	營運資金變動：		
Properties under development	發展中物業	(772,279)	(1,304,123)
Prepayments, trade and other receivables	預付款項、應收貿易款項 及其他應收款項	(318,203)	(670,402)
Inventories	存貨	(72,346)	11,624
Trade and other payables	應付貿易款項及其他應付款項	1,126,767	360,291
Net cash used in operations	經營業務所用現金淨額	(289,085)	(2,006,344)

42 Non-controlling interests

Details of the Group's subsidiaries that have material non-controlling interests are set out below:

		2017 二零一七年	2016 二零一六年
Percentage of equity interest held by non-controlling interests:	由非控股權益持有之股權百分比：		
Landing Jeju (Note (a))	藍鼎濟州(附註(a))	N/A 不適用	50%
Jiangsu Wenrun Optoelectronic Co. Ltd. ("Jiangsu Wenrun") (Note (b))	江蘇穩潤光電有限公司(「江蘇穩潤」)(附註(b))	N/A 不適用	30.56%

Notes:

- (a) On 3 January 2017, the Company completed the acquisition of the entire issued share capital of Callisto Group. Landing Jeju became a wholly-owned subsidiary of the Company after the acquisition (Note 39).
- (b) On 5 May 2017, the Group completed the disposal of Ace Winner Group. The Group does not held any equity interest of Jiangsu Wenrun after the disposal of Ace Winner Group (Note 40(c)).

42 非控股權益

由重大非控股權益持有之本集團附屬公司詳情如下：

		2017 二零一七年	2016 二零一六年
Percentage of equity interest held by non-controlling interests:	由非控股權益持有之股權百分比：		
Landing Jeju (Note (a))	藍鼎濟州(附註(a))	N/A 不適用	50%
Jiangsu Wenrun Optoelectronic Co. Ltd. ("Jiangsu Wenrun") (Note (b))	江蘇穩潤光電有限公司(「江蘇穩潤」)(附註(b))	N/A 不適用	30.56%

附註：

- (a) 於二零一七年一月三日，本集團完成收購 Callisto 集團之全部已發行股本。於收購事項後，藍鼎濟州成為本公司之全資附屬公司(附註39)。
- (b) 於二零一七年五月五日，本集團完成出售 Ace Winner 集團。於出售 Ace Winner 集團後，本集團並無持有任何江蘇穩潤之股權(附註40(c))。

43 Operating lease commitments

As at 31 December 2017, the Group leases certain of its office properties and premises under terms of one to three years (2016: two to fifty years). As at 31 December 2017, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	22,624	53,118
Over one year and within five years	超過一年但五年內	2,467	141,077
Over five years	超過五年	-	1,549,407
		25,091	1,743,602

44 Capital commitments

In addition to the operating lease commitments detailed in Note 43 to the consolidated financial statements, the Group had the following capital commitments at the end of the reporting period:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	1,164,317	1,661,676
Properties under development	發展中物業	90,424	1,312,014
Available-for-sale financial asset	可供出售財務資產	-	858,000
		1,254,741	3,831,690

43 經營租賃承擔

於二零一七年十二月三十一日，本集團租賃其若干辦公室物業，物業租賃為期一至三年（二零一六年：兩至五十年）。於二零一七年十二月三十一日，本集團之不可撤銷經營租賃日後最低租賃款項總額之到期日如下：

44 資本承擔

除綜合財務報表附註43所詳述經營租賃承擔外，本集團於報告期末有下列資本承擔：

45 Related party transactions

The following transactions were carried out with related parties:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Expenses:	開支：		
Short-term benefits (Note (i))	短期福利(附註(i))	(42,347)	(72,770)
Recharge/income:	償付／收入：		
Expenses recharged and rental for aircraft usage (Note (ii))	飛機使用開支償付及租金(附註(ii))	27,163	-
Management fee income (Note (iii))	管理費收入(附註(iii))	2,880	2,400

Notes:

- (i) The amounts represented remuneration of directors and other key management of the Company during the year, which was determined by the remuneration committee having regard to the performance of individuals and market trends.
- (ii) The expenses recharged and rental for aircraft usage was charged to Landing International Limited, the shareholder of the Company, at prices mutually agreed by both parties with reference to the prevailing market rates.
- (iii) A related company engaged the Company to provide management services with a monthly fee of HK\$240,000 which is a mutually agreed by both parties from 1 March 2016.

