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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Zhu Shi Xing (*Chairman*)
Mr. Liu Xue Heng (*Joint Chief Executive Officer*)
Mr. Zhang Jing Ming (*Joint Chief Executive Officer*)
Mr. Qian Xu
Mr. Siu Kin Wai
Mr. Hu Yebi
Mr. Gu Shan Chao
Mr. Hu Xiao Yong
Mr. Hu Shiang Chi
Mr. Wang Zheng Chun

Independent Non-executive Directors

Mr. Gary Zhao
Mr. Robert Winslow Koepf
Mr. Tse, Man Kit, Keith
Mr. Wu Yong Xin
Mr. Zhang Yun Zhou

AUTHORISED REPRESENTATIVES

Mr. Lam Ka Tak
Mr. Liu Xue Heng

COMPANY SECRETARY

Mr. Lam Ka Tak

AUDIT COMMITTEE

Mr. Tse, Man Kit, Keith (*Chairman of the committee*)
Mr. Gary Zhao
Mr. Wu Yong Xin

REMUNERATION COMMITTEE

Mr. Gary Zhao (*Chairman of the committee*)
Mr. Tse, Man Kit, Keith
Mr. Wu Yong Xin

NOMINATION COMMITTEE

Mr. Wu Yong Xin (*Chairman of the committee*)
Mr. Gary Zhao
Mr. Tse, Man Kit, Keith
Mr. Zhu Shi Xing

INVESTMENT AND RISK MANAGEMENT COMMITTEE

Mr. Gu Shan Chao (*Chairman of the committee*)
Mr. Liu Xue Heng
Mr. Zhu Shi Xing
Mr. Lam Ka Tak

董事會

執行董事

祝仕興先生 (*主席*)
劉學恒先生 (*聯席行政總裁*)
張景明先生 (*聯席行政總裁*)
錢旭先生
蕭健偉先生
胡野碧先生
顧善超先生
胡曉勇先生
胡湘麒先生
王正春先生

獨立非執行董事

趙剛先生
康仕學先生
謝文傑先生
吳永新先生
張運周先生

法定代表

林嘉德先生
劉學恒先生

公司秘書

林嘉德先生

審核委員會

謝文傑先生 (*委員會主席*)
趙剛先生
吳永新先生

薪酬委員會

趙剛先生 (*委員會主席*)
謝文傑先生
吳永新先生

提名委員會

吳永新先生 (*委員會主席*)
趙剛先生
謝文傑先生
祝仕興先生

投資及風險管理委員會

顧善超先生 (*委員會主席*)
劉學恒先生
祝仕興先生
林嘉德先生

AUDITORS

Ernst & Young
Certified Public Accountants

LEGAL ADVISER

Sidney Austin

STOCK CODE

2389

WEBSITE

www.bemh.com.hk

PRINCIPAL BANKERS

Bank of Beijing
Bank of Shanghai
China Citic Bank International
Shanghai Pudong Development Bank

REGISTERED OFFICE

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
Grand Cayman
British West Indies

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 2108, 21/F
Greenfield Tower, Concordia Plaza
1 Science Museum Road
Tsim Sha Tsui East
Kowloon, Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

核數師

安永會計師事務所
執業會計師

法律顧問

盛德律師事務所

股份代號

2389

網址

www.bemh.com.hk

主要往來銀行

北京銀行
上海銀行
中信銀行國際
上海浦東發展銀行

註冊辦事處

Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681 GT
Grand Cayman
British West Indies

總辦事處及主要營業地點

香港九龍
尖沙咀東
科學館道1號
康宏廣場南座
21樓2108室

香港股份過戶登記分處

聯合證券登記有限公司
香港
北角
英皇道338號
華懋交易廣場2期
33樓3301-04室



Corporate Structure

公司架構

Beijing Enterprises Medical and Health Industry Group Limited 北控醫療健康產業集團有限公司



Financial Summary

財務摘要

For the year ended 31 December

截至十二月三十一日止年度

		2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015* 二零一五年* HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Revenue	收入	442,312	509,250	145,944	163,856	130,625
Profit/(Loss) for the year attributable to the owners of the parent	母公司擁有人應佔年度溢利／(虧損)	94,120	(174,565)	(56,480)	(68,015)	213,675

At 31 December

於十二月三十一日

		2013 二零一三年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元	2015* 二零一五年* HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	總資產	1,987,066	2,961,339	3,226,035	3,298,589	3,890,963
Total liabilities	總負債	(1,085,883)	(1,028,648)	(429,272)	(597,123)	(720,950)
		901,183	1,932,691	2,796,763	2,701,466	3,170,013
Equity attributable to owners of the parent	母公司擁有人應佔權益	695,985	1,723,520	2,711,373	2,564,405	2,888,193
Non-controlling interests	非控股權益	205,198	209,171	85,390	137,061	281,820
		901,183	1,932,691	2,796,763	2,701,466	3,170,013

* Revenue for the year ended 31 December 2015 included the revenue generated from the discontinued operations.

* 截至二零一五年十二月三十一日止年度之收入包括來自已終止經營業務之收入。



Chairman's Statement

主席報告

On behalf of the board of directors of Beijing Enterprises Medical and Health Industry Group Limited, I am pleased to present the operating results of the Group for the financial year ended 31 December 2017.

本人謹代表北控醫療健康產業集團有限公司董事會，欣然向閣下呈上集團截至二零一七年十二月三十一日止財政年度的經營業績。

I am pleased to present the results for the year ended 31 December 2017 (the "Year") of Beijing Enterprises Medical and Health Industry Group Limited (the "Company") and its subsidiaries (collectively, the "Group") to the shareholders (the "Shareholders") of the Company.

The Group, as an investment and financing platform of Beijing Enterprises Group Company Limited principally engaged in general health business, has adhered to the principle of "making health more intelligent, making lives more honorable" with the mission of "Beijing Enterprises as a pilot for healthy China". It is committed to exploring and developing the health industry in the direction of the national policy development, which is driven by financial capital and supported by quality resources, to promptly occupy resources of all large cities, expand the market size and build up a leading brand in a bid to establish a top-notch comprehensive health industrial and investment group.

BUSINESS REVIEW

With respect to the geriatric care services, the Group continued to develop the geriatric care business with its "Golden Sun" brand and replicated and expanded the business layout. Currently, it has successfully expanded to the cities including Beijing, Shanghai, Fuzhou, Dali, Longyan, Nanping, Shijiazhuang, Wuhu and Wuxi. As of 31 December 2017, the number of elderly members of the Group reached 772,865, the number of community service centers was 439 and the number of beds for the geriatric care services was 1,750.

With respect to the medical services, apart from developing a platform for hierarchical diagnosis and family doctors service information continuously, the Group successfully established its first specialty hospital in cardiovascular diseases with the Anhui Province Xuancheng City Central hospital.

本人欣然呈報北控醫療健康產業集團有限公司(「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(「本年度」)之業績予本公司股東(「股東」)。

本集團作為北京控股集團有限公司主力從事大健康產業的投融資平台，一直秉承「讓健康更智慧、讓生命更被尊重」的宗旨，以「健康中國，北控先行」為使命，致力於健康產業的開拓和發展，契合國家政策發展方向，以金融資本為驅動，優質資源為支撐，迅速佔領各大城市資源，擴大市場規模，樹立領先品牌，致力於打造一流的綜合型健康產業投資集團。

業務回顧

在養老服務方面，本集團繼續以「金太陽」養老品牌發展養老事業，迅速複製和拓展業務版圖，目前已成功拓展至北京、上海、福州、大理、龍岩、南平、石家莊、蕪湖及無錫等城市。截至二零一七年十二月三十一日止本集團服務之老人會員人數已達772,865人，社區站點達439個，養老床位達1,750張。

在醫療服務方面，本集團除繼續發展分級診療和家庭醫生服務資訊化平台外，本年度成功與安徽省宣城中心醫院合作，打造屬於本集團的第一所心血管病專科醫院。

With regard to the new health industrial parks, with our management team devoting much effort and seizing the change of the PRC's land policies, our planning in different projects continued to gain approval successfully. Therefore, the new health industrial parks can better align with the market demands and fully reflect its potential values. As the demand for the new industrial parks is strong, the Group successfully transferred a project in Beijing at a consideration of RMB796 million in the middle of the year and recorded profit before tax of more than RMB500 million. In December 2017, the Group successfully won the bidding of the land use right of four land situated at the Haidong New District, Dali, which will be the flagship project for the general industry layout of the Group.

With respect to the sports business, considering the sunrise nature of the sports industry in China and the close relation to the existing business of the Group, the Group intended to develop a sports-related new business segment. The Group made investments in Beijing Sports and Entertainment Industry Group Limited ("**Beijing Sports**"), an associate company of the Group, since 18 December 2015. Beijing Sports completed a series of acquisitions during the Year. It has developed a mature business model of establishing and operating creative stadium and commenced to establish special sports park projects like snow sports park of its own brand.

In the beginning of 2017, the Group commenced financial business in relation to asset management, and Guangzhou Aviation Industrial Fund Management Limited was established jointly with Guangzhou Aerotropolis Investment and Construction Co. Ltd and Guangzheng Lingxiu Investment Company Limited (廣證領秀投資有限公司) through capital contribution. Currently, two industrial funds have been initiated. The Group successively initiated various industrial investment funds subsequently. Funds under management will enter the stage of investment and operation one after another, which is expected to bring long-term, sustainable and stable income stream for the Group.

在新型健康產業園項目方面，經過管理團隊的努力，抓緊中國土地政策之變化，項目規劃上持續取得重大審批進展，以致新型健康產業園項目更能符合市場需求，充份體現新型健康產業園項目之潛在價值。由於市場對新型健康產業園需求殷切，本集團於本年中成功以人民幣7.96億元轉讓其中一項位於北京市之項目，為本集團帶來稅前溢利超過人民幣5億元。二零一七年十二月，本集團成功投得4幅位於大理市海東新區的土地使用權，該地塊將是本集團佈局大健康產業的旗艦項目。

在體育業務方面，考慮到中國的體育行業為朝陽行業，並與本集團的現行業務相互關連，本集團擬發展體育相關之新業務分部。本集團自二零一五年十二月十八日起先後入股本集團之聯營公司北京體育文化產業集團有限公司（「北京體育」）。北京體育於本年度已完成連串併購，並已建立集中於建設及營運創新體育場館的成熟業務模式，並啟動建立自身品牌的特色體育樂園（例如冰雪體育樂園）項目。

於二零一七年初，本集團開展了資產管理之金融業務，與廣州空港投資建設有限公司及廣證領秀投資有限公司共同出資成立廣州航空產業基金管理有限公司，目前已成功發起兩隻產業基金。其後，本集團相繼發起不同的產業投資基金，目前管理之基金，將陸續進入投資運營期，期望為集團帶來長遠、持續及穩定之收入來源。

OUTLOOK

The Group continues to be optimistic to the future development of the health industry and adjusts its development strategies timely in accordance with the changes in the industry. In respect of the overall strategy, the Group will optimize its principal business gradually in the future to develop key core business, non-core business and the investment of industrial layout, subject to timely adjustment based on the principle of the profit maximization.

With huge population and economic volume of China, as well as increasingly deepening of the Chinese economic and political system reform, the living standard of the people has been improving and the consumption power becomes stronger. Apart from the general clinical medical services, the demand for disease prevention are larger. The Group explores the development opportunities of this sector based on the concept of "Health Return", thereby continuously creating long-term and stable returns for the Shareholders.

APPRECIATION

I would like to take this opportunity to thank my fellow Directors, the management and all staff, and to express heartfelt gratitude to all colleagues for their hard work and contribution to the development of the Group in the past year. Meanwhile, I would also like to express appreciation to all shareholders, the banking sector, the investment community and business partners for their full confidence and strong support to the Group.

展望

本集團繼續看好健康產業未來的發展，也適時根據行業的變化調整集團的發展策略，集團未來整體戰略會逐步優化集團的主業，發展關鍵的核心業務，非核心業務及產業佈局的投資，將會以利潤最大化為原則適時調整。

中國人口眾多，經濟體量巨大，隨著中國經濟政治體制改革的不斷深化，人民生活水準的不斷提升，消費能力越來越強，除基礎的臨床醫療服務外，前端的疾病預防需求也越來越大，本集團目前正探索此領域的發展商機，實踐「健康回歸」之概念，務求不斷為股東創造長期穩定回報。

鳴謝

本人藉此機會向各位董事、管理層及全體員工致謝，感謝全體同仁在過去一年中的辛勤工作，及為本集團發展作出的貢獻。同時本人亦感謝所有股東、銀行界和投資界的各位朋友及商業夥伴一直以來對本集團的充分信任和鼎力支持。

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

The Group is principally engaged in geriatric care, medical care, general health industrial parks, sports and financial business. While leveraging on its own business as the basis for development, and driven by financial capital and underpinned by premium resources, each of the business seeks to achieve synergy with one another and offer mutual support in line with the nation's policy development trends, and is dedicated to building a first-rate integrated investment group in the healthcare industry.

The general health industry has been supported by the national policy environment

Since 2015, there have been frequent developments in the general health industry, be they at the national, social capital or enterprise level. In particular, at the national level, several dozens of policies such as the National Planning Guideline for the Healthcare Service System (2015-2020) (《全國醫療衛生服務體系規劃綱要(2015-2020)》), the Guideline for the 13th Five-year Plan for Economic and Social Development of the People's Republic of China (《中華人民共和國國民經濟和社會發展第十三個五年規劃綱要》), the "Outline of Healthy China 2030 Plan" (《「健康中國2030」規劃綱要》), the State Council's Notice on the Issuance of the Development Plan for the Nation's Strategic Emerging Industries under the 13th Five-year Plan (《國務院關於印發「十三五」國家戰略性新興產業發展規劃的通知》), the Notice on the Enhancement of the Licensing Work for Medical and Geriatric Care Integrated Service Providers (《關於做好醫養結合服務機構許可工作的通知》), the Guiding Opinions for Promoting the Sound Development of the Pharmaceutical Industry (《關於促進醫藥產業健康發展的指導意見》), the Dedicated Plan for Technological Innovation of the Health Industry under the 13th Five-year Plan (《「十三五」健康產業科技創新專項規劃》), and the Action Plan for the Development of the Smart Healthcare and Geriatric Care Industries (2017-2020) (《智慧健康養老產業發展行動計劃(2017-2020年)》) have been introduced since 2015, featuring detailed plans and opinions delivered from the perspectives of, among others, industry objectives, key missions, various sub-industries, and technological breakthroughs, and presenting various supporting policies in relation to finances and taxation, capital and manpower. In particular, the publication of the "Outline of Healthy China 2030 Plan" demonstrates the fact that "Healthy China" was forged as an official component of the national strategies, as well as the nation's resolve to optimise the supply and distribution of its medical care resources and to fully promote its diagnostic and treatment hierarchy and the integration of medical care with geriatric care. All this has resulted in, following the Internet, a new drive to the Chinese economy.

業績回顧

本集團業務主要涵蓋養老、醫療、大健康產業園、體育及金融，在以自身業務為平台的同時，各業務之間發揮協同效應，共同衍生，契合國家政策發展方向，以金融資本為驅動，優質資源為支撐，致力於打造一流的綜合性健康產業投資集團。

大健康產業一直得到國家的政策環境支持

自二零一五年開始，無論是國家、社會資本還是企業層面，在大健康產業領域都動作頻頻。其中在國家層面，二零一五年以來連續下發《全國醫療衛生服務體系規劃綱要(2015-2020)》、《中華人民共和國國民經濟和社會發展第十三個五年規劃綱要》、《「健康中國2030」規劃綱要》、《國務院關於印發「十三五」國家戰略性新興產業發展規劃的通知》、《關於做好醫養結合服務機構許可工作的通知》、《關於促進醫藥產業健康發展的指導意見》、《「十三五」健康產業科技創新專項規劃》及《智慧健康養老產業發展行動計劃(2017-2020年)》等幾十項政策，從產業目標、重點任務、各細分行業、技術突破等方面給予詳細規劃和意見，並提供財稅、資金及人力等各項扶持政策。尤其是《「健康中國2030」規劃綱要》的發佈，表明「健康中國」正式上升為國家戰略，彰顯國家優化醫療資源供給分佈，全面促進分級診療、醫養結合的決心，成為繼互聯網之後中國經濟的新引擎。

In the Government's Work Report, the Premier of the State Council specifically included "promotion of health across the nation" as one of the priorities for 2017. "Healthy China" — this key strategic plan that serves to protect people's lives — has again received wide attention from people from all walks of life. The "Healthy China 2020" strategy was specifically put forward in 2012, and by 2020 the country's leading health indicators will have reached levels that are essentially comparable to those of medium-ranked developing countries, where the average life expectancy would have risen from 73 years in 2005 to 77 years in 2020, with the aggregate health expenditure growing to 6.5%-7% of the country's GDP — an increase of 2 percentage points. Going forward, the government's medical care and healthcare spending will be continuously augmented.

The development of China's general health industry is being fostered by a favourable policy environment. According to the estimates given in the Research Report on the Market Operations and Development Trends of China's General Health Industry (2016-2021) (《2016-2021年中國大健康產業市場運行暨產業發展趨勢研究報告》), the size of China's health industry would be RMB4.9 trillion for 2017 and would reach RMB12.9 trillion for 2021, representing a compound annual growth rate of approximately 27% over the next five years (2017-2021). According to the relevant national plans, the market size for the general health industry as bolstered by "Healthy China" is likely to reach RMB10 trillion by 2020 and exceed RMB16 trillion by 2030, which will be three times the size of the current market. This would translate into a sizeable business opportunity for enterprises engaged in the general health industry.

Geriatric Care Business

According to the latest elderly population census data released by the National Bureau of Statistics on 18 January 2018, the elderly population aged 60 or above in the PRC was 240 million as at the end of 2017, representing 17.3% of the total population. It is expected that such number will subsequently remain at approximately 400 million for an extended period of time. From 2014 to 2050, the purchasing power of the elderly population will increase from approximately RMB4 trillion to approximately RMB106 trillion, and its proportion to the country's GDP will increase from 8% to 33%. Remaining in its early stage of development, the geriatric care services system is characterised by a serious lack of products and facilities offering dedicated services to the elderly population, deficient service items and offerings, as well as a complete absence of quality assurance for the service personnel. There exists a significant supply gap in the geriatric care services market.

國務院總理在政府工作報告中明確將「推進健康中國建設」列為二零一七年工作的重點。「健康中國」這一保障民生的重要戰略規劃再次受到了社會各界的廣泛關注。從二零一二年的「健康中國2020」戰略明確提出，到二零二零年我國主要健康指標基本達到中等發展中國家的水平，人均預期壽命將從二零零五年的73歲增加到二零二零年的77歲，衛生總費用佔GDP的比增加到6.5%-7%，提高兩個百分點，未來政府醫療健康投入將持續增加。

中國大健康產業發展面臨良好的政策環境，根據《2016-2021年中國大健康產業市場運行暨產業發展趨勢研究報告》預計，二零一七年中國健康產業規模為人民幣4.9萬億元，二零二一年將達到人民幣12.9萬億元，未來五年(2017-2021年)年均複合增長率約為27%。根據國家相關規劃，到二零二零年，「健康中國」帶來的大健康產業市場規模有望達到人民幣10萬億元，二零三零年將超過人民幣16萬億，是目前市場的3倍，這對於大健康企業來說是一個巨大的商機。

養老業務

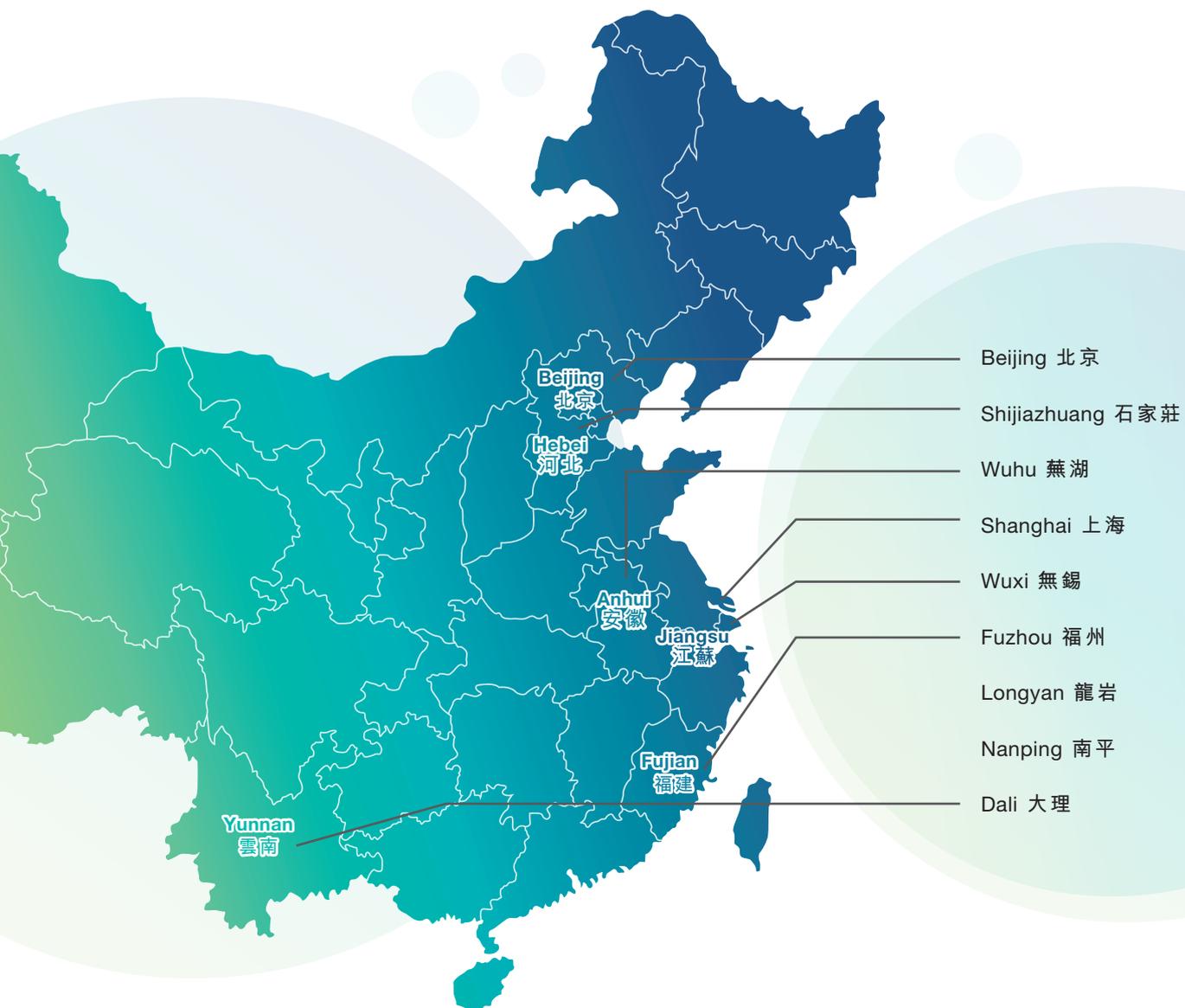
根據國家統計局二零一八年一月十八日發佈最新老年人口統計數據，二零一七年底中國60周歲及以上老年人口2.4億人，佔總人口的17.3%，後續將長期保持在約4億人。二零一四年至二零五零年間，老年人口的消費潛力將從約人民幣4萬億增長至約人民幣106萬億，佔GDP的比重將從8%增長至33%。養老服務體系建設還處於起步階段，專為老年人提供服務的產品及設施嚴重不足，服務的項目和內容不全，服務人員的素質參差不齊，養老服務市場供給存在重大缺口。

In line with the national policies for the reform and development of the geriatric care industry, the Group has focused on the socialisation of geriatric care services as advocated by the country, and set up an intelligent, ecologically chained, urban geriatric care system incorporating information platform, home care, neighbourhood care and institutional medical support. The system delivers systematic and smart geriatric care solutions to cities for the provision of one-stop services to the elderly.

The Group has established its geriatric care brand “Golden Sun” and “Hongtai”, which has strong competitive advantages in the national geriatric care industry. Currently, the geriatric care operations of the Group span across such cities as Beijing, Shanghai, Fuzhou, Dali, Longyan, Nanping, Shijiazhuang, Wuhu and Wuxi.

本集團契合國家對養老產業改革發展的政策，重點發展國家鼓勵的社會化養老模式，構建了集信息平台、居家關懷、小區照護及機構醫養的全生態鏈城市智能養老系統，為城市提供系統性智能養老解決方案、為老齡群體提供一站式養老服務。

本集團建立了在國內養老產業中具備強大競爭優勢的「金太陽」及「宏泰」養老服務品牌。目前，本集團養老產業已發展至北京、上海、福州、大理、龍岩、南平、石家莊、蕪湖及無錫等城市。



The geriatric care business of the Group are mainly operated by 15 private non-enterprise entities (the entities excluded from the Group's financial consolidation) established by Golden Sun. The private non-enterprise entities aim to explore resources on geriatric care services invested by the government, and provide primary home-based geriatric care, community care and institutional geriatric care services. Golden Sun and its commercial subsidiaries are engaged in the provision of geriatric care value-added services, sale of geriatric care-related products, provision of information platform services, analysis of client information, and exploration of business opportunities arising from big data, by means of applications that have been researched and developed on their own including *Golden Sun Home-Based Services V1.01* (金太陽家服通V1.01), *Information Platform V1.0* (信息平台V1.0), *Filial Piety V1.0* (孝情通V1.0) and *Geriatric Care Institution Software V1.0* (養老機構軟件V1.0). Following the implementation of a series of policies by the PRC government in 2016, open tenders of the community services of home-based geriatric care, including direct purchase of services by the government, government subsidies and purchase of services by welfare organisations, etc., were conducted in 2017. Leveraging on the influential power and professional, all-round geriatric care services of "Golden Sun" brand, the Group has seized the opportunities and obtained an accumulated government purchase amount of RMB53 million as of 31 December 2017, among which 3 projects are community care centres to be established by the government and operated by private enterprises, aiming to provide a total of 547 beds for geriatric care, and 8 projects are community care centres to be established by the government and operated by private enterprises, aiming to provide a total of 151 beds for geriatric care.

The Group's geriatric care brand "Golden Sun" has gained continuous attention from the leaders of the nation. In early 2017, the Fujian Province Fuling Golden Sun Geriatric Care Fund (福建省福齡金太陽養老基金) initiated by Golden Sun was formally launched in Fuzhou for supporting the development of geriatric care undertakings. In June 2017, Mr. Huang Shuxian, the Minister of the Ministry of Civil Affairs of the PRC, visited "Golden Sun" and provided us with guidance. He praised the avant-garde notions, models and professionalism demonstrated by its geriatric care services, and fully recognised the achievement "Golden Sun" has made in establishing the nationwide geriatric care industry network. In the fourth quarter of year 2017, Golden Sun was given the "National Civilised Award for Respect to the Elderly" (「全國敬老文明號」榮譽) by the National Elderly Work Committee (全國老齡工作委員會), designated as a Smart Healthcare and Geriatric Care Distinguished Enterprise (智慧健康養老示範企業) by the Ministry of Industry and Information Technology of the PRC, and ranked as a "5A social organisation" (5A級社會組織) by the Ministry of Civil Affairs of the PRC.

本集團之養老服務主要通過金太陽發起的15間民辦非企業單位(統稱「民非」, 不包括於本集團之財務合併範圍內)經營, 民非主力挖掘政府投放於養老服務之資源, 提供基礎之居家養老服務、社區照顧服務及機構養老服務。而金太陽及其下之商業公司, 則通過自行研發之應用程式, 包括「金太陽家服通V1.01」、「信息平台V1.0」、「孝情通V1.0」及「養老機構軟件V1.0」, 提供養老增值服務及經營養老相關產品之銷售, 提供訊息平台服務、分析客戶資料以及發掘大數據商機。隨著二零一六年中國政府推出的一系列政策, 二零一七年政府對社區居家養老服務進行公開招標, 包括政府直接購買服務、政府財政補貼及公益組織購買等。本集團抓緊機會, 憑著「金太陽」的品牌影響力及專業的全方位養老服務, 截至二零一七年十二月三十一日, 累計獲取政府採購金額達到人民幣5,300萬。新中標政府公建民營養老機構項目3個, 共計床位547張, 新中標政府公建民營社區照料中心8個, 共計床位151張。

本集團之「金太陽」養老品牌持續受到國家領導的關心與關注, 年初, 金太陽發起之「福建省福齡金太陽養老基金」在福州正式啟動, 用以支持養老事業的發展。二零一七年六月國家民政部部長黃樹賢先生蒞臨「金太陽」公司視察指導, 贊揚了其養老服務的先進理念、模式和專業性, 並充分肯定了其在全國佈局養老產業的成果。二零一七年第四季, 金太陽榮獲全國老齡工作委員頒發「全國敬老文明號」榮譽、國家工信部頒發「智慧健康養老示範企業」及國家民政部評為「5A級社會組織」。

As of 31 December 2017, the number of elderly members of the Group reached 770,000, representing an increase of 33%; the number of its community service centres reached 439 (including 41 community care centres, providing a total of 291 beds), representing an increase of 20%; and the number of its beds associated with geriatric care reached 1,750 (including geriatric care institutions and community care centres ^(note)), representing an increase of 50%.

Note: Community care centres refer to small-scale community geriatric care institutions that offer such services as day care, short-term care, and home care to the elderly.

截至二零一七年十二月三十一日，本集團之服務老人會員人數達77萬人，增長33%；社區養老服務站點達439個（包括41個社區照料中心，共計床位291張），增長20%；養老床位達1,750張（包括養老機構和社區照料中心^(註)），增長50%。

註：社區照料中心是指為老人提供日間照料、短期照護、居家關懷等服務的小型社區養老機構。

Table 1: Operational Status

表一：營運狀況

		2017 二零一七年			2016 二零一六年		
		Number of Elderly Members 服務老人 會員人數(人)	Number of Community Service Centres 社區養老 服務站點(個)	Number of Beds provided by Institutions 養老機構 床位數(張)	Number of Elderly Members 服務老人 會員人數(人)	Number of Community Service Centres 社區養老 服務站點(個)	Number of Beds provided by Institutions 養老機構 床位數(張)
— Beijing	— 北京	219,764	90	99	131,098	51	53
— Fujian	— 福建	540,598	345	1,092	450,321	316	690
— Wuxi [#]	— 無錫 [#]	—	—	385	—	—	285
Other Regions	其他區域	12,503	4	174	—	—	135
Total	合計	772,865	439	1,750	581,419	367	1,163
Rate of Increase	增長率	33%	20%	50%			

[#] This project is owned by an associate with 40% of equity interest.

[#] 本項目由佔比40%之聯營公司持有。

Medical Care Business

In 2017, the Chinese government proactively supported the development of the medical care industry with the implementation of various policies, including the Administrative Measures for the Registration of Medical Practitioners (《醫師執業註冊管理辦法》) promulgated by the National Health and Family Planning Commission in March 2017 which has allowed current doctors to step up their practice and establish and operate clinics, ensuring a sufficient supply of talents for the “clinic boom”. In May 2017, the General Office of the State Council issued the Opinions on Supporting the Provision of Multi-layered and Diverse Medical Care Services by Social Forces (《關於支持社會力量提供多層次多樣化醫療服務的意見》), further delineating the relevant objectives and requesting that by 2020, the medical care operational capabilities of social forces be significantly enhanced, their medical technologies, service quality and brand recognition be considerably elevated, and such relevant support as professional talent, health insurance and pharmaceutical technologies be further bolstered, thereby achieving an all-round optimisation of the backdrop for industry development. A batch of socially-run medical care institutions with relatively strong service competitiveness will be created to form certain unique, influential cluster zones for the healthcare services industry, offering services that will essentially meet the domestic demand and gradually giving rise to a new setting characterised by multi-layered and diverse medical care services.

The Group responded proactively to the country’s relevant policies, and a structure of “upholding hospital operation as the core, underpinned by the family doctor service platform and sale of medical and geriatric products as complement” has been roughly formed in its medical care sector. Moreover, the Group has utilised Internet medical care as a breaking point, by leveraging the O2O model, established a layout of “quality medical resources + community-level diagnosis access + direct customer service”, providing a solid basis for us to develop the sale of medical and geriatric products and build up an industrial chain system. As the medical care sector is a resource-intensive industry, in this regard, the Group has cooperated with specialists of top hospitals in respect of the hospital management sector. As to the establishment of the family doctor service platform, we have set up an excellent IT team with quality products that have won national awards; and as to the medical and geriatric product sector, we enjoyed the exclusive dealership right of KI (an internationally renowned brand of medical and geriatric furniture) in the Asia-Pacific region.

醫療業務

二零一七年，中國政府大力支持醫療發展，先後推出多項政策，其中包括衛計委於二零一七年三月發佈《醫師執業註冊管理辦法》，允許在職醫生多點執業，開辦診所，為診所潮提供了充足的人才供給，二零一七年五月國務院辦公廳發佈《關於支持社會力量提供多層次多樣化醫療服務的意見》，進一步明晰了目標，要求到二零二零年，社會力量辦醫能力明顯增強，醫療技術、服務品質、品牌美譽度顯著提高，專業人才、健康保險、醫藥技術等支撐進一步牢實，行業發展環境全面優化。目的打造一批有較強服務競爭力的社會營辦醫療機構，形成若干具有影響力的特色健康服務產業集聚區，服務供給基本滿足國內需求，逐步形成多層次多樣化醫療服務新格局。

本集團積極響應國家政策號召，在醫療產業基本形成了「以醫院營運為核心，家庭醫生服務平台為支撐，醫養產品銷售為補充」的產業構架。以互聯網醫療為切入，利用O2O模式，實現「優質醫療資源+基層診療入口+直接對接客戶」的格局，在此基礎上，佈局醫養產品銷售，建立產業鏈體系。醫療產業是資源的產業，集團在醫院管理方面，與頂尖醫院的專家合作；在家庭醫生平台建設方面，擁有優質的IT團隊，產品獲得國家級獎項；在醫養產品方面擁有國際知名醫養家具品牌KI亞太區獨家代理權。

Table 2: Business Model

表二：商業模式

	Hospital 醫院	Family Doctor Service Platform 家庭醫生平台	Sale of Medical and Geriatric Products 醫養產品銷售
Business Model (1) 商業模式 (1)	Investment in hospitals; 投資醫院；	(1) Charge of urban construction and maintenance fee; (1) 收取城市建設維護費；	Overall design and sale of medical, geriatric and healthcare products. 醫養及健康產品整體設計及銷售。
(2)	Charge of operation and management fee from public hospitals; 收取公立醫院運營管理費；	(2) Business development on the healthcare-related big data; (2) 健康大數據商業開發；	
(3)	Control over part of supply chain system in hospitals. 掌握醫院部分供應鏈體系。	(3) Diversion of the patients into the Group's hospital system. (3) 導流患者進入集團醫院體系。	
(1)			
(2)			

Hospitals

In December 2017, the Group entered into an agreement with Anhui Province Xuancheng City Central Hospital, pursuant to which the two parties would jointly invest in and operate a cardiovascular disease hospital in Xuancheng City of Anhui Province, with the aim of introducing globally advanced medical technologies and services into Anhui. Following its discussions with the Xuancheng Municipal Government and the Xuancheng City Central Hospital, the Group decided to erect the new hospital at the same site as the original Xuancheng City Central Hospital, whereby a third-tier specialist hospital chiefly targeted at patients of cardiovascular diseases would be constructed by means of renovation and upgrade transformations carried out at the original site. The development of such a project would eventually be expanded to cover the entire province. Preliminarily, the Cardiovascular Disease Hospital is planned to offer 350 beds, 4 operating theatres and 6 intensive care units and to focus on the treatment of diseases relating to the departments of cardiology, oncology and rehabilitation.

醫院

二零一七年十二月，本集團及安徽省宣城市中心醫院簽訂協議，合力於安徽省宣城市投資及運營一所心血管病醫院，旨在將國際先進的醫療技術和服務引入安徽。本集團與宣城市政府、宣城市中心醫院商議，決定將院址選擇在宣城市中心醫院原址，在原址基礎上進行翻新升級改造，建設一家以心血管病患者為主要服務對象的三級專科醫院，最終發展覆蓋全省。心血管病醫院初步計劃設置床位350張、4個手術室及6個加護病房，專注於心內科、腫瘤科及康復科等疾病治療。

In December 2017, as the successful tenderer, the Group acquired the land use rights in respect of four land parcels in Haidong New District of Dali City (大理市海東新區), including an area of over 30,000 square metres to be used for medical, healthcare and charitable purposes. In future, the said area will see the construction of a high-end boutique hospital offering no less than 200 beds, which will be transformed into the best high-end rehabilitation-oriented hospital in connection with the specialist department of oncology and cardiovascular diseases in Dali and its peripheral area. Besides, high-end medical facilities will be introduced into and specialist talents will be nurtured for the said hospital, coupled with the construction of a hospital system incorporating both the medical and geriatric care components. This would result in the creation of a specialist, boutique, integrated medical and geriatric care sphere on the basis of physical products under the project. It is expected that the design planning will be launched in 2018, the construction will be commenced in 2019, and the hospital will be put into operation in 2020.

Family Doctor Service Platform

The Group has been engaged in profound cooperation with Yiwu City, Zhejiang Province in developing and operating a platform for hierarchical diagnosis and family doctors service information, which has developed as the first service charging platform connecting with the municipal medical insurance system and has become an innovative “Internet + medical” product nationwide. As of 31 December 2017, the platform has covered all the 14 healthcare service centres, 182 healthcare service stations and some third-tier hospitals in the city, creating a three-level linkage mechanism. On the platform, there are over 1,230 contracted family doctors and 200,000 contracted service residents. Leveraging on the successful experiences gained from Yiwu City, the Group kicked off the development and implementation of city hierarchical diagnosis platform and family doctor contracted services in places such as Beijing, having made endeavours in the covered cities in connection with family doctor management services that incorporate both the medical and geriatric care components.

In March 2017, by virtue of its notable professionalism and innovation advantages, the project “Internet General Doctors Contracting Platform of Yiwu City” (“義烏市互聯網全科醫生簽約平台”) outperformed more than 100 projects to secure a second-class award of the “National Competition of Information-based Application Innovation Regarding Community-Level Medical Care in 2017” (“2017全國基層衛生信息化應用創新大賽”), which was held under the guidance of the National Health and Family Planning Commission and organised by the country’s “Health News” (“健康報”).

二零一七年十二月，本集團成功投得4幅位於大理市海東新區的土地使用權，其中3萬多平方米為醫衛慈善用地，日後將建設不少於200張床位的高端精品醫院，將其打造成為大理及其輻射區域最好的腫瘤專科和心血管的康復型高端醫院，同時引入高端醫療設施、培養專科人才，建設醫療和養老結合的醫院體系，以項目實體產品為依托打造專科精品醫療養老圈。預期二零一八年啟動設計規劃，二零一九年正式施工，二零二零年投入運營。

家庭醫生平台

本集團與浙江省義烏市政府開展了深度合作，搭建運營分級診療和家庭醫生服務信息化之平台，並實現了國內第一家與政府醫療保險對接的收費支付合作平台，成為全國創新型「互聯網+醫療」的產品。截至二零一七年十二月三十一日，該平台已覆蓋義烏市全部14個衛生服務中心、182個衛生服務站、部分市級三級醫院，並形成三級聯動機制，簽約家庭醫生達1,230多名，簽約服務居民達20萬人。憑著義烏市之成功經驗，本集團已經在北京等地啟動了城市分級診療平台及家庭醫生簽約服務的佈局和實施，同時在落地城市展開了醫養結合家庭醫生管理服務的嘗試。

二零一七年三月該項目之「義烏市互聯網全科醫生簽約平台」，在國家衛生計生委指導、國家《健康報》主辦的「2017全國基層衛生信息化應用創新大賽」中，憑專業及創新優勢點亮賽場，在百餘項目中脫穎而出，獲得了全國二等獎的好成績。

Being the first step of delivering the overall medical care services in a city, the family doctor service platform is, by way of both online and offline interactive explorations and the diversion of health demands, of huge commercial potential as it keeps abreast of the health condition and diagnosis and treatment updates of all residents in the city, which facilitates precise health management. “Top Doctor” family doctor service platform has been working with renowned domestic offline clinics, renowned medical groups, and providers of software and hardware used in medical care and of community-level medical services, and proactively seeking collaboration with third-party commercial medical insurers and enterprises concerned with healthcare wearables, health management services, gene detection and geriatric care services, which indicates the gradual achievement of the platform’s commercial value.

Sale of Medical and Geriatric Products

The Group’s subsidiary engaging in medical and geriatric product business has maintained sustainable growth. During the year, it secured several high-end medical care projects from our customers, such as projects of Shanghai Jiahui International Hospital (上海嘉會國際醫院), Yinchuan Binhe New District Healthcare City (銀川濱河新區醫療城), Zhuoyue Mouth Cavity (茁悅口腔) and Lanhai Medical Care (覽海醫療), occupying a gross floor area of 2.51 million square metres and involving more than 20,000 service beds. Supply contracts with a total of 30 hospitals and medical and geriatric care institutions were signed and implemented during the year. As of 31 December 2017, the total revenue was RMB100,445,000 and the profit was RMB9,375,000, representing growths of 3% and 38%, respectively as compared to corresponding period of 2016. The business model for the subsidiary engaging in medical and geriatric product business has gradually developed from one of mere sales to an integrated model consisting of overall design, production, sales, and the supply of raw materials. In 2017, such subsidiary was recognised as a High-New Technology Enterprise (高新技術企業) by the Beijing Municipal Government, and was given a series of titles including “China’s Top 10 Brand in Hospital Furniture” (中國醫院家具十大品牌) and “China’s Top 10 Brand in Geriatric Care Furniture” (中國養老家具十大品牌).

家庭醫生服務平台作為城市整體醫療服務的基礎入口，掌握了全城市居民的健康情況和診療動態，能實現精準健康管理，通過線上和線下的互動挖掘和引導健康需求，商業潛力巨大。目前，良醫聯盟家庭醫生服務平台已與國內知名線下診所、知名醫生集團、醫療軟硬件、基層醫療服務供應商合作，並正在積極對接商業醫療保險、可穿戴健康設備、健康管理服務、基因檢測、養老服務等第三方企業，平台商業價值逐步顯現。

醫養產品銷售

集團下屬的醫養產品公司，保持良好增長勢頭，本年度新增客戶包括上海嘉會國際醫院、銀川濱河新區醫療城、茁悅口腔項目、覽海醫療項目等高端醫療項目，覆蓋建築面積251萬平方米，服務床位2萬多張，全年共簽訂並執行30家醫院、醫養機構供應合約。截至二零一七年十二月三十一日，實現收入人民幣100,445,000元及利潤人民幣9,375,000元，與二零一六年同比增長分別為3%、38%。醫養產品公司業務模式已從單一銷售，逐步發展成為集整體設計、生產、銷售以及原材料供應為一體；二零一七年該企業已被北京市認定為高新技術企業，並獲得「中國醫院家具十大品牌」、「中國養老家具十大品牌」等系列稱號。

General Health Industrial Park Business

As the reform of the national land policy proceeds, the property market in China has been transformed from a unitary residential and commercial model to an industrialised property model. The Group purchased high-quality land mainly in first-tier cities such as Beijing and Shanghai based on the policies and directions on land planning adjustments of central and local governments. Leveraging on the transformation and upgrading, it introduced advanced industrial construction philosophy to fully satisfy the needs of the government and market users. Focus has been placed on developing new types of operations such as corporate headquarters and healthcare industrial parks.

In May 2015, the Group completed the acquisition of Chaoyang Port Project in Beijing. After around two years, upon completion of the planning adjustments to and government approval process for No. 1 land parcel under the project, the realisation of an increase in the gross floor area under the project, as well as the procurement of the planning permit for construction works, the project value has been significantly enhanced. On 13 April 2017, the Group entered into a sale and purchase agreement with Beijing Ronghui Hotel Management Limited, leading to full capitalisation of the value of such project and realising profit before tax of approximately HK\$576 million.

In December 2017, as the successful tenderer, the Group acquired the land use rights in respect of four land parcels in Haidong New District of Dali City, including 1 parcel to be used for medical, healthcare and charitable purposes, 1 parcel for commercial purposes, and 2 parcels for residential purposes. Such land plot represents Beijing Enterprises Medical and Health's flagship project for its positioning in the general health industry, and will be built into an integrated "international medical and geriatric care centre" with "medical and geriatric care, leisure, tourism and vacation" offerings by virtue of Dali's geographical and climatic advantages as well as the Group's resource advantages. Occupying a gross floor area of approximately 380,000 square metres, the project will be developed in two phases. A high-end, boutique, rehabilitative hospital offering no less than 200 beds and a high-end, rehabilitative and geriatric apartment block will be erected in Phase 1, while complementary general health services will be available in Phase 2. This would create integrated, rehabilitative vacation apartments that feature both medical and geriatric care, as well as an integrated health-promoting guesthouse that focuses on both rehabilitation and physical therapy.

大健康產業園業務

隨著國家土地政策的改革，國內地產市場已開始從單一的住宅及商業模式轉向產業化地產方向。集團根據國家和各地方政府對土地規劃調整的政策和方向，主要在北京、上海等一線城市獲取優質土地，通過轉型升級，引入先進的產業建設理念，全面滿足政府、市場用戶的需求，重點建設企業總部、健康產業園等新型業態。

二零一五年五月集團完成北京朝陽口岸項目收購，通過兩年左右的時間，完成了項目一號地的規劃調整和政府審批，實現了項目建築面積的提升，取得了建設工程規劃許可證，使項目價值大幅提升。二零一七年四月十三日，本集團與北京融輝酒店管理有限公司簽訂買賣協議，使項目價值得以充分體現，實現稅前利潤約5.76億港元。

二零一七年十二月，本集團成功投得4幅位於大理市海東新區的土地使用權（其中一幅為醫衛慈善用地，一幅為商業用地，兩幅為住宅用地），該地塊是北控醫療健康佈局大健康產業的旗艦式項目，將依托大理地理和氣候優勢以及本集團的資源優勢，打造集「醫養、休閒、旅遊、度假」為一體的「國際醫養中心」。項目總建築面積約38萬平方米，分兩期開發，其中一期將建設不少於200張床位的高端精品康復醫院以及高端康養公寓，二期將結合大健康服務，打造成為醫養一體的康養度假公寓以及集康復療養為一體的養生客棧。

Currently, the Group owns five land projects in Beijing, Shanghai and Dali, with a total site area of approximately 436,200 square metres and an expected planned gross floor area of approximately 710,000 square metres. The implementation plans of the projects have obtained support from the governments of the regions where the projects are located. As the positioning of the projects is in line with market demands, they are expected to have considerable potential in terms of commercial value enhancement.

目前本集團在北京、上海及大理共有5個土地項目，總佔地約43.62萬平方米，預計規劃總建築面積約71萬平方米。項目實施方案已取得項目所在地之政府支持，項目定位符合市場需求，商業價值提升潛力巨大。

Table 3: Operational status

表三：營運狀況

As of 31 December 2017, the status of the projects under development of the Group is as follows:

截至二零一七年十二月三十一日止，本集團之開發項目進展如下：

Location 地點	Project Name 項目名稱	Gross Area 土地面積	Percentage 佔比	Planning Vision of the Project 項目遠景規劃	Status 進展
Beijing 北京	Chaoyang Port Project 朝陽口岸 項目	87,607m ²	82.24%	General health industrial park 大健康產業園	It is being developed in three phases, the first phase (Gross area: 73,891.29m ²) has been sold by equity transfer at a consideration of RMB796 million. Pre-construction planning procedures are in place for the second and third phases. 分三期開發，第一期(佔地面積：73,891.29 m ²)已完成整體售出，通過股權轉讓方式售出總價格為人民幣7.96億元。第二及第三期正進行前期規劃手續。
Beijing 北京	Changping Project 昌平項目	13,490m ²	70%	Office and commercial complex 辦公、商業綜合體	Properties are on lease. 物業出租經營中。
Shanghai 上海	Sanlu Road Project 三魯路項目	20,480m ²	100%	Office and commercial complex 辦公、商業綜合體	It is expected to complete construction and commence product promotion in the beginning of 2018. 2018年年初竣工並開始產品推廣。
Shanghai 上海	Chunshen Road Project 春申路項目	39,448m ²	100%	Office and commercial complex 辦公、商業綜合體	Pre-construction planning procedures are in place. 正在進行前期規劃手續。
Dali 大理	Haidong New District Project 海東新區項目	275,181m ²	60%	General health industrial park complex, residential, commercial 大健康產業園綜合體、 住宅、商業	Pre-construction planning procedures are in place. 正在進行前期規劃手續。

The Group will continue to seek and identify appropriate land projects for developing general health business through Beijing Enterprises Group Company Limited (“BE Group”) or on the market. Through extensive negotiation with the local governments and grasping golden opportunities arising from the industrial transformation pursued by these governments, the Group would gradually develop and create a unique series of products related to its industrial park investments.

Sports Business

Since 2016, through Beijing Sports and Entertainment Industry Group Limited (“Beijing Sports”, a Hong Kong Main Board listed company, stock code: 1803), the Group has been engaged in sports-related businesses in China, orienting itself to the construction of stadiums as well as the construction and operation of winter theme parks. During the year, Beijing Sports successfully completed the acquisition of MetaSpace (Beijing) Air Dome Corp.*

The 2022 Winter Olympic Games will be jointly held by Beijing and Zhangjiakou, where Beijing Enterprises Group Real-Estate Co., a wholly-owned subsidiary of BE Group, will be the host of two competition zones, reflecting the significant influence exerted by BE Group on the sports industry. Supported by BE Group, Beijing Sports will be on its full swing in such sectors as the construction and operation of air dome venues and winter entertainment. As of today, winter sports are offered in few large-scale theme parks in China, such as Disneyland and Chimelong. The winter theme park project constructed and operated by Beijing Sports will be able to close the “blue-ocean gap” with regard to the theme parks and indoor games in China featuring winter sports. Leveraging on the air dome cooling and ice making techniques, it is expected to operate a large-scale winter theme park project at a low cost. The air dome stadium and winter sports facility businesses operated by Beijing Sports will enjoy sizeable opportunities.

In mid-2017, at the Shanghai International Sporting Goods Expo (上海國際體博會), Beijing Sports formally launched its “Plan for 1,000 Stadiums” (千館計劃) with the objective of constructing 1,000 new stadiums — with air dome-based architecture as the major carrier — across the nation within the next 5 years. During 2017, several projects of Beijing Sports were kicked off, and it is expected that a construction peak will occur in 2018 and 2019. Having considered the preliminary expenditure for establishing a well-rounded operation team and for construction of projects in 2017, we expect that Beijing Sports’ future profits will be gradually released in 2018-2019. Riding on the opportunities arising from the Winter Olympic Games and under the guidance of the national policies, the local demands for constructing indoor venues will also peak, which will in turn facilitate the development of the winter entertainment industry. It can be reasonably expected that Beijing Sports will be among the largest beneficiaries in this connection.

* For identification purpose only

本集團將繼續通過北京控股集團有限公司(「北控集團」)或於市場上物色合適用作發展大健康產業之土地項目，與各地政府廣泛洽談，把握各地政府產業轉型的有利時機，逐步發展形成本集團獨具特色的產業園系列產品。

體育業務

本集團自二零一六年起通過北京體育文化產業集團有限公司(「北京體育」，香港主板上市公司，股票代碼1803)於中國從事體育相關業務，定位於體育場館建設及冰雪樂園之建造及營運。於本年度，北京體育成功完成收購北京約頓氣膜建築技術股份有限公司。

二零二二年冬季奧運會將由北京及張家口聯合主辦，而北控集團的全資子公司北京北控置業有限責任公司是兩個賽區的承辦方，北控集團在體育產業上的影響力可見一斑，而北京體育未來也將在北控集團的支持下大展宏圖，於氣膜場館建設、運營以及冰雪娛樂等領域佈局。目前，國內只有少部分大型的主題樂園備有冰雪項目，如迪士尼、長隆等，北京體育建設營運的冰雪樂園項目將能填補中國冰雪項目相關之主題樂園和室內遊戲的藍海市場，利用氣膜保冷和制冰技術，可以實現大型冰雪樂園項目的低成本營運。北京體育運營之氣膜體育館和冰雪設施業務將遇到巨大機遇。

年中，北京體育在上海國際體博會正式發起「千館計劃」，目的是通過五年的時間，在全國範圍內建設1000個以氣膜建築為主要載體的新型體育場館。二零一七年北京體育多個項目陸續落實，預計二零一八年及二零一九年將進入建設高峰期。考慮到二零一七年為完善營運團隊以及建設項目的前期投入，預計北京體育未來的利潤將在二零一八至二零一九年逐漸釋放。藉著冬奧會的東風，在國家方針政策指引下，各地對於室內場館建設的需求也將會到達高點，冰雪娛樂產業也會因此而備受關注，可以預期北京體育將是最大的受益者之一。

* 僅供識別

On 30 November 2017, the Group completed its subscription for 122,000,000 new shares of Beijing Sports, in order to increase its investment in Beijing Sports. Currently, the Group's shareholding percentage in Beijing Sports has been increased to 27.22%. The Group's historical acquisition cost in relation to its investment in Beijing Sports is approximately HK\$388 million. Based on the price of HK\$2.84 per share for the shares of Beijing Sports as at 31 December 2017, the market value of the equity interests held by the Group in Beijing Sports was approximately HK\$1 billion.

Financial Business

Through BE Fortune (Shanghai) Investment Management Co., Ltd. (北控金富(上海)投資管理有限公司, "BE Fortune"), one of the Group's subsidiaries, the Group established an investment and financing platform in China to engage in businesses such as fund management, asset management, equity investment and financial leasing. The Group aimed to accelerate its "Industry + Finance" dual-drive strategy and achieve market expansion with industrial and financial integration through developing its industrial fund and investment platform business.

In February 2017, BE Fortune and Guangzhou Aerotropolis Investment and Construction Group jointly contributed to the founding and establishment of "Guangzhou Aviation Industrial Fund Management Limited" (廣州航空產業基金管理有限公司), which has founded and established "Guangzhou Aerotropolis Infrastructure Investment Fund" (廣州空港基礎設施投資基金) and "Guangzhou Aviation Industry Investment Fund" (廣州航空產業投資基金), respectively. Such investment funds serve to offer equity financing support to those projects within the infrastructure or industry category in the Guangzhou Aerotropolis Economic Zone. In June 2017, BE Fortune, Jingdezhen City State Holding Group (景德鎮國控集團) and Jingdezhen Ceramic Culture Tourism Group (景德鎮陶文旅集團) jointly contributed to the founding and establishment of "Jingdezhen Development Fund Management Co., Ltd." (景德鎮發展基金管理有限公司), which intended to offer equity financing support to the key infrastructure and industry projects in that city through founding and establishing Jingdezhen Development Fund (景德鎮發展基金). In November 2017, BE Fortune entered into an agreement of intent for cooperation with Pingxiang Municipal Finance Bureau (萍鄉市財政局), pursuant to which "Pingxiang Municipal Innovative Industry Equity Investment Fund" (萍鄉市創新產業股權投資基金) was intended to be founded for offering equity financing support to the emerging industry projects in that city. Besides, BE Fortune has founded industrial funds that are aimed at investing in high-quality assets of the Group and of BE Group. Such funds have gone through the respective fund filing procedures, and will enter the investment and operation stage shortly.

二零一七年十一月三十日，本集團完成認購北京體育122,000,000股新股，加大於北京體育之投資。目前，本集團於北京體育之持股比例提升至27.22%。本集團投資於北京體育之歷史收購成本約為3.88億港元，根據北京體育股份於二零一七年十二月三十一日之股價每股2.84港元計算，本集團於北京體育所持之股權市值約為10億港元。

金融產業

本集團通過其下之北控金富(上海)投資管理有限公司(「北控金富」)於中國設立投融資平台，進行基金管理、資產管理、股權投資、融資租賃等業務。通過發展產業基金和投資平台業務，加快推進集團「產業+金融」的雙輪驅動戰略，實現產融結合的整體佈局。

二零一七年二月，北控金富與廣州空港投資建設集團合資發起設立「廣州航空產業基金管理有限公司」，該公司分別已發起及設立「廣州空港基礎設施投資基金」及「廣州航空產業投資基金」為廣州空港經濟區基礎設施類、產業類項目提供股權融資支持。二零一七年六月，北控金富與景德鎮國控集團、景德鎮陶文旅集團合資發起設立「景德鎮發展基金管理有限公司」，該公司擬通過發起設立「景德鎮發展基金」為該市重點基礎設施及產業項目提供股權融資支持。二零一七年十一月，北控金富與萍鄉市財政局簽署意向合作協議，擬發起「萍鄉市創新產業股權投資基金」為該市新興產業項目提供股權融資支持。此外，北控金富還陸續發起以本集團及北控集團優質資產為投資目標的產業基金，該等基金經已完成基金備案手續，即將陸續進入投資運營期。

As of 31 December 2017, 5 private equity funds had been created within the financial segment, with an estimated aggregate target fund size of approximately RMB4,200 million.

FUTURE PROSPECT

Considering “Healthy China” as its mission, the Group will continue to capitalise and fully utilise the ideal external environment for the geriatric care, medical and health industries in China. With the general health industry as our development focus, we will pursue active explorations in the general health sector and speed up our business deployment in the market.

Existing Business Development

Aging population in China is increasingly serious nowadays. General health industry is sunrise industry with broad development prospect. However, the development of such business relies largely on the availability of adequate financial resources at the initial stage to expand business scale and customer base. The Group is actively looking for partners that can produce synergies to participate in geriatric care and medical businesses. It strives to be bigger and stronger, expand the market share, establish a leading brand so as to produce source of income from the third-party product sale and create long-term stable return through the integration of resources.

In addition, according to 9073 geriatric care plan in China, about 90% of the elderly in China spend their lives at home, and it is estimated that potential customers for elderly-friendly products are more than 200 million people. Therefore, elderly-friendly products will become “Blue Ocean” market of the general health industry. The medical and geriatric product company of the Group has maintained its leading position in the elderly-friendly furniture market and its business has grown rapidly. The Group is studying the feasibility of the spin-off and separate listing of its medical and geriatric product company and expects to raise funds in the capital market so as to increase its investment in the medical and geriatric product industry.

截至二零一七年十二月三十一日，金融版塊已設立五隻私募股權基金，預計基金之目標規模總額約人民幣42億。

未來展望

本集團將以「健康中國」為使命，繼續把握和充分利用中國養老、醫療和健康產業的良好外部環境，以大健康產業為發展方向，在大健康領域積極探索，加快市場布局。

現有業務發展方向

現時中國人口老化問題日益嚴重，大健康產業乃朝陽行業，擁有廣闊的發展前景，唯業務之發展很大程度取決於能否於初期取得充足的財務資源用以擴大業務規模及客戶基礎。本集團正積極物色能產生協同效應的合作夥伴，參與本集團之養老及醫療業務，通過資源整合，做大做強，擴大市場份額，樹立領先品牌，開展第三方產品銷售之收入來源，創造長期穩定回報。

此外，根據中國9073養老規劃，中國約九成的老人採取居家養老方式，估計適老產品的潛在客戶超過2億老人，適老產品將成為大健康產業中的「藍海」市場。本集團之醫養產品公司於適老家具市場一直保持領先地位，業務增長迅速。本集團正研究分拆醫養產品公司獨立上市之可行性，期望於資本市場籌集資金，加大於醫養產品行業之投入。

New Business Development

A survey found that 70% to 80% of urban people is stressful and the demand for relieving stress and disease prevention is strong. The Group is exploring the feasibility of developing the middle-to-high end customised health management business. It seeks to create a series of healthy lifestyles that manage diet, exercise, pressure and sleep and provide professional guidance through cooperation with professional institutions at home and abroad, ranging from health maintenance, risk prediction, subhealth recovery to disease prevention, with the aim of reducing the opportunity for the illness and promoting health for the customers. The Group acquired the land at Dali which will be developed into a small community of rich people. With the congenital advantage, such project will facilitate the Group's innovative health management business by providing massive customers, thereby creating a sustainable and stable source of income.

Going forward, with the objective of evolving into a top-brand enterprise, and pursuing the mission of "Healthy China Pioneered by Beijing Enterprises", the Group will implement its "Way Back into Health" concept. Leveraging years of experience and resources accumulated in health sector such as medical services, geriatric care services, family doctors and sports, the Group endeavours to formulate a health service system and establish a health service platform in China to create a health service ecological chain. It is committed to changing the health of 300 million subhealth people in China and achieving a sustainable, rapid development of its businesses, forging our "Healthy Future" with single-minded devotion.

MATERIAL INVESTMENTS

On 25 July 2017, the Group and Beijing Sports entered into a subscription agreement to which, the Group agreed to subscribe for, and Beijing Sports has agreed to allot and issue to the Group, 122,000,000 new shares of Beijing Sports at a price of HK\$1.88 per Beijing Sports Share, with a total consideration of HK\$229,360,000.

On 30 November 2017, the Group completed its subscription for 122,000,000 new shares of Beijing Sports, in order to increase its investment in Beijing Sports. The Group's shareholding percentage in Beijing Sports has been increased from 19.77% as at 31 December 2016 to 27.22% as at 31 December 2017.

新業務發展方向

調查發現，七至八成的都市人生活緊張，對舒緩壓力及疾病預防有強大需求。本集團正積極探索開展中高端「私人制訂」的健康管理業務可行性，通過與國內外專業機構合作，創建一系列管理飲食、運動、舒壓及睡眠的健康生活方式，提供專業指導，從健康維護、風險預測、亞健康恢復、疾病預防等多方面，為客戶降低患病機會及促進健康。本集團於大理投得的土地，將會發展成一個聚集富裕人群之小型社區，憑著先天之優勢，將為本集團創新的健康管理業務提供海量之客戶群體，創造持續而穩定之收入來源。

未來，本集團以打造頂尖品牌企業作為前行目標，以「健康中國，北控先行」為使命，推行「健康回歸」概念。利用多年來佈局醫療服務、養老服務、家庭醫生及體育運動等健康領域積累下來的經驗及資源，深耕中國健康服務體系，搭建健康服務平台，形成健康服務生態鏈，致力於改變中國三億亞健康人群的健康狀態，實現集團業務的可持續快速發展，匠心鑄造「健康未來」。

重大投資

於二零一七年七月二十五日，本集團與北京體育訂立認購協議，據此，本集團同意認購而北京體育同意向本集團配發及發行122,000,000股北京體育新股，認購價為每股北京體育股份1.88港元，總代價為229,360,000港元。

於二零一七年十一月三十日，本集團完成認購北京體育122,000,000股新股，加大於北京體育之投資。本集團於北京體育之持股比例由二零一六年十二月三十一日的19.77%提升至於二零一七年十二月三十一日的27.22%。

MAJOR ACQUISITIONS AND DISPOSALS

On 13 April 2017, the Group entered into a sale and purchase agreement with Beijing Ronghui Hotel Management Limited, a wholly owned subsidiary of Radiance Group Co., Limited, to sell equity interest of Beijing Lugang, an indirect non-wholly owned subsidiary of the Company, for a consideration of RMB796,109,000 (equivalent to approximately HK\$917,282,000) and the disposal was completed on 20 July 2017. Details of the disposal were disclosed in Note 35. DISPOSAL OF SUBSIDIARIES.

The Group did not have any major acquisitions for the year ended 31 December 2017.

FINANCIAL REVIEW

Revenue and gross profit

As of 31 December 2017, revenue of the Group was approximately HK\$130,625,000 (2016: HK\$163,856,000), representing a decrease of 20.3% as compared to that of 2016. Revenue of the Group was mainly generated from the manufacturing and sale of geriatric and medical furniture. The decrease in revenue was mainly due to the disposal of a subsidiary, which is engaged in manufacturing and sale of geriatric and medical furniture and its subsidiaries (the "Disposal Group"), of the Group in November 2016. Revenue of the Disposal Group in 2016 was approximately HK\$43,468,000. Excluding the effect of the disposal of the Disposal Group, revenue of the Group increased by HK\$10,237,000 in 2017, representing an increase of 8.5% as compared to the corresponding period of 2016.

The increase in revenue was mainly attributable to a subsidiary of the Group, which engaged in manufacturing and sale of the medical and geriatric furniture, secured certain high-end medical care projects and entered into and performed 30 supply contracts with hospitals and geriatric care institutions in 2017, thereby increasing the revenue from sales of goods. Furthermore, the geriatric care business of the Group has expanded to Beijing, Fuzhou, Shanghai, Longyan, Nanping, Shijiazhuang, Wuhu, Wuxi and Dali from Fuzhou under the geriatric care services brand name "Golden Sun" of the Group. As of 31 December 2017, the number of elderly member of the Group reached 770,000, which led to the increase of revenue from the geriatric care services.

The gross profit of the Group was approximately HK\$47,567,000 (2016: HK\$42,723,000) and the gross profit margin was 36.4% (2016: 26.1%). The increase in gross profit margin is mainly due to the gradual development of the business model of the Group's medical and geriatric product company from one of mere sales to an integrated model consisting of overall design, production, sales, and the supply of raw materials, and the maximisation of all segment's profit.

主要收購及出售

於二零一七年四月十三日，本集團與金輝集團股份有限公司的全資附屬公司北京融輝酒店管理有限公司訂立買賣協議，以代價人民幣796,109,000元（相當於約917,282,000港元）出售北京陸港的股權，並於二零一七年七月二十日完成出售。出售詳情於附註35「出售附屬公司」中披露。

截至二零一七年十二月三十一日止年度，本集團並無作出任何主要收購。

財務回顧

收入及毛利

截至二零一七年十二月三十一日，本集團收入約為130,625,000港元（二零一六年：163,856,000港元），比二零一六年減少20.3%。集團收入主要由生產及銷售養老及醫療適用家具所產生，收入減少主要因為集團於二零一六年十一月出售一家生產及銷售養老及醫療適用家具的子公司及其附屬公司（「出售集團」）所致，該出售集團於二零一六年貢獻收入約為43,468,000港元。除去出售出售集團所帶來的影響，本集團於二零一七的收入比二零一六年增加10,237,000港元，同比上升8.5%。

收入增加主要由於，集團屬下的醫養家具公司於2017年新增多個高端醫療項目，簽訂並執行30個醫院、養老機構供應合約，帶動集團銷售商品的收入增長。另外透過集團旗下「金太陽」養老服務品牌，本集團養老產業已由原先集中在福州發展至北京、福州、上海、龍岩、南平、石家莊、蕪湖、無錫、大理等城市，截至二零一七年十二月三十一日，本集團之服務老人會員人數達77萬人，帶動養老服務營業收入增長。

本集團之毛利約為47,567,000港元（二零一六年：42,723,000港元），毛利率36.4%（二零一六年：26.1%）。毛利率上升的主要因為集團醫養產品公司業務模式已從單一銷售，逐步發展成為集整體設計、生產、銷售以及原材料供應為一體，並最大化每個環節的利潤。

Other income and gains, net

As of 31 December 2017, other income and gains was approximately HK\$629,054,000, representing a significant increase of 5.4 times as compared with HK\$98,052,000 in 2016.

Other income and gains was mainly the profit before tax of HK\$576,121,000 generated from the partial disposal of the Chaoyang Port Project in Beijing. Excluding the income from the disposal of the land parcel No. 1 for the Chaoyang Port Project in Beijing, other income and gains was approximately RMB52,933,000, representing a decrease of 46% as compared to that of 2016.

The decrease of remaining other income and gains was mainly due to the drop of the gain of fair value change of financial assets measured at fair value through profit or loss of HK\$47,991,000, representing a decrease of 97.6% as compared to that of 2016. In 2016, the gain of fair value change of financial assets measured at fair value through profit or loss was mainly due to the increase in share price of the investment in a company initially listed in Hong Kong Stock Exchange, which was subscribed by the Group at the end of 2015. During the year from 1 January 2017 to 31 December 2017, there was no substantial change on the share price of the investment, therefore no significant gain of fair value change of financial assets measured at fair value through profit or loss was recorded in 2017.

Selling and distribution expenses

As of 31 December 2017, the selling and distribution expenses of the Group was approximately HK\$39,627,000 (2016: HK\$21,123,000), representing 30.3% (2016: 12.9%) of the total sales amount. The selling and distribution expenses mainly comprise of remuneration of HK\$13,883,000, transportation costs of HK\$9,383,000, promotion fee of HK\$2,992,000 and commission of HK\$8,600,000 for the partial disposal of the Chaoyang Port Project in Beijing.

其他收入及收益淨額

截至二零一七年十二月三十一日，其他收入及收益約為629,054,000港元，比二零一六年98,052,000港元大幅增加5.4倍。

其他收入及收益主要為部分出售北京朝陽口岸項目所帶來的稅前利潤576,121,000港元。除去出售北京朝陽口岸項目一號地所帶來的收入，其他收入及收益約為52,933,000港元，比二零一六年下降46%。

其餘其他收入及收益減少主要因為按公平值計量並計入損益的金融資產之公平值變動收益減少47,991,000港元，比二零一六年下降97.6%。二零一六按公平值計量並計入損益的金融資產之公平值變動收益主要來至集團於2015年末所認購的一家於香港交易所首次上市的公司股票投資帶來的股價增長，而從二零一七年一月一日至二零一七年十二月三十一日該投資的股價未有太大變動，故二零一七年並沒有錄得重大按公平值計量並計入損益的金融資產之公平值變動收益。

銷售及分銷開支

截至二零一七年十二月三十一日，本集團之銷售及分銷開支約為39,627,000港元（二零一六年：21,123,000港元），佔總銷售金額30.3%（二零一六年：12.9%），銷售及分銷開支主要包括薪酬13,883,000港元、運輸費用9,383,000港元、推廣費用2,992,000港元及部分出售北京朝陽口岸項目之佣金8,600,000港元。

Administrative expenses

As of 31 December 2017, the administrative expenses were HK\$181,868,000, representing a decrease of 4% as compared to HK\$189,405,000 in 2016. The administrative expenses mainly include share option expenses of HK\$17,758,000 (2016: HK\$41,121,000), depreciation and amortization costs of HK\$27,409,000 (2016: HK\$32,645,000) and staff costs (including director's emolument but excluding staff's and director's share option expenses) of HK\$75,848,000 (2016: HK\$48,335,000). The decrease of administrative expenses was mainly attributable to the drop of the share option expenses of HK\$23,363,000 as of 31 December 2017, representing a decrease of 56.8% as compared to that of 2016. The decrease of share option expenses was due to the recognition of one-off consultancy share option expenses of HK\$5,888,000 in 2016 and the forfeiture of 50,000,000 shares of option granted to a consultant who terminated its service in July 2016. The terminated share options of approximately HK\$4,998,000 were recognised during the year of 2016. Other than the share option expenses, the administrative expenses as of 31 December 2017 increased by 10.7% to HK\$164,110,000 as compared with HK\$148,284,000 in 2016. Excluding the share option expenses, the increase in administrative expenses was mainly due to the rise of general administrative expenses such as staff costs and rental expenses arising from the increase in the number of subsidiaries and headcount as a result of the Group's business expansion.

Finance cost

As of 31 December 2017, the finance cost was HK\$4,363,000 (2016: HK\$4,632,000), and the interest capitalised was HK\$7,045,000 (2016: HK\$1,490,000). The finance cost was mainly attributable to the interests of the bank loans, and the increase in finance cost was mainly due to the increase in loans. The weighted average principal of the bank loan amounted to RMB189,925,000 (approximately HK\$227,210,000) and the weighted average annual interest rate was 4.95%.

Net assets

As at 31 December 2017, the net assets of the Group was approximately HK\$3,170,013,000, representing an increase of approximately HK\$468,547,000 as compared to the total net assets of approximately HK\$2,701,466,000 in 2016. The increase in net assets was mainly due to the generation of profit of approximately HK\$280,163,000 during the year.

行政開支

截至二零一七年十二月三十一日，行政開支為181,868,000港元，較二零一六年189,405,000港元的開支減少4%。行政開支主要包括購股權開支17,758,000港元（二零一六年：41,121,000港元）、折舊及攤銷費用27,409,000港元（二零一六年：32,645,000港元）及員工成本（包括董事酬金但不包括員工及董事購股權開支）75,848,000港元（二零一六年：48,335,000港元）。行政開支減少主要源於截至二零一七年十二月三十一日，購股權開支減少23,363,000港元，較二零一六年減少56.8%。購股權開支減少是由於二零一六年確認一次性顧問購股權開支5,888,000港元；及於二零一六年七月終止已發行予已離職的顧問50,000,000份購股權，該已終止的購股權於二零一六年度確認約4,998,000港元。除去購股權開支，截至二零一七年十二月三十一日之行政開支為164,110,000港元，比二零一六年148,284,000港元增加10.7%。除去購股權開支外行政開支增加主要因為集團業務擴張導致子公司及員工數目增加，令一般行政開支如員工成本及租金開支增加所致。

融資成本

截至二零一七年十二月三十一日，融資成本為4,363,000港元（二零一六年：4,632,000港元），而已資本化之利息為7,045,000港元（二零一六年：1,490,000港元），融資成本主要來自銀行貸款之利息，融資成本增加主因為貸款增加所致。銀行貸款之加權平均本金為人民幣189,925,000元（約227,210,000港元），加權平均年利率4.95%。

資產淨值

於二零一七年十二月三十一日，本集團資產淨值約為3,170,013,000港元，較二零一六年約2,701,466,000港元資產淨值總額增加約468,547,000港元。資產淨值增長主要由於年內產生溢利約280,163,000港元所致。

Liquidity and financial resources

As at 31 December 2017, the Group's cash in hand was HK\$471,436,000 (2016: HK\$298,204,000). The Group's long-term and short-term loan was HK\$243,044,000 in total (2016: HK\$182,835,000). Total debt increased by approximately HK\$60,209,000, mainly due to the drawdown of land development project loan of RMB70,000,000 in 2017 (approximately HK\$80,731,000) and working capital loan of RMB30,000,000 (approximately HK\$34,599,000), while the repayment of total working capital loan was approximately HK\$72,030,000 for the year ended 31 December 2017.

The Group agreed that meticulous management on cash flow is the key to success. To ensure that there is sufficient capital to satisfy the need of the Group's rapid growth, the Group remains good relationships with each of the banks from time to time, so that the Group gains easy access to application for loans.

Capital expenditure

As of 31 December 2017, the Group's capital expenditure was approximately HK\$162,352,000 (2016: HK\$346,714,000), including the purchase of properties, plants and equipment, investment properties, prepaid land lease payment and assets from acquisition of subsidiaries.

Capital structure

The Group took full advantage of the financing platform as a listed company by striving for a constant optimisation of the capital and financing structure, so as to obtain sufficient funds to finance the future projects of health and geriatric care. During the year, the Group's operations were mainly financed by internal resources and bank loans.

Pledge of assets

As at 31 December 2017, the Group has pledged the following assets as the security for bank loans:

- (i) the property, plant and equipment situated in the PRC with an aggregate carrying amount of HK\$62,940,000 (2016: HK\$ Nil);
- (ii) the investment properties situated in the PRC with an aggregate carrying amount of HK\$328,987,000 (2016: HK\$320,047,000);
- (iii) the land use right and the land use right transferring to the property under development with an aggregate carrying value of HK\$258,627,000 (2016: HK\$282,215,000);

流動資金及財務資源

於二零一七年十二月三十一日，本集團之手頭現金為471,436,000港元(二零一六年：298,204,000港元)。本集團之長期及短期貸款合共為243,044,000港元(二零一六年：182,835,000港元)。債務總額增加約60,209,000港元，主要由於二零一七年內提取土地發展項目貸款人民幣70,000,000(約80,731,000港元)及營運資金貸款人民幣30,000,000(約34,599,000港元)所致，而截至二零一七年十二月三十一日止年度內合共償還營運資金貸款約72,030,000港元。

本集團認為審慎之現金流管理乃成功之關鍵。為確保資金足以應付本集團之快速增長，本集團不時與各銀行保持良好業務關係，以便本集團日後易於提出借貸申請。

資本開支

截至二零一七年十二月三十一日，本集團資本開支為約162,352,000港元(二零一六年：346,714,000港元)，其中包括購置物業、廠房及設備、投資物業、預付土地租金以及收購附屬公司之資產。

資本結構

本集團充分利用作為上市公司的融資平台優勢，力求不斷優化資本及融資結構，以為未來健康及養老產業項目取得充足資金。年內，本集團的業務運作主要透過內部資源及銀行貸款提供資金。

資產抵押

於二零一七年十二月三十一日，本集團已抵押以下資產，作為銀行貸款之擔保：

- (i) 位於中國之物業、廠房及設備，總賬面值為62,940,000港元(二零一六年：零港元)；
- (ii) 位於中國之投資物業，總賬面值為328,987,000港元(二零一六年：320,047,000港元)；
- (iii) 土地使用權及已轉到發展中物業內的土地使用權，總賬面值為258,627,000港元(二零一六年：282,215,000港元)；

- (iv) mortgages over the Group's receivable from a related company was released during the year, as the relevant bank loan was repaid on 30 March 2017 (2016: HK\$111,875,000);
- (v) mortgages over the pledge of certain of the Group's time deposits was released during the year, as the relevant bank loan was repaid on 4 January 2017 and 30 March 2017, respectively (2016: HK\$21,900,000).

Contingent liabilities

Save as disclosed in note 37 to the consolidated financial information in this announcement, as at 31 December 2017, the Group had no other significant contingent liabilities.

Foreign exchange risk

The Group's exposure to foreign exchange risks was primarily related to other receivables, bank balances, other payables and other borrowings denominated in CAD, US dollars and RMB. In respect of the Group's exposure to potential foreign exchange risks arising from the currency exchange rate fluctuations, it did not make any arrangement or use any financial instruments to hedge against potential foreign exchange risks. However, the management will continue to monitor foreign exchange risks and adopt hedging measures where necessary.

Relationships with employees, suppliers and customers

The Group endeavours to maintain sustainable development in the long term, continuously create value for its employees and customers, and foster good relationships with its suppliers. The Group understands that employees are its valuable assets, and the realisation and enhancement of employees' values will facilitate the achievement of the Group's overall goals. For the year ended 31 December 2017, the Group provided generous social security benefits to its employees to motivate their proactivity at work while heightening their sense of belonging. The Group also understands the importance of maintaining good relationships with its suppliers and customers to the overall development of the Group. The Group places emphasis on supplier selection and encourages fair and open competition to foster long-term relationships with quality suppliers on the basis of mutual trust. To maintain the competitiveness of its brand and products, the Group abides by the principles of honesty and trustworthiness and commits itself to consistently provide quality products to establish a reliable service environment for its customers. For the year ended 31 December 2017, there was no significant and material dispute between the Group and its suppliers and/or customers.

- (iv) 由於相關銀行貸款已於二零一七年三月三十日償還，故對本集團應收一間關連公司的款項之抵押已於年內解除(二零一六年：111,875,000港元)；
- (v) 由於相關銀行貸款已分別於二零一七年一月四日及二零一七年三月三十日償還，故抵押本集團若干定期存款之抵押品已於年內解除(二零一六年：21,900,000港元)。

或然負債

除本公告內之綜合財務資料附註37所披露外，於二零一七年十二月三十一日，本集團並無其他重大或然負債。

外匯風險

本集團所承受的外匯風險主要來自於以加拿大元、美元及人民幣結算的其他應收款項、銀行結餘、其他應付款項及其他借款。本集團面對貨幣匯率波動所產生之潛在外匯風險，並無作出任何安排或利用任何財務工具對沖潛在外匯風險，然而，管理層將繼續監察外匯風險，並在需要時採取對沖措施。

與僱員、供應商及客戶之關係

集團致力於保持長期的可持續發展，為僱員和客戶持續創造價值，並與供貨商維持良好關係。本集團深明僱員為寶貴資產，僱員價值的實現與提升，會有助於本集團整體目標的實現。截至二零一七年十二月三十一日止年度，本集團為僱員提供豐富的社保福利，在激發僱員工作積極性的同時亦加強了僱員的歸屬感。本集團亦明白與供貨商及客戶維持良好關係，對本集團之整體發展十分重要。本集團十分重視對供貨商的選擇，鼓勵公平及公開競爭，本著互信與優質供貨商建立長遠的合作關係。為維持本集團品牌及產品之競爭力，本集團秉承誠實守信之原則，致力向客戶提供一貫之優質產品，為客戶營造一個可信賴的服務環境。截至二零一七年十二月三十一日止年度，本集團與其供貨商及／或客戶之間概無重要及重大之糾紛。

Employee benefits and training

As at 31 December 2017, the Group had approximately 1,081 (2016: 879) employees. Total staff cost (including Directors' emoluments) as of 31 December 2017 amounted to approximately HK\$97,964,000 (2016: HK\$76,399,000). The Group made great efforts to enhance the quality of staff. During the year under review, the Group organised internal training courses for staff at all levels. Topics of the training courses included accounting and finance, risk management and PRC's tax laws.

The Group's overall remuneration system is adhered to the principle of market orientation, offering competitive salary to retain and attract high caliber persons. The salaries of the Group's senior management are determined with reference to market level as well as the Group's overall operating results.

INVESTOR RELATIONS

The Group strives to offer investors access to updated and accurate information on the Group's latest major development. The Group believes that effective communication is built on a two-way basis, and therefore welcomes feedbacks from investors to the Group. To facilitate an easy access to information on the Company's latest major development, a number of measures have been taken to ensure all necessary information and appropriate updates are made available to investors in a timely manner through the Company's website at www.bemh.com.hk, under the column of the "Investor Relations".

僱員福利及培訓

於二零一七年十二月三十一日，本集團有員工約1,081名(二零一六年：879名)，而截至二零一七年十二月三十一日之總員工成本(包括董事酬金)約為97,964,000港元(二零一六年：76,399,000港元)。本集團致力提升員工的素質，回顧年內，本集團為不同職級之員工舉辦內部培訓課程，培訓課程之題材包括會計財務、風險管理及中國稅法。

本集團整體薪酬體系繼續貫徹按照市場化原則，提供業內富有競爭力的薪酬，保留和吸納優秀人才的理念。本集團高級管理人員的薪酬，更是在市場調查的基礎上，根據本集團整體經營業績情況確定。

投資者關係

本集團努力向投資者提供有關本集團最新重大發展之最新資訊及準確資料。本集團認為，雙向溝通方為有效，故亦鼓勵投資者向本集團提供反饋。為使有關本公司最新重大發展之資料易於查閱，本公司已採取若干措施，將所有必要資料及適當最新資訊登載於本公司網站 www.bemh.com.hk「投資者關係」欄目內，確保投資者可及時查閱有關資料。

Corporate Governance Report

企業管治報告

The Board of Directors (the “Board”) of the Company is pleased to present this Corporate Governance Report in the Group’s Annual Report for the year ended 31 December 2017.

The manner in which the principles and code provisions in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) are applied and implemented as explained below.

CORPORATE GOVERNANCE PRACTICES

The Group acknowledges the vital importance of good corporate governance to the Group’s success and sustainability. We are committed to achieving a high standard of corporate governance as an essential component of quality and have introduced corporate governance practices appropriate to the conduct and growth of our business.

The Company has applied most of the principles set out in the CG Code.

The Company has adopted different measures to ensure a high standard of corporate governance and has put in place corporate governance practices that are considered to be relevant to the Group, to meet the CG Code.

Throughout the year ended 31 December 2017, the Company has complied with the code provisions as set out in the CG Code, except for the deviation from code provisions A.4.2 and A.6.7.

Code Provision A.4.2

Code provision A.4.2 of the CG Code stipulates that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Mr. Qian Xu, Mr. Siu Kin Wai and Mr. Hu Yebi who were appointed as director of the Company to fill casual vacancies, did not retire and offer for election by shareholders at the first extraordinary general meeting of the Company after their appointment held on 7 July 2017.

本公司董事會(「董事會」)欣然提呈載於本集團截至二零一七年十二月三十一日止年度之年報內企業管治報告。

有關香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十四所載企業管治守則(「企業管治守則」)之原則及守則條文之應用及實行方式說明如下。

企業管治常規

本集團明白良好企業管治對本集團的成功及持續能力至關重要。本集團致力維持高水平企業管治，作為必不可少的質量元素，亦引入適合本集團營運及增長的企業管治常規。

本公司已應用企業管治守則列載的大部分原則。

本公司已採納不同措施，以確保高水準企業管治，並採用被視為與本集團有關的企業管治常規，以符合企業管治守則之規定。

於截至二零一七年十二月三十一日止年度，除與守則條文第A.4.2及A.6.7條有所偏離外，本公司已遵守企業管治守則所載的守則條文。

守則條文第A.4.2條

企業管治守則之守則條文第A.4.2條訂明，獲委任填補臨時空缺之所有董事須於獲委任後首次股東大會上由股東選任，而每名董事(包括獲委任特定任期之董事)應每三年最少輪值退任一次。

錢旭先生、蕭健偉先生及胡野碧先生獲委任為本公司董事以填補臨時空缺，並無於彼等獲委任後在本公司於二零一七年七月七日舉行之首次股東特別大會上退任及由股東選任。

Article 112 of the Articles of Association of the Company provides that any director appointed by the Board to fill a casual vacancy or as an additional director shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. To abide Article 112, the Company will arrange for the directors appointed by the Board to retire only at the next annual general meeting, but not at any extraordinary general meeting after their appointment.

Code Provision A.6.7

Code provision A.6.7 provides that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. Three independent non-executive directors and one non-executive director of the Company was unable to attend the annual general meeting held at 19 May 2017, and five independent non-executive directors was unable to attend the extraordinary general meeting held at 7 July 2017 due to their other business commitments.

The Company has reviewed its corporate governance practices and has taken appropriate actions to comply with the CG Code which are explained in the relevant paragraphs of the Report.

MODEL CODE FOR 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.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Model Code throughout the year ended 31 December 2017.

The Company has applied the Model Code to the relevant employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance of the Model Code by the relevant employees was noted by the Company.

本公司組織章程細則第112條規定，獲董事會委任以填補臨時空缺或作為新增董事之任何董事之任期僅直至本公司下一屆股東週年大會為止，並有資格於該大會上重選連任。為遵守第112條，本公司將安排董事會委任之董事僅於下一屆股東週年大會而非於彼等獲委任後任何股東特別大會上退任。

守則條文A.6.7條

守則條文A.6.7條規定獨立非執行董事及其他非執行董事應出席股東大會及對股東之意見有公正的了解。因有其他業務承諾，本公司三名獨立非執行董事及一名非執行董事未能出席於二零一七年五月十九日舉行之股東週年大會，以及五名獨立非執行董事未能出席於二零一七年七月七日舉行之股東特別大會。

本公司將檢討其企業管治慣例，並已採取適當行動，以遵守企業管治守則，有關行動於本報告相關段落中闡釋。

進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）。

經向全體董事作出特定查詢後，各董事均確認，彼等於截至二零一七年十二月三十一日止年度一直遵守標準守則。

本公司已就很可能管有本公司非公開股價敏感資料之相關員工採用標準守則。本公司並不知悉相關僱員並無遵守標準守則之情況。

CHANGE IN INFORMATION OF DIRECTORS PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, the Company was informed that:

- By a resolution passed by the remuneration committee of the Company on 15 May 2017, Mr. Liu Xue Heng is entitled to an annual remuneration of HK\$2,026,000 and discretionary bonus which is determined by the Board with reference to his experience, duties and responsibilities with effect from 1 June 2017;
- By a resolution passed by the remuneration committee of the Company on 15 May 2017, Mr. Gu Shan Chao is entitled to an annual remuneration of HK\$2,000,000 and discretionary bonus which is determined by the Board with reference to his experience, duties and responsibilities with effect from 1 June 2017;
- By a resolution passed by the remuneration committee of the Company on 15 May 2017, Mr. Hu Xiao Yong, Mr. Hu Shiang Chi, Mr. Wang Zheng Chun, Mr. Wu Yong Xin, Mr. Tse Man Kit, Keith, Mr. Gary Zhao and Mr. Zhang Yun Zhou were entitled to an annual remuneration of HK\$180,000 and discretionary bonus which is determined by the Board with reference to their experience, duties and responsibilities with effect from 1 June 2017.
- Mr. Hu Yebi, an executive Director of the Company, was resigned as an executive director of Hua Lien International (Holding) Company Limited, a company whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 969) since July 2017. He was also appointed as the vice chairman of Beijing Properties (Holdings) Limited since June 2017.
- Mr. Hu Shiang Chi, an executive Director of the Company, was promoted as the managing director of AVY Precision Technology INC., a company whose shares are listed on the Taiwan Greta Securities Market (Stock Code: 5392) since February 2018.
- Mr. Sin Ka Wai, an executive Director of the Company, was appointed as an independent non-executive director of Orient Securities International Holdings Limited (Stock Code: 8001) since September 2017.

根據上市規則第13.51B(1)條的董事資料變動

根據上市規則第13.51B(1)條，本公司獲知會：

- 根據本公司薪酬委員會於二零一七年五月十五日通過之決議案，劉學恒先生享有年薪2,026,000港元及酌情花紅，乃董事會參照其經驗、職務及責任後釐定，自二零一七年六月一日起生效；
- 根據本公司薪酬委員會於二零一七年五月十五日通過之決議案，顧善超先生享有年薪2,000,000港元及酌情花紅，乃董事會參照其經驗、職務及責任後釐定，自二零一七年六月一日起生效；
- 根據本公司薪酬委員會於二零一七年五月十五日通過之決議案，胡曉勇先生、胡湘麒先生、王正春先生、吳永新先生、謝文傑先生、趙剛先生及張運周先生將收取每年180,000港元之酬金及酌情花紅，此乃經董事會參考彼等之經驗、職務及責任而釐定，自二零一七年六月一日起生效。
- 本公司執行董事胡野碧先生自二零一七年七月起辭任華聯國際(控股)有限公司(該公司股份於聯交所主板上市(股份代號：969))之執行董事。彼自二零一七年六月起亦獲委任為北京建設(控股)有限公司之副主席。
- 本公司執行董事胡湘麒先生自二零一八年二月起獲晉升為應華精密科技股份有限公司(該公司股份於台灣證券櫃檯買賣中心上市(股份代號：5392))之董事總經理。
- 本公司執行董事蕭健偉先生自二零一七年九月起獲委任為東方滙財證券國際控股有限公司(股份代號：8001)之獨立非執行董事。

BOARD OF DIRECTORS

Board Composition

The Board currently comprises 15 members, consisting of 10 Executive Directors and 5 Independent Non-executive Directors.

The list of all Directors (by category) is set out under “Corporate Information” on page 2 and all corporate communications issued by the Company from time to time pursuant to the Listing Rules. The Independent Non-executive Directors are expressly identified in all corporate communications pursuant to the Listing Rules.

During the year ended 31 December 2017, there have been changes in the composition of the Board of the Company, details of which are set out in the Directors’ Report. The Board currently comprises the following Directors:

Executive Directors

Mr. Zhu Shi Xing (*Chairman*)
Mr. Liu Xue Heng (*Joint Chief Executive Officer*)
Mr. Zhang Jing Ming (*Joint Chief Executive Officer*)
Mr. Qian Xu
Mr. Siu Kin Wai
Mr. Hu Yebi
Mr. Gu Shan Chao
Mr. Hu Xiao Yong
Mr. Hu Shiang Chi
Mr. Wang Zheng Chun

Independent Non-executive Directors

Mr. Gary Zhao
Mr. Robert Winslow Koeppe
Mr. Tse, Man Kit, Keith
Mr. Wu Yong Xin
Mr. Zhang Yun Zhou

None of the members of the Board is related to one another.

董事會

董事會組成

董事會現時由十五名成員組成，包括十名執行董事及五名獨立非執行董事。

全體董事的名單(按類別劃分)載於第2頁「公司資料」內，亦載於本公司不時根據上市規則發出的全部公司通訊。本公司根據上市規則，於所有公司通訊中明確列明獨立非執行董事之身分。

截至二零一七年十二月三十一日止年度，本公司董事會組成有所變動，詳情載於董事會報告。董事會目前由以下董事組成：

執行董事

祝仕興先生 (*主席*)
劉學恒先生 (*聯席行政總裁*)
張景明先生 (*聯席行政總裁*)
錢旭先生
蕭健偉先生
胡野碧先生
顧善超先生
胡曉勇先生
胡湘麒先生
王正春先生

獨立非執行董事

趙剛先生
康仕學先生
謝文傑先生
吳永新先生
張運周先生

所有董事會成員之間均無任何關係。

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board reserves for its decision all major matters of the Company, including approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters.

All Directors have full and timely access to all relevant information as well as the advice and services of the company secretary, with a view to ensuring that Board procedures and all applicable laws and regulations are followed. Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company's expenses, upon making request to the Board.

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

Continuous Professional Development of Directors

Directors keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company.

Every newly appointed Director receives formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for Directors will be arranged where necessary.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

董事會及管理層之責任、問責性及貢獻

董事會保留其對本公司所有重大事宜之決策權，包括審批及監督所有政策事宜、整體策略及預算、內部監控及風險管理制度、重大交易（尤為可能涉及利益衝突者）、財務資料、委任董事及其他重大營運事宜。

所有董事均可全面且及時查閱所有相關資料，以及獲公司秘書提供意見與服務，以確保遵守董事會程序及所有適用法律及法規。各董事一般可於適當情況下，向董事會提出要求後徵求獨立專業意見，而費用由本公司承擔。

本公司之日常管理、行政及營運由行政總裁及高級管理層負責，並定期檢討所指派之職能及職責。前述高級職員進行任何重大交易前須事先獲得董事會批准。

董事的持續專業發展

董事須了解作為本公司董事之責任及本公司經營方針、業務活動及發展之最新資訊。

每名新委任的董事於履新首日獲給予正式、全面及度身編撰的入職簡介，以確保彼妥為瞭解本公司的業務及營運，並且充分認識上市規則及相關法定規定項下董事之責任及義務。

董事持續獲得有關法定及監管制度以及業務環境之最新資料，以助彼等履行職責。如有需要，本公司將為董事安排持續簡報及專業發展。

董事應參與適當持續專業發展，發展並更新彼等之知識及技能，以確保繼續於具備全面資訊及切合所需的情況下對董事會作出貢獻。

During the year ended 31 December 2017, the Directors participated the trainings as follows:

於截至二零一七年十二月三十一日止年度，董事參與培訓的記錄如下：

Directors	董事	Topic 議題
<i>Executive Directors</i>		
Mr. Zhu Shi Xing	祝仕興先生	A, B
Mr. Liu Xue Heng	劉學恒先生	A, B
Mr. Zhang Jing Ming	張景明先生	B
Mr. Qian Xu (appointed on 22 May 2017)	錢旭先生 (於二零一七年五月二十二日獲委任)	B
Mr. Siu Kin Wai (appointed on 22 May 2017)	蕭健偉先生 (於二零一七年五月二十二日獲委任)	B
Mr. Hu Yebi (appointed on 22 May 2017)	胡野碧先生 (於二零一七年五月二十二日獲委任)	B
Mr. Gu Shan Chao	顧善超先生	A, B
Mr. Hu Xiao Yong	胡曉勇先生	B
Mr. Hu Shiang Chi	胡湘麒先生	B
Mr. Wang Zheng Chun	王正春先生	B
<i>Independent Non-executive Directors</i>		
Mr. Gary Zhao	趙剛先生	A, B
Mr. Robert Winslow Koepp	康仕學先生	A, B
Mr. Tse Man Kit, Keith	謝文傑先生	B
Mr. Wu Yong Xin	吳永新先生	B
Mr. Zhang Yun Zhou	張運周先生	A, B

A: attending seminars relating to Listing Rules, accounting standard and issuance of fund

A: 出席有關上市規則、會計準則及基金發行相關主題之研討會

B: reading journals relating to the directors' duties etc.

B: 閱讀有關董事職責之刊物

During the year ended 31 December 2017, the Board has reviewed and monitored the training and continuous professional development of Directors and senior management. The Board has also reviewed and ensured compliance of the relevant legal and regulatory requirements, the code of conducts, the CG Code and the disclosure in this Corporate Governance Report.

於截至二零一七年十二月三十一日止年度，董事會已檢討及監督董事及高級管理層之培訓及持續專業發展。董事會亦檢討及確保遵守有關法律及監管規定、操守守則、企業管治守則及於本企業管治報告中作出披露。

In addition, relevant reading materials including directors' manual/legal and regulatory update/seminar handouts have been provided to the Directors for their reference and studying.

此外，包括董事手冊／最新法律及監管資訊／研討會講義等相關閱讀材料均已提供予董事，供彼等參閱及研習。

BOARD COMMITTEES

The Board has established four committees, namely, the Audit Committee, the Remuneration Committee, the Nomination Committee and the Investment and Risk Management Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The majority of the members of each Board committee are Independent Non-executive Directors (except for the Investment and Risk Management Committee) and the current list of the chairman and members of each Board committee is set out under "Corporate Information" on page 2.

Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances at the Company's expense.

Audit Committee

The Audit Committee currently comprises three members, namely, Mr. Tse, Man Kit, Keith (Chairman of the Committee), Mr. Gary Zhao and Mr. Wu Yong Xin. All of them are Independent Non-executive Directors (including one Independent Non-executive Director with the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the internal auditor or external auditors before submission to the Board
- To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditors
- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures

董事委員會

董事會已成立四個委員會，即審核委員會、薪酬委員會、提名委員會以及投資及風險管理委員會，以監察本公司指定範疇之事務。本公司所有董事委員會皆已成立，並訂有書面職權範圍。董事委員會的職權範圍已登載於本公司及聯交所網站，亦可應要求供股東查閱。

除投資及風險管理委員會外，各董事委員會的大部分成員均為獨立非執行董事，而各董事委員會主席及成員之現行名單列載於第2頁之「公司資料」內。

董事委員會均獲提供充足資源履行職務，於適當情況下，經提出合理要求後，亦可尋求獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會目前由三名成員組成，即謝文傑先生（委員會主席）、趙剛先生及吳永新先生。彼等全為獨立非執行董事（包括一名具備合適專業資格或會計或相關財務管理專業知識之獨立非執行董事）。概無審核委員會成員為本公司現任外聘核數師之前任合夥人。

審核委員會之主要職責包括以下各項：

- 審閱財務報表及報告並考慮內部核數師或外聘核數師提出之任何重大或特殊項目，然後方提交董事會
- 參照外聘核數師之工作、費用及委聘條款，以檢討與核數師之關係，並就委任、續聘及辭退外聘核數師向董事會提出建議
- 檢討本公司財務報告制度、內部監控制度及風險管理制度以及相關程序是否足夠及有效

The Audit Committee held three meetings during the year to review the financial results and reports, financial reporting and compliance procedures, the report of the internal auditor on the Company's internal control and risk management systems and processes, the reappointment of the external auditors and arrangements for employees to raise concerns about possible improprieties.

The Company's annual results for the year ended 31 December 2017 have been reviewed by the Audit Committee.

The Audit Committee also met the external auditors three times without the presence of the Executive Directors.

Remuneration Committee

The Remuneration Committee currently comprises three members, namely, Mr. Gary Zhao (Chairman of the Committee), Mr. Tse, Man Kit, Keith and Mr. Wu Yong Xin. All of them are Independent Non-executive Directors.

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of the Directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

During the year, the Remuneration Committee met once to review the remuneration policy and structure of the Company, and the remuneration packages of the Directors and senior management and other related matters.

The details of the remuneration of the Directors and senior management of the Company are set out in notes 8 and 9 to the consolidated audited financial statements.

年內，審核委員會已舉行三次會議，檢討財務業績及報告、財務申報及合規程序、內部核數師就本公司內部監控及風險管理制度及程序之報告、續聘外聘核數師，以及供僱員就可能不當行為提出關注的安排。

本公司截至二零一七年十二月三十一日止年度的年度業績已經由審核委員會審閱。

審核委員會亦與外聘核數師會面三次，期間並無執行董事列席。

薪酬委員會

薪酬委員會目前由三名成員組成，即趙剛先生（委員會主席）、謝文傑先生及吳永新先生。彼等全為獨立非執行董事。

薪酬委員會之基本宗旨為負責建議及審批董事及高級管理層的酬金政策及架構以及薪酬待遇。薪酬委員會亦負責制訂具透明度之程序，以發展該等酬金政策及架構，確保概無董事或彼任何聯繫人可參與決定自身之酬金。彼等之酬金將參考個別人士及本公司表現以及市場慣例與狀況而定。

年內，薪酬委員會已舉行一次會議，以檢討本公司之酬金政策及架構、董事及高級管理層之薪酬待遇以及其他相關事宜。

本公司董事及高級管理層之薪酬詳情載於綜合經審核財務報表附註8及9。

Nomination Committee

The Nomination Committee currently comprises four members, namely, Mr. Wu Yong Xin (Chairman of the Committee), Mr. Zhu Shi Xing, Mr. Tse, Man Kit, Keith and Mr. Gary Zhao. The majority of them are Independent Non-executive Directors.

Principal duties of the Nomination Committee include reviewing the Board composition, identifying suitable candidates for appointment as Directors and making recommendations to the Board on the appointment and succession planning of Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects set out in the Board Diversity Policy, including but not limited to gender, age, cultural and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

During the year, the Nomination Committee met once to review the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company.

In accordance with Article 108 of the Articles of Association, Mr. Zhu Shi Xing, Mr. Zhang Jing Ming, Mr. Wang Zhen Chun, Mr. Hu Shiang Chi and Mr. Zhang Yun Zhou shall retire by rotation at the Annual General Meeting. In addition, Mr. Qian Xu, Mr. Siu Kin Wai and Mr. Hu Yebi who have been appointed as Directors by the Board, shall hold office until the Annual General Meeting pursuant to Article 112 of the Company's Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee recommended the re-appointment of the Directors standing for re-election at the forthcoming annual general meeting of the Company.

The Company's circular dated 23 April 2018 contains detailed information of the Directors standing for re-election.

提名委員會

提名委員會目前由四名成員組成，即吳永新先生（委員會主席）、祝仕興先生、謝文傑先生及趙剛先生，大部分成員為獨立非執行董事。

提名委員會的主要職責包括檢討董事會的組成、物色出任董事的適合候選人，以及就委任董事及董事繼任計劃向董事會提出推薦建議。

於評估董事會組成時，提名委員會會考慮董事會多元化政策列載之各個方面，包括但不限於性別、年齡、文化及種族，加上教育背景、專業經驗、技能、知識及服務年期。提名委員會將於有需要時商討及議定達致多元化董事會之可量度目標，並向董事會推薦採納。

年內，提名委員會已舉行一次會議，檢討董事會的架構、規模及組成，以確保其具備平衡有致且切合本公司業務要求之專業知識、技能及經驗。

根據組織章程細則第108條，祝仕興先生、張景明先生、王正春先生、胡湘麒先生及張運周先生將於股東週年大會上輪值退任。此外，根據本公司組織章程細則第112條，已獲董事會委任為董事的錢旭先生、蕭健偉先生及胡野碧先生的任期將直至股東週年大會。上述所有退任董事均合資格並將願意在股東週年大會上重選連任。

提名委員會建議重新委任於本公司應屆股東週年大會上待重選的董事。

本公司日期為二零一八年四月二十三日之通函載有待重選董事之詳細資料。

Investment and Risk Management Committee

The Investment and Risk Management Committee currently comprised Mr. Gu Shan Chao (Chairman of the Committee), Mr. Liu Xue Heng, Mr. Zhu Shi Xing (all being Executive Directors) and Mr. Lam Ka Tak (the Chief Financial Officer and Company Secretary).

Principal duties of the Investment and Risk Management Committee include overseeing the risk management and evaluating the major investment and funding projects of the Group.

There are six meetings held by the Investment and Risk Management Committee during the year.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

The Board 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 compliance of the Model Code, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

投資及風險管理委員會

投資及風險管理委員會現由顧善超先生(委員會主席)、劉學恒先生、祝仕興先生(全為執行董事)及林嘉德先生(首席財務官及公司秘書)組成。

投資及風險管理委員會之主要職務包括監管風險管理，並評估本集團主要投資及資金項目。

年內，投資及風險管理委員會舉行六次會議。

企業管治職能

董事會負責履行企業管治守則之守則條文第D.3.1條所載之職能。

董事會已檢視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、本公司遵守法律及監管規定之政策及常規、遵守標準守則，以及本公司遵守企業管治守則及於本企業管治報告中作出披露。

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each Director at the Board and Board Committee meetings and the general meetings of the Company held during the year ended 31 December 2017 is set out in the table below:

董事及委員會成員之出席記錄

於截至二零一七年十二月三十一日止年度，各董事於董事會及董事委員會以及本公司股東大會之出席記錄列於下表：

Name of Directors	董事姓名	Attendance/Number of Meetings 出席情況/會議次數						
		Board 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	Investment and Risk Management Committee 投資及風險 管理委員會	Annual General Meeting 股東週年大會	Extraordinary General Meeting 股東特別大會
Mr. Zhu Shi Xing	祝仕興先生	11/14	1/1	-	-	6/6	1/1	1/1
Mr. Liu Xue Heng	劉學恒先生	12/13	-	-	-	6/6	1/1	0/1
Mr. Gu Shan Chao	顧善超先生	12/13	-	-	-	6/6	1/1	0/1
Mr. Qian Xu (appointed on 22 May 2017)	錢旭先生 (於二零一七年 五月二十二日 獲委任)	1/7	-	-	-	-	N/A 不適用	0/1
Mr. Siu Kin Wai (appointed on 22 May 2017)	蕭健偉先生 (於二零一七年 五月二十二日 獲委任)	3/7	-	-	-	-	N/A 不適用	0/1
Mr. Hu Yebi (appointed on 22 May 2017)	胡野碧先生 (於二零一七年 五月二十二日 獲委任)	7/7	-	-	-	-	N/A 不適用	0/1
Mr. Hu Xiao Yong	胡曉勇先生	1/13	-	-	-	-	0/1	0/1
Mr. Hu Shiang Chi	胡湘麒先生	11/13	-	-	-	-	0/1	0/1
Mr. Wang Zheng Chun	王正春先生	7/13	-	-	-	-	0/1	0/1
Mr. Zhang Jing Ming	張景明先生	0/13	-	-	-	-	0/1	0/1
Mr. Robert Winslow Koepp	康仕學先生	13/14	-	-	-	-	0/1	0/1
Mr. Tse Man Kit, Keith	謝文傑先生	12/14	1/1	1/1	3/3	-	1/1	0/1
Mr. Wu Yong Xin	吳永新先生	10/14	1/1	1/1	3/3	-	0/1	0/1
Mr. Zhang Yun Zhou	張運周先生	13/14	-	-	-	-	0/1	0/1
Mr. Gary Zhao	趙剛先生	13/14	1/1	1/1	2/3	-	0/1	0/1
Name of Committee Member	委員會成員姓名							
Mr. Lam Ka Tak	林嘉德先生	-	-	-	-	6/6	-	-

Apart from regular Board meetings, the Chairman also held meetings with the Independent Non-executive Directors without the presence of Executive Directors during the year.

除董事會例會外，主席亦於年內與獨立非執行董事舉行會議（並無執行董事列席）。

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2017.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive information announcements and other disclosures required under the Listing Rules and other statutory and regulatory requirements. The Directors are responsible for overseeing the preparation of financial statements of the Company with a view to ensuring that such financial statements give a true and fair view of the state of affairs of the Group and that relevant statutory and regulatory requirements and applicable accounting standards are complied with.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 76 to 82.

AUDITORS' REMUNERATION

The remuneration paid to the Company's external auditors of the Company in respect of audit services and non-audit services for the year ended 31 December 2017 is set out below:

董事對財務報表之責任

董事知悉彼等須負責編製本公司截至二零一七年十二月三十一日止年度之財務報表。

董事會負責呈報平衡、清晰及易於理解之年報及中期報告評估、價格敏感資料公佈及其他根據上市規則及其他法定及監管規定所規定之披露。董事負責監察本公司財務報表之編製，以確保該等財務報表真實而公平地反映本集團之狀況，並符合相關法定及監管要求及適用會計準則。

管理層向董事會提供該等所需解釋及資料，讓董事會可以就提呈董事會批准之本公司財務報表，作出知情的評估。

董事並不知悉有關任何事件或情況的任何重大不明朗因素，而該等事件或情況可能對本公司之持續經營能力構成嚴重疑問。

本公司獨立核數師有關財務報表的申報責任聲明載於第76至82頁「獨立核數師報告」。

核數師酬金

於截至二零一七年十二月三十一日止年度就核數服務及非核數服務已付本公司外聘核數師之酬金列載如下：

Service Category	服務分類	Fees Paid/Payable
		已付／應付費用 HK\$ 港元
Audit Services	核數服務	
– Statutory audit services	– 法定審核服務	1,500,000
– Accountants' report	– 會計師報告	1,100,000
Non-audit Services	非核數服務	
– Review of interim report	– 審閱中期報告	360,000
– Due diligence	– 盡職調查	450,000
		3,410,000

RISK MANAGEMENT AND INTERNAL CONTROL

The Board of the Group is responsible for evaluating and determining the nature and extent of the risks that the Group is willing to take in achieving its strategic objectives, and ensuring that an appropriate and effective risk management and internal control system is established and maintained by the Group. The Board of the Group has overseen the management in the design, implementation and monitoring the risk management and internal control system. The Board has confirmed that it is its duty to establish a risk management and internal control system, and that it will constantly oversee the system and ensure a regular review of the effectiveness of the system will be conducted at least once a year.

The Board and the Audit Committee of the Company has also confirmed that during the reporting period, they have reviewed the effectiveness of the risk management and internal control systems of the Group and its subsidiaries, covering all important control aspects including financial control, operational control and compliance control.

During the reporting period, the Board and the Audit Committee of the Company have evaluated the effectiveness of the risk management and internal control system, the procedures of which include:

- (1) To determine the extent of the system, identify risks and prepare risk checklists;
- (2) To assess and prioritize the impacts of the risks based on their impacts on the operational efficiency, sustainable development capability and reputation in accordance with the generally accepted risk management framework, with reference to the probability of various types of potential risks, the extent of the management's concerns and the possible financial loss arising from the risks;
- (3) To ensure risk management measures are in place to identify significant risks, to conduct internal control evaluation on the design and implementation of such risk management measures and to take actions to rectify the control gaps;
- (4) To conduct a regular review and summary on the effectiveness of the risk management and internal control system through evaluation on the significant risks and implementation of rectification measures carried out by the management, so as to maximize and continuously enhance the risk management.

風險管理及內部監控

本集團董事會負責評估及釐定本集團達成策略目標時所願意接納的風險性質及程度，並確保本集團設立及維持合適及有效的風險管理及內部監控系統。本集團董事會已監督管理層對風險管理及內部監控系統的設計、實施及監察。董事會確認，其有責任建立風險管理及內部監控系統，並會持續監督有關系統，並確保最少每年檢討一次風險管理及內部監控系統的有效性。

本公司董事會和審核委員會亦確認其在本報告期內已檢討本集團及其附屬公司的風險管理和內部監控系統的有效性，有關檢討涵蓋本集團所有重要的監控方面，包括財務監控、營運監控及合規監控。

在本報告期內，本公司董事會和審核委員會已對風險管理及內部監控系統之有效性作出評估。公司的風險管理和內部監控程序主要包括：

- (1) 確立系統的範圍、識別風險，形成風險清單；
- (2) 根據一般公認的風險管理框架，依據各類潛在風險發生的可能性以及本集團管理層關注度，結合風險可能造成的財務損失，對運營效率、持續發展能力和聲譽的影響開展風險評估工作，並進行優次排序；
- (3) 識別重大風險的風險管理措施，對風險管理措施的設計和執行方面進行內部控制評估，對不足之處制定措施進行改善；
- (4) 通過對重大風險開展評估和管理層落實整改措施等，定期對本集團風險管理和內部監控系統進行檢討和總結，實現風險管理的功效發揮和持續提升；

- (5) To prepare a risk management manual that determines the duties and responsibilities of management, board of directors and Audit Committee in risk management, and to provide guideline for constantly monitoring the risk management and internal control system;
- (6) The management has reported to the Audit Committee on the results of regular review and evaluation on the risk management, internal control systems, significant risk factors and corresponding measures during the reporting period.

Nevertheless, the risk management and internal control system is designed to manage rather than eliminate the risks that arising from unsuccessful business objectives, and only to make reasonable, but not absolute assurances for the non-material misrepresentation or losses.

As to the procedures and internal controls for handling and disseminating the inside information, the Company:

- is aware of its obligations under the Securities and Futures Ordinance and the Listing Rules, and the overriding principle of dealing with the inside information is to make announcement immediately after such information comes to its attention and/or a relevant decision has been made, unless such information falling within the provision of “Safe Harbours” as provided in the Securities and Futures Ordinance;
- conducts its affairs in strict compliance with the “Guidelines on Disclosure of Inside Information” issued by the Securities and Futures Commission in June 2012 and “Recent Economic Developments and the Disclosure Obligations of Listed Issuers” issued by the Stock Exchange in 2008;
- has established and implemented procedures for responding to external enquiries about the Group’s affairs. Senior executives of the Group are designated and authorised to act as the Company’s spokespersons and respond to specific enquiries;
- has implemented and disclosed its own Code of Conduct for share transaction by relevant employee and Inside information disclosure policy.

- (5) 就風險管理編製了風險管理手冊，明確管理層、董事會及審核委員會在風險管理工作的職責，並提供指引以持續監控風險管理和內部監控系統；
- (6) 管理層已就報告期內對風險管理和內部監控系統的定期檢討及評估結果，重大風險因素及相關應對措施向審核委員會報告。

然而，任何風險管理和內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

以下列出公司對於有關處理及發放內幕消息的程序和內部監控措施：

- 公司明白其根據《證券及期貨條例》和上市規則所須履行的責任，首要原則是公司一旦知悉內幕消息及／或在作出有關決定後須即時公佈，除非該等內幕消息屬於《證券及期貨條例》下的「安全港」條文；
- 於處理有關事務時恪守證券及期貨事務監察委員會於二零一二年六月頒布的「內幕消息披露指引」，及聯交所於二零零八年頒布的「有關近期經濟發展情況及上市發行人的披露責任」；
- 就外界對集團事務作出的查詢訂立及落實回應程序，並指定及授權本集團內高級行政人員擔任本公司發言人，回應特定的查詢；
- 已實施並公開其自訂的相關僱員進行股份交易之操守守則及內幕消息披露政策。

The Company has set up an internal audit function and engaged professional consultants to assist in the risk identification and evaluation so as to formulate its risk management measure. The Company has evaluated the design and implementation of internal control measures for significant risks. The Board has reviewed the effectiveness of the risk management and internal control system and considered it is effective and adequate and will continue to enhance the effectiveness in the coming future.

SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors. All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each shareholder meeting.

Convening an Extraordinary General Meeting by Shareholders

Pursuant to Article 64 of the Company's Articles of Association, an extraordinary general meeting shall be called by the Board on the written requisition of any one or more shareholders of the Company, provided that such shareholders held at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Such meeting shall be called for the transaction of any business specified in the written requisition to the Board or the Secretary of the Company; and shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Forward Proposals at General Meetings

Shareholders who wish to move resolutions at general meetings may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board of the Company, shareholders may send written enquiries to the Company.

Note: The Company will not normally deal with verbal or anonymous enquiries.

本公司已設立內部審核功能及聘請專業顧問公司協助進行風險識別和評估，制定風險管理措施。本公司已對重大風險的內部監控措施的設計和執行方面進行評估。董事會已檢討風險管理和內部監控系統的有效性，認為該等系統有效和足夠。董事會將持續改善其有效性。

股東權利

為保障股東的利益及權利，本公司會於股東大會上就每項獨立事項，包括選舉個別董事，提出獨立決議案。於股東大會上提呈之所有決議案將根據上市規則按股數投票表決，投票結果將於每個股東大會結束後於本公司及聯交所網頁刊登。

股東召開股東特別大會

根據本公司組織章程細則第64條，董事會須應一名或多名本公司股東之書面要求召開股東特別大會，惟該等股東於提交要求之日，須持有有權於本公司股東大會上投票之本公司實繳股本不少於十分之一。該大會應予召開，以處理董事會或公司秘書接獲之書面要求列明之任何業務，並應於提交該項要求起計兩個月內舉行。倘於該項要求經已提交二十一日，而董事會未能著手召開該大會，則提出要求者本人（彼等）可以相同方式召開大會，而本公司須向提出要求者償付提出要求者因董事會未能召開股東大會而產生之所有合理開支。

於股東大會上提出建議

倘股東擬於股東大會提出決議案，可循前段列載之程序要求本公司召開股東大會。

向董事會提出查詢

倘股東擬向本公司董事會提出任何查詢，可將書面查詢發送予本公司。

附註：本公司一般不會處理口頭或匿名查詢。

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Room 2108, 21/F, Greenfield Tower, Concordia Plaza,
1 Science Museum Road,
Tsim Sha Tsui East, Kowloon
(For the attention of the Company Secretary)
Fax: 2681-2789
Email: enquiry@bemh.com.hk

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address, apart from the registered office of the Company, and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company also recognizes the importance of transparency and timely disclosure of corporate information, which will enable shareholders and investors to make the best investment decisions.

To promote effective communication, the Company maintains a website at <http://www.bemh.com.hk>, where up-to-date information and updates on the Company's business operations and developments, financial information, corporate governance practices and other information are posted.

The general meetings of the Company provide a forum for communication between the Board and the shareholders. The Chairman of the Board as well as chairmen of the Nomination Committee, Remuneration Committee, Audit Committee and Investment and Risk Management Committee or, in their absence, other members of the respective committees and, where applicable, are available to answer questions at shareholder meetings.

The 2017 Annual General Meeting ("AGM") was held on 19 May 2017. The notice of AGM was sent to shareholders at least 20 clear business days before the AGM.

During the year, the Company has not made any changes to its Articles of Association. An up to date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

聯絡詳情

股東可發送上述查詢或要求至以下地址：

地址：九龍尖沙咀東
科學館道1號
康宏廣場南座21樓2108室
(註明公司秘書收)
傳真：2681-2789
電郵：enquiry@bemh.com.hk

為免生疑問，除本公司之註冊辦事處外，股東必須寄存及發送妥為簽署之書面要求、通知或聲明，或查詢之正本(視情況而定)至上述地址，並提供全名、聯絡詳情及身份證明，以使前述者生效。股東資料可按法律要求披露。

與股東及投資者的通訊

本公司重視與股東的有效通訊，可藉此提高與投資者的關係及投資者對本集團業務表現及策略的了解。本公司亦明白透明度及適時披露公司資料的重要性，以便股東及投資者作出最佳投資決定。

為促進有效率溝通，本公司營運一個網站(<http://www.bemh.com.hk>)，當中登載本公司業務營運及發展、財務資料、企業管治常規的最新資料及最新訊息及其他資料。

本公司的股東大會為董事會與股東溝通提供一個平台。董事會主席及提名委員會、薪酬委員會、審核委員會以及投資及風險管理委員會主席(如未能出席，則為各委員會之其他成員)將於可行情況下將於股東大會上回答股東提問。

二零一七年股東週年大會(「股東週年大會」)已於二零一七年五月十九日舉行。股東週年大會通告已於股東週年大會舉行前最少20個完整營業日向股東寄出。

年內，本公司並無對組織章程細則作出任何修改。本公司組織章程細則之最新版本亦載於本公司網站及聯交所網站。

Directors and Senior Management

董事及高級管理層

EXECUTIVE DIRECTORS

Mr. Zhu Shi Xing

Mr. Zhu Shi Xing, aged 47, was appointed as an Executive Director of the Company in September 2014. He is currently the Chairman of the Board and a member of the Nomination Committee and the Investment and Risk Management Committee of the Company. Mr. Zhu graduated from Central University of Finance and Economics with a bachelor's degree in finance and obtained his master's degree in software engineering from Beihang University. In addition, Mr. Zhu obtained a bachelor's degree in sport management from Beijing Sport University in July 1994. Mr. Zhu started his career as an assistant in the investment department of China Xinxing Corporation (Group) Ltd. in 1994. During the period from 2004 to 2015, Mr. Zhu joined Beijing Holdings Limited ("BHL"), an affiliate of Beijing Properties (Holdings) Limited ("BPHL", HKEX Stock Code: 925), and had been nominated as the vice general manager of various subsidiaries of BHL involving in industries such as tourism, logistics and property development, and the executive vice president of BPHL. Since December 2015, Mr. Zhu is also an Executive Director of Beijing Sports and Entertainment Industry Group Limited ("Beijing Sports and Entertainment", HKEX Stock Code: 1803), an associate of the Company. Mr. Zhu has extensive experience in investment, financial management and property development.