46 Event after the reporting period

On 21 February 2018, the Government of Jeju Special Self-Governing Province conditionally approved the Group to relocate its Landing Casino to Jeju Shinhwa World.

Save as disclosed herein, there is no other material event after the reporting period.

45 關聯方交易

與關聯方進行之交易如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Expenses:	開支：		
Short-term benefits (Note (i))	短期福利(附註(i))	(42,347)	(72,770)
Recharge/income:	償付／收入：		
Expenses recharged and rental for aircraft usage (Note (ii))	飛機使用開支償付及租金(附註(ii))	27,163	-
Management fee income (Note (iii))	管理費收入(附註(iii))	2,880	2,400

附註：

- (i) 有關金額指本公司董事及其他主要管理層於年內之薪酬，乃由薪酬委員會視乎個人表現及市場趨勢而釐定。
- (ii) 飛機使用開支償付及租金乃經參考現行市價後按訂約雙方互相協定之價格向本公司股東藍鼎國際有限公司收取。
- (iii) 一家關聯公司委聘本公司提供管理服務，月費為240,000港元，乃由訂約雙方自二零一六年三月一日起互相協定。

46 報告期後事項

本集團已於二零一八年二月二十一日獲濟州特別自治道政府授出有條件批准，以將其藍鼎娛樂場搬遷至濟州神話世界。

除本文所披露者外，報告期後概無任何其他重大事項。

47 Statement of financial position of the Company

Information about the statement of financial position of the Company as at the end of the reporting date is as follows:

47 本公司財務狀況表

於報告期末，有關本公司財務狀況表之資料如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	4,794,334	1,637,937
Property, plant and equipment	物業、廠房及設備	4,554	7,502
Amount due from a subsidiary	應收一家附屬公司款項	6,821,738	1,499,368
Prepayments and other receivables	預付款項及其他應收款項	-	10,006
		11,620,626	3,154,813
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	2,852,049	4,483,927
Amount due from a joint venture	應收一家合營企業款項	-	87,116
Prepayments and other receivables	預付款項及其他應收款項	186,097	28,760
Financial assets at fair value through profit or loss	按公平價值計入損益之財務資產	317,865	858,223
Cash and cash equivalents	現金及現金等價物	1,984,923	5,689,098
		5,340,934	11,147,124
Total assets	資產總值	16,961,560	14,301,937
Equity and liabilities	權益及負債		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	1,473,953	2,056,588
Reserves (Note)	儲備(附註)	15,303,979	6,826,457
Total equity	總權益	16,777,932	8,883,045
Liabilities	負債		
Non-current liability	非流動負債		
Amount due to a shareholder	應付一名股東款項	-	5,361,193
Current liabilities	流動負債		
Other payables	其他應付款項	40,061	20,327
Amounts due to subsidiaries	應付附屬公司款項	143,567	37,372
Total liabilities	負債總額	183,628	5,418,892
Total equity and liabilities	總權益及負債	16,961,560	14,301,937

47 Statement of financial position of the Company (Continued)

47 本公司財務狀況表(續)

Note:

附註：

		Share premium 股份溢價 HK\$'000 千港元	Contributed surplus 繳入盈餘 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日	8,591,221	171,902	-	(1,200,652)	7,562,471
Loss and total comprehensive loss for the year	年度虧損及全面虧損總額	-	-	193,993	(930,007)	(736,014)
At 31 December 2016	於二零一六年十二月三十一日	8,591,221	171,902	193,993	(2,130,659)	6,826,457
At 1 January 2017	於二零一七年一月一日	8,591,221	171,902	193,993	(2,130,659)	6,826,457
Profit and total comprehensive income for the year	年度溢利及全面收益總額	-	-	-	1,040,886	1,040,886
Cancellation of paid-up capital	註銷實收資本	-	1,850,929	-	-	1,850,929
Issuance of ordinary shares by rights issue	透過供股發行普通股	4,034,958	-	-	-	4,034,958
Issuance of ordinary shares by placing	透過配售發行普通股	1,550,749	-	-	-	1,550,749
At 31 December 2017	於二零一七年十二月三十一日	14,176,928	2,022,831	193,993	(1,089,773)	15,303,979

Major Properties held by the Group 本集團持有之主要物業

PROPERTIES UNDER DEVELOPMENT

發展中物業

<i>Location</i> 位置	<i>Use</i> 用途	<i>Site area</i> 地盤面積 (‘000 sq.m.) (千平方米)	<i>Gross floor area</i> 建築面積 (‘000 sq.m.) (千平方米)	<i>Expected completion date</i> 預計落成日期	<i>Attributable interest of the Group</i> 本集團應佔權益
Seogwang-ri in Andeog-myeon, Seoguiipo City, Jeju Special, Self-Governing Province, South Korea 南韓 濟州特別自治道 西歸浦市 Andeog-myeon Seogwang-ri	Residential 住宅	537	141	2017–2019 二零一七年至 二零一九年	100%

Financial Summary

財務概要

		Year ended 31 December 截至十二月三十一日止年度				2017
		2013	2014	2015	2016	2017
		二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		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
		(Note (b))	(Note (b))	(Note (b))	(Note (a))	(Note (a))
		(附註(b))	(附註(b))	(附註(b))	(附註(a))	(附註(a))
					(Restated)	
					(重列)	
RESULTS	業績					
Revenue	收益	181,075	223,318	246,500	363,447	896,250
Profit/(loss) for the year	年度溢利/(虧損)	(142,197)	(342,656)	(1,086,214)	(1,321,416)	501,222
Attributable to:	應佔：					
Owners of the parent	母公司擁有人	(137,147)	(293,677)	(987,971)	(1,067,455)	505,067
Non-controlling interests	非控股權益	(5,050)	(48,979)	(98,243)	(253,961)	(3,845)
		(142,197)	(342,656)	(1,086,214)	(1,321,416)	501,222

Notes:

附註：

- (a) The financial figures were extracted from the consolidated financial statement. (a) 有關財務數字乃摘錄自綜合財務報表。
- (b) The financial figures were extracted from the 2016 annual report. No separate disclosures of continuing operations and discontinued operations were made on the financial figures for 2013 to 2015. (b) 有關財務數字乃摘錄自二零一六年年報，而二零一三年至二零一五年之財務數字並無按持續經營業務及已終止業務分開披露。

		At 31 December 於十二月三十一日				2017
		2013	2014	2015	2016	2017
		二零一三年	二零一四年	二零一五年	二零一六年	二零一七年
		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
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	1,572,258	5,893,237	11,408,675	17,345,233	19,228,926
Total liabilities	負債總額	(730,752)	(1,382,151)	(1,720,275)	(8,244,092)	(3,072,178)
Shareholders' funds	股東資金	841,506	4,511,086	9,688,400	9,101,141	16,156,748
Equity attributable to:	應佔權益：					
Owners of the parent	母公司擁有人	768,484	3,911,132	9,232,923	7,953,277	16,156,748
Non-controlling interests	非控股權益	73,022	599,954	455,477	1,147,864	-
		841,506	4,511,086	9,688,400	9,101,141	16,156,748



LANDING INTERNATIONAL
DEVELOPMENT LIMITED
藍鼎國際發展有限公司