Mr. Liu Xue Heng

Mr. Liu Xue Heng, aged 44, was appointed as an Executive Director and Joint Chief Executive Officer of the Company in September 2014 and April 2015 respectively. He is currently a member of the Investment and Risk Management Committee of the Company. Before joining the Company, he served as an executive director and the chairman of the Investment and Risk Management Committee of BPHL during the period from 1 January 2011 to 23 December 2015, an Executive Director and the Chief Executive Officer of Tai United Holdings Limited (HKEX stock code: 718) during the period from 11 July 2014 to 19 January 2016, as well as an Independent Non-executive Director of Guangshen Railway Co., Limited (HKEX stock code: 525) during the period from 2 June 2011 to 29 May 2014 respectively. Mr. Liu is also an Executive Director of Beijing Sports and Entertainment since January 2016 and the chairman of the Board and the Chief Executive Officer of Beijing Sports and Entertainment since April 2016. Mr. Liu obtained a master's degree of Business Administration from Cambridge University in the United Kingdom. Mr. Liu has extensive experience in equity investment, corporate finance, initial public offer and mergers and acquisitions.

執行董事

祝仕興先生

祝仕興先生，47歲，於二零一四年九月獲委任為本公司執行董事。彼目前為董事會主席以及本公司提名委員會以及投資及風險管理委員會成員。祝先生畢業於中央財經大學並取得金融學士資格及於北京航空航天大學取得軟件工程碩士學位。此外，祝先生於一九九四年七月取得北京體育大學體育管理學士學位。祝先生於一九九四年於中國新興集團有限公司投資部擔任助理，開始其事業發展。自二零零四年至二零一五年期間，祝先生加入北京建設(控股)有限公司(「北京建設」，香港交易所股份代號：925)之關連公司京泰實業(集團)有限公司(「京泰集團」)，並獲委派為京泰集團多家涉及旅遊、物流及地產開發業務的附屬公司副總經理之職務，並擔任北京建設之執行副總裁。自二零一五年十二月起，祝先生擔任本公司之關連公司北京體育文化產業集團有限公司(「北京體育文化」，香港交易所股份代號：1803)之執行董事。祝先生於投資、財務管理及物業開發方面擁有豐富經驗。

劉學恒先生

劉學恒先生，44歲，分別於二零一四年九月及二零一五年四月獲委任為本公司執行董事及聯席行政總裁。彼目前為本公司投資及風險管理委員會成員。於加入本公司以前，彼自二零一一年一月一日至二零一五年十二月二十三日期間，擔任北京建設之執行董事兼投資及風險管理委員會主席，於二零一四年七月十一日至二零一六年一月十九日期間，擔任太和控股有限公司(香港交易所股份代號：718)之執行董事兼行政總裁，於二零一一年六月二日至二零一四年五月二十九日期間，擔任廣深鐵路股份有限公司(香港交易所股份代號：525)之獨立非執行董事。自二零一六年一月起，劉先生亦擔任北京體育文化之執行董事及於二零一六年四月起擔任北京體育文化之董事會主席及行政總裁。劉先生於英國劍橋大學取得工商管理碩士學位。劉先生於股本投資、企業融資、首次公開發售及併購方面擁有豐富的經驗。

Mr. Qian Xu

Mr. Qian Xu, aged 54, was appointed as an Executive Director on 22 May 2017. He is an Executive Director of Beijing Properties (Holdings) Limited, a substantial shareholder of the Company ("BPHL", SEHK Stock Code: 925) since July 2009 and the Chairman of BPHL since June 2016. Mr. Qian was also appointed as a Non-executive Director of CAQ Holdings Limited ("CAQ", a company listed on the Australia Stock Exchange with a Listing Corporation Code of CAQ) in April 2015. Mr. Qian graduated from the Economics and Management Faculty of the Beijing Industrial University with a bachelor's degree in economics and has obtained his executive master's degree in business administration from Tsinghua University. Mr. Qian has extensive experience in mergers and acquisitions, corporate restructuring and financial management.

Mr. Hu Yebi

Mr. Hu Yebi, aged 54, was appointed as an Executive Director on 22 May 2017. He is the founder of Vision Finance Group Limited and has been the chairman since November 2007. Mr. Hu also serves as an executive director of Beijing Sports and Entertainment and an executive director and vice chairman of BPHL. Mr. Hu was also appointed as an executive director and chairman of Tai United Holdings Limited (SEHK Stock Code: 718) during the period from July 2014 to January 2016 and an executive director of Hua Lien International (Holding) Company Limited (SEHK Stock Code: 969) during the period from December 2010 to July 2017. Mr. Hu received his master's degree in business administration from Netherlands International Institute for Management in the Netherlands and postgraduate diploma in management engineering from the Beijing Institute of Technology in Beijing, the PRC. Mr. Hu has more than twenty years of experience in securities and financial services, mergers and acquisitions and corporate finance.

Mr. Siu Kin Wai

Mr. Siu Kin Wai, aged 49, was appointed as an Executive Director on 22 May 2017. He is an executive director of BPHL since July 2009 and the chief executive officer of BPHL since July 2017. He was also appointed as the non-executive director of CAQ in April 2015 and serves as an independent non-executive director of Agritrade Resources Limited (SEHK Stock Code: 1131) since August 2010 and an independent non-executive director of Orient Securities International Holdings Limited (SEHK Stock Code: 8001) since September 2017. Mr. Siu graduated from City University of Hong Kong with a bachelor's degree in accountancy and is a fellow members of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants and a member of the Institute of Chartered Accountants in England and Wales. Mr. Siu has extensive experience in financial management and corporate advisory.

錢旭先生

錢旭先生，54歲，於二零一七年五月二十二日獲委任為執行董事。彼自二零零九年七月起，為本公司之主要股東北京建設(控股)有限公司(「北京建設」，香港聯交所股份代號：925)之執行董事，及自二零一六年六月擔任北京建設之主席。錢先生亦於二零一五年四月獲委任為CAQ Holdings Limited(「CAQ」，於澳洲證券交易所上市之公司，上市公司代碼：CAQ)之非執行董事。錢先生畢業於北京工業大學經濟與管理學院，取得經濟學學士學位，並持有清華大學高級管理人員工商管理碩士學位。錢先生在併購、企業重組及財務管理方面擁有豐富經驗。

胡野碧先生

胡野碧先生，54歲，於二零一七年五月二十二日獲委任為執行董事。彼為睿智金融集團有限公司之創辦人及自二零零七年十一月起擔任主席。胡先生亦同時擔任北京體育文化之執行董事及北京建設之執行董事兼副主席。胡先生亦於二零一四年七月至二零一六年一月期間擔任太和控股有限公司(香港聯交所股份代號：718)之執行董事兼主席以及於二零一零年十二月至二零一七年七月期間擔任華聯國際(控股)有限公司(香港聯交所股份代號：969)之執行董事。胡先生於荷蘭之Netherlands International Institute for Management取得工商管理碩士學位及取得中國北京之北京理工大學管理工程專業研究生文憑。胡先生擁有逾20多年證券及金融服務、併購及企業融資經驗。

蕭健偉先生

蕭健偉先生，49歲，於二零一七年五月二十二日獲委任為執行董事。彼自二零零九年七月起為北京建設之執行董事及自二零一七年七月起為北京建設之行政總裁。彼亦於二零一五年四月獲委任為CAQ之非執行董事及自二零一零年八月起為鴻寶資源有限公司(聯交所股份代號：1131)之獨立非執行董事以及自二零一七年九月起為東方滙財證券國際控股有限公司(聯交所股份代號：8001)之獨立非執行董事。蕭先生畢業於香港城市大學，取得會計學士學位，並為英國特許公認會計師公會及香港會計師公會資深會員以及英格蘭及威爾斯特許會計師公會會員。蕭先生在財務管理及企業顧問方面擁有豐富經驗。

Mr. Zhang Jing Ming

Mr. Zhang Jing Ming, aged 54, was appointed as an Executive Director and Joint Chief Executive Officer of the Company in September 2014. Mr. Zhang graduated with a master's degree in international finance and trade in the University of International Business and Economics. Mr. Zhang started his property related business since 1996 being the chairman of the board and the general manager of Beijing Wanqi Holdings Ltd., a property developer in Beijing. In 2009, he was also appointed as the chief executive officer of the Beijing Badachu Real Estate Group Limited. Mr. Zhang has almost twenty years' experience in property development business.

Mr. Gu Shan Chao

Mr. Gu Shan Chao, aged 48, was appointed as an Executive Director of the Company in September 2014. He is currently the Chairman of the Investment and Risk Management Committee of the Company and the President of the Group. Mr. Gu obtained his bachelor's degree in electronic engineering from the Beijing Institute of Technology and master's degree in property from Tsinghua University. Mr. Gu participated in the property industry since 1999, and had been the sales director and general manager of various property developers in Beijing.

Mr. Hu Xiao Yong

Mr. Hu Xiao Yong, aged 53, was appointed as an Executive Director of the Company in September 2014. He is also an executive director and the chairman of Beijing Enterprises Clean Energy Group Limited (HKEX Stock Code: 1250) and the vice-chairman of the China Environmental Service Industry Association. During the period from 1 August 2008 to 30 March 2016, Mr. Hu was an executive director and the chief executive officer of Beijing Enterprises Water Group Limited (HKEX stock code: 371), and has been re-designated to honorary chairman since 30 March 2016. Mr. Hu obtained his EMBA degree from Tsinghua University.

張景明先生

張景明先生，54歲，於二零一四年九月獲委任為本公司執行董事兼聯席行政總裁。張先生畢業於對外經濟貿易大學並取得國際金融與貿易的碩士資格。張先生於一九九六年開始展開其房產相關業務，擔任萬企控股集團有限公司（一家北京的房產開發商）的董事長及總經理。於二零零九年，其同時被任命為北京八大處房地產開發有限公司的行政總裁。張先生於房地產開發方面擁有接近20年的經驗。

顧善超先生

顧善超先生，48歲，於二零一四年九月獲委任為本公司執行董事。彼目前為本公司投資及風險管理委員會主席及集團總裁。顧先生於北京理工大學取得電子工程學士學位及於北京清華大學取得房地產專業的碩士學位。顧先生於一九九九年參與到房地產業並曾擔任多家北京房地產開發商的銷售總監及總經理之職務。

胡曉勇先生

胡曉勇先生，53歲，於二零一四年九月獲委任為本公司執行董事。彼亦為北控清潔能源集團有限公司（香港交易所股份代號：1250）之執行董事兼主席以及全國工商聯環境服務業商會之副會長。於二零零八年八月一日至二零一六年三月三十日期間，胡先生為北控水務集團有限公司（香港交易所股份代號：371）之執行董事及行政總裁，並自二零一六年三月三十日起調任榮譽主席。胡先生於清華大學取得高級管理人員工商管理碩士資格。

Mr. Hu Shiang Chi

Mr. Hu Shiang Chi, aged 57, was appointed as an Executive Director of the Company in May 2015. Mr. Hu obtained his master's degree in International Business and bachelor's degree in Electrical Engineering from National Taiwan University. Mr. Hu has extensive experience in operation management and company acquisition. Mr. Hu is now the chairman of the board of Abico-Fs Co., Ltd (stock code in GreTai Securities Market: 8071), JBON International Co., Ltd. (stock code in GreTai Securities Market: 1566) and Transystem Inc. (stock code in GreTai Securities Market: 5348), the managing director of AVY Precision Technology Inc. (stock code in GreTai Securities Market: 5392), as well as the directors of Celxpert Energy Corporation (stock code in GreTai Securities Market: 3323), HiTi Digital, Inc. (stock code in GreTai Securities Market: 3494), and Jentech Precision Industrial Co., LTD. (stock code in GreTai Securities Market: 3653).

Mr. Wang Zheng Chun

Mr. Wang Zheng Chun, aged 53, was appointed as an Executive Director of the Company in June 2008. He was the Chairman of the Company during the period from October 2008 to February 2015. He has over twenty years of experience in property development and management. Mr. Wang has substantial experience in developing and constructing villas, residential units and commercial buildings in the PRC.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Robert Winslow Koepf

Mr. Robert Winslow Koepf, aged 51, was appointed as a Non-executive Director of the Company in May 2015 and re-designated as an independent non-executive director in May 2017. Mr. Koepf obtained his bachelor's degree in Asian Studies from Pomona College, USA, and Master of Business Administration from Cambridge University in the United Kingdom. Mr. Koepf has in-depth professional experience in public and private equity financing, real estate, economics and business strategies, particularly for those Chinese companies which are listed overseas.

胡湘麟先生

胡湘麟先生，57歲，於二零一五年五月獲委任為本公司執行董事。胡先生於國立台灣大學取得國際企業學碩士學位及電機工程學士學位。胡先生於經營管理與公司收購方面擁有豐富的經驗。胡先生現為能率網通股份有限公司(台灣證券櫃檯買賣中心股份代號：8071)、捷邦國際科技股份有限公司(台灣證券櫃檯買賣中心股份代號：1566)及系通科技股份有限公司(台灣證券櫃檯買賣中心股份代號：5348)之董事長，及應華精密科技股份有限公司(台灣證券櫃檯買賣中心股份代號：5392)之董事總經理，以及加百裕工業股份有限公司(台灣證券櫃檯買賣中心股份代號：3323)、誠研科技股份有限公司(台灣證券櫃檯買賣中心股份代號：3494)及健策精密工業股份有限公司(台灣證券櫃檯買賣中心股份代號：3653)之董事。

王正春先生

王正春先生，53歲，於二零零八年六月獲委任為本公司執行董事。彼於二零零八年十月至二零一五年二月期間為本公司主席，彼於地產發展及管理已有逾二十年經驗。王先生對於在中國內地建設別墅、住宅及商業樓宇方面，具豐富經驗。

獨立非執行董事

康仕學先生

康仕學先生，51歲，於二零一五年五月獲委任為本公司非執行董事並於二零一七年五月調任為本公司獨立非執行董事。康先生獲得美國波莫納學院亞洲研究學士學位及英國劍橋大學工商管理碩士學位。康先生於公募和私募股權融資、房地產、經濟學和商業戰略擁有深入專業經驗，尤其是涉及海外上市的中國企業。

Mr. Wu Yong Xin

Mr. Wu Yong Xin, aged 54, was appointed as an Independent Non-executive Director of the Company in September 2014. He is currently the Chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Wu is currently the Executive Vice President, Chief Government Affairs Officer and General Manager of Regional Organization of Siemens Ltd., China. Mr. Wu obtained his bachelor's degree in economics from Capital University of Economics and Trade in Beijing and master's degree in business administration from China Europe International Business School of Shanghai.

Mr. Tse Man Kit, Keith

Mr. Tse Man Kit, Keith, aged 44, was appointed as an Independent Non-executive Director of the Company in September 2014. He is currently the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. Mr. Tse is also the chief financial officer and company secretary of Shunfeng International Clean Energy Limited (HKEX stock code: 1165) and an independent non-executive director of Beijing Sports and Entertainment. Mr. Tse has around 19 years of working experience in accounting and financial management. Mr. Tse is a CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Tse obtained a bachelor's degree in commerce from University of Wollongong, New South Wales, Australia in July 1997, majoring in accountancy and finance.

Mr. Gary Zhao

Mr. Gary Zhao, aged 57, was appointed as an Independent Non-executive Director of the Company in February 2016. He is currently the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr. Zhao obtained a bachelor's degree in English literature from Northeast Normal University and a master's degree in education from Hebei University in 1984 and 1986, respectively. Mr. Zhao worked in the State Education Commission of the People's Republic of China since 1986 and was re-designated to work in the Department of Foreign Investment of Beijing Foreign Trade and Economic Relations Commission in 1989. From 1992 to 2005, he served as the general manager for several enterprises, and has subsequently become a fulltime freelance investor since 2005. Mr. Zhao has extensive experience in the Chinese economic development, Chinese financial market, project investment and corporate management.

吳永新先生

吳永新先生，54歲，於二零一四年九月獲委任為本公司獨立非執行董事。彼目前為本公司提名委員會主席以及審核委員會及薪酬委員會成員。吳先生現任西門子(中國)有限公司執行副總裁、首席政府事務官及區域組織總經理。吳先生持有北京首都經濟貿易大學經濟學學士資格及上海中歐國際工商學院工商管理碩士學位。

謝文傑先生

謝文傑先生，44歲，於二零一四年九月獲委任為本公司獨立非執行董事。彼目前為本公司審核委員會主席以及薪酬委員會及提名委員會成員。謝先生同時為順風清潔能源國際有限公司(香港交易所股份代號：1165)之首席財務官兼公司秘書及北京體育文化之獨立非執行董事。謝先生於會計及財務管理方面擁有約十九年的工作經驗。謝先生為澳洲會計師公會註冊執業會計師及香港會計師公會會員。謝先生於一九九七年七月獲得澳洲新南威爾斯臥龍崗大學商學士學位，主修會計及金融。

趙剛先生

趙剛先生，57歲，於二零一六年二月獲委任為本公司獨立非執行董事。彼目前為本公司之薪酬委員會主席以及審核委員會及提名委員會成員。趙先生分別於一九八四年取得東北師範大學英語文學學士學位及於一九八六年取得河北大學教育學碩士學位。趙先生自一九八六年起於中華人民共和國國家教育委員會工作，一九八九年調任北京市外經貿委外資處工作。自一九九二年至二零零五年期間，擔任多間企業之總經理職務，及後於二零零五年起至今為全職自由投資者。趙先生對中國經濟發展、中國金融市場、項目投資及企業管理方面擁有豐富經驗。

Mr. Zhang Yun Zhou

Mr. Zhang Yun Zhou, aged 51, was appointed as an Independent Non-executive Director of the Company in May 2015. Mr. Zhang has engaged in clinical work of internal medicine and neurology for 25 years. He possesses knowledge in relation to neuroanatomy, neuropathology, electroneurophysiology, neuroimaging and other disciplines. After finishing his first doctorate degree in Nanfang Hospital of First Military Medical University in Guangzhou and second doctorate degree in Xuanwu Hospital of Capital Medical University in Beijing, Mr. Zhang obtained his qualification of PhD candidate in Neurology from PLA Military Medical School (PLA General Hospital) (解放軍醫進修學院(解放軍總醫院)) in Beijing, a master candidate in Neurology from Zhujiang Hospital of First Military Medical University in Guangzhou and a bachelor's degree in Clinical Medicine from The Fourth Military Medical University in Xian, respectively. Mr. Zhang obtained the professional qualification of chief physician in Neurology (神經內科主任醫師) in 2016. He is currently the medical group leader of emergency Neurology (神經內科重症病房), and an chief physician, associate professor and postgraduate tutor in Xuanwu Hospital of Capital Medical University in Beijing.

SENIOR MANAGEMENT

Mr. Lam Ka Tak

Mr. Lam Ka Tak, aged 36, is the Chief Financial Officer and Company Secretary of the Group, he joined the Group in 2010. Mr. Lam received his master's degree of Business Administration from The University of Hong Kong and bachelor's degree of Arts (Honours) in Accountancy from The Hong Kong Polytechnic University. He has over 14 years of working experience in financial management and corporate finance. Before joining the Group, he had worked for several international accounting firms. Mr. Lam is a member of the Hong Kong Institute of Certified Public Accountants and Hong Kong Business Accountants Association. He is also an executive director of Beijing Sports and Entertainment (Stock code: 1803) and an independent non-executive director of U Banquet Group Holding Limited (Stock code: 1483).

張運周先生

張運周先生，51歲，於二零一五年五月獲委任為本公司獨立非執行董事。張先生從事內科及神經內科臨床工作25年，具有神經解剖、神經病理、神經電生理、神經影像及其他學科知識。張先生於分別於廣州市第一軍醫大學南方醫院完成第一個博士學位後及北京市首都醫科大學宣武醫院完成第二個博士學位後，及於北京市解放軍軍醫進修學院(解放軍總醫院)取得神經內科博士研究生資格、廣州市第一軍醫大學珠江醫院神經內科取得碩士研究生資格及西安市第四軍醫大學取得臨床醫療系學士學位。張先生於二零一六年取得神經內科主任醫師專業資格，彼目前為北京市首都醫科大學宣武醫院神經內科重症病房主任、主任醫師、副教授、研究生導師。

高級管理層

林嘉德先生

林嘉德先生，36歲，為本集團首席財務官兼公司秘書，彼於二零一零年加盟本集團。林先生持有香港大學工商管理碩士學位及香港理工大學會計學(榮譽)文學士學位，彼擁有逾14年的財務管理及企業財務經驗。在加入本集團之前，彼曾於多間國際性會計師事務所任職。林先生乃香港會計師公會及香港商界會計師協會的會員。彼亦為北京體育文化(股份代號：1803)的執行董事及譽宴集團控股有限公司(股份代號：1483)的獨立非執行董事。

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

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company acts as an investment holding company. The activities of its principal subsidiaries are set out in note 1 to the consolidated financial statements.

Further discussion and analysis of the business review as required by Schedule 5 to the Hong Kong Companies Ordinance, including future development in the Group's business, can be found in the "Management Discussion and Analysis" section of this annual report. The above section form part of this "Directors' Report".

POSSIBLE RISK EXPOSURE

The Directors are aware that the Group is exposed to various risks, including some which are specific to the Group or the industries in which the Group operates as well as others that are common to most businesses. The Directors have established a procedure to ensure that significant risks may adversely affect the Group's performance and ability to deliver on its strategies, as well as those which may present positive opportunities, are identified, reported, monitored, and managed on a continuous basis.

Risk of Investment Decisions

Risk analysis: According to the Group's development strategies, we will continue to acquire new projects in the future, whether high quality projects will be selected and investment decisions to be made scientifically will have far-reaching effects on the Group's development.

Tackling measures: Subject to corporate strategies, determine the investment decision indicators and the information required for analysis, and maintain close communication with the relevant assessment agencies and collaborative authorities; combine preliminary investment research with project progress conditions and influencing factors, such as socio-economic policies, to predict possible external factors which may arise in later stages; select the right timing of entry for the project and formulate the corresponding investment strategies, and make timely adjustments to achieve the best result.

董事謹此提呈本公司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。

主要業務及業務回顧

本公司為一家投資控股公司，其主要附屬公司之業務載於綜合財務報表附註1。

香港公司條例附表5所要求對業務回顧的進一步討論及分析(包括本集團業務的未來發展)載於本年報的「管理層討論及分析」一節。上述章節構成「董事會報告」一部分。

可能面對的風險

董事留意到，本集團面對多種風險，包括部分本集團獨有或本集團經營所處行業的風險，以及大部分其他業務的其他風險。董事已制定程序，以確保可能對本集團表現、實踐其策略的能力及可能出現的正面機會有不利影響的重大風險加以持續識別、報告、監控及管理。

投資決策風險

風險分析：根據本集團發展戰略，未來將繼續收購新項目，能否選擇優質的項目，作出科學的投資決策對本集團發展影響深遠。

應對措施：遵循公司戰略的前提下，明確投資決策的指標及所需分析資料，與相關評估機構、協辦部門保持緊密溝通；投資前期研究結合項目進展狀況及社會經濟政策等影響因素，並預估後期可能產生的外在因素；選擇項目的准入時機，並據此制訂相應的投資策略，適時調整以達至最佳結果。

Risk of Financing Costs

Risk analysis: As the Group's borrowings gradually increase, there are higher requirements for budgeting, management and control of funds. Currently a regular reporting system has been established for funding conditions and financing plans, but the capabilities on assessing actual requirement of funds and the funding terms have to be strengthened. At the same time, monitor closely the relationship between exchange rate changes and changes in interest rate spreads, further enhance supervision and control capabilities, take action in advance to avoid risk of exchange rate changes and structural risk of financing arrangements.

Tackling measures: To keep on strengthening the tracking analysis on national currency policies and capital market conditions and trends and closely monitor exchange rate and interest rate changes; enhance joint collaborations with domestic and foreign financial institutions to obtain information on exchange rate and interest rate momentum to further improve supervision and control capabilities.

Risk of Sectoral and Economic Policies

Risk analysis: Changes in sectoral and economic policies in China will have impact on medical and geriatric business. Currently, policies for the sector remained stable and favourable.

Tackling measures: Monitor simultaneously the conditions of the province where the subsidiaries operate, including industry policies, regional economic policies and macroeconomic changes, collect and arrange the relevant information regularly to establish a database for carrying out analysis and research to formulate tackling measures; strengthen interaction between peer entities and superior authorities to understand the changing direction of the industry, exchange management experience and enable good communication.

RESULTS AND APPROPRIATIONS

The results of the Company and its subsidiaries (collectively known as the "Group") for the year ended 31 December 2017 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 83 to 85.

The Directors do not recommend the payment of any dividend for the year. The Board believes in balancing returns to shareholders with investment to support future growth and has decided that it would be in the Group's best interests to reserve sufficient financial resources for future business developments. The Board recognises the importance of dividends to shareholders and will keep the matter under close review.

融資成本風險

風險分析：隨著本集團借款逐步增加，對資金預算和資金管控工作提出更高的要求，目前本集團已建立資金條件及籌資計劃的定期匯報制度，但仍需要加強評估資金的實際需要以及條款的能力，同時，密切關注匯率變動和利率差變動的關係，進一步提升監控能力，提前採取措施，以防範匯率變動的風險、籌資安排的結構性風險。

應對措施：繼續加強國家貨幣政策和資本市場形勢走勢的跟蹤分析，密切關注匯率和利率變動；加強與境內外財務機構的聯動，獲取關於匯率、利率對沖方面的資訊，進一步提升監控能力。

行業及經濟政策風險

風險分析：中國的行業經濟政策變化對醫療及養老業務將會產生影響。目前，醫療及養老業務行業政策保持平穩向好。

應對措施：實時關注附屬公司所在省份的行業政策、地區經濟政策、宏觀經濟變化等情況，並定期對相關資訊進行收集、整理，建立資料庫，並作分析、研究應對方案；加強與同行業單位以及上級主管部門之間的互動，及時了解當前行業動向，交流管理經驗，建立良好溝通。

業績及分配

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業績載於第83至85頁之綜合損益及其他全面收益表內。

董事並不建議就本年度派付任何股息。董事會相信我們必須在股東回報和投資未來增長之間作出平衡，並已決定保留足夠財務資源供未來業務發展符合本集團的最佳利益。董事會認同股息對股東的重要性，將密切關注有關派息事宜。

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment, and investment properties of the Company and the Group during the year are set out in notes 13 and 14 to the consolidated financial statements, respectively.

DISTRIBUTABLE RESERVES

Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Articles of Association and provided that immediately following the distribution of dividend, the Company is able to pay its debts as they fall due in the ordinary course of business. As at 31 December 2017, the Company's reserves available for distribution amounted to HK\$1,340,579,000 which consisted of share premium of HK\$1,767,756,000 net of accumulated losses of HK\$427,177,000.

SHARE CAPITAL AND SHARE OPTIONS

Details of the movements in the Company's share capital and share options are set out in note 31 and 32 to the consolidated financial statements.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

The Company had bought back the Shares on the Stock Exchange during the year ended 31 December 2017 with details as follows:

Trading Day	交易日	Number of Shares Purchased 購買股份數目	Price per Share 每股價格		Total Paid 已付總額
			Highest Price Paid 已付最高價	Lowest Price Paid 已付最低價	
			HKD 港元	HKD 港元	HKD 港元
27 July 2017	二零一七年七月二十七日	9,318,000	0.500	0.475	4,624,956
28 July 2017	二零一七年七月二十八日	6,276,000	0.500	0.495	3,134,640
30 August 2017	二零一七年八月三十日	3,624,000	0.490	0.480	1,755,720
31 August 2017	二零一七年八月三十一日	12,390,000	0.500	0.495	6,179,070
1 September 2017	二零一七年九月一日	10,056,000	0.500	0.490	4,986,240
4 September 2017	二零一七年九月四日	15,612,000	0.510	0.485	7,836,600
5 September 2017	二零一七年九月五日	9,132,000	0.510	0.500	4,629,660
6 September 2017	二零一七年九月六日	10,272,000	0.520	0.510	5,340,000
7 September 2017	二零一七年九月七日	64,032,000	0.530	0.500	33,311,880
		140,712,000			71,798,766

物業、廠房及設備以及投資物業

本公司及本集團於年內之物業、廠房及設備以及投資物業之變動詳情分別載於綜合財務報表附註13及14。

可供分派儲備

根據開曼群島法例第22章公司法(經修訂),本公司之股份溢價可供向股東支付分派或股息,惟須受本公司之組織章程細則條文規限,並且緊隨股息分派後,本公司須能夠支付日常業務過程中到期之債項。於二零一七年十二月三十一日,本公司可供分派儲備為1,340,579,000港元,其中包括股份溢價1,767,756,000港元(扣除累計虧損427,177,000港元)。

股本及購股權

本公司股本及購股權之變動詳情載於綜合財務報表附註31及32。

購買、贖回或出售上市證券

本公司於截至二零一七年十二月三十一日止年度期間自聯交所購回股份,詳情如下:

Price per Share 每股價格

Highest Price Paid 已付最高價	Lowest Price Paid 已付最低價	Total Paid 已付總額
HKD 港元	HKD 港元	HKD 港元

27 July 2017	二零一七年七月二十七日	9,318,000	0.500	0.475	4,624,956
28 July 2017	二零一七年七月二十八日	6,276,000	0.500	0.495	3,134,640
30 August 2017	二零一七年八月三十日	3,624,000	0.490	0.480	1,755,720
31 August 2017	二零一七年八月三十一日	12,390,000	0.500	0.495	6,179,070
1 September 2017	二零一七年九月一日	10,056,000	0.500	0.490	4,986,240
4 September 2017	二零一七年九月四日	15,612,000	0.510	0.485	7,836,600
5 September 2017	二零一七年九月五日	9,132,000	0.510	0.500	4,629,660
6 September 2017	二零一七年九月六日	10,272,000	0.520	0.510	5,340,000
7 September 2017	二零一七年九月七日	64,032,000	0.530	0.500	33,311,880

140,712,000

71,798,766

All of the shares bought back during the year ended 31 December 2017 were cancelled on 23 October 2017.

Save as disclosed, there was no purchase, sale or redemption by the Company or any of its subsidiaries, of the Company's listed securities during the year ended 31 December 2017.

EQUITY-LINKED AGREEMENT

Details of the equity-linked agreements subsisting at the end of the year are set out below:

Ordinary Shares

On 2 November 2015, Shanghai Chongyuan Investment Management Company Limited* (上海翀遠投資管理有限公司) (the "Purchaser"), an indirectly wholly owned subsidiary of the Company, entered into a transfer and subscription of shares agreement (the "Transfer and Subscription Agreement") with an independent third party (the "Vendor") to obtain 51% of the enlarged issued share capital of Fujian Fu Ling Golden Sun Health and Geriatric Company Limited* (福建省福齡金太陽健康養老股份有限公司) (the "Target Company"). Reference is made to the announcements of the Company dated 2 November 2015, 4 November 2015, 30 November 2015 and 2 February 2016.

The aggregate Consideration for the Acquisition is in the sum of RMB57,000,000, to be satisfied in the following manner:

Upon fulfillment of the first tranche payment conditions stipulated in the Transfer and Subscription Agreement therein by the Target Company on or before 10 December 2015 ("First Tranche Payment")

- 1 RMB30,000,000, by the Purchaser by payment in cash payable within 3 Business Days upon receipt of such payment request from the Vendor;
- 2 RMB8,000,000, by the Purchaser procuring the Company to allot and issue 12,195,122 Consideration Shares, as part of the Consideration for the Acquisition which shall be issued and allotted to the Vendor within 14 Business Days upon receipt of such.

所有於截至二零一七年十二月三十一日止年度期間購回之股份已於二零一七年十月二十三日註銷。

除所披露者外，於截至二零一七年十二月三十一日止年度期間，本公司或其任何附屬公司概無購買、銷售或贖回本公司之上市證券。

股票掛鈎協議

於年終仍存續之股票掛鈎協議詳情載列如下：

普通股

於二零一五年十一月二日，上海翀遠投資管理有限公司(為本公司之間接全資附屬公司)(「買方」)與一名獨立第三方(「賣方」)訂立股份轉讓及認購協議(「轉讓及認購協議」)，以獲得福建省福齡金太陽健康養老股份有限公司(「目標公司」)51%之經擴大已發行股本。茲提述本公司日期為二零一五年十一月二日、二零一五年十一月四日、二零一五年十一月三十日及二零一六年二月二日之公告。

收購事項之代價合計為人民幣57,000,000元，並將按下列方式結付：

於二零一五年十二月十日或之前達成由目標公司於轉讓及認購協議訂明之首期付款條件時(「首期付款」)

- 1 人民幣30,000,000元將於接獲賣方的付款要求後三個營業日內由買方以現金付款支付；
- 2 人民幣8,000,000元將由買方促使本公司配發及發行12,195,122股代價股份作為收購事項之部分代價而支付，該等代價股份將於接獲要求後14個營業日內向賣方配發及發行。

First Tranche Payment was completed and 12,195,122 Consideration Shares were allotted and issued on 30 November 2015.

Upon fulfillment of the second tranche payment condition stipulated in the Transfer and Subscription Agreement therein by the Vendor and the Target Company on or before 30 June 2016 ("Second Tranche Payment")

- 3 RMB19,000,000, by the Purchaser procuring the Company to allot and issue 28,963,415 Consideration Shares, as the remaining balance of the Consideration in the following installments:
 - 1 5,792,683 Consideration Shares by 30 April 2017 if the business performance of the Target Company meets the target for the year 2016 stipulated in the Transfer and Subscription of Shares Agreement;
 - 2 9,214,570 Consideration Shares by 30 April 2018 if the business performance of the Target Company meets the target for the year 2017 stipulated in the Transfer and Subscription of Shares Agreement; and
 - 3 13,956,162 Consideration Shares by 30 April 2019 if the business performance of the Target Company meets the target for the year 2018 stipulated in the Transfer and Subscription of Shares Agreement.

On 20 August 2015, United Win International Corporation ("United Win"), a wholly owned subsidiary of the Company entered into the acquisition agreements with an independent third parties to acquire the entire issued share capital of Beijing Spirit Commerce & Trading Limited (北京思義商貿有限公司) ("Beijing Spirit") at a consideration of RMB39,000,000.

Among the consideration of RMB39,000,000, subject to and conditional upon fulfilment or waiver of all the conditions precedent set out in the acquisition agreement, United Win will settle the consideration of RMB10,000,000 by cash and the remaining consideration of RMB29,000,000 will be settled by issuing 43,862,500 consideration shares of the Company in three tranches pursuant to the general mandate.

For details of the acquisitions, please refer to the announcement of the Company dated 20 August 2015.

首期付款經已完成，12,195,122股代價股份於二零一五年十一月三十日配發及發行。

於二零一六年六月三十日或之前達成由賣方及目標公司於轉讓及認購協議訂明之第二期付款條件時（「第二期付款」）

- 3 人民幣19,000,000元將由買方促使本公司配發及發行28,963,415股代價股份作為代價餘額按下列方式分期償還：
 - 1 倘目標公司的業務表現達到股份轉讓及認購協議所規定之二零一六年目標，將於二零一七年四月三十日前配發及發行5,792,683股代價股份；
 - 2 倘目標公司的業務表現達到股份轉讓及認購協議所規定之二零一七年目標，將於二零一八年四月三十日前配發及發行9,214,570股代價股份；及
 - 3 倘目標公司的業務表現達到股份轉讓及認購協議所規定之二零一八年目標，將於二零一九年四月三十日前配發及發行13,956,162股代價股份。

於二零一五年八月二十日，本公司全資附屬公司United Win International Corporation（「United Win」）與獨立第三方訂立收購協議，以收購北京思義商貿有限公司（「北京思義」）的全部已發行股本，代價為人民幣39,000,000元。

於人民幣39,000,000元的代價當中，待收購協議所載全部先決條件獲達成或豁免後，United Win將以現金清償人民幣10,000,000元之代價，而人民幣29,000,000元之餘下代價將由本公司根據一般授權分三批發行43,862,500股代價股份清償。

請參閱本公司日期為二零一五年八月二十日的公告，以瞭解該等收購之詳情。

SHARE OPTION SCHEME

The Company has a share option scheme which were adopted on 26 April 2002 (the "2002 Scheme") and replaced by the share option scheme adopted on 24 May 2013 (the "2013 Scheme"). Further details of the 2002 Scheme and 2013 Scheme are disclosed in note 32 to the consolidated financial statements.

The following table discloses the number of outstanding share options granted to the Directors of the Company at the beginning of the period and at 31 December 2017:

購股權計劃

本公司於二零零二年四月二十六日採納購股權計劃(「二零零二年計劃」)，並由在二零一三年五月二十四日採納之購股權計劃(「二零一三年計劃」)取代。二零零二年計劃及二零一三年計劃的進一步詳情披露於綜合財務報表附註32。

下表披露本公司於期初及二零一七年十二月三十一日授予本公司董事尚未行使購股權數目之變動：

**Number of
share options
at 1/1/2017
and 31/12/2017**
於二零一七年
一月一日及
二零一七年
十二月三十一日之
購股權數目

Mr. Wang Zheng Chun 王正春先生	30,000,000
Mr. Zhu Shi Xing 祝仕興先生	30,000,000
Mr. Liu Xue Heng 劉學恒先生	30,000,000
Mr. Gu Shan Chao 顧善超先生	30,000,000
Mr. Siu Kin Wai 蕭健偉先生	10,000,000
Mr. Hu Xiao Yong 胡曉勇先生	15,000,000
Mr. Zhang Jing Ming 張景明先生	20,000,000
Mr. Hu Shiang Chi 胡湘麒先生	15,000,000
Mr. Robert Winslow Koepp 康仕學先生	7,000,000
Mr. Wu Yong Xin 吳永新先生	4,000,000
Mr. Tse Man Kit, Keith 謝文傑先生	4,000,000
Mr. Zhang Yun Zhou 張運周先生	2,000,000

As at 31 December 2017, the Company had 357,838,171 share options outstanding under the 2002 Scheme and 2013 Scheme. Should they be fully exercised, the Company will receive HK\$205,825,000 (before issue expenses). The fair value of these unexercised options measured in accordance with the Group's accounting policy (note 2.4 to the consolidated financial statements) amounted to HK\$106,769,000.

於二零一七年十二月三十一日，本公司於二零零二年計劃及二零一三年計劃項下有357,838,171份尚未行使的購股權。倘其獲悉數行使，本公司將收取205,825,000港元(未計發行開支)。該等尚未行使購股權根據本集團會計政策(綜合財務報表附註2.4)計量的公平值為106,769,000港元。

Save as disclosed above, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

除上文披露者外，於年內任何時間概無任何董事或彼等各自之配偶或未成年子女獲授予或行使可透過購入本公司股份或債權證而獲益之權利，而本公司、其控股公司、其任何附屬公司或同系附屬公司概無訂立任何安排，致令本公司董事可購入任何其他法人團體之該等權利。

DIRECTORS

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

Executive Directors

Mr. Zhu Shi Xing (*Chairman*)
 Mr. Liu Xue Heng (*Joint Chief Executive Officer*)
 Mr. Zhang Jing Ming (*Joint Chief Executive Officer*)
 Mr. Qian Xu (*appointed on 22 May 2017*)
 Mr. Siu Kin Wai (*appointed on 22 May 2017*)
 Mr. Hu Yebi (*appointed on 22 May 2017*)
 Mr. Gu Shan Chao
 Mr. Hu Xiao Yong
 Mr. Hu Shiang Chi
 Mr. Wang Zheng Chun

Independent Non-executive Directors

Mr. Gary Zhao
 Mr. Robert Winslow Koepp (*Re-designated on 22 May 2017*)
 Mr. Tse, Man Kit, Keith
 Mr. Wu Yong Xin
 Mr. Zhang Yun Zhou

In accordance with Article 108 of the Articles of Association, Mr. Zhu Shi Xing, Mr. Zhang Jing Ming, Mr. Wang Zhen Chun, Mr. Hu Shiang Chi and Mr. Zhang Yun Zhou shall retire by rotation at the Annual General Meeting. In addition, Mr. Qian Xu, Mr. Siu Kin Wai and Mr. Hu Yebi who have been appointed as Directors by the Board, shall hold office until the Annual General Meeting pursuant to Article 112 of the Company's Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Company and each Director have entered into a letter of appointment for a term of 3 years, subject to retirement by rotation in accordance with the Articles of Association of the Company.

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).

INDEMNITY OF DIRECTORS

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the company is currently in force and was in force throughout this year.

董事

本年度及截至本報告日期止本公司之董事如下：

執行董事

祝仕興先生(主席)
 劉學恒先生(聯席行政總裁)
 張景明先生(聯席行政總裁)
 錢旭先生(於二零一七年五月二十二日獲委任)
 蕭健偉先生(於二零一七年五月二十二日獲委任)
 胡野碧先生(於二零一七年五月二十二日獲委任)
 顧善超先生
 胡曉勇先生
 胡湘麒先生
 王正春先生

獨立非執行董事

趙剛先生
 康仕學先生(於二零一七年五月二十二日調任)
 謝文傑先生
 吳永新先生
 張連周先生

根據組織章程細則第108條，祝仕興先生、張景明先生、王正春先生、胡湘麒先生及張連周先生將於股東週年大會上輪值退任。此外，根據本公司組織章程細則第112條，已獲董事會委任為董事的錢旭先生、蕭健偉先生及胡野碧先生的任期將直至股東週年大會。上述所有退任董事均合資格並將願意在股東週年大會上重選連任。

本公司與各董事已訂立為期三年之委聘書，須遵守本公司組織章程細則之規定輪值退任。

董事之服務合約

擬將於應屆股東週年大會上重選連任之董事概無訂有本集團不可於一年內不給予補償(法定補償除外)而終止之服務合約。

董事彌償

基於本公司董事利益的獲准許彌償條文(定義見香港公司條例第469條)現已生效且於本年度一直有效。

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance, to which the Company, its holding company or any of its subsidiaries 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.

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 31 December 2017, the interests of the Directors and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

(i) Long positions

Ordinary shares of HK\$0.20 each of the Company

董事於重大合約之權益

於本年底或年內任何時間，並無任何本公司、其控股公司或其任何附屬公司為訂約方，且本公司董事直接或間接擁有重大權益之重大合約生效。

董事於股份及相關股份之權益

於二零一七年十二月三十一日，董事及彼等各自之聯繫人士於本公司及其相聯法團之股份及相關股份中擁有按本公司根據證券及期貨條例（「證券及期貨條例」）第352條規定存置之登記冊所記錄或根據標準守則已另行知會本公司及聯交所之權益如下：

(i) 好倉

本公司每股面值0.20港元之普通股

Name of Director 董事姓名	Capacity 身份	Interest in shares 股份權益	Interest in underlying shares 相關 股份權益	Total interest in shares 股份總權益	Approx. percentage of the issued share capital of the Company 佔本公司 已發行股本 概約百分比
Mr. Wang Zheng Chun 王正春先生	Beneficial owner 實益擁有人	5,468,750	30,000,000 (Note 3) (附註3)	35,468,750	0.59%
	Interest held by spouse 由配偶持有之權益	35,074,000 (Note 1) (附註1)	—	35,074,000	0.58%
	Interest held by controlled corporation 由受控制法團持有之權益	64,811,000 (Note 2) (附註2)	—	64,811,000	1.07%
		105,353,750	30,000,000	135,353,750	2.24%

Name of Director 董事姓名	Capacity 身份	Interest in shares 股份權益	Interest in underlying shares 相關股份權益	Total interest in shares 股份總權益	Approx. percentage of the issued share capital of the Company 佔本公司 已發行股本 概約百分比
Mr. Zhu Shi Xing 祝仕興先生	Beneficial owner 實益擁有人	—	30,000,000 (Note 3) (附註3)	30,000,000	0.50%
Mr. Liu Xue Heng 劉學恒先生	Beneficial owner 實益擁有人	—	30,000,000 (Note 3) (附註3)	30,000,000	0.50%
Mr. Gu Shan Chao 顧善超先生	Beneficial owner 實益擁有人	—	30,000,000 (Note 3) (附註3)	30,000,000	0.50%
Mr. Hu Xiao Yong 胡曉勇先生	Beneficial owner 實益擁有人	—	15,000,000 (Note 3) (附註3)	15,000,000	0.25%
Mr. Hu Yebi 胡野碧先生	Interest held by controlled corporation 由受控制法團持有 之權益	15,534,000 (Note 4) (附註4)	—	15,534,000	0.26%
Mr. Zhang Jing Ming 張景明先生	Beneficial owner 實益擁有人	—	20,000,000 (Note 3) (附註3)	20,000,000	0.33%
Mr. Hu Shiang Chi 胡湘麒先生	Beneficial owner 實益擁有人	—	15,000,000 (Note 3) (附註3)	15,000,000	0.25%
Mr. Siu Kin Wai 蕭健偉先生	Beneficial owner 實益擁有人	—	10,000,000	10,000,000	0.17%
Mr. Robert Winslow Koepp 康仕學先生	Beneficial owner 實益擁有人	—	7,000,000 (Note 3) (附註3)	7,000,000	0.12%
Mr. Wu Yong Xin 吳永新先生	Beneficial owner 實益擁有人	—	4,000,000 (Note 3) (附註3)	4,000,000	0.07%
Mr. Tse Man Kit, Keith 謝文傑先生	Beneficial owner 實益擁有人	—	4,000,000 (Note 3) (附註3)	4,000,000	0.07%
Mr. Zhang Yun Zhou 張運周先生	Beneficial owner 實益擁有人	—	2,000,000 (Note 2) (附註2)	2,000,000	0.03%

Notes:

1. Mr. Wang Zheng Chun ("Mr. Wang") is deemed to be interested in 35,074,000 shares, being the interests beneficially held by his spouse, Madam Shen Ling Zhao.
2. The 64,811,000 shares are held by Hillfame Holdings Limited, a company incorporated in the British Virgin Islands and the entire issued share capital of which is beneficially owned by Mr. Wang.
3. The interests were derived from share options granted by the Company on 2 April 2015 and 28 January 2016 which entitled the holders thereof to subscribe for Shares at an exercise price of HK\$0.61 and HK\$ 0.53 per Share. First 30% of the share options granted will be vested in one year after 2 April 2015 and 28 January 2016 (as the case may be), second 30% of the share options granted will be vested in two years after 2 April 2015 and 28 January 2016 (as the case may be) and remaining 40% of the share options granted will be vested in three years after 2 April 2015 and 28 January 2016 (as the case may be). The share options are exercisable from the vesting date until 1 April 2025 and 27 January 2026 (as the case may be).
4. Power Ace Investments Limited is the beneficial owner of 15,534,000 Shares of the Company. The entire issued share capital of Power Ace Investments Limited is beneficially owned as to 50% by each of Mr. Hu Yebi ("Mr. Hu") and his spouse. Accordingly, Mr. Hu is deemed to be interested in 15,534,000 Shares of the Company indirectly through his interest in Power Ace Investments Limited.

Other than as disclosed above, none of the Directors, nor their associates had any interests or short positions in any shares or underlying shares of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

(ii) Share options

The interests of the Directors and chief executive in the share options of the Company are separately disclosed in the section "SHARE OPTION SCHEME" above.

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

附註：

1. 王正春先生(「王先生」)被視為於35,074,000股股份中擁有權益，而該等權益由彼之配偶沈領招女士實益持有。
2. 64,811,000股股份由Hillfame Holdings Limited持有，該公司為於英屬維爾京群島註冊成立之公司及其全部已發行股本由王先生實益擁有。
3. 該等權益乃產生自本公司於二零一五年四月二日及二零一六年一月二十八日授出的購股權，該等購股權分別賦予其持有人權利以行使價每股股份0.61港元及每股股份0.53港元認購股份。已授出第一批30%購股權將於二零一五年四月二日及二零一六年一月二十八日(視乎情況而定)後一年期滿時歸屬；已授出第二批30%購股權將於二零一五年四月二日及二零一六年一月二十八日(視乎情況而定)後兩年期滿時歸屬；已授出餘下40%購股權將於二零一五年四月二日及二零一六年一月二十八日(視乎情況而定)後三年期滿時歸屬。購股權可由歸屬日期起至二零二五年四月一日及二零二六年一月二十七日(視乎情況而定)行使。
4. Power Ace Investments Limited為本公司15,534,000股股份之實益擁有人。胡野碧先生(「胡先生」)及其配偶各自實益擁有Power Ace Investments Limited全部已發行股本的50%。因此，胡先生被視為透過其於Power Ace Investments Limited之權益間接於本公司15,534,000股股份中擁有權益。

除上文披露者外，概無董事或彼等之聯繫人士於本公司或其任何相聯法團之任何股份及相關股份中持有根據證券及期貨條例第352條規定存置之登記冊所記錄或根據標準守則已另行知會本公司及聯交所之任何權益或淡倉。

(ii) 購股權

董事及主要行政人員於本公司購股權的權益個別於上文「購股權計劃」一節披露。

除上文披露者外，本公司、其控股公司或其任何附屬公司於年內任何時間概無訂立任何安排，致使董事可透過收購本公司或任何其他法人團體之股份或債權證而從中獲益。

MANAGEMENT CONTRACT

During the year, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered or existed.

SUBSTANTIAL SHAREHOLDERS

Other than as disclosed above in the section headed "Directors' interests in shares and underlying shares", as at 31 December 2017, the shareholders (other than Directors or chief executives of the Company) who had interests of 5% or more or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO or had otherwise notified to the Company were as follows:

Long positions

Ordinary shares of HK\$0.20 each of the Company

管理合約

年內，本公司並無訂立且並無存在關於本公司業務整體或任何重要部分之管理及行政合約。

主要股東

除於上文「董事於股份及相關股份之權益」一節披露者外，於二零一七年十二月三十一日，於本公司股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露或記載於本公司按證券及期貨條例第336條存置的登記冊內或已另行知會本公司的5%或以上權益或淡倉之股東(本公司董事或最高行政人員除外)如下：

好倉

本公司每股面值0.20港元之普通股

Name of shareholder 股東姓名	Capacity 身份	Number of shares beneficially held 實益持有股份數目	Percentage of holding 持股百分比
Cosmic Stand International Limited	Beneficial owner 實益擁有人	945,000,000	15.62%
Beijing Enterprises Health and Medical Resources Group Limited 北控健康醫療資源集團有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.62%
Beijing Properties (Holdings) Limited 北京建設(控股)有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.62%
Brilliant Bright Holdings Limited 皓明控股有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.62%
Beijing Enterprises Real Estate (HK) Limited 北控置業(香港)有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.62%
Ng Kin Nam 吳健南	Beneficial owner 實益擁有人	401,300,000	6.63%
江河創建集團股份有限公司	Interest held by controlled corporation (Note 2) 由受控制法團持有之權益(附註2)	324,684,000	5.37%

Notes:

1. These Shares were beneficially owned by Cosmic Stand International Limited. Cosmic Stand International Limited is wholly owned by Beijing Enterprises Health and Medical Resources Group Limited (formerly known as "BPHL Real Estate (Holdings) Limited") which is in turn wholly owned by Beijing Properties (Holdings) Limited. Beijing Properties (Holdings) Limited is owned as to 35.72% by Beijing Enterprises Real Estate (HK) Limited, 23.02% by Brilliant Bright Holdings Limited, 7.22% by Beijing Holdings Limited and 1.3% by Illumination Holdings Limited (a wholly-owned subsidiary of Beijing Holdings Limited). Beijing Enterprises Real Estate (HK) Limited is wholly owned by 北京北控置業有限責任公司 which is in turn wholly owned by Beijing Enterprises Group Company Limited. Accordingly, these companies are deemed to be interested in the 945,000,000 Shares to beneficially owned by Cosmic Stand International Limited under the SFO.
2. 200,400,000 Shares were beneficially owned by Easy Glory Holding Limited, which is in turn wholly-owned by Gloryeild Enterprises Limited ("Gloryeild"). Gloryeild is wholly-owned by Sundart Holdings Limited and is indirectly wholly-owned by Jangho Curtain Wall Hong Kong Limited ("Jangho"). Jangho is wholly-owned by 江河創建集團股份有限公司 ("江河"). 124,284,000 Shares were beneficially owned by Advance Finding Investments Limited, which is in turn wholly-owned by Peacemark Enterprises Limited ("Peacemark"). Peacemark is wholly-owned by Jangho and is indirectly wholly-owned by 江河. Accordingly, 江河 is deemed to be interested in 324,684,000 Shares under the SFO.

Other than as disclosed above and in the section headed "Directors' interests in shares and underlying shares", as at 31 December 2017, the Company has not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

附註：

1. 該等股份由Cosmic Stand International Limited實益擁有。Cosmic Stand International Limited由北控健康醫療資源集團有限公司(前稱「北建房產(控股)有限公司」)全資擁有，而北控健康醫療資源集團有限公司由北京建設(控股)有限公司全資擁有。北京建設(控股)有限公司由北控置業(香港)有限公司擁有35.72%、皓明控股有限公司擁有23.02%、京泰實業(集團)有限公司擁有7.22%及Illumination Holdings Limited (京泰實業(集團)有限公司之全資附屬公司)擁有1.3%。北控置業(香港)有限公司由北京北控置業有限責任公司全資擁有，而北京北控置業有限責任公司由北京控股集團有限公司全資擁有。因此，根據證券及期貨條例，該等公司被視為於Cosmic Stand International Limited實益擁有之945,000,000股股份中擁有權益。
2. 200,400,000股股份由Easy Glory Holding Limited實益擁有，而Easy Glory Holding Limited由Gloryeild Enterprises Limited(「Gloryeild」)全資擁有。Gloryeild由承達集團有限公司全資擁有並由江河幕牆香港有限公司(「江河幕牆」)間接全資擁有。江河幕牆由江河創建集團股份有限公司(「江河」)全資擁有。124,284,000股股份由Advance Finding Investments Limited實益擁有，而Advance Finding Investments Limited由Peacemark Enterprises Limited(「Peacemark」)全資擁有。Peacemark由江河幕牆全資擁有並由江河間接全資擁有。因此，根據證券及期貨條例，江河被視為於324,684,000股股份中擁有權益。

除上文及「董事於股份及相關股份之權益」一節披露者外，於二零一七年十二月三十一日，概無任何人士(本公司董事或最高行政人員除外)曾知會本公司擁有根據證券及期貨條例第XV部第2及第3分部之條文須向於本公司披露或記載於本公司按證券及期貨條例第336條存置之登記冊內的本公司股份或相關股份之權益或淡倉。

EMOLUMENT POLICY

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

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

The Company has adopted a share option scheme as an incentive to Directors and eligible employees. Details of the scheme is set out in note 32 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association, or the laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2017.

CONNECTED TRANSACTIONS

During the year, the Group has entered into the following connected transactions:

Provision of Financial Assistance to connected person

On 17 July 2017, the Company and Jinfu N.A. Real Estate Investment Limited (the "Borrower") entered into the loan agreement, pursuant to which, the Company conditionally agreed to provide a loan facility in the principal amount of CAD13,400,000 to the Borrower for a term of three years commencing from the date of drawdown of the loan (the "Loan Facility").

As at the date of signing of the loan agreement, the Borrower is in aggregate beneficially owned as to 75% by Mr. Zhu Shi Xing, Mr. Gu Shan Chao and Mr. Liu Xue Heng, all of them being executive directors of the Company, and is therefore a connected person of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Accordingly, the provision of the Loan Facility and the transactions contemplated under the Loan Facility constitute a connected transaction of the Company under Chapter 14A of the Listing Rules.

As all of the applicable percentage ratios (save for the profits ratio which is not applicable to connected transactions) (as defined under Chapter 14A of the Listing Rules) in respect of the Loan Facility are

酬金政策

本集團僱員之薪酬政策由薪酬委員會按彼等之功績、資歷及能力設定。

本公司董事之酬金由薪酬委員會經參考本公司經營業績、董事個人表現及可比較市場數據後建議。

本公司已採納一項購股權計劃，作為對董事及合資格僱員之獎勵。有關計劃之詳情載於綜合財務報表附註32。

優先購買權

本公司之組織章程細則或開曼群島法律均無有關本公司須按比例向現有股東發售新股份之優先購買權規定。

足夠公眾持股量

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公眾持股量。

關連交易

年內，本集團已訂立下列關連交易：

向關連人士提供財務援助

於二零一七年七月十七日，本公司與金富北美不動產投資有限公司（「借方」）訂立貸款協議，據此，本公司有條件地同意向借方提供一筆本金額為數13,400,000加元之貸款融資，自貸款提款日期起計為期三年（「貸款融資」）。

於簽訂貸款協議日期，借方由祝仕興先生、顧善超先生及劉學恒先生（全部均為本公司的執行董事）合共實益擁有75%，故根據香港聯合交易所有限公司證券上市規則（「上市規則」），其為本公司之關連人士。因此，根據上市規則第14A章，提供貸款融資及貸款融資項下擬進行之交易構成本公司之關連交易。

由於貸款融資之所有適用百分比率（除不適用於關連交易之盈利比率外）（定義見上市規則第14A章）超過0.1%但低於5%，故貸款融資獲豁

more than 0.1% but less than 5%, the Loan Facility is exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Equity Transfer and Capital contribution

Equity transfer agreements

On 20 September 2017, 上海翀遠投資管理有限公司 (Shanghai Chongyuan Investment Management Company Limited*) (the "Subsidiary") entered into between two Equity Transfer Agreements with 北京德衍景文化交流有限公司 (Beijing Deyanjing Cultural Limited*) and 中證信橋投資基金管理(北京)有限公司 (Citic BC Investment Fund Management Limited*) in relation to the acquisition of 25% and 20% equity interest of 承德北置信嘉股權投資基金管理有限公司 (Chengde Real-Estate Xinjia Equity Fund Management (Beijing) Limited*) (the "Target Company") respectively (the "Acquisitions") at zero consideration.

Upon completion of the Acquisitions, the Target Company will be owned as to 45% by the Subsidiary, 45% by 北京北控置業有限責任公司 (Beijing Enterprises Group Real-Estate Co., Limited*) (the "Party A") and 10% by 東方天同(北京)資本管理有限公司 (Orient Tiantong (Beijing) Capital Management Limited*) (the "Party B"). The registered capital of the Target Company is set to be RMB10,000,000. The Parties are required to make capital contributions to the Target Company in accordance with their proportions of shareholding interest in the Target Company.

Capital increase and capital contribution

On 21 September 2017, the Subsidiary, Party A and Party B (the "Parties") signed the Written Shareholders' Resolutions, pursuant to which, the Parties have agreed to the proposed increase in registered capital of the Target Company from RMB10,000,000 to RMB50,000,000 (the "Capital Increase") and the Subsidiary agreed to the proposed additional capital contribution in the amount of RMB18,000,000 to be made by the Subsidiary to the registered capital of the Target Company, which is in proportion to its holding of the total equity interest in the Target Company (the "Capital Contribution").

Pursuant to the Written Shareholders' Resolutions, completion of the Capital Increase shall take place on or before 1 December 2021. An initial capital contribution shall be made by each of the Subsidiary, Party A and Party B in the amount of RMB3,000,000, RMB9,000,000 and RMB2,000,000 respectively, on or before 15 October 2017.

免遵守上市規則第14A章項下之通函及獨立股東批准之規定。

股權轉讓及注資

股權轉讓協議

於二零一七年九月二十日，上海翀遠投資管理有限公司(「該附屬公司」)與北京德衍景文化交流有限公司及中證信橋投資基金管理(北京)有限公司訂立兩份股權轉讓協議，內容有關分別以零代價收購承德北置信嘉股權投資基金管理有限公司(「目標公司」)25%及20%股權。

於該等收購事項完成後，目標公司將由該附屬公司、北京北控置業有限責任公司(「訂約方甲」)及東方天同(北京)資本管理有限公司(「訂約方乙」)分別擁有45%、45%及10%股權。目標公司之註冊資本定為人民幣10,000,000元。訂約方須根據其於目標公司之股權比例向目標公司注資。

增資及注資

於二零一七年九月二十一日，該附屬公司、訂約方甲及訂約方乙(「訂約方」)簽訂書面股東決議案，據此，訂約方同意擬將目標公司之註冊資本由人民幣10,000,000元增至人民幣50,000,000元(「增資」)，而該附屬公司同意擬將按其持有目標公司之總股權比例向目標公司之註冊資本作出額外注資人民幣18,000,000元(「注資」)。

根據書面股東決議案，增資將於二零二一年十二月一日或之前完成。該附屬公司、訂約方甲及訂約方乙各自將於二零一七年十月十五日或之前分別作出初步注資，金額分別為人民幣3,000,000元、人民幣9,000,000元及人民幣2,000,000元。

As at the date of the Written Shareholders' Resolutions, the Target Company is directly owned as to 45% equity interest by Party A, which is a direct wholly-owned subsidiary of the holding company of Beijing Properties, a substantial shareholder of the Company. Accordingly, the Target Company is an associate of a connected person of the Company. The Capital Contribution constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one of the applicable percentage ratios (as defined in Rule 14.07 of the Listing Rules) in respect of the Capital Contribution exceeds 0.1% but all of them are less than 5%, the Capital Contribution is subject to the reporting and disclosure requirements but exempted from the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As all applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of (i) the Acquisitions; and (ii) the Acquisitions and the Capital Contribution on an aggregated basis, are less than 5%, the Acquisitions and the Capital Contribution do not constitute notifiable transactions for the Company under Chapter 14 of the Listing Rules and are therefore not subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

Supplemental loan agreement — loan extension

28 October 2016, United Win International Corporation ("United Win") entered into a loan facility agreement (the "Loan Facility Agreement") with Mr. Wang Zheng Chun ("Mr. Wang"), pursuant to which, United Win has conditionally agreed to provide a loan facility in the principal amount of HK\$135,000,000 ("Loan Facility A") to Mr. Wang for a term of twelve months commencing from the day of drawing appearing on the first notice of drawing given by Mr. Wang.

On 31 October 2017, United Win and Mr. Wang entered into a supplemental loan agreement (the "Supplemental Loan Agreement"), pursuant to which the parties have conditionally agreed to extend the maturity date of the Extended Loan to 3 November 2018 (the "Extended Maturity Date") at the Renewed Interest Rate.

於書面股東決議案日期，本公司主要股東北京建設之控股公司之直接全資附屬公司訂約方甲直接擁有目標公司之45%股權。因此，目標公司乃本公司關連人士之聯繫人。根據上市規則第14A章，注資構成本公司之關連交易。由於有關注資之其中一項適用百分比率（定義見上市規則第14.07條）超過0.1%但所有適用百分比率均低於5%，注資須遵守上市規則第14A章項下之申報及披露規定，惟獲豁免遵守獨立股東批准規定。

由於上市規則第14.07條所載有關(i)該等收購事項；及(ii)該等收購事項及注資按合併基準計算之所有適用百分比率均低於5%，該等收購事項及注資並不構成上市規則第14章項下本公司之須予公佈交易，因此毋須遵守上市規則第14章項下之申報、公告及股東批准規定。

補充貸款協議 — 貸款延期

於二零一六年十月二十八日，United Win International Corporation（「United Win」）與王正春先生（「王先生」）訂立貸款融資協議（「貸款融資協議」），據此，United Win已有條件地同意向王先生提供一筆本金額為135,000,000港元之貸款融資（「貸款融資甲」），自王先生發出首次提取通知所示提取日期起為期十二個月。

於二零一七年十月三十一日，United Win與王先生訂立補充貸款協議（「補充貸款協議」），據此，訂約方已有條件同意按經更新利率將經延長貸款之到期日延長至二零一八年十一月三日（「經延長到期日」）。

Major terms of the Supplemental Loan Agreement are set out below:

- (i) the maturity date for the repayment of the remaining principal amount of the Loan Facility A, being HK\$62,000,000 (the "Extended Loan"), shall be extended for one year to the Extended Maturity Date (the "Loan Extension");
- (ii) interest shall accrue on the Extended Loan from 4 November 2017 to the Extended Maturity Date at the interest rate of 6% per annum (the "Renewed Interest Rate"). Interest shall be calculated on the basis of actual number of days elapsed and on a 365-day per year basis interest and payable on an annual basis on the Extended Maturity Date; and
- (iii) subject to early repayment of the Extended Loan, Mr. Wang shall repay the Extended Loan and accrued interest on the Extended Maturity Date.

Save for the above amendments, no other amendment has been made to the Loan Facility Agreement.

Mr. Wang, being a Director, is a connected person of the Company under the Listing Rules. The entering into of the Supplemental Loan Agreement therefore constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. As all of the applicable percentage ratios (save for the profits ratio which is not applicable to connected transactions) (as defined under Chapter 14A of the Listing Rules) in respect of the Loan Extension are more than 0.1% but less than 5%, the Loan Extension is exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Except for the connected transactions disclosed above, the Group entered into certain transactions with parties regarded as "related parties" under the applicable accounting standards. Details of the related party transactions entered into the Group during the year are disclosed in note 41 to the consolidated financial statements. Those transactions also constitute connected transactions of the Company but are exempt from reporting, announcement and shareholders' approval requirements under Chapter 14A of the Listing Rules.

補充貸款協議的主要條款載列如下：

- (i) 償還貸款融資甲餘下本金額(即62,000,000港元)(「經延長貸款」)之到期日將延長一年至經延長到期日(「貸款延期」)；
- (ii) 經延長貸款將於二零一七年十一月四日至經延長到期日期間按6%之年利率(「經更新利率」)計息。利息須按已過去之實際日數及一年365日之基準計算，並按年於經延長到期日支付；及
- (iii) 王先生須於經延長到期日償還經延長貸款及應計利息，惟可提早償還經延長貸款。

除上述修訂外，概無對貸款融資協議作出其他修訂。

王先生(為董事)為上市規則項下本公司之關連人士。因此，訂立補充貸款協議構成上市規則第14A章項下本公司之關連交易。由於貸款延期之所有適用百分比率(除不適用於關連交易之盈利比率外)(定義見上市規則第14A章)超過0.1%但低於5%，故貸款延期獲豁免遵守上市規則第14A章項下之通函及獨立股東批准之規定。

除上文披露之關連交易外，本集團與根據適用會計準則被視為「關連方」之各方訂立若干交易。本集團於年內訂立之關聯方交易之詳情於綜合財務報表附註41披露。該等交易亦構成本公司之關連交易，惟須遵守上市規則第14A章項下之申報、公告及獨立股東批准規定。

STRUCTURAL CONTRACTS

Background

According to the Administrative Rules for Foreign Investments in Telecommunications Enterprises, which were issued on 11 December 2001 by the State Council and became effective on 1 January 2002, a foreign investor is currently prohibited from owning more than 50% of the equity interest in a PRC entity that provides value-added telecommunications services. Internet content provision ("ICP") services are classified as value-added telecommunications businesses, and a commercial operator of such services must obtain an ICP license from the appropriate telecommunications authorities to carry on any commercial Internet content provision operation in China. In July 2006, PRC Ministry of Information Industry issued a notice (the "Notice") which prohibits ICP license holders from leasing, transferring or selling a telecommunications business operating license to any foreign investors in any form, or providing any resource, sites or facilities to any foreign investors for their illegal operation of telecommunications businesses in China. The notice also requires that ICP license holders and their shareholders directly own the domain names and trademarks used by such ICP license holders in their daily operation.

Reasons for the Contractual Arrangement

On 21 October 2015, the Group acquired 35% of interest in 北京良醫聯盟科技有限公司 (Beijing Top-Doctors Technology Co., Ltd.*) ("Top-Doctors") by way of capital injection at a cash consideration of HK\$17,430,000, which was then stated as an associate of the Group. On 5 August 2016, the Group acquired another 30% of interest in Top-Doctors from its certain existing shareholders through a series of share transfer agreements at a cash consideration of HK\$5,382,000. Since then, Top-Doctors has become a non-wholly owned subsidiary of the Group.

As such, to enable Top-Doctors to continuously obtain the ICP license and conduct "Internet + Medication" business in China in 2017, on 7 February 2017, the Group transferred its 65% of equity interest in Top-Doctors to 上海觀康企業管理有限公司 (Shanghai Jinkang Corporate Management Limited*) ("Shanghai Jinkang"), a PRC entity. Subsequently, 北京愈泰健康管理有限公司 (Beijing Yutai Health Management Company Limited*) ("Beijing Yutai"), a subsidiary of the Group, Shanghai Jinkang and its shareholders Ms. Liu Xinfeng (劉新豐) and Ms. Chu Muyin (褚慕殷) (the "Registered Shareholder(s)") and Top-Doctors entered into a series of structural agreements to enable the Group to exercise control over Shanghai Jinkang and Top-Doctors, among which Top-Doctors (wholly-owned by Shanghai Jinkang as to 65%, which is in turn owned as to 50% and 50% by Ms. Liu Xinfeng and Ms. Chu Muyin respectively) holds the requisite ICP license. As such, Top-Doctors is still deemed to be a subsidiary of the Group with its financial statements consolidated into the Group.

架構合約

背景

根據國務院於二零零一年十二月十一日頒布並於二零零二年一月一日生效的外商投資電信企業管理規定，外國投資者目前被禁止於提供增值電信服務的中國公司擁有超過50%股本權益。互聯網內容供應（「互聯網內容供應」）服務乃分類為增值電信業務，而有關服務的商業營辦商必須向適當電信機關取得互聯網內容供應商許可證，以於中國進行任何提供商業互聯網內容業務。於二零零六年七月，中國信息產業部發出通知（「該通知」），禁止互聯網內容供應商許可證持有人以任何形式向外國投資者出租、轉讓或出售電信業務經營許可證，或向任何外國投資者提供任何資源、網址或設施供彼等於中國非法經營電信業務。該通知亦規定，互聯網內容供應商許可證持有人及彼等的股東直接持有由該互聯網內容供應商許可證持有人於彼等日常業務中使用的網域名稱及商標。

合約安排的原因

於二零一五年十月二十一日，本集團透過注資收購北京良醫聯盟科技有限公司（「良醫聯盟」）35%權益，現金代價為17,430,000港元，而良醫聯盟當時列作為本集團之聯營公司。於二零一六年八月五日，本集團透過一系列股份轉讓協議自若干現有股東收購良醫聯盟額外30%權益，現金代價為5,382,000港元。自此，良醫聯盟成為本集團之非全資附屬公司。

因此，為使良醫聯盟於二零一七年繼續取得互聯網內容供應商許可證並於中國進行「互聯網+醫療」的業務，於二零一七年二月七日，本集團向一間中國實體上海觀康企業管理有限公司（「上海觀康」）轉讓其於良醫聯盟的65%股權，其後本集團之子公司北京愈泰健康管理有限公司（「北京愈泰」）與上海觀康、其股東劉新豐女士及褚慕殷女士（「登記股東」）以及良醫聯盟訂立一系列架構合約，令本集團可對上海觀康及良醫聯盟行使控制權，而良醫聯盟（其由上海觀康全資擁有65%，其由劉新豐女士及褚慕殷女士分別擁有50%及50%）持有必要的互聯網內容供應商許可證。因此，良醫聯盟仍被視為本集團的附屬公司，其財務報表已由本集團綜合處理。

The Directors (including the independent non-executive Directors) are of the view that: (i) the contractual arrangement is essential to the legal structure of the Group and business operation of Top-Doctors; and (ii) the contractual arrangement was entered in the ordinary and usual course of business of the Group and in normal commercial terms or terms that are favourable to the Group, was fair and reasonable or favourable to the Group, and was in the interests of shareholders as a whole.

Revenue and Assets subject to the Structural Agreements under the Contractual Arrangement

For the year ended 31 December 2017 and as at 31 December 2017, revenue and total assets of Top-Doctors amounted to approximately HK\$634,000 and HK\$8,512,000, representing 0.49% and 0.22% of the total revenue and total assets of the Group, respectively. The Directors are of the view that the Group maintains its "Internet + Medication" development in China via the structural agreements of Top-Doctors, but its business and operation are not dependent on Top-Doctors or the structural agreements. Below is a brief description on the structural agreements.

Information on Beijing Yutai, Shanghai Jinkang and Top-Doctors

Beijing Yutai is a company incorporated in the PRC with limited liability. The entire interests in Beijing Yutai are indirectly wholly-owned by the Group, and its scope of business includes health management (excluding diagnosis and treatment services); health information consultation (excluding diagnosis and treatment services) and corporate management consultation.

Shanghai Jinkang is a company incorporated in the PRC with limited liability. The Registered Shareholders of Shanghai Jinkang are Ms. Liu Xinfeng and Ms. Chu Muyin.

Ms. Liu Xinfeng is a PRC citizen and a Registered Shareholder of Shanghai Jinkang, who holds 50% of equity interest in Shanghai Jinkang as at the date of this annual report and is currently an employee of the Group.

Ms. Chu Muyin is a PRC citizen and a Registered Shareholder of Shanghai Jinkang, who holds 50% of equity interest in Shanghai Jinkang as at the date of this annual report and is currently an employee of the Group.

Top-Doctors is a company incorporated in the PRC with limited liability. 65% interests in Top-Doctors are owned by Shanghai Jinkang, and its scope of business includes the provision of intellectual medical services in cities, family doctors contracting services and health management services.

董事(包括獨立非執行董事)認為：(i)合約安排對本集團的法律架構及良醫聯盟的業務營運相當重要；及(ii)合約安排是在本集團正常及一般業務過程中按正常商業條款或對本集團較為有利的條款訂立，屬公平合理或對本集團有利，且符合股東整體利益。

於合約安排下結構合約規限下的收入及資產

截至二零一七年十二月三十一日止年度以及於二零一七年十二月三十一日，良醫聯盟的收入及資產總值分別約為634,000港元及8,512,000港元，佔集團總收入及總資產分別0.49%及0.22%。董事認為，本集團以結構合約維持良醫聯盟的「互聯網+醫療」在中國的發展，但本集團的業務及營運則並無依賴良醫聯盟或結構合約，下述將對結構協議之情況作簡略匯報。

關於北京愈泰、上海觀康及良醫聯盟的資料

北京愈泰為一間在中國註冊成立的有限責任公司。北京愈泰的全部權益由本集團間接全資擁有，其業務範圍包括健康管理(不含診療服務)；健康信息諮詢(不含診療服務)及企業管理諮詢。

上海觀康為一間在中國註冊成立的有限責任公司。上海觀康的登記股東為劉新豐女士及褚慕殷女士。

劉新豐女士為中國公民。彼為上海觀康的登記股東，於本年報日期持有上海觀康50%股本權益，現為本集團的僱員。

褚慕殷女士為中國公民。彼為上海觀康的登記股東，於本年報日期持有上海觀康50%股本權益，現為本集團的僱員。

良醫聯盟為一間在中國註冊成立的有限責任公司。良醫聯盟的65%權益由上海觀康擁有，其業務範圍包括為城市提供智慧醫療服務、家庭醫生簽約服務及健康管理服務。

Summary of the Major Terms of the Structural Agreements

Beijing Yutai has entered into a series of structural agreements with Shanghai Jinkang, Top-Doctors and the Registered Shareholders for obtaining the control over the finance and business operation of Shanghai Jinkang, Top-Doctors and its subsidiaries (the "Shanghai Jinkang Group") as well as sharing the economic benefits and interests of the Shanghai Jinkang Group. The series of structural agreements included (i) Loan Agreement; (ii) Exclusive Share Option Agreement; (iii) Equity Pledge Agreement; (iv) Entrusted Agreement and Power of Attorney; (v) Business Co-operation Agreement; (vi) Master Exclusive Service Agreement; (vii) Confirmation and Commitment Letters; and (viii) Spouse Consent Letters. The major terms of the structural agreements are summarized as follows:

- (i) Loan Agreement: Beijing Yutai and Shanghai Jinkang entered into the Loan Agreement on 7 February 2017, pursuant to which, Beijing Yutai will provide a loan in an amount of RMB19,615,300 to Shanghai Jinkang to acquire 65% of equity interest in Top-Doctors from the Group. The term for the loan is 20 years from the date of signing the Loan Agreement, bearing an interest rate of 0% per annum. The loan can be extended by written confirmation of Beijing Yutai, and the term for the extension is subject to the confirmation by Beijing Yutai.
- (ii) Exclusive Share Option Agreement: Beijing Yutai, Shanghai Jinkang and the Registered Shareholders have entered into the Exclusive Share Option Agreement on 7 February 2017, pursuant to which, the Registered Shareholders have irrevocably granted an exclusive right to Beijing Yutai, which can request the Registered Shareholders to transfer their equity interest in Shanghai Jinkang to Beijing Yutai or the third party designated by Beijing Yutai.
- (iii) Equity Pledge Agreement (1): Beijing Yutai and the Registered Shareholders entered into the Equity Pledge Agreement (1) on 7 February 2017, pursuant to which, Beijing Yutai is entitled to exercise its right to sell the pledged interest in the registered capital of Shanghai Jinkang held by the Registered Shareholders upon the occurrence of certain specific events.
- (iv) Equity Pledge Agreement (2): Beijing Yutai, Shanghai Jinkang and Top-Doctors entered into the Equity Pledge Agreement (2) on 7 February 2017, pursuant to which, Beijing Yutai is entitled to exercise its right to sell the pledged interest in the registered capital of Top-Doctors held by Shanghai Jinkang upon the occurrence of certain specific events.

結構性協議的主要條款概要

北京愈泰與上海觀康、良醫聯盟及登記股東訂立一系列結構協議，以獲取上海觀康、良醫聯盟及其附屬公司（「上海觀康集團」）在財務及業務營運上的控制權，以及享受上海觀康集團的經濟權益及利益。一系列結構性協議包括(i)貸款協議；(ii)獨家購股權協議；(iii)股權質押協議；(iv)委託協議及授權委託書；(v)業務合作協議；(vi)獨家服務總協議；(vii)確認及承諾函；及(viii)配偶同意函，結構協議之主要條款概要載列如下：

- (i) 貸款協議：北京愈泰與上海觀康於二零一七年二月七日訂立貸款協議，據此北京愈泰向上海觀康提供貸款金額人民幣19,615,300元用以向本集團收購良醫聯盟65%股權。貸款期限為自貸款協議簽定日起20年，年息率為0%，經北京愈泰書面確認借款即可延期，延定期限由北京愈泰確認。
- (ii) 獨家購股權協議：北京愈泰與上海觀康及登記股東於二零一七年二月七日訂立獨家購股權協議，據此登記股東不可撤回地授予北京愈泰獨家權利，可要求登記股東將彼等於上海觀康的股權轉讓予北京愈泰或北京愈泰指定之第三方。
- (iii) 股權質押協議(1)：北京愈泰與登記股東於二零一七年二月七日訂立股權質押協議(1)，據此北京愈泰有權在發生若干特定事件時行使其權利，出售登記股東於上海觀康註冊資本中的已質押權益。
- (iv) 股權質押協議(2)：北京愈泰與上海觀康及良醫聯盟於二零一七年二月七日訂立股權質押協議(2)，據此北京愈泰有權在發生若干特定事件時行使其權利，出售上海觀康於良醫聯盟註冊資本中的已質押權益。

- (v) Entrusted Agreement and Power of Attorney: Beijing Yutai, Shanghai Jinkang and the Registered Shareholders entered into the Entrusted Agreement and Power of Attorney on 7 February 2017, pursuant to which, the Registered Shareholders have authorized Beijing Yutai to exercise all shareholders' rights in Shanghai Jinkang held by the Registered Shareholders.
- (vi) Business Co-operation Agreement: Beijing Yutai, Shanghai Jinkang and the Registered Shareholders entered into the Business Co-operation Agreement on 7 February 2017, pursuant to which, Shanghai Jinkang and the Registered Shareholders appointed Beijing Yutai as their exclusive service provider to offer comprehensive support on business operation and staff arrangement.
- (vii) Master Exclusive Service Agreement: Beijing Yutai and Shanghai Jinkang entered into the Master Exclusive Service Agreement on 7 February 2017, pursuant to which, Beijing Yutai will provide technical support and consultation services to Shanghai Jinkang in consideration of a service fee equivalent to 100% of the audited consolidated total profit of Shanghai Jinkang.
- (viii) Confirmation and Commitment Letters: The Registered Shareholders entered into the Confirmation and Commitment Letters in favour of Beijing Yutai on 7 February 2017, where each of the Registered Shareholders confirmed, among others, (i) in any event, the structural agreements signed by the Registered Shareholders shall not be affected; (ii) when Beijing Yutai is permitted to directly hold the equity interest in Top-Doctors pursuant to the PRC law, the Registered Shareholders shall co-operate with Beijing Yutai for share transfer; and (iii) the Registered Shareholder shall not, directly or indirectly, involve or engage in business in competition with Shanghai Jinkang Group.
- (v) 委託協議及授權委託書：北京愈泰與上海觀康及登記股東於二零一七年二月七日訂立委託協議及授權委託書，據此登記股東授權北京愈泰行使登記股東分別於上海觀康的所有股東權利。
- (vi) 業務合作協議：北京愈泰與上海觀康及登記股東於二零一七年二月七日訂立業務合作協議，據此上海觀康及登記股東委任北京愈泰為其獨家服務供應商，提供全面業務經營及人員安排支援。
- (vii) 獨家服務總協議：北京愈泰與上海觀康於二零一七年二月七日訂立獨家服務總協議，據此北京愈泰將向上海觀康提供技術支援及諮詢服務，代價是上海觀康100%的經審計合併利潤總額的服務費。
- (viii) 確認及承諾函：登記股東於二零一七年二月七日簽訂確認及同意函予北京愈泰，登記股東各自確認(其中包括)(i)任何情況下，登記股東所簽署之結構協議均不會受影響；(ii)當中國法律允許北京愈泰直接持有良醫聯盟股權時，登記股東將配合北京愈泰作股份轉讓；及(iii)登記股東將不會直接或間接參與或從事與上海觀康集團有競爭之業務。

(ix) Spouse Consent Letters: The spouses of the Registered Shareholders entered in the Spouse Confirmation and Consent Letter in favour of Beijing Yutai on 7 February 2017, where the spouse of each of the Registered Shareholders confirmed, among others, (i) he was not interested in the equity interest in Shanghai Jinkang held by his spouse, and committed not to make any claim on such interests in Shanghai Jinkang; (ii) confirmed that the Structural Agreements as well as any amendments to or termination of such documents entered into by each shareholder of Shanghai Jinkang shall not be subject to his consent; (iii) committed to sign all requisite documents and make all requisite actions to guarantee the proper performance of the above documents; and (iv) committed that if he is, by any reason, entitled to acquire any equity interest in Shanghai Jinkang held by his spouse, he will be bound by the obligations as a shareholder under the above documents (as amended from time to time); and if such documents are breached or if there is any material change in Shanghai Jinkang, he shall immediately notify Beijing Yutai and assist Beijing Yutai in safeguarding its legal interests and obligations under such documents.

The Directors confirms that, as at the date of this report, relevant PRC authorities have casted no doubt over the structural agreements, and the Group has not encountered any interruption or obstruction imposed by any PRC regulatory authorities for operating its business via Shanghai Jinkang in accordance with the structural agreements. Meanwhile, the Group has obtained the opinion of its PRC legal advisor that the contractual arrangement is currently not in breach of the relevant PRC regulations.

Risks Relating to the Contractual Arrangement

The Directors is in the opinion that the following risks are related to the contractual arrangement.

- If the PRC government recognized the contractual arrangement that established our business operation structure does not comply with the PRC laws and regulations, or if there is any change on those regulations or their interpretations in the future, the Group may be subject to stringent punishment or forced to waive the interest in those business operations.
- Substantial uncertainties exist in the enactment schedule, interpretation and implementation of The Foreign Investment Law of the People's Republic of China (draft version to solicit opinions), and its effect to the continuity of our current corporate structure, corporate governance and business operation.

(ix) 配偶同意函：登記股東之配偶於二零一七年二月七日簽訂配偶確認及同意函予北京愈泰，登記股東各自的配偶確認（其中包括）(i)彼並不擁有其配偶於上海觀康所持股權中的任何權益，並承諾不會就該等於上海觀康的權益作出任何申索；(ii)確認上海觀康股東各自訂立之結構協議及就該等文件作出之任何修訂或終止，均不須經彼同意；(iii)承諾簽署所有必須文件及作出所有必須行動以保證妥善履行上述文件；及(iv)承諾倘彼因任何原因而有權獲得其配偶於上海觀康所持之任何股權，彼將受上述文件（經不時修訂）下作為其股東之責任所約束；而倘該等文件遭任何違反，或上海觀康出現任何重大變動，將立刻通知北京愈泰，並協助北京愈泰保障其在該等文件下之合法權利及責任。

董事確認，於本報告日期，結構合約並無遭到中國有關部門的任何質疑，且本集團在根據結構合約透過上海觀康經營其業務方面並無遭到任何中國監管機構的任何干預或阻礙。同時，本集團已獲取中國法律顧問之意見，合約安排目前並無違反相關中國法規。

與合約安排有關的風險

董事認為以下風險與合約安排有關。

- 倘中國政府認定確立我們業務營運架構的合約安排不符合中國法律及法規，或倘該等法規或其解釋於未來發生變動，本集團可能受到嚴厲懲罰或被迫放棄於該等業務營運中的利益。
- 《中華人民共和國外國投資法（草案徵求意見稿）》的頒布時間表、解釋及實施，以及其將如何影響我們目前企業架構、企業管治及業務營運的存續性均存在大量不確定因素。

- The contractual arrangement of the Group may not be as effective in providing operational control as direct ownership and Shanghai Jinkang or its shareholders may fail to perform their obligations under the contractual arrangement.
- The Group may lose the ability to use and enjoy assets and licenses held by Shanghai Jinkang and its subsidiaries that are important to the operation of our business if Shanghai Jinkang or any of its subsidiaries declares bankruptcy or is subject to a dissolution or liquidation proceeding.
- The contractual arrangement of the Group may be subject to scrutiny by the PRC tax authorities and additional taxes may be imposed. A finding that the Group owes additional taxes could reduce our consolidated profit.
- Shareholders of Shanghai Jinkang may potentially have a conflict of interest with the Group, and they may breach their contracts with the Group or cause such contracts to be amended in a manner contrary to our interests.
- The Group conducts business operation in the PRC through Shanghai Jinkang and its subsidiaries by way of the contractual arrangement, but certain terms of the contractual arrangement may not be enforceable under the PRC laws.
- If the Group exercises the option to acquire the equity interest in Shanghai Jinkang or Top-Doctors, the ownership transfer may subject us to certain limitations and incur additional costs.
- 本集團的合約安排可能無法如直接所有權一樣有效提供營運控制，且上海觀康或其股東可能無法履行其於合約安排下的責任。
- 倘上海觀康或其任何附屬公司宣佈破產或受限於解散或清盤法律程序，本集團可能失去使用及享有上海觀康及其附屬公司所持對本集團的業務營運重要的資產及牌照的能力。
- 中國稅務機構可能會詳細審查本集團的合約安排並可能徵收額外稅款。如本集團被認定欠付額外稅款，則可能導致本集團的合併利潤降低。
- 上海觀康的股東可能會與本集團存在潛在利益衝突，且她們可能違反與本集團訂立的合約或促使該等合約以對本集團不利的方式修改。
- 本集團以合約安排的方式通過上海觀康及其附屬公司在中國開展業務營運，但該等合約安排的若干條款可能無法根據中國法律強制執行。
- 倘本集團行使購股權購買上海觀康或良醫聯盟的股權，則所有權轉讓可能令本集團遭受若干限制並產生額外成本。

To ensure the effective operation of the Group and the implementation of structural agreements, the Group has adopted the following measures:

本集團已採取下列措施，以確保本集團的有效運作及結構合約的實施：

- To ensure the operation of the structural agreements, the Group confirms that it has reviewed the overall performance and the compliance of the structural agreements for the year ended 31 December 2017.
- The Board will review the structural agreements annually, and confirms that (i) the transactions conducted in the aforesaid year have been entered into in accordance with the relevant terms of the structural agreements, thus all the revenue generated by Shanghai Jinkang Group, net of all relevant expenses, costs and taxes payable, has been retained by the Group; (ii) each of Shanghai Jinkang and its subsidiaries has not paid any dividend or other distribution to its equity holders; and (iii) no new contract or renewed contract has been entered into in accordance with the same terms of the existing structural agreements.
- 本集團確認，為確保結構性合約運作，本集團已檢討截至二零一七年十二月三十一日止年度的結構合約整體表現及合規狀況。
- 董事會將每年檢討結構合約，並確認(i)於上述年度進行的交易已根據結構合約的相關條款訂立，因此上海觀康集團產生的所有收入經扣除其應付的一切有關開支、成本及稅項後已由本集團保留；(ii)上海觀康及其附屬公司分別並無向其權益持有人分派股息或其他分派；及(iii)概無按照與現有結構合約相同的條款訂立新合約或續訂合約。

- Shanghai Jinkang Group has provided the Group with a complete accounts for the auditor to carry out audit procedures of the consolidated results of Shanghai Jinkang Group to the Group.

* For identification purposes only

BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at 31 December 2017 are set out in note 29 to the consolidated financial statements.

FIVE YEAR SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 5 of the annual report. This summary does not form part of the audited financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, 30.4% of the Group's purchase were attributed by the Group's five largest suppliers and approximately 9.8% of the Group's purchase were attributed by the largest supplier; and 55.8% of the Group's turnover were attributed by the Group's five largest customers and approximately 35.2% of the Group's turnover were attributed by the largest customer.

To the knowledge of the directors, none of the directors, their close associates or any shareholders who owned more than 5% of the number of issued shares had interest in any of the five largest customers of the Group.

- 上海觀康集團已向本集團提供完整的會計賬目，以供核數師對本集團合併上海觀康集團的業績進行審計程序。

* 僅供識別

銀行貸款及其他借款

本集團於二零一七年十二月三十一日之銀行貸款及其他借款詳情載列於綜合財務報表附註29。

五年概要

本集團過往五個財政年度之業績、資產及負債概要載於本年報第5頁。該概要並不構成經審核財務報表的一部分。

主要客戶及供應商

年內，本集團30.4%採購額來自五大供應商而本集團採購額約9.8%來自最大供應商；及本集團55.8%之營業額來自本集團五大客戶，而本集團營業額約35.2%來自最大客戶。

就董事所知，董事、彼等之緊密聯繫人士或擁有已發行股份數目5%或以上之任何股東概無擁有本集團五大客戶任何權益。

Independent Auditor's Report

獨立核數師報告



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Independent auditor's report

To the shareholders of Beijing Enterprises Medical and Health Industry Group Limited

(Incorporated in the Cayman Islands with limited liability)

獨立核數師報告

致北控醫療健康產業集團有限公司各股東

(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Beijing Enterprises Medical and Health Industry Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 83 to 227, which comprise the consolidated statement of financial position as at 31 December 2017, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

吾等已審核列載於第83至227頁北控醫療健康產業集團有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一七年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表之附註(包括主要會計政策概要)。

吾等認為，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」)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的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例之披露規定妥為編製。

意見的基礎

吾等已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。吾等在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，吾等獨立於 貴集團，並已履行守則中的其他專業道德責任。吾等相信，吾等所獲得的審計憑證能充足及適當地為吾等的審計意見提供基礎。

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter
關鍵審計事項
Goodwill impairment
商譽減值

In accordance with Hong Kong Accounting Standards 36 *Impairment of Assets*, the Group is required to annually test the amount of goodwill for impairment. This annual impairment test was significant to our audit because the net carrying amount of goodwill allocated to medical and geriatric care business of approximately HK\$213 million as of 31 December 2017 was material to the consolidated financial statements. The recoverable amount has been determined by reference to the value in use of each relevant cash generating unit. When assessing the recoverable amount, judgement and estimation are involved, such as future cash flow and discount rate.

根據香港會計準則第36號資產減值，貴集團須每年就商譽減值之金額作出測試。此年度減值測試對吾等之審核影響重大，原因為截至二零一七年十二月三十一日分配至醫療及養老業務的商譽之賬面淨值約2.13億港元對綜合財務報表而言屬重大。可收回金額乃參考各相關現金產生單位之使用價值釐定。當評估可收回金額時，需要作出判斷及估計，例如未來現金流量及貼現率。

Relevant disclosures are included in notes 3 and 16 to the consolidated financial statements.
 相關披露載於綜合財務報表附註3及16。

關鍵審計事項

關鍵審計事項為根據吾等的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項為在對綜合財務報表整體進行審計並形成意見的背景處理，吾等不對該等事項提供單獨的意見。吾等對下述每一事項在審計中如何應對的描述也以此為背景。

吾等已履行本報告核數師就審計綜合財務報表須承擔的責任部分闡述的責任，包括與該等關鍵審計事項相關的責任。相應地，吾等的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的審計程序。吾等執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表整體發表審計意見提供基礎。

How our audit addressed the key audit matter
吾等之審計如何處理關鍵審計事項

We evaluated the key assumptions including those related to growth rates of revenue and gross profit margin. We engaged a valuation expert to assess the methodologies and assumptions such as discount rates, terminal growth rate of the Group for each cash generating unit. We considered the historical financial performance of the business units and compared with the forecasts to evaluate management's budgeting process. We also read and assessed the disclosures made in the consolidated financial statements and determined that they were sufficient.

吾等已對主要假設(包括與收入增長率及毛利率有關的假設)進行評估。吾等委聘估值專家評估貴集團就各現金產生單位之方法及假設，如折現率及永久增長率。吾等已考慮業務單位的過往財務表現，並與預測比較，從而評估管理層制定預算的過程。吾等亦已閱讀及評估在綜合財務報表所作出的披露，並釐定有關披露屬足夠。

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

吾等之審計如何處理關鍵審計事項

Valuation of contingent consideration

或然代價估值

Part of purchase considerations of acquisitions of the Group completed in the past year were regarded as contingent consideration payables and recognised as financial liabilities at fair value and remeasured at the end of the reporting period.

貴集團於去年完成的收購之部分購買代價被視為應付或然代價及按公平值確認為金融負債，並於報告期末重新計量。

Determination of fair value required management's judgement and estimates and was based on assumptions. The management engaged an independent valuer to assess the fair value of the contingent consideration payables by using valuation techniques.

管理層須作出判斷及估計以及基於假設，以釐定公平值。管理層委聘獨立估值師透過估值技巧評估應付或然代價之公平值。

Relevant disclosures are included in notes 3, 34 and 43 to the consolidated financial statements.

相關披露載於綜合財務報表附註3、34及43。

We evaluated the key assumptions including those related to growth rates of revenue and gross profit margin of the acquired businesses. We considered the historical financial performance of the business units and compared with the forecasts to evaluate management's budgeting process. We engaged a valuation expert to evaluate the assumptions and methodologies of Monte Carlo simulation that was used by the Group and the independent external valuer. We also focused on the adequacy of the Group's disclosures about those assumptions, which were, those that had the most significant effect on the determination of the fair value of contingent considerations payables.

吾等已對主要假設(包括與收入增長率及已收購業務的毛利率有關的假設)進行評估。吾等已考慮業務單位的過往財務表現，並與預測比較，從而評估管理層制定預算的過程。吾等委聘估值專家評估貴集團及獨立外部估值師所用之蒙特卡羅模擬法的假設及方法。吾等亦集中於貴集團有關該等假設之披露是否足夠，即對釐定應付或然代價之公平值存在最重大影響。

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

吾等之審計如何處理關鍵審計事項

Valuation of investment properties

投資物業估值

The Group adopted the fair value model for their investment properties in accordance with HKAS 40 *Investment Property*. Changes in fair values were recorded in profit or loss. The Group engaged an independent appraiser to perform valuation on the investment properties of the Group as at 31 December 2017. Both the fair values of investment properties of approximately HK\$381 million at 31 December 2017 and their changes of approximately HK\$12 million for the year ended 31 December 2017 were significant to the financial statements. In addition, since the valuation involved management judgment and estimates based on a projection of estimated rental value, capitalisation rate and adjustment on market unit price which would affect the fair value of the investment properties, we considered it significant to our audit.

根據香港會計準則第40號投資物業，貴集團就投資物業採用公平值模式。公平值變動計入損益。貴集團委聘獨立評值師就貴集團於二零一七年十二月三十一日之投資物業進行估值。投資物業於二零一七年十二月三十一日之公平值約3.81億港元及其於截至二零一七年十二月三十一日止年度之變動約1,200萬港元對財務報表而言均屬重大。此外，由於估值牽涉管理層根據將影響投資物業公平值之估計租金價值預測、資本化比率及市場單位價格之調整作出判斷及估計，吾等認為此對吾等之審核影響重大。

Relevant disclosures are included in notes 3 and 14 to the consolidated financial statements.

相關披露載於綜合財務報表附註3及14。

We assessed the objectivity, independence and expertise of the external appraiser. We involved our real estate valuation specialists to evaluate the valuation techniques and assessed the underlying assumptions. We collected informations and discuss the character of the target properties with the management and the independent appraiser. We performed independence market quotation for similar properties and adjusted specific factors to get the range of unit price for the target properties. We assessed the unit price derived by the independent appraiser with comparable properties with similar nature and location. We also assessed the adequacy of the disclosures on investment properties, including valuation sensitivity and fair value hierarchy.

吾等已評估外部評值師之客觀性、獨立性及專業技能。吾等透過物業估值專家評估估值技巧及評估相關假設。吾等收集資料並與管理層及獨立評值師討論目標物業的特性。吾等就類似物業進行獨立市場報價，並調整特定因素以取得目標物業的單位價格範圍。吾等將獨立評值師得出的單位價格與同類性質及地點的可資比較物業進行評估。吾等亦已評估有關投資物業之披露是否足夠，例如估值敏感性 & 公平值層級。

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises 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 THE DIRECTORS 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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

刊載於年報內之其他資料

貴公司董事須對其他資料負責。其他資料包括刊載於年報內的資料，但不包括綜合財務報表及吾等的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式的鑒證結論。

結合吾等對綜合財務報表的審計，吾等的責任為閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於吾等已執行的工作，如果吾等認為其他資料存在重大錯誤陳述，吾等需要報告該事實。在此方面，吾等並無任何報告。

董事對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的香港財務報告準則及香港公司條例之披露規定編製真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會協助貴公司董事履行彼等監督貴集團的財務報告過程之責任。

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. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

核數師就審計綜合財務報表須承擔的責任

吾等的目標為對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。吾等僅向閣下(作為整體)報告，除此之外本報告別無其他目的。吾等不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯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的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港審計準則進行審計其中一項，吾等運用專業判斷，保持專業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計在有關情況下屬適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。
- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂吾等的意見。吾等的結論乃基於直至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

Ernst & Young
Certified Public Accountants
Hong Kong
28 March 2018

- 評估綜合財務報表的整體列報方式、結構及內容(包括披露事項)，以及綜合財務報表是否公平反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足適當的審計憑證，以便對綜合財務報表發表意見。吾等負責 貴集團審計的方向、監督及執行。吾等為審計意見承擔全部責任。

吾等與審核委員會溝通(其中包括)審計的計劃範圍及時間以及重大審計發現等，包括吾等在審計中識別出內部控制的任何重大不足之處。

吾等亦向審核委員會提交聲明，表明吾等已符合有關獨立性的相關專業道德要求，並與彼等溝通可能合理被認為會影響吾等獨立性的所有關係及其他事項以及在適用的情況下相關的防範措施。

從與審核委員會溝通的事項中，吾等確定該等對本期綜合財務報表的審計為最重要的事項，因而構成關鍵審計事項。吾等在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於吾等之報告中註明某事項造成的負面後果超過產生的公眾利益，則吾等決定不應在報告中註明該事項。

出具獨立核數師報告的審計項目合夥人為黃文傑。

安永會計師事務所
執業會計師
香港
二零一八年三月二十八日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

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
		Notes 附註		
Revenue	收入	5	130,625	163,856
Cost of sales	銷售成本		(83,058)	(121,133)
Gross profit	毛利		47,567	42,723
Other income and gains, net	其他收入及收益淨額	5	629,054	98,052
Selling and distribution expenses	銷售及分銷開支		(39,627)	(21,123)
Administrative expenses	行政開支		(181,868)	(189,405)
Finance costs	融資成本	7	(4,363)	(4,632)
Share of profits and losses of associates	分佔聯營公司之溢利及虧損		(5,302)	(11,770)
PROFIT/(LOSS) BEFORE TAX	除稅前溢利／(虧損)	6	445,461	(86,155)
Income tax expense	所得稅開支	10	(165,298)	(1,853)
PROFIT/(LOSS) FOR THE YEAR	年度溢利／(虧損)		280,163	(88,008)

Consolidated Statement of Profit or Loss and Other Comprehensive Income • 綜合損益及其他全面收益表

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
PROFIT/(LOSS) FOR THE YEAR	年度溢利／(虧損)	280,163	(88,008)
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收益／(虧損)		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:	其後期間將重新分類至損益的其他全面收益／(虧損)：		
Exchange differences:	匯兌差額：		
Exchange difference on translation of foreign operations	換算海外業務產生之匯兌差額	134,959	(108,055)
Reclassification adjustments for gains included in profit or loss – Gain on disposal	對損益中包含的收益重新分類調整 — 出售收益	30,595	1,058
Share of other comprehensive loss of associates	分佔聯營公司其他全面虧損	(735)	—
Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods	其後期間重新分類至損益的其他全面收益／(虧損)淨額	164,819	(106,997)
Other comprehensive income/(loss) not to be reclassified to profit or loss in subsequent periods:	其後期間將不會重新分類至損益的其他全面收益／(虧損)：		
Gain on property revaluation	物業重估之收益	—	12,141
Income tax effect	所得稅影響	—	(3,035)
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods	其後期間將不會重新分類至損益之其他全面收益淨額	—	9,106
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF TAX	年度其他全面收益／(虧損)·扣除稅項	164,819	(97,891)
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR	年度全面收益／(虧損)總額	444,982	(185,899)

Consolidated Statement of Profit or Loss and Other Comprehensive Income ● 綜合損益及其他全面收益表

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

		Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Profit/(loss) attributable to:	下列人士應佔溢利／(虧損)：			
Owners of the parent	母公司擁有人		213,675	(68,015)
Non-controlling interests	非控股權益		66,488	(19,993)
			280,163	(88,008)
Total comprehensive income/(loss) attributable to:	下列人士應佔全面收益／(虧損)總額：			
Owners of the parent	母公司擁有人		364,024	(156,738)
Non-controlling interests	非控股權益		80,958	(29,161)
			444,982	(185,899)
EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權益持有人應佔每股盈利／(虧損)	12		
Basic	基本			
— For profit/(loss) for the year	— 就年度溢利／(虧損)		HK3.47cents 3.47港仙	HK(1.09)cents (1.09)港仙
Diluted	攤薄			
— For profit/(loss) for the year	— 就年度溢利／(虧損)		HK3.47cents 3.47港仙	HK(1.09)cents (1.09)港仙

Consolidated Statement of Financial Position

綜合財務狀況表

31 December 2017 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
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	86,687	235,815
Investment properties	投資物業	14	381,625	356,498
Prepaid land lease payments	預付土地租金	15	553,656	1,303,008
Goodwill	商譽	16	212,874	265,659
Other intangible assets	其他無形資產	17	14,920	14,196
Investments in associates	於聯營公司之投資	18	461,263	149,191
Available-for-sale investments	可供出售投資	19	46,151	11,295
Prepayments	預付款項	23	272,657	—
Total non-current assets	非流動資產總值		2,029,833	2,335,662
CURRENT ASSETS	流動資產			
Inventories	存貨	20	28,889	7,981
Property under development	發展中物業	21	268,253	—
Trade receivables	應收貿易賬款	22	28,325	12,013
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23	809,788	240,255
Due from related parties	應收關連方款項	41	149,832	247,887
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產	25	104,607	134,687
Pledged deposits	已抵押存款	26	—	21,900
Cash and cash equivalents	現金及現金等值物	26	471,436	298,204
Total current assets	流動資產總值		1,861,130	962,927
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易賬款	27	16,878	10,007
Other payables and accruals	其他應付款項及應計費用	28	178,737	188,606
Interest-bearing bank and other borrowings	計息銀行及其他借款	29	81,541	76,634
Due to a related party	應付一名關連方款項	41	36,558	—
Tax payable	應付稅款		98,997	2,314
Total current liabilities	流動負債總額		412,711	277,561
NET CURRENT ASSETS	流動資產淨值		1,448,419	685,366
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		3,478,252	3,021,028

Consolidated Statement of Financial Position ● 綜合財務狀況表

31 December 2017 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		
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		3,478,252	3,021,028
NON-CURRENT LIABILITIES	非流動負債			
Deferred tax liabilities	遞延稅項負債	30	137,196	201,284
Interest-bearing bank borrowings	計息銀行借款	29	161,503	106,201
Other payables	其他應付款項	28	9,540	12,077
Total non-current liabilities	非流動負債總額		308,239	319,562
Net assets	資產淨值		3,170,013	2,701,466
EQUITY	權益			
Equity attributable to the owners of the parent	母公司擁有人應佔權益			
Share capital	股本	31	1,209,648	1,234,578
Reserves	儲備	33	1,678,545	1,329,827
Non-controlling interests	非控股權益		2,888,193 281,820	2,564,405 137,061
Total equity	總權益		3,170,013	2,701,466

Zhu Shi Xing
 祝仕興
Director
 董事

Gu Shan Chao
 顧善超
Director
 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

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 parent 母公司擁有人應佔											
		Share capital	Share premium account	Shares held for the share award scheme 於股份獎勵計劃中持有的股份	Equity-settled share-based payment reserve 股權結算以股份為基礎的付款儲備	Merger reserve	Exchange fluctuation reserve	Asset revaluation reserve	Capital reserve	Accumulated losses	Total	Non-controlling interests	Total equity
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note 31)	(note 31)	(note 33)	(note 32)	(note 33)		(note 33)					
		(附註31)	(附註31)	(附註33)	(附註32)	(附註33)		(附註33)					
At 1 January 2016	於二零一六年一月一日	1,248,527	1,822,632	(1,257)	44,780	800	(69,380)	—	—	(334,729)	2,711,373	85,390	2,796,763
Loss for the year	年度虧損	—	—	—	—	—	—	—	—	(68,015)	(68,015)	(19,993)	(88,008)
Other comprehensive income/(loss) for the year:	年度其他全面收益/(虧損):												
Exchange differences on:	匯兌差額:												
Translation of foreign operations	換算海外業務	—	—	—	—	—	(98,887)	—	—	—	(98,887)	(9,168)	(108,055)
Reclassification adjustments for foreign operations disposed of during the year	於年內出售的海外業務之重新分類調整	—	—	—	—	—	1,058	—	—	—	1,058	—	1,058
Revaluation surplus of land and buildings, net of tax	土地及樓宇之重估盈餘，扣除稅項	—	—	—	—	—	—	9,106	—	—	9,106	—	9,106
Total comprehensive income/(loss) for the year	年度全面收益/(虧損)總額	—	—	—	—	—	(97,829)	9,106	—	(68,015)	(156,738)	(29,161)	(185,899)
Deemed partial disposal of interests in a subsidiary	視作部分出售一間附屬公司之權益	—	—	—	—	—	—	—	(1,117)	—	(1,117)	1,117	—
Disposal of a subsidiary	出售一間附屬公司	35	—	—	—	—	—	—	—	—	—	(369)	(369)
Acquisition of subsidiaries	收購附屬公司	34	3,025	6,655	—	—	—	—	—	—	9,680	77,192	86,872
Capital contribution of non-controlling shareholders	非控股股東注資	—	—	—	—	—	—	—	—	—	—	2,892	2,892
Equity-settled share-based payment arrangements	股權結算以股份為基礎的付款安排	32	—	—	41,062	—	—	—	—	—	41,062	—	41,062
Shares purchased for the share award scheme	就股份獎勵計劃購買股份	32	—	(1,257)	1,257	—	—	—	—	—	—	—	—
Transfer of share option reserve upon the forfeiture or expiry of share options	於購股權被沒收或屆滿時轉撥購股權儲備	—	—	—	(3,966)	—	—	—	—	3,966	—	—	—
Shares repurchased	股份購回	31	(16,974)	(22,881)	—	—	—	—	—	—	(39,855)	—	(39,855)
At 31 December 2016	於二零一六年十二月三十一日	1,234,578	1,805,149*	—*	81,876*	800*	(167,209)*	9,106*	(1,117)*	(398,778)*	2,564,405	137,061	2,701,466

Consolidated Statement of Changes in Equity ● 綜合權益變動表

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 parent 母公司擁有人應佔											
		Share capital	Share premium account	Statutory Surplus reserve	Equity-settled share-based payment reserve	Merger reserve	Exchange fluctuation reserve	Asset revaluation reserve	Capital reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	盈餘儲備	以股份為基礎的 付款儲備	合併儲備	匯兌波動儲備	資產重估儲備	資本儲備	累計虧損	總計	非控股權益	權益總計
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note 31)	(note 31)	(note 33)	(note 32)	(note 33)		(note 33)					
		(附註31)	(附註31)	(附註33)	(附註32)	(附註33)		(附註33)					
At 1 January 2017	於二零一七年一月一日	1,234,578	1,805,149	—	81,876	800	(167,209)	9,106	(1,117)	(398,778)	2,564,405	137,061	2,701,466
Profit for the year	年度溢利	—	—	—	—	—	—	—	—	213,675	213,675	66,488	280,163
Other comprehensive income for the year:	年度其他全面收益：												
Exchange differences on:	匯兌差額：												
Translation of foreign operations	換算海外業務	—	—	—	—	—	120,489	—	—	—	120,489	14,470	134,959
Share of other comprehensive loss of associate	分佔聯營公司其他全面虧損	—	—	—	—	—	(735)	—	—	—	(735)	—	(735)
Reclassification adjustments for foreign operations disposed of during the year	於年內出售的海外業務之重新分類調整	—	—	—	—	—	30,595	—	—	—	30,595	—	30,595
Total comprehensive income for the year	年度全面收益總額	—	—	—	—	—	150,349	—	—	213,675	364,024	80,958	444,982
Issue of consideration shares	發行代價股份	34	3,212	6,263	—	—	—	—	—	—	9,475	—	9,475
Capital contribution of non-controlling shareholders	非控股股東注資		—	—	—	—	—	—	—	—	—	63,801	63,801
Equity-settled share-based payment arrangements	股權結算以股份為基礎的付款安排	32	—	—	17,758	—	—	—	—	—	17,758	—	17,758
Share of reserves of associates	分佔聯營公司儲備		—	—	—	—	—	—	4,329	—	4,329	—	4,329
Shares repurchased and cancelled	股份購回及註銷	31	(28,142)	(43,656)	—	—	—	—	—	—	(71,798)	—	(71,798)
Transfer from retained profits	轉撥自保留溢利		—	—	11,365	—	—	—	—	(11,365)	—	—	—
At 31 December 2017	於二零一七年十二月三十一日	1,209,648	1,767,756*	11,365*	99,634*	800*	(16,860)*	9,106*	3,212*	(196,468)*	2,888,193	281,820	3,170,013

* These reserve accounts comprise the consolidated reserves of HK\$1,678,545,000 (2016: HK\$1,329,827,000) in the consolidated statement of financial position.

* 該等儲備賬包括綜合財務狀況表之綜合儲備 1,678,545,000 港元 (二零一六年：1,329,827,000 港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

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			
Profit/(loss) before tax:		445,461	(86,155)
Adjustments for:			
Finance costs	7	4,363	4,632
Share of profits and losses of associates		5,302	11,770
Interest income	5	(39,522)	(18,118)
Amortisation of other intangible assets	6	902	281
Amortisation of prepaid land lease payments	6	17,116	26,212
Depreciation	6	10,305	7,795
Loss on disposal of items of property, plant and equipment	5	67	1,847
Changes in fair value of investment properties	5,14	11,792	(3,285)
Impairment loss	6	—	3,281
Equity-settled share-based payment expense	32	17,758	41,062
Fair value gain on financial assets at fair value through profit or loss	5	(1,169)	(49,160)
(Gain)/loss on disposal of subsidiaries	5,35	(576,121)	8,225
Gain on deemed disposal of a partial interest in an associate	5	—	(431)
Fair value adjustment of contingent consideration	5,34	3,747	(15,047)
Dividend income	5	(1,435)	(1,853)
Handling fee income from a loan to director		—	(1,200)
Gain on remeasurement of the previously existing interest in an associate	5,34	—	(2,495)
		(101,434)	(72,639)
Increase in inventories		(20,908)	(15,434)
Increase in trade receivables		(16,312)	(11,047)
Increase in prepayments, deposits and other receivables		(38,343)	(1,198)
Increase/(decrease) in trade payables		6,871	(2,474)
Increase in other payables and accruals		55,277	9,808
Effect of foreign exchange rate changes, net		32,348	1,303
Cash used in operations		(82,501)	(91,681)
PRC corporate income tax paid		(2,221)	(1,879)
Net cash flow used in operating activities		(84,722)	(93,560)

Consolidated Statement of Cash Flows ● 綜合現金流量表

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
	Notes 附註			
CASH FLOWS FROM INVESTING ACTIVITIES				
Investment activities				
Interest received			39,530	16,141
Purchase of items of property, plant and equipment			(151,263)	(105,479)
Addition to prepaid land lease payment			(200,878)	—
Additions to intangible assets	17		(645)	(541)
Disposal of subsidiaries	35		1,022,417	158,708
Purchases of available-for-sale investments			(105,164)	—
Proceeds from disposal of property, plant and equipment			379	—
Consideration deposits received	28		—	36,891
Acquisition of a subsidiary	34		(6,763)	(76,605)
Advances of loans to non-controlling interests			(3,821)	—
Investments in associates			(310,822)	(64,342)
Purchase of financial assets at fair value through profit or loss			(109,992)	(64,683)
Proceeds from disposal of financial assets at fair value through profit or loss			142,283	5,118
Advances of loans to third parties			(72,383)	—
Repayment of loans to third parties			18,610	—
Advances of loans to related parties			(83,374)	—
Increase in non-pledged time deposits with original maturity of over three months when acquired			(423)	(73,014)
Decrease in non-pledged time deposits with original maturity of over three months when acquired			80,338	—
Increase in pledged bank deposits			—	(21,900)
Decrease in pledged bank deposits			21,900	—
Dividend received			1,435	1,853
Hong Kong profit tax paid on investing activities			(2,361)	—
PRC corporate income tax paid on investing activities			(69,198)	—
Repayment of loan to a director			73,000	—
Loan to a director			—	(133,800)
Net cash flows from/(used in) investing activities			282,805	(321,653)

Consolidated Statement of Cash Flows ● 綜合現金流量表

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

		Note 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 FINANCING ACTIVITIES	融資活動所得現金流量			
Purchase of shares for cancellation	購買股份作註銷	31	(71,798)	(39,855)
Capital contributions from non-controlling shareholders	非控股股東注資		63,801	2,892
New bank loans	新銀行貸款		115,330	113,276
New other borrowings	其他新借款		4,152	—
Repayments of bank loans	償還銀行貸款		(72,030)	(49,156)
Interest paid	已付利息		(4,148)	(4,632)
Net cash flows from financing activities	融資活動所得現金流量淨額		35,307	22,525
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加／(減少)淨額		233,390	(392,688)
Cash and cash equivalents at beginning of year	年初現金及現金等值物		218,028	621,790
Effect of foreign exchange rate changes, net	匯率變動影響淨額		19,757	(11,074)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終現金及現金等值物		471,175	218,028
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物結餘分析			
Cash and bank balances	現金及銀行結餘		128,901	121,543
Time deposits	定期存款		342,535	146,478
Principal protected structure deposits	保本結構性存款		—	30,183
Cash and cash equivalents as stated in the consolidated statement of financial position	綜合財務狀況表所示之現金及現金等值物		471,436	298,204
Non-pledged time deposits and principal protected structure deposits with original maturity of over three months when acquired	於取得時原到期日超過三個月之無抵押定期存款及保本結構性存款		(261)	(80,176)
Cash and cash equivalents as stated in the consolidated statement of cash flows	綜合現金流量表所示之現金及現金等值物		471,175	218,028

Notes to Financial Statements

財務報表附註

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

1. CORPORATE AND GROUP INFORMATION

Beijing Enterprises Medical and Health Industry Group Limited (the "Company") is a limited liability company incorporated in the Cayman Islands and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 26 April 2002. The registered address of the Company is Century Yard, Cricket Square, Hutchins Drives, P.O. Box 2681 GT, Grand Cayman, British West Indies.

During the year, the Company and its subsidiaries (collectively referred to as the "Group") were involved in the provision of medical care, health care and geriatric care related services and products in the People's Republic of China (the "PRC").

In the opinion of the directors, the major shareholder of the Company is Beijing Properties (Holdings) Limited ("BPHL"), which was incorporated in Bermuda, ultimately held by Beijing Enterprises Group Company Limited and the shares of which are listed on the Stock Exchange.

Information about subsidiaries

Particulars of the Company's principal subsidiaries and structured entity are as follows:

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及營 運地點	Issued ordinary/ registered share capital 已發行普通股/註冊 股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
United Win International Corporation ("United Win") [®]	British Virgin Islands/Hong Kong 英屬處女群島/香港	Ordinary US\$100 普通股100美元	100%	—	Investment holding 投資控股
北京眾成互聯投資諮詢有限公司 (Beijing Zhong Cheng Hu Lian Investment Advisory Co., Ltd.) ^{*#}	PRC/Mainland China 中國/中國內地	Registered capital RMB30,000,000 註冊資本人民幣 30,000,000元	—	100%	Investment management consulting 投資管理諮詢
上海翀遠投資管理有限公司 (「上海翀遠」) (Shanghai Chongyuan Investment Management Company Limited*, "Shanghai Chongyuan") ^{*#}	PRC/Mainland China 中國/中國內地	Registered capital RMB20,000,000 註冊資本人民幣 20,000,000元	—	100%	Investment holding 投資控股

1. 公司及集團資料

北控醫療健康產業集團有限公司(「本公司」)為於開曼群島註冊成立之有限公司，其股份自二零零二年四月二十六日起在香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊地址為 Century Yard, Cricket Square, Hutchins Drives, P.O. Box 2681 GT, Grand Cayman, British West Indies。

年內，本公司及其附屬公司(統稱「本集團」)於中華人民共和國(「中國」)提供醫療、健康及養老相關服務及產品。

董事認為，本公司主要股東為北京建設(控股)有限公司(「北京建設」)，北京建設於百慕達註冊成立，由北京控股集團有限公司最終持有，其股份於聯交所主板上市。

有關附屬公司之資料

本公司之主要附屬公司及結構性實體詳情如下：

Notes to Financial Statements ● 財務報表附註

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

1. CORPORATE AND GROUP INFORMATION (Continued) Information about subsidiaries (Continued)

1. 公司及集團資料(續) 有關附屬公司之資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及營 運地點	Issued ordinary/ registered share capital 已發行普通股/註冊 股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
北京龍地工藝美術品有限責任公司 (「龍地」) (Beijing Dragon Ground Arts & Crafts Limited*, "Dragon Ground") ^{⑥^}	PRC/Mainland China 中國/中國內地	Registered capital RMB90,000,000 註冊資本人民幣 90,000,000元	—	70%	Property investment 物業投資
金太陽(北京)居家養老服務 有限公司 (Golden Sun (Beijing) Service Co., Ltd.)* ^{⑥^}	PRC/Mainland China 中國/中國內地	Registered capital RMB10,000,000 註冊資本人民幣 10,000,000元	—	50.30%	Home-based geriatric care 居家養老
上海駿帛紡織品有限公司 (「上海駿帛」) (Shanghai Junbo Textile Co., Ltd.)*, "Shanghai Junbo") ^{⑥^}	PRC/Mainland China 中國/中國內地	Registered capital RMB30,000,000 註冊資本人民幣 30,000,000元	—	100%	Medical and related property development 醫療及相關物業發展
北京陸港國際物流有限公司 (「陸港」) (Beijing Inland Port International Logistics Co., Ltd.)*, "Lugang") ^{⑥&}	PRC/Mainland China 中國/中國內地	Registered capital RMB199,095,322 註冊資本人民幣 199,095,322元	—	82.24%	Medical and related property development 醫療及相關物業發展
北京偉森盛業傢俱有限公司 (Beijing Vissam Prosperity Furniture Limited*) ^{⑥^}	PRC/Mainland China 中國/中國內地	Registered capital RMB50,000,000 註冊資本人民幣 50,000,000元	—	60%	Trading geriatric care related furniture 買賣養老家具
北京康愛醫養家具有限公司 (Beijing Kangai Geriatric Furniture Co., Ltd.)* ^{⑥^}	PRC/ Mainland China 中國/中國內地	Registered capital RMB20,000,000 註冊資本人民幣 20,000,000元	—	60%	Trading geriatric care related furniture 買賣養老家具

1. CORPORATE AND GROUP INFORMATION (Continued)
Information about subsidiaries (Continued)

1. 公司及集團資料(續)
有關附屬公司之資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/註冊及營 運地點	Issued ordinary/ registered share capital 已發行普通股/註冊 股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
福建省福齡金太陽健康養老股份有限公司(「金太陽」)(Fujian Fu Ling Golden Sun Health and Geriatric Company Limited*, "Golden Sun") ^{@^}	PRC/ Mainland China 中國/中國內地	Registered capital RMB42,857,143 註冊資本人民幣 42,857,143元	—	51%	Home-based geriatric care 居家養老
北京良醫聯盟科技有限公司(良醫聯盟)(Beijing Top-Doctors Technology Company Limited* "Top-Doctors") ^{@^}	PRC/ Mainland China 中國/中國內地	Registered capital RMB15,385,000 註冊資本人民幣 15,385,000元	—	65%	On-line medical services 線上醫療服務

@ Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

Registered as wholly-foreign-owned enterprises under PRC law

^ Registered as limited liability companies under PRC law

& Registered as a Sino-foreign joint venture under PRC law

* The English names of the above companies represent the best efforts by management of the Company in directly translating the Chinese names of these companies as no English names have been registered or available.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

@ 未經香港安永或安永環球網絡另一成員公司審核

根據中國法律註冊為外商獨資企業

^ 根據中國法律註冊為有限公司

& 根據中國法律註冊為中外合資企業

* 上述公司的英文名稱乃本公司管理層盡最大努力自該等公司之中文名稱直接翻譯，原因為該等公司並無註冊或可得的英文名稱。

上表列出董事認為主要影響本集團本年度業績或組成資產淨值重大部分之本公司附屬公司。董事認為，如列出其他附屬公司之詳情將導致資料過於冗長。

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, financial assets at fair value through profit or loss and contingent consideration payables, which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2017. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2.1 編製基準

該等財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)(當中亦包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定編製。該等財務報表已根據歷史成本常規編製，惟按公平值計量的投資物業、透過損益以公平值列賬之金融資產及或然應付代價除外。該等財務報表以港元(「港元」)呈列，而除另有指明外，所有數值均調整至最接近的千位數。

綜合基準

綜合財務報表包括本公司及其附屬公司截至二零一七年十二月三十一日止年度的財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團因參與投資對象的業務而可或有權獲得可變回報，並有能力透過對投資對象的權力(即賦予本集團目前主導投資對象相關業務的能力的現有權利)影響該等回報時，則視為擁有控制權。

倘本公司直接或間接擁有少於投資對象大多數投票或類似權利的權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司的財務報表乃按與本公司一致的報告期及會計政策編製。附屬公司的業績由本集團取得控制權當日起綜合計算，並繼續綜合計算，直至該控制權終止之日為止。

2.1 BASIS OF PREPARATION (Continued)**Basis of consolidation (Continued)**

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

Amendments to HKAS 7	<i>Disclosure Initiative</i>
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i>
Amendments to HKFRS 12 included in <i>Annual Improvements to HKFRSs 2014-2016 Cycle</i>	<i>Disclosure of Interests in Other Entities: Clarification of the Scope of HKFRS 12</i>

None of the above amendments to HKFRSs has had a significant financial effect on these financial statements. Disclosure has been made in note 36 to the consolidated financial statements upon the adoption of amendments to HKAS 7, which require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes.

**2.1 編製基準(續)
綜合基準(續)**

即使會導致非控制權益出現虧損結餘，損益表及其他全面收益的各個組成部分仍會歸屬於本集團母公司擁有人及非控制權益。所有與本集團成員公司間交易有關的集團內公司間資產及負債、權益、收入、開支及現金流量於綜合賬目時全數抵銷。

倘事實及情況顯示上述三項控制權元素中的一項或多項元素有變動，則本集團會重新評估其是否擁有投資對象的控制權。於附屬公司擁有權益的變動(並無失去控制權)於入賬時列作權益交易。

倘本集團失去對附屬公司的控制權，則應終止確認(i)附屬公司的資產(包括商譽)及負債；(ii)任何非控制權益的賬面值；及(iii)計入權益的累計匯兌差額；並確認(i)已收代價的公平值；(ii)任何留存投資的公平值；及(iii)因而產生並計入損益的任何盈虧。先前於其他全面收益已確認的本集團應佔部分會視乎適當情況，按倘本集團直接出售相關資產或負債所要求的相同基準重新分類至損益或保留溢利。

2.2 會計政策及披露變動

本集團於本年度之財務報表首次採用下列經修訂之香港財務報告準則。

香港會計準則第7號之修訂	<i>披露計劃</i>
香港會計準則第12號之修訂	<i>就未變現虧損確認遞延稅項資產</i>
香港財務報告準則第12號之修訂(包括於香港財務報告準則二零一四年至二零一六年週期之年度改進內)	<i>於其他實體的權益披露：對香港財務報告準則第12號之範圍的澄清</i>

上述香港財務報告準則之修訂對該等財務報表並無重大財務影響。香港會計準則第7號之修訂規定實體須披露資料，讓財務報表使用者可評估融資活動所產生負債的變動，包括因現金流量及非現金變動而產生的變動，本公司已於採用該修訂後相應於綜合財務報表附註36作出披露。

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

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i> ¹
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> ¹
HKFRS 9	<i>Financial Instruments</i> ¹
Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i> ²
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁴
HKFRS 15	<i>Revenue from Contracts with Customers</i> ¹
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i> ¹
HKFRS 16	<i>Leases</i> ²
HKFRS 17	<i>Insurance Contracts</i> ³
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i> ²
Amendments to HKAS 40	<i>Transfers of Investment Property</i> ¹
HK(IFRIC)-Int 22	<i>Foreign Currency Transactions and Advance Consideration</i> ¹
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i> ²
Annual Improvements 2014–2016 Cycle	Amendments to HKFRS 1 and HKAS 28 ¹
Annual Improvements 2015–2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 ²

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for annual periods beginning on or after 1 January 2019

³ Effective for annual periods beginning on or after 1 January 2021

⁴ No mandatory effective date yet determined but available for adoption

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於該等財務報表內應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第2號之修訂	以股份為基礎付款之交易的分類及計量 ¹
香港財務報告準則第4號之修訂	應用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合約 ¹
香港財務報告準則第9號	金融工具 ¹
香港財務報告準則第9號之修訂	具有負補償之預付款項特性 ²
香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂	投資者與其聯營公司或合營公司之間的資產出售或注資 ⁴
香港財務報告準則第15號	來自客戶合約之收入 ¹
香港財務報告準則第15號之修訂	對香港財務報告準則第15號來自客戶合約之澄清 ¹
香港財務報告準則第16號	租賃 ²
香港財務報告準則第17號	保險合約 ³
香港會計準則第28號之修訂	於聯營公司及合營公司之長期權益 ²
香港會計準則第40號之修訂	轉撥投資物業 ¹
香港(國際財務報告詮釋委員會)一詮釋第22號	外幣交易及墊付代價 ¹
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅處理之不確定性 ²
二零一四年至二零一六年週期的年度改進	香港財務報告準則第1號及香港會計準則第28號之修訂 ¹
二零一五年至二零一七年週期的年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂 ²

¹ 於二零一八年一月一日或之後開始之年度期間生效

² 於二零一九年一月一日或之後開始之年度期間生效

³ 於二零二一年一月一日或之後開始之年度期間生效

⁴ 並無釐定強制生效日期但可供採納

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below. Of those standards, HKFRS 15 will be applicable for the Group's financial year ending 31 December 2018 and is not expected to have a significant impact upon adoption. Whilst management has performed a detailed assessment of the estimated impacts of this standard, that assessment is based on the information currently available to the Group. The actual impacts upon adoption could be different to those below, depending on additional reasonable and supportable information being made available to the Group at the time of applying the standard.

The HKICPA issued amendments to HKFRS 2 in August 2016 that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet an employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if they elect to adopt for all three amendments and other criteria are met. The Group will adopt the amendments from 1 January 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

有關預期適用於本集團之香港財務報告準則之進一步資料載述如下。在該等準則中，香港財務報告準則第15號將適用於本集團截至二零一八年十二月三十一日止財政年度，並預期於採納後將不會造成重大影響。管理層已就該準則的估計影響進行詳盡評估，該評估乃按本集團現時可得的資料作出。採納後之實際影響或會有別於下文，視乎本集團於應用該準則時可得之額外合理及具支持資料。

香港會計師公會於二零一六年八月頒佈對香港財務報告準則第2號之修訂，以處理三個主要範疇：歸屬條件對計量以現金結算以股份為基礎付款之交易的影響；為僱員履行與以股份為基礎付款相關之稅務責任而預扣若干金額的具有淨額結算特質之以股份為基礎付款之交易的分類；及對以股份為基礎付款之交易的條款及條件作出令其分類由現金結算變為股權結算之修訂時的入賬。該等修訂澄清計量股權結算以股份為基礎付款時歸屬條件的入賬方法亦適用於現金結算以股份支付之款項。該等修訂引入一個例外情況，在符合若干條件時，為僱員履行稅務責任而預扣若干金額的具有淨額結算特質之以股份為基礎付款之交易，乃整項分類為股權結算以股份為基礎付款之交易。此外，該等修訂澄清，倘現金結算以股份為基礎付款之交易的條款及條件被修訂，令其成為股權結算以股份為基礎付款之交易，則該交易自修訂日期起作為股權結算交易入賬。於採納時，實體須應用該等修訂而並無重列先前期間，惟倘選擇採納全部三項修訂且已符合其他準則，則容許追溯應用。本集團將自二零一八年一月一日起採納該等修訂。該等修訂預期不會對本集團之財務報告產生任何重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group will adopt HKFRS 9 from 1 January 2018. The Group will not restate comparative information and will recognise any transition adjustments against the opening balance of equity at 1 January 2018. During 2017, the Group has performed a detailed assessment of the impact of the adoption of HKFRS 9. The expected impact related to the classification and measurement and the impairment requirement are summarised as follows:

(a) Classification and measurement

The Group does not expect that the adoption of HKFRS 9 will have a significant impact on the classification and measurement of its financial assets. It expects to continue measuring at fair value all financial assets currently held at fair value. Quoted equity shares currently held as financial assets at fair value through profit or loss with gains and losses recorded in profit or loss, which is same requirement of HKFRS 9. Therefore, reclassification for these instrument is not required.

The equity shares in non-listed companies are intended to be held for the foreseeable future. No impairment losses were recognised in profit or loss during prior periods for these investments. The Group will apply the option to present fair value changes in other comprehensive income, and, therefore, the application of HKFRS 9 will not have a significant impact

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

於二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號的最終版本，將金融工具項目的所有階段合併以取代香港會計準則第39號以及香港財務報告準則第9號之所有以往版本。該準則引入分類及計量、減值及對沖會計之新要求。本集團將自二零一八年一月一日起採納香港財務報告準則第9號。本集團將不會重列可資比較資料，且將會就二零一八年一月一日的期初權益結餘確認任何過渡性調整。於二零一七年內，本集團已對採納香港財務報告準則第9號之影響進行詳盡評估。有關分類及計量的預期影響以及減值要求概述如下：

(a) 分類及計量

本集團預期採納香港財務報告準則第9號將不會對其金融資產之分類及計量造成重大影響。其預期將會繼續按公平值計量所有目前按公平值持有之金融資產。目前持有作透過損益以公平值列賬之金融資產而收益及虧損在損益內列賬之有報價股本股份，其要求與香港財務報告準則第9號相同。因此，毋須重新分類該等工具。

非上市公司股本股份擬就可見將來持有。於過往期間內概無就該等投資確認任何減值虧損。本集團將應用選擇權於其他全面收益內呈列公平值變動，故應用香港財務報告準則第9號將不會造成重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)**(a) Classification and measurement (Continued)**

Loans as well as trade receivables are held to collect contractual cash flows and are expected to give rise to cash flows representing solely payments of principal and interest. The Group analysed the contractual cash flow characteristics of those instruments and concluded they meet the criteria for amortised cost measurement under HKFRS 9. Therefore, reclassification for these instruments is not required.

(b) Impairment

HKFRS 9 requires the Group to record expected credit losses on all of its debt securities, loans and trade receivables, either on a 12-month or lifetime basis. The Group will apply the simplified approach and record lifetime expected losses on all trade and other receivables. The Group does not expect that the adoption of IFRS 9 will have a significant impact on the impairment assessment of its financial assets.

Amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)**(a) 分類及計量 (續)**

貸款及應收貿易賬款乃持有以收取合約性現金流量，且預期會產生純粹代表本金及利息付款之現金流量。本集團分析該等工具之合約性現金流量特性，並認為其符合香港財務報告準則第9號項下有關攤銷成本計量之準則。因此，毋須就該等工具進行重新分類。

(b) 減值

香港財務報告準則第9號要求本集團記賬其全部債務證券、貸款及應收貿易賬款於12個月或年期之預期信貸損失。本集團將應用簡化方針，並記賬所有應收貿易賬款及其他應收款項之年期預期損失。本集團預期採納香港財務報告準則第9號將不會對其財務資產的減值評估有重大影響。

香港財務報告準則第10號及香港會計準則第28號(二零一一年)的修訂針對香港財務報告準則第10號及香港會計準則第28號(二零一一年)的規定於處理投資者與其聯營公司或合營公司之間的資產出售或注資時的不一致性。該等修訂規定投資者與其聯營公司或合營公司之間的資產出售或注資構成一項業務時，須全數確認盈虧。至於涉及不構成業務的資產的交易，交易產生的盈虧於投資者的損益確認，惟僅以非關連投資者於該聯營公司或合營公司的權益為限。該等修訂將於日後應用。香港會計師公會於二零一六年一月取消香港財務報告準則第10號及香港會計準則第28號(二零一一年)的修訂先前的強制性生效日期，新的強制性生效日期將於對聯營公司及合營公司之會計處理的更全面檢討完成後釐定。然而，該等修訂現時可予採納。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 15, issued in July 2014, establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. Either a full retrospective application or a modified retrospective adoption is required on the initial application of the standard. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group plans to adopt the transitional provisions in HKFRS 15 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained earnings at 1 January 2018. In addition, the Group plans to apply the new requirements only to contracts that are not completed before 1 January 2018. The Group expects that the transitional adjustment to be made on 1 January 2018 upon initial adoption of HKFRS 15 will not be material. However, the expected changes in accounting policies, as further explained below, will have a material impact on the Group's financial statements from 2018 onwards. During 2017, the Group has performed a detailed assessment on the impact of the adoption of HKFRS 15.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港財務報告準則第15號於二零一四年七月頒佈，訂立新五步驟模型，以將來自客戶合約的收入列賬。根據香港財務報告準則第15號，收入按反映實體預期向客戶交付貨品或服務而有權換取的代價金額確認。香港財務報告準則第15號的原則為計量及確認收入提供更有條理的方法。該項準則亦引入大量定性及定量披露規定，包括分拆總收入、有關履約責任的資料、合約資產及負債賬目結餘於各期間的變動以及主要判斷及估計。該項準則將取代香港財務報告準則的所有現行收入確認規定。於初始應用該準則時須作出全面追溯應用或經修改追溯採納。於二零一六年六月，香港會計師公會頒佈香港財務報告準則第15號的修訂，以應對有關識別履約責任、委託人及代理人的應用指引及知識產權許可，以及過渡的實行問題。該等修訂亦旨在確保實體更貫徹一致地應用香港財務報告準則第15號，並減低應用該準則的成本及複雜程度。本集團預期於二零一八年一月一日採納香港財務報告準則第15號。本集團計劃採納香港財務報告準則第15號之過渡性條文，以確認初始採納之累計影響為於二零一八年一月一日之期初保留盈利結餘調整。此外，本集團計劃僅對於二零一八年一月一日前尚未完成之合約應用新規定。本集團預期，於初始採納香港財務報告準則第15號後將於二零一八年一月一日作出之過渡性調整將並不重大。然而，會計政策之預期變動(如下文進一步闡釋)將會對二零一八年起之本集團財務報表造成重大影響。於二零一七年內，本集團已就採納香港財務報告準則第15號的影響進行詳盡評估。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

The Group's principal activities consist of the sale of furniture and the provision of medical care, health care and geriatric care related services. The expected impacts arising from the adoption of HKFRS 15 on the Group are summarised as follows:

(a) Sale of furniture with installation services

The Group provides installation services for the sale of furniture products. Currently, when installation services are bundled together with the sale of furniture products, revenue from the sale of furniture products is recognised after the installation services are completed. Upon the adoption of HKFRS 15, revenue from the sale of furniture products will be recognised at a point in time when control of the asset is transferred to the customer, generally on delivery of the goods. The Group has assessed that the installation services bundled together with the sale of furniture products are not distinct and are not considered as separate performance obligations under HKFRS 15, because customers only accept goods at the point when goods are delivered and installation is completed.

Based on the initial assessment, the Group did not identify material differences between the transfer of control and the current transfer of risk and rewards. As such, the Group does not anticipate material difference in the timing of revenue recognition for the sales of products.

In preparing to adopt HKFRS 15, the Groups is considering the following:

(i) Variable consideration

Some contracts with customers provide a deposit for quality guarantee by 5% of the contract amount. Currently, the Group recognises revenue from the sale of goods measured at the fair value of the considerations received or receivable, net of returns and allowances and trade discounts. If revenue cannot be reliably measured, the Group defers revenue recognition until the uncertainty is resolved. Such provisions give rise to variable consideration under HKFRS 15, and will be required to be estimated at contract inception and updated thereafter.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

本集團之主要業務包括銷售傢俬，以及提供醫療、健康及養老相關服務。採納香港財務報告準則第15號對本集團產生之預期影響概述如下：

(a) 銷售傢俬連同安裝服務

本集團就銷售傢俬產品提供安裝服務。目前，當安裝服務與銷售傢俬產品捆綁時，銷售傢俬產品的收入會於完成安裝服務後確認。於採納香港財務報告準則第15號後，銷售傢俬產品之收入將於資產控制權轉移至客戶之時點（一般於交付貨品時）確認。本集團已評估與銷售傢俬產品捆綁的安裝服務並為獨立，故並不被視為香港財務報告準則第15號項下的獨立履約責任，原因是客戶僅於交付貨品及完成安裝之時點方會接納貨品。

基於初始評估，本集團並無識別出轉移控制權與現時轉移風險及回報之間存在重大差異。因此，本集團預計就銷售產品確認收入的時間不會出現重大差異。

於準備採納香港財務報告準則第15號時，本集團已考慮下列各項：

(i) 可變代價

部分客戶合約規定達合約金額5%的質量保證按金。目前，本集團按已收或應收代價的公平值（扣除退貨及備抵以及貿易折扣）計量而確認銷售貨品收入。倘未能可靠地計量收入，本集團會遞延收入確認，直至解決不確定情況為止。有關條文產生香港財務報告準則第15號項下之可變代價，並將需要於合約起始時估計且於其後更新。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)**(a) Sale of furniture with installation services (Continued)***(i) Variable consideration (Continued)*

HKFRS 15 requires the estimated variable consideration to be constrained to prevent over-recognition of revenue. The Group expects that application of the constraint will not result in changes of the amount of revenue recognition under current HKFRS 15, as it estimates that deposit for quality guarantee will be fully receivable at the end of the guarantee period.

(ii) Warranty obligations

The Group generally provides for warranties for general repairs of 3 to 5 years based on statutory requirement and product feature, and does not provide extended warranties in its contracts with customers. As such, most existing warranties will be assurance-type warranties under HKFRS 15, which will continue to be accounted for under HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*, consistent with its current practice. However, in certain non-standard contracts, the Group provides extended warranties that are currently accounted for under HKAS 37. Under HKFRS 15, such warranties will be accounted for as service-type warranties and, therefore, will be accounted for as separate performance obligations to which the Group allocates a portion of the transaction price. When the Group adopts HKFRS 15 in 2018, the following adjustments are expected for 2017: the revenue that should be allocated to the sale of service-type warranties (HK\$227,000) will be deferred and presented as the non-current portion of contract liabilities of HK\$227,000. Since the Group did not have any unfulfilled extended warranties related to the year prior to 2017, retained earnings as at 31 December 2017 will decrease by HK\$227,000.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)**(a) 銷售傢俬連同安裝服務 (續)***(i) 可變代價 (續)*

香港財務報告準則第15號要求限制估計可變代價，以避免過度確認收入。本集團預期應用該限制將不會導致根據當前香港財務報告準則第15號確認收入的金額出現變動，原因是其估計質量保證按金將可於擔保期末悉數收取。

(ii) 保養責任

本集團一般按照法定規定及產品特性就一般維修提供達3至5年的保養，且於與其客戶合約中並無提供延長保養。因此，大部分現有保養將為香港財務報告準則第15號項下之保證類保養，其將繼續根據香港會計準則第37號「撥備、或然負債及或然資產」入賬，符合其目前慣例。然而，在若干非標準合約中，本集團提供目前根據香港會計準則第37號入賬之經延長保養。根據香港財務報告準則第15號，該等保養將入賬列為服務類保養，故將會作為獨立履約責任入賬，而本集團會就其分配交易價格的一部分。當本集團於二零一八年採納香港財務報告準則第15號時，預期將會對二零一七年作出下列調整：應分配至銷售服務類保養之收入(227,000港元)將會遞延並呈列為合約負債之非即期部分227,000港元。由於本集團並無有關二零一七年前年度之任何未達成經延長保養，於二零一七年十二月三十一日之保留盈利將扣減227,000港元。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)**(b) Rendering of services**

The Group provides medical care, health care and geriatric care related services. These services are sold on their own contracts with customers. The Group recognises service revenue by reference to the stage of completion. The Group concluded that the services are satisfied over time given that the customer simultaneously receives and consumes the benefits provided by the Group. Consequently, under HKFRS 15, the Group would continue to recognise revenue for these service contracts over time rather than at a point of time.

(c) Advances received from customers

Generally, the Group receives only short-term advances from its customers. They are presented as part of other payables and accruals.

Under HKFRS 15, the Group must determine whether there is a significant financing component in its contracts. However, the Group decided to use the practical expedient provided in HKFRS 15, and will not adjust the promised amount of the consideration for the effects of a significant financing components in the contracts, where the Group expects, at contract inception, that the period between the Group transfer of a promised good to a customer and when the customer pays for that good will be one year or less. Therefore, for short-term advances, the Group will not account for a financing component even if it is significant.

Based on the nature of the goods and services offered and the purpose of payment terms, the Group determined that none of the contracts that require customers to pay long-term advances, i.e. advances are generally required from new customers, as well as customers with a history of late payments, they do not provide customers with an alternative to pay in arrears. In addition, the length of time between when the customer pays for the goods and the Group transfers goods to the customer is relatively short. Therefore, the Group has concluded that there is not a significant financing component in these contracts.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)**(b) 提供服務**

本集團提供醫療、健康及養老相關服務。該等服務乃按與客戶的自身合約銷售。本集團經參考完成階段確認服務收入。本集團總結，鑒於客戶同時收取及耗用本集團提供的福利，該等服務乃隨時間流動而達成。故此，根據香港財務報告準則第15號，本集團將會繼續隨時間流動而非於某一時點就該等服務合約確認收入。

(c) 已收客戶墊款

一般而言，本集團僅自其客戶收取短期墊款，其乃呈列為其他應付款項及應計費用的一部分。

根據香港財務報告準則第15號，本集團必須釐定其合約是否存在重大融資部分。然而，本集團決定採用香港財務報告準則第15號提供之實務情況，且將不會就合約中的重大融資部分調整代價之已承諾金額，當中本集團於合約初始時預期本集團轉移已承諾貨品予客戶及客戶就該貨品付款之間的期間將為一年或以下。因此，就短期墊款而言，即便其屬重大，本集團亦將不會就融資部分入賬。

基於所提供貨品及服務的性質及付款條款之目的，本集團釐定概無合約要求客戶支付長期墊款（即一般要求新客戶及具有遲繳款項記錄的客戶支付墊款），其並無向客戶提供以其他方式預先付款。此外，客戶就貨品付款與本集團向客戶轉移貨品之間的時間相對短暫。因此，本集團已總結，該等合約並無重大融資部分。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)**(d) Presentation and disclosure**

The presentation and disclosure requirements in HKFRS 15 are more detailed than those under the current HKAS 18. The presentation requirements represent a significant change from current practice and will significantly increase the volume of disclosures required in the Group's financial statements. Many of the disclosure requirements in HKFRS 15 are new and the Group has assessed that the impact of some of these disclosure requirements will be significant. In particular, the Group expects that the notes to the consolidated financial statements will be expanded because of the disclosure of significant judgements made on determining the transaction prices of those contracts that include variable consideration, how the transaction prices have been allocated to the performance obligations, and the assumptions made to estimate the stand-alone selling price of each performance obligation. In addition, as required by HKFRS 15, the Group will disaggregate revenue recognised from contracts with customers into categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors. It will also disclose information about the relationship between the disclosure of disaggregated revenue and revenue information disclosed for each reportable segment. In 2017 the Group continued testing of appropriate systems, internal controls, policies and procedures necessary to collect and disclose and required information.

(e) Other adjustments

In addition to the major adjustments described above, on adoption of HKFRS 15, other items of the primary financial statements such as deferred taxes, investments in associate, and share of profit of an associate, will be affected and adjusted as necessary. Furthermore, exchange differences on translation of foreign operations would also be adjusted. The recognition and measurement requirements in HKFRS 15 are also applicable for recognition and measurement of any gains or losses on disposal of non-financial assets (such as items of property and equipment and intangible assets), when that disposal is not in the ordinary course of business. However, on transition, the effect of these changes is not expected to be material for the Group.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)**(d) 呈列及披露**

香港財務報告準則第15號之呈列及披露規定較現行香港會計準則第18號項下者更為詳盡。呈列規定指與現行慣例存在重大變動，並將會大幅增加本集團財務報表所需的披露程度。香港財務報告準則第15號之大部分披露規定均為新增，且本集團已評估部分該等披露規定之影響將屬重大。尤其是，本集團預期，由於就釐定該等包含可變代價的合約的交易價格、如何分配交易價格至履約責任作出重大判斷，且就估計各項履約責任之單獨售價作出假設，故綜合財務報表附註將會擴大。此外，按照香港財務報告準則第15號之規定，本集團會將自客戶合約確認的收入分開為描述收入的性質、金額、時間及不確定性以及現金流量如何受到經濟因素影響之類別。其亦將披露有關披露分離收入與就各可呈報分部披露之收入資料之間的關係的資料。於二零一七年，本集團持續測試收集及披露必要資料所需的合適系統、內部監控、政策及程序。

(e) 其他調整

除上述主要調整外，於採納香港財務報告準則第15號時，其他主要財務報表項目（如遞延稅項、聯營公司投資及分佔一間聯營公司溢利）將會受到影響並按需要調整。另外，換算海外業務之匯兌差額亦將會調整。當有關出售並非在日常業務過程中進行時，香港財務報告準則第15號之確認及計量規定亦適用於確認及計量於出售非金融資產（如物業及設備項目以及無形資產）之任何收益或虧損。然而，於過渡時，該等變動對本集團之影響預期將不會重大。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HKFRS 16, issued in May 2016, replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases — Incentives and* HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees — leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group expects to adopt HKFRS 16 from 1 January 2019. The Group is currently assessing the impact of HKFRS 16 upon adoption, and is considering whether it will choose to take advantage of the practical expedients available and which transition approach and reliefs will be adopted. As disclosed in note 39(b) to the consolidated financial statements, at 31 December 2017, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of approximately HK\$5,732,000. Upon adoption of HKFRS 16, certain amounts included therein may need to be recognised as new right-of-use assets and lease liabilities. Further analysis, however, will be needed to determine the amount of new rights of use assets and lease liabilities to be recognised, including, but not limited to, any amounts relating to leases of low-value assets and short term leases, other practical expedients and reliefs chosen, and new leases entered into before the date of adoption.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港財務報告準則第16號於二零一六年五月頒佈，取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會) — 詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會) — 詮釋第15號經營租賃 — 優惠及香港(準則詮釋委員會) — 詮釋第27號評估涉及租賃法律形式交易的內容。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人對大多數租賃確認資產及負債。該準則包括給予承租人兩項選擇性確認豁免 — 低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期作出租賃付款為負債(即租賃負債)及代表可使用相關資產的權利為資產(即有使用權資產)。除非有使用權資產符合香港會計準則第40號投資物業的定義或乃關於應用重估模型的物業、廠房及設備類別，否則有使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因租賃付款而減少。承租人將須分別確認租賃負債的利息開支及有使用權資產的折舊開支。承租人亦須於若干事件發生時重新計量租賃負債，例如租賃期變更或用於釐定該等付款的一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債的數額確認為有使用權資產的調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理方式。出租人將繼續使用與香港會計準則第17號相同的分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。香港財務報告準則第16號要求承租人及出租人作出較香港會計準則第17號更為廣泛的披露。承租人可選擇使用完全追溯或經修改追溯方針應用該準則。本集團預期將於二零一九年一月一日起採納香港財務報告準則第16號。本集團正評估香港財務報告準則第16號於採納後的影響，並正考慮其是否將利用現有實務及將採納何種過渡方針及寬免。誠如綜合財務報表附註39(b)所披露，於二零一七年十二月三十一日，本集團根據不可撤銷經營租賃擁有未來最低租賃付款合共約5,732,000港元。於採納香港財務報告準則第16號後，當中所納入之若干金額可能需要確認為新使用權資產及租賃負債。然而，將需要作出進一步分析以釐定將予確認之新使用權資產及租賃負債的金額，包括但不限於任何有關低價值資產租賃及短期租賃的金額、所選擇之其他實務情況及寬免，以及於採納日期前訂立之新租賃。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Amendments to HKAS 28 issued in January 2018 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 January 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 January 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.

Amendments to HKAS 40, issued in April 2017, clarify when an entity should transfer property, including property under construction or development, into or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments should be applied prospectively to the changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. An entity should reassess the classification of property held at the date that it first applies the amendments and, if applicable, reclassify property to reflect the conditions that exist at that date. Retrospective application is only permitted if it is possible without the use of hindsight. The Group expects to adopt the amendments prospectively from 1 January 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港會計準則第28號之修訂於二零一八年一月頒佈，澄清香港財務報告準則第9號的範疇例外情況僅包括應用權益法之聯營公司或合營公司之權益，且並不包括實際上組成於聯營公司或合營公司淨投資一部分而權益法並不適用之長期權益。因此，實體應用香港財務報告準則第9號而非香港會計準則第28號，包括香港財務報告準則第9號項下之減值規定，以就有關長期權益入賬。香港會計準則第28號僅就確認聯營公司或合營公司虧損以及聯營公司或合營公司淨投資之減值而言，方會應用於淨投資(包括長期權益)。本集團預期將於二零一九年一月一日採納該等修訂，且將會基於二零一九年一月一日存在之事實及情況，使用該等修訂之過渡性規定評估其有關該等長期權益之業務模型。本集團亦擬於採納該等修訂後應用重列過往期間可資比較資產之寬免。

香港會計準則第40號之修訂於二零一七年四月頒佈，澄清實體應於何時轉入或轉出物業(包括在建或發展中物業)至或自投資物業。該等修訂列明，當物業符合或不再符合投資物業的定義，且有證據顯示用途轉變，則發生用途轉變。管理層純粹有關物業用途轉變的意圖並不提供用途轉變的證據。該等修訂應對於實體首次應用該等修訂或之後開始之年度報告期間發生用途轉變時作出前溯應用。實體應於其首次應用該等修訂當日重新評估於當日所持有物業之分類，而倘適用，則會重新分類物業以反映當日存在之狀況。倘屬可能毋須利用後見之明的情況，方會容許作出追溯應用。該等修訂預期將不會對本集團之財務報表造成任何影響。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

HK(IFRIC)-Int 22, issued in June 2017, provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. Entities may apply the interpretation on a full retrospective basis or on a prospective basis, either from the beginning of the reporting period in which the entity first applies the interpretation or the beginning of the prior reporting period presented as comparative information in the financial statements of the reporting period in which the entity first applies the interpretation. The Group expects to adopt the interpretation prospectively from 1 January 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

HK(IFRIC)-Int 23, issued in July 2017, addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as "uncertain tax positions"). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 January 2019. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

香港(國際財務報告準則詮釋委員會)一詮釋第22號於二零一七年六月頒佈,為實體以外幣收取或支付預付代價及確認非貨幣性資產或負債的情況下,在採納香港會計準則第21號時,應如何釐定交易日期提供指引。該詮釋澄清就釐定於初始確認相關資產、開支或收入(或其一部分)之交易日期為實體初始確認產生自支付或收取墊付代價之非貨幣資產(如預付款項)或非貨幣負債(如遞延收入)當日。倘於確認相關項目前存在多項付款或收款,則實體必須釐定各項墊付代價付款或收款之交易日期。實體可按完全追溯基準或前溯基準,自實體首次應用詮釋之報告期間開始或實體首次應用詮釋之報告期間的財務報表內可資比較資產所呈列之前一報告期開始起應用詮釋。本集團預期將自二零一八年一月一日起前溯採納該詮釋。該等修訂預期將不會對本集團之財務報表造成任何影響。

香港(國際財務報告準則詮釋委員會)一詮釋第23號於二零一七年七月頒佈,處理當稅務處理涉及影響應用香港會計準則第12號之不確定性(通常指「不確定稅務狀況」)時,對所得稅(當期及遞延)之會計處理。該詮釋並不適用於香港會計準則第12號範疇以外之稅項或徵費,亦並無具體包括有關利息及不確定稅務處理相關懲罰的規定。該詮釋具體處理(i)實體是否分開考慮不確定稅務處理;(ii)實體就稅務機關檢查稅務處理作出的假設;(iii)實體如何釐定應課稅溢利或稅務虧損、稅基、未動用稅務虧損、未動用稅務抵免及稅率;及(iv)實體如何考慮事實及情況之變動。該詮釋乃追溯應用,即完全追溯而並無利用後見之明或追溯而應用之累計影響乃作為對初始應用當日之期初權益作出調整,而並無重列可資比較資料。本集團預期將自二零一九年一月一日起採納該詮釋。該等修訂預期將不會對本集團之財務報表造成任何重大影響。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Insurance Contracts

In January 2018, the HKICPA issued HKFRS 17 *Insurance Contracts*, a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, HKFRS 17 will replace the existing HKFRS 4 *Insurance Contracts*. The standard applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply. The overall objective of the standard is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in HKFRS 4, which are largely based on grandfathering previous local accounting policies, the standard provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of the standard is the general model, supplemented by:

- a specific adaptation for contracts with direct participation features (the variable fee approach)
- a simplified approach (the premium allocation approach) mainly for short-duration contracts.

HKFRS 17 is effective for reporting periods beginning on or after 1 January 2021. Early application is permitted, provided the entity also applies HKFRS 9 and HKFRS 15 on or before the date it first applies HKFRS 17. The standard is not expected to have any impact on the Group.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

保險合約

於二零一八年一月，香港會計師公會頒佈香港財務報告準則第17號「保險合約」，為有關保險合約之全面新會計準則，涵蓋確認及計量、呈列及披露。一經生效，香港財務報告準則第17號將會取代現行香港財務報告準則第4號「保險合約」。該準則適用於所有類別保險合約（即人壽、非人壽、直接保險及再保險），而不論出具有關合約之實體類別，亦適用於具有酌情參與特性的若干擔保及金融工具。數項範疇例外情況將適用。該準則之整體目標為就保險合約提供對保險人而言更為有用及一致之準則。與香港財務報告準則第4號之規定（大致上建基於不溯既往之先前地方會計政策）相反，該準則就保險合約提供全面模型，涵蓋所有相關會計範疇。該準則之核心為一般模型，並由下列各項補充：

- 具有直接參與特性合約之具體調整（可變費用方針）
- 主要關於短期合約之簡化方針（溢價分配方針）。

香港財務報告準則第17號於二零二一年一月一日或之後開始之報告期間生效，並容許提前應用，惟實體於其首次應用香港財務報告準則第17號當日或之前亦須應用香港財務報告準則第9號及香港財務報告準則第15號。該準則預期將不會對本集團造成任何影響。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Annual Improvements to HKFRSs 2014–2016 Cycle issued in March 2017, sets out amendments to HKFRS 1, HKFRS 12 and HKAS 28. Except for the amendments to HKFRS 12 which have been adopted by the Group for the current year's financial statements, the Group expects to adopt the amendments from 1 January 2018. None of the amendments are expected to have a significant financial impact on the Group. Details of the amendments to HKFRS 1 and HKAS 28 are as follows:

- HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards*: Deletes the short-term exemptions for first-time adopters because the reliefs provided in the exemptions are no longer applicable.
- HKAS 28 *Investments in Associates and Joint Ventures*: Clarifies that an entity that is a venture capital organisation, or other qualifying entity, may elect, at initial recognition on an investment-by-investment basis, to measure its investments in associates and joint ventures at fair value through profit or loss. If an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may elect to retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries when applying the equity method. This election is made separately for each investment entity associate or joint venture, at the later of the date on which (i) the investment entity associate or joint venture is initially recognised; (ii) the associate or joint venture becomes an investment entity; and (iii) the investment entity associate or joint venture first becomes a parent. These amendments should be applied retrospectively.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

「香港財務報告準則二零一四年至二零一六年週期的年度改進」於二零一七年三月頒佈，當中載列對香港財務報告準則第1號、香港財務報告準則第12號及香港會計準則第28號之修訂。除對香港財務報告準則第12號之修訂(本集團已於本年度之財務報表採納)外，本集團預期將自二零一八年一月一日起採納該等修訂。預期概無修訂將會對本集團造成重大財務影響。香港財務報告準則第1號及香港會計準則第28號之修訂詳情如下：

- 香港財務報告準則第1號「首次採納香港財務報告準則」：由於豁免提供的寬免不再適用，故刪除首次採納者之短期豁免。
- 香港會計準則第28號「於聯營公司及合營公司之投資」：澄清屬於合資組織之實體或其他合資格實體可於初始確認時按逐項投資選擇按公允值透過損益計量其於聯營公司及合營公司之投資。倘實體本身並非投資實體，而於屬於投資實體之聯營公司或合營公司中擁有權益，則該實體可選擇保留該投資實體聯營公司或合營公司於應用權益法時應用於投資實體聯營公司或合營公司於附屬公司權益之公平值計量。該選擇乃就各投資實體聯營公司或合營公司於丁列日期之較遲者獨立作出：(i)投資實體聯營公司或合營公司初始確認；(ii)聯營公司或合營公司成為投資實體；及(iii)投資實體聯營公司或合營公司首次成為母公司。該等修訂應追溯應用。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

Annual Improvements to HKFRSs 2015–2017 Cycle, issued in February 2018, sets out amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23. The Group expects to adopt the amendments from 1 January 2019. None of the amendments are expected to have a significant financial impact on the Group. Details of the amendments are as follows:

- HKFRS 3 *Business Combinations*: Clarifies that, when an entity obtains control of a business that is a joint operation, it must apply the requirements for a business combination achieved in stages and remeasure its entire previously held interest in the joint operation at fair value.
- HKFRS 11 *Joint Arrangements*: Clarifies that when an entity that participates in, but does not have joint control of a joint operation, obtains joint control over that joint operation that is a business, it does not remeasure the interest it previously held in that joint operation.
- HKAS 12 *Income Taxes*: Clarifies that an entity recognises all income tax consequences of dividends in profit or loss, other comprehensive income or equity, depending on where the entity recognised the originating transaction or event that generated the distributable profits giving rise to the dividend.
- HKAS 23 *Borrowing Costs*: Clarifies that an entity treats as part of general borrowings any specific borrowing originally made to develop a qualifying asset, and that is still outstanding, when substantially all of the activities necessary to prepare that asset for its intended use or sales are complete.

2.3 已頒佈但尚未生效之香港財務報告準則 (續)

[香港財務報告準則二零一五年至二零一七年週期的年度改進]於二零一八年二月頒佈，當中載列對香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂。本集團預期將自二零一九年一月一日起採納該等修訂。預期概無修訂將會對本集團造成重大財務影響。該等修訂之詳情如下：

- 香港財務報告準則第3號「業務合併」：澄清當實體取得屬於共同營運之業務的控制權時，其必須應用有關分階段進行業務合併之規定，並按公平值重新計量其全部過往於共同營運中持有之權益。
- 香港財務報告準則第11號「共同安排」：澄清當實體參與共同營運但並無共同控制權，而對屬於業務之共同營運取得共同控制權時，其不會重新計量其過往於共同營運中持有之權益。
- 香港會計準則第12號「所得稅」：澄清實體於損益、其他全面收益或權益中確認股息之所有所得稅後果乃取決於實體確認產生可分派溢利起始交易或事件是否產生股息。
- 香港會計準則第23號「借款成本」：澄清當已完成就準備資產作其擬定用途或銷售之絕大部分活動時，實體視任何原先用作發展合資格資產而仍然尚未清償之任何特定借款為一般借款的一部分。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**Investments in associates**

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates is included in profit or loss and other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

2.4 主要會計政策概要**於聯營公司之投資**

聯營公司指本集團長期擁有合共不少於20%股本投票權且可對其行使重大影響力之企業。重大影響力指的是參與投資對象之財務及經營決策之權力，但並非控制或共同控制該等決策之權力。

本集團於聯營公司之投資根據權益會計法按本集團應佔淨資產減任何減值損失於綜合財務狀況表列賬。

倘若會計政策存在任何不一致，則會作出相應調整。

本集團於綜合損益及其他全面收益分別計入其分佔聯營公司及合營公司收購後業績及其他全面收益。此外，當直接確認聯營公司之權益有變動時，則本集團於綜合權益變動表確認其適用之應佔變動。本集團與其聯營公司之交易產生之未變現盈虧會對銷，對銷金額以本集團對聯營公司之投資為限，除非未變現虧損能證明被轉移資產出現減值。收購聯營公司產生之商譽被納入為本集團於聯營公司投資之一部分。

倘於聯營公司的投資變為於合營公司的投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，對聯營公司失去重大影響力後，本集團按其公平值計量及確認任何保留投資。於失去重大影響力或共同控制後聯營公司的賬面值與保留投資及來自出售所得款項之公平值之間的差額於損益內確認。

凡於聯營公司之投資分類為持作待售，則根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務入賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

2.4 主要會計政策概要(續)

業務合併及商譽

業務合併按收購法列賬。轉讓代價乃按收購日期之公平值計量，該公平值為本集團轉讓的資產於收購日期的公平值、本集團自被收購方的前擁有人承擔的負債及本集團發行以換取被收購方控股權的股本權益的總和。就各項業務合併而言本集團選擇以公平值或被收購方可識別資產淨值的應佔比例，計算屬現時擁有人權益並賦予擁有人權利在清盤時按比例應佔淨資產之於被收購方之非控股權益。非控股權益之一切其他部分乃按公平值計量。收購相關成本於產生時列為開支。

本集團收購一項業務時會根據合同條款、收購日之經濟狀況及有關條件評估取得的金融資產及承擔的金融負債，以進行適當分類及指定。此包括分離被收購方主合同中的嵌入式衍生工具。

倘業務合併為分階段實現，先前持有的股本權益應按收購日的公平值重新計算，產生的任何收益或虧損於損益中確認。

收購方轉讓的任何或然代價將以收購日的公平值確認。倘或然代價被分類為資產或負債，則按公平值確認，其公平值的後續變化將於損益確認或然代價如被分類為權益項目，則不再對其重新計量，後續的結算會計入權益中。

商譽初步按成本計量，即轉讓代價、確認為非控股權益的金額及本集團此前持有的被收購方股權的公平值之和超出本集團所收購可識別資產淨值及所承擔負債的部分。倘該代價及其他項目之和低於所收購淨資產的公平值，有關差額在重估後於損益確認為議價收購收益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

初步確認後，商譽按成本減任何累計減值損失計量。如有任何事件或情況變動表明賬面值可能減值，每年或更頻繁地對商譽進行減值測試。本集團每年於十二月三十一日進行減值測試。就減值測試而言，於業務合併時收購的商譽自收購日起分配至預期將從合併協同效應受益之本集團各現金產生單位或現金產生單位組別，而不論本集團之其他資產或負債是否已被分配至該等單位或單位組別。

減值數額通過評估商譽所屬的現金產生單位(現金產生單位組別)的可收回金額而釐定。倘現金產生單位(現金產生單位組別)的可收回金額低於賬面值，則確認減值虧損。就商譽所確認的減值虧損不會於其後期間撥回。

倘商譽被分配至某現金產生單位(或現金產生單位組別)，而該單位內的部分業務被出售，與被出售業務有關的商譽將於釐定出售該業務的收益或虧損時計入該業務賬面值。在此情況下被出售的商譽按被出售業務的相對價值及保留的現金產生單位部分計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement

The Group measures its investment properties and financial assets at fair value through profit or loss at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- | | |
|---------|---|
| Level 1 | — based on quoted prices (unadjusted) in active markets for identical assets or liabilities |
| Level 2 | — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly |
| Level 3 | — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable |

2.4 主要會計政策概要(續)

公平值計量

本集團於各報告期末按公平值計量其投資物業及透過損益以公平值列賬之金融資產。公平值為於計量日期市場參與者間進行的有序交易中出售資產所收取或轉移負債所支付的價格。公平值計量乃基於出售資產或轉移負債的交易於資產或負債的主要市場進行，或在未有主要市場的情況下，則於資產或負債的最有利市場進行的假設。主要或最有利市場必須為本集團可進入的市場。資產或負債的公平值乃基於市場參與者為資產或負債定價時所用的假設計量（假設市場參與者以符合彼等最佳經濟利益的方式行事）。

非金融資產的公平值計量會計及一名市場參與者透過以最大限度使用該資產達致最佳用途，或透過將資產出售予將以最大限度使用該資產達致最佳用途的另一名市場參與者而產生經濟利益的能力。

本集團使用適用於不同情況且具備足夠可用數據以計量公平值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

於財務報表計量或披露公平值的所有資產及負債，均根據對公平值計量整體而言屬重大的最低級別輸入數據在下述公平值等級內進行分類：

- | | |
|-----|---|
| 第一級 | — 基於相同資產或負債於活躍市場的報價(未經調整) |
| 第二級 | — 基於對公平值計量而言屬重大的可觀察(直接或間接)最低級別輸入數據的估值方法 |
| 第三級 | — 基於對公平值計量而言屬重大的不可觀察最低級別輸入數據的估值方法 |

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value measurement (Continued)

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

2.4 主要會計政策概要(續)

公平值計量(續)

就經常於財務報表確認的資產及負債而言，本集團於各報告期末透過(按對公平值計量整體而言屬重大的最低級別輸入數據)重新評估分類，釐定等級中各個級別間是否出現轉移。

非金融資產減值

倘有跡象顯示出現減值，或需要每年進行資產(除金融資產及投資物業外)減值測試，則會估計資產之可收回數額。獨立資產可收回數額之計算方法以資產或現金產生單位之使用價值與其公平值減銷售成本兩者之較高者為準。倘資產未能產生很大程度上獨立於其他資產或資產組合之現金流入，在此情況下則釐定資產所屬現金產生單位之可收回數額。

減值虧損僅可在資產賬面值超過其可收回數額時方獲確認。在評估使用價值時，估計未來現金流量會以可反映現時市場對金錢時間值及該資產特有風險評估之稅前貼現率貼現至現值。減值虧損於產生期間自損益內扣除，除非有關資產以重估價值列賬，在此情況下，減值虧損按有關重估資產之有關會計政策入賬。

於各報告期末均會作出評估，以確認是否有跡象顯示過往確認之減值虧損不再出現或可能已經減少。如有任何該等跡象，則會估計可收回數額。先前確認之資產(不包括商譽)減值虧損僅於釐定該資產之可收回數額所使用之估計方法出現改變時方會撥回，然而撥回後之數額不可超逾有關資產未有於過往年度確認減值虧損時可釐定之賬面值(扣除任何折舊／攤銷)。撥回之減值虧損於產生期間記入損益內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 主要會計政策概要(續)

關連方

以下人士於下列情況將被視為與本集團有關聯：

- (a) 倘為以下人士或其近親
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理層成員；

或

- (b) 該人士為符合下列任何條件的實體：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 實體為另一實體(或另一實體的母公司、附屬公司或同系附屬公司)的聯營公司或合營公司；
 - (iii) 該實體與本集團為同一第三方的合營公司；
 - (iv) 實體為一名第三方實體的合營公司，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本集團或與本集團有關聯的實體就僱員利益設立的離職後福利計劃；
 - (vi) 該實體由(a)項所列人士控制或共同控制；
 - (vii) (a)(i)項所列人士對該實體具有重大影響力或為該實體(或該實體的母公司)的主要管理層成員；及
 - (viii) 該實體或其任何集團成員公司提供主要管理人員服務予本集團或本集團之母公司。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	Over the shorter of lease term and their estimated useful lives ranging from 20 to 50 years
Leasehold improvements	20% to 33 $\frac{1}{3}$ %
Furniture and fixtures	20% to 33 $\frac{1}{3}$ %
Computer equipment	20%
Motor vehicles	20% to 33 $\frac{1}{3}$ %

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊

除在建工程外，物業、廠房及設備乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目成本包括其買價及將該資產達至運作狀況及地點以作擬定用途之任何直接應佔費用。

物業、廠房及設備項目投入運作後所產生維修保養等支出，一般於其產生期間自損益扣除。倘達到確認標準，重大視察的開支資本化到該作為重置資產的賬面值。倘物業、廠房及設備的重大部分須定期替換，則本集團將該等部分確認為獨立資產，並賦予特定可使用年期及按此折舊。

折舊按直線法於其估計可用年期撇銷各物業、廠房及設備項目的成本至其剩餘價值計算。按此採用的主要年率如下：

樓宇	按租期或估計可使用年期之較短者，介乎20年至50年
租賃物業裝修	20%至33 $\frac{1}{3}$ %
傢俬及裝置	20%至33 $\frac{1}{3}$ %
電腦設備	20%
汽車	20%至33 $\frac{1}{3}$ %

倘某項物業、廠房及設備項目其中部分的可使用年期不同，該項目的成本會按合理基準分配至有關部分，而各部分均分開計提折舊。剩餘價值、可使用年期及折舊方法將至少於各財政年結日檢討及進行調整(如適用)。

物業、廠房及設備項目(包括任何初次確認的重大部分)於出售或預期使用或出售有關項目不會產生未來經濟利益時終止確認。於終止確認資產年度在損益確認的出售或報廢資產的收益或虧損，為出售有關資產所得款項淨額與其賬面值兩者間的差額。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation (Continued)

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is 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.

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in profit or loss.

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊(續)

在建工程指興建中的樓宇，按成本減任何減值虧損列賬，且不予折舊。成本包括興建期間的直接建築成本及就相關借款經撥充資本的借款成本。在建工程於落成及可供使用時重新分類為適當類別的物業、廠房及設備。

投資物業

投資物業乃持作賺取租金收入及／或作資本增值之土地及樓宇權益(包括可能符合投資物業定義之物業經營租約下之租賃權益)，而非用於生產或供應貨品或服務；或非用作行政用途；或非作日常業務中之銷售。該等物業初始按成本值計量(包括交易成本)。於初始確認後，投資物業以反映於報告期末市況之公平值入賬。

投資物業公平值變動產生之損益於其產生年度之損益中入賬。

因投資物業報廢或出售而產生之任何損益於報廢或出售年度之損益內確認。

倘投資物業轉撥為自置物業或存貨，進行其後會計處理之物業推定成本為其改變用途之日之公平值。倘本集團佔用作為業主自用物業的物業成為投資物業，本集團將根據「物業、廠房及設備以及折舊」項下所列政策將有關物業入賬，直至改變用途之日，且物業的賬面值與公平值於該日的任何差額會根據上文「物業、廠房及設備以及折舊」所述之會計政策重估入賬。就由存貨轉撥至投資物業而言，物業於該日的公平值與其先前賬面值的任何差額於損益中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Brand name

Brand name acquired as part of a business combination is valued at fair value based on the royalty relief method. Brand name with indefinite useful life is tested for impairment annually.

Computer software

Computer software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 10 years.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five to seven years, commencing from the date when the products are put into commercial production.

2.4 主要會計政策概要(續)

無形資產(商譽除外)

單獨購入之無形資產於初步確認時以成本計量。於業務合併中所購入無形資產的成本為其於收購日期之公平值。無形資產的可使用年期可被評估為有限或無限。年期有限的無形資產於後續使用經濟壽命內攤銷，並於有跡象顯示無形資產可能出現減值時作減值評估。可使用年期有限的無形資產的攤銷年期及攤銷方法至少於各財政年度末審查一次。

擁有無限可使用年期之無形資產每年個別或按現金產生單位之水平進行減值測試。該等無形資產不會攤銷。擁有無限可使用年期之無形資產之可使用年期將會每年檢討，以釐定無限可使用年期之評估是否仍可繼續採用。倘發現不可繼續採用，則可使用年期評估由無限改變為有限將按前瞻基準入賬。

品牌名稱

作為業務合併一部分所收購之品牌名稱根據特許權費減免法按公平值進行估值。具有無限可使用年期之品牌名稱每年測試減值。

電腦軟件

電腦軟件乃按成本減任何減值虧損列賬，並於10年之預計可使用年期內以直線法攤銷。

僅在本集團可證明完成無形資產在技術上屬可行，將可供使用或銷售、其完成的意向及使用或出售資產的能力、資產日後將如何產生經濟利益、有足夠資源完成項目及可以可靠地計量開發的開支時，開發新產品項目所產生的開支方可資本化及予以遞延。不符合上述標準的開發成本於產生時列作費用。

遞延開發成本按成本減任何減值虧損列賬，並以直線法按相關產品的商業年期攤銷，以產品投入商業生產當日開始計算，並以五至七年為限。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

2.4 主要會計政策概要(續)

租賃

凡資產擁有權的絕大部分回報及風險仍歸出租人所有的租賃，均列作經營租賃。倘本集團為出租人，則本集團按經營租賃出租的資產乃計入非流動資產，而經營租賃的應收租金以直線法在租期內計入損益。倘本集團為承租人，則經營租賃的應付租金(經扣除自出租人收到的任何獎勵後)以直線法在租期內自損益扣除。

經營租賃的預付土地租金初步按成本列賬，其後在租期內以直線法確認。

投資及其他金融資產

初步確認及計量

金融資產於初步確認時乃分類為透過損益以公平值列賬之金融資產、貸款及應收款項以及可供銷售金融投資或分類為於一項有效對沖指定為對沖工具之衍生工具(如適用)。金融資產於初步確認時按公平值計量，另加收購有關金融資產應佔的交易成本，惟透過損益按公平值列賬的金融資產則另作別論。

所有定期買賣的金融資產概於交易日(即本集團承諾購買或出售該資產的日期)確認。定期買賣指於市場規定或慣例一般規定的期間內交付資產的金融資產買賣。

其後計量

金融資產之其後計量取決於以下分類：

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for “Revenue recognition” below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in profit or loss. The loss arising from impairment is recognised in profit or loss in finance costs for loans and in administrative expenses for receivables.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

透過損益以公平值列賬之金融資產

透過損益以公平值列賬之金融資產包括持作買賣之金融資產及首次確認時被指定為透過損益以公平值列賬之金融資產。金融資產如以短期出售為目的而購買，則分類為持作買賣。

透過損益以公平值列賬之金融資產按公平值於財務狀況表列賬，其公平值正變動淨額於收益表呈列其他收入及收益，而公平值負變動淨額於損益呈列為融資成本。該等公平值變動淨額不包括該等金融資產之任何股息或利息，該等股息及利息根據下文「收入確認」所載政策予以確認。

於首次確認時被指定為透過損益以公平值列賬之金融資產於首次確認日期指定，惟須符合香港會計準則第39號之規定。

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於活躍市場中無報價的非衍生金融資產。於首次計量後，有關資產隨後用實際利率方法減任何減值撥備按攤銷成本計量。攤銷成本在計及任何收購折讓或溢價後計算，包括屬於實際利率固有組成部分的費用或成本。實際利率攤銷計入損益的其他收入及收益。減值所產生虧損於損益中以融資成本(就貸款而言)及行政開支(就應收款項而言)確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to profit or loss in other gains and losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in profit or loss as other income in accordance with the policies set out for "Revenue recognition" below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

可供銷售金融投資

可供銷售金融投資指上市及非上市權益投資及債務證券的非衍生金融資產。分類為可供銷售的權益投資即未被分類為持作買賣亦非被指定為按公平值計入損益的金融資產。該分類中的債務證券乃為擬定為無限期持有且應流動性需要或市場環境變動而可能被出售的證券。

於初步確認後，可供銷售金融投資隨後按公平值計算，而未變現盈虧在可供出售投資重估儲備的其他全面收益中確認，直至投資終止確認為止，屆時累計盈虧於損益確認為其他收益，或直至投資被確定減值為止，屆時累計盈虧從可供出售投資重估儲備重新分類至損益之其他收益及虧損。所賺取並同時持有可供銷售金融投資的利息及股息分別列報為利息收入及股息收入，並根據下文「收入確認」所載的政策於損益中確認為其他收入。

當由於(a)該項投資的合理公平值估計範圍波動較大或(b)於估計公平值時該範圍內不同估計的可能性無法合理評估而使非上市權益投資的公平值無法可靠衡量時，該等投資按成本減任何減值虧損列賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Available-for-sale financial investments (Continued)

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

可供銷售金融投資(續)

本集團評估是否於短期內出售其可供銷售金融資產的能力及意圖仍為適合。在少數情況下，當本集團由於市場喪失活躍性而無法交易該等金融資產，倘管理層有能力及意圖持有該等資產至可預見的將來或到期日期，本集團可選擇重新分類該等金融資產。

當金融資產由可供銷售金融資產類別被重新分類，於重新分類日期，公平值賬面值成為其新的攤銷成本且任何有關已在權益中確認的該資產的先前收益或虧損用實際利率法在該投資的剩餘年限內予以攤銷至損益。任何新攤銷成本與到期款項的差額亦在資產的剩餘年限內用實際利率法予以攤銷。倘該資產其後被確定減值，則原計入權益的金額被重新分類至損益。

終止確認金融資產

金融資產(或(如適用)一項金融資產的一部分或一組類似金融資產的一部分)在下列情況下將被終止確認(即自本集團綜合財務狀況表中移除):

- 收取該項資產所得現金流量的權利已屆滿; 或
- 本集團已轉讓其收取該項資產所得現金流量的權利，或已根據一項「轉付」安排，在並無嚴重延遲的情況下，負責向第三方全數支付所收取現金流量，以及(a)本集團已轉讓該項資產的絕大部分風險及回報; 或(b)本集團並無轉讓或保留該項資產絕大部分風險及回報，但已轉讓該項資產的控制權。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derecognition of financial assets (Continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2.4 主要會計政策概要(續)

終止確認金融資產(續)

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排，則其將評估其是否保留擁有該項資產的風險及回報，或其保留該等風險及回報的程度。倘其並無轉讓或保留該項資產的絕大部分風險及回報，且並無轉讓該項資產的控制權，本集團繼續按本集團的持續參與程度確認入賬該轉讓資產。在此情況下，本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

持續參與指就已轉讓資產作出的保證，並按該項資產的原賬面值及本集團或須償還的代價數額上限(以較低者為準)計算。

金融資產減值

本集團於各報告期末評估是否有客觀證據表明一項金融資產或一類金融資產出現減值。倘於初步確認資產後發生的一宗或多宗事件對該項或該組金融資產的估計未來現金流量造成影響且有關影響能可靠地估計，則存在減值。減值證據可包括一名或多名借款人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目或與違約相關的經濟狀況出現變動。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified 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 yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to administrative expenses in profit or loss.

2.4 主要會計政策概要(續)

金融資產減值(續)

按攤銷成本列賬的金融資產

就按攤銷成本列賬的金融資產而言，本集團首先會按個別基準就個別屬重大的金融資產或按組合基準就個別不屬重大的金融資產，評估是否存在減值。倘本集團釐定按個別基準經評估的金融資產(無論具重要性與否)並無客觀跡象顯示存在減值，則該項資產會歸入一組具有相似信貸風險特性的金融資產內，並共同評估減值。經個別評估減值的資產，其減值虧損會予以確認或繼續確認入賬，而不會納入共同減值評估之內。

任何已識別的減值虧損金額按資產的賬面值與估算未來的現金流量(不包括尚未產生的未來信貸損失)的現值之間差額計算。估算未來的現金流量的現值以該金融資產原來的實際利率(即初步確認時計算的實際利率)折現。

有關資產的賬面值可通過備抵賬目作出抵減，而虧損在損益確認。利息收入在削減的賬面值中持續產生，並採用計量減值虧損時用以折現未來現金流量之利率計算。如預期貸款及應收款項實際上無法收回及所有抵押品已被變現或已轉移至本集團，則連同任何相關撥備一併撇銷。

於其後期間，若估計減值虧損金額因確認減值後發生的事件而增加或減少，則透過調整撥備賬增加或減少先前確認的減值虧損。若撇銷其後收回，則該項收回計入損益的行政開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Impairment of financial assets (Continued)

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, or on a derivative asset that is linked to and must be settled by delivery of such an unquoted equity instrument, 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 discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is removed from other comprehensive income and recognised in profit or loss.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss — measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss — is removed from other comprehensive income and recognised in profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

2.4 主要會計政策概要(續)

金融資產減值(續)

按成本值列賬之資產

倘有客觀跡象表明一項無報價權益工具已發生減值虧損，而該項工具因其公平值無法可靠計量而並無按公平值列賬，或一項衍生資產已發生減值虧損，而該衍生資產與該無報價權益工具相關且須以該無報價權益工具進行交割，虧損金額則以資產之賬面值及估計未來現金流量之現值(以類似金融資產的現行市場回報率貼現)的差額計量。該等資產之減值虧損不予撥回。

可供銷售金融投資

就可供出售投資而言，本集團於各報告期末評估有否任何客觀證據顯示一項或一組投資出現減值。

倘可供出售資產減值，則自其他全面收益剔除包括其成本(扣除任何本金付款及攤銷)及其現值之間的差額減過往在損益確認的任何減值虧損在內的金額，並在損益確認。

倘屬分類為可供出售的股權投資，客觀證據包括一項投資的公平值大幅或長期降至其成本值以下。「大幅」以相對於投資的最初成本評估，「長期」以公平值低於其最初成本的期間評估。倘存在減值證據，累計虧損(按收購成本與當前公平值的差額，減過往於損益就該投資確認的任何減值虧損計量)會由其他全面收益剔除，並於損益確認。分類為可供出售的股本工具的減值虧損不會透過損益撥回。減值後增加的公平值直接於其他全面收益確認。

於釐定是否「大幅」或「長期」時需作出判斷。於作出該判斷時，本集團評估(包括其他因素)一項投資公平值低於其成本的持續時間及數額。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables and interest-bearing bank and other borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

2.4 主要會計政策概要(續)

金融負債

初步確認及計量

金融負債於初步確認時分類為透過損益以公平值列賬之金融負債、貸款及借款或分類為於一項有效對沖指定為對沖工具之衍生工具(如適用)。

所有金融負債初步按公平值確認，貸款及借款則扣除直接應佔交易成本。

本集團的金融負債包括應付貿易賬款及其他應付款項以及計息銀行及其他借款。

其後計量

金融負債之其後計量取決於以下分類：

按公平值計入損益的金融負債

按公平值計入損益的金融負債包括持作買賣的金融負債及於初步確認後劃分為按公平值計入損益的金融負債。

金融負債倘以短期出售目的而購買，則分類為持作交易負債。此分類包括由本集團訂立的衍生金融工具，但並非指定為香港會計準則第39號所界定對沖關係中的對沖工具。獨立內嵌式衍生工具亦歸類為持作買賣，除非被指定用作有效對沖工具則另作別論。持作買賣的負債的損益在損益中確認。於損益確認的淨公平值收益或虧損不包括該等金融負債所支付的任何利息。

於初步確認時指定為透過損益按公平值列賬之金融資產在初步確認日期且僅在符合香港會計準則第39號項下標準時指定。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial liabilities (Continued)

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

2.4 主要會計政策概要(續)

金融負債(續)

貸款及借款

於初步確認後，計息銀行貸款及借款其後以實際利率法按攤銷成本計量，但若折現的影響並不重大，於此情況下，則按成本列賬。損益會於負債終止確認時透過實際利率攤銷程序於損益確認。

攤銷成本經計及任何購買折扣或溢價及組成實際利率整體部分的費用或成本計算得出。實際利率攤銷計入損益中的融資成本內。

終止確認金融負債

當負債的責任被解除或取消或屆滿，金融負債將被終止確認。

如現有金融負債由條款有重大差異的相同放款人負債所取代，或現有負債的條款有重大修訂，此類交換或修訂將被視為取消確認原負債及確認新負債處理，有關賬面值的差額於損益確認。

抵銷金融工具

倘目前擁有可強制執行的法律權力以抵銷已確認金額且有意按淨額基準結算或同時變現資產及結清負債時，金融資產與金融負債可以抵銷，而淨額在財務狀況表呈報。

庫存股份

本公司或本集團重新收購並持有之自有股本工具(庫存股份)均按成本直接在權益內確認。概無就購買、銷售、發行或註銷本集團自身之股本工具在損益內確認任何收益或虧損。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Properties under development

Properties under development are stated at the lower of cost and net realisable value and comprise construction costs, borrowing costs, professional fees and other costs directly attributable to such properties incurred during the development period.

Properties under development which have been pre-sold or intended for sale and are expected to be completed within one year from the end of the reporting period are classified under current assets. On completion, the properties are transferred to properties held for sale.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.4 主要會計政策概要(續)

存貨

存貨以成本及可變現淨值兩者中的較低者入賬。成本按先入先出基準釐定。可變現淨值根據估計售價減直至完成及出售時產生的估計成本計算。

發展中物業

發展中物業按成本與可變現淨值之較低者列賬，並包括於發展期間內產生之建築成本、借款成本、專業費用及直接歸屬於該等物業的其他成本。

經已預售或擬作銷售且預期將於報告期末起計一年內完成之發展中物業會在流動資產項下分類。於完成時，該等物業會轉移至持作銷售物業。

現金及現金等值物

就綜合現金流量表而言，現金及現金等值物包括手頭現金與活期存款，以及可隨時兌換為已知金額現金、所涉價值變動風險不高而一般自取得起計三個月內到期的短期高流通性投資，減須於要求時償還並構成本集團的現金管理一部分的銀行透支。

就綜合財務狀況表而言，現金及現金等值物包括手頭現金及銀行存款，包括用途不受限制的定期存款及性質與現金相似之資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

Provisions for product warranties granted by the Group on certain products are recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

2.4 主要會計政策概要(續)

撥備

當由於過往事件導致現時須承擔(法律或推定)責任,而未來可能須流失資源以履行責任,且能可靠估計責任的數額,則會確認撥備。

如折現影響重大,則所確認的撥備數額是預計履行責任所需的未來開支在報告期末的現值。隨時間而增加的已折現現值,計入損益的融資成本。

本集團就若干產品授出的產品保養撥備均按銷量及維修和退貨水平之過往經驗確認,並於適當時折現至其現值。

所得稅

所得稅包括即期及遞延稅項。與於損益以外確認項目相關的所得稅於損益以外(其他全面收益或直接於權益)確認。

即期稅項資產及負債乃按預期可自稅務機關收回或須支付予稅務機關的金額,根據於報告期末已實施或大致實施的稅率(及稅法),以及考慮本集團經營所在國家當時的詮釋及慣例計量。

遞延稅項根據報告期末的資產及負債的稅基與其就財務申報而呈列的賬面值之間的所有暫時差額按負債法計提撥備。

遞延稅項負債就所有應課稅暫時差額確認,但下列情況除外:

- 因業務合併以外的交易(交易當時並無影響會計溢利或應課稅損益)而初步確認商譽或資產或負債所產生的遞延稅項負債;及

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

- in respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

2.4 主要會計政策概要(續)

所得稅(續)

- 就於與附屬公司及聯營公司的投資相關的應課稅暫時差額而言，如暫時差額的撥回時間可予控制，且暫時差額不大可能在可預見將來撥回。

遞延稅項資產根據所有可扣稅暫時差額、未動用稅項抵免結轉及任何未動用稅項虧損確認。遞延稅項資產乃確認至可能取得應課稅溢利以動用可扣稅暫時差額、未動用稅項抵免結轉及未動用稅項虧損為止，但下列情況除外：

- 遞延稅項資產涉及因業務合併以外的交易(交易當時並無影響會計溢利或應課稅損益)而初步確認資產或負債所產生的可扣稅暫時差額；及
- 就於附屬公司及聯營公司的投資相關的可扣稅暫時差額而言，僅於暫時差額可能在可預見將來撥回及有可能取得應課稅溢利以動用暫時差額的情況下，方確認遞延稅項資產。

遞延稅項資產的賬面值於各報告期末檢討，如不再可能取得足夠應課稅溢利以動用全部或部分遞延稅項資產，則會作出相應調減。尚未確認的遞延稅項資產在各報告期末進行重估，並於有可能取得足夠應課稅溢利以收回全部或部分遞延稅項資產時確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income tax (Continued)

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產及負債根據預期在變現資產或清償負債期間適用的稅率計算，而該稅率乃基於報告期末正式實施或實質採用的稅率(及稅法)釐定。

當及僅當本集團存在可依法強制執行的權利，可將即期稅項資產抵銷即期稅項負債，而遞延稅項資產及遞延稅項負債乃關於相同稅務機關就相同應課稅實體或擬按淨額基準結算即期稅項負債及資產或同時變現資產及結算負債時，遞延稅項資產及遞延稅項負債方可於預期將結算或收回巨額遞延稅項負債或資產的各未來期間互相抵銷。

政府補助

政府補助於可合理確定將會收取補助及將符合所有附帶條件時按公平值確認。如補助涉及開支項目，則於其擬補助的成本產生期間內有系統地確認為收入。

倘補助乃關於資產，公平值會計入遞延收入賬，並於相關資產的預期可使用年期內按相等年度分期發還至損益，或自資產賬面值扣減並以經扣減折舊支出方式發還至損益。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the rendering of services, when the services are rendered;
- (c) rental income, on a time proportion basis over lease terms;
- (d) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial assets; and
- (e) dividend income, when the shareholders' right to receive payment has been established.

Share-based payments

The Company operates several share option schemes and a share award scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) and consultants of the Group receive remuneration in the form of share-based payments, whereby employees and consultants render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model for share options and based on the market value for share award. Further details of the fair values of share options and awarded shares granted are given in note 32 to the consolidated financial statements.

2.4 主要會計政策概要(續)

收入確認

當經濟利益可能流入本集團及收入能夠可靠地計量時，會按下列基準予以確認收入：

- (a) 來自銷售貨品，於擁有權之主要風險及回報已轉移至客戶時，惟本集團並無保留一般為與擁有權相關之管理權或已售貨品之有效控制權時確認；
- (b) 服務收入於提供有關服務時確認；
- (c) 租金收入，於租期內按時間比例基準確認；
- (d) 利息收入，以應計基準，採用實際利息法按估計於金融工具的預計年期或於適當時按更短期間內所得未來現金收入折現至該金融資產賬面淨值的貼現率計算；及
- (e) 股息收入，於確立股東收取股息的權利時確認。

以股份為基礎付款

本公司設有多項購股權計劃及一項股份獎勵計劃，為所有對本集團業務作出貢獻的合資格參與者提供鼓勵及獎賞。本集團的僱員(包括董事)及顧問收取以股份為基礎付款的酬金，而僱員及顧問則提供服務作為股本工具的代價(「股權結算交易」)。

與僱員進行股權結算交易的成本乃參照授出日期的公平值計算。公平值乃由外聘估值師採用購股權的二項式模型並根據股份獎勵之市值釐定。購股權及獎勵股份之進一步詳情載於綜合財務報表附註32。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

The cost of equity-settled transactions is recognised in equity-settled share-based payment expenses together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 主要會計政策概要(續)

以股份為基礎付款(續)

以股權結算交易的成本連同權益相應增加部分於達致表現及／或服務條件之期間內於股權結算以股份為基礎之付款開支確認。在歸屬日期前，每個報告期末確認的股權結算交易的累計開支，反映歸屬期已到期部分及本集團對最終將會歸屬的股權工具數目的最佳估計。在某一期間內在損益內扣除或進賬，乃反映累計開支於期初與期終確認時的變動。

釐定獎勵於授出日期之公平值並不考慮服務及非市場表現條件，惟能達成條件之可能性則被評定為將最終歸屬為本集團權益工具數目之最佳估計之一部分。市場表現條件將反映在授出日期之公平值。附帶於獎勵中但並無相關聯服務要求之其他任何條件皆視為非歸屬條件。反映非歸屬條件之獎勵公平值若當中不包含服務及／或表現條件乃即時予以支銷。

因未能達至非市場表現及／或服務條件，而導致最終並無歸屬之獎勵並不會確認支銷，惟包括一項市場或非歸屬條件之獎勵，無論市場或非歸屬條件是否達成，其均會被視為已歸屬，前提是所有其他表現及／或服務條件須已達成。

倘若以股權結算的獎勵的條款有所變更，所確認的開支最少須達到猶如條款並無任何變更的水平（倘符合獎勵原先條款）。此外，倘若按變更日期所作計量，任何變更導致以股份為基礎付款的總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Shares held for share award scheme

As disclosed in note 32 to the consolidated financial statements, pursuant to a trust deed dated 11 September 2015 made between the Company and a trustee (the "Trust Deed"), a trust has been established for the share award scheme, where the trustee purchases and holds shares issued by the Group for the benefits of the grantees in accordance with the rules of the share award scheme and the terms and conditions of the Trust Deed. The consideration paid by Company, including any directly attributable incremental costs, is presented as "Shares held for the share award scheme" and deducted from the Group's equity.

2.4 主要會計政策概要(續)

以股份為基礎付款(續)

倘若以股權結算的獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認的授予獎勵的開支，均應立刻確認。此包括未符合屬本集團或僱員控制範圍內的非歸屬條款所涉及的獎勵。然而，若授予新獎勵代替已註銷的獎勵，並於授出日期指定為替代獎勵，則已註銷及新獎勵，均應被視為原獎勵的變更，一如前段所述。

計算每股盈利時，未行使購股權的攤薄效應，反映為額外股份攤薄。

於股份獎勵計劃中持有的股份

誠如綜合財務報表附註32所披露，根據本公司與信託人訂立日期為二零一五年九月十一日之信託契據(「信託契據」)，已就股份獎勵計劃設立信託，信託人根據股份獎勵計劃的規則以及信託契據的條款及條件以承授人為受益人購買及持有本集團發行的股份。本公司支付之代價(包括任何直接應佔新增成本)呈列為「於股份獎勵計劃中持有的股份」，並自本公司權益中扣除。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other employee benefits

Pension scheme

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 profit or loss 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 subsidiary which operates in Mainland China are required to participate in a central pension scheme operated by the local municipal government. This subsidiary is required to contribute certain percentages of its payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a weighted average capitalisation rate of 4.95% has been applied to the expenditure on the group level.

2.4 主要會計政策概要(續)

其他僱員福利

退休金計劃

本集團根據強制性公積金計劃條例為全體僱員設立定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款乃按僱員基本薪金的某百分比計算，並根據強積金計劃的規則於應付時在損益扣除。強積金計劃資產與本集團資產分開存放，由獨立管理的基金持有。本集團一經向強積金計劃供款，有關僱主供款即全數歸僱員所有。

本集團於中國大陸經營的附屬公司的僱員須參與地方市政府管理的中央退休金計劃。該附屬公司須按其薪酬成本的若干百分比向中央退休金計劃供款。供款於根據中央退休金計劃的規則應付時於損益扣除。

借款成本

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銷售的資產)直接應佔的借款成本會作為該等資產成本的一部分而予以資本化。當資產實質上可作擬定用途或可供銷售，有關借款成本不再資本化。特定借款有待用於合資格資產開支期間臨時投資所賺取的投資收入，會從已資本化的借款成本中扣除。所有其他借款成本均於其產生期間列作開支。借款成本包括實體就借入資金所產生的利息及其他成本。

倘資金已整體上借入，且用作取得合資格資產，則在集團層面對開支應用加權平均資本化率4.95%。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currency of certain subsidiaries and associates operating in Mainland China is the currency other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rate prevailing at the end of the reporting period and their profit or loss are translated into Hong Kong dollars at the weighted average exchange rate for the year.

2.4 主要會計政策概要(續)

股息

末期股息於股東大會上獲股東批准後才確認為負債。

由於本公司之組織章程大綱及細則授權董事宣派中期股息，故中期股息可同時建議派付並宣派。因此，中期股息於建議派付及宣派時，隨即被確認為負債。

外幣

財務報表以港元(即本公司的功能貨幣)呈報。本集團內各實體自行釐定其各自的功能貨幣，而各實體的財務報表項目乃以該功能貨幣計量。本集團旗下實體記賬的外幣交易初步按該等實體各自於交易日通行的功能貨幣匯率入賬。以外幣計值的貨幣資產及負債，按有關功能貨幣於報告期終的適用匯率換算。因結算或換算貨幣項目而產生的差額於損益確認。

以外幣按歷史成本計量的非貨幣項目，採用初始交易日期的匯率換算。以外幣按公平值計量的非貨幣項目，採用計量公平值當日的匯率換算。因換算按公平值計量的非貨幣項目而產生的損益，亦按該項目公平值變動的損益確認(即於其他全面收益或損益中確認其公平值損益的項目的匯兌差額，亦分別於其他全面收益或損益中確認)。

若干於中國內地營運的附屬公司及聯營公司的功能貨幣為港元以外之貨幣。於報告期末，該等實體的資產與負債按報告期終通行的匯率換算為港元，其損益則按年內的加權平均匯率換算為港元。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Foreign currencies (Continued)

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of subsidiaries operating in Mainland China are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of subsidiaries operating in Mainland China which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rate for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Operating lease commitments — Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

2.4 主要會計政策概要(續)

外幣(續)

因此而產生的匯兌差額於其他全面收益內確認並累計至匯兌波動儲備。出售海外業務時，就該項海外業務在其他全面收益成分會在損益確認。

收購海外業務產生的任何商譽及收購所導致資產及負債賬面值的任何公平值調整被當作海外業務的資產及負債，並按收市匯率換算。

就綜合現金流量表而言，所有於中國大陸營運的附屬公司的現金流量按現金流量日期的適用匯率換算為港元。所有於中國大陸營運的附屬公司於整個年度產生的經常性現金流量則按年內的加權平均匯率換算為港元。

3. 重大會計判斷及估計

編製本集團財務報表時，管理層須作出可影響收支、資產及負債之呈報數額，及其相關披露以及或然負債披露資料之判斷、估計及假設。該等假設及估計之不確定因素可能導致日後須大幅調整影響資產或負債之賬面值。

判斷

除所牽涉的估計外，於應用本集團會計政策時，管理層已作出下列對財務報表內已確認金額具有最重大影響的判斷：

經營租賃承擔 — 本集團作為出租人

本集團已就其投資物業組合訂立商用物業租約。本集團按照該等安排之條款及條件之評估為基準，決定其保留此等已根據經營租賃租出之物業擁有權之絕大部分風險及回報。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2017 was HK\$212,874,000 (2016: HK\$265,659,000). Further details are given in note 16 to the consolidated financial statements.

3. 重大會計判斷及估計(續)

判斷(續)

投資物業與自置物業之間的分類

本集團確定一幢物業是否可列作投資物業，並已制定判斷之準則。投資物業乃持作賺取租金或資金增值或兩者兼有之用途。因此，本集團考慮一幢物業在產出現金流量時，是否大都獨立於本集團所持之其他資產。部分物業乃持作賺取租金或資本增值，其餘持作生產或供應商品或服務或行政管理用途。如該部分獨立出售(或以融資租賃方式獨立出租)，本集團將獨立處理。如該部分不能獨立出售，持作生產或供應商品或服務或行政管理佔極少部分，該物業則列作投資物業。釐定輔助服務是否重要至致使物業不被列為投資物業的判斷乃按個別物業基準作出。

估計的不確定性

於報告期末為未來作出的主要假設及其他主要不明朗估計要素載述如下，該等因素極有可能使下一財政年度的資產及負債賬面值出現重大調整。

商譽減值

本集團最少每年一次釐定商譽有否減值。此要求估計商譽獲分配之現金產生單位之使用價值。估計使用價值要求本集團估計來自現金產生單位之預期未來現金流量，並選擇適當之貼現率以計算該等現金流量之現值。商譽於二零一七年十二月三十一日之賬面值為212,874,000港元(二零一六年：265,659,000港元)。進一步詳情載於綜合財務報表附註16。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Estimation of fair value of investment properties

In the absence of current prices in an active market for similar properties, the Group considers information from a variety of sources, including:

- (a) current prices in an active market for properties of a different nature, condition or location, adjusted to reflect those differences;
- (b) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and
- (c) discounted cash flow projections based on reliable estimates of future cash flows, supported by the terms of any existing lease and other contracts and (when possible) by external evidence such as current market rents for similar properties in the same location and condition, and using discount rates that reflect current market assessments of the uncertainty in the amount and timing of the cash flows.

The carrying amount of investment properties at 31 December 2017 was HK\$381,625,000 (2016: HK\$356,498,000). Further details, including the key assumptions used for fair value measurement, are given in note 14 to the consolidated financial statements.

Estimation of contingent consideration payables

Part of purchase considerations of acquisitions of the Group were regarded as contingent consideration payables and recognised as financial liabilities at fair value and remeasured at the end of the reporting period. Determination of fair value requires management's judgement and estimates and is based on assumptions. The carrying amount of contingent consideration payables at 31 December 2017 was HK\$11,950,000 (2016: HK\$17,619,000). Further details, including the key assumptions used for fair value measurement, are given in notes 34 and 43 to the consolidated financial statements.

3. 重大會計判斷及估計(續)

估計的不確定性(續)

投資物業之公平值估計

倘缺乏同類物業於活躍市場的現有價格，則本集團會考慮來自多個來源的資料，包括：

- (a) 不同性質、狀況或地點的物業於活躍市場的現有價格(經調整以反映各項差異)；
- (b) 活躍程度稍遜的市場所提供同類物業近期價格(經調整以反映自按該等價格進行交易當日以來經濟狀況的任何變動)；及
- (c) 根據未來現金流量所作可靠估計預測的經貼現現金流量，此項預測以任何現有租約及其他合約的條款以及(在可行情況下)外來證據(如地點及狀況相同的類似物業現有市場租金)為憑證，並採用可反映有關現金流量金額及時間不明朗因素當時市場評估的貼現率。

投資物業於二零一七年十二月三十一日的賬面值為381,625,000港元(二零一六年：356,498,000港元)。進一步詳情(包括公平值計量所使用的主要假設)載於綜合財務報表附註14。

估計應付或然代價

本集團進行的收購之部分購置代價被視為應付或然代價，並確認為按公平值計量之金融負債，且於報告期末重新計量。管理層須作出判斷及估計以及基於假設，以釐定公平值。應付或然代價於二零一七年十二月三十一日之賬面值為11,950,000港元(二零一六年：17,619,000港元)。包括公平值計量所用的主要假設在內之進一步詳情載於綜合財務報表附註34及43。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The amount of unrecognised tax losses at 31 December 2017 was approximately HK\$277,195,000 (2016: HK\$315,579,000). Further details are contained in note 30 to the consolidated financial statements.

Impairment of available-for-sale financial assets

The Group classifies certain assets as available for sale and recognises movements of their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in profit or loss. At 31 December 2017, no impairment losses have been recognised for available-for-sale assets (2016: Nil). The carrying amount of available-for-sale assets was HK\$46,151,000 (2016: HK\$11,295,000).

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details, including a sensitivity analysis of key assumptions, are given in note 17 to the consolidated financial statements.

3. 重大會計判斷及估計(續)

估計的不確定性(續)

遞延稅項資產

如有可能有足夠的應課稅利潤來抵扣虧損，應就所有未動用的稅務虧損確認遞延稅項資產。這需要管理層運用大量的判斷來估計未來應課稅利潤可能發生的時間和金額，結合未來納稅籌劃策略，以決定應確認的遞延稅項資產的金額。於二零一七年十二月三十一日，未確認的稅務虧損約為277,195,000港元(二零一六年：315,579,000港元)。進一步詳情載於綜合財務報表附註30。

可供銷售金融資產減值

本集團將若干資產分類為可供銷售並確認其權益之公平值變動。當公平值下降，管理層對價值下降幅度作出假設，以釐定是否須於損益中確認減值。於二零一七年十二月三十一日，概無就可供銷售資產確認減值虧損(二零一六年：無)。可供銷售資產之賬面值為46,151,000港元(二零一六年：11,295,000港元)。

非金融資產(商譽除外)減值

本集團於各報告期末評估所有非金融資產是否有任何減值跡象。具有無限年期的無形資產會每年及於存在有關跡象時進行減值測試。其他非金融資產會於有跡象顯示未必可收回賬面值時進行減值測試。當資產或現金產生單位之賬面值超出其可收回金額(即其公平值減銷售成本與其在用價值之較高者)時，則存在減值。公平值減銷售成本乃按在類似資產的公平交易中來自具約束力銷售交易可得數據或可觀察市價減去銷售資產的增量成本計算。當運用在用價值計算時，管理層必須估計來自該資產或現金產生單位之預期未來現金流量，並選擇合適貼現率以計算該等現金流量之現值。進一步詳情(包括有關主要假設之敏感度分析)載於綜合財務報表附註17。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Recognition of share-based compensation costs

The Company and some of its subsidiaries adopted their own share award schemes and/or share option schemes. The fair values of the awarded shares and options granted during the year ended 31 December 2017 were valued by external valuers based on valuation model. The valuation requires the Group to make estimates about the expected future cash flows, credit risk, volatility and discount rates, and hence it is subject to uncertainty. There was no awarded share and option granted during the year ended 31 December 2017 (2016: HK\$48,173,000). The share-based compensation costs recognised during the year ended 31 December 2017 was HK\$17,758,000 (2016: HK\$41,062,000).

The grant of awarded shares and share options is conditional upon the satisfaction of specified vesting conditions, including the service period. Judgment is required to take into account the vesting conditions and adjust the number of awarded shares and share options included in the measurement of share-based compensation costs.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group has one single operating and reportable segment, which is the provision of medical care, health care and geriatric care related services and products. All of the Group's operating results are generated from this single segment. During the year, the Group's non-current assets were substantially located in Mainland China.

Revenue of approximately HK\$45,975,000 (2016: HK\$46,043,000) was derived from sales of goods to a single customer, including sales to a group of entities which are known to be under common control with that customer.

5. REVENUE, OTHER INCOME AND GAINS, NET

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts; and the value of services rendered during the year.

3. 重大會計判斷及估計(續)

估計的不確定性(續)

確認以股份支付的補償成本

本公司及其部分附屬公司採納自身的股份獎勵計劃及／或購股權計劃。截至二零一七年十二月三十一日止年度內授出的獎勵股份及購股權的公平值乃由外聘估值師按估值模式作出估值。估值要求本集團就預期未來現金流量、信貸風險、波幅及貼現率作出估計，故面臨不確定性。截至二零一七年十二月三十一日止年度內概無授出獎勵股份及購股權(二零一六年：48,173,000港元)。截至二零一七年十二月三十一日止年度內已確認以股份付款賠償成本達17,758,000港元(二零一六年：41,062,000港元)。

授出獎勵股份及購股權取決於達成指定歸屬條件，包括服務期。需要作出判斷以計及歸屬條件，並調整納入計量以股份支付的賠償成本時的獎勵股份及購股權數目。

4. 經營分類資料

就管理而言，本集團有一項持續經營業務之單一營運及可報告分類，即提供醫療、健康及養老相關服務及產品。本集團所有經營業績源自此單一分類。年內，本集團非流動資產大部分位於中國內地。

收入約45,975,000港元(二零一六年：46,043,000港元)乃產生自向單戶銷售貨品，包括對一組已知受該客戶共同控制的實體進行的銷售。

5. 收入、其他收入及收益淨額

收入指年內經扣除退貨撥備及貿易折扣後已售出貨品之發票淨值及；已提供服務之價值。

5. REVENUE, OTHER INCOME AND GAINS, NET (Continued)

An analysis of revenue, other income and gains, net are as follows:

5. 收入、其他收入及收益淨額(續)

收入、其他收入及收益淨額之分析如下：

		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
Revenue	收入			
Sales of goods	銷售貨品		115,843	154,767
Rendering of services	提供服務		14,782	9,089
			130,625	163,856
Other income	其他收入			
Bank interest income	銀行利息收入		6,159	4,644
Other interest income	其他利息收入		33,363	13,474
Gross rental income	租金收入總額		15,682	16,122
Dividend income	股息收入		1,435	1,853
Sundry income	雜項收入		1,897	2,983
			58,536	39,076
Gains/(losses)	收益／(虧損)			
Fair value gains on financial assets at fair value through profit or loss	透過損益以公平值計量之金融資產之公平值收益		1,169	49,160
Fair value (losses)/gains on investment properties, net	投資物業之公平值(虧損)／收益淨額	14	(11,792)	3,285
Fair value (losses)/gains on financial liabilities, net	金融負債之公平值(虧損)／收益淨額	34	(3,747)	13,677
Gains/(losses) on disposal of subsidiaries	出售附屬公司之收益／(虧損)	35	576,121	(8,225)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損		(67)	(1,847)
Gain on remeasurement of the previously existing interest in an associate	重新計量於一間聯營公司原所持股權之收益		—	2,495
Gain on deemed disposal of a partial interest in an associate	視作出售於一間聯營公司部分權益之收益		—	431
Foreign exchange differences, net	匯兌差額淨額		8,834	—
			570,518	58,976
			629,054	98,052

Notes to Financial Statements • 財務報表附註

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

6. PROFIT/(LOSS) BEFORE TAX

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

6. 除稅前溢利／虧損

本集團之除稅前溢利／(虧損)已扣除／(計入)下列各項：

	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
Cost of inventories sold		76,306	114,819
Cost of services provided		6,752	6,314
Depreciation	13	10,305	7,795
Amortisation of other intangible assets		902	281
Minimum lease payments under operating leases		8,225	7,745
Amortisation of prepaid land lease payments	15	29,710	39,192
Less: Amount capitalised		(12,594)	(12,980)
		17,116	26,212
Auditor's remuneration		1,500	1,450
Employee benefit expense (excluding directors' and chief executive's remuneration (note 8)):			
Wages and salaries		59,873	33,868
Equity-settled share-based payment expense		2,259	3,684
Pension scheme contributions (defined contribution scheme)*		4,911	3,791
		67,043	41,343
Equity-settled share-based payment expense for consultancy services		2,089	12,778
Foreign exchange differences, net		(8,834)	9,819
Impairment of other receivables**		—	3,281

* At 31 December 2017, the Group had no forfeited contributions available to reduce its contributions to the pension scheme in future years (2016: Nil).

** This item is included in "Administrative expenses" in the consolidated statement of profit or loss and other comprehensive income.

* 於二零一七年十二月三十一日，本集團並無已沒收供款以供減少其未來年度的退休金計劃供款(二零一六年：無)。

** 該項目計入綜合損益及其他全面收益表之「行政開支」。

7. FINANCE COSTS

An analysis of finance costs 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
Interest on bank and other borrowings 銀行及其他借款之利息	11,408	6,122
Less: Interest capitalised 減：資本化利息	(7,045)	(1,490)
	4,363	4,632

7. 融資成本

融資成本分析如下：

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and the chief executive's remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

8. 董事及主要行政人員酬金

本年度各董事及主要行政人員之酬金根據香港聯合交易所有限公司證券上市規則（「上市規則」）、香港公司條例第383(1)(a)、(b)、(c)及(f)條，以及公司（披露董事利益資料）規例第2部披露如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Fees 袍金	2,320	1,788
Other emoluments: 其他酬金：		
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	5,899	3,924
Performance related bonuses 表現相關花紅	8,970	4,527
Equity-settled share option expense 股權結算購股權開支	13,410	24,600
Pension scheme contributions 退休金計劃供款	322	217
	28,601	33,268
	30,921	35,056

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

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

In prior years, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 32 to the consolidated financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' and chief executive's remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

8. 董事及主要行政人員酬金(續)

過往年度，若干董事根據本公司購股權計劃獲授予購股權，原因為彼等服務本集團，進一步詳情載於綜合財務報表附註32。該等購股權之公平值(於歸屬期在損益確認)乃於授出日期釐定，而財務報表所載的本年度金額列入上述董事及主要行政人員酬金之披露。

(a) 獨立非執行董事

年內向獨立非執行董事支付之袍金如下：

		Fees	Equity-settled share-based payment expense 股權結算 以股份為基礎 付款開支	Total remuneration
		袍金 HK\$'000 千港元	HK\$'000 千港元	酬金總計 HK\$'000 千港元
2017	二零一七年			
Independent non-executive directors:	獨立非執行董事：			
Mr. Zhang Yun Zhou	張運周先生	160	166	326
Mr. Wu Yong Xin	吳永新先生	160	295	455
Mr. Tse, Man Kit, Keith	謝文傑先生	160	295	455
Mr. Gary Zhao ⁽ⁱⁱ⁾	趙剛先生 ⁽ⁱⁱ⁾	160	—	160
Mr. Robert Winslow Koepp ^(iv)	康仕學先生 ^(iv)	180	488	668
		820	1,244	2,064
2016	二零一六年			
Independent non-executive directors:	獨立非執行董事：			
Mr. Zhang Yun Zhou	張運周先生	132	282	414
Mr. Wu Yong Xin	吳永新先生	132	533	665
Mr. Tse, Man Kit, Keith	謝文傑先生	132	533	665
Mr. Xie Ming ⁽ⁱ⁾	謝明先生 ⁽ⁱ⁾	22	—	22
Mr. Gary Zhao ⁽ⁱⁱ⁾	趙剛先生 ⁽ⁱⁱ⁾	110	—	110
		528	1,348	1,876

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION
(Continued)

(b) Executive directors and a non-executive director and the chief executive

8. 董事及主要行政人員酬金(續)

(b) 執行董事及一名非執行董事以及主要行政人員

		Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share-based payment expense	Pension scheme contributions	Total remuneration	
	Fees	薪金、津貼 及實物福利	表現相關花紅	以股份為基礎 付款開支	退休金計劃 供款	酬金總計	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
2017	二零一七年						
Executive directors:	執行董事:						
Mr. Zhu Shi Xing	祝仕興先生	180	2,235	2,990	2,119	186	7,710
Mr. Gu Shan Chao	顧善超先生	165	1,822	2,990	2,119	118	7,214
Mr. Liu Xue Heng	劉學恒先生	165	1,842	2,990	2,119	18	7,134
Mr. Hu Xiao Yong	胡曉勇先生	165	—	—	1,060	—	1,225
Mr. Wang Zheng Chun	王正春先生	165	—	—	2,119	—	2,284
Mr. Zhang Jing Ming	張景明先生	180	—	—	1,476	—	1,656
Mr. Hu Shiang Chi	胡湘麟先生	165	—	—	1,154	—	1,319
Mr. Qian Xu ⁽ⁱⁱⁱ⁾	錢旭先生 ⁽ⁱⁱⁱ⁾	105	—	—	—	—	105
Mr. Siu Kin Wa ⁽ⁱⁱⁱ⁾	蕭健偉先生 ⁽ⁱⁱⁱ⁾	105	—	—	—	—	105
Mr. Hu Yebi ⁽ⁱⁱⁱ⁾	胡野碧先生 ⁽ⁱⁱⁱ⁾	105	—	—	—	—	105
		1,500	5,899	8,970	12,166	322	28,857
2016	二零一六年						
Executive directors:	執行董事:						
Mr. Zhu Shi Xing	祝仕興先生	180	1,558	1,352	3,920	181	7,191
Mr. Gu Shan Chao	顧善超先生	144	1,170	1,352	3,920	18	6,604
Mr. Liu Xue Heng	劉學恒先生	144	1,196	1,352	3,920	18	6,630
Mr. Hu Xiao Yong	胡曉勇先生	144	—	—	1,960	—	2,104
Mr. Wang Zheng Chun	王正春先生	144	—	—	3,920	—	4,064
Mr. Zhang Jing Ming	張景明先生	180	—	—	2,665	—	2,845
Mr. Hu Shiang Chi	胡湘麟先生	144	—	471	2,038	—	2,653
		1,080	3,924	4,527	22,343	217	32,091
Non-executive director:	非執行董事:						
Mr. Robert Winslow Koepp	康仕學先生	180	—	—	909	—	1,089
		180	—	—	909	—	1,089
		1,260	3,924	4,527	23,252	217	33,180

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)**(b) Executive directors and a non-executive director and the chief executive (Continued)**

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

Notes:

- (i) Appointed on 18 August 2014 and resigned on 29 February 2016
- (ii) Appointed on 29 February 2016
- (iii) Appointed on 22 May 2017
- (iv) Re-designated from a non-executive director to an independent non-executive director on 22 May 2017

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included four directors (2016: five directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year ended 31 December 2017 of the remaining one highest paid employee (2016: None) who is neither a director nor chief executive of the Company are as follows:

8. 董事及主要行政人員酬金(續)**(b) 執行董事及一名非執行董事以及主要行政人員(續)**

年內並無董事或主要行政人員放棄或同意放棄任何酬金之安排。

附註：

- (i) 於二零一四年八月十八日獲委任並於二零一六年二月二十九日辭任
- (ii) 於二零一六年二月二十九日獲委任
- (iii) 於二零一七年五月二十二日獲委任
- (iv) 於二零一七年五月二十二日從一名非執行董事重新調任為一名獨立非執行董事

9. 五位最高薪僱員

年內五名最高薪僱員包括四名董事(二零一六年：五名董事)，彼等酬金之詳情載於上文附註8。截至二零一七年十二月三十一日止年度餘下一名最高薪僱員(二零一六年：無)(並非本公司董事或主要行政人員)之酬金詳情如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	1,170	—
Performance related bonuses	表現相關花紅	575	—
Equity-settled share-based payment expense	股權結算以股份為基礎付款開支	437	—
Pension scheme contributions	退休金計劃供款	18	—
		2,200	—

The remuneration of the non-director and non-chief executive highest paid employee fell within the band of HK\$2,000,001 to HK\$2,500,000 (2016: Nil).

非董事及非主要行政人員的最高薪僱員的薪酬介乎2,000,001港元至2,500,000港元(二零一六年：無)。

9. FIVE HIGHEST PAID EMPLOYEES (Continued)

In prior year, share options were granted to a non-director and non-chief executive highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in note 32 to the consolidated financial statements. The fair value of such options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the prior year is included in the above non-director and non-chief executive highest paid employee's remuneration disclosures.

10. INCOME TAX**9. 五位最高薪僱員(續)**

於過往年度，一名非董事及一名非主要行政人員最高薪僱員就其向本集團提供之服務獲授購股權，進一步詳情載於綜合財務報表附註32之披露中。已於歸屬期內在損益中確認之該等購股權之公平值乃於授出日期釐定，而計入截至過往年度財務報表之金額乃計入上文披露之一名非董事及一名非主要行政人員最高薪僱員酬金。

10. 所得稅

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current — PRC corporate income tax ("CIT")	即期—中國企業所得稅 (「企業所得稅」)	170,463	4,159
Deferred (note 30)	遞延(附註30)	(5,165)	(2,306)
Total tax charge for the year	年度稅項開支總額	165,298	1,853

Hong Kong profits tax

During the year ended 31 December 2017, no Hong Kong profits tax had been provided as there were no assessable profits arising in Hong Kong during the year (2016: Nil).

CIT

Under the PRC income tax laws, PRC enterprises are subject to corporate income tax at a rate of 25% except for certain PRC subsidiaries which are entitled to a preferential tax rate at 10%.

香港利得稅

於截至二零一七年十二月三十一日止年度，由於年內並無於香港產生任何應課稅溢利，故並無就香港利得稅作出撥備(二零一六年：無)。

企業所得稅

根據中國所得稅法，除若干中國附屬公司可按10%之優惠稅率繳稅外，企業須按稅率25%繳付企業所得稅。

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

**10. INCOME TAX (Continued)
CIT (Continued)**

A reconciliation of the tax expense applicable to profit/(loss) before tax at the statutory rates for jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax credit at the effective tax rates, and a reconciliation of the applicable rates to the effective tax rates, are as follows:

		2017 二零一七年		2016 二零一六年	
		HK\$'000 千港元	%	HK\$'000 千港元	%
Profit/(loss) before tax	除稅前溢利／(虧損)	445,461		(86,155)	
Tax at the statutory tax rates	按法定稅率計算之稅項	106,334	23.9	(20,930)	24.3
Lower tax rate enacted by local authority	由本地機構頒佈的較低稅率	(59)	—	8	—
Profits and losses attributable to associates	聯營公司應佔之溢利及虧損	740	0.2	2,095	(2.4)
Expenses not deductible for tax	不可扣稅之開支	88,444	19.9	15,562	(18.1)
Income not subject to tax	毋須課稅之收入	(22,292)	(5.0)	(11,536)	13.4
Tax losses utilised from previous periods	過往期間之已動用稅項虧損	(25,891)	(5.8)	(136)	0.2
Tax losses not recognised	未確認稅項虧損	18,022	4.0	16,790	(19.5)
Tax charged at the Group's effective rate	按本集團實際稅率計算的稅項	165,298	37.1	1,853	(2.2)

The share of tax attributable to associates amounting to HK\$2,089,000 (2016: HK\$325,000) is included in "Share of profits and losses of associates" in the consolidated statement of profit or loss and other comprehensive income.

聯營公司分佔之稅項共2,089,000港元(二零一六年: 325,000港元)已包括於綜合損益及其他全面收益表之「應佔聯營公司溢利及虧損」項內。

11. DIVIDEND

The directors do not recommend the payment of dividend in respect of the year ended 31 December 2017 (2016: Nil).

11. 股息

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

12. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent of HK\$213,675,000 (2016: loss of HK\$68,015,000), and the weighted average number of ordinary shares of 6,156,890,538 (2016: 6,237,710,008) in issue during the year.

12. 母公司普通股權益持有人應佔盈利／(虧損)

每股基本盈利數額乃按母公司普通股權益持有人應佔年度溢利213,675,000港元(二零一六年: 虧損68,015,000港元), 以及本年度已發行加權平均普通股數目6,156,890,538股(二零一六年: 6,237,710,008股)計算。

12. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Continued)

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2017 and 2016.

12. 母公司普通股權益持有人應佔盈利／(虧損)(續)

截至二零一七年及二零一六年十二月三十一日止年度，本集團概無已發行具潛在攤薄作用的普通股。

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicles 汽車 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
31 December 2017	於二零一七年 十二月三十一日							
At 31 December 2016 and 1 January 2017:	於二零一六年 十二月三十一日及 二零一七年 一月一日：							
Cost	成本值	64,835	16,623	2,241	10,718	2,967	156,044	253,428
Accumulated depreciation and impairment	累計折舊及減值	(4,032)	(5,233)	(202)	(7,584)	(562)	—	(17,613)
Net carrying amount	賬面淨值	60,803	11,390	2,039	3,134	2,405	156,044	235,815
At 1 January 2017, net of accumulated depreciation and impairment	於二零一七年 一月一日，扣除 累計折舊及減值	60,803	11,390	2,039	3,134	2,405	156,044	235,815
Additions	添置	—	8,741	863	1,054	2,242	136,899	149,799
Disposals	出售	—	—	(9)	(35)	(402)	—	(446)
Depreciation provided during the year (note 6)	年內折舊撥備 (附註6)	(3,172)	(5,076)	(557)	(1,078)	(422)	—	(10,305)
Disposal of a subsidiary (note 35)	出售附屬公司 (附註35)	—	(3,583)	(97)	(89)	—	(133,984)	(137,753)
Transfers	轉撥	—	1,902	—	—	—	(1,902)	—
Transfer to property under development (note 21)	轉撥至發展中物業 (附註21)	—	—	—	—	—	(163,104)	(163,104)
Exchange realignment	匯兌調整	4,155	451	198	226	233	7,418	12,681
At 31 December 2017, net of accumulated depreciation and impairment	於二零一七年 十二月三十一日， 扣除累計折舊及 減值	61,786	13,825	2,437	3,212	4,056	1,371	86,687
At 31 December 2017:	於二零一七年 十二月三十一日：							
Cost	成本值	69,391	23,239	3,168	12,378	5,062	1,371	114,609
Accumulated depreciation and impairment	累計折舊及減值	(7,605)	(9,414)	(731)	(9,166)	(1,006)	—	(27,922)
Net carrying amount	賬面淨值	61,786	13,825	2,437	3,212	4,056	1,371	86,687

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

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

13. 物業、廠房及設備(續)

		Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Motor vehicles 汽車 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
31 December 2016	於二零一六年 十二月三十一日							
At 31 December 2015 and 1 January 2016:	於二零一五年 十二月三十一日及 二零一六年 一月一日:							
Cost	成本值	82,001	8,539	817	8,518	1,501	7,263	108,639
Accumulated depreciation and impairment	累計折舊及減值	(1,410)	(2,442)	(3)	(7,331)	(163)	—	(11,349)
Net carrying amount	賬面淨值	80,591	6,097	814	1,187	1,338	7,263	97,290
At 1 January 2016, net of accumulated depreciation and impairment	於二零一六年 一月一日，扣除 累計折舊及減值	80,591	6,097	814	1,187	1,338	7,263	97,290
Additions	添置	270	7,729	1,181	2,100	989	149,242	161,511
Acquisition of subsidiaries (note 34)	收購附屬公司 (附註34)	1,047	2,939	309	1,237	759	63	6,354
Write-off	撇銷	—	(1,847)	—	—	—	—	(1,847)
Depreciation provided during the year (note 6)	年內折舊撥備 (附註6)	(2,832)	(3,467)	(208)	(859)	(429)	—	(7,795)
Disposal of subsidiaries (note 35)	出售附屬公司 (附註35)	—	—	—	(484)	—	(59)	(543)
Surplus on revaluation	重估盈餘	12,141	—	—	—	—	—	12,141
Transfers to investment properties (note 14)	轉撥至投資物業 (附註14)	(25,824)	—	—	—	—	—	(25,824)
Exchange realignment	匯兌調整	(4,590)	(61)	(57)	(47)	(252)	(465)	(5,472)
At 31 December 2016, net of accumulated depreciation and impairment	於二零一六年 十二月三十一日， 扣除累計折舊及 減值	60,803	11,390	2,039	3,134	2,405	156,044	235,815
At 31 December 2016:	於二零一六年 十二月三十一日:							
Cost	成本值	64,835	16,623	2,241	10,718	2,967	156,044	253,428
Accumulated depreciation and impairment	累計折舊及減值	(4,032)	(5,233)	(202)	(7,584)	(562)	—	(17,613)
Net carrying amount	賬面淨值	60,803	11,390	2,039	3,134	2,405	156,044	235,815

13. PROPERTY, PLANT AND EQUIPMENT (Continued)

At 31 December 2017, one of the Group's buildings with a net carrying amount of HK\$62,940,000 (2016: Nil) was pledged to secure general banking facilities granted to the Group (note 29).

14. INVESTMENT PROPERTIES**13. 物業、廠房及設備(續)**

於二零一七年十二月三十一日，本集團賬面淨值為62,940,000港元(二零一六年：無)之其中一座樓宇已抵押作為授予本集團的一般銀行融資之擔保(附註29)。

14. 投資物業

		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
Carrying amount at 1 January	於一月一日之賬面值		356,498	338,744
Additions	添置		11,908	12,066
Net (loss)/gain from a fair value adjustment	公平值調整淨(虧損)/收益	5	(11,792)	3,285
Transfer from owner-occupied property	轉撥自自用物業	13	—	25,824
Exchange realignment	匯兌調整		25,011	(23,421)
Carrying amount at 31 December	於十二月三十一日之賬面值		381,625	356,498

The Group's investment properties consist of certain commercial properties in Beijing and Shanghai, the PRC. The directors of the Company have determined that the investment properties consist of one class of asset, i.e., commercial properties, based on the nature, characteristics and risks of the properties. The Group's investment properties were revalued on 31 December 2017 based on valuations performed by AVISTA Valuation Advisory Limited, an independent professionally qualified appraiser, at HK\$381,625,000. Each year, the Group's management decide to appoint which external appraiser to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

本集團之投資物業包括位於中國北京及上海之若干商用物業。根據物業之性質、特點及風險，本公司董事釐定投資物業由一個資產類別(即商用物業)組成。根據獨立專業之合資格估值師艾華迪評估諮詢有限公司進行之估值，本集團之投資物業於二零一七年十二月三十一日重估為381,625,000港元。本集團管理層每年決定外聘估值師之人選，以委任其負責本集團物業之外部估值。甄選條件包括市場知識、聲譽、獨立性及能否維持專業水準。

14. INVESTMENT PROPERTIES (Continued)

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 39(a) to the consolidated financial statements.

At 31 December 2017, the Group's investment properties with a carrying value of HK\$328,987,000 (2016: HK\$320,047,000) were pledged to secure general banking facilities granted to the Group (note 29).

Further particulars of the Group's investment properties are included on page 228.

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

14. 投資物業(續)

投資物業乃根據經營租賃出租予第三方，其進一步概要詳情載於綜合財務報表附註39(a)。

於二零一七年十二月三十一日，本集團賬面值328,987,000港元(二零一六年：320,047,000港元)之投資物業已予以抵押，以獲得向本集團授出之一般銀行融資(附註29)。

本集團的投資物業之進一步詳情載於第228頁。

公平值層級

下表說明本集團投資物業之公平值計量層級：

Fair value measurement as at 31 December 2017 using
於二零一七年十二月三十一日使用以下輸入之公平值計量

	Quoted prices in active markets (Level 1) 活躍市場報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察輸入值 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察輸入值 (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurement for: Commercial properties located in the PRC	—	—	381,625	381,625

14. INVESTMENT PROPERTIES (Continued)
Fair value hierarchy (Continued)

14. 投資物業(續)
公平值層級(續)

Fair value measurement as at
 31 December 2016 using
 於二零一六年十二月三十一日使用以下輸入之公平值計量

Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
活躍市場 報價(第一級)	重大可 觀察輸入值 (第二級)	重大不可 觀察輸入值 (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: Commercial properties located in the PRC	經常性公平值計量：位於中國之商用物業	—	—	356,498	356,498
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During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2016: Nil).

年內，第一級與第二級之間並無公平值計量之轉撥，亦無自第三級轉入或轉出(二零一六年：無)。

Below is the valuation technique used and the key input to the valuation of investment properties:

所用估值技巧及投資物業估值之主要輸入值如下：

	Valuation technique 估值技巧	Significant unobservable input 重大不可觀察輸入值	Range or weighted average 範圍或加權平均	
			2017 二零一七年	2016 二零一六年
Commercial properties 商用物業	Income approach 收益法	Estimated rental value (per sq.m. and per month) 估計租賃價值 (每平方米及每月) Capitalisation rate 資本化比率	RMB60-120 人民幣60-120元 5% — 6%	RMB45 人民幣45元 6% — 6.5%

14. INVESTMENT PROPERTIES (Continued)**Fair value hierarchy (Continued)**

Income approach measured the fair value of the investment properties by capitalising rental receivables during the term of the tenancies at appropriate yield with due allowances for the reversionary value upon expiry of tenancies.

A significant increase (decrease) in the unit rent in isolation would result in a significant increase (decrease) in the fair value of the investment properties. A significant increase (decrease) in the adjustment to the capitalisation rate in isolation would result in a significant decrease (increase) in the fair value of the investment properties.

14. 投資物業(續)**公平值層級(續)**

收益法透過於租期內按合適的收益率資本化應收租金及於租期屆滿時就復歸價值作出適當撥備計量投資物業的公平值。

單位租金單獨大幅增加(減少)將導致投資物業的公平值大幅增加(減少)。資本化比率調整單獨大幅增加(減少)將導致投資物業的公平值大幅減少(增加)。

15. PREPAID LAND LEASE PAYMENTS**15. 預付土地租金**

			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		
Carrying amount at 1 January	於一月一日之賬面值		1,342,629	1,323,117
Acquisition of subsidiaries	收購附屬公司	34	—	151,560
Recognised during the year	年內確認	6	(29,710)	(39,192)
Transfer to property under development	轉撥至在建物業	21	(105,149)	—
Disposal of a subsidiary	出售一間附屬公司	35	(702,304)	—
Exchange realignment	匯兌調整		65,944	(92,856)
Carrying amount at 31 December	於十二月三十一日之賬面值		571,410	1,342,629
Current portion included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項之即期部分	23	(17,754)	(39,621)
Non-current portion	非即期部分		553,656	1,303,008

As at 31 December 2017, the land use right with an aggregate carrying amount of HK\$153,477,000 (2016: HK\$282,215,000) was pledged to secure bank loans granted to the Group (note 29).

於二零一七年十二月三十一日，總賬面值為153,477,000港元(二零一六年：282,215,000港元)之土地使用權已抵押作為本集團獲授銀行貸款之擔保(附註29)。

16. GOODWILL

16. 商譽

			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		
Cost and net carrying amount at 1 January	於一月一日之成本及賬面淨值		265,659	156,104
Acquisition of subsidiaries	收購附屬公司	34	—	141,173
Disposal of a subsidiary	出售一間附屬公司	35	(52,785)	(31,618)
Cost and net carrying amount at 31 December	於十二月三十一日之成本及賬面淨值		212,874	265,659

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units ("CGU") for impairment testing:

- Zhi Jian CGU;
- Jing Tou CGU;
- Beijing Spirit CGU;
- Golden Sun CGU; and
- Top-Doctors CGU.

Zhi Jian and Jing Tou Holding cash-generating units

The recoverable amount has been determined by reference to the fair value less costs of disposal of each relevant business unit.

In assessing the fair value less costs of disposal of each individual business unit, references were considered to the valuation of the properties and the carrying amounts of the business unit's other assets and liabilities which approximated to their fair values, excluding any deferred tax liabilities initially recognised on acquisition of the relevant business unit. Fair values of the properties were determined based on valuations performed by independent valuer at year end using income approach and comparison approach which have used significant unobservable inputs (Level 3 of the fair value hierarchy as defined in HKFRS 13).

商譽減值測試

透過業務合併取得的商譽被分配至以下現金產生單位（「現金產生單位」）以進行減值測試：

- 智健現金產生單位；
- 京投現金產生單位；
- 北京思義現金產生單位；
- 金太陽現金產生單位；及
- 良醫聯盟現金產生單位。

智健及京投控股現金產生單位

可收回金額乃參考公平值減各相關業務單位之出售成本而釐定。

評估各個別業務單位之公平值減出售成本時，本集團已參考物業之估值以及業務單位其他資產及負債之賬面值（與其公平值相若），惟不包括於收購相關業務單位時已初始確認之任何遞延稅項負債。該等物業之公平值乃根據獨立估值師於年末使用收益法及比較法進行之估值釐定，當中已使用重大不可觀察輸入數據（屬香港財務報告準則第13號所界定公平值層級之第三級）。

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16. GOODWILL (Continued)**Impairment testing of goodwill (Continued)***Beijing Spirit cash-generating unit*

The recoverable amount of the Beijing Spirit cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 18.50% (2016: 17.78%). The growth rate used to extrapolate the cash flows of the Beijing Spirit unit beyond the five-year period is 3.00% (2016: 3.00%), which approximates to the long term average growth rate of the furniture trading industry.

Golden Sun cash-generating unit

The recoverable amount of the industrial products Golden Sun cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 15.00% (2016: 15.00%). The growth rate used to extrapolate the cash flows of the Golden Sun unit beyond the five-year period is 3.00% (2016: 3.00%), which approximates to the long term average growth rate of the geriatric care industry.

Top-Doctors cash-generating unit

The recoverable amount of the Top-Doctors cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 19.50% (2016: 18.70%). The growth rate used to extrapolate the cash flows of the Top-Doctors unit beyond the five-year period is 3.00% (2016: 3.00%), which approximates to the long term average growth rate of the on-line medical service industry.

At 31 December 2017, the carrying amount of goodwill allocated to each of the cash-generating units is as follows:

16. 商譽(續)**商譽減值測試(續)***北京思義現金產生單位*

北京思義現金產生單位的可收回金額乃按照其使用價值計算釐定，使用價值計算乃根據高級管理層批准之五年期財政預算作出之現金流量預測得出。現金流量預測所用的貼現率為18.50%（二零一六年：17.78%）。用於推算五年期以外的北京思義單位之現金流量增長率為3.00%（二零一六年：3.00%），與家具買賣行業之長期平均增長率接近。

金太陽現金產生單位

金太陽之工業產品現金產生單位的可收回金額乃按照其使用價值計算釐定，使用價值計算乃根據高級管理層批准之五年期財政預算作出之現金流量預測得出。現金流量預測所用的貼現率為15.00%（二零一六年：15.00%）。用於推算五年期以外的金太陽單位之現金流量增長率為3.00%（二零一六年：3.00%），與養老行業之長期平均增長率接近。

良醫聯盟現金產生單位

良醫聯盟現金產生單位的可收回金額乃按照其使用價值計算釐定，使用價值計算乃根據高級管理層批准之五年期財政預算作出之現金流量預測得出。現金流量預測所用的貼現率為19.50%（二零一六年：18.70%）。用於推算五年期以外的良醫聯盟單位之現金流量增長率為3.00%（二零一六年：3.00%），與線上醫療行業之長期平均增長率接近。

於二零一七年十二月三十一日，分配予各現金產生單位的商譽之賬面值如下：

	Zhi Jian 智健	Jing Tou Holding 京投控股	Beijing Spirit 北京思義	Golden Sun 金太陽	Top-Doctors 良醫聯盟	Total 總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Carrying amount of goodwill 商譽之賬面值	62,585	40,734	17,394	82,894	9,267	212,874

16. GOODWILL (Continued)**Impairment testing of goodwill (Continued)**

Assumptions were used in the value in use calculation of the Beijing Spirit CGU, Golden Sun CGU and Top-Doctors CGU for 31 December 2017. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Discount rates — The discount rates used are before tax and reflect specific risks relating to the relevant units.

Growth rates — The growth rates used to extrapolate the cash flows beyond the five-year period are based on the estimated growth rate of each unit taking into account the industry growth rate, past experience and the medium or long term growth target of each CGU.

17. OTHER INTANGIBLE ASSETS**16. 商譽(續)****商譽減值測試(續)**

於二零一七年十二月三十一日，計算北京思義現金產生單位、金太陽現金產生單位及良醫聯盟現金產生單位之使用價值時已使用若干假設。下文描述管理層在進行商譽減值測試時作出現金流量預測所根據的各項重要假設：

貼現率 — 所採用的貼現率未扣除稅項，並反映有關單位的特定風險。

增長率 — 用於推算五年期以後現金流量之增長率，乃以各單位之估計增長率為基準，並考慮行業增長率、過往經驗及各現金產生單位之中長期增長目標而計算所得。

17. 其他無形資產

		Notes 附註	Brand name 品牌名稱 HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2016	於二零一六年 十二月三十一日				
Cost at 1 January 2016, net of accumulated amortisation	於二零一六年一月一日 之成本，扣除累計 攤銷		—	—	—
Additions	添置		—	541	541
Acquisition of subsidiaries	收購附屬公司	34	7,811	6,871	14,682
Amortisation provided during the year	年內之攤銷撥備	6	—	(281)	(281)
Exchange realignment	匯兌調整		(469)	(277)	(746)
At 31 December 2016	於二零一六年 十二月三十一日		7,342	6,854	14,196
At 31 December 2016:	於二零一六年 十二月三十一日：				
Cost	成本		7,342	7,128	14,470
Accumulated amortisation	累計攤銷		—	(274)	(274)
Net carrying amount	賬面淨值		7,342	6,854	14,196

17. OTHER INTANGIBLE ASSETS (Continued)

17. 其他無形資產(續)

		Note 附註	Brand name 品牌名稱 HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2017	於二零一七年 十二月三十一日				
Cost at 1 January 2017, net of accumulated amortisation	於二零一七年一月一日 之成本，扣除累計 攤銷		7,342	6,854	14,196
Additions	添置		—	645	645
Amortisation provided during the year	年內之攤銷撥備	6	—	(902)	(902)
Exchange realignment	匯兌調整		516	465	981
At 31 December 2017	於二零一七年 十二月三十一日		7,858	7,062	14,920
At 31 December 2017:	於二零一七年 十二月三十一日：				
Cost	成本		7,858	8,392	16,250
Accumulated amortisation	累計攤銷		—	(1,330)	(1,330)
Net carrying amount	賬面淨值		7,858	7,062	14,920

A brand name acquired in 2016 at a fair value of HK\$7,858,000 was regarded as having indefinite useful life because the brand name is expected to generate net cash inflows indefinitely. As at 31 December 2017, the brand name with indefinite useful life was tested for impairment.

於二零一六年收購公平值為7,858,000港元之品牌名稱因預期可以無限期產生淨現金流入而被視為擁有無限可使用年期。於二零一七年十二月三十一日，具有無限可使用年期的品牌名稱已進行減值測試。

18. INVESTMENTS IN ASSOCIATES

18. 於聯營公司之投資

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Share of net assets	分佔資產淨值	159,187	45,103
Goodwill on acquisition	收購時之商譽	302,076	104,088
		461,263	149,191

Particulars of the material associate are as follows:

主要聯營公司詳情如下：

Name	Particulars of issued shares held	Place of incorporation/ registration and business	Percentage of ownership interest attributable to the Group	Principal activities
名稱	持有之已發行股份詳情	註冊成立／註冊及營業地點	本公司應佔擁有權益百分比	主要業務
Beijing Sports and Entertainment Industry Group Limited ("Beijing Sports and Entertainment") 北京體育文化產業集團有限公司 〔北京體育文化〕*	Ordinary shares 普通股	Cayman Islands/ Hong Kong 開曼群島／香港	27.22	Air freight services, investment and operation of the sports and entertainment related business 空運服務、體育及娛樂相關投資及業務

* Shares are listed on the Main Board of the Stock Exchange

* 股份於聯交所主板上市

Except for the Group's shareholding in Beijing Sports and Entertainment comprising equity shares held by the Company, the shareholdings in other associates are held through a wholly-owned subsidiary of the Company.

除本集團於北京體育文化的股權以本公司的權益股份持有外，於其他聯營公司之股權乃透過本公司一間全資附屬公司持有。

Beijing Sports and Entertainment, which is considered a material associate of the Group, is accounted for using the equity method. The Company acquired approximately 13.97% of the share capital of Beijing Sport and Entertainment on 18 December 2015, and further acquired 10.66% of the share capital of Beijing Sports and Entertainment on 29 January 2016 and acquired 7.55% of the share capital of Beijing Sports and Entertainment on 30 November 2017.

北京體育文化(被視為本集團之主要聯營公司)乃使用權益法入賬。本公司於二零一五年十二月十八日收購北京體育文化約13.97%之股本，並進一步於二零一六年一月二十九日收購北京體育文化10.66%之股本及於二零一七年十一月三十日收購北京體育文化7.55%之股本。

18. INVESTMENTS IN ASSOCIATES (Continued)

The following table illustrates the summarised financial information in respect of Beijing Sports and Entertainment adjusted for any differences in accounting policies and reconciled to the carrying amount in the consolidated financial statements:

18. 於聯營公司之投資(續)

下表闡述北京體育文化的財務資料概要(已就會計政策之任何差異作出調整,並與綜合財務報表內賬面值對賬):

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current assets	流動資產	414,992	337,271
Non-current assets, excluding goodwill	非流動資產, 不包括商譽	211,688	115,175
Goodwill on acquisition of the associate	收購聯營公司之商譽	300,951	102,963
Current liabilities	流動負債	(66,745)	(212,810)
Non-current liabilities	非流動負債	(9,130)	(1,007)
		851,756	341,592
Less: Non-controlling interests	減: 非控股權益	(130,237)	(11,589)
Net assets	資產淨值	721,519	330,003
Net assets, excluding goodwill	資產淨值, 不包括商譽	420,568	227,040
Reconciliation to the Group's interest in the associate:	本集團於聯營公司的權益之對賬:		
Proportion of the Group's ownership	本集團之擁有權比例	27.22%	19.77%
Group's share of net assets of the associate, excluding goodwill	本集團分佔聯營公司之資產淨值, 不包括商譽	74,936	44,886
Goodwill on acquisition (less cumulative impairment)	收購時之商譽(減累計減值)	300,951	102,963
Carrying amount of the investment	投資之賬面值	375,887	147,849
Fair value of the Group's investment	本集團的投資之公平值	1,002,520*	314,160*

* Based on the market price of the equity held by the Group

* 基於本集團持有的權益之市價

18. INVESTMENTS IN ASSOCIATES (Continued)

18. 於聯營公司之投資(續)

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Revenue	收入	156,823	82,518
Loss for the year	年度虧損	(18,134)	(51,327)
Other comprehensive income	其他全面收益	2,563	—
Total comprehensive income for the year	年度全面收益總額	(15,571)	(51,327)

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

下表闡述本集團個別非重大之聯營公司之財務資料總計：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Share of the associates' loss for the year	分佔聯營公司之年度虧損	(735)	—
Aggregate carrying amount of the Group's investments in the associates	本集團於聯營公司的投資之賬面總值	85,376	1,342

19. AVAILABLE-FOR-SALE INVESTMENTS

19. 可供出售投資

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Unlisted equity investments:	非上市股本投資：		
At cost	按成本值	46,151	11,295
Impairment	減值	—	—
		46,151	11,295

As at 31 December 2017, the unlisted equity investments with an aggregate carrying amount of HK\$46,151,000 (2016: HK\$11,295,000) were stated at cost less impairment because the ranges of reasonable fair value estimates are so significant that the directors are of the opinion that their fair values cannot be measured reliably. The Group does not intend to dispose of them in the near future.

於二零一七年十二月三十一日，由於合理公平值估計範圍太大以致董事認為其公平值無法可靠計量，故賬面總值為46,151,000港元(二零一六年：11,295,000港元)之非上市股本投資按成本減減值列賬。本集團無意於近期出售該等非上市股本投資。

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20. INVENTORIES

20. 存貨

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Finished goods	製成品	28,889	7,981

21. PROPERTY UNDER DEVELOPMENT

21. 發展中物業

		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
Carrying amount at 1 January	於一月一日之賬面值		—	—
Transfer from property, plant and equipment	轉撥自物業、廠房及設備	13	163,104	—
Transfer from prepaid land lease payments	轉撥自預付土地租金	15	105,149	—
Carrying amount at 31 December	於十二月三十一日之賬面值		268,253	—

As at 31 December 2017, the property under development with an aggregate carrying amount of HK\$105,150,000 (2016: Nil) was pledged to secure bank loans granted to the Group (note 29).

Further particular of the Group's property under development is included on page 228.

於二零一七年十二月三十一日，賬面總值105,150,000港元(二零一六年：無)的在建物業已就本集團獲授銀行貸款而抵押(附註29)。

有關本集團在建物業的進一步詳情載列於第228頁。

22. TRADE RECEIVABLES

22. 應收貿易賬款

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade receivables	應收貿易賬款	28,325	12,013
Impairment	減值	—	—
		28,325	12,013

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 3 months. For major customers, the terms may change in accordance with the terms of the respective contracts. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. 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 receivables as at the end of the reporting period, based on the invoice date, is as follows:

除新客戶一般須預付款項外，本集團主要以信貸方式與其客戶訂定貿易條款。本集團授予客戶之信貸期一般為三個月。就主要客戶而言，條款可能根據相關合約之條款而有所變動。每名客戶均設有最高信貸額。本集團對其未償還應收款項維持嚴格控制。逾期款項由高級管理層定期進行審閱。根據上述情況及本集團之應收貿易賬款以分散客戶為主，故並無高度集中信貸的風險。本集團並無為其應收貿易賬款結餘持有任何抵押品或其他信用增級方式。應收貿易賬款並不計息。

於報告期末，應收貿易賬款按發票日計算的賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 3 months	三個月內	15,793	10,492
Over 3 months	三個月以上	12,532	1,521
		28,325	12,013

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22. TRADE RECEIVABLES (Continued)

The ageing analysis of the trade receivables that are not individually nor collectively considered to be 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
Neither past due nor impaired	並無逾期或減值	15,793	10,492
Less than 1 month past due	逾期少於一個月	1,566	353
1 to 3 months past due	逾期一至三個月	10,966	1,168
		28,325	12,013

Receivables that were neither past due nor impaired relate to several major customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

22. 應收貿易賬款(續)

並無個別或集體視為減值的應收貿易賬款之賬齡分析如下：

並無逾期或減值之應收款項與最近並無拖欠記錄之數名主要客戶有關。

已逾期但並無減值的應收款項與若干於本集團過往記錄良好的獨立客戶有關。基於過往經驗，本公司董事認為，由於信貸質素並無重大變動且結餘仍被視為可悉數收回，故毋須就該等結餘作出任何減值撥備。

23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Prepayments and deposits	預付款項及按金	297,828	12,339
Loans to third parties	第三方貸款	669,973	83,263
Other receivables	其他應收款項	100,244	108,166
Prepaid land lease payments	預付土地租金	17,754	39,621
		1,085,799	243,389
Less: Impairment	減：減值	(3,354)	(3,134)
		1,082,445	240,255
Portion classified as current assets	分類為流動資產部分	(809,788)	(240,255)
Non-current portion — prepayments	非流動部分 — 預付款項	272,657	—

23. 預付款項、按金及其他應收款項

23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

The movements in provision for impairment of other 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 beginning of year	於年初	3,134	—
Impairment losses recognised	已確認減值虧損	—	3,218
Exchange realignment	匯兌調整	220	(84)
		3,354	3,134

Notes:

- (a) Included in the Group's prepayment at 31 December 2017 were (i) a non-current prepayment of HK\$200,878,000 in relation to a land use right in Dali, Yunnan Province, for which the total consideration is RMB316,792,000 (equivalent to HK\$378,983,000); and (ii) a prepayment of HK\$71,779,000 in relation to the proposed acquisition of a 15% equity interest in Beijing Enterprises City Investment Holdings Group Co., Ltd. ("BECIH").

On 20 November 2017, Guangzhou Jinfucity P.E. Fund (limited partnership) ("Jinfucity"), Wuxi Qiangxin Investment Co., Ltd. and BECIH entered into a share transfer agreement (the "Transfer of Shares Agreement"), pursuant to which Jinfucity agreed to acquire and Wuxi Qiangxin Investment Co., Ltd. agreed to sell 15% of its entire equity interests in BECIH for a consideration of RMB60,000,000 (equivalent to approximately HK\$71,779,000).

As at 31 December 2017, the Group has prepaid the total cash consideration in aggregate of RMB60,000,000 (equivalent to approximately HK\$71,779,000), and Wuxi Qiangxin Investment Co., Ltd. has not transferred the title of the equity interest to the Group.

- (b) Included in the loans to third parties as at 31 December 2017 were unsecured interest-bearing loans of HK\$669,973,000 (2016: HK\$83,263,000) in aggregate, which bore interest from 4.5% to 10% (2016: 4.785% to 10%) per annum.

As at 31 December 2017, except for the guaranteed loan of Canadian dollar ("CAD") 15,050,000 (equivalent to approximately HK\$93,639,000) were denominated in CAD, all loans to third parties were denominated in RMB (2016: all were denominated in RMB except the loans of CAD11,250,000, equivalent to approximately HK\$64,653,000).

23. 預付款項、按金及其他應收款項(續)

其他應收款項減值撥備的變動如下：

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
At beginning of year	3,134	—
Impairment losses recognised	—	3,218
Exchange realignment	220	(84)
	3,354	3,134

附註：

- (a) 計入本集團二零一七年十二月三十一日的預付款項為(i)與總代價為人民幣316,792,000元(相當於378,983,000港元)的雲南省大理市土地使用權有關的非流動預付款項200,878,000港元；及(ii)與建議收購北控城投控股集團有限公司(「北控城投控股」)15%股權有關的預付款項71,779,000港元。

於二零一七年十一月二十日，Guangzhou Jinfucity P.E. Fund (limited partnership) (「Jinfucity」)、無錫強鑫投資有限公司與北控城投控股訂立股份轉讓協議(「股份轉讓協議」)，據此，Jinfucity同意收購而無錫強鑫投資有限公司同意出售其於北控城投控股的15%股權，代價為人民幣60,000,000元(相當於約71,779,000港元)。

於二零一七年十二月三十一日，本集團已預付總現金代價合共人民幣60,000,000元(相當於約71,779,000港元)，而無錫強鑫投資有限公司並無向本集團轉讓股權業權。

- (b) 計入二零一七年十二月三十一日的第三方貸款合共為669,973,000港元(二零一六年：83,263,000港元)的無抵押計息貸款，按年利率4.5%至10%(二零一六年：4.785%至10%)計息。

惟15,050,000加拿大元(「加元」)(相當於約93,639,000港元)的有擔保貸款以加元計值外，第三方貸款全部均以人民幣計值(二零一六年：全部均以人民幣計值，除11,250,000加元(相當於約64,653,000港元)的貸款除外)。

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24. LOAN TO A DIRECTOR

The loan to a director, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

Name	姓名	At	Maximum	At	Maximum	At	Security held
		31 December 2017	amount outstanding during the year	31 December 2016 and 1 January 2017	amount outstanding during the prior year	31 December 2016	
		於二零一七年十二月三十一日	於年內之最高未償還金額	於二零一六年十二月三十一日及二零一七年一月一日	於過往年度之最高未償還金額	於二零一六年一月一日	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Mr. Wang Zheng Chun	王正春先生	62,591*	138,544	136,012*	136,012	—	Commercial property 商用物業

* This balance is included in "Due from related parties" in the consolidated statement of financial position.

The loan granted to the director bears interest at 6% per annum (2016: 4.5% per annum) and is repayable within one year.

25. 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	上市股本投資，按市值	71,760	64,584
Unlisted investments, at fair value	非上市投資，按公平值	32,847	70,103
		104,607	134,687

The above financial assets at 31 December 2017 and 2016 were classified as held for trading and were, upon initial recognition, designated by the Group as financial assets at fair value through profit or loss.

The Group's unlisted investments represented mainly fund investments and their fair values were based on values quoted by the relevant financial institutions.

24. 授予一名董事之貸款

根據香港公司條例第383(1)(d)條及公司(披露董事利益資料)規例第3部規定，授予一名董事之貸款披露如下：

Name	姓名	At	Maximum	At	Maximum	At	Security held
		31 December 2017	amount outstanding during the year	31 December 2016 and 1 January 2017	amount outstanding during the prior year	31 December 2016	
		於二零一七年十二月三十一日	於年內之最高未償還金額	於二零一六年十二月三十一日及二零一七年一月一日	於過往年度之最高未償還金額	於二零一六年一月一日	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Mr. Wang Zheng Chun	王正春先生	62,591*	138,544	136,012*	136,012	—	Commercial property 商用物業

* 此餘額計入綜合財務狀況表之「應收關連方款項」。

授予董事之貸款按6%之年利率(二零一六年：年利率4.5%)計息，並須於一年內償還。

25. 透過損益以公平值列賬之金融資產

		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	上市股本投資，按市值	71,760	64,584
Unlisted investments, at fair value	非上市投資，按公平值	32,847	70,103
		104,607	134,687

於二零一七年及二零一六年十二月三十一日，上述於金融資產被分類為持作買賣，並於初步確認時由本集團指定為透過損益以公平值列賬之金融資產。

本集團之非上市投資主要指基金投資，其公平值乃基於相關金融機構之報價釐定。

26. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

26. 現金及現金等值物以及已抵押存款

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	128,901	121,543
Time deposits with original maturity of less than or equal to three months when acquired	於取得時原到期日少於或等於三個月之定期存款	342,274	86,302
Time deposits with original maturity of over three months when acquired	於取得時原到期日超過三個月之定期存款	261	82,076
Principal protected structure deposits with original maturity of less than or equal to three months when acquired	於取得時原到期日少於或等於三個月之保本結構性存款	—	30,183
		471,436	320,104
Less: Pledged time deposits: Pledged for short term bank loans	減：已抵押定期存款：作為短期銀行貸款之抵押	—	(21,900)
Cash and cash equivalents	現金及現金等值物	471,436	298,204

At the end of the reporting period, the cash and bank balances, time deposits and principal protected structure deposits of the Group denominated in Renminbi ("RMB") amounted to HK\$416,736,000 (2016: HK\$151,616,000). The RMB is 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 at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and deposits are deposited with creditworthy banks with no recent history of default.

於報告期末，本集團以人民幣（「人民幣」）計值之現金及銀行結餘、定期存款及保本結構性存款為416,736,000港元（二零一六年：151,616,000港元）。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的銀行將人民幣兌換為其他貨幣。

銀行存款按根據每日銀行存款利率釐定的浮動利率計息。銀行結餘及存款存入最近並無拖欠記錄且信譽良好的銀行。

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27. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, 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
Within 3 month	三個月內	12,603	9,802
Over 3 months	三個月以上	4,275	205
		16,878	10,007

The trade payables are non-interest-bearing and are normally settled on terms of 3 to 6 months.

27. 應付貿易賬款

於報告期末，應付貿易賬款根據發票日期的賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within 3 month	三個月內	12,603	9,802
Over 3 months	三個月以上	4,275	205
		16,878	10,007

應付貿易賬款為免息及一般於三至六個月內結付。

28. OTHER PAYABLES AND ACCRUALS

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current:	即期：		
Other payables and accruals	其他應付款項及應計費用	102,014	127,231
Consideration payable (note 34)	應付代價(附註34)	5,982	12,745
Contingent consideration payable (note 34)	應付或然代價(附註34)	5,178	5,542
Consideration deposits	代價按金	39,478	36,891
Receipts in advance	已收墊款	26,085	6,197
		178,737	188,606
Non-current:	非即期：		
Other payables and accruals	其他應付款項及應計費用	2,768	—
Contingent consideration payable (note 34)	應付或然代價(附註34)	6,772	12,077
		9,540	12,077
		188,277	200,683

Other payables are non-interest-bearing and have no fixed terms of repayment.

28. 其他應付款項及應計費用

其他應付款項為免息及並無固定還款條款。

29. INTEREST-BEARING BANK AND OTHER BORROWINGS

29. 計息銀行及其他借款

		2017 二零一七年			2016 二零一六年		
		Effective interest rate (%) 實際利率	Maturity 到期日	HK\$'000 千港元	Effective interest rate (%) 實際利率	Maturity 到期日	HK\$'000 千港元
Current Bank loans — secured	即期 銀行貸款 — 有抵押	5.22	2018 二零一八年	35,889	2.40-5.22	2017 二零一七年	54,677
Current portion of long term bank loans — secured	長期銀行貸款之 即期部分 — 有抵押	4.90-5.22	2018 二零一八年	35,890	4.90	2017 二零一七年	16,768
Other loans — unsecured	其他貸款 — 無抵押	4.35-5.60	On demand- 2018 按 要求 — 二零一八年	9,762	5.60	On demand 按 要求	5,189
				81,541			76,634
Non-current Bank loans — secured	非即期 銀行貸款 — 有抵押	4.90	2019-2024 二零一九年 至二零二四年	161,503	4.90	2018-2021 二零一八年 至二零二一年	106,201
				243,044			182,835

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Analysed into:	分析為：		
Bank loans and overdrafts repayable:	應償還銀行貸款及透支：		
Within one year or on demand	須於一年內或按 要求償還	71,779	71,445
In the second year	於第二年內償還	68,190	33,538
In the third to fifth years, inclusive	須於第三至第五年內 (包括首尾兩年)償還	45,460	72,663
Over fifth years	第五年以後償還	47,853	—
		233,282	177,646
Other borrowings repayable:	應償還其他借款：		
Within one year or on demand	一年內或按 要求償還	9,762	5,189
		243,044	182,835

**29. INTEREST-BEARING BANK AND OTHER BORROWINGS
(Continued)**

Notes:

- a. As at 31 December 2017, the Group's bank loans were secured by:
- (i) mortgages over the investment properties situated in the PRC, which had an aggregate carrying amount at the end of reporting period of HK\$328,987,000 (2016: HK\$320,047,000);
 - (ii) mortgages over a land use right, which had an aggregate carrying amount at the end of reporting period of HK\$153,477,000 (2016: HK\$282,215,000);
 - (iii) mortgages over the property under development, which had an aggregate carrying amount at the end of reporting period of HK\$105,150,000 (2016: Nil); and
 - (iv) mortgages over a building situated in the PRC, which had an aggregate carrying amount at the end of reporting period of HK\$62,940,000 (2016: Nil).

In addition, as at 31 December 2017, the Group's bank loans of HK\$53,835,000 were guaranteed by certain third parties (2016: HK\$67,074,000).

- b. As at 31 December 2017, all borrowings were denominated in RMB (2016: all borrowings were denominated in RMB except bank loans of HK\$53,000,000 were denominated in Hong Kong dollars).
- c. The Group's other loans are borrowed from non-controlling shareholders of a subsidiary of the Company, which are unsecured, bear interest at 4.35% per annum for one year and 5.60% per annum and are repayable on demand, respectively.

29. 計息銀行及其他借款(續)

附註:

- a. 於二零一七年十二月三十一日，本集團之銀行貸款以下列方式抵押：
- (i) 由位於中國之投資物業抵押，其於報告期末之總賬面值為328,987,000港元(二零一六年：320,047,000港元)；
 - (ii) 由土地使用權抵押，其於報告期末之總賬面值為153,477,000港元(二零一六年：282,215,000港元)；
 - (iii) 由在建物業抵押，其於報告期末之總賬面值為105,150,000港元(二零一六年：零)；及
 - (iv) 由位於中國的樓宇抵押，其於報告期末之總賬面值為62,940,000港元(二零一六年：零)。

此外，於二零一七年十二月三十一日，本集團為數53,835,000港元(二零一六年：67,074,000港元)之貸款由若干第三方擔保。

- b. 於二零一七年十二月三十一日，所有借款均以人民幣計值(二零一六年：所有借款均以人民幣計值，惟53,000,000港元之銀行貸款以港元計值除外)。
- c. 本集團之其他貸款乃自本公司一間附屬公司之非控股股東借取，其為無抵押、分別一年按年利率4.35%及5.60%之年利率計息，並須按要求償還。

30. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities**30. 遞延稅項**

遞延稅項負債及資產於年內之變動如下：

遞延稅項負債

			Fair value adjustments arising from acquisition of subsidiaries 產生自收購之公平值調整	Revaluation of investment properties 重估投資物業	Total 總計
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2016	於二零一六年一月一日		152,408	60,356	212,764
Acquisition of a subsidiary	收購附屬公司	34	1,451	—	1,451
Deferred tax charged to asset revaluation reserve during the year	年內於資產重估儲備內扣除的遞延稅項		—	3,035	3,035
Deferred tax charged/(credited) to profit or loss during the year	年內於損益內扣除/(計入)的遞延稅項	10	(3,127)	821	(2,306)
Exchange differences	匯兌差額		(9,586)	(4,074)	(13,660)
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及二零一七年一月一日		141,146	60,138	201,284
Disposal of a subsidiary	出售一間附屬公司	35	(70,161)	—	(70,161)
Deferred tax credited to profit or loss during the year	年內於損益內計入的遞延稅項	10	(2,217)	(2,948)	(5,165)
Exchange differences	匯兌差額		7,131	4,107	11,238
At 31 December 2017	於二零一七年十二月三十一日		75,899	61,297	137,196

30. DEFERRED TAX (Continued)

The Group has tax losses arising in Mainland China of HK\$277,195,000 (2016: HK\$315,579,000) that will expire in one to five years for offsetting against future taxable profits.

Deferred tax assets have not been recognised in respect of the above items as they have arisen in subsidiaries that have been loss making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At 31 December 2017, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries and associates established in Mainland China. In the opinion of the directors of the Company, it is not probable that these subsidiaries and associates will distribute such earnings in the foreseeable future. There were no temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised at 31 December 2017 (2016: Nil).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

30. 遞延稅項(續)

本集團於中國內地產生277,195,000港元(二零一六年: 315,579,000港元)之稅項虧損, 可在一至五年內抵銷未來應課稅溢利。

並無就上述項目確認遞延稅項資產, 原因為有關項目乃源自已虧損一段時間之附屬公司, 且被視作不可能有應課稅溢利可供用作抵銷稅項虧損。

根據中國企業所得稅法, 就向外國投資者宣派於中國內地成立之外資企業的股息徵收10%預扣稅。有關規定自二零零八年一月一日起生效, 並適用於二零零七年十二月三十一日後所產生之盈利。倘中國內地與外國投資者所屬司法權區之間定有稅務優惠則可按較低預扣稅率繳稅。本集團的適用比率為10%。因此, 本集團須就該等於中國內地成立的附屬公司就二零零八年一月一日起產生之盈利而分派之股息繳交預扣稅。

於二零一七年十二月三十一日, 本集團並無就本集團在中國內地成立的附屬公司及聯營公司須繳交預扣稅的未匯出盈利確認遞延稅項負債。本公司董事認為, 此等附屬公司及聯營公司於可見將來分派該等盈利的機會不大。於二零一七年十二月三十一日, 並無因在中國內地的附屬公司的投資而產生的未被確認為遞延稅項負債的暫時差額(二零一六年: 零)。

本公司向其股東派付的股息毋須繳納所得稅。

31. SHARE CAPITAL
Shares31. 股本
股份

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Authorised:	法定：		
10,000,000,000 ordinary shares of HK\$0.2 each (2016: 10,000,000,000 of HK\$0.2 each)	10,000,000,000股每股 面值0.2港元之普通股 (二零一六年：10,000,000,000 股每股面值0.2港元)	2,000,000	2,000,000
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Issued and fully paid:	已發行及繳足：		
6,048,240,000 ordinary shares of HK\$0.2 each (2016: 6,172,892,000 of HK\$0.2 each)	6,048,240,000股每股面值 0.2港元(二零一六年： 6,172,892,000股每股面值 0.2港元)之普通股	1,209,648	1,234,578

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

31. SHARE CAPITAL (Continued)

A summary of movements in the Company's share capital is as follows:

31. 股本(續)

本公司股本之變動概要如下：

		Notes 附註	Number of shares in issue 已發行 股份數目 '000 shares 千股	Share capital 股本 HK\$'000 千港元	Share premium account 股份溢價賬 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		6,242,637	1,248,527	1,822,632	3,071,159
Issue of consideration shares	發行代價股份	(a)	15,125	3,025	6,655	9,680
Shares repurchased	購回股份	(b)	(84,870)	(16,974)	(22,881)	(39,855)
Shares purchased for the share award scheme	就股份獎勵計劃 購買股份		—	—	(1,257)	(1,257)
At 31 December 2016 and 1 January 2017	於二零一六年 十二月三十一日 及二零一七年 一月一日		6,172,892	1,234,578	1,805,149	3,039,727
Issue of consideration shares	發行代價股份	(a)	16,060	3,212	6,263	9,475
Shares repurchased and cancelled	購回及註銷股份	(b)	(140,712)	(28,142)	(43,656)	(71,798)
At 31 December 2017	於二零一七年 十二月三十一日		6,048,240	1,209,648	1,767,756	2,977,404

31. SHARE CAPITAL (Continued) Shares (Continued)

Notes:

(a) Issue of consideration shares

Acquisition of Fujian Fu Ling Golden Sun Health and Geriatric Company Limited ("Golden Sun")

On 28 April 2017, the Company issued and allotted an aggregate of 2,901,183 new ordinary shares of the Company at HK\$0.59 per share as the second instalment of the share consideration for the acquisition of Golden Sun. The aggregate fair value of the 2,901,183 ordinary shares, determined by reference to the closing quoted market price of the Company's share on the Stock Exchange at issuance date, amounted to HK\$1,712,000, of which HK\$580,000 and HK\$1,132,000 were credited to the share capital and share premium account of the Company, respectively.

Acquisition of Beijing Spirit Commerce & Trading Limited ("Beijing Spirit")

On 26 April 2017, the Company issued and allotted an aggregate of 13,158,750 new ordinary shares of the Company at HK\$0.59 per share as the first instalment of the share consideration for the acquisition of Beijing Spirit. The aggregate fair value of the 13,158,750 ordinary shares, determined by reference to the closing quoted market price of the company's share on the Stock Exchange at issuance date, amounted to HK\$7,763,000, of which HK\$2,632,000 and HK\$5,131,000 were credited to the share capital and share premium account of the Company, respectively.

(b) Shares repurchased

The Company purchased 84,870,000, in aggregate, of its shares on the Stock Exchange at a total consideration of HK\$39,855,240, in aggregate, which were cancelled during the year 2016.

The Company purchased 140,712,000, in aggregate, of its shares on the Stock Exchange at a total consideration of HK\$71,798,000, in aggregate, which were cancelled during the year 2017.

31. 股本(續) 股份(續)

附註：

(a) 發行代價股份

收購福建省福齡金太陽健康養老股份有限公司(「金太陽」)

於二零一七年四月二十八日，本公司按每股0.59港元之價格發行及配發合共2,901,183股本公司新普通股，作為收購金太陽的股份代價之第二期付款。2,901,183股普通股之總公平值(經參考本公司股份於發行日期在聯交所所報之收市價而釐定)為1,712,000港元，當中580,000港元及1,132,000港元分別計入本公司的股本及股份溢價賬。

收購北京思義商貿有限公司(「北京思義」)

於二零一七年四月二十六日，本公司按每股0.59港元之價格發行及配發合共13,158,750股本公司新普通股，作為收購北京思義的股份代價之第一期付款。13,158,750股普通股之總公平值(經參考本公司股份於發行日期在聯交所所報之收市價而釐定)為7,763,000港元，當中2,632,000港元及5,131,000港元分別計入本公司的股本及股份溢價賬。

(b) 購回股份

本公司於聯交所合共購買其84,870,000股股份，總代價合共為39,855,240港元，並已於二零一六年內註銷。

本公司於聯交所合共購買其140,712,000股股份，總代價合共為71,798,000港元，並已於二零一七年內註銷。

32. SHARE-BASED COMPENSATION SCHEMES**Share option schemes***2002 Scheme*

Effective from 26 April 2002, the Company operated a share option scheme (the "2002 Scheme") for the purposes of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the 2002 Scheme included (i) any employee or proposed employee (whether full time or part time, including any executive director but not any non-executive director) of the Company, any of its subsidiaries or any entity ("Invested Entity") in which any member of the Group holds any equity interest; (ii) any non-executive director or proposed non-executive director (including independent non-executive director) of the Company, any of its subsidiaries or any Invested Entity; (iii) any supplier or potential supplier of goods or services to any member of the Group or any Invested Entity; (iv) any customer or potential customer of the Group or any Invested Entity; (v) any person or entity that provides or will provide research, development or other technological support to the Group or any Invested Entity; (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued or proposed to be issued by any member of the Group or any Invested Entity; and (vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and (viii) any joint venture partner or business alliance that co-operates with any member of the Group or any Invested Entity in any area of business operation or development.

The maximum number of shares issuable upon exercise of the options which may be granted under the 2002 Scheme and any other share option scheme of the Company to each participant in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being. Any further grant of share options in excess of this limit was subject to shareholders' approval in a general meeting.

32. 以股份為基礎的補償計劃**購股權計劃***二零零二年計劃*

本公司於二零零二年四月二十六日開始實行一個購股權計劃(「二零零二年計劃」)，旨在向對本集團業務作出貢獻之合資格參與者提供獎勵及回饋。二零零二年計劃合資格參與者包括(i)本公司或其任何附屬公司或任何本集團任何成員公司持有其任何股本權益之實體(「投資實體」)任何僱員或候任僱員(不論全職或兼職，包括任何執行董事，但不包括非執行董事)；(ii)本公司或其任何附屬公司或任何投資實體任何非執行董事或候任非執行董事(包括獨立非執行董事)；(iii)向本集團任何成員公司或任何投資實體提供或可能提供貨品或服務之任何供應商；(iv)本集團或任何投資實體之任何客戶或準客戶；(v)對本集團或任何投資實體提供或將提供研究、開發或其他技術支援之任何人士或實體；(vi)本集團任何成員公司或任何投資實體之股東或本集團任何成員公司或任何投資實體已發行或擬發行證券之持有人；及(vii)本集團任何成員公司或任何投資實體之任何業務範疇或業務發展之諮詢人(專業或其他)或顧問；及(viii)與本集團任何成員公司或任何投資實體於任何業務營運範疇或發展合作之合營公司夥伴或業務聯盟。

於任何12個月期間，根據二零零二年計劃及本公司任何其他購股權計劃向每名參與者可能授出之購股權於行使後可予發行之股份總數，不得超過當時本公司已發行股本1%。任何進一步授出超出此限額之購股權須經股東於股東大會批准。

32. SHARE-BASED COMPENSATION SCHEMES (Continued)**Share option schemes (Continued)***2002 Scheme (Continued)*

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares as at the date of the grant) in excess of HK\$5 million, within any 12-month period, were subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of grant of the share options.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of the offer of grant, which must be a trading day; (ii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of the grant; and (iii) the nominal value of the Company's shares.

The number and exercise price of the share options were adjusted as a result of the rights issue completed on 10 August 2010.

The 2002 Scheme expired in April 2012. The provisions of the 2002 Scheme shall remain in full force and holders of all options granted under it prior to such termination shall be entitled to exercise the outstanding options pursuant to the terms of it until expiry of the said options.

32. 以股份為基礎的補償計劃(續)**購股權計劃(續)***二零零二年計劃(續)*

向本公司一名董事、主要行政人員或主要股東或彼等各自之任何聯繫人士授出購股權，必須取得獨立非執行董事之事前批准。此外，倘於任何十二個月期間內向主要股東或獨立非執行董事或彼等各自之任何聯繫人士授出超逾本公司任何時間之已發行股本0.1%或總值超逾(按於授出日期本公司股份的收市價)500萬港元之購股權，必須獲得股東於股東大會事前批准。

購股權承授人可於授出日期起計21日內接納授出之購股權，並須就此支付象徵式代價1港元。授出購股權的行使期由董事會決定，自若干歸屬期起至授出購股權日期十年內之日行使。

購股權之行使價由董事釐定，惟不得低於(i)本公司股份於建議授出日期(必定為交易日)在聯交所每日報價表所報收市價；(ii)本公司股份於緊接建議授出日期前五個交易日在聯交所每日報價表所報之平均收市價；及(iii)本公司股份之面值(以最高者為準)。

購股權的數目及行使價因供股於二零一零年八月十日完成而獲調整。

二零零二年計劃於二零一二年四月屆滿。二零零二年計劃之條款將維持十足效力，根據購股權計劃授出的所有購股權的持有人在有關終止前，均有權根據該計劃的條款行使未行使之購股權，直至上述購股權屆滿為止。

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

32. SHARE-BASED COMPENSATION SCHEMES (Continued)**Share option schemes (Continued)***2002 Scheme (Continued)*

The following share options were outstanding under the 2002 Scheme during the year:

		2017 二零一七年		2016 二零一六年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份
At 1 January	於一月一日	0.954	4,838	0.954	4,838
Exercised during the year	年內行使	—	—	—	—
At 31 December	於十二月三十一日	0.954	4,838	0.954	4,838

The exercise prices and exercise periods of the share options outstanding as the end of the reporting periods are as follows:

2017**Number of options**
購股權數目'000
千份

4,838

Exercise price*
行使價*

HK\$

per share
每股港元

0.954

於報告期末尚未行使的購股權的行使價及行使期如下：

二零一七年**Exercise period**
行使期10 January 2010-9 January 2018
二零一零年一月十日至
二零一八年一月九日

32. SHARE-BASED COMPENSATION SCHEMES (Continued)**Share option schemes (Continued)**

2002 Scheme (Continued)

2016

Number of options 購股權數目	Exercise price* 行使價*	Exercise period 行使期
'000 千份	HK\$ per share 每股港元	
4,838	0.954	10 January 2010-9 January 2018 二零一零年一月十日 至 二零一八年一月九日

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

2013 Scheme

On 24 May 2013, the Company adopted a new share option scheme (the "2013 Scheme") to replace the 2002 Scheme. Upon termination of the 2002 Scheme, no share options can be granted under such scheme and holders of all share options granted under it prior to its termination shall be entitled to exercise the outstanding share options pursuant to the terms of it until expiry of such options.

The eligible participants and the terms of the 2013 Scheme are the same as those of 2002 Scheme.

32. 以股份為基礎的補償計劃(續)**購股權計劃(續)**

二零零二年計劃(續)

二零一六年

* 購股權之行使價可根據供股或發行紅股、或本公司股本之其他類似變動而予以調整。

二零一三年計劃

於二零一三年五月二十四日，本公司採納新購股權計劃(「二零一三年計劃」)以替代二零零二年計劃。於終止二零零二年計劃後，概不就該計劃授出購股權，而於該計劃終止前授出的所有購股權之持有人有權根據該計劃條款行使尚未行使的購股權，直至該等購股權屆滿為止。

二零一三年計劃之合資格參與者及條款與二零零二年計劃相同。

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

32. SHARE-BASED COMPENSATION SCHEMES (Continued)
2013 Scheme (Continued)

The following share options were outstanding under the 2013 Scheme during the year:

		2017 二零一七年		2016 二零一六年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份
At 1 January	於一月一日	0.57	353,000	0.63	230,000
Granted during the year	年內授出	—	—	0.53	180,000
Forfeited during the year	年內註銷	—	—	0.69	(57,000)
At 31 December	於十二月三十一日	0.57	353,000	0.57	353,000

The exercise prices and exercise periods of the share options outstanding as the end of the reporting periods are as follows:

於報告期末尚未行使的購股權之行使價及行使期如下：

2017**二零一七年**

Number of options 購股權數目 '000 千份	Exercise price* 行使價* HK\$ per share 每股港元	Exercise period 行使期
176,500	0.61	note (a) 附註(a)
176,500	0.53	note (b) 附註(b)
353,000		

32. SHARE-BASED COMPENSATION SCHEMES (Continued)
2013 Scheme (Continued)
 2016

32. 以股份為基礎的補償計劃(續)
二零一三年計劃(續)
 二零一六年

Number of options 購股權數目	Exercise price* 行使價*	Exercise period 行使期
'000 千份	HK\$ per share 每股港元	
176,500	0.61	note (a) 附註(a)
176,500	0.53	note (b) 附註(b)
353,000		

Notes:

- (a) First 30% of the options granted are vested in one year from 2 April 2015, second 30% of the options granted will be vested in two years from 2 April 2015 and the remaining 40% of the options granted will be vested in three years from 2 April 2015. Upon the lapse of the vesting period, the share options are exercisable until 1 April 2025.
- (b) First 30% of the options granted will be vested in one year from 28 January 2016, second 30% of the options granted will be vested in two years from 28 January 2016 and remaining 40% of the options granted will be vested in three years from 28 January 2016. Upon the lapse of the vesting period, the share options are exercisable until 27 January 2026.
- * The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

The fair value of the share options granted during the year ended 31 December 2016 under the 2013 Scheme was HK\$48,173,000 (weighted average of HK\$0.268 each).

The Group recognised a share option expense of HK\$17,758,000 during the year ended 31 December 2017 (2016: HK\$41,062,000).

附註：

- (a) 首30%授出之購股權於二零一五年四月二日起計一年內歸屬，第二批30%購股權將於二零一五年四月二日起計兩年內歸屬，而餘下40%購股權將於二零一五年四月二日起計三年內歸屬。於歸屬期失效後，購股權直至二零二五年四月一日均可行使。
- (b) 首30%授出之購股權將於二零一六年一月二十八日起計一年內歸屬，第二批30%購股權將於二零一六年一月二十八日起計兩年內歸屬，而餘下40%購股權將於二零一六年一月二十八日起計三年內歸屬。於歸屬期失效後，購股權直至二零二六年一月二十七日均可行使。
- * 購股權之行使價可根據供股或發行紅股或本公司股本之其他類似變動而予以調整。

截至二零一六年十二月三十一日止年度根據二零一三年計劃所授出購股權的公平值為48,173,000港元(加權平均數為每股0.268港元)。

本集團於截至二零一七年十二月三十一日止年度確認購股權開支17,758,000港元(二零一六年：41,062,000港元)。

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

**32. SHARE-BASED COMPENSATION SCHEMES (Continued)
2013 Scheme (Continued)**

The fair values of share options granted to employees during the year ended 2016 were estimated as at the date of grant using a binomial model, taking into account the terms and conditions upon which the options were granted. The fair value of the services received as consideration for share options granted during the year ended 2016 were estimated by reference to the fair values of the share options as at the dates when the services are received, using the same binomial model, and taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

		2017 二零一七年	2016 二零一六年
Dividend yield (%)	股息率(%)	—	—
Historical volatility (%)	過往波幅(%)	43.12	49.48–52.68
Risk-free interest rate (%)	無風險利率(%)	1.72	1.87–2.04
Weighted average share price (HK\$ per share)	加權平均股價(每股港元)	0.385	0.42–0.53
Exercise multiple	行使倍數	N/A 不適用	2.8

No other feature of the options granted was incorporated into the measure of the fair value.

At the end of the reporting period, the Company had 357,838,000 share options outstanding. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 357,838,000 additional ordinary shares of the Company and additional share capital of HK\$71,568,000 and share premium of HK\$134,257,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 353,000,000 share options outstanding under the Scheme, which represented approximately 5.8% of the Company's shares in issue as at that date.

**32. 以股份為基礎的補償計劃(續)
二零一三年計劃(續)**

截至二零一六年止年度向僱員授出的購股權之公平值乃於授出當日考慮授出購股權的條款及條件使用二項式模型估計。截至二零一六年止年度收取服務作為授出購股權的代價之公平值乃經參考購股權於收取服務當日之公平值及考慮授出購股權的條款及條件使用二項式模型估計。下表列出計算模式所用的輸入資料：

已授出購股權之其他特色概無納入公平值之計算中。

於報告期末，本公司有357,838,000份購股權尚未行使。根據本公司現行資本結構，悉數行使尚未行使的購股權將導致發行357,838,000股本公司新普通股及增加71,568,000港元的股本及134,257,000港元之股份溢價(未計發行開支)。

於批准財務報表當日，本公司根據該計劃共有353,000,000份尚未行使購股權，佔本公司於該日的已發行股份約5.8%。

32. SHARE-BASED COMPENSATION SCHEMES (Continued)

Share Award Scheme

The share award scheme (the "Share Award Scheme") of the Company was adopted by the board of directors of the Company on 11 September 2016 (the "Adoption Date"). The purposes and objectives of the Share Award Scheme are to recognise the contributions by certain participants and to give incentive to them in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group.

The Share Award Scheme shall be subject to the administration of the board of directors of the Company and the independent trustee (the "Trustee") in accordance with the scheme rules and the trust deed. Unless early terminated by the board of directors of the Company, the Share Award Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date.

The board of directors of the Company shall not make any further award of shares which will result in the total number of the shares awarded under the Share Award Scheme exceeding 10% of the total number of issued shares of the Company at the date of such award. The maximum number of awarded shares which may be awarded to a selected participant under the Scheme shall not exceed 1% of the total number of issued shares of the Company at the date of such award.

The maximum number of awarded shares which may be awarded to a selected participant who is an independent non-executive director shall not exceed 0.1% of the total number of issued shares of the Company at the date of such award and the aggregate value of which shall not exceed HK\$5,000,000 (based on the closing price of the shares of the Company on the business day immediately preceding the date of award).

During the year ended 2016, a total of 1,884,000 awarded shares were vested.

32. 以股份為基礎的補償計劃(續)

股份獎勵計劃

本公司董事會於二零一六年九月十一日(「採納日期」)採納本公司之股份獎勵計劃(「股份獎勵計劃」)。股份獎勵計劃計劃之用途及目的為表揚若干參與者的貢獻並以茲鼓勵，藉此挽留彼等為本集團持續經營業務及發展效力，以及為本集團之日後發展吸引合適人才。

股份獎勵計劃由本公司董事會及獨立受託人(「受託人」)根據計劃規則及信託契約管理。計劃之有效期為採納日期起計十年，惟本公司董事會可決定提前終止。

倘授出任何獎勵致使根據股份獎勵計劃授出之獎勵股份總數超過本公司於有關獎勵日期之已發行股份總數之10%，則本公司董事會不得再授出任何股份獎勵(「獎勵」)。根據該計劃授予個別選定參與者之獎勵股份數目最多不得超過本公司於有關獎勵日期之已發行股份總數之1%。

可授予獨立非執行董事之個別選定參與者之獎勵股份數目最多不得超過本公司於有關獎勵日期之已發行股份總數之0.1%，而有關獎勵總額不得超過5,000,000港元(按緊接獎勵日期前營業日之本公司股份收市價計算)。

截至二零一六年止年度，合共歸屬1,884,000股獎勵股份。

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

32. SHARE-BASED COMPENSATION SCHEMES (Continued) Share Award Scheme (Continued)

Summary of particulars of the shares granted under the Share Award Scheme (the "Awarded Shares") during the year is as follows:

		2017 二零一七年		2016 二零一六年	
		Average fair value 平均公平值 HK\$ per share 每股港元 (note) (附註)	Number of Awarded Shares 獎勵股份數目 '000 千股	Average fair value 平均公平值 HK\$ per share 每股港元	Number of Awarded Shares 獎勵股份數目 '000 千股
At 1 January	於一月一日	N/A 不適用	—	0.65	1,884
Awarded during the year	年內獎勵	N/A 不適用	—	N/A 不適用	—
Vested during the year	年內歸屬	N/A 不適用	—	0.65	(1,884)
At 31 December	於十二月三十一日	N/A 不適用	—	N/A 不適用	—

Note: The fair value of the awarded shares was determined based on the market closing price of the Company's shares at the grant date.

附註：獎勵股份之公平值根據本公司股份於授出日期的收市價釐定。

Movement in the number of shares held under the share award scheme is as follows:

根據股份獎勵計劃持有的股份數目變動如下：

		2017 二零一七年	2016 二零一六年
		Number of shares held 持有股份數目 '000 千股	Number of shares held 持有股份數目 '000 千股
At 1 January	於一月一日	—	1,884
Purchased during the year	年內購買	—	—
Vested during the year	年內歸屬	—	(1,884)
At 31 December	於十二月三十一日	—	—

33. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 88 to 89 of the financial statements.

Equity-settled share-based payment reserve

The Company operates two share option schemes and a share award scheme as part of the benefits to its employees. The share-based payment reserve comprises the fair value of share options which are yet to be exercised and the fair value of awarded shares granted which are unvested, as further explained in the accounting policy for share-based payment transactions in note 2.4 to the consolidated financial statements. The amount will be either transferred to the share premium account when the related share options are exercised or the related awarded shares are vested, or be transferred to retained earnings should the related options expire or related options/awarded shares be forfeited.

Merger reserve

The merger reserve represents the difference between the nominal value of the share capital of the subsidiaries acquired and the nominal value of the share capital of the Company issued for the acquisition under the group reorganisation on 11 April 2002.

Share held for the Share Award Scheme

The consideration paid by the Company for purchasing the Company's shares from the market, including any directly attributable incremental cost, is presented as "Shares held for share award scheme" and the amount is deducted from total equity. When the Company/trustee transfers the Company's shares to the awardees upon vesting, the related costs of the awarded shares vested are credited to the "Share held for share award scheme", with a corresponding adjustment made to the share premium account.

Assets revaluation reserve

The asset revaluation reserve arose from the change in use from owner-occupied properties to investment properties carried at fair value.

33. 儲備

本集團之儲備金額及其於本年度及過往年度之變動於財務報表第88至89頁之綜合權益變動表呈列。

股權結算以股份為基礎付款儲備

本公司設有兩項購股權計劃及一項股份獎勵計劃，以作為其僱員福利的一部分。以股份為基礎付款儲備包括尚未行使的購股權及已授出的獎勵股份之公平值，詳述於綜合財務報表附註2.4股份為基礎付款交易之會計政策。當行使相關購股權時，該金額將轉撥至股份溢價，或倘相關購股權到期或相關購股權／獎勵股份被註銷時導致相關獎勵股份已歸屬及轉撥至保留盈利時，則該金額將轉撥至股份獎勵計劃賬所持股份。

合併儲備

合併儲備指根據於二零零二年四月十一日進行集團重組所收購附屬公司之面值與本公司就收購發行股本之面值兩者之差額。

於股份獎勵計劃中持有的股份

本公司從市場購入本公司股份而支付的代價(包括任何直接應佔增量成本)列作「於股份獎勵計劃中持有的股份」，並從權益總額中扣除。當本公司／受託人於歸屬後轉讓本公司股份予獲授人，歸屬獎勵股份之相關成本計入「於股份獎勵計劃中持有的股份」所持股份，並對股份溢價賬作出相應調整。

資產重估儲備

資產重估儲備源自將自用物業用途更改為按公平值列賬之投資物業。

33. RESERVES (Continued)**Statutory surplus reserve**

Subsidiaries of the Company established in the PRC are required to make appropriations to a certain statutory surplus reserve, namely the reserve funds, from their statutory profit for the year after offsetting accumulated losses as determined under the PRC accounting regulations from prior years and before profit distribution to equity holders. The percentage to be appropriated to such statutory reserve funds is determined according to the relevant regulations in the PRC at 10% or at the discretion of the boards of directors of the respective companies.

34. ACQUISITION OF SUBSIDIARIES**(1) Acquisition of Beijing Spirit (the “Beijing Spirit Acquisition”)**

On 4 January 2016, the Group acquired a 100% equity interest in Beijing Spirit from Mr. Guo Xiao Fei (“Mr. Guo”), an independent third party. Beijing Spirit and its subsidiaries (together, “Beijing Spirit Group”) are principally engaged in the sale of furniture in the PRC. The Beijing Spirit Acquisition was made as part of the Group’s strategy to expand medical and geriatric care related business. The purchase consideration for the Beijing Spirit Acquisition consists of (i) cash of RMB10,000,000 (equivalent to HK\$11,936,000), which was paid at the acquisition date and (ii) 13,158,750, 13,158,750 and 17,545,000 consideration shares to be issued by the Company to Mr. Guo for each of the three financial years ending 31 December 2016, 31 December 2017 and 31 December 2018, respectively, subject to adjustments dependent on the performance of Beijing Spirit Group. This contingent consideration payable was estimated and recognised as a financial liability at fair value of HK\$21,486,000 at the acquisition date.

The Group has elected to measure the non-controlling interest in Beijing Spirit Group at the non-controlling interest’s proportionate share of Beijing Spirit’s identifiable net assets.

33. 儲備(續)**法定盈餘儲備**

本公司於中國成立的附屬公司須自其年內法定利潤(抵銷根據中國會計法規計算的過往年度累計虧損後及向股本持有人作出利潤分派前)向若干法定盈餘儲備(即儲備金)撥款。將向該等法定儲備金作出的撥款比例根據中國相關法規以10%的比率或由各間公司的董事會酌情釐定。

34. 收購附屬公司**(1) 收購北京思義(「北京思義收購事項」)**

於二零一六年一月四日，本集團向一名獨立第三方郭曉飛先生(「郭先生」)收購北京思義100%股權。北京思義及其附屬公司(統稱「北京思義集團」)主要在中國從事銷售家具。北京思義收購事項為本集團擴展醫療及養老相關業務策略之一部分。北京思義收購事項之購買代價包括(i)現金人民幣10,000,000元(相當於11,936,000港元)，並已於收購日期支付；及(ii)於截至二零一六年十二月三十一日、二零一七年十二月三十一日及二零一八年十二月三十一日止三個財政年度各年，本公司將分別向郭先生發行13,158,750股、13,158,750股及17,545,000股代價股份，惟可根據北京思義集團的表現予以調整。此應付或然代價於收購日期估計及確認為金融負債，公平值為21,486,000港元。

本集團已選擇按非控股權益分佔北京思義的可識別資產淨值之比例計量北京思義集團的非控股權益。

34. ACQUISITION OF SUBSIDIARIES (Continued)**(1) Acquisition of Beijing Spirit (the “Beijing Spirit Acquisition”) (Continued)**

The fair values of the identifiable assets and liabilities of Beijing Spirit Group as at the date of acquisition were as follows:

34. 收購附屬公司(續)**(1) 收購北京思義(「北京思義收購事項」)(續)**

北京思義集團於收購日期之可識別資產及負債公平值如下：

		Notes 附註	Fair value recognised on acquisition 於收購時 確認的公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	13	3,022
Inventories	存貨		6,829
Trade and bills receivables	應收貿易賬款及應收票據		17,059
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		18,340
Cash and bank balances	現金及銀行結餘		1,316
Trade payables	應付貿易賬款		(14,850)
Receipt in advance	已收墊款		(2,826)
Other payables and accruals	其他應付款項及應計費用		(2,177)
Total identifiable net assets at fair value	按公平值計量之可識別資產 淨值總額		26,713
Non-controlling interests	非控股權益		(10,685)
Goodwill on acquisition	收購時之商譽	16	17,394
			33,422
Satisfied by:	以下列方式償付：		
Cash	現金		11,936
Contingent consideration shares	或然代價股份		21,486
Total purchase consideration	總購買代價		33,422

The Group incurred transaction costs of HK\$259,000 for this acquisition. These transaction costs have been expensed and were included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2016.

本集團就是次收購產生259,000港元之交易成本。該等交易成本經已支，並計入截至二零一六年十二月三十一日止年度綜合損益及其他全面收益表之行政開支。

34. ACQUISITION OF SUBSIDIARIES (Continued)**(1) Acquisition of Beijing Spirit (the “Beijing Spirit Acquisition”) (Continued)**

None of the goodwill recognised was expected to be deductible for income tax purposes.

As part of the purchase agreement, contingent consideration is payable, dependent on the amount of net profit of Beijing Spirit Group for each of the three years ending 31 December 2016, 2017 and 2018. The initial amount recognised was HK\$21,486,000, which was determined using the Monte Carlo Simulation model under the income approach and was within Level 3 fair value measurement.

The first instalment of share consideration was issued and allotted on 26 April 2017 at a cost of HK\$7,763,000.

As of 31 December 2017, the fair value of the contingent consideration liability was remeasured at HK\$11,689,000 (2016: HK\$15,029,000). A loss of HK\$4,418,000 resulted from the change in fair value of the contingent consideration liability was recognised in other income and gains in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2017 (2016: gain of HK\$6,457,000).

An analysis of cash flow in respect of the Beijing Spirit Acquisition is as follows:

34. 收購附屬公司(續)**(1) 收購北京思義商貿(「北京思義收購事項」)(續)**

概無已確認之商譽預期可用作扣除所得稅。

作為購買協議之一部分，應付或然代價取決於北京思義集團截至二零一六年、二零一七年及二零一八年十二月三十一日止三個年度各年之純利金額。初步確認之金額為21,486,000港元，乃採用收入法下之蒙特卡羅模擬模型釐定，並計入第三級公平值計量內。

第一期股份代價已於二零一七年四月二十六日發行及配發，費用為7,763,000港元。

截至於二零一七年十二月三十一日，或然代價負債的公平值重新計量為11,689,000港元(二零一六年：15,029,000港元)。或然代價負債的公平值變動所產生為數4,418,000港元的虧損(二零一六年：收益6,457,000港元)已於截至二零一七年十二月三十一日止年度於綜合損益及其他全面收益表中的其他收入及收益確認。

北京思義收購事項的現金流量分析如下：

		HK\$'000 千港元
Cash consideration	現金代價	(11,936)
Cash and bank balances acquired	已收購之現金及銀行結餘	1,316
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之現金及現金等值物流出淨額	(10,620)
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流量之收購事項交易成本	(259)
		(10,879)

34. ACQUISITION OF SUBSIDIARIES (Continued)**(2) Acquisition of Beijing Xibu Commerce & Trading Co., Ltd. (the “Beijing Xibu Acquisition”)**

On 4 January 2016, the Group acquired a 100% equity interest in Beijing Xibu Commerce & Trading Co., Ltd. (“Beijing Xibu”) from Mr. Zhu Gang (“Mr. Zhu”), an independent third party. Beijing Xibu and its subsidiary (together, “Beijing Xibu Group”) are principally engaged in the manufacture of furniture and the researching and developing for geriatric furniture. The Beijing Xibu Acquisition was made as part of the Group’s strategy to expand medical and geriatric care related business. The purchase consideration for the Beijing Xibu Acquisition consists of (i) consideration shares of HK\$9,680,000, which were issued and allotted at the acquisition date and (ii) 13,975,500, 13,975,500 and 18,634,000 consideration shares to be issued by the Company to Mr. Zhu for each of the three financial years ending 31 December 2016, 31 December 2017 and 31 December 2018, respectively, subject to adjustments dependent on the performance of Beijing Xibu Group. This contingent consideration payable was estimated and recognised as a financial liability at fair value of HK\$20,894,000 at the acquisition date.

The Group has elected to measure the non-controlling interest in Beijing Xibu Group at the non-controlling interest’s proportionate share of Beijing Xibu’s identifiable net assets.

34. 收購附屬公司(續)**(2) 收購北京喜步商貿有限公司(「北京喜步收購事項」)**

於二零一六年一月四日，本集團自一名獨立第三方朱剛先生(「朱先生」)收購北京喜步商貿有限公司(「北京喜步」)之100%股權。北京喜步及其附屬公司(統稱「北京喜步集團」)主要從事生產傢俬及研發養老傢俬。北京喜步收購事項為本集團擴展醫療及養老相關業務策略之一部分。北京喜步收購事項之購買代價包括(i)代價股份9,680,000港元，其已於收購日期發行及配發；及(ii)於截至二零一六年十二月三十一日、二零一七年十二月三十一日及二零一八年十二月三十一日止三個財政年度各年，本公司將分別向朱先生發行13,975,500股、13,975,500股及18,634,000股代價股份，惟可根據北京喜步集團的表現予以調整。此應付或然代價於收購日期估計及確認為金融負債，公平值為20,894,000港元。

本集團選擇按非控股權益分佔北京喜步的可識別資產淨值之比例計量北京喜步集團之非控股權益。

34. ACQUISITION OF SUBSIDIARIES (Continued)**(2) Acquisition of Beijing Xibu Commerce & Trading Co., Ltd. (the “Beijing Xibu Acquisition”) (Continued)**

The fair values of the identifiable assets and liabilities of Beijing Xibu Group as at the date of acquisition were as follows:

34. 收購附屬公司(續)**(2) 收購北京喜步商貿有限公司(「北京喜步收購事項」)(續)**

北京喜步集團於收購日期的可識別資產及負債之公平值如下：

		Notes 附註	Fair value recognised on acquisition 於收購時確認 之公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	13	298
Inventories	存貨		2,001
Trade receivables	應收貿易賬款		7,232
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		6,643
Cash and bank balances	現金及銀行結餘		66
Trade payables	應付貿易賬款		(8,584)
Receipt in advance	已收墊款		(2,549)
Other payables and accruals	其他應付款項及應計費用		(6,752)
Tax payable	應付稅項		(95)
Total identifiable net liabilities at fair value	按公平值計量之可識別負債 淨值總額		(1,740)
Non-controlling interests	非控股權益		696
Goodwill on acquisition	收購時之商譽	16	31,618
			30,574
Satisfied by:	以下列方式償付：		
Consideration shares issued	已發行代價股份		9,680
Contingent consideration shares	或然代價股份		20,894
Total purchase consideration	總購買代價		30,574

34. ACQUISITION OF SUBSIDIARIES (Continued)**(2) Acquisition of Beijing Xibu Commerce & Trading Co., Ltd. (the "Beijing Xibu Acquisition") (Continued)**

The Group incurred transaction costs of HK\$259,000 for this acquisition. These transaction costs have been expensed and were included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2016.

None of the goodwill recognised was expected to be deductible for income tax purposes.

As part of the purchase agreement, contingent consideration is payable, dependent on the amount of net profit of Beijing Xibu Group for each of the three years ending 31 December 2016, 2017 and 2018. The initial amount recognised was HK\$20,894,000 which was determined using the Monte Carlo Simulation model under the income approach and was within Level 3 fair value measurement.

An analysis of cash flow in respect of the acquisition of Beijing Xibu Group is as follows:

34. 收購附屬公司(續)**(2) 收購北京喜步商貿有限公司(「北京喜步收購事項」)(續)**

本集團就此收購事項產生之交易成本為259,000港元。該等交易成本已於截至二零一六年十二月三十一日止年度綜合損益及其他全面收益表支銷，並計入行政開支。

概無已確認之商譽預期可用作扣除所得稅。

作為購買協議之一部分，應付或然代價取決於北京喜步集團截至二零一六年、二零一七年及二零一八年十二月三十一日止三個年度各年之純利金額。初步確認之金額為20,894,000港元，乃採用收入法下之蒙特卡羅模擬模型釐定，並計入第三級公平值計量內。

就收購北京喜步集團的現金流量分析如下：

		HK\$'000 千港元
Net inflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量的現金及現金等值物之現金流入淨額	66
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流量之收購事項交易成本	(259)
		(193)

On 18 November 2016, the Group and Mr. Zhu entered into the supplemental agreement, pursuant to which the parties agreed to terminate all outstanding rights and obligations under the purchase agreement with respect to, among others, the post-completion allotment and issue of the consideration shares, the profit guarantee of Beijing Xibu and the right of first refusal of Mr. Zhu with effect from the date of 18 November 2016.

於二零一六年十一月十八日，本集團與朱先生訂立補充協議，據此，訂約方同意終止購買協議項下所有未履行權利及責任，其中包括於完成後配發及發行代價股份、北京喜步的溢利保證及朱先生的優先選擇權，自二零一六年十一月十八日起生效。

34. ACQUISITION OF SUBSIDIARIES (Continued)**(2) Acquisition of Beijing Xibu Commerce & Trading Co., Ltd. (the “Beijing Xibu Acquisition”) (Continued)**

As of 18 November 2016, the fair value of the contingent consideration liability was remeasured, and a gain of HK\$6,373,000 resulted from the change in fair value of the contingent consideration liability was recognised in other income and gains in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2016.

In connection with and as a result of the amendment proposed in the supplemental agreement, the Group’s remaining interest in Beijing Xibu reduced to 24.5% and was recognised as an available-for-sale investment which was initially measured at fair value on the date of disposal (note 35).

(3) Acquisition of Golden Sun (the “Golden Sun Acquisition”)

On 31 January 2016, the Group acquired a 51% equity interest in Golden Sun from Ms. Huang Xiaorong (“Ms. Huang”), an independent third party. Golden Sun and its subsidiaries (together, “Golden Sun Group”), run a management and service supporting business for the non-profit organisations. The Golden Sun Acquisition was made as part of the Group’s strategy to expand medical and geriatric care related business. The purchase consideration for the Golden Sun Acquisition consists of (i) cash of RMB111,429,000 (equivalent to HK\$132,511,000), which was paid on 7 November 2015; (ii) consideration shares of HK\$8,902,000, which were issued and allotted on 30 November 2015; and (iii) 5,792,683, 9,214,570 and 13,956,162 consideration shares to be issued by the Company to Ms. Huang for each of the three financial years ending 31 December 2016, 31 December 2017 and 31 December 2018, respectively, subject to adjustments dependent on the performance of Golden Sun Group. This contingent consideration payable was estimated and recognised as a financial liability at fair value of HK\$3,616,000 at the acquisition date.

34. 收購附屬公司(續)**(2) 收購北京喜步商貿有限公司(「北京喜步收購事項」)(續)**

截至二零一六年十一月十八日，或然代價負債的公平值獲重新計量，而或然代價負債的公平值變動所產生為數6,373,000港元的收益已於截至二零一六年十二月三十一日止年度在綜合損益及其他全面收益表中的其他收入及收益確認。

有關及因補充協議建議之修訂，本集團於北京喜步餘下之權益減至24.5%，並確認為可供出售投資，於出售日期初步按公平值計量(附註35)。

(3) 收購金太陽(「金太陽收購事項」)

於二零一六年一月三十一日，本集團自一名獨立第三方黃小蓉女士(「黃女士」)收購金太陽之51%權益。金太陽及其附屬公司(統稱「金太陽集團」)為非牟利機構從事管理及服務支援業務。金太陽收購事項為本集團擴展醫療及養老相關業務策略之一部分。金太陽收購事項之購買代價包括(i)現金人民幣111,429,000元(相當於132,511,000港元)，已於二零一五年十一月七日支付；(ii)代價股份8,902,000港元，其已於二零一五年十一月三十日發行及配發；及(iii)於截至二零一六年十二月三十一日、二零一七年十二月三十一日及二零一八年十二月三十一日止三個財政年度各年，本公司將分別向黃女士發行5,792,683股、9,214,570股及13,956,162股代價股份，惟可根據金太陽集團的表現予以調整。此應付或然代價於收購日期估計及確認為金融負債，公平值為3,616,000港元。

34. ACQUISITION OF SUBSIDIARIES (Continued)**(3) Acquisition of Golden Sun (the “Golden Sun Acquisition”) (Continued)**

The Group has elected to measure the non-controlling interest in Golden Sun Group at the non-controlling interest's proportionate share of Golden Sun Group's identifiable net assets.

The fair values of the identifiable assets and liabilities of Golden Sun Group as at the date of acquisition were as follows:

34. 收購附屬公司(續)**(3) 收購金太陽(「金太陽收購事項」)(續)**

本集團選擇按非控股權益分佔金太陽集團之可識別資產淨值之比例計量金太陽集團之非控股權益。

金太陽集團於收購日期的可識別資產及負債之公平值如下：

		Notes 附註	Fair value recognised on acquisition 於收購時確認 之公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	13	177
Other intangible asset	其他無形資產	17	7,811
Inventories	存貨		775
Due from a non-controlling shareholder	應收一名非控股股東款項		28,541
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		21,384
Cash and bank balances	現金及銀行結餘		95,626
Receipt in advance	已收墊款		(309)
Other payables and accruals	其他應付款項及應計費用		(32,171)
Tax payable	應付稅項		(1)
Total identifiable net assets at fair value	按公平值計量之可識別資產淨值總額		121,833
Non-controlling interests	非控股權益		(59,698)
Goodwill on acquisition	收購時之商譽	16	82,894
			145,029
Satisfied by:	以下列方式償付：		
Cash	現金		132,511
Consideration shares issued	已發行代價股份		8,902
Contingent consideration shares	或然代價股份		3,616
Total purchase consideration	總購買代價		145,029

34. ACQUISITION OF SUBSIDIARIES (Continued)

(3) Acquisition of Golden Sun (the “Golden Sun Acquisition”) (Continued)

The Group incurred transaction costs of HK\$921,000 for this acquisition. These transaction costs have been expensed and were included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2016.

None of the goodwill recognised was expected to be deductible for income tax purposes.

As part of the purchase agreement and supplemented agreements, contingent consideration is payable, dependent on the amount of adjusted net profit of Golden Sun Group for each of the three years ending 31 December 2016, 2017 and 2018. The initial amount recognised was HK\$3,616,000 which was determined using the Monte Carlo Simulation model under the income approach and was within Level 3 fair value measurement.

The second instalment of share consideration was issued and allotted on 28 April 2017 at a cost of HK\$1,712,000.

As of 31 December 2017, the fair value of the contingent consideration liability was remeasured at HK\$261,000 (2016: HK\$2,590,000). A gain of HK\$671,000 resulted from the change in fair value of the contingent consideration liability was recognised in other income and gains in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2017 (2016: HK\$847,000).

34. 收購附屬公司(續)

(3) 收購金太陽(「金太陽收購事項」)(續)

本集團就此收購事項產生之交易成本為921,000港元。該等交易成本已於截至二零一六年十二月三十一日止年度綜合損益及其他全面收益表支銷，並計入行政開支。

概無已確認之商譽預期可用作扣除所得稅。

作為購買協議之一部分，應付或然代價取決於金太陽集團截至二零一六年、二零一七年及二零一八年十二月三十一日止三個年度各年之純利金額。初步確認之金額為3,616,000港元，乃採用收入法下之蒙特卡羅模擬模型釐定，並計入第三級公平值計量內。

第二期股份代價已於二零一七年四月二十八日發行及配發，費用為1,712,000港元。

截至二零一七年十二月三十一日，或然代價負債的公平值重新計量為261,000港元(二零一六年：2,590,000港元)。或然代價負債的公平值變動所產生為數671,000港元的收益已於截至二零一七年十二月三十一日止年度於綜合損益及其他全面收益表中的其他收入及收益確認(二零一六年：847,000港元)。

34. ACQUISITION OF SUBSIDIARIES (Continued)**(3) Acquisition of Golden Sun (the “Golden Sun Acquisition”) (Continued)**

An analysis of the cash flows in respect of the acquisition of Golden Sun Group is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	(132,511)
Cash and bank balances acquired	已收購之現金及銀行結餘	95,626
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之現金及現金等值物流出淨額	(36,885)
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流量之收購事項交易成本	(921)
		(37,806)

(4) Acquisition of Top-Doctors (the “Top-Doctors Acquisition”)

On 21 October 2015, the Group acquired a 35% equity interest in Top-Doctors through capital injection at cash consideration of HK\$17,430,000 and Top-Doctors was accounted for as an associate of the Group. On 5 August 2016, the Group acquired an additional 30% equity interest in Top-Doctors from certain existing shareholders through a series of share transfer agreements at cash consideration of HK\$5,382,000. Top-Doctors became a non-wholly-owned subsidiary of the Group. Top-Doctors was engaged in on-line medical and nursing service. The Top-Doctors Acquisition was made as part of the Group's strategy to expand its business related to medical care.

The Group held a 35% equity interest in Top-Doctors before obtaining the control of it. The Group remeasured the fair value of the equity interest held at the date of acquisition at an amount of HK\$17,823,000, and a fair value gain of HK\$2,495,000 was recognised in other income and gains in the consolidated statement of profit or loss and other comprehensive income during the year ended 31 December 2016 (note 5).

34. 收購附屬公司(續)**(3) 收購金太陽(「金太陽收購事項」)(續)**

就收購金太陽集團的現金流量分析如下：

(4) 收購良醫聯盟(「良醫聯盟收購事項」)

於二零一五年十月二十一日，本集團透過注資收購良醫聯盟35%權益，現金代價為17,430,000港元，而良醫聯盟列作本集團之聯營公司。於二零一六年八月五日，本集團透過一系列股份轉讓協議自若干現有股東收購良醫聯盟額外30%權益，現金代價為5,382,000港元。良醫聯盟成為本集團之非全資附屬公司。良醫聯盟從事在線醫療及護理服務。良醫聯盟收購事項為本集團擴展其醫療相關業務的策略之一部分。

於獲得其控制權前，本集團持有良醫聯盟35%權益。本集團重新計量於收購日期持有的權益之公平值為17,823,000港元，並於截至二零一六年十二月三十一日止年度的綜合損益及其他全面收益表之其他收入及收益確認2,495,000港元之公平值收益(附註5)。

34. ACQUISITION OF SUBSIDIARIES (Continued)**(4) Acquisition of Top-Doctors (the “Top-Doctors Acquisition”) (Continued)**

The Group has elected to measure the non-controlling interest in Top-Doctors at the non-controlling interest's proportionate share of Top-Doctors' identifiable net assets.

The fair values of the identifiable assets and liabilities of Top-Doctors as at the date of acquisition were as follows:

34. 收購附屬公司(續)**(4) 收購良醫聯盟(「良醫聯盟收購事項」)(續)**

本集團選擇按非控股權益分佔良醫聯盟之可識別資產淨值之比例計量良醫聯盟之非控股權益。

良醫聯盟於收購日期的可識別資產及負債之公平值如下：

		Notes 附註	Fair value recognised on acquisition 於收購時確認 的公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	13	1,210
Other intangible assets	其他無形資產	17	6,871
Due from non-controlling shareholders	應收非控股股東款項		5,382
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		76
Cash and bank balances	現金及銀行結餘		9,483
Trade payables	應付貿易賬款		(54)
Other payables and accruals	其他應付款項及應計費用		(34)
Tax payables	應付稅項		(40)
Deferred tax liabilities	遞延稅項負債	30	(1,451)
Total identifiable net assets at fair value	按公平值計量之可識別資產淨值總額		21,443
Non-controlling interests	非控股權益		(7,505)
Goodwill on acquisition	收購時之商譽	16	9,267
			23,205
Satisfied by:	以下列方式償付：		
Cash	現金		5,382
Fair value of an equity interest previously held as an investment in an associate	原持作於一間聯營公司投資的權益之公平值		17,823
Total purchase consideration	總購買代價		23,205

34. ACQUISITION OF SUBSIDIARIES (Continued)**(4) Acquisition of Top-Doctors (the “Top-Doctors Acquisition”) (Continued)**

The Group incurred transaction costs of HK\$287,000 for this acquisition. These transaction costs have been expensed and were included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2016.

An analysis of the cash flows in respect of the acquisition of Top-Doctors is as follows:

34. 收購附屬公司(續)**(4) 收購良醫聯盟(「良醫聯盟收購事項」)(續)**

本集團就此收購事項產生之交易成本為287,000港元。該等交易成本已於截至二零一六年十二月三十一日止年度綜合損益及其他全面收益表支銷，並計入行政開支。

就收購良醫聯盟的現金流量分析如下：

		HK\$'000 千港元
Cash consideration	現金代價	(5,382)
Cash and bank balances acquired	已收購之現金及銀行結餘	9,483
Net inflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之現金及現金等值物流入淨額	4,101
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流量之收購事項交易成本	(287)
		3,814

On 7 February 2017, the Group transferred its 65% equity interest in Top-Doctors to a PRC entity, over which the Group has control through certain contractual agreements including power of attorney agreement, loan agreement, exclusive share purchase agreement, equity interest pledge agreement, business cooperation agreement, exclusive services general agreement and commitment letter. Therefore, Top-Doctors is still treated as a subsidiary of the Group and its financial statements have been consolidated by the Group.

於二零一七年二月七日，本集團向一間中國實體轉讓其於良醫聯盟的65%股權，本集團通過若干合約協議(包括授權協議、貸款協議、獨家購股協議、股權抵押協議、業務合作協議、獨家服務一般協議及承諾函)對該實體擁有控制權。因此，良醫聯盟仍被視為本集團的附屬公司，其財務報表已由本集團綜合處理。

34. ACQUISITION OF SUBSIDIARIES (Continued)**(5) Acquisition of Choice Development Inc. (the "Choice Acquisition")**

On 9 May 2016, the Group acquired a 100% interest in Choice Development Inc. ("Choice") from an independent third party, at cash consideration of RMB128,500,000 (equivalent to approximately HK\$153,207,000). A subsidiary of Choice owns certain lands located in the Mainland China. The Choice Acquisition has been accounted for by the Group as an acquisition of assets as the entity acquired by the Group does not constitute a business. The purchase consideration for the acquisition was in the form of cash, with RMB122,100,000 (equivalent to approximately HK\$145,520,000) paid at the acquisition date and the remaining RMB6,400,000 (equivalent to approximately HK\$7,374,000) as at 31 December 2016 was paid during the year ended 2017.

The fair values of the identifiable assets and liabilities of Choice as at the date of acquisition were as follows:

34. 收購附屬公司(續)**(5) 收購秋雨創新股份有限公司 (「秋雨收購事項」)**

於二零一六年五月九日，本集團自一名獨立第三方收購秋雨創新股份有限公司(「秋雨」)，現金代價為人民幣128,500,000元(相當於約153,207,000港元)。秋雨的一間附屬公司擁有若干位於中國大陸的土地。由於本集團所收購之實體並不構成一項業務，本集團將秋雨收購事項以資產收購形式入賬。本集團收購事項的購買代價已於收購日期以現金形式支付人民幣122,100,000元(相當於約145,520,000港元)，而於二零一六年十二月三十一日餘下之人民幣6,400,000元(相當於約7,374,000港元)已於截至二零一七年止年度內支付。

秋雨於收購日期之可識別資產及負債公平值如下：

		Notes 附註	Fair value recognised on acquisition 於收購時確認 的公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	13	1,647
Prepaid land lease payments	預付土地租金	15	151,560
Inventories	存貨		1,779
Trade receivables	應收貿易賬款		3,382
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		3,628
Trade payables	應付貿易賬款		(157)
Receipt in advance	已收墊款		(53)
Other payables and accruals	其他應付款項及應計費用		(7,438)
Tax payable	應付稅項		(1,141)
Total identifiable net assets at fair value	按公平值可識別資產淨值總額		153,207
Satisfied by:	以下列方式償付：		
Cash	現金		153,207

The Group incurred transaction costs of HK\$276,000 for this acquisition. These transaction costs have been expensed and were included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2016.

本集團就此收購事項產生之交易成本為276,000港元。該等交易成本已於截至二零一六年十二月三十一日止年度綜合損益及其他全面收益表支銷，並計入行政開支。

34. ACQUISITION OF SUBSIDIARIES (Continued)**(5) Acquisition of Choice Development Inc. (the “Choice Acquisition”) (Continued)**

An analysis of the cash flows in respect of the acquisition of Choice is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	(153,207)
Cash and bank balances acquired	已收購之現金及銀行結餘	—
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之現金及現金等值物流出淨額	(153,207)
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流量之收購事項交易成本	(276)
		(153,483)

(6) Acquisition of Shanghai Junbo (the “Shanghai Junbo Acquisition”)

On 4 December 2015, the Group acquired a 100% equity interest in Shanghai Junbo from Mr. Ding Yerong and Mr. Xia Guohai, independent third parties, at a cash consideration of HK\$109,931,000. Shanghai Junbo owns one piece of industrial land with a total area of 20,480 square meters for a common term expiring on 4 March 2065. The Shanghai Junbo Acquisition has been accounted for by the Group as an acquisition of assets as the entity acquired by the Group does not constitute a business.

34. 收購附屬公司(續)**(5) 收購秋雨創新股份有限公司 (「秋雨收購事項」)(續)**

有關秋雨收購事項之現金流量分析如下：

(6) 收購上海駿帛 (「上海駿帛收購事項」)

於二零一五年十二月四日，本集團自獨立第三方丁業榮先生及夏國海先生收購上海駿帛100%股權。現金代價為109,931,000港元。上海駿帛擁有一塊總面積為20,480平方米之工業用地，該土地同於二零六五年三月四日期滿。由於本集團收購之實體並不構成一項業務，本集團將上海駿帛收購事項以資產收購形式入賬。

34. ACQUISITION OF SUBSIDIARIES (Continued)**(6) Acquisition of Shanghai Junbo (the “Shanghai Junbo Acquisition”) (Continued)**

The fair values of the identifiable assets of Shanghai Junbo as at the date of acquisition were as follows:

		Fair value recognised on acquisition 於收購時確認 的公平值 HK\$'000 千港元
Prepaid land lease payments	預付土地租金	109,326
Property, plant and equipment	物業、廠房及設備	569
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	35
Cash and bank balances	現金及銀行結餘	1
Total identifiable net assets at fair value	按公平值計量之可識別資產淨值總額	109,931
Satisfied by cash*	以現金償付*	109,931

* Cash consideration of HK\$19,726,000 and HK\$84,615,000 was paid by the Group for the year ended 31 December 2016 and 2015, respectively, and the remaining consideration payable of HK\$5,982,000 was included in the Group's other payables and accruals at 31 December 2017 (2016: HK\$5,590,000).

The Group incurred transaction costs of HK\$202,000 for the Shanghai Junbo Acquisition. These transaction have been expensed and were included in administrative expenses in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2015.

34. 收購附屬公司(續)**(6) 收購上海駿帛(「上海駿帛收購事項」)(續)**

上海駿帛於收購日期之可識別資產公平值如下：

		Fair value recognised on acquisition 於收購時確認 的公平值 HK\$'000 千港元
Prepaid land lease payments	預付土地租金	109,326
Property, plant and equipment	物業、廠房及設備	569
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	35
Cash and bank balances	現金及銀行結餘	1
Total identifiable net assets at fair value	按公平值計量之可識別資產淨值總額	109,931
Satisfied by cash*	以現金償付*	109,931

* 本集團於截至二零一六年及二零一五年十二月三十一日止年度分別支付19,726,000港元及84,615,000港元之現金代價，而5,982,000港元之餘下應付代價計入本集團於二零一七年十二月三十一日之其他應付款項及應計費用(二零一六年：5,590,000港元)。

本集團就上海駿帛收購事項產生202,000港元的交易成本。該等交易經已支銷並計入截至二零一五年十二月三十一日止年度的綜合損益及其他全面收益表之行政開支。

34. ACQUISITION OF SUBSIDIARIES (Continued)**(6) Acquisition of Shanghai Junbo (the “Shanghai Junbo Acquisition”) (Continued)**

An analysis of the cash flows in respect of the Shanghai Junbo Acquisition is as follows:

		HK\$'000 千港元
Cash consideration	現金代價	(84,615)
Cash and bank balances acquired	已收購之現金及銀行結餘	1
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之現金及現金等值物流出淨額	(84,614)
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流量之收購事項交易成本	(202)
		(84,816)

35. DISPOSAL OF SUBSIDIARIES**(1) Disposal of Beijing Beijian Inland Port International Logistics Co., Ltd.* (“Beijian Lugang”)**

On 13 April 2017, the Group entered into a sale and purchase agreement (the “Disposal Agreement”) with Beijing Ronghui Hotel Management Limited*, a wholly owned subsidiary of Radiance Group Co., Limited* (“Radiance Group”), to sell its entire equity interest of Beijian Lugang, an indirect non-wholly owned subsidiary of the Company, for a consideration of RMB796,109,000 (equivalent to approximately HK\$917,282,000) (the “Disposal”).

The Disposal was completed on 20 July 2017, and a gain on disposal of HK\$576,121,000 was recorded.

* For identification purpose only

34. 收購附屬公司(續)**(6) 收購上海駿帛(「上海駿帛收購事項」)(續)**

有關上海駿帛收購事項之現金流量分析如下：

		HK\$'000 千港元
Cash consideration	現金代價	(84,615)
Cash and bank balances acquired	已收購之現金及銀行結餘	1
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量之現金及現金等值物流出淨額	(84,614)
Transaction costs of the acquisition included in cash flows from operating activities	計入經營活動所得現金流量之收購事項交易成本	(202)
		(84,816)

35. 出售附屬公司**(1) 出售北京北建陸港國際物流有限公司(「北京陸港」)**

於二零一七年四月十三日，本集團與金輝集團股份有限公司(「金輝集團」)的全資附屬公司北京融輝酒店管理有限公司訂立買賣協議(「出售協議」)，以代價人民幣796,109,000元(相當於約917,282,000港元)出售其於本公司間接非全資附屬公司北京陸港的全部股權(「出售事項」)。

出售事項已於二零一七年七月二十日完成，並錄得出售收益576,121,000港元。

* 僅供識別

35. DISPOSAL OF SUBSIDIARIES (Continued)

(2) Disposal of Beijing Xibu

On 20 August 2015, United Win International Corporation (“United Win”), a wholly owned subsidiary of the Company, and Mr. Zhu Gang (“Mr. Zhu”) entered into a sale and purchase agreement (the “Beijing Xibu Agreement”), pursuant to which United Win conditionally agreed to acquire and Mr. Zhu conditionally agreed to sell the entire issued share capital of Beijing Xibu at a total consideration of RMB40,800,000 which was to be satisfied entirely by the issue of 61,710,000 Shares (the “Beijing Xibu Consideration Shares”) by the Company (the “Beijing Xibu Acquisition”) subject to the result of the profit guarantee. Completion of the Beijing Xibu Acquisition took place on 4 January 2016.

On 18 November 2016, a Supplemental Beijing Xibu Agreement was entered into by United Win and Mr. Zhu to terminate all outstanding rights and obligations under the Beijing Xibu Agreement with respect to, among others, the post-completion allotment and issue of the Beijing Xibu Consideration Shares, the profit guarantee and the right of first refusal of Mr. Zhu with effect from the date of signing of the Supplemental Beijing Xibu Agreement. In consideration of the release of the Company’s obligation to allot and issue the Beijing Xibu Consideration Shares, United Win agreed to transfer back to Mr. Zhu an aggregate of 755,000 shares in Beijing Xibu, representing 75.5% of the total issued share capital of Beijing Xibu.

Upon completion on 18 November 2016, Beijing Xibu was being held as to 24.5% by United Win and the remaining 75.5% by Mr. Zhu, as such, Beijing Xibu will cease to be a subsidiary of the Group and its financial results will not be consolidated with those of the Group.

35. 出售附屬公司(續)

(2) 出售北京喜步

於二零一五年八月二十日，本公司全資附屬公司United Win International Corporation (「United Win」)與朱剛先生(「朱先生」)訂立買賣協議(「北京喜步協議」)，據此，United Win有條件同意收購而朱先生有條件同意出售北京喜步的全部已發行股本，總代價為人民幣40,800,000元，由本公司以悉數發行61,710,000股股份(「北京喜步代價股份」)支付(「北京喜步收購事項」)，惟須待溢利保證的結果方可作實。北京喜步收購事項已於二零一六年一月四日完成。

於二零一六年十一月十八日，United Win與朱先生訂立補充北京喜步協議，以終止北京喜步協議項下所有未履行權利及責任，其中包括於完成後配發及發行北京喜步代價股份、溢利保證及朱先生的優先選擇權，自補充北京喜步協議簽訂日期起生效。作為解除本公司於配發及發行北京喜步代價股份的責任的代價，United Win同意向朱先生轉讓回於北京喜步的合共755,000股，相當於北京喜步已發行股本總額的75.5%。

於二零一六年十一月十八日完成後，北京喜步由United Win持有24.5%，而其餘75.5%由朱先生持有，因此，北京喜步將不再為本集團的附屬公司，其財務業績將不再在本集團的財務業績綜合處理。

35. DISPOSAL OF SUBSIDIARIES (Continued)

35. 出售附屬公司(續)

		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
Net assets disposed of:	已出售之淨資產：			
Property, plant and equipment	物業、廠房及設備	13	137,753	543
Prepaid land lease payment	預付土地租金	15	702,304	—
Goodwill	商譽	16	52,785	31,618
Available-for-sale investments	可供出售投資		—	17,550
Inventories	存貨		—	18,837
Cash and bank balances	現金及銀行結餘		3,765	2,292
Trade receivables	應收貿易賬款		—	26,707
Prepayments and other receivables	預付款項及其他應收款項		23,304	10,379
Trade payables	應付貿易賬款		—	(11,164)
Other payables and accruals	其他應付款項及應計費用		(539,184)	(12,662)
Receipt in advance	已收墊款		—	(28,814)
Interest-bearing bank and other borrowings	計息銀行及其他借款		—	(3,604)
Tax payables	應付稅項		—	(476)
Deferred tax liabilities	遞延稅項負債	30	(70,161)	—
Non-controlling interests	非控股權益		—	(369)
			310,566	50,837
Exchange fluctuation reserve	外匯波動儲備		30,595	1,058
			341,161	51,895
Gain/(loss) on disposal of subsidiaries	出售附屬公司之收益/(虧損)	5	576,121	(8,225)
			917,282	43,670
Satisfied by:	以下列方式償付：			
Cash	現金		917,282	21,000
Waiver of contingent consideration payable	豁免應付或然代價		—	14,544
Remaining interest recognised as an available-for-sale investment	確認為可供出售投資之餘下權益	34	—	8,126
			917,282	43,670

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35. DISPOSAL OF SUBSIDIARIES (Continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of a subsidiary 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
Cash consideration	現金代價	917,282	21,000
Cash and bank balances disposed of	已出售之現金及銀行結餘	(3,765)	(2,292)
Net inflow of cash and cash equivalents in respect of the disposal of subsidiaries	有關出售附屬公司之現金及現金等值物流入淨額	913,517	18,708

35. 出售附屬公司(續)

有關出售一間附屬公司之現金及現金等值物流入淨額之分析如下：

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS**(a) Changes in liabilities arising from financing activities**

		Bank and other loans 銀行及其他貸款 HK\$'000 千港元
At 1 January 2017	於二零一七年一月一日	182,835
Changes from financing cash flows	融資現金流變動	47,452
Effect of foreign exchange rate changes, net	匯率變動影響淨額	12,757
At 31 December 2017	於二零一七年十二月三十一日	243,044

36. 綜合現金流量表附註**(a) 融資活動產生的負債變動****(b) Total taxes paid**

The total taxes paid during the year were:

(b) 已付稅項總額

年內已付稅項總額：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Operating activities: PRC profit tax paid	經營活動： 已付中國所得稅	2,221	1,879
		2,221	1,879
Investing activities: PRC profit tax paid	投資活動： 已付中國所得稅	69,198	—
Hong Kong profits tax paid	已付香港利得稅	2,361	—
		71,559	—

37. CONTINGENT LIABILITIES

On 26 May 2015, the Company received a writ issued by Lucky Creation Limited (the "Plaintiff") in the High Court (the "Action") against the Company and Mr. Wang Zheng Chun, an executive Director of the Company. In the Action, the Plaintiff claimed against the Company for specific performance of an alleged agreement to issue and allot 1,236,615,482 new shares at the price of HK\$0.25 per Share, damages in addition to or in lieu of specific performance, loss and damages to be assessed for the alleged breaches, interest, costs of the Action and further and/or other relief. The Plaintiff did not appear at the case management conference held on 15 March 2018. Therefore, the Court has provisionally struck out the Plaintiff's claims. The Company understands that the Plaintiff may, before the expiry of 3 months from the date of the case management conference, apply to the Court for restoration of its claims. The Directors recognise the inherent uncertainties of litigation. Having considered the advice from the Group's legal counsel, the Directors believe that the Company has a valid defence against the allegations of the Plaintiff and, accordingly, the Company has not made provision for the claims under the Action, other than the related legal and other costs.

38. PLEDGE OF ASSETS

Details of the Group's bank loans, which are secured by the assets of the Group, are included in note 29 to the consolidated financial statements.

37. 或然負債

於二零一五年五月二十六日，本公司接獲瑞建有限公司（「原告人」）針對本公司及本公司執行董事王正春先生發出之高等法院令狀（「該訴訟」）。於該訴訟中，原告人要求本公司強制履行指稱的協議，以按每股股份0.25港元之價格發行及配發1,236,615,482股新股份，以就除強制履行外或與其有關之損害、虧損及就所聲稱違反將評估之損失、利息、該訴訟之費用以及進一步及／或其他補償向本公司索償。原告人沒有於二零一八年三月十五日舉行的案件管理會議出現，因此，法院已暫時剔除原告人的索償。本公司明白原告人可於案件管理會議日期起計三個月屆滿前向法院申請恢復其索償。董事確認訴訟的固有不確定性。經考慮本集團法律顧問的意見，董事相信，本公司擁有對原告人指控的有效抗辯理據，因此，除相關法律及其他費用外，本公司並無就該訴訟的申索計提撥備。

38. 資產抵押

本集團之銀行貸款詳情（由本集團之資產擔保）載於綜合財務報表附註29。

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39. OPERATING LEASES ARRANGEMENTS**(a) As lessor**

The Group leases its investment properties (note 14 to the consolidated financial statements) under operating lease arrangements, with leases negotiated for terms ranging from one to twenty years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At 31 December 2017, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants 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	17,772	12,343
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	50,279	39,811
After five years	五年後	124,955	120,731
		193,006	172,885

(b) As lessee

The Group leases certain of its office properties and staff quarters under operating lease arrangements, with leases negotiated for terms ranging from one to three years.

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	4,808	5,868
In the second to third years, inclusive	第二至第三年 (包括首尾兩年)	924	3,443
		5,732	9,311

39. 經營租賃安排**(a) 作為出租人**

本集團根據經營租賃安排出租其投資物業(綜合財務報表附註14)，經磋商的租期介乎一年至二十年。租約條款一般亦要求租戶支付保證金及訂明可根據當時市況定期對租金作出調整。

於二零一七年十二月三十一日，本集團根據與其租戶訂立的不可撤銷經營租賃於下列期間到期的未來最低租賃應收款項總額如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	17,772	12,343
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	50,279	39,811
After five years	五年後	124,955	120,731
		193,006	172,885

(b) 作為承租人

本集團根據經營租賃安排租用若干辦公室物業及員工宿舍，經磋商租期介乎一至三年。

於二零一七年十二月三十一日，本集團根據不可撤銷經營租賃於下列期間到期的未來最低租賃付款總額如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	4,808	5,868
In the second to third years, inclusive	第二至第三年 (包括首尾兩年)	924	3,443
		5,732	9,311

40. COMMITMENTS

In addition to the operating lease commitments detailed in note 39(b) above, 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：		
Land and buildings	土地及樓宇	425,685	140,964

40. 承擔

除上文附註39(b)詳述的經營租賃承擔，本集團於報告期末的資本承擔如下：

41. RELATED PARTY TRANSACTIONS

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

41. 關連方交易

(a) 除該等財務報表其他章節詳述之交易外，本集團於年內與關連方進行以下交易：

		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
Interest income from a director	來自一名董事之利息收入	(i)	5,304	1,012
Handling income from a director	來自一名董事之手續費收入	(i)	—	1,200
Interest income from a company of which a director of the Company is a controlling shareholder	來自一間由本公司董事擔任控股股東的公司之利息收入	(ii)	687	4,847
Interest income from a company of which is jointly controlled by the directors of the Company	來自一間由本公司董事共同控制的公司之利息收入	(iii)	3,868	—

41. RELATED PARTY TRANSACTIONS (Continued)**(a) (Continued)**

- (i) On 28 October 2016, the Group entered into a loan facility agreement with Mr. Wang Zheng Chun, a director of the Company, pursuant to which, the Group provided a loan of HK\$135,000,000 for a term of twelve months, bearing interest at 4.5% per annum. A handling fee of HK\$1,200,000 was charged and deducted upon the first drawing of loan facility. On 30 June 2017 and 1 November 2017, HK\$20,950,000 and HK\$52,050,000 of loan facility, respectively were received and HK\$5,725,000 of related interest receivable was received. The Group provided a loan extension of the remaining principal of HK\$62,000,000 for a term of twelve months, bearing interest at 6.0% per annum. The remaining principal HK\$62,000,000 and the relevant interest receivable of HK\$591,000 as at 31 December 2017 were included in the amounts due from related parties in the consolidated statement of financial position.
- (ii) On 31 March 2015, the Group disposed of World Wisdom Industrial Limited ("World Wisdom") to Jingjun Global Limited ("Jingjun Global"), a company wholly owned by Mr. Wang Zheng Chun, an executive director of the Company, for a total consideration of HK\$668,900,000. The remaining consideration receivable of HK\$108,900,000 as at 31 December 2016 and its relevant interest receivable were fully received on 15 March 2017, 21 March 2017, 22 March 2017, 29 March 2017 and 30 June 2017, respectively. During the year, the Group earned an interest income of HK\$687,000 on the consideration receivable from Jingjun Global (2016: HK\$4,847,000).

41. 關連方交易(續)**(a) (續)**

- (i) 於二零一六年十月二十八日，本集團與本公司董事王正春先生訂立貸款融資協議，據此，本集團提供一筆135,000,000港元之貸款，為期十二個月，並按年利率4.5%計息。已收取1,200,000港元之手續費，並於首次提取貸款融資後扣除。於二零一七年六月三十日及二零一七年十一月一日，已收取為數分別為20,950,000港元及52,050,000港元的貸款融資，以及5,725,000港元的相關應收利息已收取。本集團就餘下本金額62,000,000港元提供貸款延期，為期12個月，並按年利率6.0%計息。於二零一七年十二月三十一日，餘下本金額62,000,000港元以及相關應收利息591,000港元已計入綜合財務狀況表之應收關連方款項。
- (ii) 於二零一五年三月三十一日，本集團向本公司執行董事王正春先生全資擁有之公司Jingjun Global Limited (「Jingjun Global」)出售World Wisdom Industrial Limited (「World Wisdom」)，總代價為668,900,000港元。於二零一六年十二月三十一日，餘下應收代價108,900,000港元，及其相關應收利息已分別於二零一七年三月十五日、二零一七年三月二十一日、二零一七年三月二十九日、二零一七年三月二十九日以及二零一七年六月三十日全數收取。年內，本集團自應收Jingjun Global之代價獲得687,000港元利息收入(二零一六年：4,847,000港元)。

41. RELATED PARTY TRANSACTIONS (Continued)**(a) (Continued)**

- (iii) On 17 July 2017, the Group entered into a loan facility agreement with Jinfu N.A. Real Estate Investment Limited ("Jinfu N.A."), a company partly invested by Mr. Zhu Shi Xing, Mr. Gu Shan Chao and Mr. Liu Xue Heng, the executive directors of the Company, pursuant to which, the Group provided to Jinfu N.A. a loan of CAD13,400,000 (equivalent to approximately HK\$84,019,000), which is due at 20 July 2020 bearing interest at 10% per annum. On 20 July 2017, the Group entered into a loan facility supplementary agreement with Jinfu N.A. and its subsidiary, 1121695 B.C. Ltd., pursuant to which, the borrower of the loan was changed from Jinfu N.A. to 1121695 B.C. Ltd.. During the year, the Group earned an interest income of CAD622,000 (equivalent to approximately HK\$3,868,000) on the loan to 1121695 B.C. Ltd.. The remaining principal HK\$83,374,000 and the relevant interest receivable of HK\$3,863,000 as at 31 December 2017 were guaranteed by Mr. Yu Lu Ning, a third party, Mr. Zhu Shi Xing, Mr. Gu Shan Chao and Mr. Liu Xue Heng.

(b) Outstanding balances with related parties:

- (i) The Group had an outstanding balance due to a related company of HK\$36,558,000 (2016: Nil) as at the end of the reporting period. This balance is unsecured, interest-free and has no fixed terms of repayment.
- (ii) Detail of the Group's loan due from a Company's director is included in note 41(a)(i) to the consolidated financial statements.
- (iii) Detail of the Group's loan due from a related party is included in note 41(a)(iii) to the consolidated financial statements.

41. 關連方交易(續)**(a) (續)**

- (iii) 於二零一七年七月十七日，本公司與金富北美不動產投資有限公司(「金富北美」)(一間由本公司執行董事祝仕興先生、顧善超先生及劉學恒先生部分投資之公司)訂立貸款融資協議，據此，本集團向金富北美提供一筆本金額為13,400,000加元(相當於約84,019,000港元)之貸款，於二零二零年七月二十日到期，並按年利率10%計息。於二零一七年七月二十日，本集團與金富北美及其附屬公司1121695 B.C. Ltd.訂立貸款融資補充協議，據此貸款的借款人由金富北美變更為1121695 B.C. Ltd.。年內，本集團就給予1121695 B.C. Ltd.的貸款賺取利息收入622,000加元(相當於約3,868,000港元)。於二零一七年十二月三十一日餘下本金額83,374,000港元及應收相關利息3,863,000港元由第三方馮魯寧先生、祝仕興先生、顧善超先生及劉學恒先生擔保。

(b) 尚未償還的關連方結餘：

- (i) 於報告期末，本集團應付一間關連公司的尚未償還結餘為36,558,000港元(二零一六年：無)。結餘為無抵押、免息及無固定還款期。
- (ii) 本集團應收本公司一名董事貸款的詳情載於綜合財務報表附註41(a)(i)。
- (iii) 本集團應收關連方貸款的詳情載於綜合財務報表附註41(a)(iii)。

41. RELATED PARTY TRANSACTIONS (Continued)**(c) Compensation of key management personnel of the Group:**

In the opinion of the directors, the directors and the chief executive of the Company represented the key management personnel of the Group. Further details of directors' and the chief executive's emoluments are included in note 8 to the financial statements.

42. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2017

Financial assets

		Financial assets measured at fair value through profit or loss 透過損益以公平值列賬之金融資產 HK\$'000 千港元	Loans and receivables 貸款及應收款項 HK\$'000 千港元	Available-for-sale financial assets 可供銷售金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale investments	可供出售投資	—	—	46,151	46,151
Trade receivables	應收貿易賬款	—	28,325	—	28,325
Due from related parties	應收關連方款項	—	149,832	—	149,832
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項之金融資產	—	766,863	—	766,863
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產	104,607	—	—	104,607
Cash and cash equivalents	現金及現金等值物	—	471,436	—	471,436
		104,607	1,416,456	46,151	1,567,214

41. 關連方交易(續)**(c) 本集團主要管理人員補償：**

董事認為，本公司董事及主要行政人員即本集團主要管理人員。有關董事及主要行政人員酬金之進一步詳情載於財務報表附註8。

42. 按類別劃分之金融工具

於報告期末，各類別金融工具之賬面值如下：

二零一七年

金融資產

42. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)
2017 (Continued)

Financial liabilities

42. 按類別劃分之金融工具(續)
二零一七年(續)

金融負債

		Financial liabilities at fair value through profit or loss Designated as such upon initial recognition 透過損益以公平值列賬之金融負債於初步確認後指定 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷成本計算之金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade payables	應付貿易賬款	—	16,878	16,878
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用之金融負債	11,950	106,280	118,230
Interest-bearing bank and other borrowings	計息銀行及其他借款	—	243,044	243,044
		11,950	366,202	378,152

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42. FINANCIAL INSTRUMENTS BY CATEGORY (Continued) 2016

Financial assets

42. 按類別劃分之金融工具(續) 二零一六年

金融資產

		Financial assets measured at fair value through profit or loss 透過損益以公平 值列賬之金融資 產 HK\$'000 千港元	Loans and receivables 貸款及應收 款項 HK\$'000 千港元	Available- for-sale financial assets 可供銷售 金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Available-for-sale investments	可供出售投資	—	—	11,295	11,295
Trade receivables	應收貿易賬款	—	12,013	—	12,013
Due from related parties	應收關連方款項	—	247,887	—	247,887
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及 其他應收款項之金融 資產	—	188,295	—	188,295
Financial assets at fair value through profit or loss	透過損益以公平價值列賬 之金融資產	134,687	—	—	134,687
Pledged deposits	已抵押按金	—	21,900	—	21,900
Cash and cash equivalents	現金及現金等值物	—	298,204	—	298,204
		134,687	768,299	11,295	914,281

42. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)
2016 (Continued)

Financial liabilities

42. 按類別劃分之金融工具(續)
二零一六年(續)

金融負債

		Financial liabilities at fair value through profit or loss Designated as such upon initial recognition 透過損益以 公平值列賬之 金融負債 於初步確認後指定 HK\$'000 千港元	Financial liabilities at amortised cost 按攤銷 成本計算之 金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade payables	應付貿易賬款	—	10,007	10,007
Financial liabilities included in other payables and accruals	計入其他應付款項及應計 費用之金融負債	17,619	135,614	153,233
Interest-bearing bank and other borrowings	計息銀行及其他借款	—	182,835	182,835
		17,619	328,456	346,075

43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments not measured at fair value, other than available-for-sale investments measured at cost included in non-current assets, of which the range of reasonable fair value estimates is so significant that the directors are of the opinion that fair value cannot be measured reliably, and those with carrying amounts approximated to their fair values largely due to the short term maturities or floating interest ratio, are as follows:

		Carrying amounts 賬面值		Fair values 公平值	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Financial assets	金融資產				
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產	104,607	134,687	104,607	134,687
Financial liabilities	金融負債				
Consideration payable included in other payables and accruals	計入其他應付款項及應計費用之應付代價	11,950	17,619	11,950	17,619

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the listed equity investments are based on market prices. The fair values of unlisted investments are based on values quoted by the relevant financial institutions.

The fair values of the contingent consideration payables are determined using the Monte Carlo Simulation model under the income approach.

43. 金融工具之公平值及公平值層級

除包含於非流動資產之按成本計量的可供銷售之投資因合理的公平值估計範圍甚大，董事認為其公平值不能可靠計量，以及主要由於該等工具於短期內到期及按浮動利率計息而導致其賬面值與公平值相若以外，本集團並非以公平值計量之金融工具之賬面值與其公平值列示如下：

除被迫或清盤出售外，金融資產及負債的公平值是由自願訂約方之間進行現有交易中可交換的金額。以下方法及假設已用於估計公平值：

上市股本投資的公平值乃基於市價。非上市投資的公平值乃根據相關金融機構的報價。

應付或然代價之公平值乃按收入法下之蒙特卡羅模擬模型釐定。

43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2017 and 31 December 2016:

	Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入值	Range 幅度	Sensitivity of fair value to the input 公平值對輸入值之敏感度
Contingent consideration payables 應付或然代價	Monte Carlo Simulation model 蒙特卡羅模擬模型	FX spot rate 外匯現貨匯率	2017: 1.0611 to 1.1727 二零一七年：1.0611至1.1727 2016: 1.0610 to 1.1726 二零一六年：1.0610至1.1726	5% increase (decrease) in FX spot rate would result in decrease (increase) in fair value by HK\$556,000 (2016: HK\$843,000) 外匯現貨匯率上升(下降)5%將導致公平值下降(增加)556,000港元(二零一六年：843,000港元)
		Discount rate 貼現率	2017: 1.73% to 1.76% 二零一七年：1.73%至1.76% 2016: 0.9863% to 1.0063% 二零一六年：0.9863%至1.0063%	1% increase (decrease) in discount rate would result in decrease (increase) in fair value by HK\$88,000 (2016: HK\$2,000) 貼現率上升(下降)1%將導致公平值下降(增加)88,000港元(二零一六年：2,000港元)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

43. 金融工具之公平值及公平值層級(續)

以下為於二零一七年十二月三十一日及二零一六年十二月三十一日對金融工具估值的重大不可觀察輸入值及定量敏感度分析：

公平值層級

下表說明本集團之金融工具之公平值計量層級：

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43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued) Fair value hierarchy (Continued)

Assets measured at fair value:
As at 31 December 2017

43. 金融工具之公平值及公平值層級(續) 公平值層級(續)

以公平值計量之資產：
於二零一七年十二月三十一日

		Fair value measurement using 使用以下輸入值之公平值計量			
		Quoted prices in active markets 活躍市場報價 (Level 1) (第一級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入值 (Level 2) (第二級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入值 (Level 3) (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at fair value through profit or loss	透過損益以公平值列 賬之金融資產	—	104,607	—	104,607

As at 31 December 2016

於二零一六年十二月三十一日

		Fair value measurement using 使用以下輸入值之公平值計量			
		Quoted prices in active markets 活躍市場報價 (Level 1) (第一級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入值 (Level 2) (第二級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入值 (Level 3) (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at fair value through profit or loss	透過損益以公平值列 賬之金融資產	—	134,687	—	134,687

43. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Liabilities measured at fair value:
As at 31 December 2017

43. 金融工具之公平值及公平值層級(續)

公平值層級(續)

以公平值計量之負債：
於二零一七年十二月三十一日

		Fair value measurement using 使用以下輸入值之公平值計量			
		Quoted prices in active markets 活躍市場報價 (Level 1) (第一級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入值 (Level 2) (第二級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入值 (Level 3) (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial liabilities include in other payables and accruals	計入其他應付款項及 應計費用之 金融負債	—	—	11,950	11,950

As at 31 December 2016

於二零一六年十二月三十一日

		Fair value measurement using 使用以下輸入值之公平值計量			
		Quoted prices in active markets 活躍市場報價 (Level 1) (第一級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入值 (Level 2) (第二級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入值 (Level 3) (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial liabilities include in other payables and accruals	計入其他應付款項及 應計費用之 金融負債	—	—	17,619	17,619

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The financial assets of the Group mainly include cash and cash equivalents, trade receivables, available-for-sale investments, financial assets at fair value through profit or loss, amounts due from related parties and deposits and other receivables, which arise directly from its operations. Financial liabilities of the Group mainly include other payables and accruals and interest-bearing bank and other borrowings.

The main risks arising from the Group's financial instruments are interest rate risks, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with floating interest rates.

At present, the Group does not intend to hedge its exposure to interest rate fluctuations. However, the Group will constantly review the economic situation and its interest rate risk profile, and will consider appropriate hedging measures in future as may be necessary.

With all other variables held constant, a change in interest rates of 50 basis points per annum would cause a responding change in the Group's loss before tax by approximately HK\$476,000 for the year ended 31 December 2017 (2016: HK\$473,000).

Foreign currency risk

The Group's businesses are located in the PRC and most of the transactions are conducted in RMB.

The Group's exposure to foreign exchange risks was primarily related to bank balances and other receivables denominated in RMB, US dollars and CAD. The Group currently does not have a foreign currency hedging policy. It manages its foreign currency risk by closely monitoring the movements in the foreign currency rates.

44. 財務風險管理之目標及政策

本集團金融資產主要包括直接自其營運所得之現金及現金等值物、應收貿易賬款、可供出售投資、透過損益以公平值列賬之金融資產、應收關連方款項以及按金及其他應收款項。本集團財務負債主要包括其他應付款項及應計費用以及計息銀行及其他借款。

本集團財務工具之主要風險為利率風險、外匯風險、信貸風險及流動資金風險。董事會檢討並協定管理此等風險之政策，茲概述如下。

利率風險

本集團面對主要與本集團按浮動利率計算之計息銀行借款相關之市場利率變動風險。

現時，本集團無意對沖利率波動風險。然而，本集團將會一直觀察經濟情況及其利率風險狀況，日後如有需要，會考慮採取適當之對沖措施。

於其他變數保持不變的情況下，利率每年出現50基點之變動將導致本集團之除稅前虧損於截至二零一七年十二月三十一日止年度出現約476,000港元(二零一六年：473,000港元)之相應變動。

外幣風險

本集團的業務位於中國且大部分交易以人民幣進行。

本集團所承受的外匯風險主要來自於以人民幣、美元及加元結算的銀行結餘及其他應收款項。本集團目前並無外幣對沖政策。其透過密切監察外幣匯率之變動管理其外幣風險。

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB, US dollars and CAD exchange rates (against HK\$) on the Group's profit before tax for the year ended 31 December 2017 (due to changes in the fair value of monetary assets).

44. 財務風險管理之目標及政策(續)

外幣風險(續)

下表列出於報告期末本集團於截至二零一七年十二月三十一日止年度之除稅前溢利對於人民幣、美元及加元匯率(兌港元)在合理範圍內因貨幣資產之公平值變動而可能出現之變動的敏感度。

		Increase/ (decrease) in RMB rate 人民幣匯率 上升/ (下跌) %	Increase/ (decrease) in CAD rate 加元匯率 上升/ (下跌) %	Increase/ (decrease) in USD rate 美元匯率 上升/ (下跌) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/ (減少) HK\$'000 千港元
2017	二零一七年				
If the HK\$ weakens against the RMB	倘港元兌人民幣貶值	5	N/A 不適用	N/A 不適用	84
If the HK\$ strengthens against the RMB	倘港元兌人民幣升值	(5)	N/A 不適用	N/A 不適用	(84)
If the HK\$ weakens against the CAD	倘港元兌加元貶值	N/A 不適用	5	N/A 不適用	5,340
If the HK\$ strengthens against the CAD	倘港元兌加元升值	N/A 不適用	(5)	N/A 不適用	(5,340)
If the HK\$ weakens against the USD	倘港元兌美元貶值	N/A 不適用	N/A 不適用	5	110
If the HK\$ strengthens against the USD	倘港元兌美元升值	N/A 不適用	N/A 不適用	(5)	(110)
2016	二零一六年				
If the HK\$ weakens against the RMB	倘港元兌人民幣貶值	5	N/A 不適用	N/A 不適用	1,018
If the HK\$ strengthens against the RMB	倘港元兌人民幣升值	(5)	N/A 不適用	N/A 不適用	(1,018)
If the HK\$ weakens against the CAD	倘港元兌加元貶值	N/A 不適用	5	N/A 不適用	3,682
If the HK\$ strengthens against the CAD	倘港元兌加元升值	N/A 不適用	(5)	N/A 不適用	(3,682)
If the HK\$ weakens against the USD	倘港元兌美元貶值	N/A 不適用	N/A 不適用	5	256
If the HK\$ strengthens against the USD	倘港元兌美元升值	N/A 不適用	N/A 不適用	(5)	(256)

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**Credit risk**

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, trade receivables, available-for-sale investments, financial assets at fair value through profit or loss, and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets and projected cash flows from operations.

The maturity profile of the Group's as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		2017 二零一七年			
		On demand or within 1 year 按要求 或一年內 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Interest-bearing bank and other borrowings	計息銀行及其他借款	91,052	133,613	50,303	274,968
Trade payables	應付貿易賬款	16,878	—	—	16,878
Other payables	其他應付款項	108,690	9,540	—	118,230
		216,620	143,153	50,303	410,076

44. 財務風險管理之目標及政策(續)**信貸風險**

本集團僅與具知名度及良好信譽之第三方進行交易。在本集團之政策下，應收款項結餘乃按持續基準監察，故本集團所承受之壞賬風險並不重大。

本集團其他金融資產(包括現金及現金等值物、應收貿易賬款、可供出售投資、透過損益以公平值列賬之金融資產及其他應收款項)之信貸風險來自對手方之拖欠情況，其最大風險相當於該等工具之賬面值。

流動資金風險

本集團通過使用經常性流動資金規劃工具監控資金短缺的風險，有關工具考慮其金融工具及金融資產的到期日，及營運所得的預測現金流量。

本集團於報告期末根據已訂約未貼現付款計算的到期情況如下：

44. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

		2016 二零一六年			
		On demand or within 1 year 按要 求 或一年內 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Interest-bearing bank and other borrowings	計息銀行及其他借款 借款	83,080	114,874	—	197,954
Trade payables	應付貿易賬款	10,007	—	—	10,007
Other payables	其他應付款項	141,156	12,077	—	153,233
		234,243	126,951	—	361,194

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2017 and 31 December 2016.

45. EVENTS AFTER THE REPORTING PERIOD

On 30 January 2018, the Group entered into a working capital loan agreement ("Agreement") with the Beijing branch of Bank of Jinzhou. Pursuant to the Agreement, Bank of Jinzhou agreed to provide the Group with a two-year working capital loan of RMB100,000,000 at a fixed interest rate of 6.65% per annum.

46. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform to current year's presentation.

44. 財務風險管理之目標及政策 (續)

流動資金風險 (續)

		2016 二零一六年			
		On demand or within 1 year 按要 求 或一年內 HK\$'000 千港元	1 to 5 years 一至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Interest-bearing bank and other borrowings	計息銀行及其他借款 借款	83,080	114,874	—	197,954
Trade payables	應付貿易賬款	10,007	—	—	10,007
Other payables	其他應付款項	141,156	12,077	—	153,233
		234,243	126,951	—	361,194

資本管理

本集團進行資本管理的主要目標為保障本集團能夠持續經營及保持穩健資本比率以支持其業務發展及令股東價值最大化。

本集團根據經濟狀況的變動及相關資產的風險特徵管理其資本架構並對其作出調整。為維持或調整資本架構，本集團可能調整向股東派付的股息，向股東退還資本或發行新股份。本集團毋須受任何外部資本要求規限。於截至二零一七年十二月三十一日及二零一六年十二月三十一日止年度，資本管理的目標、政策或程序概無作出任何改變。

45. 報告期後事項

於二零一八年一月三十日，本集團與錦州銀行北京分行訂立營運資金貸款協議（「該協議」）。根據該協議，錦州銀行同意向本集團提供人民幣100,000,000元的兩年期營運資金貸款，利率固定為每年6.65%。

46. 比較金額

若干比較金額已重新分類，以符合本年度的呈列方式。

Notes to Financial Statements • 財務報表附註

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

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

47. 本公司之財務狀況表

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		
Property, plant and equipment	物業、廠房及設備	832	1,462
Investment in an associate	於一間聯營公司之投資	379,649	147,849
Investments in subsidiaries	於附屬公司之投資	5,143	5,143
Total non-current assets	非流動資產總值	385,624	154,454
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	2,019,294	2,320,679
Due from related parties	應收關連方款項	87,241	—
Prepayments and other receivables	預付款項及其他應收款項	1,132	19,742
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產	104,607	122,111
Pledged deposits	已抵押存款	—	20,000
Cash and cash equivalents	現金及現金等值物	55,742	59,314
Total current assets	流動資產總值	2,268,016	2,541,846
CURRENT LIABILITIES	流動負債		
Interest-bearing bank borrowings	計息銀行借款	—	53,000
Other payables and accruals	其他應付款項及應計費用	3,979	6,460
Total current liabilities	流動負債總額	3,979	59,460
NET CURRENT ASSETS	流動資產淨值	2,264,037	2,482,386
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	2,649,661	2,636,840
Net assets	資產淨值	2,649,661	2,636,840
EQUITY	權益		
Share capital	股本	1,209,648	1,234,578
Reserves	儲備	1,440,013	1,402,262
Total equity	總權益	2,649,661	2,636,840

47. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

A summary of the Company's reserves is as follows:

47. 本公司之財務狀況表(續)

本公司之儲備概要如下:

		Share premium account	Merger reserve	Equity-settled share-based payment reserve	Share held for the share award scheme	Accumulated losses	Total
		股份溢價賬	合併儲備	股權結算以股份為基礎付款儲備	於股份獎勵計劃中持有的股份	累計虧損	總計
		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
At 1 January 2016	於二零一六年一月一日	1,822,632	(200)	44,780	(1,257)	(395,188)	1,470,767
Total comprehensive loss for the year	年度全面虧損總額	—	—	—	—	(93,341)	(93,341)
Acquisition of subsidiaries	收購附屬公司	(22,881)	—	—	—	—	(22,881)
Issue of shares upon placing	配售時發行股份	6,655	—	—	—	—	6,655
Issue of shares upon exercise of share options	行使購股權時發行股份	—	—	41,062	—	—	41,062
Equity-settled share-based payment arrangements	股權結算以股份為基礎付款安排	(1,257)	—	—	1,257	—	—
Shares purchased for the share award scheme	就股份獎勵計劃購買的股份	—	—	(3,966)	—	3,966	—
At 31 December 2016	於二零一六年十二月三十一日	1,805,149	(200)	81,876	—	(484,563)	1,402,262
Total comprehensive loss for the year	年度全面虧損總額	—	—	—	—	57,386	57,386
Issue of consideration shares	發行代價股份	6,263	—	—	—	—	6,263
Equity-settled share-based payment arrangements	股權結算以股份為基礎付款安排	—	—	17,758	—	—	17,758
Share repurchased	已購回股份	(43,656)	—	—	—	—	(43,656)
At 31 December 2017	於二零一七年十二月三十一日	1,767,756	(200)	99,634	—	(427,177)	1,440,013

48. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 28 March 2018.

48. 財務報表之批准

財務報表已於二零一八年三月二十八日獲董事會批准及授權刊發。

Particulars of Properties

物業詳情

31 December 2017 二零一七年十二月三十一日

INVESTMENT PROPERTIES

投資物業

Location 位置	Use 用途	Tenure 租期	Percentage of interest attributable to the Group 本集團應佔權益百分比
No. 2, Zheng Fu Jie West Road, Changping District, Beijing, China 中國北京昌平區政府街西路2號	Office and retail 辦公室及零售	Long term lease 長期租約	70%
No. 2518 and No.2538 Dongchuan Road, Minhang District, Shanghai, China 中國上海閔行區東川路2518號及2538號	Retail and car parking spaces 零售及停車位	Medium term lease 中期租約	100%
No. 2-16, Lane 480 Ruili Road, Minhang District, Shanghai, China 中國上海閔行區瑞麗路480里2至16號	Retail 零售	Medium term lease 中期租約	100%

PROPERTY UNDER DEVELOPMENT

發展中物業

Location 位置	Use 用途	Site area (sq.m.) 地盤面積 (平方米)	Gross floor area (sq.m.) 建築面積 (平方米)	Stage of completion 竣工階段	Expected completion date 預計竣工日期	Attributable interest of the Group 本集團應佔權益
No. 328, Wankang Road, Minhang District, Shanghai, China 中國上海閔行區萬康路328號	Industrial 工業	20,480	32,768	Settlement work in progress 竣工結算中	June 2018 二零一八年六月	100%



北控醫療健康產業集團有限公司
Beijing Enterprises Medical And Health Industry Group Limited



This annual report is printed on environmental paper
此年報以環保紙張印製